



## SONATA FINANCE PVT. LTD.

II Floor, CP-1, PG Towers, Kursi Road, Vikas Nagar,  
Lucknow – 226026, Uttar Pradesh, India

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CIN: U65921UP1995PTC035286

NBFC MFI Regn. No.: B-12.00445

**Ref: SEBI/BSE/2024-25/024**

**Date: June 22, 2024**

**Scrip Code: 949876**

**Company Code: 10494**

To,  
The Manager  
Listing Department  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001

**Subject: Intimation/ Submission under Regulation 50(2)(a) and 53(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”)**

Dear Sir/Madam,

Pursuant to Regulation 50(2)(a) of the LODR Regulations read with circulars and guidelines issued thereunder from time to time, we hereby wish to inform that the 29<sup>th</sup> Annual General Meeting (“AGM”) of M/s Sonata Finance Private Limited (“the Company”) is scheduled to be held on Monday, July 15, 2024 at 02:00 PM via Video Conferencing (VC) / Other Audio-Visual means (OAVM), to carry out the business as covered in the Notice calling the AGM.

Further in compliance with the requirements of Regulation 53(2)(a) of the LODR Regulations, please find as attached along with, the copy of the annual report for the relevant period and the Notice calling the 29<sup>th</sup> AGM, as is being dispatched to the shareholders of the company.

It may further be informed that the company has already prepaid all its listed debt securities on May 15, 2024 complying with all the regulatory requirements and the intimation of the prepayment was made vide letter dated May 16, 2024.

Request you to take the same on your record.

**For Sonata Finance Private Limited**

Anjali Manwani  
Siddiqui

Digitally signed by  
Anjali Manwani Siddiqui  
Date: 2024.06.22  
13:20:02 +05'30'

**Anjali M. Siddiqui**  
**Company Secretary**  
**Membership No. F12612**

**Encl:**  
*as above*

**CC:**  
*Catalyst Trusteeship Limited (Debenture Trustee)*

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**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting (“AGM”) of the members of Sonata Finance Private Limited (“the Company”) will be held on Monday, the 15<sup>th</sup> day of July, 2024 at 02:00 P.M. via Video Conferencing (“VC”) / Other Audio-Visual means (“OAVM”), to transact the following business:

**ORDINARY BUSINESS:**

**Item No. 1**

To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors thereon.

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

“**RESOLVED THAT** the standalone audited financial statement of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted.”

**Item No. 2**

To re-appoint Mr. Devarajan Kannan (DIN: 00498935), who retires by rotation and, being eligible, has offered himself for re-appointment.

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

“**RESOLVED THAT** Mr. Devarajan Kannan (DIN: 00498935), Director, who retires by rotation at this meeting and being eligible for re-election by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013, be and is hereby re-appointed as a Director of the Company and his period of office be liable to determination by retirement of directors by rotation”

**Item No. 3**

To re-appoint M/s B R Maheswari & Co LLP, Chartered Accountants (FRN 001035N/N500050) as the Statutory Auditors of the Company for the Financial Year 2024-25.

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof and the guidelines issued by Reserve Bank of India (“RBI”) vide circular bearing no. DoS. CO. ARG/ SEC. 01/ 08.91.001/ 2021- 22 dated April 27, 2021, and as recommended by the Board of Directors, M/s B R Maheswari & Co LLP, Chartered Accountants (FRN 001035N/N500050) be and are hereby re-appointed as Statutory Auditors of the Company for the Financial Year 2024-25, commencing from the conclusion of this 29<sup>th</sup> Annual General Meeting until the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company to be held for the F.Y. 2024-25, at such remuneration which shall not exceed Rs. 18,00,000/- (Rupees Eighteen Lakhs only) for the financial year i.e. 2024-25, inclusive of certification fees but excluding the out-of-pocket expenses and applicable taxes.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company or any other person(s) authorised by the Board in this regard, be and are hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose including but not limited to negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard, without being required to seek any further consent or approval of the members of the Company.”

**SPECIAL BUSINESS:**

**Item No. 4**

To provide loan, guaranties, securities or make investments in excess of limits, specified under Section 186 of the Companies Act, 2013.

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder including any statutory modifications and re-enactments thereof for the time being in force, subject to such other approvals, consents, sanctions and permissions as may be necessary, and as recommended by the Board of Directors, the approval of the members be and is hereby accorded for providing any loan/guarantee or securities or making any investments, exclusively in favour of or in the Kotak Mahindra Group, in excess of the limits specified under Section 186 of the Companies Act, 2013 from time to time as may be considered appropriate for an amount not exceeding Rs. 500 crore (Rupees Five Hundred crore), notwithstanding that such loans/guarantees/securities given or investments made shall be in excess of the limits prescribed under Section 186 (2) of the Companies Act, 2013, i.e. the limits available to the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things which are necessary to give effect to the above resolution.”

**Date: 22<sup>nd</sup> June, 2024**

**Place: Lucknow**

**By Order of the Board of Directors  
For Sonata Finance Private Limited**

Anjali Manwani  
Siddiqui

Digitally signed by Anjali  
Manwani Siddiqui  
Date: 2024.06.22 13:16:54  
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**Anjali Manwani Siddiqui  
(Company Secretary)  
(FCS 12612)**

## **NOTES:**

1. Pursuant to the General Circulars bearing number 09/2023 dated September 25, 2023, 10/2022 dated December 28, 2022; 2/2022 dated May 5, 2022; 21/2021 dated December 14, 2021; 02/2021 dated January 13, 2021; 20/2020 dated May 5, 2020; 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "the circulars"), companies are allowed to hold AGM through Video Conferencing ("VC")/Other Audio-Visual Means OAVM, without the physical presence of members at a common venue. Hence, in compliance with the circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for holding AGM will be the Registered Office of the Company at II Floor, CP-1, PG Towers, Kursi Road, Vikas Nagar, Lucknow – 226026, Uttar Pradesh.
2. Except for Mr. Devarajan Kannan and his relatives who may be deemed to be concerned or interested in the resolution at Item Nos. 2, relating to the re-appointment of Mr. Kannan by rotation, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the business set out under Item Nos. 1 to 4 of the Notice. The Directors recommend passing of the Resolutions at Item Nos. 1 to 4 of the Notice.
3. The explanatory statements pursuant to Section 102 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, setting out all the material facts relating to business under Item Nos. 3 and 4 of this notice, is annexed hereto.
4. 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.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Since the AGM is being held through VC, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route map of AGM are not annexed to this Notice.
7. Corporate Member intending to authorise its representatives pursuant to Sections 112 and 113 of the Companies Act, 2013, to attend the meeting through VC/OAVM is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the meeting, not later than 48 hours before the scheduled time of the commencement of the meeting.
8. The Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company, unless any member has requested for a physical copy of the same. The Notice of AGM and Annual Report 2023-24 can also be accessed through Company's website viz. [www.sonataindia.com](http://www.sonataindia.com)
9. All documents referred to in the Notice are open for inspection at the Registered Office of the company on all working days of the company between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting and the same will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 15<sup>th</sup> day of July, 2024. Member seeking to inspect such documents can send an email to [cs@sonataindia.com](mailto:cs@sonataindia.com).

10. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 29<sup>th</sup> AGM, from their registered email address, mentioning their name, folio number and mobile number, to reach the Company's email address [cs@sonataindia.com](mailto:cs@sonataindia.com) at least 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably. The Members, may also ask questions during the 29<sup>th</sup> AGM with regard to the financial statements or any other matter to be placed at the 29<sup>th</sup> AGM.
11. Members can attend the AGM through VC/OAVM by using the link sent to the members at their registered email id. The link of the meeting shall be shared through email by the Company Secretary of the Company.

**Date: 22<sup>nd</sup> June , 2024**  
**Place: Lucknow**

**By Order of the Board of Directors  
For Sonata Finance Private Limited**

Anjali Manwani  
Siddiqui

Digitally signed by Anjali  
Manwani Siddiqui  
Date: 2024.06.22 13:17:08  
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**Anjali Manwani Siddiqui  
(Company Secretary)  
(FCS 12612)**

## **EXPLANATORY STATEMENTS**

*(Pursuant to Sec. 102 of the Companies Act, 2013)*

### **ITEM NO. 3**

M/s B R Maheswari & Co LLP, Chartered Accountants (FRN 001035N/N500050) were appointed as the Statutory Auditors in the 28<sup>th</sup> Annual General Meeting ("AGM") of the Company held on September 06, 2023, till the conclusion of this 29<sup>th</sup> Annual General Meeting ("AGM") as per the requirements of section 139(8) of the Companies Act, 2013. The Board of directors of the company have recommended the re-appointment of M/s B R Maheswari & Co LLP, Chartered Accountants (FRN 001035N/N500050), as the Statutory Auditors of the Company for the Financial Year 2024-25, commencing from the conclusion of this 29<sup>th</sup> AGM till the conclusion of 30<sup>th</sup> AGM of the Company to be held for the F.Y. 2024-25, subject to the satisfaction of eligibility norm as prescribed by RBI and approval by the members in this AGM.

M/s B R Maheswari & Co LLP, have conveyed their consent for being re-appointed as the Statutory Auditors of the Company along with a confirmation that, their re-appointment, if made, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013 and shall also be eligible under the eligibility norms prescribed by RBI regarding appointment of statutory auditors.

The Board recommends the Ordinary resolution set out at Item No. 3 of the Notice for approval by the members.

None of the Directors and Key Managerial Person or their relatives, in any way, concerned or interested in the said resolution.

### **ITEM NO. 4**

Pursuant to consummation of transaction with M/s Kotak Mahindra Bank Limited ("KMBL/ the Bank") resulting in acquisition of 100% equity share capital of the Company by KMBL on March 28, 2024, the Company is now exclusively operating as a business correspondent (BC) partner of the Bank. Further as per the regulatory requirements the company shall surrender its Non-Banking Financial Company-Micro Finance Institution (NBFC-MFI) license with Reserve Bank of India (RBI).

The company has entered into BC arrangement with the Bank and as per the terms and conditions of the BC agreement the company is required to provide a Business Quality Commitment ("BQC") to the Bank. Any such commitment / security extended, shall be covered under the provisions of Section 186 of the Companies Act 2013.

Further as per Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval of the members in the General Meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding,

- (i) 60 percent of its paid-up capital, free reserves and securities premium account or
- (ii) 100 hundred percent of its free reserves and securities premium account, whichever is higher.

The Board of Directors have, recommended to increase the limits of loan/guarantee or security, being extended by the company, upto Rs. 500 crore, being over and above the limits specified under Section 186 of the Companies Act, 2013, subject to the approval by the members in this AGM.

The Board recommends the Special resolution set out at Item No. 4 of the Notice for approval by the members.

None of the Directors and Key Managerial Person or their relatives, in any way, concerned or interested in the said resolution.

**Date: 22<sup>nd</sup> June, 2024**  
**Place: Lucknow**

**By Order of the Board of Directors  
For Sonata Finance Private Limited**

Anjali Manwani  
Siddiqui

Digitally signed by Anjali  
Manwani Siddiqui  
Date: 2024.06.22  
13:17:48 +05'30'

**Anjali Manwani Siddiqui  
(Company Secretary)  
(FCS 12612)**



**Sonata Finance Private Limited**





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# Directors' Report

To  
The Members

## SONATA FINANCE PRIVATE LIMITED

The Board of Directors are pleased to present the Twenty Ninth Annual Report of Sonata Finance Private Limited (SFPL/Sonata) along with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2024.

One of the significant highlights of this fiscal year has been our acquisition by Kotak Mahindra Bank. Post-acquisition, Sonata is now exclusively providing its services as the Business Correspondent of Kotak Mahindra Bank, with an extensive distribution network in rural/semi-urban areas with 563 branches operating in 153 districts across 10 states.

### FINANCIAL HIGHLIGHTS:

(₹ in lakh)		
Particulars	FY 2023-24	FY 2022-23 <sup>1</sup>
Revenue from operations	59,593.77	39,882.18
Dividend	0	0
Other Income	906.84	794.66
<b>Total Income</b>	<b>60,500.61</b>	<b>40,676.84</b>
Employee benefit expenses	12,511.24	7,799.31
Finance Costs	29,114.93	18,506.38
Impairment on financial instruments	7,020.73	4,753.59
Depreciation, amortisation and impairment	250.32	165.82
Other Expenses	4,790.35	3,906.67
<b>Total Expenses</b>	<b>53,687.57</b>	<b>35,131.77</b>
Profit / (Loss) before Tax	6,813.04	5,545.07
Total Tax Expenses	2,150.58	1,388.81
<b>Profit / (Loss) for the Year</b>	<b>4,662.46</b>	<b>4,156.26</b>
<b>Financial Assets:</b>	<b>88,833.56</b>	<b>237,126.27</b>
Cash and cash equivalents	22,886.75	35,996.23
Bank balances	22,670.68	12,307.33
Derivative Financial Instruments	0	366.26
Trade Receivables	585.26	394.64
Loans	40,886.20	185,972.29
Investments	5.65	5.65
Other Financial Assets	1,799.02	2,083.87
<b>Non-Financial Assets:</b>	<b>3,104.31</b>	<b>3,380.79</b>
Current Tax Assets (net)	1,443.76	873.95
Deferred Tax Assets (net)	1,095.76	1,903.58
Property, Plant and Equipment	198.09	204.60
Intangible Assets	7.39	12.17
Other Non-Financial Assets	359.31	386.49
<b>Total Assets</b>	<b>91,937.87</b>	<b>240,507.06</b>
<b>Financial Liabilities:</b>	<b>50,265.16</b>	<b>205,454.85</b>
Derivative Financial Instruments	0	136.02
Trade Payables	1,599.92	320.06

(₹ in lakh)

Particulars	FY 2023-24	FY 2022-23 <sup>1</sup>
Debt Securities	34,921.18	36,837.30
Borrowings (other than debt securities)	12,102.95	164,397.13
Subordinated Liabilities	0	1,996.19
Other Financial Liabilities	1,641.11	1,768.15
<b>Non-Financial Liabilities:</b>	<b>2,742.08</b>	<b>894.00</b>
Provisions	1,469.95	518.58
Other Non- Financial Liabilities	1,272.13	375.42
<b>Total Liabilities</b>	<b>53,007.24</b>	<b>206,348.85</b>
Equity Share Capital	2,645.33	2,616.77
Other Equity	36,285.30	31,541.44
<b>Total Equity</b>	<b>38,930.63</b>	<b>34,158.21</b>
<b>Total Liabilities and Equity</b>	<b>91,937.87</b>	<b>240,507.06</b>

#### Note:

<sup>1</sup> Due to rounding off, numbers presented in above table may not add up precisely to the totals provided. The corresponding figures presented in the results have been restated/reclassified.

### STATUTORY REPORTS

The operational highlights are summarized below:

Particulars	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Number of Branches	563	521
Number of Regular Employees	3,447	3,068
Number of Active Borrowers	939,440	986,102
Amount Disbursed as Business correspondent (BC) (₹ in lakh)	245,239.87	223,874.47
Gross Loan Portfolio under management (₹ in lakh)	259,186.82	236,607.73

### TRANSFER TO RESERVE FUND

In accordance with Section 45-IC of Reserve Bank of India Act, 1934, SFPL has transferred ₹932.49 lakh to the statutory reserve fund being 20% of its standalone net profit, for the FY 2023-24.

### DIVIDEND

No dividend has been declared by SFPL during the financial year.

### TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

During the period, SFPL does not have any amount due to be credited to the Investor Education and Protection Fund as provided in the provisions of Section 125 of the Companies Act, 2013 (the Act).

### CONSUMMATION OF SHARE PURCHASE TRANSACTION BETWEEN THE EXISTING SHAREHOLDERS OF THE COMPANY WITH KOTAK MAHINDRA BANK LIMITED (KOTAK MAHINDRA BANK)

Pursuant to the Share Purchase Agreements entered between the Sonata Finance Private Limited, its promoter and the other shareholders with Kotak



Mahindra Bank on 10<sup>th</sup> February, 2023 and subsequent approval of the Reserve Bank of India to both Kotak Mahindra Bank and SFPL respectively, the equity acquisition transaction was successfully consummated during the FY 2023-24. This resulted in the change of control, shareholding and directorship of SFPL.

Post the acquisition SFPL has now become a wholly-owned subsidiary of the Kotak Mahindra Bank.

### CHANGE IN THE NATURE OF BUSINESS

During the year under review, there was no change in the nature of the business of SFPL. On 28<sup>th</sup> March, 2024 the entire issued and paid-up equity capital was acquired by Kotak Mahindra Bank and now SFPL is a wholly owned subsidiary. As per the regulatory mandate from the Reserve Bank of India, Sonata has assigned/ transferred all the rights, title and interests in relation to the loans extended by it to Kotak Mahindra Bank through an assignment agreement. Post-acquisition, Sonata is now exclusively providing its services as the Business Correspondent of Kotak Mahindra Bank and is facilitating the extension of microfinancing through various financial products as per the requirement of the borrower.

### HOLDING/ SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATES

During the FY 2023-24, Kotak Mahindra Bank acquired Sonata Finance Private Limited and accordingly it has become, a wholly-owned subsidiary of Kotak Mahindra Bank Limited.

However, except the above, SFPL does not have any subsidiary/ joint venture/ associate company.

### PUBLIC DEPOSITS

During the financial year, SFPL has not accepted any deposits from the public within the meaning of provisions of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998 or any deposits within the meaning of Section 73 of the Companies Act 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### The shareholding of SFPL, as on 31<sup>st</sup> March, 2024, is as under

Sr. No.	Name of the Shareholder	No. of Equity Shares	Paid-up Value (in ₹)	% of Holding
1	M/s Kotak Mahindra Bank Limited	26,453,176	264,531,760	100.00
2	Mr. Devang Chandrakant Gheewalla (jointly with Kotak Mahindra Bank Limited)	10	100	0.00
3	Mr. Prasad Narhari Lanke (jointly with Kotak Mahindra Bank Limited)	10	100	0.00
4	Ms. Avan Kayomars Doomasia (jointly with Kotak Mahindra Bank Limited)	10	100	0.00
5	Mr. Manish Kothari (jointly with Kotak Mahindra Bank Limited)	10	100	0.00
6	Mr. Sanjay Dharmadatta Bhatt (jointly with Kotak Mahindra Bank Limited)	10	100	0.00
7	Mr. Paritosh Kashyap (jointly with Kotak Mahindra Bank Limited)	10	100	0.00
8	Mr. Sambasiva Kumar Balasubramanian (jointly with Kotak Mahindra Bank Limited)	10	100	0.00
9	Mr. Tapobrat Chaudhuri (jointly with Kotak Mahindra Bank Limited)	10	100	0.00
<b>Total Equity Shareholding</b>		<b>26,453,256</b>	<b>264,532,560</b>	<b>100.00</b>

Accordingly, the disclosures required under Rule 8(5)(v) of Companies (Accounts) Rules, 2014 and Rule 2(1)(c) of Companies (Acceptance of Deposits) Rules, 2014 are not applicable.

### PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

SFPL, being Non-Banking Financial Company registered with Reserve Bank of India and engaged in the business of giving loans in the ordinary course of its business, is exempt from complying with the provisions of section 186 (2) of the Companies Act, 2013 with respect to loans, guarantees and investments.

Accordingly, we are exempted from complying with the requirements to disclose in the financial statement the full particulars of the loans given, investment made or guarantee given or security provided.

### CAPITAL STRUCTURE

Particulars	Amount (in ₹)
<b>Authorized Share Capital:</b>	
40,000,000 Equity Shares of ₹ 10.00/- each	400,000,000
10,000,000 Preference Shares of ₹ 10.00/- each	100,000,000
<b>Total Authorized Capital</b>	<b>500,000,000</b>
<b>Issued, Subscribed and Paid-up Share Capital:</b>	
26,453,256 Equity Shares of ₹ 10.00/- each	264,532,560
<b>Total Issued, Subscribed and Paid-Up Capital</b>	<b>264,532,560</b>

There was neither any capital infusion nor any ESOP transfers, during the period under review. However, during the FY 2023-24, the 100% issued and paid-up equity shares of the Company were acquired by Kotak Mahindra Bank.

Post this acquisition, to be compliant of the regulatory requirements, Kotak Mahindra Bank transferred equity shares to eight individual members who are holding the equity shares jointly with Kotak Mahindra Bank.

**Details of Transfer of Equity Shares during FY 2023-24**

Sr. No	Transferor	Transferee	Number of Shares transferred	Date of Transfer
1.	Mr. Anup Kumar Singh	Kotak Mahindra Bank Limited	1,894,212	28 <sup>th</sup> March,2024
2.	Creation Investments Social Ventures Fund I		1,491,121	28 <sup>th</sup> March,2024
3.	Creation Investments Social Ventures Fund II, LP		5,901,934	28 <sup>th</sup> March,2024
4.	Societe De Promotion Et De Participation Pour La Cooperation Economique		3,977,013	28 <sup>th</sup> March,2024
5.	Legal Owner Triodos Funds B.V. (previously Triodos Custody B.V.), in its capacity as legal owner of Triodos Fair Share Fund		1,988,507	28 <sup>th</sup> March,2024
6.	Triodos SICAV-II, acting on and for behalf of and for the benefit of its sub-fund – Triodos Microfinance Fund		1,988,506	28 <sup>th</sup> March,2024
7.	Michael & Susan Dell Foundation		918,945	28 <sup>th</sup> March,2024
8.	Caspian Impact Investment Private Limited		466,850	28 <sup>th</sup> March,2024
9.	Caspian Impact Investment Adviser Private Limited, acting as the Trustee of Bellwether Microfinance Trust		672,292	28 <sup>th</sup> March,2024
10.	India Financial Inclusion Fund, LLC (in liquidation)		1,480,634	28 <sup>th</sup> March,2024
11.	SIDBI Trustee Company Limited A/C Samridhi Fund		3,274,653	28 <sup>th</sup> March,2024
12.	Small Industries Development Bank of India		707,214	28 <sup>th</sup> March,2024
13.	Mr. Swaminathan Shankar Aiyar		471,375	28 <sup>th</sup> March,2024
14.	Sonata Employee Welfare Trust		285,630	28 <sup>th</sup> March,2024
15.	Mr. Ashish Singh		47,000	28 <sup>th</sup> March,2024
16.	Mr. Tarun Kumar Srivastava		47,000	28 <sup>th</sup> March,2024
17.	Mr. Anil Kumar Gupta		34,400	28 <sup>th</sup> March,2024
18.	Mr. Bramhanand		96,400	28 <sup>th</sup> March,2024
19.	Mr. Dharmendra Kumar Singh		21,000	28 <sup>th</sup> March,2024
20.	Mr. Vinod Singh		24,300	28 <sup>th</sup> March,2024
21.	Mr. Vishwanath Pratap Singh		24,300	28 <sup>th</sup> March,2024
22.	Mr. Jitendra Kumar Yadav		25,000	28 <sup>th</sup> March,2024
23.	Ms. Hansika Thapliyal		20,000	28 <sup>th</sup> March,2024
24.	Mohd. Saif Khan		44,050	28 <sup>th</sup> March,2024
25.	Mr. Satya Prakash Yadav		24,000	28 <sup>th</sup> March,2024
26.	Mr. Vinay Pratap Singh		47,600	28 <sup>th</sup> March,2024
27.	Mr. Sanjeev Kumar Shukla		24,000	28 <sup>th</sup> March,2024
28.	Mr. Sanjay Kumar Singh		27,500	28 <sup>th</sup> March,2024
29.	Mr. Manoj Kumar Singh		23,600	28 <sup>th</sup> March,2024
30.	Mr. Ashok Kumar		34,000	28 <sup>th</sup> March,2024
31.	Mr. Rohit Singh		3,000	28 <sup>th</sup> March,2024
32.	Mr. Shyam Kanhaiya		34,400	28 <sup>th</sup> March,2024
33.	Mr. Sujeet Kumar Pathak		14,000	28 <sup>th</sup> March,2024
34.	Mr. Anil Kumar Singh		26,000	28 <sup>th</sup> March,2024
35.	Mr. Lakshman Singh		18,000	28 <sup>th</sup> March,2024
36.	Mr. Kunvar Digvijay Singh		19,700	28 <sup>th</sup> March,2024
37.	Mr. Rakesh Kumar Chaudhary		12,000	28 <sup>th</sup> March,2024
38.	Mr. Raj Kapoor Chaudhary		14,000	28 <sup>th</sup> March,2024
39.	Mr. Anshuman Tiwari		10,000	28 <sup>th</sup> March,2024
40.	Mr. Mukesh Kumar Verma		17,700	28 <sup>th</sup> March,2024
41.	Mr. Amit Kumar Singh		6,000	28 <sup>th</sup> March,2024
42.	Ms. Poonam Soni		12,000	28 <sup>th</sup> March,2024
43.	Mr. Vinod Kumar Singh		6,000	28 <sup>th</sup> March,2024
44.	Mr. Umesh Chandra Dwivedi		10,000	28 <sup>th</sup> March,2024
45.	Mr. Shashi Bhushan Singh		8,000	28 <sup>th</sup> March,2024
46.	Mr. Chandra Shekhar Prajapati		2,000	28 <sup>th</sup> March,2024
47.	Mr. Sandeep Kumar Singh		10,000	28 <sup>th</sup> March,2024
48.	Ms. Richa Sharma		25,000	28 <sup>th</sup> March,2024
49.	Mr. Hari Mohan		5,520	28 <sup>th</sup> March,2024
50.	Mr. Ravindra Pratap Singh		6,000	28 <sup>th</sup> March,2024



Sr. No	Transferor	Transferee	Number of Shares transferred	Date of Transfer
51.	Mr. Rajnath Yadav		9,400	28 <sup>th</sup> March,2024
52.	Mr. Brijbihari Singh		11,700	28 <sup>th</sup> March,2024
53.	Mr. Suresh Kumar Singh		10,000	28 <sup>th</sup> March,2024
54.	Mr. Narendra Kumar Patel		5,500	28 <sup>th</sup> March,2024
55.	Mr. Mithun Bose		6,000	28 <sup>th</sup> March,2024
56.	Mr. Jeetendra Kumar Yadav		6,000	28 <sup>th</sup> March,2024
57.	Mr. Sunil Kumar Gupta		12,800	28 <sup>th</sup> March,2024
58.	Mr. Dinesh Kumar Singh		7,000	28 <sup>th</sup> March,2024
59.	Mr. Niraj Pratap Singh		1,000	28 <sup>th</sup> March,2024
60.	Mr. Abdul Kadir Ansari		2,000	28 <sup>th</sup> March,2024
61.	Mr. Chhote Lal		2,000	28 <sup>th</sup> March,2024
62.	Mr. Laxmi Narayan Patel		8,000	28 <sup>th</sup> March,2024
63.	Mr. Deepak Kumar Jagati		5,500	28 <sup>th</sup> March,2024
64.	Mr. Rakesh Kumar Burman		8,000	28 <sup>th</sup> March,2024
65.	Ms. Reema Das		10,000	28 <sup>th</sup> March,2024
66.	Mr. Ajay Kumar Singh		6,000	28 <sup>th</sup> March,2024
67.	Kotak Mahindra Bank Limited	Mr. Devang Chandrakant Gheewalla (jointly with Kotak Mahindra Bank Limited)	10	28 <sup>th</sup> March,2024
68.		Mr. Prasad Narhari Lanke (jointly with Kotak Mahindra Bank Limited)	10	28 <sup>th</sup> March,2024
69.		Ms. Avan Kayomars Doomasia (jointly with Kotak Mahindra Bank Limited)	10	28 <sup>th</sup> March,2024
70.		Mr. Manish Kothari (jointly with Kotak Mahindra Bank Limited)	10	28 <sup>th</sup> March,2024
71.		Mr. Sanjay Dharmadatta Bhatt (jointly with Kotak Mahindra Bank Limited)	10	28 <sup>th</sup> March,2024
72.		Mr. Paritosh Kashyap (jointly with Kotak Mahindra Bank Limited)	10	28 <sup>th</sup> March,2024
73.		Mr. Sambasiva Kumar Balasubramanian (jointly with Kotak Mahindra Bank Limited)	10	28 <sup>th</sup> March,2024
74.		Mr. Tapobrat Chaudhuri (jointly with Kotak Mahindra Bank Limited)	10	28 <sup>th</sup> March,2024
<b>Total</b>			<b>26,453,256</b>	

Further as part of the Share Purchase Transaction, all the ESOP schemes as outstanding on the day of closure of the transaction with Kotak Mahindra Bank were terminated and accordingly no ESOP rights/ options are outstanding as on the close of the financial year.

### CREDIT RATINGS AND GRADING

The MFI Grading of SFPL assigned by CARE Advisory Research and Training Limited ("CART") was "MFI 2+" the second highest MFI grading on eight-point scale implying outstanding performance in transparency, operational setup and sustainability.

The credit rating details for Bank facilities and debt instruments

Instrument	Rating Agency	Rating Action	Rated Amount ₹ in crore
Long Term Bank Facilities	CRISIL Ratings	CRISIL BBB+/Watch Positive	500
	ICRA Limited	ICRA BBB (Stable)	500
	Acuite Ratings and Research Limited	ACUITE BBB+ (Stable)	320
		ACUITE A-   CE (Stable)	
		ACUITE A  CE (Stable)	
	India Ratings and Research Pvt Limited	IND BBB+ (Stable)	200
Non-Convertible Debentures	Acuite Ratings and Research Limited	ACUITE BBB+ (Stable)	170
	India Ratings and Research Pvt Limited	IND BBB+ (Stable)	315
Market Linked Debentures	Acuite Ratings and Research Limited	ACUITE PP-MLD BBB+ (Stable)	25

Further, the Credit ratings assigned to the respective debt instruments of the SFPL are also available on the website.

## CAPITAL ADEQUACY

As on 31<sup>st</sup> March, 2024, SFPL is in compliance with the regulatory requirement of net owned funds (NOF) and Capital to Risk Assets Ratio (CRAR), as defined under section 45-IA of the RBI Act, 1934, to carry on the business of a non-banking financial institution (NBFI).

The YoY comparison of CRAR is as captured below:

CRAR	FY 2023-24	FY 2022-23
i) CRAR–Tier I Capital (%)	71.31%	16.01%
ii) CRAR–Tier II Capital (%)	0.37%	0.54%
<b>CRAR</b>	<b>71.68%</b>	<b>16.55 %</b>

## MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

Apart from the information as per the previous para no material changes or commitments affecting the financial position of SFPL had either occurred or made from the end of the financial year till the date of this report.

## STATUTORY AUDITORS AND AUDITORS' REPORT

In terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and in compliance with the provisions of RBI circular bearing reference no. DoS. CO. ARG/ SEC. 01/ 08.91.001/ 2021- 22 dated 27<sup>th</sup> April, 2021 the members of SFPL, at the 28<sup>th</sup> Annual General Meeting held on 06<sup>th</sup> September, 2023 appointed M/s BR Maheswari & Co LLP, Chartered accountants (FRN 001035N/N500050) as the Statutory Auditors for the FY 2023-24, in accordance with the provisions of the Companies Act, 2013 read with RBI Circular.

The Audit Report given by M/s BR Maheswari & Co LLP, Chartered accountants on the standalone financial statements of SFPL for the FY 2023-24 is part of this Board Report. The Independent Auditors' Report read along with the schedules forming part of the Financial Statements are self-explanatory and do not call for any further comments. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

## SECRETARIAL AUDITORS

Pursuant to the requirements of Section 204(1) of the Act read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s Amit Gupta & Associates, Practicing Company Secretaries, were appointed as Secretarial Auditor for the FY 2023-24. The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2024, is annexed to this report as Annexure III.

There has been no qualification, reservation or adverse remark in their Report.

## INTERNAL AUDITOR

Internal audit is an important function which identifies operational risk areas, checks compliance of company's operational policy and processes, reports deviations and areas of concern to the management and ensures corrective action. Over the years SFPL has evolved a robust, proper and adequate internal audit system in keeping in view its size and its business model. SFPL has its own internal audit team which conducts the audit of its branches, on a regular basis. The Internal Audit team follows the Internal Audit plan and each branch is audited at least once in every quarter. The auditor reports directly to the Audit Committee. The Audit

Committee undertakes an evaluation of the adequacy and effectiveness of internal control systems. It also oversees the implementation of audit recommendations especially involving the risk management measures.

In addition to the above M/s Amit Srivastava & Co., Chartered Accountants were appointed as the internal auditors for conducting the audits in terms of Section 138 of the Act for the FY 2023-24.

## COST AUDITOR

The provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 relating to Cost Audit and maintaining of cost audit records does not apply to SFPL.

## PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

The Board of Directors and Nomination and Remuneration Committee has put in place a framework for the performance evaluation of the Board as a whole, its committees and individual directors including the Independent Directors, in compliance with the provisions of the Companies Act, 2013. The evaluation framework of the Board and its committees is based on parameters like composition, quality and effectiveness of deliberations, vision and strategy, monitoring etc. The individual directors are evaluated on criteria such as attendance, participation, understanding of business, domain knowledge, contribution to decision making, compliance with code of conduct, independence, etc.

The evaluation of the Board, its committees and individual directors for the reporting financial year was conducted through an online evaluation solution "Survey Monkey" portal and the results of the evaluation exercise were discussed in the Nomination and Remuneration Committee meeting held on 30<sup>th</sup> January, 2024.

The Board of Directors in their meeting held on 30<sup>th</sup> January, 2024 reviewed and took note of the Annual Performance Evaluation and expressed their satisfaction. Further, the Independent Directors evaluated the performance of the Chairman, Non-Independent Directors and Board as a whole in their separate meeting held on 30<sup>th</sup> January, 2024 and expressed their satisfaction.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

Affairs of SFPL are being managed by a professional Board comprising member having experience and expertise suited to guide SFPL in the right direction. The composition of the Board is as per the provisions of the Companies Act, 2013.

At present, the Board of the SFPL includes 4 Directors of whom 3 are Non-Executive Directors while 1 Executive Director, being the Managing Director and CEO.

