SUPRA PACIFIC | FINANCIAL SERVICES LIMITED

POWERING PROGRESS

A BSE Listed Non-Banking Financial Company

# ANNUAL **REPORT**

## 2025-2026


BUILDING RESILIENCE.
**DRIVING PROGRESS.**

Supra Pacific Financial Services Limited is a BSE-listed, Reserve Bank of India registered Non-Banking Financial Company serving individuals, self-employed customers, small traders and micro-entrepreneurs through a diversified portfolio of Gold Loans, Vehicle Loans, Microfinance, Traders Loans, Personal Loans and Working Capital Loans, together with insurance-related services.

CORPORATE IDENTITY NUMBER

L64990MH1986PLC039547

LISTED ON

BSE Limited

REGULATORY CLASSIFICATION

NBFC — Base Layer, Scale Based Regulation framework

FINANCIAL YEAR REPORTED

1 April 2025 to 31 March 2026

ANNUAL GENERAL MEETING

40th AGM — Monday, 21 September 2026, 11.00 a.m., through VC / OAVM

BASIS OF PREPARATION

Standalone financial statements prepared under Ind AS

**Registered & Corporate Office**

Floor 11, Office A-1107, Kanakia Wall Street,
Andheri Kurla Road, Chakala MIDC, Andheri East,
Mumbai, Maharashtra 400093

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www.suprapacific.com

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# CORPORATE OVERVIEW

*Our foundation. Our performance. Our purpose.*

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

Joby George
Chairman & Managing Director

Abidh Abubakkar
Executive Director

Sandeep Babu Thonnangamath
Non-Executive Non-Independent Director

Manoj Karumathil
Non-Executive Non-Independent Director

Dhanya Jose
Independent Director

Kanjirikkapallil Saithumuhammad Anvar
Independent Director

Joly Sebastian
Independent Director

Adayadiyil George Varughese
Independent Director

## KEY MANAGERIAL PERSONNEL

Manoj Raveendrannair
Chief Executive Officer

Rajeev M. R.
Chief Financial Officer

Leena Yezhuvath
Company Secretary & Compliance Officer

## STATUTORY AUDITORS

M/s G Joseph & Associates
Chartered Accountants, Kochi
Firm Registration No. 006310S

## SECRETARIAL AUDITORS

M/s DV & Associates
Practising Company Secretaries, Kochi

## REGISTRAR & SHARE TRANSFER AGENT

M/s Purva Sharegistry India Pvt. Ltd.
Unit No. 9, Ground Floor, Shiv Shakti Ind. Estate,
J. R. Boricha Marg, Lower Parel East,
Mumbai, Maharashtra 400011

## DEBENTURE TRUSTEE

M/s Catalyst Trusteeship Ltd.
GDA House, Plot No. 85, Bhusari Colony (Right),
Paud Road, Kothrud, Pune 411038

## BANKERS

Federal Bank Limited
South Indian Bank Limited
City Union Bank
CSB Bank Limited
HDFC Bank Limited
State Bank of India

## REGISTERED & CORPORATE OFFICE

Floor 11, Office A-1107,
Kanakia Wall Street, Andheri Kurla Road,
Chakala MIDC, Andheri East,
Mumbai, Maharashtra 400093

CIN L64990MH1986PLC039547

info@suprapacific.com · www.suprapacific.com

MESSAGE FROM THE

# CHAIRMAN & MANAGING DIRECTOR

Joby George

*"Our financial performance continues to strengthen, supported by a growing balance sheet and improving business fundamentals."*

Dear Shareholders,

It gives me great pleasure to present to you the Annual Report of Supra Pacific Financial Services Limited for the financial year 2025–26.

The year under review was marked by a dynamic operating environment, evolving customer needs and continued transformation across the financial services sector. Against this backdrop, your Company remained focused on its core objective of building a sustainable, customer-centric and responsible financial services institution, while strengthening its operating foundation for the years ahead.

## FINANCIAL PERFORMANCE

During FY 2025–26, the Company achieved a key milestone by recording **Assets Under Management (AUM) of ₹351.67 crore**. Revenue from operations increased to **₹87.86 crore** in FY 2025–26 from **₹47.42 crore** in FY 2024–25. EBITDA increased from **₹19.19 crore** in the FY 2024-25 to **₹46.59 Crore** in the FY 2025-26. The net profit has improved from **₹1.21 crore** in FY 2024–25 to **₹8.17 Crore** in FY 2025–26.

Our financial performance continues to strengthen, supported by a growing balance sheet and improving business fundamentals. Net worth has improved to **₹114.96 crore** and is expected to scale up further over the coming years.

The quality of our portfolio remains a key priority. As of FY 2025–26, Gross NPA stood at **1.22 %** and Net NPA at **0.73%** as of FY 2025-26. Further our **Capital to Risk-Weighted Assets Ratio (CRAR) of 38.89 %** reflects a strong capital position and provides a sound foundation for supporting our growth ambitions.

## DIVERSIFIED RETAIL FINANCIAL SERVICES

As a retail-focused NBFC, we continue to serve individuals, self-employed customers, small traders, micro-entrepreneurs and other underserved segments through a diversified portfolio comprising **Gold Loans, Vehicle Loans, Microfinance, Traders Loans, Personal Loans and Working Capital Loans**, along with insurance-related services.

Our diversified business model enables us to address varied customer requirements while maintaining a disciplined approach to risk and portfolio quality. We remain focused on developing each business segment in line with its market opportunity, economics and risk characteristics, thereby creating a balanced and resilient lending franchise.

During the year, we continued to strengthen our business fundamentals through responsible credit growth, prudent underwriting, effective collections, liquidity management and stronger internal controls. Our objective is to create a business model that balances growth with resilience and long-term sustainability.

## FINANCIAL INCLUSION AND RESPONSIBLE LENDING

Financial inclusion remains an important part of our broader purpose. For many of our customers, timely access to formal credit can support household requirements, small businesses, income-generating activities and financial stability.

We recognise the responsibility that comes with being a financial services provider. Accordingly, we remain committed to transparency, fairness, responsible lending practices and maintaining strong relationships with our customers. We believe sustainable growth can only be achieved when the interests of customers and other stakeholders remain at the centre of our business.

## GOVERNANCE, RISK MANAGEMENT AND COMPLIANCE

The regulatory environment for NBFCs continues to evolve, with increasing emphasis on governance, risk management, customer protection, transparency and operational resilience. Your Company remains committed to maintaining high standards of corporate governance and complying with all applicable regulatory requirements.

We believe that strong governance is not merely a regulatory obligation, but a fundamental pillar of a sustainable institution. We will therefore continue to strengthen our risk management framework, internal controls, compliance systems and monitoring mechanisms as the Company grows.

Asset quality will remain a key area of focus. We will continue to enhance credit underwriting, customer assessment, portfolio monitoring, early-warning mechanisms and collection processes, while maintaining adequate liquidity and capital buffers.

## TECHNOLOGY AND DIGITAL TRANSFORMATION

Technology is increasingly reshaping the delivery of financial services. Your Company continues to strengthen its digital and technology capabilities with the objective of improving customer convenience, operational efficiency, information management and risk monitoring.

We intend to progressively leverage technology across customer onboarding, credit assessment, loan processing, servicing, collections and management information systems. At the same time, we remain conscious of the importance of **data security, cybersecurity, information privacy and responsible use of technology**, which will remain integral to our digital transformation journey.

## OUTLOOK AND PRIORITIES

Looking ahead, we see significant opportunities in India's retail credit market. Rising formalisation, increasing financial awareness, entrepreneurship, expanding digital adoption and continued demand for accessible credit provide a favourable environment for responsible growth.

As part of our growth strategy, the Company is also focused on **expanding its branch network and increasing its geographical presence across key markets**. We plan to open more branches in a calibrated manner, taking into consideration market potential, customer demand and operational viability. The expansion of our branch network will enable us to reach a larger customer base, deepen our presence in existing markets and provide greater access to our diversified range of financial products.

We intend to pursue these opportunities selectively while remaining disciplined in our approach to credit, capital and liquidity. Our priorities for the coming year will include strengthening asset quality, expanding our customer franchise, opening additional branches, improving operational efficiency, enhancing technology capabilities, maintaining adequate liquidity and capital, and building an even stronger risk and compliance culture.

As we move forward, our focus will remain on creating a stronger, more diversified and technology-enabled financial services institution with a wider geographical footprint, capable of delivering sustainable value over the long term.

## ACKNOWLEDGEMENT

I would like to express my sincere appreciation to our customers for their continued trust and confidence. I also thank our shareholders, lenders, business partners and other stakeholders for their valuable support and continued association with the Company. I place on record my appreciation for the commitment and dedication of our employees, whose efforts continue to strengthen the Company's foundation and enable us to pursue our objectives. I also acknowledge the guidance and support provided by the Board of Directors.

We remain confident about the opportunities ahead and are committed to pursuing growth with prudence, integrity and responsibility. Our endeavour will continue to be to build a resilient, customer-focused and sustainable institution while creating enduring long-term value for all our stakeholders.

Warm regards,

Joby George

Chairman & Managing Director

MESSAGE FROM THE

# CHIEF EXECUTIVE OFFICER

Manoj Raveendrannair

*"Our objective is not simply to become a larger NBFC, but a more capable, resilient, technology-driven and multidimensional financial institution."*

Dear Stakeholders,

It is my privilege to share with you the performance and progress of Supra Pacific Financial Services Limited during the financial year 2025–26.

The year under review was marked by continued focus, disciplined execution and strengthening of our operating platform. Our objective remains clear — to build a responsible, technology-enabled and diversified retail financial services institution that can scale sustainably while creating long-term value for all our stakeholders.

Our diversified product portfolio—including **Gold Loans, Vehicle Loans, Microfinance, Traders Loans, Personal Loans and Working Capital Loans**—enables us to address a broad range of customer requirements and segments. Our insurance-related activities further complement our financial services offering. Going forward, we intend to become increasingly multidimensional, creating multiple and complementary growth engines rather than relying on a single product or customer segment.

## OUR STRATEGIC DIRECTION

As we look ahead, we have defined a clear strategic roadmap for the next three years. Our ambition is to build a stronger, larger and more digitally and technologically proficient organisation, while maintaining prudent risk management and financial discipline.

**Digital and technology proficiency** will be one of the key pillars of our growth strategy. We intend to leverage technology across the customer journey — from customer acquisition and onboarding to credit assessment, loan processing, servicing, collections and customer engagement. Our focus will be on developing technology capabilities that improve speed, convenience, transparency and operational efficiency, while strengthening controls, data security and risk management.

Our objective is to establish **more than 300 branches within the next three years**, supported by appropriate technology, processes and human capital. Branch expansion will be undertaken in a calibrated manner, with emphasis on market potential, customer demand, operational viability and the Company's ability to maintain consistent service and risk standards.

Alongside geographical expansion, we have set ourselves an ambitious objective of achieving an **Assets Under Management (AUM) of ₹2,000 crore within the next three years.** This target reflects our aspiration to build a significantly larger and more diversified lending franchise. Importantly, our focus will not be growth at any cost. Portfolio quality, collection efficiency, capital adequacy, liquidity and sustainable profitability will remain integral to the achievement of this objective.

## BUILDING A MULTIDIMENSIONAL FINANCIAL SERVICES BUSINESS

The next phase of our growth will be driven by our ability to build a multidimensional business model. We will deepen our presence across existing lending products while selectively developing new products and services that complement our customer base and distribution network.

Our lending products address different customer requirements and carry distinct risk-return characteristics. Accordingly, we will maintain an appropriate product mix and develop each segment based on its market opportunity, economics and risk profile. Our insurance business also provides an opportunity to broaden customer relationships beyond credit and support their wider financial protection needs.

## RESPONSIBLE GROWTH AND ASSET QUALITY

As we pursue our growth ambitions, asset quality will remain non-negotiable. We will continue to strengthen our credit underwriting, customer assessment, portfolio monitoring, early-warning mechanisms and collection processes, supported by a robust risk management framework.

We recognise that sustainable growth in financial services is determined not merely by the size of the loan book, but by the quality of the portfolio, the strength of customer relationships, the efficiency of operations and the Company's ability to manage risks effectively.

## TECHNOLOGY AS A BUSINESS ENABLER

Technology will increasingly become embedded in every aspect of our business.