During the period under review:

- Ms. Paurvi Srivastava (ACS. No. 34110) resigned from the position of Company Secretary w.e.f. 31<sup>st</sup> May, 2023 and Ms. Anjali Manwani Siddiqui (FCS. No.12612) was appointed as the Company Secretary of SFPL w.e.f. 01<sup>st</sup> June, 2023.
- Mr. Saurabh Kumar Johri (DIN: 08469704), Nominee Director representing Caspian Impact Investment Adviser Private Limited, Trustee of Bellwether Microfinance Trust; Caspian Impact Investments Private Limited and India Financial Inclusion Fund, LLC ceased to be a director on the Board w.e.f. 14<sup>th</sup> November, 2023, due to withdrawal of nomination by the nominating authority.



- Mr. Anup Kumar Singh (DIN: 00173413) was appointed as the Chief Executive Officer and re-appointed as the Managing Director of SFPL for the period of five consecutive years w.e.f. 28<sup>th</sup> March, 2024.
- Pursuant to the acquisition of SFPL by Kotak Mahindra Bank following new directors were appointed on the Board w.e.f. 28<sup>th</sup> March, 2024:

Name	Designation	DIN
Devarajan Kannan	Non-Executive Director and Chairman	00498935
Manish Kothari	Non-Executive Director	10546805
Tapobrat Chaudhuri	Non-Executive Director	09291548

- Pursuant to the acquisition by Kotak Mahindra Bank, the resignation of the following directors was approved by the Board in its meeting held on 28<sup>th</sup> March, 2024, with immediate effect:

Name	Designation	DIN	Original date of appointment
Pradip Kumar Saha	Independent Director	02947368	26 <sup>th</sup> May, 2017
Sethuraman Ganesh	Independent Director	07152185	25 <sup>th</sup> May, 2015
Anal Kumar Jain	Independent Director	01239653	01 <sup>st</sup> September, 2011
Ranganathan Varadarajan Dilip Kumar	Nominee Director	01060651	29 <sup>th</sup> December, 2015
Remika Agarwal	Nominee Director	09438221	12 <sup>th</sup> November, 2022
Shreekanta Das	Nominee Director	07306690	26 <sup>th</sup> August, 2022

### INDEPENDENT DIRECTORS' DECLARATION

Post the consummation of the transaction, SFPL has become a wholly owned subsidiary of a Public Limited Company. As per Rule 4 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, the

obligation to appoint an Independent Director is not applicable to unlisted public company which is a wholly owned subsidiary. Accordingly, there are no Independent Directors on the Board as on the close of the FY 2023-24.

However, before the resignation of the erstwhile Board on 28<sup>th</sup> March, 2024 the following Non-Executive Directors were Independent in terms of Section 149(6) of the Companies Act, 2013:

- Mr. Anal Kumar Jain
- Mr. Pradip Kumar Saha
- Mr. Sethuraman Ganesh

During their tenure, SFPL had received declarations from all the Independent Directors confirming that they met the criteria of independence as prescribed under the Companies Act, 2013. Further, the Independent Directors have adhered to the Code for Independent Directors prescribed under Schedule IV to the Companies Act, 2013. These directors were registered with Independent Directors' databank in accordance with the provisions of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and had no pecuniary interest into SFPL apart from the sitting fee and reimbursement of expense for attending the Board/Committee meetings.

### RETIREMENT BY ROTATION AND BEING ELIGIBLE FOR RE-APPOINTMENT

Section 152 (6) of the Companies Act, 2013 provides that not less than two-thirds of the total number of Directors of a public company shall be liable to retire by rotation, and that one-third of such Directors as are liable to retire by rotation shall retire from office at every Annual General Meeting ('AGM') of the company.

The Board recommended Mr. Devarajan Kannan (DIN: 00498935), for retirement by rotation at the ensuing 29<sup>th</sup> AGM, and being eligible, he offers himself for reappointment.

The Board recommends re-appointment of Mr. Devarajan Kannan (DIN: 00498935), as Director of the company in category of Non-Executive Director & Chairman.

# Report on Corporate Governance

With the integration of the Indian economy with global markets, industries and corporations in the country are being increasingly asked to adopt better and transparent corporate practices. The degree to which corporations observe basic principles of good Corporate Governance is an increasingly important factor in taking key investment decisions.

If companies are to reap the full benefits of the global capital market, capture efficiency gains, benefit by economies of scale and attract long-term capital, the adoption of Corporate Governance standards must be credible, consistent, coherent and inspiring.

## (I) PHILOSOPHY ON CORPORATE GOVERNANCE

SFPL is committed towards adopting the best management practices, compliance of law in true letter and spirit and conducting its activities on the principles of fairness, transparency and accountability, to ensure that interest of all stakeholders is safeguarded.

In recent years SFPL has made consistent efforts for improving its governance by following more stringent and transparent norms for financial and non-financial disclosures as mandated by law; enforcing codes of conduct and honest business practices; accepting higher and appropriate accounting standards and internal controls; improved quality of audit, enforcing better reporting practices, fulfilling its social obligations through its corporate social responsibility programs. Our aim is to constantly strive at building good corporate citizenship through ethical behaviour, sound governance practices and environmental awareness.

## (II) COMPOSITION OF THE BOARD

As on 31<sup>st</sup> March, 2024, the Board consisted of 4 Directors, of which 3 were Non-Executive Directors while 1 Executive Director, being the Managing Director and CEO. The day-to-day affairs are managed by senior officials including the Managing Director and CEO, Key Managerial Personnel and functional heads, who function under overall supervision and guidance of Board.

The details of the Board of SFPL is comprised of the following members:

Sr. No.	Name of Directors	Category	No. of Directorships in other Organisations (as on date)
1.	Mr. Anup Kumar Singh	Managing Director and CEO	0
2.	Mr. Devarajan Kannan	Non-Executive Director and Chairman	1
3.	Mr. Manish Kothari	Non-Executive Director	1
4.	Mr. Tapobrat Chaudhuri	Non-Executive Director	1

### Number of meetings and attendance of the Board

During the FY 2023-24, the Board met 6 times viz. on 30<sup>th</sup> May, 2023, 10<sup>th</sup> August, 2023, 08<sup>th</sup> November, 2023, 30<sup>th</sup> January, 2024, 01<sup>st</sup> March, 2024 and 28<sup>th</sup> March, 2024. In compliance with the provisions of the Companies Act, 2013 read with the circulars and notifications issued by the Ministry from time to time the Board met at least once in every calendar quarter. The requisite quorum was present for all the meetings. The composition and attendance of the Members in the Board meetings held during the FY 2023-24 are as follows:

Sr. No.	Name of Directors	Capacity\ (i.e; Managing Director/Executive/ Non- Executive/Independent/ Nominee)	DIN	No. of Board Meetings	
				Held during the tenure	Attended
1	Mr. Anup Kumar Singh	Managing Director and CEO	00173413	6	6
2	Mr. Pradip Kumar Saha	Independent Director	02947368	6	6
3	Mr. Sethuraman Ganesh	Independent Director	07152185	6	6
4	Mr. Anal Kumar Jain	Independent Director	01239653	6	6
5	Mr. R.V. Dilip Kumar	Nominee Director	01060651	6	4
6	Mr. Saurabh Kumar Johri	Nominee Director	08469704	3	2
7	Mr. Shreekantha Das	Nominee Director	07306690	6	3
8	Ms. Remika Agarwal	Nominee Director	09438221	6	3
9	Mr. Devarajan Kannan	Non- Executive Director	00498935	1	1
10	Mr. Manish Kothari	Non- Executive Director	10546805	1	1
11	Mr. Tapobrat Chaudhuri	Non- Executive Director	09291548	1	1

#### Note:

- None of the Directors held directorship in more than 10 Public Limited Companies
- None of the Directors were related to any Director or were a member of an extended family.

**Meeting of Independent Directors**

Pursuant to Clause VII of the Schedule IV of the Companies Act, 2013 the Independent Directors are required to hold at least one meeting in a year without the presence of Non-Independent Directors and members of management.

In compliance to the stated clause, two separate meetings of the Independent Directors were held on 29<sup>th</sup> May, 2023 and 30<sup>th</sup> January, 2024 respectively.

The performance of the Chairman, Non-Independent Directors and the Board as a whole for FY 2023-24, was reviewed and evaluated in the meeting held on 30<sup>th</sup> January, 2024, in which was attended by all the Independent Directors.

**(III) BOARD COMMITTEES**

The Board has constituted various sub-committees with specific terms of reference and scope in compliance with the provisions of the Companies Act 2013 and RBI guidelines on Corporate Governance. The details of the Committees as constituted is covered herein below and is also available on the website [www.sonataindia.com](http://www.sonataindia.com).

**a. Audit Committee**

The Board of SFPL in compliance with the requirements of Section 177 of the Companies Act 2013 and applicable guidelines of the Reserve Bank of India has constituted the Audit Committee with the basic objective of reviewing and monitoring the financial reporting process, system of internal financial reporting, accounting compliances, review of audit plans, quarterly, half yearly and annual financial statements prior to approval of the Board.

During the year under review and upto the Board Meeting held on 28<sup>th</sup> March, 2024 wherein the transfer of 100% equity shares were noted, the Audit Committee consisted of five members out of which three were Non-Executive Independent Directors. The Chairman of the Committee was an Independent Director. However, post the acquisition by Kotak Mahindra Bank and further change in control, management and directors of the Company, the Committee was reconstituted with three Non-Executive Directors.

All the members of the Committee are financially literate and have accounting and financial management expertise. The Company Secretary of SFPL acts as the Secretary to the Committee.

During the FY 2023-24, the Audit Committee met 5 times viz. on 29<sup>th</sup> May, 2023, 09<sup>th</sup> August, 2023, 07<sup>th</sup> November, 2023, 29<sup>th</sup> January, 2024 and 28<sup>th</sup> March, 2024. The composition and attendance of the members at the Audit Committee meetings are as follows:

Sr. No.	Name of Members	Capacity (i.e; Managing Director/Executive/ Non-Executive/Independent/ Nominee)	No. of Meetings	
			Held during the tenure	Attended
1	Mr. Pradip Kumar Saha	Independent Director, Chairman	4	4
2	Mr. Sethuraman Ganesh	Independent Director	4	4
3	Mr. Anal Kumar Jain	Independent Director	4	4
4	Mr. R.V. Dilip Kumar	Nominee Director	4	2
5	Mr. Saurabh Kumar Johri	Nominee Director	3	2
6	Mr. Devarajan Kannan	Non- Executive Director	1	1
7	Mr. Manish Kothari	Non- Executive Director	1	1
8	Mr. Tapobrat Chaudhuri	Non- Executive Director	1	1

**b. Nomination And Remuneration Committee**

The Nomination and Remuneration Committee is setup by the Board in compliance with the Section 178(1) of the Companies Act, 2013 and in accordance with the RBI guidelines. During the FY 2023-24, the Nomination and Remuneration Committee met 4 times viz. on 30<sup>th</sup> May, 2023, 10<sup>th</sup> August, 2023, 30<sup>th</sup> January, 2024 and 28<sup>th</sup> March, 2024. The composition and attendance of the members at the meetings of the Nomination and Remuneration Committee are as follows:

Sr. No.	Name of Members	Capacity (i.e; Managing Director/Executive/ Non-Executive/Independent/ Nominee)	No. of Meetings	
			Held during the tenure	Attended
1	Mr. Anal Kumar Jain	Independent Director, Chairman	4	4
2	Mr. Anup Kumar Singh	Managing Director and CEO	4	4
3	Mr. Pradip Kumar Saha	Independent Director	4	4
4	Mr. Saurabh Kumar Johri	Nominee Director	2	2
5	Mr. Shreekanta Das	Nominee Director	2	0

### c. Corporate Social Responsibility Committee

In line with the requirements of Section 135 of the Act, a Corporate Social Responsibility Committee was constituted to oversee the CSR activities of the SFPL.

During the FY 2023-24, the Corporate Social Responsibility Committee met 4 times viz. on 29<sup>th</sup> May, 2023, 09<sup>th</sup> August, 2023, 07<sup>th</sup> November, 2023 and 29<sup>th</sup> January, 2024. The composition and attendance of the members at the meetings of the Corporate Social Responsibility Committee are as follows:

Sr. No.	Name of Members	Capacity (i.e; Managing Director/Executive/ Non-Executive/Independent/ Nominee)	No. of Meetings	
			Held during the tenure	Attended
1	Mr. Sethuraman Ganesh	Independent Director, Chairman	4	4
2	Mr. Anup Kumar Singh	Managing Director and CEO	4	4
3	Mr. Pradip Kumar Saha	Independent Director	4	4
4	Mr. Shreekanta Das	Nominee Director	4	2

### d. Risk Management Committee

The Corporate Governance requirements as specified by the Reserve Bank of India requires the constitution of the Risk Management Committee to manage the integrated risks associated with the business. SFPL has in place a Risk Management Committee in accordance with RBI guidelines. The terms of reference of the Risk Management Committee includes periodical review of the risk management policy, implementing and monitoring the risk management plan, and mitigation of the key risks.

During the FY 2023-24, the Risk Management Committee met 4 times viz. on 29<sup>th</sup> May, 2023, 09<sup>th</sup> August, 2023, 07<sup>th</sup> November, 2023 and 29<sup>th</sup> January, 2024. The composition and attendance of the members at the Risk Management Committee meetings is given below:

Sr. No.	Name of Members	Capacity (i.e; Managing Director/Executive/ Non-Executive/Independent/ Nominee)	No. of Meetings	
			Held during the tenure	Attended
1	Mr. Sethuraman Ganesh	Independent Director, Chairman	4	4
2	Mr. Pradip Kumar Saha	Independent Director	4	4
3	Ms. Remika Agarwal	Nominee Director	4	3
4	Mr. Saurabh Kumar Johri	Nominee Director	3	0
5	Mr. Akhilesh Kumar Singh	Chief Financial Officer	4	4
6	Mr. Shrikant Bhargava	Chief Financial Advisor	4	4
7	Mr. Snehdeep Agnihotri	Chief Risk Advisor	4	4
8	Mr. Anup Kumar Singh	Managing Director and CEO	1	1

### e. IT STRATEGY COMMITTEE

In compliance with the RBI Master Directions on Information Technology Framework for the NBFC Sector SFPL has constituted IT Strategy Committee. The objective of the committee is to carry out review and amend the IT strategies in line with the corporate strategies, Board Policy reviews, cyber security arrangements and any other matter related to IT Governance.

During the FY 2023-24, the IT Strategy Committee met 2 times viz. on 09<sup>th</sup> August, 2023 and 29<sup>th</sup> January, 2024. The composition and attendance of the members at the IT Strategy Committee meetings are as follows:

Sr. No.	Name of Members	Capacity (i.e; Managing Director/Executive/ Non-Executive/Independent/ Nominee)	No. of Meetings	
			Held during the tenure	Attended
1	Mr. Anal Kumar Jain	Independent Director, Chairman	2	2
2	Mr. Anup Kumar Singh	Managing Director and CEO	2	2
3	Mr. Saurabh Kumar Johri	Nominee Director	1	1
4	Ms. Remika Agarwal	Nominee Director	1	1
5	Mr. Akhilesh Kumar Singh	Chief Financial Officer	2	2
6	Mr. Ashutosh Chaturvedi	Chief Information Officer	2	2
7	Mr. Shyam Kanhaiya Yadav	Head- IT	2	2

**(IV) GENERAL MEETINGS****A. Date, Venue and Time for the last three Annual General Meetings**

Financial Year	Date and Time of AGM	Venue/ Mode of the AGM
2022-23	06 <sup>th</sup> September, 2023	Via Video Conferencing
2021-22	30 <sup>th</sup> September, 2022	Via Video Conferencing
2020-21	30 <sup>th</sup> September, 2021	Via Video Conferencing

**B. Details of special resolutions passed in the previous three Annual General Meetings**

Date of AGM	Applicable Section of Companies Act, 2013	Particulars of Special Resolution
06 <sup>th</sup> September, 2023	N.A.	None
30 <sup>th</sup> September, 2022	N.A.	None
30 <sup>th</sup> September, 2021	N.A.	None

**C. Details of Extra-Ordinary General Meetings held during the year:**

Date of EGM	Applicable Section of Companies Act, 2013	Particulars of Special Resolution
07 <sup>th</sup> July, 2023	N.A.	None
10 <sup>th</sup> November, 2023	Section 5, 14 of the Companies Act, 2013	<ul style="list-style-type: none"> <li>Amendment of Articles of Association</li> </ul>
28 <sup>th</sup> March, 2024	Section 5, 14 and other applicable provisions if any, of the Companies Act, 2013	<ul style="list-style-type: none"> <li>Adoption of the Articles of Association</li> </ul>
	Section 180 (1)(a) of the Companies Act, 2013	<ul style="list-style-type: none"> <li>Approval for assignment of all loans extended by SFPL to its customers in favour of Kotak Mahindra Bank in accordance with Master Direction – Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021 ("Master Direction - Transfer of Loan")</li> </ul>
	Section 188 of the Companies Act, 2013	<ul style="list-style-type: none"> <li>Approval for Appointment of SFPL as a Servicer</li> </ul>

**(V) CODE OF CONDUCT**

The board has laid down a "Code of Conduct" for all the board members and the employees of SFPL of the copy of which is available on the website <https://www.sonataindia.com/COC.aspx>.

**(VI) OTHER DISCLOSURES**

- During the period under review no prosecutions have been initiated against SFPL.
- During the year, no expenditure has been debited in the books of accounts, which is not for the purposes of business of the SFPL.
- During the year, no expenses, which are of personal nature, have been incurred for the Board of Directors and top management.
- During the year, neither any application involving SFPL was made nor any proceeding is pending against the Company, under the Insolvency and Bankruptcy Code, 2016.

**(VII) MEANS OF COMMUNICATION**

The Annual Report and other statutory information are being sent to shareholders through electronic mode.

**(VIII) FAMILIARISATION OF BOARD OF DIRECTORS**

Familiarisation of the Board of Directors is an ongoing process wherein the directors are informed about their roles and

responsibilities and are kept updated about the regulatory environment, significant developments in the industry, business overview, performance and other important matters pertaining to SFPL. Further, the management updates the members of Board on a continuous basis on any significant changes and provides them an insight to their expected roles and responsibilities

The implemented policies and procedures of SFPL are reviewed by the Board, with regard to the regulatory changes/ business requirements, on an annual interval.

**(IX) GENERAL SHAREHOLDERS INFORMATION**

- As per the notice attached to this Annual Report, the Annual General Meeting shall be held on Monday, 15<sup>th</sup> July, 2024.
- The financial year of SFPL is from 01<sup>st</sup> April to 31<sup>st</sup> March.

**CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

SFPL maintains transparency in its dealings with related parties and adhering to regulatory requirements. The Audit Committee oversees the review and approval of related party transactions to ensure fairness, integrity, and avoidance of any potential conflicts of interest. We are committed to upholding the highest standards of Corporate Governance, and our approach to related party transactions reflects this commitment.

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

The particulars of contracts or arrangements made with related parties pursuant to Section 188 of the Companies Act, 2013 in the prescribed Form AOC-2 is appended as **"ANNEXURE I"** which forms part of this report. SFPL has put in place a "Related Party Transactions Policy" for identification of RPTs, necessary approvals by the Audit Committee/ Board /Shareholders, reporting and disclosure requirements in compliance with the Companies Act, 2013. Policy is available on the website [www.sonataindia.com](http://www.sonataindia.com).

Further, details of Related Party Transactions, as required to be disclosed, as per Indian Accounting Standard (IND AS-24) "Related Party Disclosures" specified under section 133 of the Companies Act, 2013 are disclosed in the Notes to the Financial Statements for the financial year ended 31<sup>st</sup> March, 2024.

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

We recognize our responsibility to create a positive impact on society and the environment through our Corporate Social Responsibility (CSR) initiatives. Throughout the year, we have continued to invest in projects and programs that contribute to the well-being of communities, promote sustainability, and drive positive change.

Our CSR efforts span various areas such as education and healthcare. We are proud to report on the progress of our initiatives, whether it's supporting underprivileged communities through promotion of education and healthcare facilities. These efforts are not only integral to our values but also demonstrate our commitment to being a responsible corporate citizen. As we look ahead, we remain dedicated to creating shared value for society while ensuring the long-term success and sustainability of our business.

The CSR initiatives are guided and monitored by the Corporate Social Responsibility (CSR) Committee constituted under the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014, as amended from time to time. The details of composition of the CSR Committee and its scope are provided in the para pertaining to Corporate Governance.

As per Section 135(5) of the Companies Act 2013, SFPL was statutorily obligated to spend an amount of ₹ 42.59 lakh (after adjusting set-off of ₹ 16.83 lakh, being excess CSR expenditure of FY 2020-21 and 2022-23) on CSR activities during the FY 2023-24. However, in order to meet the requirements of our beneficiary institutions for the current financial year, a CSR budget of ₹ 50.00 lakh including the allowable administrative expenses was approved for the FY 2023-24.

The allocated budget was utilized for promotion of education and healthcare, as per the Annual Action Plan approved by the Board. SFPL spent ₹ 50.01 lakh inclusive of administrative overheads on CSR activities during the year.

SFPL's CSR policy is committed towards CSR activities as envisaged in Schedule VII of the Act. The CSR policy is available on the website at [www.sonataindia.com](http://www.sonataindia.com).

The details of CSR expenditure and statutory disclosures with respect to the CSR initiatives undertaken by SFPL during the year are presented in the Annual Corporate Social Responsibility Report prepared as per the provisions of Rule 8(1) of the Companies (Corporate Social Responsibility

Policy) Amendment Rules, 2021, which is enclosed as **Annexure II** to this Report.

### ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return as on 31<sup>st</sup> March, 2024 is available on the website at <https://www.sonataindia.com/AnnualReturns.aspx>

### DECLARATION IN RESPECT OF BENEFICIAL INTEREST IN ANY SHARE

Pursuant to sub- rule 7 of the Rule 9 of the Companies (Management and Administration) Rules, 2014, as amended; the following persons are deemed to be the designated persons, who shall be responsible for furnishing, and extending co-operation for providing, information to the Registrar or any other authorised officer with respect to beneficial interest in shares of SFPL:

- (i) Company Secretary, or
- (ii) Managing Director

### DISCLOSURE OF NOMINATION AND REMUNERATION CRITERIA

We uphold the principles of transparency and accountability in our governance practices. In accordance with regulatory requirements and best Corporate Governance standards, the remuneration details of key managerial personnel, outlining the components of their compensation packages has been covered under Schedules forming part of Financial Statements.

We believe that this transparency not only fosters trust among our stakeholders but also reinforces our commitment to sound Corporate Governance practices that drive value creation for our shareholders.

Further, the disclosure pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, have been annexed herewith as Annexure IV to the Board Report.

The scope including the terms of reference of Nomination and Remuneration Committee is available on the website at [www.sonataindia.com](http://www.sonataindia.com)

### INTERNAL CONTROL

SFPL maintains a robust system of internal controls to ensure the integrity of operations, the reliability of financial reporting, and compliance with laws and regulations. The internal control framework is designed to identify, assess, and mitigate risks across all levels of the organization.

During the FY 2023-24, we have continued to strengthen our control environment through regular assessments, monitoring, and enhancements to processes and procedures. This includes clear segregation of duties, regular reviews of financial and operational activities, IT security protocols, and stringent adherence to policies and industry best practices.

Our commitment to effective internal controls not only safeguards our assets and data but also enhances the confidence of our stakeholders in the reliability and transparency of our financial reporting and operations.



## HUMAN RESOURCE DEVELOPMENT

SFPL believes that its greatest asset is its human resource. Throughout the year, we have remained committed to nurturing talent, fostering a culture of learning, and investing in the development of our employees.

The comprehensive Human Resource Development programs are designed to empower the workforce with the skills, knowledge, and resources they need to excel in their roles and drive our business forward. We have provided continuous training opportunities, leadership development programs, and mentorship initiatives to support career growth and enhance job satisfaction. Our emphasis on employee well-being, diversity, and inclusion reflects our dedication to creating a dynamic and inclusive workplace where every individual can thrive. As we continue to grow, we are proud of the collective achievements of our team and remain committed to unlocking the full potential of our human capital.

As on 31<sup>st</sup> March, 2024, SFPL had 3,447 employees in its rolls at various level of organizational structure. We believe in recognizing and appreciating employees for their valuable contribution and loyalty. Equal Opportunities are offered to all the employees irrespective of gender to learn and grow in the organization.

## RISK MANAGEMENT

We recognize the importance of robust risk management practices to safeguard our business, shareholders, and stakeholders. Throughout the year, we have continued to strengthen our risk management framework to identify, assess, and mitigate potential risks that may impact our operations and objectives.

Our proactive approach includes regular risk assessments, close monitoring of market trends and regulatory changes, and a focus on maintaining adequate controls and procedures. We have implemented risk mitigation strategies to address key areas such as financial volatility, cybersecurity threats, regulatory compliance and operational disruptions.

Our commitment to effective risk management ensures that we are well-prepared to navigate challenges and seize opportunities, safeguarding the interests of our stakeholders and ensuring the long-term sustainability of our business.

The risk management function is overseen by the Risk Management Committee which is responsible for setting the risk appetite, reviewing and assessing the quality, integrity and effectiveness of the risk management systems and ensuring that the risk policies and strategies are effectively managed. The Audit Committee has additional oversight in the area of financial risks and controls. The risk management department headed by the Chief Risk Officer conducts periodic risk assessment against the risk thresholds set by the risk management committee. Comprehensive risk

The following is a summary of sexual harassment complaints received and disposed of during the year:

No. of Cases in the beginning of the year	No. of Cases received during the year	No. of Cases disposed off during the year	No. of Cases pending at the end of year and its ageing	No. of workshops or awareness program carried out during the year	Nature of action taken by the Employer
Nil	Nil	Nil	Nil	1	N.A

Further as per the requirements of the POSH Act, the Annual Report for the previous calendar year, has been submitted with the District Officer, Lucknow.

management reports covering key risk indicators showing Environmental, market and geographical risk, Credit risk, Operational risk including systems, HR and Regulatory risk, Liquidity risk, ALM and interest rate risk, and other risks faced by SFPL, are prepared by the risk management department and reviewed by the risk management committee. The committee monitors the strategies devised and actions taken by the management to prevent and mitigate these risks.

The Board approved General Risk Management Policy, is available on the website [www.sonataindia.com](http://www.sonataindia.com).

## VIGIL MECHANISM

We take pride in our commitment to transparency, integrity, and ethical conduct in all aspects of our operations. Our Vigil Mechanism, also known as the Whistle-blower Policy, serves as a cornerstone of our governance framework. It provides a confidential platform for employees, stakeholders, and other concerned parties to report any instances of unethical behaviour, fraud, or misconduct without fear of reprisal. Throughout the year, we have encouraged a culture of accountability and openness, ensuring that the whistle blowers are protected against victimization, any adverse action and/ or discrimination as a result of such a reporting and provides a direct access to the Chairman of the Audit Committee in exceptional cases.

We are dedicated for upholding the highest standards of Corporate Governance, and our Vigil Mechanism reinforces our commitment to foster a workplace environment built on trust and ethical principles.

We hereby affirm that during the FY 2023-24, no complaints were received under the Vigil mechanism and none of its personnel has been denied access to the Audit Committee. The Vigil Mechanism and whistle blower policy is available at website [www.sonataindia.com](http://www.sonataindia.com)

## DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

SFPL has a zero-tolerance policy towards sexual harassment at the workplace, as mandated by the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Our commitment for creating a safe and respectful work environment is unwavering, and we have implemented comprehensive policies and procedures to prevent and address any instances of sexual harassment. Throughout the year, we have conducted awareness programs and training sessions to educate employees about their rights and responsibilities. Our Internal Complaints Committee remains actively engaged in addressing complaints, ensuring confidentiality, conducting impartial investigations, and providing a fair and timely redressal process. We are dedicated to foster a culture of dignity, respect, and equality for all employees, and we reaffirm our commitment for upholding the principles of the Act.

## ENVIRONMENTAL AND SOCIAL ASPECTS

We recognize the profound impact our operations can have on the environment and society. Throughout the year, we have remained steadfast in our commitment to sustainable practices and responsible business conduct. By integrating environmental considerations into our decision-making processes, we have reduced our carbon footprint through energy-efficient measures and sustainable sourcing practices. Moreover, our unwavering focus on social responsibility has fostered diverse and inclusive workplaces, prioritized employee health and safety, and supported local communities through impactful CSR initiatives.

As we continue to grow, we remain dedicated for balancing our business goals with the well-being of the planet and all its inhabitants.

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

SFPL being a Non-Banking Financial Company, our operations are not energy-intensive. However, we are using information technology extensively in our operations to serve the customers. Significant measures are taken to reduce energy consumption by using energy-efficient computers and electrical equipment.

Further, there were no foreign currency earnings during FY 2023-24. However, we have incurred foreign currency expenditure equivalent to ₹2,647.90 lakh during the year under review.

## INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITOR PURSUANT TO SECTION 143 (12) OF THE COMPANIES ACT, 2013

There were no frauds identified /reported, to the Central Government or the Audit Committee, by the Statutory Auditors in reference to sub-section 12 of Section 143 of the Companies Act, 2013.

## CLIENT GRIEVANCE

During the year under review, the status of client grievances is as follows:

No. of complaints <sup>2</sup>	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Pending at the beginning of the financial year	23	12
Received during the financial year	936	647
Settled during the financial year	944	636
Pending at the closure of the financial year	15	23

### Note:

<sup>2</sup> Excluding general enquiry from customers on loans products.

## COMPLIANCE WITH SECRETARIAL STANDARDS

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

## MANAGEMENT DISCUSSION AND ANALYSIS

Detailed analysis of SFPL's performance is covered under the Management Discussion and Analysis, appended as "Annexure V" to this Board Report.

## DOCUMENTS PLACED ON THE WEBSITE

In compliance with the requirements of Companies Act 2013, SEBI (LODR) Regulations 2015 and RBI Master Directions, 2023, the requisite disclosures and documents have been placed on the website [www.sonataindia.com](http://www.sonataindia.com).

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 and based on the representations received from the management, the Board, to the best of its knowledge and ability, confirm that:

- in the preparation of the annual accounts for the FY 2023-24, the applicable Indian Accounting Standards have been followed and there were no material departures therefrom;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of Sonata Finance Private Limited at the end of the financial year and of the profit for that period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets and for preventing and detecting fraud and other irregularities;
- they had prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls to be followed and that such internal financial controls are adequate and operating properly; and
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## ANNEXURES:

The list of annexures forming part of the Board Report is as follows:

Name of the Annexure	Annexure No.
Related Party Transactions (AOC-2)	I
Annual Corporate Social Responsibility Report	II
Secretarial Audit Report	III
Disclosure pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	IV
Management Discussion and Analysis	V

## ACKNOWLEDGEMENTS:

Your directors express their sincere appreciation and extend their gratitude for the co-operation and assistance received from customers, Reserve Bank of India, MFIN, Sa-Dhan, Shareholders, Bankers, Stock Exchange, Banks, Financial Institutions and other stakeholders during the year under review.

The Directors also place on record their appreciation to all the employees for their commitment, team work, professionalism and the resilience and dedication demonstrated by them during the year under review.

For and on behalf of the Board of Directors

**Anup Kumar Singh**  
Managing Director and CEO  
DIN: 00173413

**Devarajan Kannan**  
Chairman  
DIN: 00498935

Date: 27<sup>th</sup> April, 2024  
Place: Lucknow



## ANNEXURE I

# Form No. AOC-2

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

This form pertains to the disclosure of particulars of contracts/arrangements entered into by M/s Sonata Finance Private Limited with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

## Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered during the year ended 31<sup>st</sup> March, 2024, which were not at arm's length basis.

## Detail of material contracts or arrangements or transactions at arm's length basis

Name of the Related Party and Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ Transactions	Salient terms of the contracts/ arrangements/ transactions including the value	Date(s) of approval by the Board/ Audit Committee	Amount paid as advances
Kotak Mahindra Bank Limited <b>(being the 100% Holding Company of M/s Sonata Finance Private Limited)</b>	Assignment of all loans' assets to Kotak Mahindra Bank.	30 months	Direct Assignment as per the terms & conditions captured in the Sanction letter dated 18 <sup>th</sup> March, 2024.	Approved by the Board at their meeting held on 28 <sup>th</sup> March, 2024	NIL
Kotak Mahindra Bank Limited <b>(being the 100% Holding Company of M/s Sonata Finance Private Limited)</b>	Renewal of the existing limit under the Business Correspondent Agreement.	24 months	<b>Renewal of limit under Business Correspondent arrangement:</b> on such terms and conditions as captured in the Sanction letter dated 26 <sup>th</sup> March, 2024.	Approved by the Board at their meeting held on 28 <sup>th</sup> March, 2024	NIL

For and on behalf of the Board of Directors

**Anup Kumar Singh**  
Managing Director and CEO  
DIN: 00173413

**Devarajan Kannan**  
Chairman  
DIN: 00498935

Date: 27<sup>th</sup> April, 2024  
Place: Lucknow

# Annual Report on Corporate Social Responsibility (CSR) Activities for the FY 2023-24

## 1. A brief outline of the CSR policy:

CSR policy defines the organization's relationship with the common stakeholders and the community for the social and the environmental good. It aims to work towards the elimination of all barriers for the social inclusion of disadvantaged groups – such as the poor, socially backward and financially excluded group of persons. In compliance to the CSR Policy, SFPL gives special preference to the local areas and areas where it operates for spending the amount that is earmarked by the CSR Committee. The policy serves as a guiding document and helps to identify, monitor and execute the CSR projects and keep the activities within the spirit of the policy. CSR policy lays down the guiding principles for selection, implementation and monitoring of activities as well as formulation of the annual action plan.

## 2. Composition of CSR Committee:

Sr. No.	Name of Director <sup>3</sup>	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.	Mr. Sethuraman Ganesh	Independent Director (Committee Chairman)	4	4
2.	Mr. Anup Kumar Singh	Managing Director (Member)	4	4
3.	Mr. Pradip Kumar Saha	Independent Director (Member)	4	4
4.	Mr. Shreekanta Das	Nominee Director (Member)	4	2

### Note:

<sup>3</sup> Pursuant to the closure of the transaction with Kotak Mahindra Bank for the acquisition of the 100% equity capital, resulting in change in control and management of SFPL, the Board, vide circular resolution number FY 2024-25/02 dated 23<sup>rd</sup> April, 2024, approved the reconstitution of the CSR Committee consisting of the following members:

1. Mr. Devarajan Kannan, Chairman
2. Mr. Anup Kumar Singh, Managing Director and CEO
3. Mr. Manish Kothari, Director
4. Mr. Tapobrat Chaudhuri, Director

## 3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

Web-link for the abovementioned details is <https://www.sonataindia.com/CSR.aspx>

## 4. Executive summary along with the web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time, if applicable:

Not Applicable

5. (a) Average net profit as per section 135(5): ₹ 297,109,539.37  
 (b) Two percent of average net profit as per section 135(5): ₹ 5,942,190.79  
 (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: ₹ 1,683,631<sup>4</sup>  
 (e) Total CSR obligation for the financial year (5a+ 5b- 5c): ₹ 4,258,559.79 (rounding off to ₹ 4,259,000)
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 4,935,405/-  
 (b) Amount spent in Administrative Overheads: ₹ 65,726/-  
 (c) Amount spent on Impact Assessment, if applicable: N.A.  
 (d) Total amount spent for the financial year [(6a) +(6b) +(6c)]: ₹ 5,001,131/-

<sup>4</sup> The Board of Directors in their meeting held on 30<sup>th</sup> May, 2023 approved the set off arising from the excess expenditure incurred by SFPL in the previous year's. The set off amount of ₹ 1,683,631/- is aggregate of ₹ 796,974/- (proportionate set off of FY 2020-21) and ₹ 886,657/- (set off of FY 2022-23)



## (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
5,001,131	NIL	NIL	NIL	NIL	NIL

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

Sr. No.	Particular	Amount (in ₹)
i.	Two percent of average net profit as per Section 135(5)	5,942,190.79
ii.	Amount to be set-off for the financial year	1,683,631.00
iii.	CSR obligation of SFPL	4,258,559.79 (rounding off to 4,259,000)
iv.	Total amount spent for the financial year	5,001,131
v.	Excess amount spent for the financial year [(iv)-(iii)]	742,131
vi.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0.00
vii.	Amount available for set off in succeeding financial years [(v)-(vi)]	742,131 <sup>5</sup>

**Note:**

<sup>5</sup> The members of Board at their meeting held on 27<sup>th</sup> April, 2024; on recommendation of the CSR Committee have decided, not to claim set-off, for the surplus expenditure amounting to ₹ 742,131/- (Rupees Seven lakh Forty-two Thousand One Hundred and Thirty-One) for the financial year 2024-25.

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

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in financial year (Yes/No): NO  
If Yes, enter the number of Capital assets created/acquired: N.A

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5): N.A

**RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Companies Act, 2013 and Companies Rules (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time, Mr. Anup Kumar Singh, Managing Director and CEO and Mr. Devarajan Kannan, Chairman of CSR Committee, do confirm that the implementation and monitoring of CSR objective, is in compliance with the CSR policy.

For and on behalf of the Board of Directors

**Anup Kumar Singh**  
Managing Director and CEO  
DIN: 00173413

**Devarajan Kannan**  
Chairman  
DIN: 00498935

Date: 27<sup>th</sup> April, 2024  
Place: Lucknow

## FORM NO. MR.3

# SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31<sup>st</sup> March, 2024

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

To,  
The Members,  
**SONATA FINANCE PRIVATE LIMITED,**  
(CIN - U65921UP1995PTC035286)  
II FLOOR, CP. 1, PG. TOWERS, KURSI ROAD,  
VIKAS NAGAR LUCKNOW UP 226026 INDIA

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SONATA FINANCE PRIVATE LIMITED** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms, 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

- i. The Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2024 complied with the statutory provisions listed hereunder and also
- ii. 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, returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2024 according to the provisions of:

- 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- **Not applicable as the Company has not made any public offer of securities during the period under review;**

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **Not applicable as the Company has not made any public offer of securities during the period under review;**
- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2021 – **Not applicable;**
- e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients – **Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review;**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not applicable as the Company has not made any delisting during the year under report;**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable as the Company has not bought back any of its securities during the financial year under review.**
- vi. The following other laws as applicable specifically to the Company:
  - a. RBI Act, 1934 and Rules, Directions & Guidelines including MFI regulations made there under,
  - b. Master Circular –Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, as amended (up to 18<sup>th</sup> October, 2023)
  - c. Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended (with effect from 19<sup>th</sup> October, 2023)

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India; and
- (ii) Listing Agreements entered into by the Company with BSE Limited for its debt instruments.

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

**We further report that:**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on the agenda are 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. However, we have noted delays in sharing the Audited Financial Statements with the Audit Committee and the Board Members.
- The 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 the following material events having a bearing on the affairs of the Company took place:

- With the acquisition of 100% of the equity shares from the existing shareholders of the Company by Kotak Mahindra Bank Limited (KMBL) in terms of the Share Purchase Agreement dated 10<sup>th</sup> February, 2023, the Company has become a Wholly Owned Subsidiary of KMBL with effect from 28<sup>th</sup> March, 2024, and the Company has become a Public Company in terms of the provisions of proviso to Section 2(71) of the Companies Act, 2013.
- The members of the Company at the Extraordinary General Meeting held on 28<sup>th</sup> March, 2024, had approved the alteration in the Articles of Association of the Company to adopt a new set of Articles of Association.
- The Company has approved the premature redemption of the NCDs (Principal amount – ₹336 crore), including any accrued interest up to the premature redemption date, along with applicable prepayment penalties and costs, if any, in accordance with the terms of the respective debenture trust deeds, in terms of the approval of the Board dated 01<sup>st</sup> March, 2024. The record date for the said purpose is 27<sup>th</sup> April 2024 and the prepayment date is 15<sup>th</sup> May 2024. Mr. Anup Kumar Singh has been re-appointed as the Managing Director of the Company for a period of five years on such terms and conditions as are contained in the employment agreement dated 28<sup>th</sup> March 2024.

**For Amit Gupta & Associates**

Company Secretaries

**Amit Gupta**

Practising Company Secretary  
Membership No. : F5478  
C.P. No. 4682  
UDIN – F005478F000263318

Date- April 29, 2024

Place: Lucknow

**Note:** This report should be read with the letter of even date by the Secretarial Auditors.

**ANNEXURE A**

To,  
The Members,  
**SONATA FINANCE PRIVATE LIMITED,**  
II FLOOR, CP 1, PG. TOWERS, KURSI ROAD,  
VIKAS NAGAR LUCKNOW U.P. 226026 INDIA

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 process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure 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 Amit Gupta & Associates**

Company Secretaries

**Amit Gupta**

Practising Company Secretary  
Membership No. : F5478  
C.P. No. 4682  
UDIN – F005478F000263318

Date- April 29, 2024

Place: Lucknow

**DISCLOSURE PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

Sr. No.	Requirements	Disclosure
i.	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year.	Mr. Anup Kumar Singh (MD and CEO): 107.46:1
ii.	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	Mr. Anup Kumar Singh (MD and CEO): -3.43% <sup>6</sup> Mr. Akhilesh Kumar Singh (CFO): 10% <sup>6</sup> Ms. Anjali Manwani Siddiqui (CS): 35.50% <sup>6</sup>
iii.	The percentage increase in the median remuneration of employees in the financial year.	The percentage increase in the median remuneration of employees in the financial year is around 7.6%
iv.	The number of permanent employees on the rolls.	3,447
v.	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentile increases already made in the salaries of employees other than the managerial personnel: 27% The average increase in the managerial remuneration: 14.03%

**Note:**

<sup>6</sup> During the FY 2023-24, a special bonus was released to the identified employees which has not been considered while calculation of the above figures. Further a special bonus amounting to ₹ 22.50 crore was paid to Mr. Anup Kumar Singh, in recognition of his services, which is also not covered in the above figure.

**Statement in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

**Names of employees, who-**

- i. If employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month; - None
- ii. If employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company. - None
- iii. If employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees:
  - a) Name and Designation of the employee: Anup Kumar Singh, Managing Director and CEO
  - b) Remuneration received: ₹212.60 lakh
  - c) Nature of employment, whether contractual or otherwise: Permanent
  - d) Qualifications and experience: Master's degree in Economics and Sociology, a Postgraduate Diploma in Rural Development and Management, and a MBA in Finance
  - e) Date of commencement of employment: 06<sup>th</sup> September, 2006
  - f) Age: 52 years
  - g) The last employment held before joining the Company: Cashpor Microcredit
  - h) The percentage of equity shares held by the employee in the Company within the meaning of clause (iii) of sub-rule (2) above: NIL
  - i) Whether the employee is a relative of any director or manager of the Company and if so, name of such director or manager: No

For and on behalf of the Board of Directors

**Anup Kumar Singh**  
Managing Director and CEO  
DIN: 00173413

**Devarajan Kannan**  
Chairman  
DIN: 00498935

Date: 27<sup>th</sup> April, 2024  
Place: Lucknow



## ANNEXURE V

# Management Discussion and Analysis

## INTRODUCTION

We are pleased to present the Management Discussion and Analysis for Sonata Finance Private Limited for the financial year ended 31<sup>st</sup> March, 2024. This report aims to provide stakeholders with a comprehensive overview of the SFPL's operations, financial performance, and future outlook.

## ECONOMIC OVERVIEW

The FY 2023-24 was marked by a challenging economic landscape globally, with several macroeconomic factors impacting the financial sector. The NBFC industry continued to navigate through uncertainties, with fluctuations in interest rates, regulatory changes, and evolving customer preferences.

Despite these challenges, the Indian economy witnessed moderate growth, supported by resilient domestic consumption, infrastructure development initiatives, and government reforms. The NBFC sector remained a key contributor to the economy, facilitating credit access for various segments, including MSMEs, consumer finance, and affordable housing. The overall outlook for industry remains positive as India treads on its growth trajectory leading to higher credit demand. The growth in credit is expected to be broad based across products and segments with key risks being elevated interest rates and inflation.

## BUSINESS REVIEW

Sonata Finance Private Limited is a Non-Banking Financial Company (NBFC), primarily focused on providing microfinance loans to low-income households thereby leading towards financial inclusion and economic empowerment of women and underprivileged sections of the society.

Established in the year 2006, SFPL operates with a vision to promote financial inclusion by offering a range of customized financial products and services tailored to the needs of its target clientele. The portfolio typically included products such as microfinance loans, small business loans, agriculture loans, and other credit facilities designed to support the entrepreneurial spirit and economic activities of its customers. SFPL aims to empower individuals and small businesses by providing them with access to timely and affordable credit, which is often crucial for their growth and sustenance.

SFPL is committed to maintaining high standards of transparency, ethical practices, and customer service. It often implements innovative technologies and digital solutions to enhance its operational efficiency and reach a wider customer base. Sonata Finance Private Limited stands as a significant player in India's financial landscape, contributing to the country's economic development by fostering entrepreneurship, and promoting financial inclusion among underserved communities.

Presently SFPL is operating through a network of 563 branches across 153 districts in rural and semi-urban areas of 10 states, viz., Uttar Pradesh, Madhya Pradesh, Jharkhand, Maharashtra, Uttarakhand, Punjab, Haryana, Bihar, Rajasthan and Chhattisgarh. This strategic expansion not only enhances our market reach but also strengthens our relationships with local communities and businesses.

Pursuant to the Share Purchase Agreements entered between Sonata Finance Private Limited, its promoter and the other shareholders with Kotak Mahindra Bank on 10<sup>th</sup> February, 2023 and subsequent approval of the Reserve Bank of India to both Kotak Mahindra Bank and SFPL respectively, the equity acquisition transaction was successfully consummated on 28<sup>th</sup> March, 2024. SFPL a wholly-owned subsidiary is now exclusively engaged as the Business Correspondent to Kotak Mahindra Bank to achieve its micro finance objectives.

## FINANCIAL PERFORMANCE AND HIGHLIGHTS

During the fiscal year 2023-24, SFPL became a wholly owned subsidiary and accordingly the outstanding portfolio of the Company was transferred to Kotak Mahindra Bank through a Direct assignment agreement. As on the closing of financial year the Gross Loan portfolio managed on behalf of Kotak Mahindra Bank is ₹ 259,186.82 lakh.

Further during the period under review the Company achieved a total revenue of ₹59,593.77 lakh as compared to ₹ 39,882.18 lakh in the previous year, reflecting a growth of 49.43% YoY and earned a net profit of ₹4,662.46 lakh during the FY 2023-24 as against the net profit of ₹ 4,156.26 lakh during the previous financial year.

Further as of 31<sup>st</sup> March, 2024, the capital to risk assets ratio (CRAR) remained well above the regulatory requirements at 71.68%. This highlights our strong capital position, providing a solid foundation for future growth initiatives and compliance with regulatory norms.

In line with our commitment to enhancing customer experience and operational efficiency, we accelerated our digital transformation initiatives. The implementation of advanced analytics, artificial intelligence, and machine learning algorithms has enabled us to streamline loan processing, improve credit scoring models, and provide personalized financial solutions.

## RISK MANAGEMENT

Risk management is a cornerstone of our operations, integral to its goal of ensuring sustainable growth and maintaining the trust of its stakeholders. As a Non-Banking Financial Company (NBFC) operating in the dynamic landscape of financial services, Sonata recognizes the importance of identifying, assessing, and mitigating various risks that could impact its business.

SFPL implements a comprehensive risk management framework that covers a spectrum of risks, and we have developed a team of experienced professionals dedicated to monitoring, evaluating, and managing these risks effectively.

Our approach to risk management is proactive, adaptive, and aligned with its commitment to delivering sustainable financial services. By maintaining a robust risk management framework, SFPL aims to safeguard its financial stability, protect the interests of its customers and investors, and sustain its contributions to India's inclusive economic growth.

## OPPORTUNITIES AND THREATS

### Opportunities

**Expanding Market Reach:** As a Business Correspondent of Kotak Mahindra Bank, SFPL can explore opportunities to expand its presence in underserved regions, tapping into the vast potential of semi-urban and rural markets. This includes targeting new geographies where there is a growing demand for financial services.

**Product Diversification:** With Kotak Mahindra Bank being a holding company, SFPL foresees the opportunities to broaden the financial bouquet by introducing new financial products and services tailored to the needs of its target customer base. This might include innovative loan products for specific industries or sectors, as well as savings and insurance offerings.

**Digital Transformation:** Embracing digital technologies can enhance our operational efficiency, customer engagement, and reach. Developing user-friendly mobile applications for loan processing, payments, and customer service could improve accessibility and convenience.

### Threats

**Regulatory Changes:** Shifts in regulatory policies, such as changes in lending norms, or interest rate regulations, could impact SFPL's operations and profitability.

**Competition:** The sector is highly competitive, with both traditional and emerging players vying for market share. Increased competition could lead to pressure on interest rates, margins, and customer retention.

**Cybersecurity Threats:** With the increasing reliance on digital platforms, SFPL faces the risk of cybersecurity breaches, data theft, or fraud. Investing in robust cybersecurity measures and employee training is crucial to mitigate these risks.

By actively pursuing opportunities while mitigating potential threats, we can navigate the dynamic landscape of the financial sector, sustain its growth trajectory, and continue to deliver value to its customers and stakeholders.

## HUMAN RESOURCE

Sonata Finance Private Limited places a strong emphasis on its human resources, recognizing that its employees are key drivers of success and growth. Our human resource management strategies are designed to attract, develop, and retain top talent while fostering a culture of innovation, integrity, and customer focus.

**Talent Acquisition and Development:** We apply rigorous recruitment processes to ensure it hires individuals with the right skills, experience,

and cultural fit. Continuously seeking for professionals with a passion for financial inclusion and a commitment to making a positive impact in the communities it serves. Through continuous learning and development programs, employees are equipped with the necessary tools and knowledge to excel in their roles.

**Employee Engagement and Wellness:** We understand the importance of employee engagement in driving productivity and job satisfaction. SFPL adopts an inclusive and supportive work environment where employees feel valued, respected, and heard. Initiatives such as employee recognition programs, team-building activities, and regular feedback mechanisms promote a sense of belonging and teamwork.

**Performance Management and Career Growth:** Clear performance goals and regular performance reviews are integral to our performance management framework. Employees are provided with constructive feedback, goal-setting opportunities, and avenues for skill enhancement. We encourage career growth and mobility through internal promotion opportunities, cross-functional training, and mentorship programs.

**Diversity and Inclusion:** We value diversity and inclusion as drivers of creativity, innovation, and resilience. We promote a diverse workforce by developing an environment free from discrimination and bias. It actively seeks to hire employees from various backgrounds, cultures, and experiences, recognizing the strength that diversity brings to its teams.

**Ethical Standards and Compliance:** Upholding the highest ethical standards is a core principle at Sonata. We ensure that all employees are well versed in ethical guidelines, compliance requirements, and regulatory frameworks relevant to the financial industry. This commitment to ethical conduct builds trust among customers, investors, and stakeholders.

The total number of regular employees as on 31<sup>st</sup> March, 2024 was 3,447.

By investing in its employees' professional development, well-being, and job satisfaction, we cultivate a talented and motivated workforce capable of driving our mission of financial inclusion and sustainable growth. Through its human resource management practices, we aim to create a workplace where employees thrive, innovate, and contribute meaningfully to success.

For and on behalf of the Board of Directors

**Anup Kumar Singh**  
Managing Director and CEO  
DIN: 00173413

**Devarajan Kannan**  
Chairman  
DIN: 00498935

Date: 27<sup>th</sup> April, 2024  
Place: Lucknow



# Independent Auditor's Report

To the Members of

**Sonata Finance Private Limited**

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

## OPINION

1. We have audited the accompanying financial statements of Sonata Finance Private Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

## BASIS FOR OPINION

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the 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 Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## OTHER INFORMATION

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

## RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

5. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. 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 policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
6. In preparing the 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 FINANCIAL STATEMENTS

7. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statement.
8. 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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
9. 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.
10. 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.

#### OTHER MATTER

The financial statements of the company for the year ended March 31, 2023, were audited by another firm of chartered accountants under the Act, who, vide their reported dated May 30, 2023, expressed an unmodified opinion on those financial statements.

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

11. 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 Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
12. 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), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account
    - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
    - (e) On the basis of the written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
    - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
    - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Auditor's Report) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
      - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 52 to the financial statements;
      - ii. The Company did not have any long-term contracts including any derivative contracts for which there were any material foreseeable losses.
      - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year.
      - iv. (a) The management has represented that, to the best of its knowledge and belief, 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 (Refer Note 49 to the financial statements);
      - (b) The management has represented that, to the best of its knowledge and belief, as disclosed in



- the notes to the accounts, no funds have been received by the Company from any persons or entities, 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 (Refer Note 49 to the financial statements); and
- (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The Company has not declared and not paid any dividend during the year and not proposed final dividend for the year. Therefore, reporting in this regard is not applicable to the company.
- vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further during the course of our audit, we did not come across any instance of audit trail feature being tampered with.
13. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For **B R Maheswari & Co LLP**

Firm Registration Number: 001035N/N500050

Chartered Accountants

**Akshay Maheshwari**

Partner

Membership Number : 50470

UDIN: 24504704BKEISD4446

Lucknow  
April 27, 2024

# Annexure A to Independent Auditor's Report

Referred to in paragraph 13(f) of the Independent Auditor's Report of even date to the members of Sonata Finance Private Limited on the financial statements for the year ended March 31, 2024 Page 1 of 2

## REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE ACT

1. We have audited the internal financial controls with reference to financial statements of Sonata Finance Private Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

2. 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 ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("the ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### AUDITOR'S RESPONSIBILITY

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. 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 with reference to financial statements.

## MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of 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 WITH REFERENCE TO FINANCIAL STATEMENTS

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

### OPINION

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements 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 issued by ICAI.

For **B R Maheswari & Co LLP**

Firm Registration Number: 001035N/N500050

Chartered Accountants

**Akshay Maheswari**

Partner

Membership Number : 50470

UDIN: 24504704BKEISD4446

Lucknow

April 27, 2024



# Annexure B to Independent Auditors' Report

Referred to in paragraph 12 of the Independent Auditors' Report of even date to the members of Sonata Finance Private Limited on the standalone financial statements as of and for the year ended March 31, 2024 Page 32 of 108

- i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.
- (B) The Company is maintaining proper records showing full particulars of Intangible Assets.
- (b) The Property, Plant and Equipment of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- (c) The Company does not have any immovable property. Therefore, the provisions of clause 3(i)(c) of the Order are not applicable to the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or intangible assets does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise. [Refer note 50(b)]
- ii. (a) The Company is in the business of rendering services and, consequently, does not hold any inventory. Therefore, the provisions of clause 3(ii)(a) of the Order are not applicable to the Company.
- (b) During the year, the Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, from banks and financial institutions on the basis of security of loan receivables. The Company has filed quarterly returns or statements with such banks and financial institutions, which are generally in agreement with the unaudited books of account except a few immaterial differences.
- iii. (a) As the Company is a registered non-banking finance company in the business of granting loans and making investments matters specified in clause iii(a) of paragraph 3 of the CARO, 2020 do not apply to the Company.
- (b) Based on our examination and the information and explanations given to us, in respect of the investments / loans, the terms and conditions under which such loans were granted/ investments were made are not prejudicial to the Company's interest. The Company has not made an advance in the nature of loans / given any guarantee / provided any securities.
- (c) In respect of the aforesaid loans, the schedule of repayment of principal and payment of interest has been stipulated by the Company. Considering that the Company is a non-banking financial company engaged in the business of granting loans under microfinance facilities, the entity-wise details of the amount, due date for payment and extent of delay (that has been suggested in the Guidance Note on CARO 2020 issued by the Institute of Chartered Accountants of India for reporting under this clause) have not been reported because it is not practicable to furnish such details owing to the voluminous nature of data generated in the normal course of the Company's business. Further, except for the instances where there are delays or defaults in repayment of principal and/ or interest and in respect of which the Company has recognised necessary provisions in accordance with the principles of Indian Accounting Standards (Ind AS) and the guidelines issued by the Reserve Bank of India ("RBI") for Income Recognition and Asset Classification (which has been disclosed by the Company in Note 43(V) to the financial statements), the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest, as applicable.
- (d) In respect of the loans, the total amount overdue for more than ninety days as at March 31, 2024 is ₹ 2,751.21 lakhs. In such instances, in our opinion, based on information and explanations provided to us, reasonable steps have been taken by the Company for the recovery of the principal amounts and the interest thereon. Refer Note 43(V) in the financial statements for details of number of cases and the amount of principal and interest overdue as at March 31, 2024.
- (e) The Company is a registered non-banking finance company in the business of granting loans, matters specified in clause iii(e) of paragraph 3 of the CARO, 2020 does not apply to the Company.
- (f) The company has not granted loans to promoters/related parties during the financial year, Therefore, the provisions of clause 3(iii)(f) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and sub-section (1) of Section 186 of the Act in respect of the loans and investments made and guarantees and security provided by it if any. The provisions of sub-sections (2) to (11) of Section 186 are not applicable to the Company as it is a non-banking financial company registered with the RBI and engaged in the business of giving loans.

- v. The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified. Further, the provisions of sub-section (1) of Section 73 are not applicable to the Company as it is a non-banking financial company registered with RBI, engaged in the business of giving loans.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of Provident Fund, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including employee' state insurance, income tax, value added tax, cess, goods and services tax and other material statutory dues, as applicable, with the appropriate authorities. The extent of the arrears of undisputed statutory dues outstanding as at March 31, 2024, for a period of more than six months from the date they became payable are as follows:

Name of the statute	Nature of dues	Amount (₹)	Period to which the amount relates	Due date	Date of Payment	Remarks, if any
Employees' Provident Fund Organization	Provident fund dues	0.72 Lakhs	April 2022 to March 2023	May 2022 to April 2023	Not yet paid	Due to non linking of Aadhar number with employee's PF account as required by notification dated June 15 <sup>th</sup> , 2021, issued by Provident Fund authorities

- b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues of goods and service tax and cess which have not been deposited on account of any dispute. The particulars of other statutory dues referred to in sub-clause (a) as at March 31, 2024 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in Lakh)	Period to which the amount relates	Forum where the dispute is pending	Remarks, if any
Income Tax Act, 1961	Income tax	12.82	2017-18 Assessment Year	Commissioner (Appeals) of Income Tax	NIL
Income Tax Act, 1961	Income tax	125.07	2013-14 Assessment Year	Commissioner (Appeals) of Income Tax	NIL
Goods and Service Tax	Goods and Service Tax	45.06	2015-16 to 2017-18 (Up to June)	Directorate General of GST Intelligence Lucknow Zonal Unit	NIL

- vii. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that are required to be recorded in the books of account.
- ix. (a) Except stated below, according to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.

Nature of Borrowings including debt securities	Name of Lender	Amount not paid on the due date	Whether Principal or Interest	No. of days delay or unpaid	Remarks, if any
Term Loan	Loan from HSBC	2,38,09,524	Principal	1	Management has represented that these delays are due to operational and administrative issues and not due to any liquidity challenges.
Term Loan	Loan from Kotak Mahindra Bank-TL 2A	1,04,16,667	Principal	1	
Term Loan	Loan From Indian Overseas Bank TL-1	1,82,00,000	Principal	2	
Term Loan	Loan From Federal Bank TL 6	1,42,91,105	Principal	2	
Term Loan	Loan from Kotak Mahindra Bank-TL 5B	56,49,523.1	Principal & Interest	4	
Term Loan	Loan From Incred TL3	14,56,129	Interest	1	



- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanation given to us and overall examination of financial statement of the company does not have any subsidiary, associates, joint venture, hence clause 3 (ix)(e) not applicable to the company.
- (f) According to the information and explanation given to us and procedure performed by us the company does not have any subsidiary, associates, joint venture, hence clause 3 (ix)(e) not applicable to the company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) Based upon the audit procedure performed and the information and explanation given by the management, the company has not allotted preference shares (Section 62) or raised money by way of private placement (Section 42) or convertible debenture/fully, partially or optionally convertible during the year.
- xi (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no fraud by the company or on the company has been noted and reported, except for 3 instances aggregating ₹28.49 Lakh in the year under audit.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. According to the information and explanations given to us, no report under 143(12) of the Act has been filed by the predecessor auditor or secretarial auditor of the Company during the year. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, the Company has not received any whistle-blower complaints during the year.
- (xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditor for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with them. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) In our opinion and according to the information and explanations provided to us, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and has obtained the registration.
- (b) The Company has conducted non-banking financial activities during the year and the Company holds a valid Certificate of Registration from the RBI 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 RBI. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the Kotak Mahindra Bank Group ("the Group") has no CIC as part of the Group. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred any cash losses in the current financial year or in the immediately preceding financial year
- (xviii) There has been resignation of the statutory auditors of the Company during the year per their resignation letter dated May 15, 2023. The resignation was due to potential independence consideration under the applicable framework pursuant to the proposed change in the ownership of the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios (refer Note 37 to the financial statements), ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that 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) In respect of other than ongoing projects, as at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable.
- (b) In respect of ongoing projects, as at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx)(b) clause is not applicable. CSR Expenditure has to be checked.

(xxi) The reporting under clause 3(xx) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

Number: 001035N/N500050  
Chartered Accountants

**Akshay Maheshwari**  
Partner  
Membership Number : 50470  
UDIN: 24504704BKEISD4446

Lucknow  
April 27, 2024



# Balance Sheet

as at 31<sup>st</sup> March, 2024

(INR in Lakh)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>I ASSETS</b>			
<b>1 Financial assets</b>			
a) Cash and cash equivalents	4	22,886.75	35,996.23
b) Bank balances other than included in (a) above	5	22,670.68	12,307.33
c) Derivative financial instruments	6A	-	366.26
d) Receivables			
Trade receivables	7	585.26	394.64
Other receivables		-	-
e) Loans	8	40,886.20	185,972.29
f) Investments	9	5.65	5.65
g) Other financial assets	10	1,799.02	2,083.87
<b>Total financial assets</b>		<b>88,833.56</b>	<b>237,126.27</b>
<b>2 Non-financial assets</b>			
a) Current tax assets (net)	11A	1,443.76	873.95
b) Deferred tax assets (net)	11B	1,095.76	1,903.58
c) Property, plant and equipment	12	198.09	204.60
d) Right to use asset	13	186.77	183.16
e) Intangible assets	14	7.39	12.17
f) Other non-financial assets	15	172.54	203.33
<b>Total non-financial assets</b>		<b>3,104.31</b>	<b>3,380.79</b>
<b>Total Assets</b>		<b>91,937.87</b>	<b>240,507.06</b>
<b>II LIABILITIES AND EQUITY</b>			
<b>Liabilities</b>			
<b>1 Financial liabilities</b>			
a) Derivative financial instruments	6B	-	136.02
b) Payables			
i) Trade payables	16		
-total outstanding dues of micro enterprises and small enterprises (MSME)		24.30	-
-total outstanding dues of creditors other than MSME		1,575.62	320.06
ii) Other payables			
-total outstanding dues of micro enterprises and small enterprises (MSME)		-	-
-total outstanding dues of creditors other than MSME		-	-
c) Debt securities	17	34,921.18	36,837.30
d) Borrowings (other than debt securities)	18	12,102.95	164,397.13
e) Subordinated liabilities	19	-	1,996.19
f) Lease liabilities	20	208.23	195.51
g) Other financial liabilities	21	1,432.88	1,572.64
<b>Total financial liabilities</b>		<b>50,265.16</b>	<b>205,454.85</b>
<b>2 Non-financial liabilities</b>			
a) Provisions	22	1,469.95	518.58
b) Other non-financial liabilities	23	1,272.13	375.42
<b>Total non-financial liabilities</b>		<b>2,742.08</b>	<b>894.00</b>
<b>Total Liabilities</b>		<b>53,007.24</b>	<b>206,348.85</b>
<b>Equity</b>			
a) Equity share capital	24	2,645.33	2,616.77
b) Other equity	25	36,285.30	31,541.44
<b>Total Equity</b>		<b>38,930.63</b>	<b>34,158.21</b>
<b>Total Liabilities and Equity</b>		<b>91,937.87</b>	<b>240,507.06</b>
Summary of material accounting policies	1-3		
The accompanying notes are an integral part of the financial statements.	4-56		

As per our report of even date

For and on behalf of the Board of Directors of  
Sonata Finance Private Limited

## B R Maheswari & Co LLP

Chartered Accountants

Firm's Registration No.: 001035N / N500050

## CA Akshay Maheshwari

Partner

Membership No: 504704

## Anup Kumar Singh

Managing Director & CEO

DIN: 00173413

## Tapobrat Chaudhuri

Director

DIN: 09291548

## Akhilesh Kumar Singh

Chief Financial Officer

## Anjali Manwani Siddiqui

Company Secretary

Lucknow  
April 27, 2024

Lucknow  
April 27, 2024

# Statement of Profit and Loss

for the period ended March 31, 2024

(INR in Lakh)

Particulars	Note No.	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Revenue from operations</b>			
i) Interest income	26	53,528.87	34,505.73
ii) Fees and commission income	27	3,538.51	3,905.15
iii) Net gain on derecognition of financial instruments under amortised cost		690.61	-
iv) Bad loan recovery		1,835.78	1,471.30
<b>I A Total Revenue from Operations</b>		<b>59,593.77</b>	<b>39,882.18</b>
Net gain on fair value changes	28 A	767.17	714.22
Other income	28 B	139.67	80.44
<b>II Total Income (IA+IB)</b>		<b>60,500.61</b>	<b>40,676.84</b>
<b>Expenses</b>			
i) Finance costs	29	29,114.93	18,506.38
ii) Impairment on financial instruments	30	7,020.73	4,753.59
iii) Employee benefits expenses	31	12,511.24	7,799.31
iv) Depreciation, amortization and impairment	32	250.32	165.82
v) Other expenses	33	4,790.35	3,906.67
<b>III Total expenses</b>		<b>53,687.57</b>	<b>35,131.77</b>
<b>IV Profit before tax (II-III)</b>		<b>6,813.04</b>	<b>5,545.07</b>
<b>V Tax expense:</b>			
Current tax		1,205.44	1,255.41
Deferred tax		945.14	133.40
<b>Net tax expense</b>		<b>2,150.58</b>	<b>1,388.81</b>
<b>VI Profit for the year (IV-V)</b>		<b>4,662.46</b>	<b>4,156.26</b>
<b>VII Other comprehensive income (OCI)</b>			
<b>i) Items that will not be reclassified subsequently to statement of profit or loss</b>			
- Re-measurement losses of defined benefit plans		(545.65)	(15.27)
<b>ii) Income tax relating to the above items</b>		137.33	3.84
<b>Other Comprehensive Income (i+ii)</b>		(408.32)	(11.43)
<b>VIII Total Comprehensive Income for the year (VI+VII)</b>		<b>4,254.14</b>	<b>4,144.83</b>
<b>IX Earnings per equity share (face value of ₹10/-)</b>			
Basic	34	17.82	15.94
Diluted		17.82	15.77
Summary of material accounting policies	1-3		
The accompanying notes are an integral part of the financial statements.	4-56		

As per our report of even date

## B R Maheswari & Co LLP

Chartered Accountants  
Firm's Registration No.: 001035N / N500050

## CA Akshay Maheshwari

Partner  
Membership No: 504704

Lucknow  
April 27, 2024

**For and on behalf of the Board of Directors of  
Sonata Finance Private Limited**

**Anup Kumar Singh**  
Managing Director & CEO  
DIN: 00173413

**Akhilesh Kumar Singh**  
Chief Financial Officer

Lucknow  
April 27, 2024

**Tapobrat Chaudhuri**  
Director  
DIN: 09291548

**Anjali Manwani Siddiqui**  
Company Secretary



# Statement of Cash Flows

for the period ended March 31, 2024

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Cash flow from operating activities</b>		
Profit before tax	6,813.04	5,545.07
Interest income	(53,528.87)	(34,505.73)
Interest expense	28,958.75	18,490.95
<b>Adjustments to reconcile profit before tax to net cash flows:</b>		
Depreciation & amortisation	250.32	165.82
Interest on lease liability	28.65	15.42
Impairment on financial instruments	7,163.12	4,064.06
Provision no longer required	(142.39)	-
Unrealised foreign exchange gain/loss	-	400.84
Unrealised (gain) on derivative	150.25	(177.80)
Unrealised loss/(gain) on derivative	-	3.35
Income from sale of Investment	(767.17)	(539.77)
Net gain on derecognition of financial instruments under amortised cost category	690.61	-
Interest on Income Tax Refund	(85.65)	-
Profit on sale of property, plant and equipment	(0.40)	(0.11)
<b>Operational cash flows from Interest</b>		
Cash inflow from interest income	53,528.87	34,935.96
Cash outflow for interest expense	(28,309.85)	(18,499.27)
<b>Cash flow from working capital changes</b>		
(Increase)/decrease in Loans	140,093.66	(66,334.90)
(Increase) / decrease in bank balance other than cash and cash equivalents	(10,363.35)	(2,606.27)
(Increase)/decrease in trade receivables	(190.62)	4.49
(Increase) /decrease in other financial assets	(1,931.59)	(510.49)
(Increase) / decrease in other non-financial assets	133.83	(78.47)
Increase/(decrease) in trade payables	1,279.86	76.37
Increase / (decrease) in other financial liabilities	(139.76)	(133.17)
Increase/(decrease) in provisions	(119.76)	(129.55)
Increase / (decrease) in other non-financial liabilities	896.71	76.97
<b>Cash generated from / (used in) operations</b>	144,408.26	(59,736.21)
Income tax paid	(1,689.60)	(952.09)
<b>Net cash flows from/(used in) operating activities</b>	<b>142,718.66</b>	<b>(60,688.30)</b>
<b>Cash flow from investing activities</b>		
Purchase of property, plant and equipment	(168.57)	(143.33)
Sale of property, plant and equipment	0.99	0.23
Purchase of intangible assets	-	(0.18)
Proceeds on sale of investment in mutual fund	175,320.13	88,950.15
Purchase of investment in mutual fund	(174,552.96)	(88,410.38)
<b>Net cash flows from/(used in) investing activities</b>	<b>599.59</b>	<b>396.49</b>

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Cash flow from financing activities</b>		
Debt securities issued	-	16,100.00
Debt securities repaid	(2,250.00)	(21,540.00)
Borrowings other than debt securities issued	122,712.50	141,230.62
Borrowings other than debt securities repaid	(275,317.88)	(69,246.04)
Repayment of Lease liabilities	(90.61)	(75.00)
Subordinated liabilities repaid	(2,000.00)	(2,400.00)
Proceeds from issuance of equity share capital including securities premium	518.27	133.04
<b>Net cash flows from financing activities</b>	<b>(156,427.72)</b>	<b>64,202.62</b>
Net increase in cash and cash equivalents	(13,109.48)	3,910.80
Cash and cash equivalents at the beginning of the year	35,996.23	32,085.43
<b>Cash and cash equivalents at the end of the year</b>	<b>22,886.75</b>	<b>35,996.23</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	69.34	130.28
Fund in transit	281.25	954.28
Balances with banks		
In current accounts	22,536.16	34,911.67
In deposit account	-	-
<b>Total cash and cash equivalents</b>	<b>22,886.75</b>	<b>35,996.23</b>
Summary of material accounting policies	1-3	
The accompanying notes are an integral part of the financial statements	4-56	

As per our report of even date

**For and on behalf of the Board of Directors of  
Sonata Finance Private Limited**

**B R Maheswari & Co LLP**

Chartered Accountants  
Firm's Registration No.: 001035N / N500050

**CA Akshay Maheshwari**

Partner  
Membership No: 504704

Lucknow  
April 27, 2024

**Anup Kumar Singh**

Managing Director & CEO  
DIN: 00173413

**Akhilesh Kumar Singh**

Chief Financial Officer

Lucknow  
April 27, 2024

**Tapobrat Chaudhuri**

Director  
DIN: 09291548

**Anjali Manwani Siddiqui**

Company Secretary



# Statement of Changes in Equity

for the period ended March 31, 2024

## EQUITY SHARE CAPITAL

Equity shares of ₹ 10 each issued, subscribed and fully paid.