Our aspiration is to become a digitally and technologically proficient NBFC, using technology not merely as a support function but as a core business enabler. We intend to enhance our capabilities in data analytics, digital customer journeys, credit assessment, process automation, collections, management information systems and business intelligence. At the same time, we recognise that greater technology adoption brings increased responsibility. Cybersecurity, data privacy, information security and appropriate governance will therefore remain important components of our technology strategy.

## OUR PEOPLE

Our growth ambitions can only be achieved through a capable and committed workforce. As we expand our branch network and strengthen our technology capabilities, we will continue to invest in talent acquisition, employee training, leadership development and functional expertise. We aim to create a culture that encourages innovation and entrepreneurship while maintaining accountability, integrity, compliance and customer-centricity.

## THE ROAD AHEAD

As India moves towards its vision of a Viksit Bharat by 2047, we aspire to play our part in this transformative journey by enabling wider access to responsible finance, supporting entrepreneurship and contributing to the financial empowerment of individuals and businesses.

The next three years represent an important phase in the Company's journey. Our vision is to build a technology-enabled, geographically well-distributed and multidimensional financial services institution, with a target of:

- ₹2,000 crore AUM within three years;
- More than 300 branches within three years;
- Stronger presence across major cities and key markets in India;
- Greater digital and technological proficiency;
- A diversified and balanced product portfolio; and
- Sustainable growth supported by strong governance, risk management and asset quality.

These objectives are ambitious, but we believe they are achievable through disciplined execution, continuous innovation and a strong focus on our customers.

We will continue to pursue opportunities with prudence and remain responsive to changes in customer behaviour, technology, regulation and the broader economic environment. Our objective is not simply to become a larger NBFC, but to become a more capable, resilient, technology-driven and multidimensional financial institution.

I would like to express my sincere gratitude to our customers for their continued trust and confidence. I also thank our employees for their dedication and commitment, and our Board of Directors, shareholders, lenders, business partners and other stakeholders for their continued support and guidance.

We look forward to the coming years with confidence, ambition and a clear commitment to responsible and sustainable growth.

Yours faithfully,

Manoj Ravi

Chief Executive Officer

# FY 2025–26 AT A GLANCE

Standalone figures prepared under Ind AS. Amounts in Indian Rupees.

**351.67 cr**
Assets Under Management
FY 2024–25: ₹247.33 cr · +42.19%

**87.86 cr**
Revenue from Operations
FY 2024–25: ₹47.42 cr · +85.29%

**7.88 cr**
Profit After Tax
FY 2024–25: ₹1.14 cr

**8.17 cr**
Total Comprehensive Income
FY 2024–25: ₹1.21 cr

**492.95 cr**
Total Assets
FY 2024–25: ₹299.87 cr

**117.51 cr**
Shareholders' Funds
Tier I capital ₹114.96 cr

**38.89%**
Capital Adequacy Ratio
RBI minimum 15%

**1.22%**
Gross NPA
Net NPA 0.73%

**2.48**
Earnings Per Share (₹)
FY 2024–25: ₹0.45

**735**
Employees on Rolls
FY 2024–25: 674

**101**
Branch Network
88 Gold Loan · 13 Microfinance

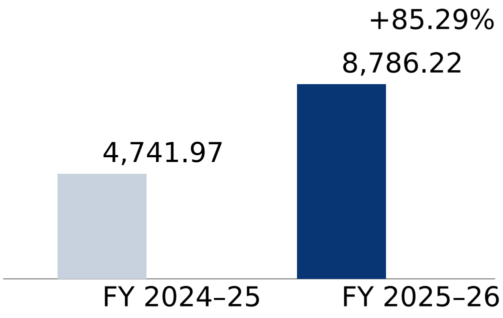
**39,725**
Customers Served
As at 31 March 2026

Assets Under Management is stated on a gross basis. The Balance Sheet carries Loans net of impairment allowance.

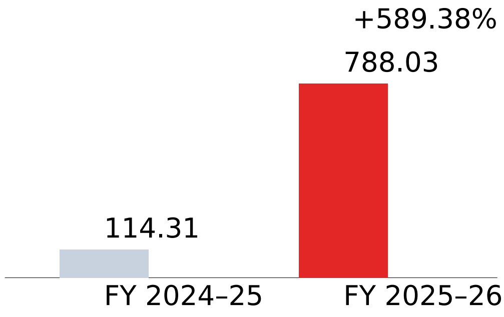
# BUSINESS PERFORMANCE

A year of broad-based growth across income, profitability and balance-sheet size, delivered alongside a strengthened capital position.

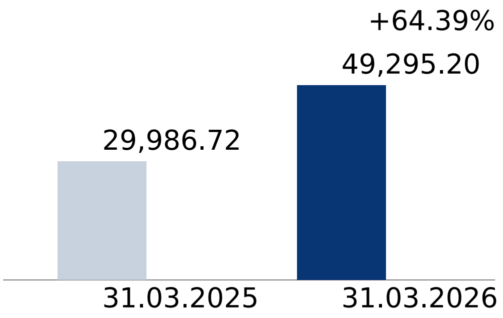
**Revenue from Operations** ₹ in lakh



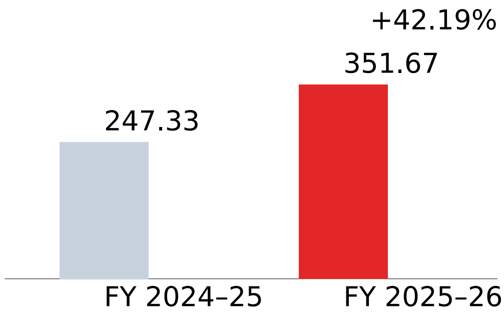

**Profit After Tax** ₹ in lakh




**Total Assets** ₹ in lakh




**Assets Under Management** ₹ in crore

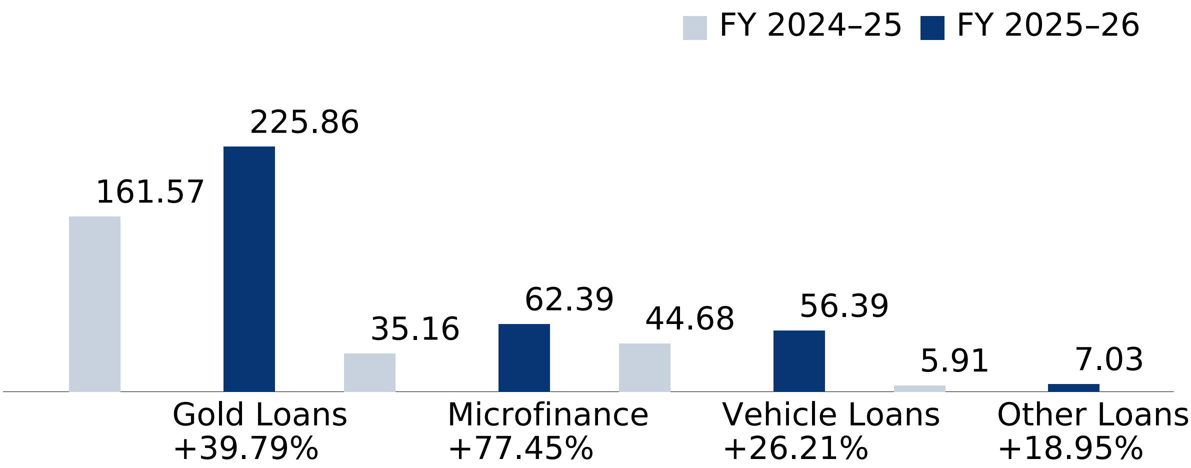



Gross assets under management.

# PORTFOLIO & CAPITAL

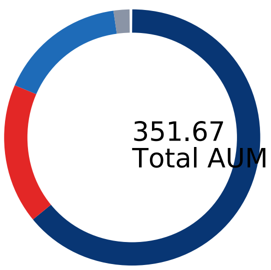
## Segment-wise Assets Under Management

₹ in crore




## Portfolio Mix — FY 2025–26

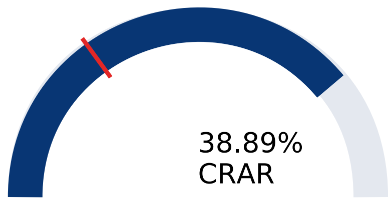
₹ in crore




| | | |
|---|---|---|
| Gold Loans | **225.86** | 64.2% |
| Microfinance | **62.39** | 17.7% |
| Vehicle Loans | **56.39** | 16.0% |
| Other Loans | **7.03** | 2.0% |

## Capital to Risk-Weighted Assets Ratio

% of risk-weighted assets




Regulatory minimum of 15% prescribed by the Reserve Bank of India.

| | | | |
|---|---|---|---|
| **25.93%** Tier I Capital | **12.96%** Tier II Capital | **1.22%** Gross NPA | **0.73%** Net NPA |

Capital adequacy computed in accordance with the applicable Reserve Bank of India directions.

# PRODUCTS & SERVICES

A diversified retail lending franchise across six product categories, complemented by insurance-related services undertaken as permitted under the applicable regulatory framework.

## Gold Loans

Loans against gold jewellery supporting short-term liquidity requirements, valued for accessibility and quick processing. The Company's principal portfolio segment.

**₹225.86 cr** AUM · **+39.79%** growth

## Vehicle Loans

Financing for the acquisition of new and used vehicles, contributing to the diversification of the retail loan portfolio.

**₹56.39 cr** AUM · **+26.21%** growth

## Microfinance

Credit extended to underserved and low-income customer segments in support of household and income-generating requirements.

**₹62.39 cr** AUM · **+77.45%** growth

## Traders Loans

Working capital and short-term funding for small traders and business establishments.

Reported within Other Loans — ₹7.03 cr AUM, +18.95% growth

## Personal Loans

Financing for personal, household and emergency requirements across a broad customer base.

Reported within Other Loans — ₹7.03 cr AUM, +18.95% growth

## Working Capital Loans

Short-term funding and liquidity support for the day-to-day operational needs of businesses.

Reported within Other Loans — ₹7.03 cr AUM, +18.95% growth

### INSURANCE-RELATED ACTIVITIES

The Company undertakes insurance-related activities as permitted under the applicable regulatory framework. These activities complement the Company's lending relationship with customers by facilitating access to relevant insurance products, with continued focus on appropriate customer disclosures, suitability and transparency.

# BOARD OF DIRECTORS

The Board comprised eight Directors as at 31 March 2026 — two Executive, two Non-Executive Non-Independent and four Independent Directors. Composition, attendance and committee membership are set out in the Report on Corporate Governance.

EXECUTIVE

**Joby George**

Chairman & Managing Director

DIN 06429801

EXECUTIVE

**Abidh Abubakkar**

Executive Director

DIN 08569590

NON-EXECUTIVE

**Sandeep Babu Thonnangamath**

Non-Executive Non-Independent Director

DIN 08242822

NON-EXECUTIVE

**Manoj Karumathil**

Non-Executive Non-Independent Director

DIN 08760264

INDEPENDENT

**Dhanya Jose**

Independent Director

DIN 09724286

INDEPENDENT

**Kanjirikkapallil Saithumuhammad Anvar**

Independent Director

DIN 09763977

INDEPENDENT

**Joly Sebastian**

Independent Director

DIN 10168844

INDEPENDENT

**Adayadiyil George Varughese**

Independent Director

DIN 08842948

# KEY MANAGERIAL PERSONNEL

Key Managerial Personnel as at the date of the Director's Report, in terms of Section 203(1) read with Section 2(51) of the Companies Act, 2013 and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**Joby George**
Managing Director

**Manoj Raveendrannair**
Chief Executive Officer

## CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY

| | |
|---|---|
| Rajeev M. R. | Chief Financial Officer |
| Leena Yezhuvath | Company Secretary & Compliance Officer |

Mr. Manoj Raveendrannair was appointed Chief Executive Officer with effect from 4 May 2026.

# HUMAN CAPITAL

| 735 | 674 | +61 | 7.83% |
| --- | --- | --- | --- |
| Permanent employees on rolls as at 31 March 2026 | Permanent employees as at 31 March 2025 | Net addition during FY 2025–26 | Increase in median remuneration |

The Company regards its employees as a great asset and recognises that employees are central to operational efficiency and long-term growth. The Company continues to provide a safe, inclusive and performance-oriented workplace, and enjoyed cordial relationships with workers and employees at all levels during the year under review.

Training programmes are undertaken to enhance employees' understanding of credit processes, collections, regulatory requirements, customer service, risk management and operational controls. As the Company expands its branch network and strengthens its technology capabilities, it will continue to invest in talent acquisition, employee training, leadership development and functional expertise.