(INR in Lakh)

Particulars	Amount
<b>Balance at the beginning of the year</b>	2,596.25
Changes in equity share capital during the year	20.52
<b>As at March 31, 2023 #</b>	<b>2,616.77</b>
Changes in equity share capital during the year	28.56
<b>As at March 31, 2024 #</b>	<b>2,645.33</b>

# Net of equity shares issued to the Sonata Employee Welfare Trust.

### During the FY 23-24:

2,85,630, equity shares from SEWT were transferred to Kotak Mahindra Bank Limited.

## OTHER EQUITY (REFER NOTE 25)

(INR in Lakh)

Particulars	Reserves and surplus					Other comprehensive income	Total other Equity
	Statutory reserve (As required by Sec 45-1C of Reserve Bank of India Act, 1934)	Capital reserve	Securities premium	Stock option outstanding	Retained earnings		
<b>As at April 1, 2022</b>	<b>2,380.62</b>	<b>22.68</b>	<b>20,839.09</b>	<b>60.12</b>	<b>3,938.77</b>	<b>42.81</b>	<b>27,284.09</b>
Profit for the year	-	-	-	-	4,156.26	-	4,156.26
Remeasurement of net defined benefit obligation	-	-	-	-	-	(11.43)	(11.43)
Premium on exercise of Stock options	-	-	112.52	-	-	-	112.52
Transferred from retained earnings to statutory reserve	831.25	-	-	-	(831.25)	-	-
Transferred from /to securities premium	-	-	60.12	(60.12)	-	-	-
<b>As at March 31, 2023</b>	<b>3,211.87</b>	<b>22.68</b>	<b>21,011.73</b>	<b>-</b>	<b>7,263.78</b>	<b>31.38</b>	<b>31,541.44</b>
Profit for the year	-	-	-	-	4,662.46	-	4,662.46
Remeasurement of net defined benefit obligation	-	-	-	-	-	(408.32)	(408.32)
Premium on exercise of Stock options	-	-	489.72	-	-	-	489.72
Transferred from retained earnings to statutory reserve	932.49	-	-	-	(932.49)	-	-
Transferred from /to securities premium	-	-	-	-	-	-	-
<b>As at March 31, 2024</b>	<b>4,144.36</b>	<b>22.68</b>	<b>21,501.45</b>	<b>-</b>	<b>10,993.75</b>	<b>(376.94)</b>	<b>36,285.30</b>

Summary of material accounting policies

Note 1-3

The accompanying notes are an integral part of the financial statements

Note 4-56

As per our report of even date

**For and on behalf of the Board of Directors of  
Sonata Finance Private Limited**

### B R Maheswari & Co LLP

Chartered Accountants

Firm's Registration No.: 001035N / N500050

### CA Akshay Maheshwari

Partner

Membership No: 504704

### Anup Kumar Singh

Managing Director & CEO

DIN: 00173413

### Akhilesh Kumar Singh

Chief Financial Officer

### Tapobrat Chaudhuri

Director

DIN: 09291548

### Anjali Manwani Siddiqui

Company Secretary

Lucknow  
April 27, 2024

Lucknow  
April 27, 2024

# Schedules

To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

## 1. CORPORATE INFORMATION

Sonata Finance Private Limited ("the Company") is a private company incorporated in India having registered office at Lucknow, Uttar Pradesh, India. The Company is registered with the Reserve Bank of India ('RBI') with Certificate of Registration No. – B-12.00445 dated 06/10/2008 and has got classified as a Non-Banking Financial Company – Micro Finance Institution ((NBFC-MFI') with effect from December 3, 2013. The Company has raised Non-Convertible Debentures (NCDs) and six of these securities are listed on Bombay Stock Exchange in India.

The Company is engaged in providing financial services to women in the rural areas of India who are organized as Joint Liability Groups.

## 2. BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS

### i. Statement of compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016, notified under Section 133 of the Companies Act, 2013 ("the Act") other relevant provisions of the Act, guidelines issued by the RBI as applicable to an NBFC-MFI and other accounting principles generally accepted in India. Any application guidance / clarifications / directions issued by RBI or other regulators are implemented as and when they are issued / applicable, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment.

Accounting policies have been consistently applied except where a newly issued Ind AS is initially adopted or a revision to an existing Ind AS required a change in the accounting policy hitherto in use.

The financial statement for the year ended March 31, 2024 were approved by Board of Directors on April 27, 2024.

#### Functional and presentation currency:

Amounts in the financial statements are presented in Indian Rupees in Lakh, which is also the Company's functional currency and all amounts have been rounded off to the nearest lakhs unless otherwise indicated.

### ii. Presentation of financial statements

The Balance Sheet, Statement of Profit and Loss and Statement of Changes in Equity are prepared and

presented in the format prescribed in the Division III of Schedule III to the Companies Act, 2013 (the 'Act'). The

Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The Balance Sheet, Statement of Profit and Loss, Statement of Cash Flow and Statement of Changes in Equity are together referred as the financial statement of the Company.

Additional disclosures as required by the RBI based on the basis of Scale based regulation are effective from March 31, 2023, have been duly disclosed.

A summary of the material accounting policies and other explanatory information is in accordance with the Companies (Indian Accounting Standards) Rules, 2015 as specified under Section 133 of the Companies Act, 2013 (the 'Act') including applicable Indian Accounting Standards (Ind AS) and accounting principle generally accepted in India.

The Company generally reports financial assets and financial liabilities on a gross basis in the balance sheet. They are offset and reported net only when Ind AS specifically permits the same or it has an unconditional legally enforceable right to offset the recognized amounts without being contingent on a future event. Similarly, the Company offsets incomes and expenses and reports the same on a net basis when permitted by Ind AS specifically.

### iii. Basis of measurement

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services at the time of entering into the transaction.

### iv. Measurement of fair values:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. Fair value for measurement and/or disclosure purposes for certain items in these financial statements is determined considering the following measurement methods:



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To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

Items	Measurement basis
Certain financial assets and liabilities (including Fair value derivatives instruments)	Fair value through profit & loss (FVPL)
Net defined benefit (asset) / liability	Fair value through other comprehensive income(FVOCI).
Property plant and equipment	At Historical cost

Fair values are categorized into different levels (Level 1, Level 2 or Level 3) in a fair value hierarchy based on the inputs used in the valuation techniques. When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The levels are described as follows:

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

Valuation model and framework used for fair value measurement and disclosure of financial instrument: **(Refer notes 48)**

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

## (v) Use of estimates, assumptions and judgements

The preparation of financial statements in conformity with Ind AS requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although, these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Accounting estimates and judgements are used in various line items in the financial statements for example:

- Business model assessment (refer note 3 0)
- Effective Interest rate (refer note 3 a)
- Impairment of financial assets (refer note 3p)
- Provisions (Contingent liabilities and assets (refer note 3 i)
- Income tax (refer note 3 l)

## 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

### (a) Revenue recognition

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

#### i) Interest Income:

Interest consists of consideration for the time value of money, for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as a profit margin.

Interest income and expense are recognized using the effective interest method. The effective interest rate (EIR) is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to the gross carrying amount of the financial asset or amortized cost of the financial liability.

Calculation of the EIR includes all fees paid or received that are incremental and directly attributable to the acquisition or issue of a financial asset or liability.

Interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortized cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortized cost of the credit-impaired financial assets (i.e. at the amortized cost of the financial asset after adjusting for any expected credit loss allowance (ECLs)). The Company assesses the collectability of the interest on credit impaired assets at each reporting date. Based on the outcome of such assessment, the interest income accrued on credit impaired financial assets are either accounted for as income or written off as per the write off policy of the Company.

The interest cost is calculated by applying the EIR to the amortized cost of the financial liability.

The 'amortized cost' of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured on initial recognition minus the principal repayments, plus or minus the cumulative amortization using the effective interest method of any

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To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

difference between that initial amount and the maturity amount and, for financial assets, adjusted for any expected credit loss allowance.

The "gross carrying amount of a financial asset" is the amortized cost of a financial asset before adjusting for any expected credit loss allowance.

**ii) Net gain/ (loss) on Fair Value Changes:**

The Company recognizes gain on fair value change of financial assets measured at FVTPL and realized on de-recognition of financial asset measured at FVTPL on net basis.

**iii) Fee and commission income not integral to effective interest rate (EIR) method under Ind AS 109 and Income from services and distribution of financial products:**

The Company recognizes the fee and commission income not integral to EIR under Ind AS 109 in accordance with the terms of the relevant customer contracts / agreement and when it is probable that the Company will collect the consideration for items.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

The Company recognizes revenue from contracts with customers from Business Correspondent based on a five step model as set out in Ind AS 115:

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

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

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

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to

which the Company expects to be entitled in exchange for satisfying each performance obligation.

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

Fees for financial advisory services are accounted as and when the service is rendered, provided there is reasonable certainty of its ultimate realization.

**iv) Other income and expenses**

All other income and expenses are recognized on an accrual basis. It represents income earned from the activities incidental to the business and is recognized when the right to receive the income is established as per the terms of the contract.

**(b) Finance cost**

Borrowing costs include interest expense calculated using the EIR on respective financial instruments measured at amortized cost, finance charges in respect of assets acquired on finance lease and exchange differences arising from foreign currency borrowings, to the extent they are regarded as an adjustment to interest costs.

While computing the capitalization rate for funds borrowed generally, the company should exclude borrowing costs applicable to borrowings made specifically for obtaining a qualifying asset, only until the asset is ready related qualifying asset is ready for intended use or for sale would subsequently be considered as general borrowing costs of the company.

**(c) Cash and Cash equivalents**

Cash and Bank balances comprises cash on hand and demand deposits with banks. Bank balances are 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 insignificant risk of changes in value.

**(d) Property, plant equipment (PPE)**

All PPE are stated at historical cost (including incidental expenses directly attributable to bringing the asset to its working condition for its intended use), net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use. Subsequent expenditure related to PPE is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of item can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred. For transition to Ind AS, the Company has elected to adopt as deemed cost, the carrying value of PPE measured as per IGAAP less accumulated amortization and cumulative impairment on the transition date of April 1, 2018.



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To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

## (e) Intangible assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortization and cumulative impairment. Administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalized as a part of the cost of the intangible assets.

For transition to Ind AS, the Company has elected to adopt as deemed cost, the carrying value of Intangible assets measured as per IGAAP less accumulated depreciation and cumulative impairment on the transition date of April 1, 2018.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

## (f) Depreciation on property, plant and equipment

Depreciation on tangible property, plant and equipment is the cost of an asset, or other amount substituted for cost, less its estimated residual value

Depreciation on tangible property, plant and equipment deployed for own use has been provided on the written down value (WDV) as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of buildings, computer equipment, office equipment and vehicles, in whose case the life of the assets has been assessed based on the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, etc. Depreciation method is reviewed at each financial year end to reflect expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end with the effect of any change in the estimates of useful life/residual value is accounted on prospective basis. Depreciation for additions to/deductions from owned assets is calculated pro rata to the remaining period of use. Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life. All capital assets with individual value less than ₹ 5,000 are depreciated fully in the year in which they are purchased.

Purchased software / licenses are amortized over the estimated useful life during which the benefits are expected to accrue. The method of amortization and useful life are reviewed at the end of each accounting year with the effect of any changes in the estimate being accounted for on a prospective basis. Amortization on impaired assets is provided by adjusting the amortization charge in the remaining periods so as to allocate the asset's revised carrying amount over its remaining useful life.

Category of Asset	Useful Life (Years)
Furniture and fittings	10
Office equipment	05
Vehicles Car	08
Vehicles Motorcycle	10
Computers Hardware	03*

\* For the above class of assets, based on internal assessment and independent technical evaluation carried out by external valuers, the management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence, the useful lives for these assets are different from the useful lives as prescribed under Part C of Schedule II of the Act

## (g) Amortization of Intangible assets

Intangible assets are amortized on a written down value (WDV) basis over the estimated useful economic life. The management has determined its estimate of useful economic life as three years. The method of amortization and useful life are reviewed at the end of each accounting year with the effect of any changes in the estimate being accounted for on a prospective basis.

## (h) Impairment losses on non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on internal/external factors.

An asset is considered as impaired when on the balance sheet date there are indications of impairment in the carrying amount of the assets, or where applicable the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the assets' net selling price and value in use). The carrying amount is reduced to the level of recoverable amount and the reduction is recognized as an impairment loss in the Statement of Profit and Loss. When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the statement of profit or loss.

## De-recognition of property, plant and equipment and Intangible Asset

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss. An intangible asset is derecognized on disposal, or when no future economic

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To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in the Statement of Profit and Loss.

## (i) Provisions, contingent liabilities and contingent assets

### Provision:

#### Provisions are recognized only when:

- i. The Company has a present obligation (legal or constructive) as a result of a past event;
- ii. it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- iii. a reliable estimate can be made of the amount of the obligation

These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Further, long term provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognized as finance cost. A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with that contract.

### Contingent liabilities:

#### Contingent liability is disclosed in case of:

- i. a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and
- ii. a present obligation arising from past events, when no reliable estimate is possible.

### Contingent Assets:

Contingent assets are disclosed where an inflow of economic benefits is probable. Contingent assets are not recognized in the financial statements.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognized and measured as a provision

## (j) Commitments:

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows:

- i. estimated amount of contracts remaining to be executed on capital account and not provided for;
- ii. uncalled liability on shares and other investments partly paid;
- iii. Other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

Other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.

## (k) Retirement and other employee benefits

### Defined Contribution Plan:

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable under the scheme. The Company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset.

### Defined Benefit Plan:

Gratuity is an employee benefit scheme, which is classified as a "Defined Benefit Obligation".

The Company's Gratuity liability under the Payment of Gratuity Act, 1972 are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method.

The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in Other Comprehensive Income (OCI). Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability



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To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

(asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognized in statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in Statement of Profit and Loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

### Other long-term employee benefits:

The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related service are recognized as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long term service awards are recognized as a liability at the present value of the defined benefit obligation as at the balance sheet date. The obligation is measured on the basis of actuarial valuation using Projected unit credit method and remeasurements gains/ losses are recognized in statement of profit and loss in the period in which they arise.

## (l) Taxation:

### Income taxes

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

### Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognized amounts and it is intended to realize the asset and settle the liability on a net basis or simultaneously

### Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses.

Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside the statement profit or loss is recognized outside the statement profit or loss (either in other comprehensive income or in equity). Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable company and the same taxation authority. Further, MAT credit entitlement adjustment has been clubbed with deferred tax assets as per guidance note on schedule III issued by Institute of Chartered Accountants of India.

### Goods and Services Input Tax Credit

Goods and Services Input tax credit is accounted for in the books in the period in which the supply of goods or service received is accounted and when there is no uncertainty in availing/utilizing the credits.

## (m) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year.

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.

## (n) Share based payments

Equity-settled share based payments to employees are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share based payments transactions are set out in Note 36. The cost of equity-settled transactions is measured using the fair value method and recognized,

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To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

together with a corresponding increase in the "Share based premium" in reserves. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognized in the statement of profit and loss for the year represents the movement in cumulative expense recognized as at the beginning and end of that year and is recognized in employee benefits expense.

## (O) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one Company and a financial liability or equity instrument of another Company. ;

### Financial Assets

#### Initial recognition and measurement

Financial assets are initially recognized on the trade date, i.e., the date that the Company becomes a party to the contractual provisions of the instrument. The classification of financial instruments at initial recognition depends on their purpose and characteristics and the management's intention when acquiring them. All financial assets (not measured subsequently at fair value through profit or loss) are recognized initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

#### Classification and Subsequent measurement

For purposes of subsequent measurement, financial assets are classified as under: - Loans at amortized cost investments in debt instruments and equity instruments at fair value through profit or loss (FVTPL)

#### Modification and De-recognition of financial assets

##### Modification of financial assets

A modification of a financial asset occurs when the contractual terms governing the cash flows of a financial asset are renegotiated or otherwise modified between initial recognition and maturity of the financial asset. A modification affects the amount and/or timing of the contractual cash flows either immediately or at a future date. The Company renegotiates loans to customers in financial difficulty to maximize collection and minimize the risk of default. A loan forbearance is granted in cases where although the borrower made all reasonable efforts to pay under the original contractual terms, there is a high risk of default or default has already happened and the borrower is expected to be able to meet the revised terms. The revised terms in most of the cases include an extension of the maturity of the loan, changes to the timing of the cash flows of the loan (principal and interest repayment), reduction in the amount of cash flows due (principal and interest forgiveness). Such accounts are classified as stage 3 immediately upon such modification in the terms of the contract.

Not all changes in terms of loans are considered as renegotiation and changes in terms of a class of obligors that are not overdue is not considered as renegotiation and is not subjected to deterioration in staging.

#### De-recognition of financial assets

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

- the rights to receive cash flows from the asset have expired, or
- the Company has transferred its rights to receive cash flows from the asset and substantially all the risks and rewards of ownership of the asset, or the Company has neither transferred nor retained substantially all the risks and rewards of ownership of the asset, but has transferred control of the asset

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received. amount allocated to the portion of the asset derecognized) and the sum of:

- (i) the consideration received (including any new asset obtained less any new liability assumed), and
- (ii) any cumulative gain or loss that had been recognized in OCI is recognized in profit or loss.

Any cumulative gain/loss recognized in OCI in respect of equity investment securities designated as at AZTO FA is not recognized in profit or loss on de-recognition of such securities. Any interest in transferred financial as that qualify for de-recognition that is created or retained by the Group is recognized as a separate asset or liability.

#### Loans at amortized costs

Loans are measured at the amortized cost if both the following conditions are met: (a) Such loan is held within a business model whose objective is to hold assets for collecting contractual cash flows, and (b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method less impairment. Amortized cost is calculated by taking into account fees or costs that are an integral part of the EIR. The EIR amortization is included in interest income in the statement of profit or loss. The losses arising from impairment are recognized in the statement of profit and loss.



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To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

## Business Model Assessment:

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice.
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectation about future sales activity.
- How managers of the business are compensated (e.g. whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).

At initial recognition of a financial asset, the Company determines whether newly recognized financial assets are part of an existing business model or whether they reflect a new business model. The Company reassess its business models each reporting period to determine whether the business models have changed since the preceding period.

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

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. That principal amount may change over the life of the financial assets (e.g. if there are payments of principal). Amount of 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- Contingent events that would change the amount or timing of cash flows;
- Terms that may adjust the contractual coupon rate, including variable interest rate features;
- Prepayment and extension features; and

- Terms that limit the Company's claim to cash flows from specified assets.

Contractual cash flows that are SPPI are consistent with a basic lending arrangement. Contractual terms that introduce exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement, such as exposure to changes in equity prices or commodity prices, do not give rise to contractual cash flows that are SPPI.

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant recognition.;

## Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and loss including any interest or dividend income, are recognized in the statement profit or loss. The transaction costs and fees are also recorded related to the instruments in the statement of profit and loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by Impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in the statement of profit or loss. Any gain or loss on de-recognition is recognized in the statement of profit or loss.
Financial assets (other than Equity Investments) at FVTO	Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual Cash flow that are solely payments of Principal and interest are subsequently measured by fair value through other comprehensive income. Fair value movements recognized in the other comprehensive income (OCI). Interest income measured: using method and impairment losses, if any are recognized in statement of Profit and Loss. On de-recognition, cumulative gain or previously recognized in OCI is reclassified from the equity to other Income the statement of Profit and Loss.
Equity investments at FVTOC	These assets are subsequently measured at fair value. Dividends are recognized as income in the Statement of Profit and Loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains or losses are recognized in OCI and are not reclassified to profit or loss.

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## Reclassifications within classes of financial assets

Financial assets are not reclassified subsequent to their initial recognition, except in the period after the Company changes its business model for managing financial assets.

The classification and measurement requirements of the new category apply prospectively from the first day of the first reporting period following the change in business model that result in reclassifying the Company's financial assets.

## Investment in debt instruments and equity instruments at fair value through profit or loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCTI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

## Financial liability and Equity

Debt and equity instruments that are issued are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

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

Financial liabilities are subsequently measured at the amortized cost using the effective interest method, unless at initial recognition, they are classified as fair value through profit and loss. Interest expense are recognized in the Statement of Profit and loss. Any gain or loss on de-recognition is also recognized in the statement of profit or loss.

## Financial liabilities

A financial liability is a contractual obligation to deliver cash or another financial asset or to exchange financial assets or financial liabilities with another company under conditions that are potentially unfavorable to the Company or a contract that will or may be settled in the Company's own equity instruments and is a non-derivative contract for which the Company is or may be obliged to deliver a variable number of its own equity instruments, or a derivative contract over own equity that will or may be settled other than by the exchange of a fixed amount of cash (or another financial asset) for a fixed number of the Company's own equity instruments.

## Classification

The Company classifies its financial liability as "Financial liability measured at amortized cost" except for those classified as financial liabilities measured at fair value through profit and loss (FVTPL).

## De-recognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

## Equity

An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

No gain/loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

## Derivative Financial Instruments

The Company holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if certain criteria are met.

Derivatives are initially recognized at fair value at the date a derivative contract is entered into and are subsequently premeasured to their fair value at each balance sheet date. The resulting gain/loss is recognized in the statement of profit and loss immediately unless the derivative is designated and is effective as a hedging instrument, in which event the timing of the recognition in the statement of profit and loss depends on the nature of the hedge relationship.

## Borrowings

After initial recognition, interest bearing loans and Borrowings are subsequently measured at amortized cost using EIR. The EIR amortization is included as finance cost in the statement of profit and loss.

## (p) Impairment of financial assets (also refer note 45)

The Company is recording the allowance for expected credit losses for all loans at amortized cost. The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss or LTECL).

Accordingly, the Company groups its loans into Stage 1, Stage 2, Stage 3, as described below:

Stage 1: When loans are first recognized, the Company recognizes an allowance based on 12mECLs. Stage 1 loans



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To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

also include facilities where the credit risk has improved, and the loan has been reclassified from Stage 2 or Stage 3.

Stage 2: When a loan has shown a significant increase in credit risk since origination, the company records an allowance for the LTECLs.

Stage 3: Loans considered credit-impaired. The Company records an allowance for the LTECLs.

For financial assets for which the company has no reasonable expectations of recovering either the entire outstanding amount, or a proportion thereof, the gross carrying amount of the financial asset is reduced. This is considered a (partial) de-recognition of the financial asset.

In accordance with the Ind AS 109, on de-recognition of a financial asset under assigned transactions, the difference between the carrying amount and the consideration received are recognized in the Statement of Profit and Loss.

## (q) Foreign currency

- (i) All transactions in foreign currency are recognized at the exchange rate prevailing on the date of the transaction.
- (ii) Foreign currency monetary items are reported using the exchange rate prevailing at the close of the period.
- (iii) Exchange differences arising on the settlement of monetary items or on the restatement of Company's monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognized as income or as expenses in the period in which they arise.

## (r) Leases (where the company is the lessee)

Lease liabilities are initially recognized and measured at an amount equal to the present value of minimum lease payments during the lease term that are not yet paid.

The lease liability is measured in subsequent periods using the incremental borrowing cost rate.

Right of use asset is recognized and measured at cost, consisting of initial measurement of lease liability plus any lease payments made to the lessor at or before the commencement date less any lease incentives received, initial estimate of the restoration costs, if any and any significant initial direct costs incurred by the Company.

The right-of-use asset is depreciated in accordance with the requirements in Ind AS 16, Property, Plant and equipment.

## Asset taken on lease:

The Company's lease asset classes primarily consist of leases for properties.

As a lessee, the Company previously classified leases as operating, or finance leases based on its assessment of whether the lease transferred substantially all the risks and rewards of ownership.

Under Ind AS 116, the Company recognizes right-of-use assets and lease liabilities for certain type of its leases.

The Company presents right-of-use assets in 'Other Non-Financial Assets' in the same line item as it presents underlying assets of the same nature it owns.

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative standalone price of the lease component and the aggregate standalone price of the non-lease components.

The Company recognizes right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use asset is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use asset is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

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For lease liabilities at inception, the Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

For leases with reasonably similar characteristics, the Company, on a lease-by-lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Company recognizes the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in statement of profit and loss.

The Company has applied judgement to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Company is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right of use assets recognized.

For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

## (s) Investments

Investments are initially recognized on trade date that is the date on which the company becomes the party to the contractual provision of the instrument. The classification of investment at initial recognition depends on the purpose and characteristics and the management intention while acquiring them.

All financial assets are recognized initially at fair value plus transaction cost that are attributable to the acquisition of the financial assets. Investment in equity instrument and mutual funds are measured at fair value through profit and loss account (FVTPL)

## (t) Corporate Social Responsibility (CSR) expenditure

The provision made towards CSR expenses is charged to the Statement of Profit and Loss.

### Statement of Cash Flows

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- i. changes during the period in operating receivables and payables transactions of a non-cash nature;
- ii. non-cash items such as depreciation, Impairment, deferred taxes, unrealized foreign currency gains and losses, and undistributed profits of associates and joint ventures; and
- iii. all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.



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## 4 CASH AND CASH EQUIVALENTS

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Cash on hand	69.34	130.28
Balances with banks in current accounts	22,536.16	34,911.67
Fund in transit	281.25	954.28
<b>Total</b>	<b>22,886.75</b>	<b>35,996.23</b>

Balances with banks earn interest at floating rates based on daily bank deposit rates. Short term deposits are made for varying periods of between seven day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

## 5 BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Deposits with remaining maturity of less than 12 months		
- to the extent held as margin money deposits against borrowings and guarantees	379.92	1,931.63
- lien Free Deposits	12,847.75	2,032.93
Deposits with remaining maturity of more than 12 months		
- to the extent held as margin money deposits against borrowings and guarantees	7,417.67	7,257.67
- lien Free Deposits	1,689.29	774.60
Add: Interest accrued on above	336.05	310.50
<b>Total</b>	<b>22,670.68</b>	<b>12,307.33</b>

Bank balance other than cash and cash equivalents - Deposits of INR 2,970.86 lakhs (as on 31 March 2023 INR 2,763.63 lakhs) are maintained as collateral as per the terms stipulated under direct sale agreement against the first loss guarantee default given by the Company. Deposits of INR 4,826.73 lakhs (as on 31 March 2023 INR 6,425.68 lakhs) are marked as lien for overdraft facility from banks and borrowings availed from banks. Fixed deposits with banks earn interest at fixed rate.

## 6 DERIVATIVE FINANCIAL INSTRUMENTS (REFER NOTE 43 E)

### Fair value hedging

The Company enters into derivatives for risk management purposes. Derivatives held for risk management purposes include hedges that meet the hedge accounting requirements. However, Company does not follows a hedge accounting.

The table below shows the fair values of derivative financial instruments recorded as assets or liabilities together with their notional amounts.

The notional amounts indicate the value of transactions outstanding at the year end and are not indicative of either the market risk or credit risk.

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(INR in Lakh)

Particulars	Hedging Partner	Type of Hedge	Currency Pair	As at March 31, 2024	As at March 31, 2023
<b>A. Derivative financial assets</b>			<b>Notional amount</b>		
External commercial borrowings - Microvest SDF	Federal Bank	Cross currency interest rate swap (CCIRS)	USD/INR	-	-
External commercial borrowings - WBC	Federal Bank	Cross currency interest rate swap (CCIRS)	USD/INR	-	229.52
External commercial borrowings - HansalInvest	Federal Bank	Cross currency interest rate swap (CCIRS)	EUR/INR	-	136.74
<b>Total derivative financial asset</b>				<b>-</b>	<b>366.26</b>

Particulars	Hedging Partner	Type of Hedge	Currency Pair	As at March 31, 2024	As at March 31, 2023
<b>B. Derivative financial liability</b>					
External commercial borrowings - The Trill impact - DWM SDGs Credit Fund	Federal Bank	Cross currency interest rate swap (CCIRS)	USD/INR	-	43.26
External commercial borrowings - FRANKFURT School Financial Services UK Ltd	Federal Bank	Cross currency interest rate swap (CCIRS)	USD/INR	-	88.42
External commercial borrowings - Microvest SDF	Federal Bank	Cross currency interest rate swap (CCIRS)	USD/INR	-	4.34
<b>Total derivative financial asset</b>				<b>-</b>	<b>136.02</b>

The Company has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. (INR in Lakh)

## 7 TRADE RECEIVABLES( AT AMORTIZED COST)

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Unsecured Considered good	585.26	394.64
Less: Impairment Loss Allowance	-	-
<b>Total</b>	<b>585.26</b>	<b>394.64</b>



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## Trade receivables (Unsecured) (at amortized cost)

(INR in Lakh)

Particulars	As at March 31, 2024					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables – considered good	585.26	-	-	-	-	585.26
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-
	<b>585.26</b>	-	-	-	-	<b>585.26</b>

(INR in Lakh)

Particulars	As at March 31, 2023					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables – considered good	394.64	-	-	-	-	394.64
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-
	<b>394.64</b>	-	-	-	-	<b>394.64</b>

Trade receivables are non-interest bearing and are generally on terms of 30 days.

## 8 LOANS (AT AMORTIZED COST)

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
1 (a) Term loans	42,695.87	189,008.84
1 (b) Interest accrued on above	452.64	1,557.24
<b>Total (1(a) + 1(b))</b>	<b>43,148.51</b>	<b>190,566.08</b>
1 (c) Less: Impairment loss allowance	2,311.03	4,693.57
<b>1 (d) Net (1(a) + 1(b) - 1(c))</b>	<b>40,837.48</b>	<b>185,872.52</b>
1 (e) Employee loans	48.72	99.78
<b>Gross (1(d) + 1(e))</b>	<b>40,886.20</b>	<b>185,972.30</b>
i) Secured	-	-
ii) Unsecured	43,197.23	190,665.86
<b>Gross</b>	<b>43,197.23</b>	<b>190,665.86</b>
Less: Impairment loss allowance	2,311.03	4,693.57
<b>Net</b>	<b>40,886.20</b>	<b>185,972.29</b>

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To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Loans in India</b>		
i) Public Sector	-	-
ii) Others	43,197.23	190,665.86
<b>Total - Gross</b>	43,197.23	190,665.86
Less: Impairment loss allowance	2,311.03	4,693.57
<b>Total - Net</b>	40,886.20	185,972.29
<b>Loans outside India</b>	-	-
Less: Impairment loss allowance	-	-
<b>Total - Net</b>	-	-
<b>Total</b>	<b>40,886.20</b>	<b>185,972.29</b>

## 8A Term loans

### Gross carrying value of assets as at 31<sup>st</sup> March 2024

(INR in Lakh)

Particulars	Stage 1	Stage 2	Stage 3	Total
Standard	39,084.95	872.79	-	39,957.74
Non Performing assets	-	-	2,738.13	2,738.13
<b>Total</b>	<b>39,084.95</b>	<b>872.79</b>	<b>2,738.13</b>	<b>42,695.87</b>

### Gross carrying value of assets as at 31<sup>st</sup> March 2023

(INR in Lakh)

Particulars	Stage 1	Stage 2	Stage 3	Total
Standard	182,038.19	1,814.18	-	183,852.37
Non Performing assets	-	-	5,156.47	5,156.47
<b>Total</b>	<b>182,038.19</b>	<b>1,814.18</b>	<b>5,156.47</b>	<b>189,008.84</b>

An analysis of changes in the gross carrying amount and the corresponding impairment loss allowance in relation to loans :

(INR in Lakh)

Particulars	Stage 1	Stage 2	Stage 3	Total
<b>Gross carrying value of assets as on March 31, 2023</b>	182,038.19	1,814.18	5,156.47	189,008.84
New assets originated or purchased during the year	221,569.06	-	-	221,569.06
Assets derecognised or repaid	(361,895.39)	(1,356.32)	(1,912.65)	(365,164.36)
Assets written off during the year	(1.44)	(2.51)	(2,713.72)	(2,717.67)
Gross carrying value as on March 31, 2024	41,710.42	455.35	530.10	42,695.87



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Particulars	Stage 1	Stage 2	Stage 3	Total
<b>Movement between stages</b>				
Transfer from/ (to) Stage 1	(2,634.42)	648.89	1,985.53	-
Transfer from/ (to) Stage 2	4.36	(232.28)	227.92	-
Transfer from/ (to) Stage 3	4.59	0.83	(5.42)	-
<b>Gross carrying value of assets as on March 31, 2024</b>	<b>39,084.95</b>	<b>872.79</b>	<b>2,738.13</b>	<b>42,695.87</b>

Particulars	Stage 1	Stage 2	Stage 3	Total
<b>ECL allowance as at March 31, 2023</b>				
Provision created during the year	932.52	(298.73)	(298.66)	335.13
Assets written off/ transferred	(1.44)	(2.51)	(2,713.72)	(2,717.67)
<b>Movement between stages</b>				
Transfer from/ (to) Stage 1	(1,407.85)	202.18	1,205.67	-
Transfer from/ (to) Stage 2	0.02	(143.84)	143.82	-
Transfer from/ (to) Stage 3	0.02	0.30	(0.32)	-
<b>ECL allowance as at March 31, 2024</b>	<b>194.77</b>	<b>300.23</b>	<b>1,816.03</b>	<b>2,311.03</b>

An analysis of changes in the gross carrying amount and the corresponding impairment loss allowance in relation to loans :

Particulars	Stage 1	Stage 2	Stage 3	Total
<b>Gross carrying value of assets as on March 31, 2022</b>				
New assets originated or purchased during the year	185,179.82	-	-	185,179.82
Assets derecognised or repaid	(113,996.54)	(2,451.50)	(1,180.67)	(117,628.71)
<b>Assets written off during the year</b>	<b>(245.00)</b>	<b>(926.59)</b>	<b>(4,386.16)</b>	<b>(5,557.75)</b>
Gross carrying value as on March 31, 2023	187,679.23	875.43	454.18	189,008.84
<b>Movement between stages</b>				
Transfer from/ (to) Stage 1	(5,670.25)	1,789.92	3,880.33	-
Transfer from/ (to) Stage 2	27.02	(851.98)	824.96	-
Transfer from/ (to) Stage 3	2.19	0.81	(3.00)	-
<b>Gross carrying value of assets as on March 31, 2023</b>	<b>182,038.19</b>	<b>1,814.18</b>	<b>5,156.47</b>	<b>189,008.84</b>

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Particulars	Stage 1	Stage 2	Stage 3	Total
<b>ECL allowance as at March 31, 2022</b>	158.94	1,241.76	4,320.68	5,721.38
Provision created during the year	3,866.29	315.19	348.46	4,529.94
Assets written off/ transferred	(245.90)	(926.59)	(4,385.26)	(5,557.75)
<b>Movement between stages</b>				
Transfer from/ (to) Stage 1	(3,108.01)	496.56	2,611.45	-
Transfer from/ (to) Stage 2	0.15	(584.32)	584.17	-
Transfer from/ (to) Stage 3	0.03	0.23	(0.26)	-
<b>ECL allowance as at March 31, 2023</b>	<b>671.50</b>	<b>542.83</b>	<b>3,479.24</b>	<b>4,693.57</b>

During the current and prior reporting periods, there was no change in the business model under which the Company holds financial assets and therefore no reclassifications were made.

All loans and receivables thereon are given as collateral against secured borrowings from banks, financial institutions and non-convertible debentures

No Loan and advances in the nature of loans are granted to promoters, directors, KMPs and the related parties ( as defined under the companies act 2013 ) that are repayable on demand or without specifying terms or period of repayment.

## 9 INVESTMENTS (FAIR VALUE THROUGH PROFIT AND LOSS ACCOUNT)

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Investments</b>		
Equity instruments		
50,000 (March 31, 2023: 50,000) fully paid up shares of Alpha Micro Finance Consultants Private Limited at face value of ₹ 10 (March 31, 2023 : ₹ 10) per share	5.65	5.65
Less: Impairment Loss Allowance	-	-
<b>Total</b>	<b>5.65</b>	<b>5.65</b>
Investments in India	5.65	5.65
Investments outside India	-	-
<b>Total</b>	<b>5.65</b>	<b>5.65</b>
<b>Aggregate value of unquoted investments at cost</b>	<b>5.00</b>	<b>5.00</b>



# Schedules

To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

## 10 OTHER FINANCIAL ASSETS

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Security deposits (unsecured, considered good)	23.31	22.31
Excess interest spread receivable on direct assignment (unsecured, considered good)	103.48	144.47
Less: Provisioning on direct assignment portfolio and moratorium interest accrued	(93.13)	(3.56)
Insurance Claim Recoverable	3.67	23.05
Less: Provision on insurance claim recoverable	-	-
Recoverable from business correspondent customers	168.28	1,206.11
Less: Provision on recoverable from business correspondent customers	(168.28)	(1,206.11)
Recoverable from asset management company	-	-
Margin money with non-banking financial companies and financial institutions**	717.36	892.67
Others (unsecured, considered good)*	1,044.33	1,004.93
<b>Total</b>	<b>1,799.02</b>	<b>2,083.87</b>

\* comprises of recoverable from employees and vendors of the Company includes non interest bearing first loss default guarantee with bank

\*\*includes interest accrued on margin money

## 11 INCOME TAX

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>11A</b> Current tax assets / (current tax liability) (Net of provision) (refer note 41 A)	1,443.76	873.95
<b>Total</b>	<b>1,443.76</b>	<b>873.95</b>
<b>11B</b> Deferred tax asset relating to origination and reversal of temporary differences (Net of liabilities) (refer note 41B)	1,095.77	1,903.58
<b>Total</b>	<b>1,095.77</b>	<b>1,903.58</b>

## 12 PROPERTY, PLANT AND EQUIPMENT

Particulars	Office equipment	Furniture & fixures	Vehicles	Computers	Total
<b>Cost:</b>					
At April 1, 2022	263.59	373.01	35.49	330.12	1,002.21
Additions	34.99	65.69	-	42.65	143.33
Disposals	(0.40)	-	-	-	(0.40)
<b>At March 31, 2023</b>	<b>298.18</b>	<b>438.70</b>	<b>35.49</b>	<b>372.77</b>	<b>1,145.14</b>
Additions	60.22	72.20	-	36.14	168.56
Disposals	(1.37)	-	-	(8.05)	(9.42)
<b>As at March 31, 2024</b>	<b>357.03</b>	<b>510.90</b>	<b>35.49</b>	<b>400.86</b>	<b>1,304.28</b>

# Schedules

To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

Particulars	Office equipment	Furniture & fixtures	Vehicles	Computers	Total
<b>Depreciation and impairment:</b>					
At April 1, 2022	221.08	308.07	20.12	289.88	839.15
Depreciation charge for the year	26.23	42.10	4.70	28.70	101.73
Disposals	(0.34)	-	-	-	(0.34)
<b>At March 31, 2023</b>	<b>246.97</b>	<b>350.17</b>	<b>24.82</b>	<b>318.58</b>	<b>940.54</b>
<b>Depreciation charge for the year</b>					
	49.78	86.78	3.34	34.57	174.47
Disposals	(1.21)	-	-	(7.61)	(8.82)
<b>As at March 31, 2024</b>	<b>295.53</b>	<b>436.95</b>	<b>28.16</b>	<b>345.54</b>	<b>1,106.19</b>
<b>Net book value:</b>					
At April 1, 2022	42.51	64.94	15.37	40.24	163.06
At March 31, 2023	51.22	88.53	10.67	54.19	204.60
<b>As at March 31, 2024</b>	<b>61.49</b>	<b>73.94</b>	<b>7.33</b>	<b>55.32</b>	<b>198.09</b>

## 13 RIGHT TO USE ASSET (REFER NOTE 36)

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Buildings	469.99	395.31
Less: Depreciation reserve	283.22	212.15
<b>Total</b>	<b>186.77</b>	<b>183.16</b>

## 14 INTANGIBLE ASSETS

(INR in Lakh)

Particulars	Computer software
<b>Deemed Cost:</b>	
At April 1, 2022	84.24
Additions	0.18
Disposals	-
At March 31, 2023	84.42
Additions	-
Disposals	-
<b>As at March 31, 2024</b>	<b>84.42</b>



# Schedules

To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

Particulars	Computer software
<b>Accumulative amortisation:</b>	
At April 1, 2022	64.38
Amortisation for the year	7.87
At March 31, 2023	72.25
Disposals	-
Amortisation for the year	4.78
<b>As at March 31, 2024</b>	<b>77.03</b>
<b>Net book value:</b>	
At April 1, 2022	19.86
At March 31, 2023	12.17
As at March 31, 2024	7.39

## 15 OTHER NON-FINANCIAL ASSETS

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Prepaid expenses (unsecured, considered good)	151.63	136.92
Advances to parties (unsecured, considered doubtful)*	29.65	132.69
Less: Provision for doubtful advances	(29.65)	(132.69)
Others (unsecured, considered good)*	20.91	66.41
<b>Total</b>	<b>172.54</b>	<b>203.33</b>

\* comprises of GST input tax credit and advances

## 16 TRADE PAYABLES (AT AMORTIZED COST)

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
(i) Total outstanding dues to micro enterprises and small enterprises*	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	1,599.92	320.06
<b>Total</b>	<b>1,599.92</b>	<b>320.06</b>

# Schedules

To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

## Trade payables (at amortized cost)

(INR in Lakh)

Particulars	March 31, 2024					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
MSME	24.30	-	-	-	-	24.30
Others	1,568.91	6.69	0.02	-	-	1,575.62
Disputed dues (MSMEs)	-	-	-	-	-	-
Disputed dues (Others)	-	-	-	-	-	-
<b>Total</b>	<b>1,593.21</b>	<b>6.69</b>	<b>0.02</b>			<b>1,599.92</b>

(INR in Lakh)

Particulars	March 31, 2023					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	-	-
Others	313.35	6.69	0.02	-	-	320.06
Disputed dues (MSMEs)	-	-	-	-	-	-
Disputed dues (Others)	-	-	-	-	-	-
<b>Total</b>	<b>313.35</b>	<b>6.69</b>	<b>0.02</b>	<b>-</b>	<b>-</b>	<b>320.06</b>

The 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 and the Auditors have placed reliance on the same. (refer note 35)

## 17 DEBT SECURITIES (AT AMORTIZED COST)

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Redeemable non-convertible debentures (secured)	34,921.18	36,837.30
<b>Total</b>	<b>34,921.18</b>	<b>36,837.30</b>
Debt securities in India	34,921.18	36,837.30
Debt securities outside India	-	-
<b>Total</b>	<b>34,921.18</b>	<b>36,837.30</b>

The debentures are secured by way of exclusive charge on all receivables from underlying portfolio loans.



# Schedules

To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

## 17 A Debentures (Secured) (at amortised cost)

ISIN NO	Name of the Debentures	Security	Call / Put Option	Date of Allotment	Maturity Date	Repayment Terms	Number of debentures		Face Value (in ₹)	Amount in Lakh	
							Mar-24	Mar-23		Mar-24	Mar-23
INE509M07329	12.50% Unlisted NCD- Northern Arc IIT	Yes	No	13-Aug-22	14-Aug-23	Partial repayment on maturity/ specified period	0.00	250.00	10,00,000* 5,00,000* (* The securities were allotted at ₹ 10,00,000 each, however the face value was reduced to ₹ 5,00,000 due to partial redemption of securities)	0.00	1250.00
INE509M07337	12.50% Listed NCD- Northern Arc MMAT	Yes	No	17-Aug-22	18-Aug-23	Partial repayment on maturity/ specified period	0.00	200.00	10,00,000* 5,00,000* (* The securities were allotted at Rs. 10,00,000 each, however the face value was reduced to Rs. 5,00,000 due to partial redemption of securities)	0.00	1000.00
INE509M07287	11.7702 % Blue Orchard Micro FIN Fund 2020	Yes	No	30-Nov-21	31-Oct-24	Bullet Repayment	400	400	1,00,00,000	4,000	4,000
INE509M07295	11.7702 % Blue Orchard Managed Fund 2026	Yes	Yes	10-Dec-21	10-Dec-26	Bullet Repayment	400	400	1,00,00,000	4,000	4,000
INE509M07303	12.30 % DWM	Yes	No	23-Dec-21	23-Dec-24	Bullet Repayment	375	375	1,00,00,000	3,750	3,750
INE509M07279	12.30 % Northern Arc Capital Limited	Yes	No	23-Dec-21	23-Dec-24	Bullet Repayment	375	375	1,00,00,000	3,750	3,750
INE509M07352	13.25 % Sonata PPMULD 2024	Yes	Yes	22-Nov-21	31-Oct-24	Bullet Repayment	250	250	1,00,00,000	2,500	2,500
INE509M07352	12.50% ACTIAM FINANCIAL INCLUSION FUND (AFIF)-DEC 2025 Maturity	Yes	No	21-Dec-22	21-Dec-25	Bullet Repayment	400	400	1,00,00,000	4,000	4,000
INE509M07345	12.2902% SFPL 2027 JAWEF SICAV LISTED NCD	Yes	Yes	19-Sep-22	19-Sep-27	Bullet Repayment	380	380	1,00,00,000	3,800	3,800
INE509M07311	12.9999% BO COVID-19 & MSME Support Fund	Yes	Yes	28-Jul-22	28-Jul-27	Bullet Repayment	380	380	1,00,00,000	3,800	3,800
	<b>Total</b>									<b>33,600.00</b>	<b>35,850.00</b>

# Schedules

To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

ISIN NO	Name of the Debentures	Security	Call / Put Option	Date of Allotment	Maturity Date	Repayment Terms	Number of debentures		Face Value (in ₹)	Amount in Lakh	
							Mar-24	Mar-23		Mar-24	Mar-23
	Add: Interest accrued on borrowings but not due									1,377.78	1,125.16
	Less: EIR Adjustment									(56.60)	(137.86)
	<b>Grand total</b>									<b>34,921.18</b>	<b>36,837.30</b>

## 17 B Debentures (Secured) (at amortised cost)

ISIN NO	Name of the Debentures	Security	Call / Put Option	Date of Allotment	Maturity Date	Repayment Terms	Number of debentures		Face Value (in ₹)	Amount in Lakh	
							Mar-23	Mar-22		Mar-23	Mar-22
INE509M07121	14.00 % IFMR FIMPACT TIER 2 NCD	Yes	Yes	3-Mar-16	15-Apr-22	Bullet Repayment	-	100	1,000,000	-	1,000
INE509M07220	10.75 % Punjab National Bank	Yes	No	19-Nov-20	19-May-22	Bullet Repayment	-	100	1,000,000	-	1,000
INE509M07238	14.75 % IFMR FIMPACT Investment	Yes	Yes	6-Apr-15	30-Jun-22	Bullet Repayment	-	150	1,000,000	-	1,500
INE509M07204	12.5266% Blue Orchard SFPL 2022	Yes	Yes	31-Jul-17	29-Jul-22	Bullet Repayment	-	780	7,50,000* 5,00,000*	-	3,900
									(* ₹ 7,50,000 being the face value for securities as at March 2021, which was further reduced to ₹ 5,00,000 as at March 2022, post partial redemption of securities)		
INE509M07261	12.50 % SERIES A 2022	Yes	No	22-Nov-21	23-Nov-22	Bullet Repayment	-	200	500,000	-	1,000
INE509M07188	13.50 % ACTIAM Fund-DWM	Yes	No	23-Dec-19	23-Jan-23	Bullet Repayment	-	210	1,000,000	-	2,100
	10.07% Global Access Fund LLP (formerly Watercredit Investment Fund 1, LLC)	Yes	No	24-Feb-20	24-Feb-23	Bullet Repayment	-	159	1,000,000	-	1,590
INE509M07170	14.20 % IFMR FIMPACT Medium Term Opportunities Fund 2020	Yes	Yes	7-Dec-18	31-Mar-23	Bullet Repayment	-	200	1,000,000	-	2,000



# Schedules

To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

ISIN NO	Name of the Debentures	Security	Call / Put Option	Date of Allotment	Maturity Date	Repayment Terms	Number of debentures		Face Value (in ₹)	Amount in Lakh	
							Mar-23	Mar-22		Mar-23	Mar-22
INE509M07337	12.50% Listed NCD- Northern Arc MMAT	Yes	No	17-Aug-22	18-Aug-23	Partial repayment on maturity/ specified period	200	-	10,00,000* 5,00,000* (* The securities were allotted at ₹ 10,00,000 each, however the face value was reduced to ₹ 5,00,000 due to partial redemption of securities)	1,000	
INE509M07329	12.50% Unlisted NCD- Northern Arc IIT	Yes	No	13-Aug-22	14-Aug-23	Partial repayment on maturity/ specified period	250	-	10,00,000* 5,00,000* (* The securities were allotted at ₹ 10,00,000 each, however the face value was reduced to ₹ 5,00,000 due to partial redemption of securities)	1,250	
INE509M07287	11.7702 % Blue Orchard Micro FIN Fund 2020	Yes	No	30-Nov-21	31-Oct-24	Bullet	400	400	1,000,000	4,000	4,000
	11.7702 % JAWEF	Yes	No	30-Nov-21	31-Oct-24	Bullet	400	400	1,000,000	4,000	4,000
INE509M07279	13.25% Sonata PPMLD 2024	Yes	Yes	22-Nov-21	31-Oct-24	Repayment	250	250	1,000,000	2,500	2,500
INE509M07303	12.30 % DWM	Yes	No	23-Dec-21	23-Dec-24	Repayment	375	375	1,000,000	3,750	3,750
	12.30 % Northern Arc Capital Limited	Yes	No	23-Dec-21	23-Dec-24	Repayment	375	375	1,000,000	3,750	3,750
INE509M07295	11.7702 % Blue Orchard Managed Fund 2026	Yes	Yes	10-Dec-21	10-Dec-26	Bullet	400	400	1,000,000	4,000	4,000
INE509M07246	11.62% Blue Orchard JAWEF	Yes	Yes	18-Mar-21	18-Mar-24	Repayment	-	220	1,000,000	-	2,200
INE509M07253	11.62% MIFA Debt Fund	Yes	Yes	25-Mar-21	24-Mar-25	Repayment	-	300	1,000,000	-	3,000
INE509M07352	12.50%ACTIAM FINANCIAL INCLUSION FUND (AFIF)-DEC 2025 Maturity	Yes	No	21-Dec-22	21-Dec-25	Repayment	400	-	1,000,000	4,000	-

# Schedules

To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

ISIN NO	Name of the Debentures	Security	Call / Put Option	Date of Allotment	Maturity Date	Repayment Terms	Number of debentures		Face Value (in ₹)	Amount in Lakh	
							Mar-23	Mar-22		Mar-23	Mar-22
INE509M07345	12.2902% SFPL 2027 JAWEF SICAV LISTED NCD	Yes	Yes	19-Sep-22	19-Sep-27	Bullet	380	-	1,000,000	3,800	-
INE509M07311	12.9999% BO COVID-19 & MSME Support Fund	Yes	Yes	28-Jul-22	28-Jul-27	Repayment Bullet	380	-	1,000,000	3,800	-
	<b>Total</b>									<b>35,850.00</b>	<b>41,290.00</b>
	<b>Add: Interest accrued on borrowings but not due</b>									<b>1,125.16</b>	<b>706.53</b>
	<b>Less: EIR Adjustment</b>									<b>(137.86)</b>	<b>(223.16)</b>
	<b>Grand total</b>									<b>36,837.30</b>	<b>41,773.36</b>

(INR in Lakh)

## 18 BORROWINGS OTHER THAN DEBT SECURITIES (AT AMORTIZED COST)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Term Loan (Secured)</b>		
Banks	11,351.20	71,711.80
Financial institutions	600.79	15,461.20
Non banking financial institutions	150.96	54,149.84
External commercial borrowings	-	23,074.29
<b>Overdraft with bank</b>		
<b>Total</b>	<b>12,102.95</b>	<b>164,397.13</b>
Borrowings in India	12,102.95	141,322.84
Borrowings outside India	-	23,074.29
<b>Total</b>	<b>12,102.95</b>	<b>164,397.13</b>

There is no borrowings (other than debt securities) measured at FVTPL or designated at FVTPL.

All term loans are secured by pari-passu charge on the loan receivables of the Company.

The borrowings have not been guaranteed by directors or others.

Term loans, bank overdrafts and working capital demand loans are borrowed at floating rate of interest.

Bank term loans are repayable in quarterly/half yearly installments.



# Schedules

To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

## 18 A Long-term borrowings

Terms of repayment of long term borrowings other than debt securities as on March 31, 2024

Original Maturity of Loan	Due within 1 Year		Due between 1 and 2 Year		Due between 2 and 3 Year		Due between 3 and 5 Year		Above 5 Year		Interest Rate (%)	Total (INR)
	No. of instalments	Amount (in Rupees)	No. of instalments	Amount (in Rupees)	No. of instalments	Amount (in Rupees)	No. of instalments	Amount (in Rupees)	No. of instalments	Amount (in Rupees)		
<b>I Borrowings other than debt securities</b>												
Term Loans												
Secured												
<b>A Monthly Repayment Schedule</b>												
<b>From Banks</b>												
0-3 Years	16	10,961.56									10.7%- 13.5%	10,961.56
3-5 Years												
<b>From Financial Institutions</b>												
0-3 Years	3	600.00									11.55% -13.00%	600.00
From NBFC												
0-3 Years												
3-5 Years	1	122.25									13% -15.48%	122.25
<b>Total (A)</b>	<b>20</b>	<b>11,683.80</b>										<b>11,683.80</b>
<b>B Quarterly Repayment Schedule</b>												
<b>From Banks</b>												
0-3 Years	2	301.41									11% -12.40%	301.41
3-5 Years												
<b>From Financial Institutions</b>												
0-3 Years												
<b>From NBFC</b>												
0-3 Years												
3-5 Years												
More than 5 Years												
<b>Total (B)</b>	<b>2</b>	<b>301.41</b>										<b>301.41</b>

# Schedules

To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

Original Maturity of Loan	Due within 1 Year		Due between 1 and 2 Year		Due between 2 and 3 Year		Due between 3 and 5 Year		Above 5 Year		Interest Rate (%)	Total (INR)
	No. of instalments	Amount (in Rupees)	No. of instalments	Amount (in Rupees)	No. of instalments	Amount (in Rupees)	No. of instalments	Amount (in Rupees)	No. of instalments	Amount (in Rupees)		
<b>C Half yearly Repayment Schedule</b>												
From Financial Institutions												
0-3 Years												
<b>Total (C)</b>	-	-	-	-	-	-	-	-	-	-	-	-
<b>D One time Repayment Schedule</b>												
From Banks												
0-3 Years												
From NBFC												
0-3 Years												
<b>Total (D)</b>	-	-	-	-	-	-	-	-	-	-	-	-
<b>II Subordinated liabilities</b>												
Unsecured												
From NBFC												
0-3 Years												
<b>A One time Repayment Schedule</b>												
From Banks												
0-3 Years												
<b>Total (A)</b>	-	-	-	-	-	-	-	-	-	-	-	-
<b>Add : Interest accrued on borrowings but not due</b>												117.74
<b>Less: Unamortized processing fees</b>												
<b>Grand total</b>	<b>22</b>	<b>11,985.21</b>	-	-	-	-	-	-	-	-	-	<b>12,102.95</b>
<b>Term Loans</b>												

- a) The term loans are secured by hypothecation of portfolio loans covered by hypothecation loan agreement and margin money deposits.
- b) The above figures are exclusive of interest accrued but not due on borrowings.
- c) The Company has breached certain covenants as at March 31<sup>st</sup> 2024. The Company has performed a detailed assessment of its liquidity position, taking into account the impact of the loan covenant deviations, current liquid funds and the fact that the company has become a wholly owned subsidiary of the bank. Based on the foregoing assessment, management believes that the Company will be able to pay its obligations as and when these become due in the foreseeable future.
- d) There are no pending satisfaction of charges to be filed with ROC as at March 31<sup>st</sup>, 2024.
- The Company is required to maintain an asset cover ratio ranging from 105%-120% as per the loan agreements with the lenders. Charge on such borrowings is created and perfected on the loan receivables and FDs marked as lien. The overall asset cover ratio required to be maintained by the Company is less as on 31 March 2024 based on such collateralized assets. The given shortfall is temporary and technical in nature on account of the Company's intention to repay the term loans at the earliest and the Company is having sufficient funds/ liquidity as on the reporting date."



# Schedules

To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

## 18 B Long-term borrowings Terms of repayment of long term borrowings other than debt securities as on March 31, 2023

Original Maturity of Loan	Due within 1 Year		Due between 1 and 2 Year		Due between 2 and 3 Year		Due between 3 and 5 Year		Above 5 Year		Interest Rate (%)	Total (INR)
	No. of instalments	Amount (in Rupees)	No. of instalments	Amount (in Rupees)	No. of instalments	Amount (in Rupees)	No. of instalments	Amount (in Rupees)	No. of instalments	Amount (in Rupees)		
<b>I Borrowings other than debt securities</b>												
Term Loans Secured												
<b>A Monthly Repayment Schedule</b>												
From Banks												
0-3 Years	161	33,479.38	75	20,717.74	13	546.19	-	-	-	-	8.70%-13.50%	54,743.30
3-5 Years	-	-	-	-	-	-	8.00	2.75	-	-	8.70%	2.75
<b>From Financial Institutions</b>												
0-3 Years	33	3,999.54	36	4,800	10	2,484	-	-	-	-	11.25%-13%	11,283.50
<b>From NBFC</b>												
0-3 Years	353	44,128.99	127	8,910	13	1,246	-	-	-	-	4.68%-15.07%	54,284.86
<b>Total (A)</b>	<b>547</b>	<b>81,607.91</b>	<b>238</b>	<b>34,426.92</b>	<b>36</b>	<b>4,277</b>	<b>8</b>	<b>3</b>	<b>-</b>	<b>-</b>		<b>120,314.41</b>
<b>B Quarterly Repayment Schedule</b>												
From Banks												
0-3 Years	8	1818.55	6	1,091	2	1,182	-	-	-	-	9.75%-11.55%	4,091.26
<b>From Financial Institutions</b>												
0-3 Years	4	1,800	3	1,200	-	-	-	-	-	-	10.05%	3,000
<b>From NBFC</b>												
0-3 Years	-	-	4	1,025	4	1,025	-	-	-	-	12.40%	2,050
3-5 Years	-	-	-	-	-	-	8	2,050	-	-	12.40%	2,050
More than 5 Years	-	-	-	-	-	-	-	-	8	2,477	12.40%	2,477.36
<b>Total (B)</b>	<b>12</b>	<b>3,618.55</b>	<b>13</b>	<b>3,315.59</b>	<b>6</b>	<b>2,207</b>	<b>8</b>	<b>2,050</b>	<b>8</b>	<b>2,477.36</b>		<b>13,668.61</b>
<b>C Half yearly Repayment Schedule</b>												
From Financial Institutions												
0-3 Years	4	500.00	4	500	1	99	-	-	-	-	11.60%	1,098.86
<b>Total (C)</b>	<b>4</b>	<b>500.00</b>	<b>4</b>	<b>499.81</b>	<b>1</b>	<b>99</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>		<b>1,098.86</b>





# Schedules

To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

## 19 SUBORDINATED LIABILITIES (AT AMORTIZED COST)

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Unsecured subordinated liability	-	1,996.19
<b>Total</b>	<b>-</b>	<b>1,996.19</b>
Subordinate liabilities in India	-	1,996.19
Subordinate liabilities outside India	-	-
<b>Total</b>	<b>-</b>	<b>1,996.19</b>

## 20 LEASE LIABILITY( REF TO NOTE NO-36)

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Opening balances	195.51	125.33
Addition during the period	74.68	129.76
Finance cost incurred during the period	28.65	15.42
Less: Payment of lease liabilities	90.61	75.00
<b>Total</b>	<b>208.23</b>	<b>195.51</b>

## 21 OTHER FINANCIAL LIABILITIES (AT AMORTIZED COST)

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Payable for portfolio loan securitised/ assigned	300.37	296.82
Payable to bank against direct sale agreement (DSA)	26.88	374.73
Employee dues	267.61	291.14
Others*	838.02	609.95
<b>Total</b>	<b>1,432.87</b>	<b>1,572.64</b>

\* comprises income received in advance, expenses payable etc.

## 22 PROVISIONS

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Provision for employee benefits	722.47	296.58
Provision for direct sale agreement - portfolio	747.48	222.00
<b>Total</b>	<b>1,469.95</b>	<b>518.58</b>

# Schedules

To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

## 23 OTHER NON-FINANCIAL LIABILITIES

(INR in Lakh)

Particulars	As at	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Statutory dues payable	1,271.24	350.92
Grant	0.89	24.50
<b>Total</b>	<b>1,272.13</b>	<b>375.42</b>

## 24 EQUITY SHARE CAPITAL

### The reconciliation of equity shares outstanding

(INR in Lakh)

Authorised	As at	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
4,00,00,000 (March 31, 2023 : 4,00,00,000) equity shares of face value ₹10/- each	4,000	4,000
1,00,00,000 (March 31, 2023 : 1,00,00,000) preference shares of face value ₹10/-each	1,000	1,000
<b>Total</b>	<b>5,000</b>	<b>5,000</b>
<b>Issued</b>		
2,64,53,256 (March 31, 2023 :2,64,53,256) equity shares of face value ₹10/- each	2,645.33	2,645.33
<b>Subscribed and paid up</b>		
2,64,53,256 (March 31, 2023 :2,64,53,256) equity shares of face value ₹10/- each	2,645.33	2,645.33
Less: ESOP pending subscription#	-	28.56
2,64,53,256 (March 31, 2023 :2,61,67,626) equity shares of face value ₹10/- each	<b>2,645.33</b>	<b>2,616.77</b>

# Represents equity shares issued to the Sonata Employee Welfare Trust, which are not exercised by the beneficiaries under the terms of ESOP plans administered through a trust. During the FY 23-24, 2,85,630, equity shares from Sonata Employee Welfare Trust were transferred to Kotak Mahindra Bank Limited.

### (a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

(INR in Lakh)

Equity shares	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023	
	Number	In ₹ Lakhs	Number	In ₹ Lakhs
At the beginning of the year #	26,167,626	2,616.76	25,962,421	2,596.24
Issued during the year on account of fresh capital infusion	-	-	-	-
Issued during the year under employees stock option scheme	285,630	28.56	205,205	20.52
Outstanding at the end of the year #	<b>26,453,256</b>	<b>2,645.33</b>	<b>26,167,626</b>	<b>2,616.76</b>

# Net of equity shares issued to the Sonata Employee Welfare Trust.



# Schedules

To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

## (B) TERMS/RIGHTS ATTACHED TO EQUITY SHARES

The Company has only one class of equity shares having par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share for matters other than "Investor Reserved Matters".

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## (c) Details of share holding of promoter

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023	
	Number	% of Holding	Number	% of Holding
Kotak Mahindra Bank Limited*	26,453,256	100%	-	-
<b>Anup Kumar Singh</b>	-	-	<b>1,894,212</b>	<b>7.16%</b>

During the year, Kotak Mahindra Bank Limited has acquired 100% share holding of the company

## (d) Details of shareholders holding more than 5% shares in the Company

(INR in Lakh)

Name of shareholder Equity Shares of ₹ 10/- each fully paid	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023	
	No. of shares held	% of Holding in the class	No. of shares held	% of Holding in the class
Kotak Mahindra Bank Limited	26,453,256	100%	-	-
Creation Investments Social Ventures Fund II LP	-	-	5,901,934	22.31%
Societe De Promotion Et De Participation Pour La Cooperation Economique	-	-	3,977,013	15.03%
SIDBI Trustee Company Limited [A/c Samridhi Fund]	-	-	3,274,653	12.38%
Triodos Custody B.V. As A Custodian of Triodos Fair Share Fund	-	-	1,988,507	7.52%
Triodos SICAV II- Triodos Microfinance Fund	-	-	1,988,506	7.52%
Creation Investments Social Ventures Fund	-	-	1,491,121	5.64%
India Financial Inclusion Fund, LLC	-	-	1,480,634	5.60%
Anup Kumar Singh	-	-	1,894,212	7.16%

\*In order to ensure minimum shareholding requirement for a deemed Public Limited Company under the Companies Act 2013, 8 shareholders have been transferred 10 shares each which are held jointly with Kotak Mahindra Bank Limited

As per the records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(e) For details of shares reserved for issue under the employee stock option (ESOP) plan of the Company refer Note 40

(f) The Company has not declared dividend at the end of reporting period. No dividend has been declared during the year (March 31, 2023- Nil).