The Company has in place a policy for prevention of sexual harassment at the workplace and has constituted an Internal Committee in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Disclosures under that Act, and in relation to the Maternity Benefit Act, 1961, are set out in the Director's Report.

> *Our growth ambitions can only be achieved through a capable and committed workforce. We aim to create a culture that encourages innovation and entrepreneurship while maintaining accountability, integrity, compliance and customer-centricity.*
>
> Manoj Raveendrannair, Chief Executive Officer

# REWARDS & RECOGNITIONS

Recognition received during the year under review, together with the credit rating reaffirmed for the Company's borrowing programmes.

## Certified for the fifth consecutive year

The Company has been recognised as a **Great Place To Work**, reaffirming its commitment to fostering an outstanding work environment for its employees. This achievement builds upon previous certifications in 2021–22, 2022–23, 2023–24 and 2024–25.

| | | | | |
|---|---|---|---|---|
| 2021–22 | 2022–23 | 2023–24 | 2024–25 | 2025–26 |

### CREDIT RATING

Infomerics Valuation and Rating Ltd. reaffirmed **IVR BBB- / Stable** during FY 2025–26 across the Company's Long Term Fund Based Term Loans (₹58.69 crore), Long Term Fund Based Limits — Overdraft (₹30.50 crore) and Long Term Fund Based Proposed Term Loans (₹10.81 crore). Full particulars are set out in the Director's Report.

02

# STATUTORY REPORTS

*Governance, disclosure and accountability.*

# NOTICE OF THE 40TH ANNUAL GENERAL MEETING

Supra Pacific Financial Services Limited · CIN L64990MH1986PLC039547

**SUPRA PACIFIC FINANCIAL SERVICES LIMITED**

**CIN: L64990MH1986PLC039547**

**Registered Office/Corporate Office:** Office Number: A-1107., Kanakia Wall Street, Andheri Kurlaroad, Andheri East, Chakala MIDC, Mumbai, Maharashtra, India, 400093

Tel: 1800120199666 / Website: www.suprapacific.com / Email: info@suprapacific.com

**NOTICE OF THE 40$^{th}$ ANNUAL GENERAL MEETING**

Notice is hereby given that the 40$^{th}$ Annual General Meeting of the members of Supra Pacific Financial Services Limited (CIN: L64990MH1986PLC039547) will be held on Monday, the 21$^{st}$ September, 2026 at 11.00 a.m. through Video Conferencing/Other Audio-Visual Means (‘VC/OAVM’), to transact the following business: The venue of the meeting shall be deemed to be the Registered Office of the Company.

**ORDINARY BUSINESS:**

## ITEM –1

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2026 and the Reports of Board of Directors and the Auditors Report thereon.

## ITEM –2

- To appoint a Director in place of Mr. Manoj K (DIN 08760264) who retires by rotation in terms of Section 152(6) of the companies Act, 2013 and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

## ITEM –3

- Issuance of Non- Convertible Debentures through private placement by the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules framed thereunder and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the consent of the members of the Company, the Board of Directors of the Company be and is hereby accord their consent for making offer(s) or invitation(s) to subscribe to secured/unsecured/subordinated, rated/unrated, listed/unlisted Non-Convertible Debentures (“NCDs”) of the Company on a private placement basis, in one or more tranches, for a period of 1 (one) year from the date hereof, on such terms and conditions including the price, coupon, premium/discount, tenor etc., as may be determined by the Board of Directors (including any committee authorised by the Board of Directors thereof), based on the prevailing market condition.”

“**RESOLVED FURTHER THAT** the aggregate amount to be raised through the issuance of NCDs pursuant to the authority under this Resolution shall not exceed the overall limit of Rs. 500 Crore (Rupees Five Hundred Crore Only)”

“**RESOLVED FURTHER THAT** in connection with the aforesaid, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

## ITEM –4

- Authority to Issue Unsecured Subordinated Debts

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

"**RESOLVED THAT**, pursuant to the all applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Share Capital and Debentures) Rules, 2014, rules and regulations of Reserve Bank of India and Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time and consent of the members of the company be and is hereby accorded to the board of directors to make offers, invitations and the issue of Unsecured Subordinated Debt (Sub Debt) (Tier II) in one or more tranches, with the consent being valid for a period of 1 (one) year from the date hereof, on such terms and conditions including the price, coupon, premium/discount, tenor etc., as may be determined by the Board of Directors (or any other person so authorized by the Board of Directors), based on the prevailing market condition."

**"RESOLVED FURTHER THAT**, the aggregate amount to be raised through the issuance of Subordinated Debt (Sub Debt) (Tier II) pursuant to the authority under this Resolution shall not exceed the limit of Rs.500 crore (Rupees Five Hundred Crore Only)"

**"RESOLVED FURTHER THAT** in connection with the aforesaid, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.

## ITEM –5

- Increasing the borrowing powers under section 180(1)(c) of the Companies Act, 2013 up to INR 1500 Crore

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

"**RESOLVED THAT** subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the consent of the shareholders of the Company be and is hereby accorded to the board of Directors to borrow money as and when required, from, including without limitation, any Bank and/or any other Financial institution and/or foreign lender and /or anybody 'corporate/ entity/entities and/or authority/authorities, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds (including perpetual bonds, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of external commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs.1500 Crore(Rupees One Thousand Five Hundred Crores only), notwithstanding that monies so borrowed together with the monies already borrowed by the company ,if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business )may exceed the aggregate of the paid-up share capital of the company and its free reserves.

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and-writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

Place: Mumbai

Date: 12-08-2026

By Order of the Board of Directors

Sd/-

**Leena Yezhuvath**

Company Secretary

ACS 61387

**NOTES: -**

1. In accordance to the Ministry of Corporate Affairs ("MCA") has (MCA), Government of India vide General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023, General Circular No. 9/2024 dated September 19, 2024, and General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as "MCA Circulars"),

and Securities and Exchange Board of India ("SEBI") vide its Circular SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 followed by Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as "SEBI Circulars") and all other relevant circulars issued from time to time, permitted the holding of AGM through VC/ OAVM, without physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/ OAVM without the physical presence of the Members. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

1. The Explanatory Statements pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act"), as amended, read with the relevant rules made thereunder and Secretarial Standard No. 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts and reasons in respect of Item Nos. 3 to 5 of this Notice, is annexed hereto.

2. A statement providing additional details of the Directors seeking appointment/ re-appointment as set out in Item No. 02 of the Notice is annexed herewith as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time and Secretarial Standard–2 (SS-2) on General Meetings issued by Institute of Company Secretaries of India ("ICSI").

3. Since this AGM is being conducted through VC/ OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this notice.

4. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF/ NRI, etc.) intending to authorize their representatives to attend the AGM through VC/ OAVM on its behalf and to vote through e-voting, are requested to send a certified scanned copy (PDF/ JPG Format) of its Board or governing body resolution/ authorisation letter to the Scrutinizer by e-mail through its registered e-mail address at support@purvashare.com with a copy marked at evoting@cdsl.co.in.

5. The voting rights of Members shall be proportionate to their share of the paid-up equity share capital of the Company as on the Record Date.

6. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/ AGM through VC/ OAVM will be made available for 1000 members on first come first serve basis. This will not include large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/ AGM without restriction on account of first come first serve basis.

7. Participation of Members attending AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. In accordance with the aforesaid MCA Circulars and SEBI Circulars, the financial statements including Report of Board of Directors, Auditor's report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail addresses are registered with the Company or the Depositories/ Depository Participant(s) ("DPs"). In case any Member is desirous of obtaining physical copy of the Annual Report for the F.Y. 2025-26, he/ she may send a request to the Company by writing at cs@suprapacific.com mentioning their Folio No./ DP ID and Client ID. The Notice calling the AGM has been uploaded on the website of the Company at www.suprapacific.com.in. The Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of Central Depository Services Limited ("CDSL") (agency for providing the Remote e-Voting facility), i.e. www.evoting.cdsl.com.

9. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and relevant documents referred to in the accompanying Notice and in the Explanatory Statement are requested to write to the Company on or before 14th September, 2026 through e-mail to cs@suprapacific.com. The same will be replied by the Company suitably. All documents referred to in the Notice will also be available electronically for inspection, without any fee, by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail.

10. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent ("RTA")/ their DPs, in respect of shares held in physical/ electronic mode, respectively.

11. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed with this Notice.

12. In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/ 2020/242 dated December 9, 2020 on e-Voting facility provided by listed companies, the Company has provided a facility to its members to exercise their votes electronically through electronic voting ("e-voting") facility provided by Central Depository Services Limited ("CDSL"), on all resolutions set forth in this Notice.

13. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Security Holders are entitled to make nomination in respect of securities held by them in physical form. Individual Security holder(s) can avail the facility of nomination. The nominee shall be a person in whom all rights of transfer and / or amount payable in respect of the securities shall vest in the event of the death of the Security holder(s). In the case of joint holding; all joint holders shall together nominate any person as nominee. A minor can be a nominee provided the name and address of the guardian is given in the Nomination form. The facility of nomination is not available to non-individual Shareholders such as Body Corporate, Kartas of Hindu Undivided Families, Partnership Firms, Societies, Trust and holders of Power of Attorney. For further details please contact Company's Secretarial Department. Security holders desirous of making nominations are requested to send their requests in Form No.SH-13 (which will be made available on request) to the Registrar and Share Transfer Agent, M/s Purva Share Registry (India) Pvt Ltd.

## REQUEST TO THE MEMBERS:

1. Members desiring any information on the accounts at the Annual General Meeting are requested to write to the Company at least 7 (Seven) days in advance, so as to enable the Company to keep the information ready.

2. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. All communications relating to shares including change in their address are to be addressed to the Company's Share Transfer Agent M/s.- Purva Share Registry (India) Pvt. Ltd., 9, Shiv Shakti Industries Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai – 400 011. Tel 022 23016761/ 23012517.

3. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Company's Share Transfer Agent M/s. Purva Share Registry (India) Pvt. Ltd, for doing the needful.

4. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/ 2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

5. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to register/ update your e-mail addresses, in respect of shares held in dematerialized form with your respective Depository Participants and in respect of shares held in physical form with above RTA directly to enable Company to send communication / documents via e-mail.

6. Copies of the Annual Report 2025- 2026 along with Notice of the 40th AGM are being sent by electronic mode to all members whose email address are registered with the Company/ Depository Participant (s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode to the request of the members.

7. Members who hold shares in physical forms are requested to dematerialize their holdings for facilitating the transfers of Company's equity shares in all stock exchanges connected to the depository system.

8. **Voting through electronic means**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI(Listing Obligation and Disclosure Requirement) Regulation, 2015 with the Stock Exchanges, the Company is pleased to offer Remote e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting (AGM) to be held on Monday, the 21st day of SEPTEMBER, 2026 at 11.00 am through Video Conferencing ("VC").

The Company had fixed on Monday, 14th September, 2026 as the cutoff date for determining voting right of shareholders entitled to participate in the remote e voting process. In this regard, your demat account/folio number has been enrolled by the Company for your participation in remote e-voting on resolutions placed by the Company on e-voting system.

The remote e voting facility will be available during the following period:

| | |
|---|---|
| **Commencement of remote e- voting** | **9.00 a.m. onwards on Friday 18th September 2026** |
| **End of remote e-voting** | **Up to 5.00 p.m. on Sunday 20th September 2026** |

During this period, members of the company may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote(s) on a resolution is cast by the member, the member shall not be allowed to change it subsequently, as well as not allowed to vote at the meeting.

The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the company as on Monday, 14th September, 2026. A person, whose name is recorded in the Register of members or in the Register of beneficial owners maintained by the Depositories as on the cutoff date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper**.**

Any person who acquires shares of the company and becomes member of the company after dispatch of the Notice and holding shares as on cut-off date i.e., Monday, 14th September, 2026 may obtain the sequence number by sending a request at support@purvashare.com.

***CDSL e-Voting System For Remote e-voting and e-voting during AGM/EGM***

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

(i) The voting period begins on **9.00 a.m. onwards on Friday 18th September 2026** and ends on **5.00 p.m. on Sunday 20th September 2026**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th September 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

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

Type of shareholders Login Method

Individual Shareholders holding securities in Demat mode with CDSL Depository

1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.

2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.