(g) Information regarding issue of shares in the last five years

- The Company has not issued any shares without payment being received in cash.
- The Company has not issued any bonus shares.
- The Company has not undertaken any buyback of shares.

# Schedules

To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

## 25 OTHER EQUITY

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Statutory Reserve pursuant to Section 45-IC of the Reserve Bank of India Act, 1934	4,144.36	3,211.87
Capital reserve	22.68	22.68
Securities premium	21,501.45	21,011.73
Retained earnings	10,993.75	7,263.78
Other comprehensive income / (loss)	(376.94)	31.38
<b>Total</b>	<b>36,285.30</b>	<b>31,541.44</b>

### Nature and purpose of reserve

#### Statutory reserve (As required by Sec 45-IC of Reserve Bank of India Act, 1934)

Statutory reserve represents the accumulation of amount transferred from surplus year on year based on the fixed percentage of profit for the year, as per section 451C of Reserve Bank of India Act 1934. **Capital reserve**

The capital reserve created out of gains of capital nature and it cannot be distributed by way of dividend amongst the share holders. The capital reserve may however be utilized for the purpose of writing off intangible assets.

#### Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

#### Retained Earnings

Retained earnings represent the cumulative profit/(loss) of the Company and effects of re-measurement of defined benefit obligations and can be utilised in accordance with the provisions of the Companies Act, 2013.

#### Other comprehensive income

Re-measurement of the net defined benefit liability/(asset) comprises actuarial gain and losses and return on plan assets (excluding interest income), and net fair valuation gain/(loss) on financial assets measured at fair value through other comprehensive income.

## 26 INTEREST INCOME (AT AMORTIZED COST)

(INR in Lakh)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Portfolio loans	52,619.95	33,524.05
Fixed deposits and margin money with banks, non banking financial companies and financial institutions	901.78	975.03
Others	7.14	6.65
<b>Total</b>	<b>53,528.87</b>	<b>34,505.73</b>



# Schedules

To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

## 27 FEE AND COMMISSION INCOME

(INR in Lakh)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Service fees	3,374.86	3,731.47
Processing fees	161.65	173.68
Servicer fee on portfolio loans securitized and assigned	2.00	
<b>Total</b>	<b>3,538.51</b>	<b>3,905.15</b>

## 28 OTHER INCOME

(INR in Lakh)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>28 A Net gain on fair value changes</b>		
<b>Realised</b>		
- Income from Investments	767.17	539.77
<b>Unrealised</b>		
- Income/(loss) from Investments	-	(3.35)
- Income from derivatives	-	177.80
<b>Total</b>	<b>767.17</b>	<b>714.22</b>
<b>28 B Other income</b>		
Gain on foreign exchange difference	-	-
Profit on sale of property, plant and equipment	0.40	0.11
Miscellaneous income	53.62	80.33
Interest on income tax refund	85.65	-
<b>Total</b>	<b>139.67</b>	<b>80.44</b>

## 29 FINANCE COST

(INR in Lakh)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Interest on financial liabilities measured at amortised cost</b>		
- Debt securities	4,860.45	5,398.07
- Borrowing other than debt securities	22,306.30	12,426.67
- Subordinated liabilities	275.39	432.83
- Lease liability	28.65	15.42
- Other borrowings costs	1,487.96	24.33
<b>Others</b>		
- Bank charges	128.40	112.81
- Other borrowing cost	27.78	96.25
<b>Total</b>	<b>29,114.93</b>	<b>18,506.38</b>

# Schedules

To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

## 30 IMPAIRMENT ON FINANCIAL INSTRUMENTS

(INR in Lakh)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Loss assets written off loans	2,717.67	5,557.75
Sundry balances written off	276.50	18.74
Provision no longer required	(142.39)	-
Loss on off balance sheet portfolio	1,329.35	689.52
Loss on Sale of Portfolio	5,605.57	-
<b>Impairment provision</b>		
- portfolio loans/ managed / securitised loans	(2,805.32)	(1,529.31)
- others	39.35	16.89
<b>Total</b>	<b>7,020.73</b>	<b>4,753.59</b>

## 31 EMPLOYEE BENEFIT EXPENSES

(INR in Lakh)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Salaries and bonus	11,568.72	7,115.10
Contributions to provident fund (refer note 44)	627.18	478.36
Contribution to employees' state insurance (refer note 44)	96.24	47.70
Gratuity expenses (refer note 44)	160.98	118.52
Staff welfare expenses	58.12	39.63
<b>Total</b>	<b>12,511.24</b>	<b>7,799.31</b>

## 32 DEPRECIATION, AMORTIZATION AND IMPAIRMENT

(INR in Lakh)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Depreciation of property, plant and equipment	174.47	101.73
Amortisation charge on rights of use assets	71.07	56.22
Amortization of intangible asset	4.78	7.87
<b>Total</b>	<b>250.32</b>	<b>165.82</b>



# Schedules

To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

## 33 OTHER EXPENSES

(INR in Lakh)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Rent	746.85	642.93
Rates and taxes	51.08	24.02
<b>Repairs &amp; maintenance</b>		
- Office maintenance	353.25	301.61
- Others	11.68	15.66
Travelling and conveyance	294.43	226.91
Communication expenses	216.93	157.24
Printing and stationery	216.31	160.16
Director's fees and expenses	58.76	47.90
Payment to auditors( refer note below)	72.68	118.98
Legal and professional fees	1,309.43	929.87
Insurance	7.74	8.82
IT support charges	645.20	349.86
Electricity charges	105.07	93.12
Membership fees	65.11	63.32
CSR expenditure (refer to note no-36)	50.01	30.00
Miscellaneous expenses	374.32	325.95
<b>Sub total A</b>	<b>4,578.85</b>	<b>3,496.36</b>
Foreign exchange fluctuation expenses	61.25	410.31
Loss on derivatives	150.25	-
<b>Sub total B</b>	<b>211.50</b>	<b>410.31</b>
<b>Total A+B</b>	<b>4,790.35</b>	<b>3,906.67</b>

### Payment to auditors:

(INR in Lakh)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Audit fee	64.00	89.00
Other services	1.00	2.84
Reimbursement of expenses	3.90	1.37
	<b>68.90</b>	<b>93.21</b>
Goods and service tax	3.77	13.46
<b>Total</b>	<b>72.68</b>	<b>106.67</b>

# Schedules

To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

## 34 EARNINGS PER EQUITY SHARE ( EPS )

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

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

In accordance with the Ind AS 33 - "Earnings Per Share", following disclosures are made:

(INR in Lakh)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Net profit for calculation of basic EPS	4,662.46	4,156.26
Net profit for calculation of diluted EPS	4,662.46	4,156.26
Weighted average number of equity shares in calculating basic EPS	261.71	260.73
<b>Effect of dilution:</b>		
Stock options granted under ESOP	-	2.86
Weighted average number of equity shares in calculating diluted EPS	261.71	263.58
Basic EPS (in ₹)	17.82	15.94
Diluted EPS (in ₹)	17.82	15.77
Nominal value per share (in ₹)	10.00	10.00

## 35 RELATED PARTY DISCLOSURES

### A. Names of related parties and related party relationship (as per IND AS - 24)

(INR in Lakh)

Particulars	Country of Incorporation	Proportion of ownership interest
<b>a) Holding Company</b>		
Kotak Mahindra Bank Limited	India	100%
Mr. Uday S. Kotak, Promoter along with the persons / entities forming part of the Promoter Group, holds 25.90% of the paid-up share capital of Kotak Mahindra Bank Limited as on March 31, 2024.		
<b>b) Key Management Personnel/Directors</b>		
Mr. Anup Kumar Singh		Managing Director
Mr. Devarajan Kannan (from March 28, 2024)		Non-Executive Director
Mr. Manish Kothari (from March 28, 2024)		Non-Executive Director
Mr. Tapobrat Chaudhuri (from March 28, 2024)		Non-Executive Director
Mr. S. Ganesh (upto March 28, 2024)		Independent Director
Mr. Anal Jain (upto March 28, 2024)		Independent Director
Mr. P.K. Saha (upto March 28, 2024)		Independent Director



# Schedules

To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

## B. Nature of transactions

### (i) Key Management Personnel- Compensation

(INR in Lakh)

Particulars	March 31, 2024	March 31, 2023
<b>Key Management Personnel</b>		
<b>a Mr. Anup Kumar Singh</b>		
Salary, incentive and perquisites (Refer Note (ii) below)	2,462.60	220.15
Issuance of equity shares (pursuant to ESOP scheme)	-	11.12
<b>Total</b>	<b>2,462.60</b>	<b>231.27</b>
<b>Payable</b>	<b>18.12</b>	<b>35.53</b>
<b>b With non executive directors</b>		
<b>Sitting fees</b>		
Mr. S. Ganesh	10.90	9.70
Mr. Anal Jain	10.68	7.96
Mr. P.K. Saha	10.90	10.68
<b>Total</b>	<b>32.48</b>	<b>28.34</b>

### (ii) Transactions with other related parties

The following table provides the total amount of transactions that have been entered into with related parties for the relevant reporting period March 28 2024 to March 31 2024

(INR in Lakh)

Nature of Transaction	Holding Company	TOTAL
Interest Income on fixed deposit	10.07	10.07
Service fee income	242.35	242.35
<b>Balance Outstanding</b>		
Balance in current account	11,013.09	11,013.09
Fixed deposits	14,379.79	14,379.79
Other Payables	261.61	261.61
Other Receivables	363.80	363.80
Business Quality Commitment (Contingent Liability)	1,770.21	1,770.21

- Related parties have been identified on the basis of the declaration received by the management and other records available.
- As the future liability for gratuity and leave has been provided for the Company as a whole, the amount pertaining to the Key Management Personnel are separately not ascertainable, and therefore not included above.
- All transactions with these related parties are priced at arm's length and are in the ordinary course of business
- The remuneration of Mr. Anup Kumar Singh is determined by the Nomination and Remuneration Committee and was approved by the members in general meeting.

# Schedules

To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

## 36 LEASES

### Operating Lease

Short term leases are for a period of less than 12 months and are low value lease rentals and are mutually cancellable and hence not covered under Ind AS 116 are classified as operating lease. Lease payment during the year are charged to statement of Profit and loss. Further minimum rentals payable under non cancelable operating leases are as follows:

Right of Use Asset- Building

(INR in Lakh)

i) Particulars	March 31, 2024	March 31, 2023
Opening Balance	183.16	109.63
Add: Addition during the year	74.68	129.76
Less: Disposal during the year	-	-
Less: Depreciation charge for the year	71.07	56.23
<b>Closing Balance</b>	<b>186.77</b>	<b>183.16</b>

(INR in Lakh)

i) Particulars	March 31, 2024	March 31, 2023
Minimum Lease obligations	746.85	642.93
Not later than one year	746.85	642.93
Later than 1 year but not later than 5 years	-	-
Later than 5 years	-	-

ii) The following is the summary of practical expedients elected on initial application:

- Applied a single discount rate to a portfolio of leases having similar assets in similar economic environment with a similar end date.
- Applied the exemption not to recognise right to use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
- Excluded the initial effect costs from the measurement of the right to use assets at the date of initial application.

iii) The Company's leased assets mainly comprise office building taken on lease. Lease contains of wide range of different term and conditions. The terms of property lease ranges from 1 to 5 years.

(INR in Lakh)

Maturity of lease liability	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Current	62.10	44.89
Non current	146.14	150.63
<b>Total</b>	<b>208.23</b>	<b>195.51</b>



# Schedules

To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

(iv) The following amount were recognised as expense in the year:

(INR in Lakh)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Amortisation charge on rights of use assets	71.07	56.22
Interest on lease liabilities	28.65	15.42
<b>Total recognised in the income statement</b>	<b>99.72</b>	<b>71.65</b>

(v) The following are the undiscounted contractual cash flows of lease liabilities. The payment profile has been based on management's forecasts and could in reality be different from expectations:

(INR in Lakh)

Maturity analysis	Mar-24	Mar-23
Less than 1 year	83.54	66.06
Between 1 and 2 years	67.07	56.79
Between 2 and 5 years	108.90	112.43
More than 5 years	-	21.16
<b>Total</b>	<b>259.51</b>	<b>256.44</b>

(vi) The following is the movement in lease liabilities during the year ended March 31, 2024

(INR in Lakh)

Particulars	Mar-24	Mar-23
Opening balances	195.51	125.33
Addition during the period	74.68	129.76
Finance cost incurred during the period	28.65	15.42
Less: Payment of lease liabilities	90.61	75.00
<b>Closing balances</b>	<b>208.23</b>	<b>195.51</b>

## 37 DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MSMED ACT, 2006

(INR in Lakh)

Particulars	Mar-24	Mar-23
1 The principal amount remaining unpaid to supplier as at the end of accounting year	24.30	-
2 The interest due thereon remaining unpaid to supplier as at the end of accounting year	-	-
3 The amount of interest paid in terms of Section 16, along with the amount of payment made to the supplier beyond the appointment day during the year 2020-21	-	-
4 The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	-	-
5 The amount of interest accrued during the year and remaining unpaid at the end of the accounting year.	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

# Schedules

To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

## 38 CORPORATE SOCIAL RESPONSIBILITY

Nature of CSR activities : The Company is carrying out CSR activities towards education, health care and welfare for the physically challenged.

(INR in Lakh)

Particulars	March 31, 2024	March 31, 2023
1 Amount required to be spent by the Company during the year	50.00	30.00
2 Amount of expenditure incurred		
(i) Construction/acquisition of any assets		
(ii) On purpose other than( i) above	50.01	30.00
3 Shortfall at the end of the year	-	-
4 Total of previous years shortfall	-	-
5 Reason for shortfall	-	-
6 Nature of CSR Activities*	Refer *	Refer *
7 Details of related party transactions	Not Applicable	Not Applicable
8 Where a provision is made with respect to a Liability incurred by entering into a contractual obligation	No	No

\* The Company is carrying out CSR activities towards education, health care.

## 39 DISCLOSURE OF RATIOS

Particulars	Numerator	Denominator	March 31, 2024	March 31, 2023
1 Current Ratio (in times)	Current assets	Current liabilities	Not Applicable	Not Applicable
2 Net Worth (Total Equity)	-	-	38,930.63	34,158.21
3 Net profit after tax	-	-	4,662.46	4,156.26
4 Earnings per share (Basic)	-	-	17.82	15.94
5 Earnings per share (Diluted)	-	-	17.82	15.77
6 Debt Equity Ratio (in times)	Total Debts	Shareholder's fund	1.21	5.95
7 Total debt to total assets	Total Debts	Total assets	51.15%	84.50%
8 Debt service coverage ratio (in times)	Earning before depreciation, interest, tax and amortization	Interest and principal paid	Not Applicable	Not Applicable
9 Return on equity ratio (in %)	Profit after tax	Average shareholder's fund	Not Applicable	Not Applicable
10 Trade receivables turnover ratio (in times)	Gross Sales	Trade receivable	5.77	0.11
11 Trade payables turnover ratio (in times)	Trade payables	Total sales	Not Applicable	Not Applicable
12 Inventory turnover ratio (in times)	Cost of good sold/ sales	Average inventory	Not Applicable	Not Applicable
13 Gross NPA %	Gross NPA	Total advances	6.37%	2.72%
14 Net NPA %	Net NPA	Net advances	2.30%	0.90%
15 Net capital turnover ratio (in times)	Net Sales	Working capital	Not Applicable	Not Applicable
16 Provision coverage ratio	Provision	Gross NPA	66.01%	67.02%
17 Net profit ratio (in %)	Profit & loss after Tax	Total revenue from operations	7.82%	10.42%



# Schedules

To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

Particulars		Numerator	Denominator	March 31, 2024	March 31, 2023
18	Return on equity (in %)	Profit & loss after Tax	Equity share capital	176.25%	158.83%
19	Return on capital employed (in %)	Profit & loss after Tax	Total Shareholder's fund	11.98%	12.17%
20	Return on investment (in %)	Profit & loss after Tax	Total assets	5.07%	1.73%
21	Debenture redemption reserve	As per item (A) of sub-clause (iv) of clause (b) of Rule 18 (7) of Companies (Share capital and Debentures) Rules, 2014, for NBFCs registered with RBI under section 45-IA of the Reserve Bank of India Act, 1934 and for Housing Finance Companies registered with National Housing Bank, Debenture Redemption Reserve is not required in case of privately placed debentures			
22	CRAR (%) Total			71.68%	16.55%
	CRAR - Tier I capital (%)	Own fund	Aggregate risk weighted assets on balance sheet and risk adjusted value of off balance sheet	71.31%	16.01%
	CRAR - Tier II capital (%)	Tier II capital	Aggregate risk weighted assets on balance sheet and risk adjusted value of off balance sheet	0.37%	0.54%

Increased disbursement during the current year vis a vis last year and less collection has contributed to increase in Gross NPA % and Net NPA % Certain ratios/line items marked with remark "NA" are not applicable since the Company is a non banking financial company registered with RBI

**40** The Company had issued 16,46,300 equity shares of INR 10 each to Sonata Employee Welfare Trust for the purpose of issuing shares under ESOPs to the employee of the company in the Financial Year 2009-10. Subsequently in the Financial Year 2012-13, 14,70,000 equity shares had been issued to the Sonata Employee Welfare Trust.

Out of the above mentioned shares issued to Sonata Employee Welfare Trust 3,96,300, 2,65,000, 2,16,250, 2,50,000 , 2,40,895 5,11,253 and 16,602 Equity Shares were transferred to Mr Anup Kumar Singh (Managing Director) through the Trust route during the Financial Year 2009-10, 2012-13, 2015-16, 2018-19 , 2020-21,2021-2022 and 2022-2023 respectively.

During FY 2023-24 No ESOP has been exercised and the 285630 number of shares held by trust have been sold to the kotak Mahindra Bank Limited. and the Trust is in the process of being dissolved

The Plan wise detail of ESOP schemes up to the date of termination of scheme:

Particulars	Plan 3	Plan 3 (i)	Plan 3 (ii)	Plan 3 (iii)	Plan 4
Date of Grant	1-Oct-13	1-Oct-14	1-Oct-15	1-Oct-16	1-Oct-13
Date of Board Approval	6-Feb-14	6-Feb-14	6-Feb-14	6-Feb-14	6-Feb-14
Date of Shareholder's Approval	20-Mar-14	20-Mar-14	20-Mar-14	20-Mar-14	20-Mar-14
Date of Modification of the scheme, if any	N.A.	N.A.	N.A.	N.A.	N.A.
Number of Options granted	200,000	200,000	200,000	200,000	800,000
Number of Options vested	200,000	200,000	200,000	200,000	800,000
Exercise Price	₹ 54	₹ 59	₹ 67	₹ 67	₹ 67
Method of Settlement	Equity	Equity	Equity	Equity	Equity

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To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

Particulars	Plan 3	Plan 3 (i)	Plan 3 (ii)	Plan 3 (iii)	Plan 4
Vesting Period	1/4 of total Grant to vest each year on 30 <sup>th</sup> Sep over four years from the date of grant	1/4 of total Grant to vest each year on 30 <sup>th</sup> Sep over four years from the date of grant	1/4 of total Grant to vest each year on 30 <sup>th</sup> Sep over four years from the date of grant	1/4 of total Grant to vest each year on 30 <sup>th</sup> Sep over four years from the date of grant	The Options will vest in equal amounts over 6 years from the date of grant
Exercise Period	Five years from the date of each vesting	Five years from the date of each vesting	Five years from the date of each vesting	Five years from the date of each vesting	Up till Promoter holds office in the Company
Vesting Conditions	Linked to continued association with Company and subject to annual performance appraisal	Linked to continued association with Company and subject to annual performance appraisal	Linked to continued association with Company and subject to annual performance appraisal	Linked to continued association with Company and subject to annual performance appraisal	Subject to the Terms of Share Holders' Agreement of the Company entered on September 05 <sup>th</sup> 2012 and performance milestones as may be stipulated by Compensation committee or the Board and also linked to continued association with Company
Name of the Plan	ESOP Scheme 2013				

## Plan 3

	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023	
	No. of Options	Exercise Price	No. of Options	Exercise Price
Outstanding at the beginning of the year	-	-	12,200	54
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	12,200	54
Expired during the year	-	-	-	-
Outstanding at the end of the year	-	-	-	-
Exercisable at the end of the year	-	-	-	-

## Plan 3 (i)

	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023	
	No. of Options	Exercise Price	No. of Options	Exercise Price
Outstanding at the beginning of the year	-	-	38,203	59
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	38,203	59
Expired during the year	-	-	-	-
Outstanding at the end of the year	-	-	-	-
Exercisable at the end of the year	-	-	-	-



# Schedules

To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

## Plan 3 (ii)

	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023	
	No. of Options	Exercise Price	No. of Options	Exercise Price
Outstanding at the beginning of the year	-	-	81,000	67
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	72,200	67
Expired during the year	-	-	8,800	67
Outstanding at the end of the year	-	-		
Exercisable at the end of the year	-	-		

## Plan 3 (iii)

	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023	
	No. of Options	Exercise Price	No. of Options	Exercise Price
Outstanding at the beginning of the year	-	-	72,200	67
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	67,500	67
Expired during the year	-	-	4,700	67
Outstanding at the end of the year	-	-		
Exercisable at the end of the year	-	-		

## Plan 4

	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023	
	No. of Options	Exercise Price	No. of Options	Exercise Price
Outstanding at the beginning of the year	-	-	16,602	67
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	16,602	67
Expired during the year	-	-	-	-
Outstanding at the end of the year	-	-	-	-
Exercisable at the end of the year	-	-	-	-

## 41 CAPITAL

The Company actively manages its capital base to cover risks inherent to its business and meet the capital adequacy requirement of RBI. The adequacy of the Company's capital is monitored using, among other measures, the regulations issued by RBI.

### (i) Capital management

The Company's objective is to maintain appropriate levels of capital to support its business strategy taking into account the regulatory, economic and commercial environment. The Company aims to maintain a strong capital base to support the risks inherent to its business and growth strategies. The Company endeavours to maintain a higher capital base than the mandated regulatory capital at all times

# Schedules

To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

## Planning

The Company's assessment of capital requirement is aligned to its planned growth which forms part of an annual operating plan which is approved by the Board and also a long range strategy. These growth plans are aligned to assessment of risks– which include credit, liquidity and interest rate.

The Company endeavours to maintain its CRAR higher than the mandated regulatory norm. Accordingly, increase in capital is planned well in advance to ensure adequate funding for its growth.

(ii) Refer note 43 A for Regulatory capital

## 42 EXPENDITURE IN FOREIGN CURRENCY:

(INR in Lakh)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Information technology expenses	79.97	52.39
Reimbursement of expenses	2.49	-
Finance cost	2,565.44	1,665.09
<b>Total</b>	<b>2,647.90</b>	<b>1,717.48</b>

## 43 A The following tables provides the details of income tax assets and income tax liabilities as at :

(INR in Lakh)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Income tax assets	7,148.90	5,373.64
Income tax liabilities	5,705.14	4,499.69
<b>Current tax (net of provision)</b>	<b>1,443.76</b>	<b>873.95</b>

### Reconciliation of the total tax charge:

The tax charge shown in the statement of profit and loss differs from the tax charge that would apply if all profits had been charged at India corporate tax rate. A reconciliation between the tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended 31 March 2024 and 31 March 2023 is as follows:

(INR in Lakh)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Accounting profit before tax	6,813.04	5,545.07
At India's statutory income tax rate of 25.168% (March 31, 2023 : 25.168%)	1,714.71	1,395.58
Tax impact on account of addition to Income	1,000.18	698.34
Tax impact on account of deduction to Income	(1,522.03)	(846.07)
Expenditure on CSR	12.59	7.55
Others	945.14	133.40
<b>Income tax expense reported in the statement of profit or loss</b>	<b>2,150.58</b>	<b>1,388.81</b>
Income tax adjustment in respect of current income tax of prior years	-	-
<b>Total income tax expense reported in the statement of profit or loss</b>	<b>2,150.58</b>	<b>1,388.81</b>



# Schedules

To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

## 43 B Movement in balances of deferred tax for the year ended March 31, 2024

Particulars	Net balance as on April 1, 2023	Charge in Profit and Loss account	Recognised in OCI	Net balance as on March 31, 2024	Deferred tax assets	Deferred tax liability
<b>Deferred tax assets/ (liabilities)</b>						
Impact of difference between tax depreciation / amortisation	78.45	18.51	-	96.96	96.96	-
Impairment allowance for loans	1,541.60	(706.04)	-	835.56	835.56	-
Impact of retirement benefit	61.91	257.25	(137.33)	181.83	181.83	-
Impact of other items	221.62	(240.21)	-	(18.59)	(18.59)	-
<b>Net Deferred tax assets / (liabilities)</b>	<b>1,903.58</b>	<b>(670.50)</b>	<b>(137.33)</b>	<b>1,095.76</b>	<b>1,095.76</b>	<b>-</b>

## Movement in balances of deferred tax for the year ended March 31, 2023

Particulars	Net balance as on April 1, 2023	Charge in Profit and Loss account	Recognised in OCI	Net balance as on March 31, 2024	Deferred tax assets	Deferred tax liability
<b>Deferred tax assets/ (liabilities)</b>						
Impact of difference between tax depreciation/ amortisation	68.11	10.35	-	78.45	78.45	-
Impairment allowance for loans	1,926.50	(384.90)	-	1,541.60	1,541.60	-
Impact of retirement benefit and other items	38.53	241.15	3.84	283.52	283.52	-
<b>Net Deferred tax assets / (liabilities)</b>	<b>2,033.13</b>	<b>(133.40)</b>	<b>3.84</b>	<b>1,903.58</b>	<b>1,903.58</b>	<b>-</b>

## 44 EMPLOYEE BENEFIT EXPENSES

### a) Gratuity

The Company has an obligation towards gratuity, a funded defined benefit plan covering certain eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of the employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months subject to a limit of ₹ 20 lakhs. Vesting occurs upon completion of five year of service.

#### Characteristics of the defined benefit plan -

The benefits are governed by the Payment of Gratuity Act, 1972 or company scheme rules, whichever is higher. The key features of the plan are as under:

#### Plan features -

Type of plan - Post employment benefit

Benefits offered -  $15/26 \times$  last drawn salary  $\times$  number of completed service year

Salary definition - Basic salary including dearness allowance (if any)

Benefit ceiling - Benefit ceiling of ₹ 20 lakhs was applied

Vesting conditions - 5 years of continuous service (not applicable in case of death/disability)

Benefit eligibility - Upon death or resignation / withdrawal or retirement

Retirement age - 58 years

Risks associated with defined benefit plan -

# Schedules

To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

## i. Actuarial risk:

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

**Adverse salary growth experience:** Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate that is higher than expected.

**Variability in mortality rates:** If actual mortality rates are higher than assumed mortality rate assumption than the gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

**Variability in withdrawal rates:** If actual withdrawal rates are higher than assumed withdrawal rate assumption then the gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

## ii. Investment risk:

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

## iii. Liquidity risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Company there can be strain on the cashflows of the plan.

## iv. Market risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in defined benefit obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

## v. Legislative risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the defined benefit obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

Details of Company's funded post-retirement benefit plan for its employees are given below which is certified by the actuary :

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit liability/assets and its components:

(INR in Lakh)

Particulars	March 31, 2024	March 31, 2023
<b>Reconciliation of present value of defined benefit obligation</b>		
Obligation at the beginning of the year	884.95	777.82
Current service cost	175.69	121.33
Interest cost	64.60	55.23
Past service cost	-	-
Benefits settled	(84.15)	(77.36)
Actuarial (gains)/ losses recognised in other comprehensive income		
- Changes in experience adjustments	375.99	(8.60)
- Changes in demographic assumptions	-	-
- Changes in financial assumptions	31.71	16.52
<b>Obligation at the end of the year</b>	<b>1,448.80</b>	<b>884.95</b>



# Schedules

To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

Particulars	March 31, 2024	March 31, 2023
<b>Reconciliation of present value of plan assets</b>		
Plan assets at the beginning of the year, at fair value	935.54	755.54
Interest income on plan assets	79.31	58.04
Re-measurement- actuarial gain	(18.85)	(1.89)
Contributions	386.03	201.20
Benefits settled	(84.15)	(77.36)
<b>Plan assets at the end of the year, at fair value</b>	<b>1,297.88</b>	<b>935.54</b>
<b>Net defined benefit liability/ ( asset)</b>	<b>150.92</b>	<b>(50.59)</b>

## Expense recognised in profit or loss

(INR in Lakh)

Particulars	March 31, 2024	March 31, 2023
Current service cost	175.69	121.33
Interest cost	64.60	55.23
Past service cost	-	-
Interest income	(79.31)	(58.04)
<b>Net gratuity cost</b>	<b>160.98</b>	<b>118.52</b>

## Re-measurement recognised in other comprehensive income

(INR in Lakh)

Particulars	March 31, 2024	March 31, 2023
<b>Re-measurement of the net defined benefit liability</b>		
- Changes in experience adjustments	375.99	(8.60)
- Changes in demographic assumptions	-	-
- Changes in financial assumptions	31.71	16.52
<b>Re-measurement of the net defined benefit asset</b>		
Return on plan assets (greater)/Less than discount rate	18.85	1.89
<b>Total Actuarial (gain)/ loss included in OCI</b>	<b>426.55</b>	<b>9.81</b>

## Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023	
	No. of Options	Exercise Price	No. of Options	Exercise Price
Discount rate (1% movement)	1,412.59	1,488.13	858.60	913.79
Future salary growth (1% movement)	1,487.07	1,412.91	917.19	854.87
Attrition rate (1% movement)	1,445.21	1,453.41	882.92	887.61

# Schedules

To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

## Expected payment for future years (defined benefit obligations)

(INR in Lakh)

Particulars	March 31, 2024	March 31, 2023
Within the next 12 months (next annual reporting period)	401.67	205.47
Between 2 and 5 years	6.30	6.43
Between 5 and 10 years	53.27	42.80
Beyond 10 years	11.93	20.69
<b>Total expected payments</b>	<b>473.18</b>	<b>275.39</b>

(INR in Lakh)

Particulars	March 31, 2024	March 31, 2023
Assumptions:		
Discount rate	7.10%	7.30%
Salary escalation	8.00%	7.51%
Withdrawal rate	31.84%	26.96%
Mortality rate	5.00%	5.00%
Expected rate of return on assets	7.10%	7.30%
Expected average remaining working life of employees	30.02 years	29.66 years

## The major categories of plan assets as a percentage of the fair value of total plan asset are as follows:

Particulars	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
<b>LIC Fund</b>	100%	100%	100%	100%	100%

- b) The estimates of future salary increases considered in actuarial valuation, takes account of inflation, seniority and other relevant factors, such as supply and demand in the employment market.
- c) The Company expects to contribute ₹ 167.37 lakhs (March 31, 2023: ₹ 121.52 lakhs) to gratuity fund in 2024-25.
- d) The overall expected rate of return on assets is determined based on market prices prevailing on that date, applicable to the period over which the obligation is to be settled.
- e) The Company makes provident fund and employee state insurance scheme contributions which are defined contribution plans, for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised INR 627.18 lakhs (previous year INR 478.36 Lakhs) for provident fund contributions and INR 96.24 Lakhs (previous year INR 47.70 Lakhs) for employee state insurance scheme contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.
- f) The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

## 45 ADDITIONAL DISCLOSURES AS REQUIRED BY THE RESERVE BANK OF INDIA

The Company has prepared financial statements for the year ended 31 March 2024, in accordance with Ind AS. Accordingly, the relevant disclosures are based on the carrying values as reflected in the financial statements prepared as per requirements of Ind AS.

The Reserve Bank of India vide its circular reference RBI/2019-20/170 DOR (NBFC).CC.PD.No.109 /22.10.106/2019-20 dated 13 March 2020 (as amended) outlines the regulatory guidance in relation to Ind AS financial statements. This included guidance for computation of 'owned funds', 'net owned funds' and 'regulatory capital'. Accordingly, the CRAR has been computed in accordance with these requirements read with the requirements of the Master Direction - Reserve Bank of India(Non - Banking Financial Company-scale based regulations) Directions,2023 dated October 19,2023.



# Schedules

To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

## a. Capital Management:

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

As an NBFC, the RBI requires us to maintain a minimum capital to risk weighted assets ratio ("CRAR") consisting of Tier I and Tier II capital of 15% of our aggregate risk weighted assets. Further, the total of our Tier II capital cannot exceed 100% of our Tier I capital at any point of time. The capital management process of the Company ensures to maintain a healthy CRAR at all the times.

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

The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board. The Company monitors its capital to risk weighted assets ratio (CRAR) on a monthly basis.

### Capital to Risk-Assets ratio (CRAR)

(INR in Lakh)

Particulars	March 31, 2024	March 31, 2023
CRAR (%)	71.68	16.55
CRAR - Tier I capital (%)	71.31	16.01
CRAR - Tier II capital (%)	0.37	0.54
Amount of subordinate debt raised as Tier II Capital	-	2,000
Amount raised by issue of perpetual debt instruments	-	-

(INR in Lakh)

Particulars	March 31, 2024	March 31, 2023
Net debt	9,508.04	164,426.87
Total equity	38,930.63	34,158.21
Net debt to equity ratio	0.24	4.81

Notes:

Impairment allowances on Stage 1 and Stage 2 loans has been considered as "provision for standard assets" for the purpose of determining Tier II Capital

CRAR has been determined in accordance with RBI master directions read with RBI notification dated March 13, 2020.