4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository

1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type Helpdesk details

Individual Shareholders holding securities in Demat mode with CDSL Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

Individual Shareholders holding securities in Demat mode with NSDL Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

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

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on “Shareholders” module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details

OR Date of Birth (DOB) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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

• Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

• A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

• After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

• The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

• It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

• Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@suprapacific.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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

1800 21 09911

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

**CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/ AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.suprapacific.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

i. The voting period begins on 9:00 a.m. on 18$^{th}$ September 2026 and ends on 5:00 p.m. 20$^{th}$ September 2026. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14$^{th}$ September 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL Depository** | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.<br>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.<br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with **NSDL Depository** | 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting<br>4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)** | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| | |

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

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

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL** | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 |
| Individual Shareholders holding securities in Demat mode with **NSDL** | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000 |

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

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

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details<br>**OR** Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

vi. After entering these details appropriately, click on "SUBMIT" tab.

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix. Click on the EVSN for the relevant Company Name <Supra Pacific Financial Services Limited> on which you choose to vote.

x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@suprapacific.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@suprapacific.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@suprapacific.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

- The company has appointed Shri Mr. VivekKumar, (M.No. F9353; CP No. 11036), Practicing Company Secretary as the Scrutinizer to scrutinize the remote e voting process in fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment in the company and make not later than three days of conclusion of the meeting a consolidated Scrutinizers Report of the Total votes cast in favour or against, if any, to the Chairman or person authorized by him in writing who shall counter sign the same. The chairman or the person authorized by him shall declare the result of the voting forthwith.
- The results declared along with the Scrutinizers Report shall be placed on the Company’s website www.suprapacific.com and on the website of CDSL immediately after the result have been declared by the Chairman. The company shall simultaneously communicate the result to BSE Limited where the shares of the company are listed.

## Details of Directors seeking appointment/re-appointment at the forthcoming AGM in pursuance of Regulation 36 of SEBI (LODR) Regulations 2015

### ITEM NO.2

| | |
|---|---|
| Name of Director | MANOJ KARUMATHIL |
| DIN | 08760264 |
| Date of Birth | 31.05.1974 |
| Date of Appointment on the Board | 15.06.2023 |
| Expertise in specific functional area | 20 years of experience with expertise in Non-<br>Banking Finance Company |
| Qualification | BCom graduate with Marketing |
| Relationship with other directors | NA |
| Directorship in other limited companies | NA |
| Membership of Committees in Other Public<br>Limited Companies | NA |
| Shareholding of Director in the Company | 288186 |

### Item No. 3

Pursuant to Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the Company is required to obtain the approval of its members by way of a special resolution, before making any offer or invitation for issuance of NCDs on a private placement basis. The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of NCDs by the Company for a period of 1 (one) year from the date on which the members have provided the approval by way of the special resolution.

The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out herein below;

a. **Particulars of the offer including date of passing of board resolution**: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for a period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorised by the Board of Directors thereof), from time to time;

a. **Kinds of securities offered and the price at which security is being offered**: This special resolution is restricted to the private placement issuance of non-convertible debentures by the Company which may be secured/unsecured/subordinated, rated/unrated, listed/unlisted with the terms of each issuance being determined by the Board of Directors (including any committee duly authorised by the Board of Directors thereof), from time to time, for each issuance;

b. **Basis or justification for the price** (including premium, if any) at which offer, or invitation is being made: Not applicable

c. Name and address of valuer who performed valuation: Not applicable

d. **Amount which the company intends to raise by way of such securities**: As may be determined by the Board of Directors from time to time but subject to the limits approved under Section 42 of the Companies Act, 2013 of up to Rs. 500 Crore (Rupees Five Hundred Crore only)

e. Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities: This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorised by the Board of Directors thereof), from time to time.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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

## Item No. 4

The Company is required to obtain approval of its members by way of a special resolution, before making any offer or invitation for the issue of Subordinated Debt (Tier II Bond). The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of Subordinated Bonds (Tier II Bond) by the Company for a period of one year from the date on which the members have provided the approval by way of the special resolution.

In view of the above, the approval of the members is sought for issue of Subordinated Debt (Tier II Bond), in one or more tranches, for a period of 1 (one) year from the date of passing the Resolution, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board of Directors (or any other person authorized by the Board of Directors), at the prevailing market conditions.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 4 of the Notice.

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

## Item No. 5

The provisions of Section 180(1)(c) of the Companies Act, 2013 require the consent of the Members of the Company by way of a Special Resolution to enable the Board of Directors to borrow monies, where the amount to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeds the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

In order to meet the future requirements of funds for the Company's business operations, expansion, working capital needs and other general corporate purposes, it is proposed to increase the borrowing limits of the Board up to an aggregate amount not exceeding Rs.1500 Crore (Rupees One Thousand Five Hundred Crore only), notwithstanding that such borrowings may exceed the limits specified under Section 180(1)(c) of the Companies Act, 2013.

The shareholders had previously approved a resolution under Section 180(1)(a) of the Companies Act, 2013, authorizing the Board to create charge on the assets of the Company for securing borrowings. As the Company proposes to enhance its borrowing limits, a fresh resolution under Section 180(1)(c) is being proposed for shareholders' approval. The earlier resolution under Section 180(1)(a) continues to remain in force.

Accordingly, the Board of Directors recommends passing of the **Special Resolution** as set out in the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the proposed resolution.

Place: Mumbai

Date: 12-08-2026

By Order of the Board of Directors

Sd/-

**Leena Yezhuvath**

Company Secretary

ACS 61387

# DIRECTOR’S REPORT

To the Shareholders · For the financial year ended 31 March 2026

## DIRECTOR’S REPORT

To,

THE SHAREHOLDERS

**SUPRA PACIFIC FINANCIAL SERVICES LIMITED**

Your Board of Directors is pleased to share with you the 40th Annual Report of **SUPRA PACIFIC FINANCIAL SERVICES LIMITED**(“Company”) enumerating the business performance along with the Audited Financial Statements for the financial year ended March 31, 2026.

## 1. FINANCIAL SUMMARY:

The financial results of the Company, along with the corresponding figures of the previous year, are presented in the table below:

(**In Lakhs)**

| **Highlights of financial results for the year were as under**: | **2025-26** | **2024-2025** | |
|---|---|---|---|
| Revenue from Operations | 8,786.22 | 4741.97 | |
| Other Income | 421.90 | 130.59 | |
| Total expenses | 8,323.47 | 4772.51 | |
| Profit Before Tax | 884.66 | 100.05 | |
| Tax expenses:<br>Current tax<br>Deferred tax | <br>222.65<br>(89.49) | <br>36.53<br>(50.79) | |
| Profit After Tax | 788.03 | 114.31 | |
| Other Comprehensive Income | 28.50 | 6.81 | |
| Total Comprehensive Income for the year | 816.53 | 121.13 | |
| Earnings per share | 2.48 | 0.45 | |

## 2. STATE OF AFFAIRS OF THE COMPANY:

During the year, the Company has registered a profit of Rs. 816.53 lakh from the operation of the company as against profit of Rs. 121.13 lakh from previous financial year.

Your Company posted total income and net profit of Rs.9208.12 Lakh and 816.53 respectively, for the financial year ended March 31, 2026, as against Rs.4792.33 Lakh and Rs. 121.13 Lakh respectively, in the previous financial year. Your Company has transferred an amount of Rs. 163.31 Lakh to Reserve Fund under Section 45-IC of the RBI Act, 1934.

## 3. SHARE CAPITAL:

As at March 31, 2026, the issued, subscribed and paid-up share capital of your Company is 49,14,02,660 /- (Rupees Forty-Nine Crore Fourteen Lakh Two Thousand Six Hundred Sixty Only) comprising of 4,91,40,266 (Four Crore Ninety-One Lakh Forty Thousand Two Hundred Sixty-Six) equity shares of ₹10 each as on March 31, 2026. Capital structure of the company during the financial year 2025-2026 is as follows:

| **Class of shares-Equity** | **Authorized capital** | **Paid up capital** |
|---|---|---|
| Number of equity shares | 7,50,00,000 | 4,91,40,266 |

| | | |
|---|---|---|
| Nominal amount per share (in INR) | 10 | 10 |
| Total amount of equity shares (in INR) | 75,00,00,000.00 | 49,14,02,660 |

During the year, your Company has issued 3327778 and 15852525 equity shares. The details of which are provided below:

| Sl. No. | DATE OF ALLOTMENT | TYPE OF INSTRUMENT | NO OF SECURITIES | TYPE OF ISSUE |
|---|---|---|---|---|
| 1. | 26/05/2025 | Equity | 33,27,778 | Preferential Allotment |
| 2. | 30/03/2026 | Equity | 1,58,52,525 | Rights Issue |

There was no re-classification or sub-division of the authorized share capital, reduction of share capital, buy-back of shares, change in the capital structure resulting from restructuring, or change in voting rights in respect of any class of the share capital of the company during the financial year.

## 4. LISTING OF SHARES:

The equity shares of the company were listed on BSE Limited (BSE). The Listing fee for the financial year 2025-26 were paid to the stock exchange.

## 5. DIVIDEND & DIVIDEND DISTRIBUTION POLICY

Pursuant to the provisions of regulation 43A of the SEBI Listing Regulations and in accordance with the RBI guidelines, the Company has in place a dividend distribution policy, which sets out the parameters and circumstances to be considered by the Board in determining the distribution of dividend to its shareholders and/or retaining profit earned.

In accordance with the aforesaid policy, the Board, after taking into account various aspects and in compliance with the said regulation, at its meeting held on 14 November 2025 has recommended an Interim Dividend of Rs.20 paise per equity shares of Rs.10 /- each for the financial year 2025-26.

## 6. CAPITAL ADEQUACY

Your Company's Capital Adequacy Ratio as of March 31,2026, stood at 38.89%, of the aggregate risk-weighted assets on the balance sheet and risk-adjusted value of the off-balance sheet items, which is well above the regulatory minimum of 15%.

## 7.ANNUAL RETURN

Pursuant to Section 134 and Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, a copy of the Annual Return is placed on the website of the Company.

## 8.REVISION OF FINANCIAL STATEMENT OR THE REPORT

The Company has not revised its Financial Statement or Board's Report during the financial year

## 9.RATINGS

The Infomerics Valuation and Rating Ltd.(Formerly lnfomerics Valuation and Rating Pvt. Ltd.) had reaffirmed ratings for the various bank loan facilities availed by the Company, during the financial year 2025-2026, details are given below:

| Facilities | Amount (Rs. crore) | Current Ratings | Previous Rating | Rating Action |
|---|---|---|---|---|
| Long Term Fund Based Facility-Term Loans | 58.69 | IVR BBB-/STABLE (IVR Triple B-Minus with stable outlook) | IVR BBB-/STABLE (IVR Triple B-Minus with stable outlook) | Rating Reaffirmed |

| | | | | |
|---|---|---|---|---|
| Long Term<br>Fund Based<br>Limits -OD | 30.50 | IVR BBB-/STABLE<br>(IVR Triple B-Minus with stable outlook) | IVR BBB-/STABLE<br>(IVR Triple B-Minus with stable outlook) | Rating Reaffirmed |
| Long Term<br>Fund Based<br>Proposed Term Loans | 10.81 | IVR BBB-/STABLE<br>(IVR Triple B-Minus with stable outlook) | IVR BBB-/STABLE<br>(IVR Triple B-Minus with stable outlook) | Rating Reaffirmed |

## 10.RESOURCE MOBILISATION

### a. Non-Convertible Debentures

During the year under review, the Company has raised Rs. 73,57,26,000 through the issuance of privately placed Secured, Redeemable, Non-Convertible Debentures. The proceeds of the issue have been utilized for augmenting the working capital resources of the company and expanding the loan portfolio as well as for the general expansion activities of the company.

| Date of allotment | Type of instrument | No of Securities | Total amount paid (including premium) (in Rs.) |
|---|---|---|---|
| 07/04/2025 | Secured, Unrated, Unlisted, Redeemable, Fully Paid-Up Nonconvertible Debentures | 1,00,000 | Rs. 1000 per debenture aggregating to Rs. 10,00,00,000 |
| 03/06/2025 | Secured, Unrated, Unlisted, Redeemable, Fully Paid-Up Nonconvertible Debentures | 40,000 | Rs. 1000 per debenture aggregating to Rs. 4,00,00,000 |
| 17/06/2025 | Secured, Unrated, Unlisted, Redeemable, Fully Paid-Up Nonconvertible Debentures | 40,000 | Rs. 1000 per debenture aggregating to Rs. 4,00,00,000 |
| 25/06/2025 | Secured, Unrated, Unlisted, Redeemable, Fully Paid-Up Nonconvertible Debentures | 80,000 | Rs. 1000 per debenture aggregating to Rs. 8,00,00,000 |
| 11/07/2025 | Secured, Unrated, Unlisted, Redeemable, Fully Paid-Up Nonconvertible Debentures | 1,00,000 | Rs. 1000 per debenture aggregating to Rs. 10,00,00,000. |
| 30/07/2025 | Secured, Unrated, Unlisted, Redeemable, Fully Paid-Up Nonconvertible Debentures | 50,000 | Rs. 1000 per debenture aggregating to Rs. 5,00,00,000 |
| 08/12/2025 | Secured, Unrated, Unlisted, Redeemable, Fully Paid-Up Nonconvertible Debentures | 63,650 | Rs. 1000 per debenture aggregating to Rs. 6,36,50,000 |
| 11/12/2025 | Secured, Unrated, Unlisted, Redeemable, Fully Paid-Up Nonconvertible Debentures | 1,10,000 | Rs. 1000 per debenture aggregating to Rs. 11,00,00,000 |
| 01/01/2026 | Secured, Unrated, Unlisted, Redeemable, Fully Paid-Up Nonconvertible Debentures | 70,000 | Rs. 1000 per debenture aggregating to Rs. 7,00,00,000 |

| | | | |
|---|---|---|---|
| 23/01/2026 | Secured, Unrated, Unlisted, Redeemable, Fully Paid-Up Nonconvertible Debentures | 82,076 | Rs. 1000 per debenture aggregating to Rs. 8,20,76,000 |

### b. Subordinated Debts

During the year under review, the Company has raised Rs. 19,03,83,000 through issuance of subordinated, unsecured, redeemable in the form of subordinated debt for inclusion as Tier II Capital.

### c) Particulars Of Loans, Guarantees, or Investments Under Section 186 of Act

Pursuant to Section 186(11) (a) of the Act read with Rule 11(2) of the Companies (Meetings of Board and its Powers) Rules, 2014, the loan made, guarantee given or security provided in the ordinary course of business by an NBFC registered with the RBI are exempt from the applicability of the provisions of Section 186 of the Act. As such, the particulars of loans and guarantees have not been disclosed in this Report. During the year under review, the Company has invested surplus funds in various securities in the ordinary course of business.

## 11. DEBENTURE REDEMPTION RESERVE

Pursuant to notification issued by Ministry of Corporate Affairs on 16th August, 2019 in exercise of the powers conferred by subsections (1) and (2) of section 469 of the Companies Act, 2013 (18 of 2013), the Central Government amended the Companies (Share Capital and Debentures) Rules 2014,the principal rules, in rule 18, for sub-rule (7), the limits with respect to adequacy of Debenture Redemption Reserve (DRR) and investment or deposits for listed companies (other than All India Financial Institutions and Banking Companies as specified in subclause (i)), Debenture Redemption Reserve is not required to maintain in case of public issue of debentures as well as privately placed debentures for NBFCs registered with Reserve Bank of India under section 45-IA of the RBI Act, 1934. Therefore, the Company has not created DRR during the year ended 31 March 2026.

Further, the Company shall on or before the 30th day of April in each year, invest or deposit, as the case may be, a sum which shall not be less than fifteen percent, of the amount of its debentures maturing during the year ending on the 31st day of March of the next year in the manner mentioned in Rule 18(7) (c). Accordingly, the Company has deposited ₹ 1558.08 Lakh in deposit account for debenture redemption.

## 12. DIRECTORS:

### A. The composition of the Board of Directors as at March 31, 2026

| SL.NO | NAME OF THE DIRECTOR | DIN | DESIGNATION |
|---|---|---|---|
| 1 | Joby George | 06429801 | Chairman & Managing Director |
| 2 | Abidh Abubakkar | 08569590 | Executive Director |
| 3 | Sandeep Babu Thonnangamath | 08242822 | Non-Executive - Non-Independent Director |
| 4 | Manoj Karumathil | 08760264 | Non-Executive - Non-Independent Director |
| 5 | Dhanya Jose | 08760264 | Non-Executive - Independent Director |
| 6 | Kanjirikkapallil Saithumuhammad Anvar | 09763977 | Non-Executive - Independent Director |
| 7 | Adayadiyil George Varughese | 08842948 | Non-Executive - Independent Director |
| 8 | Joly Sebastian | 10168844 | Non-Executive - Independent Director |

### B. CHANGE IN DIRECTORSHIP DURING THE PERIOD WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT.

Changes in Directors are given below:

| SL.NO | NAME | Nature of change and With effect from |
|---|---|---|
| 1. | RAMANATHAN BALAKRISHNAN | Appointed as Non-Executive Non–Independent Director in the Board meeting held on 23-12-2024 and resigned on 09-09-2025 due to personal reasons. |
| 2. | TOMIN JOSEPH THACHANKARY | Appointed as Independent Director in the Board meeting held on 15-10-2024 and resigned on 10-06-2025 due to personal reasons. |

## COMPOSITION OF THE BOARD OF DIRECTORS AFTER THE END OF THE FINANCIAL YEAR AND UP TO THE DATE OF THIS REPORT.

| SL NO | NAME | DIN | DESIGNATION |
|---|---|---|---|
| 01 | JOBY GEORGE | 06429801 | MANAGING DIRECTOR |
| 02 | ABIDH ABUBAKKAR | 08569590 | EXECUTIVE DIRECTOR |
| 03 | SANDEEP BABU THONNANGAMATH | 08242822 | NON-EXECUTIVE NON INDEPENDENT DIRECTOR |
| 04 | DHANYA JOSE | 09724286 | NON-EXECUTIVE INDEPENDENT DIRECTOR |
| 05 | KANJIRIKKAPALLIL SAITHUMUHAMMAD ANVAR | 09763977 | NON-EXECUTIVE INDEPENDENT DIRECTOR |
| 06 | JOLY SEBASTIAN | 10168844 | NON-EXECUTIVE INDEPENDENT DIRECTOR |
| 07 | MANOJ KARUMATHIL | 08760264 | NON-EXECUTIVE DIRECTOR |
| 08 | ADAYADIYIL GEORGE VARUGHESE | 08842948 | NON-EXECUTIVE – INDEPENDENT DIRECTOR |

**C. Directors retiring by rotation**

In accordance with the provisions of Section 152 of Companies Act, 2013, **Shri. MANOJ KARUMATHIL (DIN:08760264** ) will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment**.**

**D. Re-appointment of Independent Directors**

During the current financial year 2025-26, there is no re-appointment of independent directors.

## E. Approval of the Members will be sought at the forthcoming Annual General Meeting to the following appointments.

There is no approval of the members sought with respect to the Composition of Board of Directors at the forthcoming Annual General Meeting of the Company.

## 13. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the financial year, 22 Meetings of Board of Directors were convened and held, the details of which are given in the Corporate Governance Report, which is forming a part of this Directors' Report. The intervening gap between the said Meetings of Board of Directors was within the period prescribed under the Companies Act, 2013. The details of the Board and Committee Meetings and the attendance of Directors thereat, forms part of the Corporate Governance Report, which is annexed to this Directors' Report.

## 14. BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations. The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India. In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and Chairman of the Company was evaluated, taking into account the views of Executive and Non-Executive Directors.

The Board and the NRC reviewed the performance of individual directors on the basis of criteria such as contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

At the Board meeting that followed the meeting of the Independent Directors and meeting of NRC, the performance of the Board, its committees, and individual directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board.

## 15. BOARD COMMITTEES

Our Company has constituted four Board-level Committees, namely, the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders Relationship Committee, Risk Management Committee. The composition, roles, and responsibilities of these Committees, along with the details of meetings held during the financial year and the attendance of members, are disclosed in the Corporate Governance section of the Annual Report. Furthermore, the functions, terms of reference, and responsibilities of these Committees are detailed in the Corporate Governance Report.

## 16. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134(5) of the Companies Act, 2013, and based on the representations received from the management, your Directors confirm that;

i. In the preparation of the Annual Accounts for the year ended 31st March, 2026, the applicable Accounting Standards have been followed and there are no material departures.

ii. 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 your Company at the end of the financial year and of the profit & loss of the company for the financial year ended 31st March, 2025.

iii. Taken proper and sufficient care to the best of knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities.

iv. Prepared the Annual Accounts on a going concern basis.

v. Had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

vi. Devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 17.KEY MANAGERIAL PERSONNEL

As on the date of this report, following are the Key Managerial Personnel (the “KMP”) as per Section 203(1) read with Section 2(51) of the Act and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

| SL.NO | NAME | DESIGNATION |
|---|---|---|

| | | |
|---|---|---|
| 1. | JOBY GEORGE | MANAGING DIRECTOR |
| 2. | MANOJ RAVEENDRANNAIR | CHIEF EXECUTIVE OFFICER |
| 3. | RAJEEV M.R. | CHIEF FINANCIAL OFFICER |
| 4. | LEENA YEZHUVATH | COMPANY SECRETARY |

## CHANGES DURING THE PERIOD WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT.

| SL.NO | NAME | Nature of change and with effect from |
|---|---|---|
| 1. | Manoj Ravi | Appointment of Chief Executive Officer with effect from 04-05-2026. |

## CODE OF CONDUCT FOR BOARD AND SENIOR MANAGEMENT

In compliance with Regulation 26(3) of the Listing Regulations and the Act, the Company has framed and adopted a Code of Conduct for Directors and Senior Management (“the Code”), which provides guidance on ethical conduct of business and compliance with laws and regulations. All members of the Board and Senior Management personnel have affirmed their compliance with the Code as of March 31, 2026. A declaration to this effect, signed by the Managing Director/Executive Director in terms of the Listing Regulations, is given in the Report of Corporate Governance forming part of this Annual Report. The Code is made available on the Company’s website.

## Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive

## Information

The Board has formulated the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Fair Disclosure Code), for the fair disclosure of events and occurrences that could impact the price discovery in the market for the Company’s securities. The Fair Disclosure Code also provides for maintaining uniformity, transparency and fairness in dealings with all stakeholders and ensuring adherence to applicable laws and regulations.

## PREVENTION OF INSIDER TRADING

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, ('SEBI PIT Regulations'), the Board of Directors of the Company has formulated and adopted a Code of Conduct to regulate, monitor and report the trading of shares by insiders. This code lays down the guidelines and procedures to be followed and disclosures to be made by the insiders while dealing with shares of the Company and cautioning them of the consequences of non-compliance.

## 18.PUBLIC DEPOSIT:

As you are aware, the Company is a Base Layer NBFC and hence, your Company being a Non-Deposit Taking NBFC, has not accepted any deposits from the public during the year under review.

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

Particulars under the Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988 on the Conservation of Energy and Technologies absorption is not applicable to your Company.

The Company is not having Foreign Exchange Earnings.

## 20. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED DURING FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT.

There have been no material changes and commitments affecting the financial position of your Company which have occurred during the financial year to which the Financial Statements relate and the date of the report except for the following:

1. Shri Tomin Joseph Thachankary (Independent Director) was appointed as Independent Director in the Board meeting held on 15-10-2024 and resigned on 10-06-2025 due to personal reasons.

2. Shri. Jithin George (Chief Financial Officer) resigned from the Company and accepted with effect from 15-07-2025.

3. Shri. Rajeev M.R. (Chief Financial Officer) was appointed with effect from 16-07-2025.

4. Shri. Ramanathan Balakrishnan ( Non-Executive Non-Independent Director) resigned from the Company and accepted with effect from 09-09-2025 due to personal reasons.

5. Shri. Manoj R (Chief Executive officer) was appointed with effect from 04-05-2026.

## 21. DECLARATION BY DIRECTORS

The Company has received necessary declarations/ disclosures from each Independent Directors of the Company under Section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations that they fulfill the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Independent Directors have also confirmed that they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs. All the Independent Directors have qualified in the online proficiency self-assessment test or are exempted from passing the test as required in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014. None of the Directors of the Company are disqualified from being appointed as Directors as specified under Section 164(1) and 164(2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and or re-enactment(s) thereof for the time being in force) or are debarred or disqualified by the Securities and Exchange Board of India ("SEBI"), Ministry of Corporate Affairs ("MCA") or any other such statutory authority. All the Directors of the Company have con that they satisfy the fit and proper' criteria as prescribed under Chapter XI of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023. All members of the Board and Senior Management have affirmed compliance with the Code of Conduct for Board and Senior Management for the financial year 2025-26. Further, based on these disclosures and confirmation, the Board is of the opinion that the Directors of the Company are distinguished persons with integrity and have necessary expertise and experience to continue to discharge their responsibilities as the Directors of the Company.