Cash and cash equivalents have been reduced from gross debt amount for net debt to equity ratio calculated above.

## B. Exposures:

- The Company has no exposures directly or indirectly in Real Estate Sector and neither has advanced gold loan in the current and previous year
- Exposure to Capital market

	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023	
	Number of shares	Amount	Number of shares	Amount
Direct investment				
Investment in equity shares of Alpha Micro Finance Consultants Private Limited	50,000	5.65	50,000	5.65

- Intra-group exposures : Nil

# Schedules

To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

## C. Asset liability management

Maturity pattern of assets and liabilities as on March 31, 2024:

Particulars	Upto 1 month	Over 1 month to 2 months	Over 2 month to 3 months	Over 3 month to 6 months	Over 6 month to 1 year	Over 1 year to 3 years	Over 3 year to 5 years	Over 5 years	Total
<b>Assets</b>									
Advances	3,503.54	3,778.97	3,258.07	9,758.87	13,967.74	8,561.55	71.01		42,899.75
Investments*	125.00	-	215.00	12,860.91	2,851.25	6,944.55	-		22,996.71
<b>Liabilities</b>									
Borrowings	11,985.21	-	-	-	22,000.00	7,800.00	3,800.00		45,585.21

Maturity pattern of certain assets and liabilities as on March 31, 2023:

Particulars	Upto 1 month	Over 1 month to 2 months	Over 2 month to 3 months	Over 3 month to 6 months	Over 6 month to 1 year	Over 1 year to 3 years	Over 3 year to 5 years	Over 5 years	Total
<b>Assets</b>									
Advances	10,734.56	12,990.00	12,630.45	36,817.74	60,200.78	53,147.38	-	3,754.75	190,275.66
Investments*	2,670.00	287.93	-	1,519.00	1,362.31	6,816.70	200.00	5.65	12,861.59
<b>Liabilities</b>									
Borrowings	4,798.55	7,082.31	12,034.53	31,485.00	50,119.44	88,546.28	5,852.74	2,477.36	202,396.21

\*Investments includes deposit certificate and cash collateral held with banks and financial institution shown under cash and cash equivalents under note 4, bank balance other than cash and cash equivalents under note 5 and other financial assets under note 10.

## D. Investments

(INR in Lakh)

Particulars	Mar-24	Mar-23
1 Value of investments		
Gross Value of investments		
In India	5.65	5.65
Outside India	-	-
Provision for depreciation		
In India	-	-
Outside India	-	-
Net Value of investments		
In India	5.65	5.65
Outside India	-	-
2 Movement of provision held towards depreciation on investments		
Opening balance	-	-
Add: Provision made during the year	-	-
Less: Write off / write back of excess provision during the year	-	-
Closing balance	-	-



# Schedules

To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

## E. Derivatives

The Company does not have any unhedged foreign currency exposure and the details of hedged foreign currency exposure is as under:

Particulars	March 31, 2024			March 31, 2023		
	USD	EURO	INR	USD	EURO	INR
External commercial borrowings - Frankfurt	-	-	-	60.00	-	4,933.01
External commercial borrowings - DWM	-	-	-	-	-	-
External commercial borrowings - Hansainvest finance	-	-	-	-	50.00	4,480.38
External commercial borrowings - MONEGA MMI Fund A/c	-	-	-	16.50	-	1,356.58
External commercial borrowings - MONEGA MMR Fund A/c	-	-	-	8.50	-	698.84
External commercial borrowings - WBC	-	-	-	80.00	-	6,577.35
External commercial borrowings - Microvest SDF	-	-	-	60.00	-	4,933.01

### Disclosure on Interest Rate Swaps as on March 31, 2024 :

The Company does not have external commercial borrowings as at 31.03.2024 and hence disclosure on interest rate swap for the year is not applicable

### Disclosure on Interest Rate Swaps as on March 31, 2023

Particulars	Frankfurt	Hansainvest	MONEGA MMI Fund Account	MONEGA MMR Fund Account	WBC	Microvest SDF
	USD	EURO	USD	USD	USD	USD
<b>Nature of hedging</b>	Cross currency interest rate swap (CCIRS)	Cross currency interest rate swap (CCIRS)	Cross currency interest rate swap (CCIRS)	Cross currency interest rate swap (CCIRS)	Cross currency interest rate swap (CCIRS)	Cross currency interest rate swap (CCIRS)
The notional principal of swap agreements	4,942.80	4,275.00	1,367.60	704.52	6,147.20	4,746.00
Gain / (losses) which would be incurred if counterparties failed to fulfill their obligations under the agreements	(88.42)	136.74	(28.55)	(14.71)	229.52	(4.34)
Collateral required by the applicable NBFC upon entering into swaps	105% book debt comprising of portfolio loan receivables	60% book debt comprising of portfolio loan receivables	100% book debt comprising of portfolio loan receivables	100% book debt comprising of portfolio loan receivables	110% book debt comprising of portfolio loan receivables	100% book debt comprising of portfolio loan receivables
The fair value of the swap book	5,031.22	4,138.26	1,396.15	719.23	5,917.68	4,750.34
Fair value of ECBs (Liabilities)	4,933.01	4,480.38	1,356.58	698.84	6,577.35	4,933.01

## F (i). Disclosures relating to securitisation

The Company has not entered in any securitization agreement during the FY 2023-24 and FY 2022-23.

# Schedules

To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

## F(ii). Details of assigned portfolio and income arising out of the same :

The information regarding the direct assignment activity as an originator is shown below:

(INR in Lakh)

Particulars	March 31, 2024	March 31, 2023
Numbers of loans assigned	664,510.00	-
Total book value of the loan asset assigned during the year	196,547.75	-
Sale consideration received for the loan asset assigned during the year	190,942.19	-
Portfolio loan assigned and outstanding as at the year end	174,876.11	2,270.16
Income from direct assignment recognised in the statement of profit and loss	(4,873.97)	-

The Company has transferred all the rights and obligations relating to above assigned loan assets to the buyers.

## F(iii). Details of Direct Sale Agreement (DSA) executed with banks:

The Company has entered into DSAs with banks under the following terms:

- Amounts received from the bank are disbursed as loan to joint-liability groups organised / monitored by the Company and such joint-liability groups are considered as banks borrowers
- The Company provides services in connection with recovery and monitoring of such loans
- The Company has provided collaterals in the form of fixed deposits & corporate guarantee which would be adjusted by banks, to the extent of default made by borrowers.

(INR in Lakh)

Particulars	March 31, 2024	March 31, 2023
Outstanding Balance of Loan Disbursed through DSA as at year end	28,166.03	44,112.10
Service fee income recognised during the year	3,374.86	3,731.47
<b>Credit enhancements provided and outstanding:</b>		
Corporate guarantee	2,435.91	421.39
Cash collateral	2,555.23	2,822.72

## G. Details of financial assets sold to securitisation / reconstruction company for asset reconstruction

The Company has not sold financial assets to securitisation / reconstruction company for asset reconstruction in the current and previous year.

## H. Details of non performing financial assets purchased / sold

The Company has not purchased/sold non performing financial assets in the current and previous year.

## I. Details of financing of parent Company products

The disclosure is not applicable as the Company does not have any parent company.

## J. Draw down from reserves

There has been no draw down from reserves during the current and previous year end.

## K. Information on Net Interest Margin

Based on the circular issued via RBI/DOR/2021-22/89 DoR.FIN.REC.95/03.10.038/2021-22 dated 14 March 2022 whereby Ceiling on the interest rate is now to be governed by the board approved policy covering pricing of micro finance loans. Hence, Net Interest Margin disclosure is not provided in the current financial year.



# Schedules

To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

## L. Customer Complaints\*

### I Summary information on complaints received by the Company from customers and from the Offices of Ombudsman

(INR in Lakh)

Particulars	March 31, 2024	March 31, 2023
1 Number of complaints pending at the beginning of the year	23	12
2 Number of complaints received during the year	932	641
3 Number of complaints disposed during the year	940	630
a Of which, number of complaints rejected by the Company	-	-
4 Number of complaints pending at the end of the year*	15	23
5 Number of maintainable complaints received by the Company from Office of Ombudsman	4	6
a Of 5, number of complaints resolved in favour of the Company by Office of Ombudsman	4	6
b Of 5, number of complaints resolved through conciliation/mediation/ advisories issued by Office of Ombudsman	-	-
c Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the Company"	-	-
6 Number of Awards unimplemented within the stipulated time (other than those appealed)	-	-

\*excluding the enquires

### II Top five grounds of complaints received by the Company from customers

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
<b>Current year</b>					
Service Related Complaints	22.00	891.00	49.50%	13	13
Insurance Related complaints	1.00	29.00	-19.44%	-	-
Staff related complaints	-	12.00	33.33%	2	2
Complaints forwarded by the Reserve Bank of India	-	4.00	-33.33%	-	-
Loan Disbursement Related	-	-	NIL	-	-
Others	-	-	NIL	-	-
<b>Total</b>	<b>23.00</b>	<b>936.00</b>		<b>15</b>	<b>15</b>
<b>Previous year</b>					
Service Related Complaints	12.00	596.00	(22.70%)	22.00	22.00
Insurance Related complaints	-	36.00	(78.18%)	1.00	1.00
Staff related complaints	-	9.00	(59.09%)	-	-
Complaints forwarded by the Reserve Bank of India	-	6.00	5.00	-	-
Loan Disbursement Related	-	-	NIL	-	-
Others	-	-	NIL	-	-
<b>Total</b>	<b>12.00</b>	<b>647.00</b>		<b>23.00</b>	<b>23.00</b>

**Note:** Maintainable complaints refer to complaints on the grounds specifically mentioned in Integrated Ombudsman Scheme, 2021 (Previously The Ombudsman Scheme for Non-Banking Financial Companies, 2018) and covered within the ambit of the Scheme

The above information is as certified by the management and relied upon by the auditors.

# Schedules

To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

## M. Provisions & contingencies

(INR in Lakh)

Particulars	31-Mar-24	31-Mar-23
<b>Break up of 'Provisions and Contingencies' shown under the head expenditure in profit and loss account:</b>		
Provision made towards income tax	1,205.44	1,255.41
Provision for gratuity	150.92	-
Provision for leave benefit	571.56	296.58
Provision for death claims/ other receivable	-	-
Provision for standard and non performing assets	(2,382.53)	(1,027.82)
Provision on portfolio - DSA and EIS receivable	(422.78)	(501.50)

## N. Sectoral exposure

(INR in Lakh)

Sector	March 31, 2024			March 31, 2023		
	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1 Agriculture & allied activities*	294.68	18.28	6.20%	1,165.13	29.82	2.56%
2 Industry	-	-	-	-	-	-
3 Services						
Transportation	6.50	0.34	5.23%	32.71	0.93	2.84%
4 Personal loans						
5 Unsecured personal loans**	127.83	8.88	6.95%	704.93	21.16	3.00%
6 Others, if any (please specify)	-	-	-	-	-	-

\*Agriculture and Allied activities include loan given for animal husbandry

\*\*Unsecured personal loans include loan given to individual and joint group lending for personal consumption.

## O. Movement of NPA

(INR in Lakh)

Particulars	March 31, 2024	March 31, 2023
Net NPAs to net advances (%)	2.30%	0.90%
<b>Movement of NPAs (Gross)</b>		
Opening balance	5,156.47	6,021.01
Additions during the year	2,213.45	4,705.29
Reductions during the year	(4,631.79)	5,569.83
Closing balance	2,738.13	5,156.47
<b>Movement of Net NPAs</b>		
Opening balance	1,677.23	1,700.33
Additions during the year	863.96	1,509.67



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To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

Particulars	March 31, 2024	March 31, 2023
Reductions during the year	(1,619.09)	(1,532.77)
Closing balance	922.11	1,677.23
<b>Movement of provisions for NPAs (excluding provisions on standard assets)</b>		
Opening balance	3,479.24	4,320.68
Provisions made during the year	1,349.49	3,544.08
(Write-off) / write-back of excess provisions	(3,012.70)	(4,385.52)
Closing balance	1,816.03	3,479.24

## P. Details of Registration with Financial Regulators

Regulator	Registration No.
Ministry of Company Affairs	U65921UP1995PTC035286
Reserve Bank of India	B-12.00445

## Q. Ratings assigned by Credit Rating Agencies

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Long term bank facilities	ICRA BBB (Stable)/ ACUITE BBB+ (Stable)/ ACUITE A-   CE (Stable)/ ACUITE A   CE   (Stable)/ IND BBB+ (Stable)/ CRISIL BBB+/ Watch Positive	ICRA BBB (Stable)/ ACUITE BBB+ (Stable)/ IND BBB+ (Stable)
<b>Long term non convertible debentures</b>		
Northern Arc Income Builder Trust (Series II)	ACUITE PP-MLD BBB+ (Stable)	ACUITE PP-MLD BBB+ (Stable)
BlueOrchard Microfinance Fund	ACUITE BBB+ (Stable)	ACUITE BBB+ (Stable)
JAPAN ASEAN Women Empowerment Fund SA, SICAV-SIF	ACUITE BBB+ (Stable)	ACUITE BBB+ (Stable)
BlueOrchard Microfinance Fund	IND BBB+ (Stable)	IND BBB+ (Stable)
DWM INCOME FUNDS S C A SICAV SIF - THE TRILL IMPACT-DWM SDGS CREDIT FUND	IND BBB+ (Stable)	IND BBB+ (Stable)
Northern Arc Capital Limited	IND BBB+ (Stable)	IND BBB+ (Stable)
Covid-19 Emerging and Frontier Markets MSME Support Fund SCSp SICAV-RAIF (Global Invest sub-fund) represented by its general partner BlueOrchard Invest S.à.r.l	IND BBB+ (Stable)	IND BBB+ (Stable)
Northern Arc India Impact Trust	-	IND BBB+ (Stable)
Northern Arc Money Market Alpha Trust	-	IND BBB+ (Stable)
JAPAN ASEAN Women Empowerment Fund SA, SICAV-SIF	IND BBB+ (Stable)	IND BBB+ (Stable)

The above ratings stand valid as on 31 March 2024

# Schedules

To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

## R. Concentration of advances, exposures and NPA's

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Concentration of advances*</b>		
Total advances to twenty largest borrowers	21.88	41.50
(%) of advances to twenty largest borrowers to total advances	0.05%	0.01%
<b>Concentration of Exposures**</b>		
Total exposures to twenty largest borrowers	20.86	16.71
(%) of exposure to twenty largest borrowers to total exposure	0.05%	0.01%
<b>Concentration of NPAs</b>		
Total Exposure to top four NPA accounts	3.17	3.53

\* Represents amount disbursed as per contract with customers

\*\* Represents amount outstanding as per contract with customers

## S. Public Disclosure on Liquidity Risk as on March 31, 2024 pursuant to RBI Guidelines on Liquidity Risk Management Framework for Non-Banking Financial Companies dated November 4, 2019 Public Disclosures on liquidity risk management

### i) Funding concentration based on significant counterparty (both deposits and borrowings) as at March 31, 2024

(INR in Lakh)

Number of significant counter parties	Amount (in Lakhs)*	% of Total Deposits	% of Total Liabilities
Nineteen (19)	47,080.73	NA	88.82%

### Funding concentration based on significant counterparty (both deposits and borrowings) as at March 31, 2023

(INR in Lakh)

Number of significant counter parties	Amount (in Lakhs)*	% of Total Deposits	% of Total Liabilities
Twenty five (25)	178,462.78	NA	86.58%

ii) **Top 20 large deposits** ( Amount in Lakhs and % of total deposits) - Not applicable. The Company being a Systematically Important Non Deposit taking NBFC - MFI registered with the RBI does not accept public deposits.

### iii) Top 10 Borrowings (amount in lakhs and % of total borrowings)

(INR in Lakh)

Financial year	Amount in Lakhs *	% of Total Borrowings
2023-2024	46,331	98.53%
2022-2023	120,565	59.02%



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To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

iv) Funding concentration based on significant instrument/product as at March 31, 2024

(INR in Lakh)

Name of the instrument/Product	Amount in Lakhs *	% of Total Liabilities
Term loan from banks	11,262.97	21.25%
Term loans from FIs	600.00	1.13%
Non convertible debentures	33,600.00	63.39%
Term loan from NBFC's	122.25	0.23%
External commercial borrowings	-	0.00%
<b>Total borrowings</b>	<b>45,585.21</b>	<b>86.00%</b>
<b>Total liabilities</b>	<b>53,007.24</b>	

Funding concentration based on significant instrument/product as at March 31, 2023

Name of the instrument/Product	Amount in Lakhs *	% of Total Liabilities
Term loan from banks	73,978.79	35.85%
Term loans from FIs	15,482.96	7.50%
Non convertible debentures	36,975.16	17.92%
Term loan from NBFC's	54,380.07	26.35%
External commercial borrowings	23,448.72	11.36%
<b>Total borrowings</b>	<b>204,265.70</b>	<b>98.99%</b>
<b>Total liabilities</b>	<b>206,348.85</b>	

The amounts mentioned above are based on principal outstanding as per contracts with lenders

**Note:**

- The above does not include borrowings on account of lease liability recognised under Ind AS 116;
- The above does not include borrowings on account of unamortised processing fees and interest accrued.
- A significant counterparty is defined as a single counterparty or a group of connected or affiliated counterparties accounting in aggregate for more than 1% of the NBFC's-NDSI, NBFC-D's total liabilities and 10% of the other non-deposit taking NBFC's .
- A significant instrument/product is defined as a single instrument/product of group of similar instruments/products which in aggregate amounts to more than 1% of the NBFC's-NDSI, NBFC-D's total liabilities and 10% of the other non-deposit taking NBFC's.
- Total Liabilities has been computed as sum of all liabilities (Balance sheet figures) less equities and Reserves/Surplus.
- Public funds shall include funds raised either directly or indirectly through Public Deposits, Commercial Paper's and debentures, inter-corporate deposits and bank finance but excludes funds raised by issue of instruments compulsorily convertible into equity shares within a period not exceeding 10 years from the date of issue as defined in Regulatory Framework for Core Investment Companies issued vide Notification No. DNBS (PD) CC No. 206/03.10.001/2010-11 dated January 5, 2011.

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To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

## v) Stock ratios as at March 31, 2024

(INR in Lakh)

Particulars	as a % of total public funds	as a % of total liabilities	as a % of total assets
Commercial Papers	-	-	-
Non-convertible debentures (original maturity of less than 1 year)	-	-	-
Other Short term liabilities			

## Stock ratios as at March 31, 2023

(INR in Lakh)

Particulars	as a % of total public funds	as a % of total liabilities	as a % of total assets
Commercial Papers	-	-	-
Non-convertible debentures (original maturity of less than 1 year)	-	-	-
Other Short term liabilities	6.39%	6.34%	5.44%

## vi) Institutional set up for liquidity risk management

The Company's Board of Directors has the overall responsibility of management of liquidity risk. The Board decides the strategic policies and procedures of the Company to manage liquidity risk in accordance with the risk tolerance limit as decided by the board.

The Company also has a Risk Management Committee, which is a sub-committee of the board and is responsible for evaluating the overall risk faced by the Company including liquidity risks.

Financial Advisory and Asset Liability Management Committee of the Company is responsible for ensuring adherence to risk tolerance limits as well as implementing the liquidity risk management strategy of the Company.

Chief Risk Advisor shall be a part of the process of identification, measurement and mitigation of liquidity risks.

The ALM support group shall be responsible for analysing, monitoring and reporting the liquidity profile to the ALCO.

## T. Information on instances of frauds:

### 1 Information on instances of fraud during the year ended March 31, 2024

(INR in Lakh)

Nature of fraud	No. of cases	Amount of fraud	Amount Recovered	Considered as Recoverable	Amount Provided for
Cash embezzlement	3	28.49	2.34	-	26.15

### 2 Information on instances of fraud during the year ended March 31, 2023

(INR in Lakh)

Nature of fraud	No. of cases	Amount of fraud	Amount Recovered	Considered as Recoverable	Amount Provided for
Cash embezzlement	1	5.33	-	-	5.33



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To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

- U. The Company is within the limit in respect of qualifying asset for single borrower limit/group borrower limit during the current and previous year.
- V. Pursual to the adoption of ECL as prescribed under IND AS, the comparison of ECL and the income recognition and asset classification as mandated by RBI earlier is as under :

## Own, securitized portfolio and other assets as at March 31, 2024

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 (refer note 3 below)	Difference between Ind AS 109 provisions and IRACP norms
1	2	3	4	5=3-4	6	7 = 4-6
<b>Performing Assets</b>						
Standard	Stage 1	39,273.23	194.78	39,078.45	157.10	
	Stage 2	876.96	300.22	576.74	3.51	
Subtotal		40,150.19	495.00	39,655.20	160.61	-
<b>Non-Performing Assets (NPA)</b>						
Doubtful	Stage 3	2,751.21	1,816.03	935.17	1,935.34	
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		-	-	-	-	-
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
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	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage 1	39,273.23	194.78	39,078.45	157.10	-
	Stage 2	876.96	300.22	576.74	3.51	-
	Stage 3	2,751.21	1,816.03	935.17	1,935.34	-
	Total	42,901.40	2,311.03	40,590.37	2,095.95	-

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To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

## Own, securitized portfolio and other assets as at March 31, 2023

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 (refer note 3 below)	Difference between Ind AS 109 provisions and IRACP norms
1	2	3	4	5=3-4	6	7 = 4-6
<b>Performing Assets</b>						
Standard	Stage 1	183,258.29	671.50	182,586.80	507.95	163.55
	Stage 2	1,826.34	542.83	1,283.51	5.24	537.59
Subtotal		185,084.63	1,214.33	183,870.30	513.19	701.14
<b>Non-Performing Assets (NPA)</b>						
Doubtful	Stage 3	5,191.03	3,479.24	1,711.79	1,405.15	2,074.09
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		-	-	-	-	-
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
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	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage 1	183,258.29	671.50	182,586.80	507.95	163.55
	Stage 2	1,826.34	542.83	1,283.51	5.24	537.59
	Stage 3	5,191.03	3,479.24	1,711.79	1,405.15	2,074.09
	Total	190,275.66	4,693.57	185,582.10	1,918.34	2,775.23

- The above figures are gross amounts and without adjustment of unamortized processing fees as per IND AS.
- As per the terms of the requirement as per RBI notification no. R61i2019-20/170 DOR (HOFC).CC.PD.No.100/2210.106/2019-20 dated 13 March 2020 on Implementation of Indian Accounting Standards, Non-Banking Financial Companies (NBFCs) are required to create an impairment reserve for any shortfall in Impairment Allowances under Ind AS 109 and under Income Recognition, Asset Classification and Provisioning (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 (including standard asset provisioning), as at 31 March 2024 and accordingly, no amount is required to be transferred to Impairment reserve.
- Figures under this columns Represents provisions determined in accordance with the Asset classification and provisioning norms as stipulated under Master Directions.



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To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

## W. Composition of the Board

Sl. No	Name of Director	Director since	Capacity (i.e. Executive/ Non- Executive/ Chairman/ Promoter nominee/ Independent)	DIN	Number of Board Meetings		No. of other Directorships	Remuneration			No. of shares held in and convertible instruments held in the NBFC
					Held	Attended		Salary and other compensation	Sitting Fee	Commission	
1	Anup Kumar Singh	9/6/2006	Managing Director & CEO	00173413	6	6	NIL	2,462.60	-	-	NIL
2	Devarajan Kannan	3/28/2024	Non- Executive Director & Chairman	00498935	6	1*	1	-	-	-	NIL
3	Manish Kothari	3/28/2024	Non- Executive Director	10546805	6	1*	NIL	-	-	-	10 equity shares (jointly with Kotak Mahindra Bank Ltd.)
4	Tapobrat Chaudhuri	3/28/2024	Non- Executive Director	09291548	6	1*	1	-	-	-	10 equity shares (jointly with Kotak Mahindra Bank Ltd.)

\*Since these directors were appointed on March 28, 2024, therefore only 1 (One) meeting was attended by them.

## X. Details of change in composition of the Board during the current and previous financial year.

Sl. No.	Name of Director	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Nature of change (resignation, appointment)	Effective date
1	Saurabh Kumar Johri	Non- Executive (Nominee Director)	Resignation	November 14, 2023
2	Devarajan Kannan	Non- Executive Director & Chairman	Appointment	March 28, 2024
3	Manish Kothari	Non- Executive Director	Appointment	March 28, 2024
4	Tapobrat Chaudhuri	Non- Executive Director	Appointment	March 28, 2024
5	Pradip Kumar Saha	Non- Executive (Independent Director)	Resignation	March 28, 2024
6	Sethuraman Ganesh	Non- Executive (Independent Director)	Resignation	March 28, 2024
7	Anal Kumar Jain	Non- Executive (Independent Director)	Resignation	March 28, 2024
8	R.V. Dilip Kumar	Non- Executive (Nominee Director)	Resignation	March 28, 2024
9	Remika Agarwal	Non- Executive (Nominee Director)	Resignation	March 28, 2024
10	Shreekantha Das	Non- Executive (Nominee Director)	Resignation	March 28, 2024

None of the directors of the company are related to each other

## Y. Committees of the Board and their composition

### i. Names of the committees of the Board.

- Audit Committee
- Nomination & remuneration committee wef -23/4/2024( erstwhile & Remuneration & Nomination committee)
- Risk Management Committee
- Corporate Social Responsibility Committee
- IT Strategy Committee

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ii. For each committee, summarized terms of reference and the details are given below:

a. **AUDIT COMMITTEE**

Sl. No	Name of Director	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the NBFC
				Held	Attended	
1	Pradip Kumar Saha (resigned w.e.f. March 28, 2024)	13.11.2017	Independent Director-Chairman	5	4	NIL
2	Sethuraman Ganesh (resigned w.e.f. March 28, 2024)	11.11.2019	Independent Director-Member	5	4	NIL
3	Anal Kumar Jain (resigned w.e.f. March 28, 2024)	13.11.2017	Independent Director-Member	5	4	NIL
4	Saurabh Kumar Johri (resigned w.e.f. Nov 14, 2023)	13.08.2019	Nominee Director-Member	5	2	NIL
5	R.V. Dilip Kumar (resigned w.e.f. March 28, 2024)	12.08.2016	Nominee Director-Member	5	2	NIL
6	Devarajan Kannan (appointed w.e.f. March 28, 2024)	28.03.2024	Non- Executive Director-Chairman	5	1	NIL
7	Manish Kothari (appointed w.e.f. March 28, 2024)	28.03.2024	Non- Executive Director-Member	5	1	10 equity shares (jointly with Kotak)
8	Tapobrat Chaudhuri (appointed w.e.f. March 28, 2024)	28.03.2024	Non- Executive Director-Member	5	1	10 equity shares (jointly with Kotak)

b. **NOMINATION AND REMUNERATION COMMITTEE wef -23/4/2024**

Sl. No	Name of Director	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the NBFC
				Held	Attended	
1	Anal Kumar Jain	28.07.2014	Independent Director-Chairman	4	4	NIL
2	Pradip Kumar Saha	13.11.2017	Independent Director-Member	4	4	NIL
3	Anup Kumar Singh	28.07.2014	Managing Director & CEO-Member	4	4	NIL
4	Saurabh Kumar Johri	12.11.2022	Nominee Director-Member	4	2	NIL

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To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024**c. RISK MANAGEMENT COMMITTEE\***

Sl. No	Name of Director	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the NBFC
				Held	Attended	
1	Sethuraman Ganesh	13.11.2017	Independent Director-Chairman	4	4	NIL
2	Pradip Kumar Saha	01.08.2020	Independent Director-Member	4	4	NIL
3	Saurabh Kumar Johri	12.11.2022	Nominee Director-Member	4	-	NIL
4	Anup Kumar Singh	08.11.2023	Managing Director & CEO-Member	4	1	NIL
5	Remika Agarwal	12.11.2022	Nominee Director-Member	4	3	NIL
6	Akhilesh Kumar Singh	13.11.2017	Chief Financial Officer-Member	4	4	NIL
7	Shrikant Bhargava	14.11.2018	Chief Financial Advisor-Member	4	4	NIL
8	Snehdeep Agnihotri	14.11.2018	Chief Risk Advisor-Member	4	4	NIL

**d. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE\***

Sl. No	Name of Director	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the NBFC
				Held	Attended	
1	Sethuraman Ganesh	15.11.2013	Independent Director-Chairman	4	4	NIL
2	Pradip Kumar Saha	11.11.2019	Independent Director-Member	4	4	NIL
3	Anup Kumar Singh	14.11.2018	Managing Director & CEO-Member	4	4	NIL
4	Shreekanta Das	12.11.2022	Nominee Director-Member	4	2	NIL

**e. IT STRATEGY COMMITTEE\***

Sl. No	Name of Director	Member of Committee since	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Number of Meetings of the Committee		No. of shares held in the NBFC
				Held	Attended	
1	Anal Kumar Jain	13.11.2017	Independent Director-Chairman	2	2	NIL
2	Anup Kumar Singh	11.11.2019	Managing Director & CEO-Member	2	2	NIL
3	Saurabh Kumar Johri	18.07.2023	Nominee Director-Member	2	1	NIL
4	Akhilesh Kumar Singh	13.11.2017	Chief Financial Officer-Member	2	2	NIL
5	Ashutosh Chaturvedi	13.08.2019	Chief Information Officer-Member	2	2	NIL
6	Shyam Kanhaiya Yadav	12.08.2016	Head- IT- Member	2	2	NIL

\* The directors, being the members of the committee, have resigned from the Board w.e.f. March 28, 2024 and hence the committees were reconstituted in the first meeting on 23/04/2024.

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## f General Body Meetings

Sl. No	Type of Meeting (Annual/ Extra-Ordinary)	Date and Place	Special resolutions passed
1	Extraordinary General Meeting	July 07, 2023 Via Video Conferencing	None
2	Annual General Meeting	September 06, 2023 Via Video Conferencing	None
3	Extraordinary General Meeting	November 10, 2023 Via Video Conferencing	<ul style="list-style-type: none"> <li>Amendment of Articles of Association (AOA) of the company pursuant to Section 5, 14 of the Companies Act, 2013</li> </ul>
4	Extraordinary General Meeting	March 28, 2024 Via Video Conferencing	<ul style="list-style-type: none"> <li>Adoption of the Articles of Association of the Company pursuant to Section 5, 14 and other applicable provisions if any, of the Companies Act, 2013</li> <li>Approval for assignment of all loans extended by the Company to its customers to KMBL in accordance with Master Direction – Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021 (“Master Direction - Transfer of Loan”)</li> <li>Approval for Appointment of the Company as a Servicer</li> </ul>

## Z. Disclosure of penalty imposed by RBI and other regulators:

No penalties were imposed by the Reserve Bank of India (RBI) or any other regulator during the FY 2023-24.

## AA. Breach of covenant

The Company had breached certain covenants as enumerated below in respect of 9 lenders (FY 2022-23 - 22 lenders). Details of the same is as under:-

SL No	Name of the lender	Covenant required	Covenant Status as on 31.03.2024	No of Covenant Breaches as on 31.03.2024	Covenant Status as on 31.03.2023	No of Covenant Breaches as on 31.03.2023
1	Hinduja Leyand Finance TL-3	CRAR>17%	-	-	16.58%	2
		PAR90(OWN & DA) to Adjusted tangible net worth < =15%	-	-	25.33%	
2	CASPIAN TL-6	CRAR>18%	-	-	16.58%	1
3	Tata Capital Financial Services Ltd	CRAR>18%	-	-	16.58%	1
4	Northern Arc	CRAR>17%	-	-	16.58%	3
		RISK COVERAGE for Loan -OWNLosses/PAR 90 >100%	84.00%	1	88.52%	
		PAR >30<( + trailing 12 months write off)OWN/ GLP OWN< 3%			6.65%	
5	Mahindra finance TL-	PAR >90 days(own)<4%	6.41%	1		
		CRAR>17%	-	-	16.58%	1
6	Kissan dhan tl-2	CRAR>18%	-	-	16.58%	2



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To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

SL No	Name of the lender	Covenant required	Covenant Status as on 31.03.2024	No of Covenant Breaches as on 31.03.2024	Covenant Status as on 31.03.2023	No of Covenant Breaches as on 31.03.2023
7	Manappuram Finance TL - 2	Debt Equity Ratio<5.5			5.95	1
8	Federal Bank TL-3,4,5,6,7& 8	CRAR>17%	-	-	16.58%	1
9	JANA SFB TL-1	GNPA(OWN) is< CRAR>17%	6.41%	5.00	16.58%	2
10	IDBI TL-5	Gearing ratio, (TOL/TNW) is <=5	-	-	5.89	
11	SBM Bank TL-2	CRAR>18%	-	-	16.58%	1
12	ECB- WBC	PAR >90<(incl write off current year)<5%	-	-	5.65%	1
13	ECB- Microvest SDF	CRAR>18%	-	-	16.58%	1
14	ECB MONEGA	CRAR>20%	-	-	16.58%	1
15	ECB- Frankfurt School Financial Services	CRAR>17%	-	-	16.58%	2
16	DWM	RISK COVERAGE for Loan -OWNLosses/PAR 90 > Equity ratio( Total Equity excluding TIER II/Total Assets)> 15%	-	-	90.42%	
17	SERIES -B NCD PPMLD	PAR >90<(incl write off current year)<5%	84.00%	1	14.04%	1
18	AFIF Unlisted NCD	CRAR>17%	-	-	16.58%	2
19	11.7702% NCD BOMF	RISK COVERAGE for Loan -OWNLosses/PAR 90 >100%	84.00%	1	88.52%	1
20	11.7702% NCD JAWEF	PAR >90 days(own)<4%	6.41%	1	16.58%	2
21	12.2902% SFPL 2027-JAWEF SICAV Listed NCD A/c	CRAR>17%	-	-	16.58%	2
		PAR > 90/ TANGIBLE NET WORTH<20%	36.72%	1	25.33%	
		PAR >90<(incl write off current year)<5%	5.93%	1	5.65%	
		RISK COVERAGE for Loan -OWNLosses/PAR 90 >100%	84.00%	1	90.42%	
		PAR >90 days(OWN)<3%	6.41%	1		
		RISK COVERAGE for Loan -OWNLosses/PAR 90 >100%	84.00%	2	88.52%	1
		PAR>30days (including restructuredloans+ write off) (OWN)<	15.31%	2		
		RISK COVERAGE for Loan -OWNLosses/PAR 90 >100%	84.00%	1	88.52%	1
		PAR>30days (including restructuredloans+ write off) (OWN)<	15.31%	1		
		RISK COVERAGE for Loan -OWNLosses/PAR 90 >100%	84.00%	1	88.52%	1
		PAR>30days (including restructuredloans+ write off) (OWN)<	15.31%	1		

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To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

SL No	Name of the lender	Covenant required	Covenant Status as on 31.03.2024	No of Covenant Breaches as on 31.03.2024	Covenant Status as on 31.03.2023	No of Covenant Breaches as on 31.03.2023
22	12.99% Blue orchard Covid-19 Support fund	RISK COVERAGE for Loan -OWNLosses/PAR 90 >100%	84.00%	1	88.52%	1
		PAR>30days (including restructuredloans+ write off) (OWN)<	15.31%	1		
23	AXIS Bank	PAR90(Net off loan loss provision)	27.08%	1		
		TO Tangible net worth < = PAR >90<(including write off current year)	12.76%	1		
25	INDUSIND TL-6 & 7	PAR >90 days(OWN) is <3%	6.41%	2		

#### AB Divergence in asset classification and provisioning

The Company in the immediately preceding financial year was subjected to limited scrutiny by the regulator Reserve bank of India and there was no divergence in asset classification and provisioning requirements.