## 22.STATUTORY AUDITORS AND THEIR REPORT:

Pursuant to the provisions of Sections 139 and 141 of the Companies Act 2013 and Rules made thereunder, the Shareholders of the company in the 38$^{th}$ Annual General Meeting had appointed M/s G Joseph & Associates, Chartered Accountants, Kochi (FRN:006310S) statutory auditors to hold office till the conclusion of the of 43$^{rd}$ Annual General Meeting.

Further, the Auditors' Report "with an unmodified opinion", given by the Statutory Auditors on the Financial Statements of the Company for FY 2025-26 is disclosed in the Financial Statements forming part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Statutory Auditor in their Report for the year under review.

## 23.SECRETARIAL AUDITORS AND THEIR REPORT

Pursuant to the provisions of Section 204 of the Act and Rules thereunder and Regulation 24A of the SEBI Listing Regulations, M/s 'DV& Associates' (FRN:P2020KE083600) were appointed as the Secretarial Auditors of the Company, to conduct Secretarial Audit for the term of 5 (Five) consecutive years commencing from the financial year 2025-2026.

The Report of the Secretarial Auditor in Form MR-3 is annexed as 'Annexure B'. There has been no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditor in its Report for the year under review.

Company at its meeting of Board of Directors held on 14th August,2025, appointed 'DV& Associates' (FRN:P2020KE083600) Practicing Company Secretaries, as a Secretarial Auditors of the Company for an audit period of five consecutive years commencing from April 01, 2025.

## 24.PERSONNEL & INDUSTRIAL RELATIONS

Industrial Relations were cordial and satisfactory. There were no employees whose particulars are to be given in terms of Section 134(3)(q) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## 25.CORPORATE GOVERNANCE:

Your Company is committed to maintain the highest standards of Corporate Governance and adheres to the Corporate Governance requirements set out by SEBI. The report on Corporate Governance of the Company forms part of the Annual Report. The Quarterly Report on Corporate Governance has been submitted by the Company to the Stock Exchanges, in terms of Regulation 27(2) of the SEBI Listing Regulations. The said reports have been uploaded on the website of the Company.

## 26.COMPLIANCE WITH SECRETARIAL STANDARDS

During the Financial year, the Company has complied with the provisions of applicable Secretarial Standards viz. Secretarial Standard on meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2)

## 27.SUBSIDIARIES, JOINT VENTURES, ASSOCIATE COMPANIES

During the year under review, your Company has no subsidiary, joint venture or associate company. Also, the Company did not become a part of any Joint Venture during the year.

## 28. CSR POLICY

As per the provisions of Section 135 read with the Section 198 of the Companies Act 2013, the company do not have CSR obligation for the year 2025-26. Accordingly, there has been no meeting of CSR Committee held during the year.

## 29. RISK MANAGAMENT

Risk management forms an integral element of our business strategy. As a lending institution, we are exposed to various risks that are related to our lending business, especially in the Gold Loan space and operating environment. Our objective in risk management processes is to appreciate, measure and monitor the various risks we are subjected to and to follow the policies and procedures to address these risk elements strictly in accordance with the directions from the RBI.

The Company's Risk Management Committee of the Board of Directors constituted in accordance with the Companies Act, applicable RBI regulations, and the SEBI Listing Regulations has overall responsibility for overseeing the implementation of the Risk Management Policy. The committee meets every quarter to review the overall risk position and the Risk Management practices.

The Risk Management department periodically places its report containing major developments in various components of risk areas during the reporting quarter and the prevailing risk management measures to the committee for review and directions. The committee's directions for improving the Risk Management Practices are implemented in the Company, in letter and spirit. The primary responsibility for managing the various risks on a day-to-day basis vest with the heads of the respective business units of the Company.

The Company has laid down a well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitor business risks. The Audit Committee and the Board periodically review the risks and suggest steps to be taken to manage/ mitigate the same through a properly defined framework. During the year, risk analysis and assessment was conducted and no major risks were noticed, which may threaten the existence of the company.

## 30. CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day-to-day business operations of the company. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

## 31.MANAGEMENT DISCUSSION AND ANALYSIS

A separate report on the Management discussion and analysis forms an integral part of this report.

## 32. DECLARATION FROM INDEPENDENT DIRECTORS

Your Company has received necessary declarations from all Independent Directors of the Company confirming that they meet the criteria of Independence as mentioned in Section 149 of the Act and SEBI Listing Regulations. Independent Directors have confirmed that they have registered their names in the Independent Directors' Databank. In the opinion of the Board, the Independent Directors continue to fulfil the criteria prescribed for an independent director as stipulated in Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act and are independent of the management of the Company.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than the sitting fees, commission, if any and reimbursement of expenses incurred for the purpose of attending the meetings of the Board or Committees of the Company.

During the year, a meeting of Independent Directors was held on following dates 14.08.2025 as required under the Companies Act, 2013 and in Compliance with requirement under Schedule IV of the Act and as per requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and discussed matters specified therein.

## 33. FAMILIARISATION PROGRAMME FOR DIRECTORS:

At the time of appointing a director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the Compliance required from him under the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and other relevant regulations and affirmation taken with respect to the same. The Chairman and the Management has also one to one discussion with the Directors to familiarize with the company's operations.

## 34. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code prohibits the purchase or the sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for the implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

## 35. SECRETARIAL AUDIT

During the year under review, CS Vivek Kumar, Practicing Company Secretary (M.No. F9353; CP No. 11036), DV & Associates, who was appointed as the Secretarial Auditor of the Company has issued the Audit Report in respect of the secretarial audit of the Company for the Financial Year ended March 31, 2026.

The Audit Report is attached as **Annexure I** and forms an integral part of this Report.

## 36. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to Financial Statements forming part of this report.

## 37. ANNUAL RETURN:

Pursuant to Section 134(3)(a) of the Act, the Annual Return (Form-MGT-07) of the Company prepared as per Section 92(3) of the Act for the financial year ended March 31, 2026, will be hosted on the website of the Company.

## 38. DISCLOSURE REGARDING MANAGERIAL REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels. The company regards its employees as great asset and it recognizes that employees are central to operational efficiency and long-term growth. The Company continues to provide a safe, inclusive and performance-oriented workplace

For the particulars of employees as required to be disclosed in the Directors Report in accordance with the Provisions of Section 197 of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the Directors state that:

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2025-26 and the percentage increase in remuneration of each Managing Director during the financial year 2025-26 are as under:

| Sr. No. | Name of director/ KMP | Designation/ status | Remuneration of director/ KMP for financial year 2025-26 | % increase / (decrease) in Remuneration in the financial Year 2025-26 | Ratio of remuneration of each director/ to median Remuneration of employees | |
|---|---|---|---|---|---|---|
| | | | Rs. In lakh | % | Times | |
| Remuneration paid to Director | | | | | | |
| 1 | Joby George | Managing Director | 34.00 | NIL | 18.28 | |

2. During the year under review, there is an increase of 7.83% in the median remuneration of employees.

3. There were 735 permanent employees on the rolls of Company as on March 31, 2026;

4. It is hereby affirmed that the remuneration paid is as per the Nomination & Remuneration Policy of the Company.

Human Resources

As at March 31, 2026, the company had 735 employees on its rolls at various levels of organizational structure compared to 674 in March 31, 2025. Your Company has been recognized as a “Great Place To Work,” reaffirming its commitment to fostering an outstanding work environment for its employees. This achievement builds upon previous successes from 2021-22, 2022-23, 2023-24 and 2024-25.

## 39. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has robust internal control policies and procedures in place, commensurate with the size, scale, and complexity of its operations. To ensure effective internal controls across business process and systems, it has established a vigorous framework that is designed to provide reliable and quality assurance related to its business and operational performance. The adequacy and efficacy of these controls are evaluated on a regular basis and ensure compliance with applicable laws and safeguard the Company assets.

The Company’s Audit Committee is entrusted to review the Internal Control Systems and the appointment of Internal Auditors for each of the business verticals of the Group. Mr. Rathish Kumar R is acting as the Internal Auditor of the company.

The Internal Auditor evaluates the adequacy of the internal control system in the Company on the basis of Statement of Operations Procedure, instruction manuals, accounting policy and procedures.

Your Company has established a robust, comprehensive, and well-documented internal audit and internal control system designed to ensure meticulous compliance across all operational levels. Over the years, the internal audit function has evolved into a vital pillar of governance, aligned with the scale, complexity, and geographic reach of the Company's business operations. The internal control framework is structured to safeguard and protect the Company's assets, prevent revenue leakages, and ensure the integrity of income streams. It also facilitates accurate and reliable financial reporting, thereby enhancing stakeholder confidence. The Internal Audit function operates as an independent and objective assurance and consulting activity, with adequate authority and organizational standing. It works in close coordination with the Risk Management and Compliance Departments to:

- Assess the effectiveness and adequacy of internal controls.
- Monitor adherence to established policies and procedures.
- Ensure statutory and regulatory compliance; and
- Evaluate overall governance, risk, and control environment.

The Company's internal audit practices are founded on transparency, independence, and accountability, forming a crucial part of its corporate governance.

## 40.RELATED PARTY TRANSACTIONS:

Contracts / arrangements / transactions entered by the Company during the FY 2025-2026 with related parties under Section 188 of the Act were in ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the provisions of Regulation 23 of SEBI LODR and the Company's policy on related party transactions. Therefore, particulars of contracts / arrangements with related parties under Section 188 in Form AOC-2 is enclosed as **Annexure II** with this report.

## 41. PERFORMANCE EVALUATION OF BOARD, COMMITTEES & INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, a formal evaluation of the performance of the Board, it's Committees, the Chairman and the individual Directors was carried out for the year 2025-26 by the Nomination & Remuneration Committee.

As part of the evaluation process, the performance of Non-independent Directors, the Chairman and the Board was done by the Independent Directors. The performance evaluation of the respective Committees and that of independent and Non-Independent Directors was done by the Board excluding the Director being evaluated. The Directors expressed satisfaction with the evaluation process.

## 42. NOMINATION AND REMUNERATION POLICY:

Pursuant to the provisions of Section 178(3) of the Act and Regulation 19 of the SEBI Listing Regulations, the Board has formulated Nomination and Remuneration Policy of the Company which inter alia, includes the criteria for determining qualifications, positive attributes and independence of Directors, identification of persons who are qualified to become Directors, Key Managerial Personnel and Senior Management. The Nomination and Remuneration Policy also covers the Remuneration of the Directors, Key Managerial Personnel, Senior Management and other employees of the Company. The Nomination and Remuneration Policy is available on the website of the Company.

## 43.VIGIL MECHANISM / WHISTLE BLOWER POLICY:

As per the provisions of Section 177(9) of the Act and Regulation 22 of the SEBI Listing Regulations, the Company is required to establish an effective Vigil Mechanism for Directors and employees to report genuine concerns. The Company as part of the 'vigil mechanism' has in place a whistleblower policy, to support the Code of conduct of the Company. The Whistle Blower Policy has been placed on the website of the Company. This policy documents the Company's commitment to maintain an open work environment in which employees, consultants and contractors are able to report instances of unethical or undesirable conduct, actual or suspected fraud or any violation of Company's Code of conduct at a significantly senior level without fear of intimidation or retaliation.

This vigil mechanism of the Company is overseen by the Audit Committee and provides adequate safeguard against victimization of employees and directors and also provides direct access to the Chairman of the Audit Committee in exceptional circumstances. The whistle blower complaints were reviewed by the Audit Committee on a quarterly basis.

## 44.DETAILS OF FRAUDS REPORTED BY AUDITORS

Pursuant to sub-section 12 of Section 143 of the Act, the Statutory Auditors and the Secretarial Auditors of the Company have not reported any instances of material frauds committed in the Company by its officers or employees.

## 45. POLICY FOR PREVENTION OF SEXUAL HARASSMENT (POSH) OF WOMEN AT WORKPLACE:

In accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made there under, the Company formulated an internal Policy on Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) during the year under review. The said policy is uploaded on the website of the Company. An internal Complaint Committee has been set up to redress complaints received regarding sexual harassment. All woman employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year under review there were no complaints received by the Company related to sexual harassment.

## 46. DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company remains committed to ensuring a safe and respectful workplace environment, and continues to take necessary steps to strengthen awareness, training, and redressal mechanisms under the POSH framework. The Company has an Internal Committee, in line with the requirements of the POSH Act and the Rules made thereunder for reporting and conducting inquiry into the complaints made by the victim of the sexual harassments at the workplace. The functioning of the said Committee is in line with the provisions of the POSH Act.

**Details of the complaints received during the year are as under:**

| Particulars | Counts |
|---|---|
| Number of complaints received | 0 |
| Number of complaints investigated and addressed | 0 |
| Number of complaints under investigation as on March 31, 2026 | 0 |

## 47.COMPLIANCE WITH MATERNITY BENEFIT ACT, 1961

Your Company demonstrates its commitment to the well-being of its women employees by complying with the provisions of the Maternity Benefit Act, 1961, and offering additional benefits as part of its employee welfare initiatives. This adherence reflects the company's core values, including sensitivity and integrity towards its workforce. The Company confirms adherence to applicable provisions of the Maternity Benefit Act, 1961, which include protection from dismissal or discharge during absence due to pregnancy or maternity.

The Company recognize employees as key stakeholders, as outlined in its "Grievance Redressal Policy for Stakeholders." The policy ensures that any employee-related grievances, including those concerning maternity benefits, are handled through an established redressal mechanism and emphasizes a fair, consistent, and rule-abiding process for grievance resolution, with an escalation matrix available to ensure timely and effective handling of all complaints.

## 48. APPLICABILITY OF COST AUDIT REQUIREMENTS

Maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, is not applicable to the Company.

## 49.KNOW YOUR CLIENT POLICY:

Reserve Bank of India (RBI) has issued guidelines on ‘Know Your Customer’ (KYC) Guidelines - Anti Money Laundering Standards for Non-Banking Finance Companies (NBFCs) thereby setting standards for prevention of money laundering activities and corporate practices while dealing with their customers vide Circular Nos.: DNBR (PD) CC No. 051/3.10119/2015-16, dated July 1, 2015. Similarly, KYC guidelines have been issued by NSDL and CDSL on customer identification and proof of address at the time of opening the account and for subsequent changes/modification etc. The Company has adopted all the best practices prescribed by RBI from time to time and shall make appropriate modifications if any necessary to this code to conform to the standards so prescribed.

## 50.INTERNAL FINANCIAL REPORT:

The Board has adopted policies and procedures for efficient conduct of business. The Audit Committee evaluates the efficiency and adequacy of financial control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and strives to maintain the Standard in Internal Financial Control.

## 51.COMPLIANCE WITH NBFC REGULATIONS

Your Company has complied with all the regulatory provisions of the Reserve Bank of India applicable to Non-Banking Financial Company – Scale based regulations

## 52.DETAILS OF DEBENTURE TRUSTEE DURING THE FINANCIAL YEAR, THE FOLLOWING DEBENTURE TRUSTEES ARE ASSOCIATED WITH THE COMPANY:

Catalyst Trusteeship Limited

Windsor, 6th Floor, Office No. 604, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400098

## 53.MATERIAL AND SIGNIFICANT ORDERS PASSED BY REGULATORS & COURTS:

No significant and material orders have been passed by any regulators or courts or tribunals against the Company impacting the going concern status and Company’s operations in future.

## 54.MAINTENANCE OF COST RECORDS

The Company is an NBFC, and hence the requirement under sub-section (1) of section 148 of the Companies Act, 2013 w.r.t Maintenance of cost records is not applicable.

## ACKNOWLEDGEMENT:

The Board of Directors places its gratitude and appreciation for the support and cooperation from its members, debenture holders, trustees for debenture holders, the Reserve Bank of India, the Insurance Regulatory and Development Authority of India, the Securities and Exchange Board of India, BSE Limited & National Stock Exchange of India Limited, the Registrar to an issue and Share Transfer Agent, the depositories, banks, financial institutions, and customers.

The Board of Directors also places on record its sincere appreciation for the commitment and hard work put in by the Management and the employees of the Company, its subsidiaries and associates and thanks them for yet another good year of performance.

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

**JOBY GEORGE**

Chairman and Managing Director

DIN: 06429801

**SANDEEP BABU THONNANGAMATH**

Director

DIN: 08242822

Place: Mumbai

Date: 12.08.2026

# ANNEXURES TO THE DIRECTOR'S REPORT

Annexure I — Secretarial Audit Report (Form MR-3) · Annexure II — Form AOC-2 · Annexure III — Certificate on Non-Disqualification of Directors

**Annexure to Directors Report**

**Annexure I**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st March 2026

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

To,

The Members,
Registered office address:
Supra Pacific Financial Services Limited
Floor Number 11 Office Number A 1107,
Kanakia Wall Street Andheri Kurla Road,
Chakala Midc, Mumbai, Maharashtra, India, 400093

Corporate office address:
Floor Number 11 Office Number A 1107,
Kanakia Wall Street Andheri Kurla Road,
Chakala Midc, Mumbai, Maharashtra, India, 400093

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Supra Pacific Financial Services Limited. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2026 complied with statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2026 according to the applicable provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;

d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

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 client;

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

vi. Other laws applicable specifically to the Company namely:-

a) The Reserve Bank of India Act, 1934;

b) Master Direction - Non-Banking Financial Company - Systemically Important

Non-Deposit taking Company and Deposit taking Company (Reserve Bank)

Directions, 2016;

c) Non-Banking Financial Companies - Corporate Governance (Reserve Bank)

Directions, 2015; and

d) Master Direction- Non-Banking Financial Company Returns (Reserve Bank)

Directions, 2016.

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
2. The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that, with regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has generally complied with the following laws applicable specifically to the Company:

a) Employees Provident Fund and Miscellaneous Provisions Act 1952;

b) Employees State Insurance Act 1948;

c) Industrial Disputes Act 1947;

d) Payment of Wages Act 1936;

During the audit period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards etc. made thereunder.

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

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

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines etc.

We further report that during the audit period, based on the information furnished and upon examination of documents, the Company has made the following issue during the period of audit under review;

| Date of allotment | Type of instrument | No of Securities | Face Value and price | Premium amount paid per security | No of person to whom allotment is made |
|---|---|---|---|---|---|
| 07-04-2025 | secured, unrated, unlisted, redeemable, fully paid-up nonconvertible debentures | 100000 | Rs. 1000 per Debenture aggregating 100000000 | | 1 |
| 26-05-2025 | Equity shares in paripassu with existing shareholders | 3327778 | Nominal amount of Rs.10 per share aggregating 33277780 | Premium amount of Rs.20.5 per share aggregating 66721948.90 | 13 |
| 03-06-2025 | secured, unrated, unlisted, redeemable, fully paid-up nonconvertible debentures | 40000 | Rs. 1000 per Debenture aggregating 40000000 | | 1 |
| 17-06-2025 | secured, unrated, unlisted, redeemable, fully paid-up nonconvertible debentures | 40000 | Rs. 1000 per Debenture aggregating 40000000 | | 1 |
| 25-06-2025 | secured, unrated, unlisted, redeemable, fully paid-up nonconvertible debentures | 80000 | Rs. 1000 per Debenture aggregating 80000000 | | 1 |
| 11-07-2025 | secured, unrated, unlisted,redeemable, fully paid-up nonconvertible debentures | 100000 | Rs. 1000 per Debenture aggregating 100000000 | | 1 |
| 30-07-2025 | secured, unrated, unlisted, redeemable, fully paid-up nonconvertible debentures | 50000 | Rs. 1000 per Debenture aggregating 50000000 | | 1 |
| 08-12-2025 | secured, unrated, unlisted, redeemable, fully paid-up nonconvertible debentures | 63650 | Rs. 1000 per Debenture aggregating 63650000 | | 85 |
| 11-12-2025 | secured, unrated, unlisted, redeemable, fully paid-up nonconvertible debentures | 110000 | Rs. 1000 per Debenture aggregating 110000000 | | 1 |
| 01-01-2026 | secured, unrated, unlisted, redeemable, fully paid-up nonconvertible debentures | 70000 | Rs. 1000 per Debenture aggregating 70000000 | | 1 |
| 23-01-2026 | secured, unrated, unlisted, redeemable, fully paid-up nonconvertible debentures | 82076 | Rs. 1000 per Debenture aggregating 82076000 | | 127 |
| 30-03-2026 | Equity Paripassu with existing shares | 15852525 | Nominal amount of Rs.10 per share aggregating 15852525 | Premium amount of Rs.13 per share aggregating 364608075 | 466 |

**We further report** that during the financial year under review, the Company filed certain forms with the Registrar of Companies (ROC) along with the payment of additional fees.

**We further report** that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards etc.

*For DV & Associates*

*Company Secretaries*

*CS Vivek Kumar*

*Partner*

*M. No. F9353, CoP: 11036*

*Peer Review Certificate no. 6353/2025*

UDIN: F009353H000464082

Ernakulam
25th May, 2026

**Annexure to Secretarial Audit Report**

The Members,
Registered office address:
Supra Pacific Financial Services Limited
Floor Number 11 Office Number A 1107,
Kanakia Wall Street Andheri Kurla Road,
Chakala Midc, Mumbai, Maharashtra, India, 400093

Corporate office address:
Floor Number 11 Office Number A 1107,
Kanakia Wall Street Andheri Kurla Road,
Chakala Midc, Mumbai, Maharashtra, India, 400093

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company like, Income Tax, GST, Customs, etc.

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 the Management in terms of Section 134 (5) (f) of the Companies Act, 2013. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

7. The audit was conducted based on the verification of the Company's books, papers, minutes books, forms and returns filed, documents and other records furnished by them or obtained from the Company electronically and also the information provided by the company and its officers by online and/or offline means.

*For DV & Associates*

*Company Secretaries*

*CS Vivek Kumar*

*Partner*

*M. No. F9353, CoP: 11036*

*Peer Review Certificate no. 6353/2025*

UDIN: F009353H000464082

Ernakulam

25th May, 2026

## Annexure II

## Form AOC- 2

## (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2)

## Of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Act including certain arm's length transactions under third provision thereto:

1. **Details of material contracts or arrangements or transactions not at arm's length basis:**

Not Applicable

2. **Details of material contracts or arrangement or transactions at arm's length basis:**

| Name of the related Party | M/s. Centreal Bazaar Limited | M/s. Centreal Consultancy Services |
|---|---|---|
| Nature of Relationship | **Shri. Joby George, Managing Director and Shri Sandeep Babu Director are interested** | **Shareholder** |
| Nature, Material terms, monetary value and particulars of the contract or arrangements | i. **Interest**<br>ii. **Rent**<br>iii. **Other expenses**<br>iv. **Business loan** | **(i)Interest** |
| Duration of the Contract / arrangement | **NA** | **NA** |
| Salient terms of the contract or arrangements/ transactions | **At Competitive rate and at arm's length basis** | **At Competitive rate and at arm's length basis** |
| Date of approval by the Board | **14.08.2025** | **10.02.2025** |

The details of the related party transactions including amount has been mentioned in the notes forming part of financial statement at Note no.35. The above-mentioned related party transactions was entered into by the Company in the ordinary course of business and at arm's length basis duly approved by the Audit Committee of the Company.

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

**JOBY GEORGE**
MANAGING DIRECTOR
(DIN 06429801)

**SANDEEP BABU THONNANGAMATH**
DIRECTOR
(DIN: 08242822)

Place: Mumbai

Date: 12th August, 2026

**Annexure III**

**Certificate on Non-Disqualification of Directors**

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015]

To,

The Members of Supra Pacific Financial Services Limited

Registered Office:

Floor Number 11 Office Number A 1107,

Kanakia Wall Street Andheri Kurlaroad,

ChakalaMidc, Mumbai, Mumbai, Maharashtra, India, 400093

Corporate Office:

Floor Number : 11 , Office Number :

A-1107.Kanakia Wall Street, Andheri Kurlaroad,Andheri East,

Mumbai, Chakala Midc, Mumbai, Mumbai, Maharashtra, India, 400093

We have examined the relevant disclosures provided by the Directors (as enlisted in Table A) to **Supra Pacific Financial Services Limited** bearing CIN: L64990MH1986PLC039547, having registered office at Floor Number 11 Office Number A 1107, Kanakia Wall Street Andheri Kurlaroad, ChakalaMidc, Mumbai, Mumbai, Maharashtra, India, 400093 , (hereinafter referred to as "the Company") for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Clause 10 (i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our knowledge and based on the following:

i. Documents available on the website of the Ministry of Corporate Affairs;

ii. Verification of Directors Identification Number (DIN) status on the website of the Ministry of Corporate Affairs;

iii. Disclosures provided by the Directors (as enlisted in Table A) to the Company; and

iv. Debarment list of the Bombay Stock Exchange and the National Stock Exchange,

We hereby certify that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India or any such other statutory authority as on **31st March, 2026**.