#### AC Other disclosures

- 1 The Company has not entered into any exchange traded derivative.
- 2 The Company has not given any loans against intangible securities.
- 3 Related Party Transactions and Policy on dealing with Related Party Transactions

Details of the related party transactions are provided in the note 35. The Company's Policy on dealing with Related Party Transactions is available on its website.

- 4 Remuneration to Directors - refer note 35
- 5 The Company does not have any overseas assets.
- 6 The Company has not sponsored any off-balance sheet SPVs.

- Y (i) Schedule to the balance sheet as mandated by Para 19 of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank), Directions, 2016 (as amended)

#### As at March 31, 2024

Particulars	Amount Outstanding	Amount Overdue
<b>Liabilities Side :</b>		
1 Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:	-	-
a) Debentures : Secured	349.21	-
: Unsecured (other than falling within the meaning of public deposits)	-	-
b) Deferred Credits	-	-
c) Term loans	121.03	-
d) Inter-corporate loans and borrowing	-	-



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To The Financial Statements For The Year Ended 31<sup>st</sup> March, 2024

Particulars	Amount Outstanding	Amount Overdue
e) Commercial Paper	-	-
f) Other Loan	-	-
<b>Assets Side :</b>		
<b>2 Break-up of Loans and Advances including bills receivables [other than those included in (4) below]</b>		
a) Secured	-	-
b) Unsecured*	431.49	53.89
*Amount overdue represents "overdue more than Zero days"		
<b>3 Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities</b>		
i) Lease assets including lease rentals under sundry debtors	-	-
a) Financial lease	-	-
b) Operating lease	-	-
ii) Stock on hire including hire charges under sundry debtors	-	-
a) Assets on hire	-	-
b) Repossessed Assets	-	-
iii) Other loans counting towards asset financing activities		
a) Loans where assets have been repossessed	-	-
b) Loans other than (a) above	-	-
<b>4 Break-up of Investments :</b>		
<b>Current Investments :</b>		
1 Quoted :		
i) Shares : (a) Equity	-	-
(b) Preference	-	-
ii) Debentures and Bonds	-	-
iii) Units of mutual funds	-	-
iv) Government Securities	-	-
v) Others (please specify)	-	-
2 Unquoted :		
i) Shares : (a) Equity	-	-
(b) Preference	-	-

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Particulars	Amount Outstanding	Amount Overdue
ii) Debentures and Bonds	-	-
iii) Units of mutual funds	-	-
iv) Government Securities	-	-
v) Others (please specify)	-	-
<b>Long Term investments :</b>		
1 Quoted :	-	-
i) Shares : (a) Equity	-	-
(b) Preference	-	-
ii) Debentures and Bonds	-	-
iii) Units of mutual funds	-	-
iv) Government Securities	-	-
v) Others (please specify)	-	-
2 Unquoted :		
i) Shares : (a) Equity	0.06	-
(b) Preference	-	-
ii) Debentures and Bonds	-	-
iii) Units of mutual funds	-	-
iv) Government Securities	-	-
v) Others (please specify)	-	-

**5 Borrower group-wise classification of assets financed as in (2) and (3) above :**

(INR in Lakh)

Category	Secured	Unsecured	Total
<b>(Amount net of provisions)</b>			
1 Related Parties			
a) Subsidiaries	-	-	-
b) Companies in the same group	-	-	-
c) Other related parties	-	-	-
2 Other than related parties	-	431.49	431.49
<b>Total</b>	<b>-</b>	<b>431.49</b>	<b>431.49</b>



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To The Financial Statement For The Year Ended 31<sup>st</sup> March, 2024

Particulars	Amount Outstanding	Amount Overdue
<b>Assets Side :</b>		
<b>2 Break-up of Loans and Advances including bills receivables [other than those included in (4) below]</b>		
a) Secured	-	-
b) Unsecured*	1,905.66	136.41
*Amount overdue represents "overdue more than Zero days"		
<b>3 Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities</b>		
i) Lease assets including lease rentals under sundry debtors	-	-
a) Financial lease	-	-
b) Operating lease	-	-
ii) Stock on hire including hire charges under sundry debtors	-	-
a) Assets on hire	-	-
b) Repossessed Assets	-	-
iii) Other loans counting towards asset financing activities		
a) Loans where assets have been repossessed	-	-
b) Loans other than (a) above	-	-
<b>4 Break-up of Investments :</b>		
<b>Current Investments :</b>		
1 Quoted :		
i) Shares : (a) Equity	-	-
(b) Preference	-	-
ii) Debentures and Bonds	-	-
iii) Units of mutual funds	-	-
iv) Government Securities	-	-
v) Others (please specify)	-	-
2 Unquoted :		
i) Shares : (a) Equity	-	-
(b) Preference	-	-
ii) Debentures and Bonds	-	-
iii) Units of mutual funds	-	-
iv) Government Securities	-	-
v) Others (please specify)	-	-
<b>Long Term investments :</b>		
1 Quoted :		
i) Shares : (a) Equity	-	-
(b) Preference	-	-
ii) Debentures and Bonds	-	-



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Particulars	Amount Outstanding	Amount Overdue
iii) Units of mutual funds	-	-
iv) Government Securities	-	-
v) Others (please specify)	-	-
2 Unquoted :		
i) Shares : (a) Equity	0.06	-
(b) Preference	-	-
ii) Debentures and Bonds	-	-
iii) Units of mutual funds	-	-
iv) Government Securities	-	-
v) Others (please specify)	-	-

## 5 Borrower group-wise classification of assets financed as in (2) and (3) above :

(INR in Lakh)

Category	Secured	Unsecured	Total
<b>(Amount net of provisions)</b>			
1 Related Parties			
a) Subsidiaries	-	-	-
b) Companies in the same group	-	-	-
c) Other related parties	-	-	-
2 Other than related parties	-	1,905.66	1,905.66
<b>Total</b>	<b>-</b>	<b>1,905.66</b>	<b>1,905.66</b>

## 6 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

(INR in Lakh)

Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1 Related Parties		
a) Subsidiaries	-	-
b) Companies in the same group	-	-
c) Other related parties	-	-
2 Other than related parties	0.06	0.05
<b>Total</b>	<b>0.06</b>	<b>0.05</b>

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## 7 Other information

		(INR in Lakh)
Particulars		Amount
<b>i) Gross Non-Performing Assets</b>		
(a) Related parties		-
(b) Other than related parties		51.56
<b>ii) Net Non-Performing Assets</b>		
(a) Related parties		-
(b) Other than related parties (Net of total provision as per ECL model)		16.77
<b>iii) Assets acquired in satisfaction of debt</b>		-

## 45 RISK MANAGEMENT

### 1 Introduction and risk profile

Sonata Finance Private Limited Limited ("Company") is one of the leading microfinance institutions in India focused on providing financial support to women from low income households engaged in economic activity with limited access to financial services. The Company predominantly offers collateral free loans to women from low income households, willing to borrow in a group and agreeable to take joint liability. The wide range of lending products address the critical needs of customers throughout their lifecycle and include income generation, home improvement, sanitation and personal emergency loans. With a view to diversifying the product profile, the Company has introduced individual loans for matured group lending customers. These loans are offered to customers having requirement of larger loans to expand an existing business in their individual capacity.

The common risks for the Company are operational, business environment, political, regulatory, concentration, expansion and liquidity. As a matter of policy, these risks are assessed and steps as appropriate, are taken to mitigate the same.

#### 1.1 Risk management structure

The Board of Directors are responsible for the overall risk management approach and for approving the risk management strategies and principles. The Risk Management framework approved by the Board has laid down the governance structure supporting the identification, assessment, monitoring, reporting and mitigation of risk throughout the Company. The objective of the risk management platform is to make a conscious effort in developing risk culture within the organisation and having appropriate systems and tools for timely identification, measurement and reporting of risks for managing them.

The Company's policy is that risk management processes throughout the Company are audited by the Internal Audit function, which examines both the adequacy of the procedures and the Company's compliance with the procedures. Internal Audit discusses the results of all assessments with management, and reports its findings and recommendations to the Audit Committee.

#### 1.2 Risk mitigation and risk culture

Risk assessments shall be conducted for all business activities. The assessments are to address potential risks and to comply with relevant legal and regulatory requirements. Risk assessments are performed by competent personnel from individual departments and risk management department including, where appropriate, expertise from outside the Company. Procedures shall be established to update risk assessments at appropriate intervals and to review these assessments regularly. Based on the Risk Control and Self Assessment (RCSA), the Company shall formulate its Risk Management Strategy / Risk Management plan on annual basis. The strategy will broadly entail choosing among the various options for risk mitigation for each identified risk. The risk mitigation can be planned using the following key strategies:

**Risk Avoidance:** By not performing an activity that could carry risk. Avoidance may seem the answer to all risks, but avoiding risks also means losing out on the potential gain that accepting (retaining) the risk may have allowed.

**Risk Transfer:** Mitigation by having another party to accept the risk, either partial or total, typically by contract or by hedging.

**Risk Reduction:** Employing methods/solutions that reduce the severity of the loss

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Risk Retention: Accepting the loss when it occurs. Risk retention is a viable strategy for small risks where the cost of insuring against the risk would be greater over time than the total losses sustained. All risks that are not avoided or transferred are retained by default. This includes risks that are so large or catastrophic that they either cannot be insured against or the premiums would be infeasible.

## 1.3 Risk measurement and reporting systems

The Management would review the following aspects of business specifically from a risk indicator perspective and suitably record the deliberations during the monthly meeting.

- Review of business growth and portfolio quality.
- Discuss and review the reported details of PAR, Key Risk Threshold breaches (KRI's), consequent responses and review of operational loss events, if any.
- Review of process compliances including audit performance across organisation
- Review of HR management, training and employee attrition
- Review of new initiatives and product/policy/process changes
- Discuss and review performance of IT systems
- Review, where necessary, policies that have a bearing on the operational risk management and recommend amendments.
- Discuss and recommend suitable controls/mitigations for managing operational risk and assure that adequate resources are being assigned to mitigate the risks.
- Review analysis of frauds, potential losses, non-compliance, breaches etc. and determine corrective measures to prevent their recurrences.
- Understand changes and threats, concur on areas of high priority and possible actions for managing/mitigating the same.

## 1.4 Risk Management Strategies

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry or geographical location.

The following management strategies and policies shall be adopted by the Company to manage the various key risks.

### Political Risk mitigation measures:

- Low cost operations and Low pricing for customers
- Customer centric Approach, High Customer Retention
- Rural Focus
- Systematic customer awareness activities
- High Social Focused Activities
- Adherence to client protection guidelines
- Robust Grievance Redressal Mechanism
- Adherence to regulatory guidelines in letter and spirit

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## **Concentration Risk mitigation measures:**

- District Centric Approach
- District Exposure Cap
- Restriction on growth in urban locations
- Maximum Disbursement Cap per loan account
- Maximum loan exposure Cap per customer
- Diversified Funding Resources

## **Operational & HR Risk mitigation measures:**

- Stringent customer enrolment process
- Multiple products
- Proper recruitment policy and appraisal system
- Adequately trained field force
- Weekly & fortnightly collections – higher customer touch, lower amount instalments
- Multilevel monitoring framework
- Strong, Independent and fully automated Internal Audit Function
- Strong IT system with access to real time client and loan data

## **Liquidity Risk mitigation measures:**

- Diversified funding resources
- Asset Liability management
- Effective Fund management
- Maximum Cash holding Cap

## **Expansion Risk mitigation measures:**

- Contiguous growth
- District centric approach
- Rural focus
- Branch selection based on Census Data & Credit Bureau Data
- Three level survey of the location selected

## **2 Impairment assessment/ Credit risk (Also refer Note 3 p)**

Credit risk is the risk of loss that may occur from defaults by our Borrowers under our loan agreements. In order to address credit risk, we have stringent credit assessment policies for client selection. Measures such as verifying client details, online documentation and the usage of credit bureau data to get information on past credit behaviour also supplement the efforts for containing credit risk. We also follow a systematic methodology in the opening of new branches, which takes into account factors such as the demand for credit in the area; income and market potential; and socio-economic and law and order risks in the proposed area. Further, our client due diligence procedures encompass various layers of checks, designed to assess the quality of the proposed group and to confirm that they meet our criteria.



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

## 2.1 Definition of default, Significant increase in credit risk and stage assessment

For the measurement of ECL, Ind AS 109 distinguishes between three impairment stages. All loans need to be allocated to one of these stages, depending on the increase in credit risk since initial recognition (i.e. disbursement date):

Stage 1 includes loans for which the credit risk at the reporting date is in line with the credit risk at the initial recognition (i.e. disbursement date)

Stage 2 includes loans for which the credit risk at reporting date is significantly higher than at the risk at the initial recognition (Significant Increase in Credit Risk)

Stage 3 includes default loans. A loan is considered default at the earlier of (i) the bank considers that the obligor is unlikely to pay its credit obligations to the company in full, without recourse by the company to actions such as realizing collateral (if held); or (ii) the obligor is past due 90 days or more on any material credit obligation to the Company.

The Company offers products with weekly/fortnightly/ monthly repayment frequency, and has identified the following stage classification to be the most appropriate for its Loans:

Stage 1: 0 to 30 DPD

Stage 2: 31 to 90 DPD

Stage 3: above 91 DPD (Default)

## 2.2 Probability of Default (PD)

PD describes the probability of a loan to eventually falling into Stage 3. PD %age is calculated for each state separately and is determined by using available historical observations.

PD for stage 1: is derived as %age of all loans in stage 1 moving into stage 3 in 12-months' time.

PD for stage 2: is derived as %age of all loans in stage 2 moving into stage 3 in the maximum lifetime of the loans under observation.

PD for stage 3: is derived as 100% considering that the default occurs as soon as the loan becomes overdue for 90 days which matches the definition of stage 3.

Macroeconomic information (such as regulatory changes, market interest rate or inflation) is incorporated as part of the ECL model. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 30 days past due.

## 2.3 Exposure at default

Exposure at default (EAD) is the sum of outstanding principle and the interest amount accrued but not received on each loan as at reporting date. EAD includes on Balance Sheet portfolio, Securitized portfolio and over collateral portion (i.e. Company's own risk) pertaining to the Assigned Portfolio.

## 2.4 Loss given default

LGD is the opposite of recovery rate.  $LGD = 1 - (\text{Recovery rate})$ . LGD is calculated based on past observations of Stage 3 loans.

LGD is computed as below:

The Company determines its expectation of lifetime loss by estimating recoveries towards its loan through analysis of historical information. The Company determines its recovery rates by analysing the recovery trends over different periods of time after a loan has defaulted. LGD is the difference between the exposure at default and its recovery rate. The Company has applied cooling off period of 425 days prospectively for computation of LGD.

## 2.5 Grouping financial assets measured on a collective basis

The Company believes that the all loans disbursed in a particular state have shared risk characteristics (i.e. homogeneous). Therefore, the state wise loan portfolio are treated as separate groups and the Company will separately calculate credit losses for them.

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## 2.6 Analysis of inputs to the ECL model under multiple economic scenarios

Adjusting the ECL to reflect the expected changes (if any) in the economic environment for forward looking information in the form of management overlay.

## 3 Liquidity risk and funding management (Also Refer Note 43 R)

Liquidity risk arises due to the unavailability of adequate amount of funds at an appropriate cost and tenure. The Company may face an asset-liability mismatch caused by a difference in the maturity profile of our assets and liabilities. This risk may arise from the unexpected increase in the cost of funding an asset portfolio at the appropriate maturity and the risk of being unable to liquidate a position in a timely manner and at a reasonable price. We monitor liquidity risk through our Financial Advisory and Asset Liability Management Committee. Monitoring liquidity risk involves categorizing all assets and liabilities into different maturity profiles and evaluating them for any mismatches in any particular maturities, particularly in the short-term. We actively monitor our liquidity position to ensure that we can meet all borrower and lender-related funding requirements.

There are Liquidity Risk mitigation measures put in place which helps in maintaining the following:

### 3.1 Diversified funding resources:

The Company's finance and treasury department secures funds from multiple sources, including banks, financial institutions and is responsible for diversifying our capital sources, managing interest rate risks and maintaining strong relationships with banks, financial institutions, mutual funds, insurance companies, other domestic and foreign financial institutions and rating agencies. The Company continuously seek to diversify its sources of funding to facilitate flexibility in meeting our funding requirements. Due to the composition of our loan portfolio, which also qualifies for priority sector lending, it also engages in securitization and assignment transactions.

## 4 Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market factor. Such changes in the values of financial instruments may result from changes in the interest rates, credit, liquidity and other market changes. The Company is exposed to Interest rate risk as follows:"

### 4.1 Interest Rate Risk (IRR)

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. We are subject to interest rate risk, principally because we lend to clients at fixed interest rates and for periods that may differ from our funding sources, while our borrowings are at both fixed and variable interest rates for different periods. We assess and manage our interest rate risk by managing our assets and liabilities. Our Financial Advisory and Asset Liability Management Committee evaluates asset liability management, and ensures that all significant mismatches, if any, are being managed appropriately. The Company has Board Approved Asset Liability Management (ALM) policy for managing interest rate risk and policy for determining the interest rate to be charged on the loans given.

The following table demonstrates the sensitivity to a reasonably possible change in the interest rates on the portion of borrowings affected. With all other variables held constant, the profit before tax is affected through the impact on floating rate borrowings, as follows:

(INR in Lakh)

Finance Cost	Impact on Profit		Impact on Pre tax Equity	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
0.50 % Increase	(619.81)	(848.80)	(619.81)	(848.80)
0.50 % Decrease	619.81	848.80	619.81	848.80

## 5 Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Foreign currency risk arise majorly on account of foreign currency borrowings. The Company manages its foreign currency risk by hedging using various financial instruments like cross currency swaps , forward contracts etc.



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## 46 MATURITY ANALYSIS OF ASSETS AND LIABILITIES

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

(INR in Lakh)

Particulars	Within 12 months	After 12 months	Total as at March 31, 2024	Within 12 months	After 12 months	Total as at March 31, 2023
<b>I ASSETS</b>						
<b>1 Financial assets</b>						
a) Cash and Cash equivalents	22,886.75		22,886.75	35,996.23	-	35,996.23
b) Bank balances other than cash and cash equivalents	16,181.23	6,489.45	22,670.68	6,069.75	6,237.59	12,307.33
c) Derivative financial instruments			-	136.74	229.52	366.26
d) Trade receivables	585.26		585.26	394.64	-	394.64
e) Loans	34,267.20	6,619.00	40,886.20	133,417.95	52,554.33	185,972.29
f) Investments	-	5.65	5.65	-	5.65	5.65
g) Other Financial Assets	1,140.87	658.15	1,799.02	1,195.82	888.05	2,083.87
			-			
<b>2 Non-financial assets</b>						
a) Current tax assets (net)	1,443.76		1,443.76	-	873.95	873.95
b) Deferred tax assets (net)	-	1,095.76	1,095.76	-	1,903.58	1,903.58
c) Property, plant and equipment	-	198.09	198.09	-	204.60	204.60
d) Right to use asset	65.20	121.57	186.77	50.33	132.83	183.16
e) Other intangible assets	-	7.39	7.39	-	12.17	12.17
f) Other non-financial assets	172.54	-	172.54	201.39	1.94	203.33
<b>Total assets</b>	<b>76,742.80</b>	<b>15,195.06</b>	<b>91,937.86</b>	<b>177,462.85</b>	<b>63,044.22</b>	<b>240,507.06</b>
<b>II LIABILITIES AND EQUITY</b>						
<b>Liabilities</b>						
<b>1 Financial liabilities</b>						
a) Derivative financial instruments	-		-	-	136.02	136.02
b) Trade payables	1,599.92		1,599.92	320.06	-	320.06
c) Debt securities	23,321.18	11,600.00	34,921.18	3,366.51	33,470.79	36,837.30
d) Borrowings (other than debt securities)	12,102.95		12,102.95	103,453.45	60,943.68	164,397.13
e) Subordinated liabilities	-		-	-	1,996.19	1,996.19
f) Lease Liabilities	-	208.23	208.23	44.89	150.63	195.51
g) Other financial liabilities	1,432.88	-	1,432.88	1,572.64	-	1,572.64
<b>2 Non-financial liabilities</b>						
a) Provisions	319.21	1,150.74	1,469.95	296.72	221.86	518.58
b) Other non-financial liabilities	1,272.14	-	1,272.14	375.42	-	375.42
<b>Equity</b>						
a) Equity share capital	-	2,645.33	2,645.33	-	2,616.77	2,616.77
b) Other equity	-	36,285.30	36,285.30	-	31,541.44	31,541.44
<b>Total liabilities and equity</b>	<b>40,048.27</b>	<b>51,889.60</b>	<b>91,937.87</b>	<b>109,429.69</b>	<b>131,077.37</b>	<b>240,507.06</b>

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## 47 CHANGES IN LIABILITY ARISING FROM FINANCING ACTIVITIES

(INR in Lakh)

Particulars	Opening as on April 1, 2023	Compulsorily convertible preference shares (CCPS) - Borrowings	Changes in fair values	Others*	Cash flow	Closing as on March 31, 2024
Debt securities at amortized cost	36,837.30	-	-	333.88	(2,250.00)	34,921.18
Borrowings other than debt securities	164,397.13	-	0.00	872.33	(153,166.51)	12,102.95
Subordinated liabilities at amortized cost	1,996.19	-	-	3.81	(2,000.00)	-
<b>Total</b>	<b>203,230.62</b>	<b>-</b>	<b>0.00</b>	<b>1,210.03</b>	<b>-157,416.51</b>	<b>47,024.13</b>

(INR in Lakh)

Particulars	Opening as on April 1, 2023	Compulsorily convertible preference shares (CCPS) - Borrowings	Changes in fair values	Others*	Cash flow	Closing as on March 31, 2024
Debt securities at amortized cost	41,773.36	-	-	503.94	(5,440.00)	36,837.30
Borrowings other than debt securities	91,786.00	-	400.84	(506.32)	72,716.61	164,397.13
Subordinated liabilities at amortized cost	4,402.14	-	-	(5.95)	(2,400.00)	1,996.19
Borrowings under securitisation arrangement	732.01	-	-	-	(732.01)	-
<b>Total</b>	<b>138,693.51</b>	<b>-</b>	<b>400.84</b>	<b>(8.32)</b>	<b>64,144.60</b>	<b>203,230.62</b>

\*Others column include effect of amortisation and interest accrued and initial issue cost as per Ind AS.

## 48 CATEGORIES OF FINANCIAL INSTRUMENTS AND THEIR FAIR VALUES:

Categories of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below.

(INR in Lakh)

As at March 31, 2024	FVTPL	FVTOCI	Amortised cost	Total
<b>Financial assets</b>				
Cash and cash equivalents	-	-	22,886.75	22,886.75
Bank balance other than cash and cash equivalents	-	-	22,670.68	22,670.68
Derivative financial instruments	-	-	-	-
Trade receivables	-	-	585.26	585.26
Loans	-	-	40,886.20	40,886.20
Investments	5.65	-	-	5.65
Other financial assets	-	-	1,799.02	1,799.02
<b>Total</b>	<b>5.65</b>	<b>-</b>	<b>88,827.91</b>	<b>88,833.57</b>

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As at March 31, 2024	FVTPL	FVTOCI	Amortised cost	Total
<b>Financial liabilities</b>				
Derivative financial instruments	-	-	-	-
Trade Payables	-	-	-	-
(i) Total outstanding dues of micro enterprises and small enterprises	-	-	24.30	24.30
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	1,575.62	1,575.62
Debt securities	-	-	34,921.18	34,921.18
Borrowings (other than debt securities)	-	-	12,102.95	12,102.95
Subordinated liabilities	-	-	-	-
Other financial liabilities	-	-	1,432.89	1,432.89
<b>Total</b>	<b>-</b>	<b>-</b>	<b>50,056.93</b>	<b>50,056.93</b>

(INR in Lakh)

As at March 31, 2023	FVTPL	FVTOCI	Amortised cost	Total
<b>Financial assets</b>				
Cash and cash equivalents	-	-	35,996.23	35,996.23
Bank balance other than cash and cash equivalents	-	-	12,307.33	12,307.33
Derivative financial instruments	366.26	-	-	366.26
Trade receivables	-	-	394.64	394.64
Loans	-	-	185,972.29	185,972.29
Investments	5.65	-	-	5.65
Other financial assets	-	-	2,083.87	2,083.87
<b>Total</b>	<b>371.91</b>	<b>-</b>	<b>236,754.36</b>	<b>237,126.27</b>
<b>Financial liabilities</b>				
Derivative financial instruments	136.02	-	-	136.02
Trade Payables	-	-	-	-
(i) Total outstanding dues of micro enterprises and small enterprises	-	-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	320.06	320.06
Debt securities	-	-	36,837.30	36,837.30
Borrowings (other than debt securities)	-	-	164,397.13	164,397.13
Subordinated liabilities	-	-	1,996.19	1,996.19
Other financial liabilities	-	-	1,572.64	1,572.64
<b>Total</b>	<b>136.02</b>	<b>-</b>	<b>205,123.32</b>	<b>205,259.34</b>

The Management has assessed that the fair value of the financial assets, trade payable and other financial liabilities carried at amortised cost approximate their carrying amounts largely due to the short term maturities of these instruments. Fair value of the debt securities and borrowings (other than debt securities) carried at amortised cost approximates their carrying amounts as these borrowings carries market linked floating rate of interest.

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## Valuation techniques and significant unobservable inputs:

The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial recognition, the Company determines the fair value of financial instruments that are quoted in active markets using the quoted bid prices (financial assets held) or quoted ask prices (financial liabilities held) and using valuation techniques for other instruments. Valuation techniques include discounted cash flow method using the closing curves available on the market terminals as at the end of reporting period.

The Company measures financial instruments, such as investments at fair value.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

## Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

There have been no transfers between Level 1 and Level 2 during the year .

## As at March 31, 2024

(INR in Lakh)

Financial assets (measured at fair value)	Carrying amount FVTPL	Fair value		
		Level 1	Level 2	Level 3
Derivative financial instruments	-	-	-	-
Investments	5.65	-	-	5.65
<b>Total</b>	<b>5.65</b>	<b>-</b>	<b>-</b>	<b>5.65</b>

## As at March 31, 2023

(INR in Lakh)

Financial assets (measured at fair value)	Carrying amount FVTPL	Fair value		
		Level 1	Level 2	Level 3
Derivative financial instruments	366.26	-	366.26	-
Investments	5.65	-	-	5.65
<b>Total</b>	<b>371.91</b>	<b>-</b>	<b>366.26</b>	<b>5.65</b>



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## Fair value of financial instruments not measured at fair value

Set out below is a comparison, by class, of the carrying amounts and fair values of the Company's financial instruments that are not carried at fair value in the financial statements.

(INR in Lakh)

Particulars	31 March 2024			31 March 2023		
	Carrying Value	Fair Value	Fair Value Hierarchy	Carrying Value	Fair Value	Fair Value Hierarchy
<b>Financial liabilities at amortised cost</b>						
Non convertible debentures	34,921.18		Level 3	36,837.30	41,222.54	Level 3
Borrowings (other than debt securities)	12,102.95		Level 3	164,397.13	166,678.81	Level 3
Subordinated liabilities	-		Level 3	1,996.19	2,252.15	Level 3
<b>Total financial liabilities</b>	<b>47,024.12</b>	<b>-</b>		<b>203,230.63</b>	<b>210,153.50</b>	

The fair value of the financial liabilities are considered at the amount, at which the instrument could be exchanged in current transaction between willing parties, other than in forced or liquidation sale. Carrying value includes interest accrued as on year end.

## Loans:

(INR in Lakh)

Particulars	31 March 2024			31 March 2023		
	Carrying Value	Fair Value	Fair Value Hierarchy	Carrying Value	Fair Value	Fair Value Hierarchy
<b>Financial assets at amortised cost</b>						
Loans	43,148.51	43,148.51	Level 3	190,566.08	190,805.14	Level 3
<b>Total financial assets</b>	<b>43,148.51</b>	<b>43,148.51</b>		<b>190,566.08</b>	<b>190,805.14</b>	

Based on the past experience, the management is of the view that the fair value of loans as on the reporting date approximates its carrying value

- 49** The Parliament has approved the Code on Social Security, 2020 ('Code') which may impact the contribution by the Company towards Provident Fund and Gratuity. The effective date from which the Code and its provisions would be applicable is yet to be notified and the rules which would provide the details based on which financial impact can be determined are yet to be framed. The Company will complete its evaluation and will give appropriate impact, if any, in the financial result following the Code becoming effective and the related rules being framed and notified. The Company has taken professional opinion in this regard and will ensure that it makes adequate provisions to remain compliant with all requirements.
- 50** The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or other kind of funds) to or in any other person or entity, including foreign entity ("intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, 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:
- The Company has not received any funds (which are material either individually or in aggregate) from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 51** The disclosure on the following matters required under schedule III as amended not being relevant or applicable in case of the Company, same are not covered:
- The Company has not traded or invested in crypto currency or virtual currency during the financial year.
  - The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

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- c The Company has not been declared wilful defaulter by any bank or financial institutions or government or any government authority.
- d The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- e The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- f The Company does not have any relationship with Struck off Companies.
- g The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- h The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

## 52 SEGMENT REPORTING:

The Company operates in a single reportable segment i.e. lending to members, and other related activities which has similar risks and returns for the purpose of IND AS-108 on 'Segment Reporting'. The Company operates in a single geographical segment i.e. India.

## 53 CONTINGENT LIABILITY

(INR in Lakh)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Performance security provided by the Company pursuant to service provider agreement in relation to direct sale agreement	4,075.39	3,244.11
<b>Disputed Income tax liability</b>	<b>182.96</b>	<b>137.90</b>

- 54 There are no capital commitments at the current and previous year-end.
- 55 There have been no events after the reporting date that require adjustment / disclosure in these financial statements.
- 56 The figures appearing in the financial statement for the financial year ending 31 March 2024 and 31 March 2023 have been rounded off to nearest lakh.

**For and on behalf of the Board of Directors of  
Sonata Finance Private Limited**

### **B R Maheswari & Co LLP**

Chartered Accountants  
Firm's Registration No.: 001035N / N500050

### **CA Akshay Maheshwari**

Partner  
Membership No: 504704

### **Anup Kumar Singh**

Managing Director & CEO  
DIN: 00173413

### **Tapobrat Chaudhuri**

Director  
DIN: 09291548

### **Akhilesh Kumar Singh**

Chief Financial Officer

### **Anjali Manwani Siddiqui**

Company Secretary

Lucknow  
April 27, 2024

Lucknow  
April 27, 2024

## **CORPORATE INFORMATION**

### **REGISTERED OFFICE**

Sonata Finance Private Limited  
II Floor, PG Tower, CP-1, Kursi Road,  
Vikas Nagar, Lucknow- 226022, Uttar Pradesh, India

### **STATUTORY AUDITORS**

M/s B R Maheswari & Co LLP  
M-118, Connaught Circus,  
New Delhi-110001  
(ICAI Firm Registration No. 001035N/N500050)

### **SECRETARIAL AUDITORS**

M/s Amit Gupta & Associates,  
Practicing Company Secretaries  
Lucknow  
(Membership No. F5478; CP No. 4682)

### **DEBENTURE TRUSTEES**

Catalyst Trusteeship Limited  
(Erstwhile GDA Trusteeship Limited)  
GDA House, Plot No. 85,  
Bhusari Colony (Right),  
Paud Road, Kothrud,  
Pune-411 038  
Tel No.: (020) 66807200/ 223/ 224  
E-mail: [dt@ctltrustee.com](mailto:dt@ctltrustee.com)

### **REGISTRAR AND TRANSFER AGENTS**

#### **Skyline Financial Services Private Limited (for Shares)**

D-153 A| 1st Floor | Okhla Industrial Area, Phase- I, New Delhi-110 020  
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Fax: +91 11 26812682  
Website: [www.skylinerta.com](http://www.skylinerta.com)

#### **NSDL Database Management Limited (for Debentures)**

+4th Floor, Trade World, A Wing, Kamala Mills Compound, Senapati Bapat Marg,  
Lower Parel, Mumbai- 400 013  
Tel: 022 4914 2591 (D)  
022 4914 2700 (B)  
9833515383 (M)  
Website: [www.nsdل.co.in](http://www.nsdل.co.in)Website: [www.nsdل.co.in](http://www.nsdل.co.in)