**Table A**

| SL No: | Name | DIN | Date of Appointment in Company |
|---|---|---|---|
| 1 | Joby George | 06429801 | 27/02/2020 |
| 2 | Abidh Abubakkar | 08569590 | 29/11/2023 |
| 3 | Thonnangamath Babu Sandeep | 08242822 | 14/07/2020 |
| 4 | Dhanya Jose | 09724286 | 06/09/2022 |
| 5 | Kanjirikkapallil Saithumuhammad Anvar | 09763977 | 19/10/2022 |
| 6 | Joly Sebastian | 10168844 | 15/06/2023 |
| 7 | Manoj Karumathil | 08760264 | 15/06/2023 |
| 8 | Adayadiyil George Varughese | 08842948 | 23/12/2024 |

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

For DV&Associates
Company Secretaries

CS Vivek Kumar
Partner
M. No. F9353, CoP: 11036
Peer Review Certificate no. 6353/2025
UDIN: F009353H000960347

**Place: Ernakulam**

**Date: 28/07/2026**

# REPORT ON CORPORATE GOVERNANCE

For the financial year ended 31 March 2026

This report details the corporate governance policies and practices of Supra Pacific Financial Services Limited for FY 2026 and outlines compliance with requirements of the Companies Act, 2013, as amended, (the 'Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto (the 'SEBI Listing Regulations'), and the Directions of the Reserve Bank of India ('RBI') for Non-Banking Financial Companies (the 'RBI Directions'), as applicable to the Company.

## 1.CORPORATE GOVERNANCE PHILOSOPHY

The Company's philosophy on Corporate Governance is aimed at assisting the management in conducting business efficiently and meeting its obligations to stakeholders. This philosophy is guided by a strong emphasis on transparency, accountability and integrity. The Company's governance practices and processes ensure that the interests of all stakeholders are addressed in a transparent manner and are deeply embedded into the organization's culture. The Corporate Governance guidelines are in compliance with the requirements of schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of fairness, transparency, professionalism and accountability, in all facets of its operations, and in all its interactions with its stake holders, including shareholders, employees, the government and lenders.

The Company adheres to fair, transparent and ethical governance practices, which are essential for enhancing long- term shareholder value and maintaining investor trust. These standards are upheld through consistent efforts and a commitment to the highest levels of corporate conduct.

The Company is guided by a dynamic, experienced and well-informed Board. Along with its Committees and the established Corporate Governance Framework, the Board performs its fiduciary responsibilities towards all stakeholders. The Company has adopted a Board approved Corporate Governance Code, which supports the achievement of its goals and objectives. This Code encompasses all aspects of operations, management, action plans, internal controls, performance measurement and regulatory disclosures. The Corporate Governance Code is available on the Company's website.

## 2.BOARD OF DIRECTORS

The Board of Directors ('Board') and its committees plays a significant role in upholding and furthering the principles of good governance which translates into ethical business practices, transparency, and accountability in creating long term stakeholder value. In line with the commitment to the principle of integrity and transparency in business operations for good corporate governance. The Company's policy is to have an appropriate blend of Independent and Non-Independent directors to maintain the independence of the Board and to separate the Board functions of Governance and Management.

The Company strives to maintain an appropriate balance of skills and experience within the organization and the Board in an endeavor to introduce new perspectives while maintaining experience and continuity. The Board of Directors ('Board') and its committees play significant role in upholding and furthering the principles of good governance which translates into ethical business practices, transparency, and accountability in creating long-term stakeholder value. The Board has constituted several Board sub-Committees. The scope and functioning of these Committees are governed by the regulations, business exigencies and such other matters warranting special and expert attention. The Company also have a calendar of review in place delineating the roles and responsibilities, terms of reference and frequency of review by the Committees.

**THE COMPOSITION OF THE BOARD OF DIRECTORS AS AT MARCH 31, 2026.**

| SL.NO | NAME OF THE DIRECTOR | CATEGORY |
|---|---|---|
| 1 | Joby George | Executive Director |
| 2 | Abidh Abubakkar | Executive Director |
| 3 | Sandeep Babu Thonnangamath | Non-Executive - Non Independent Director |
| 4 | Manoj Karumathil | Non-Executive - Non Independent Director |
| 5 | Dhanya Jose | Non-Executive - Independent Director |

| | | |
|---|---|---|
| 6 | Kanjirikkapallil Saithumuhammad Anvar | Non-Executive - Independent Director |
| 7 | Adayadiyil George Varughese | Non-Executive - Independent Director |
| 8 | Joly Sebastian | Non-Executive - Independent Director |

Mr. Tomin Joseph Thachankary, Non-Executive Independent Director, served as the Chairman of the Board from October 15, 2024 to June 10, 2025.

The Composition of the Board as on the date of report is as under:

| Name of the Director | No of shares held | Attendance particulars | | No. of other Directorship and Committee memberships/ Chairmanships | | | Relationship inter-se Directors |
|---|---|---|---|---|---|---|---|
| | | Board Meetings | Last AGM | Other Directorship in public companies (Including this Company) | Other Committee Membership (Including this company) | Other Committee Chairman Ship (Including this company) | |
| Shri. Joby George (DIN:06429801) | 14120448 | 22 | Present | 2 | 2 | 0 | None |
| Shri. Sandeep Babu T (DIN:08242822) | 1686742 | 21 | Present | 2 | 1 | 0 | None |
| Mrs. Dhanya Jose (DIN: 09724286) | 0 | 22 | Present | 1 | 0 | 0 | None |
| Mr. Anvar KS (DIN: 09763977) | 0 | 20 | Present | 2 | 3 | 1 | None |
| Mr. Manoj K (DIN: 08760264)[ | 288186 | 17 | Present | 2 | 0 | 0 | None |
| Mr. Joly Sebastian (DIN: 10168844) | 14000 | 21 | Present | 2 | 3 | 2 | None |
| Shri. Abidh Abubakkar (DIN: 08569590) | 3175812 | 17 | Present | 1 | 0 | 0 | None |
| Shri AG Varughese DIN: 08842948 | 15000 | 22 | Present | 1 | 0 | 0 | None |

i. In accordance with Regulation 26 (b) of the SEBI (LODR) Regulations 2015, Membership / Chairmanship of only the Audit Committees and Stakeholders Relationship Committees of all Public Limited Companies has been considered.

j. None of the Directors on the Board are member of more than 10 committees and Chairman of more than 5 Committees across all the Companies in which he is a Director as per Regulation 26 (1) of SEBI (LODR) Regulations 2015.

All the Directors have made necessary disclosures regarding their directorship and committee positions occupied by them in other companies. None of the directors are related to each other.

**DEPICTION OF BOARD AND ITS VARIOUS COMMITTEES:**

**Audit Committee**

The **Audit Committee** oversees the Company's financial reporting process, internal controls, and statutory audit functions. It ensures transparency, accuracy, and integrity in financial statements and compliance with regulatory requirements.

**Nomination Remuneration Committee**

The **Nomination and Remuneration Committee** is constituted under Section 178 of the Companies Act, 2013 to identify suitable candidates for directorships and senior management positions. It also recommends the Company's remuneration policy and evaluates the performance of Directors and Key Managerial Personnel.

**Stakeholders Relationship Committee**

The Committee addresses grievances of shareholders, debenture holders, and other security holders. It ensures timely resolution of complaints relating to transfers, dividends, and other shareholder services.

**Risk Management Committee**

The Committee monitors and reviews the Company's risk management framework. It ensures identification, evaluation, and mitigation of key business and operational risks.

**IT Strategy Committee**

The **IT Strategy Committee** guides the Company's IT policies, infrastructure, and digital initiatives. It ensures alignment of technology strategies with business objectives while addressing cybersecurity and data governance.

**Asset and Liabilities Management Committee (ALCO)**

The **Asset and Liabilities Management Committee (ALCO)** monitors liquidity risk, interest rate risk, and balance sheet management of the Company. It ensures optimal asset-liability mix to safeguard financial stability and profitability.

In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Reserve Bank of India (Non-Banking Financial Company–Scale Based Regulation) Master Directions, 2023, No. RBI/DoR/2023-24/105 DoR.FIN.REC.No.45/03.10.119/2023-24 dated October 19, 2023 ("RBI Master Directions"), the Board of your Company has an optimum combination of Executive, Non-Executive and Independent Directors. The composition of the Board is in compliance with the provisions of the Act and Rules made thereunder and SEBI Listing Regulations as amended from time to time. As on March 31, 2026, the Board is comprised of 8 members consisting of 2 Executive Directors, 2 Non-Executive Directors and 4 Non-Executive Independent Directors including one Women Non-Executive - Independent Director. Half of the Board of Directors comprises Independent Directors.

Details of directorships, memberships and chairpersonships of the committees of other companies for the Directors of the as on March 31, 2026 Company are as follows:

| Sl.NO | Name of Directors | No. of directorship in listed entities including this listed entity [with reference to Regulation 17A] | No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1)] & reg. 17A(2)] | No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations) | No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations) |
|---|---|---|---|---|---|
| 1 | JOBY GEORGE | 1 | 0 | 2 | 0 |
| 2 | SANDEEP BABU THONNANGAMATH | 1 | 0 | 1 | 0 |
| 3 | DHANYA JOSE | 1 | 1 | 0 | 0 |
| 4 | KANJIRIKKAPALLIL SAITHUMUHAMMAD ANVAR | 1 | 1 | 3 | 1 |
| 5 | MANOJ KARUMATHIL | 1 | 0 | 0 | 0 |
| 6 | JOLY SEBASTIAN | 1 | 1 | 3 | 2 |
| 8 | ABIDH ABUBAKKAR | 1 | 0 | 0 | 0 |
| 11 | ADAYADIYIL GEORGE VARGHESE | 1 | 1 | 0 | 0 |

## Number of Board Meetings, attendance at Board Meetings and previous Annual General meeting

As per Regulation 17(1) of SEBI LODR Regulation 2015, Twenty two (22) Board Meetings were held during the Financial Year 2025-2026. The requisite quorum was present for all the Meetings. The Board met at least once in a calendar quarter and the maximum time gap between any two Meetings was not more than one hundred and twenty days.

| Sl.No | Name of the Director | No. of Board Meetings attended during the year | 39th AGM held on 30th September, 2025 Attended |
|---|---|---|---|
| 1 | Mr. Joby George | 22 | Yes |
| 2 | Mr. Sandeep Babu | 21 | Yes |
| 4 | Mrs. Dhanya Jose | 22 | Yes |
| 5 | Mr. Anvar KS | 20 | Yes |
| 6 | Mr. Manoj K | 16 | Yes |
| 7 | Mr. Joly Sebastain | 21 | Yes |
| 8 | Mr. Abidh Abubakkar | 17 | Yes |
| 9 | Mr. Tomin Joseph Thachankary | 3 | No |
| 10 | Mr. R Balakrishnan | 2 | No |
| 11 | Mr.AG Varughese | 22 | Yes |

Details of change in composition of the Board during the current FY 2025-26:

| Sl No | Name of the Director | Designation | Nature of change | Effective Date |
|---|---|---|---|---|
| 1. | Mr. R Balakrishnan | Non-Executive Director | Resignation | September 09, 2025 |
| 2. | Shri Tomin Joseph Thachankary | Independent Director | Resignation | June 10, 2025 |

## Board Meetings and Deliberations:

The Board Meetings are convened by giving appropriate notice well in advance of all the meetings. The Directors / Members are provided with appropriate information in the form of agenda items in a timely manner, to enable them to deliberate on each agenda item and make informed decisions and provide appropriate directions to the Management.

The Board meets at least once in every quarter to review the quarterly results and other items on the agenda and additional meetings are held to address specific needs and business requirements of your Company. Video-conferencing facility is also provided at the Board meetings in case any director is unable to attend the meeting physically but wishes to participate through electronic mode in the meetings. The same is conducted in compliance with the applicable laws. The Business Heads and other executives attend the Board meetings upon invitation on need basis. At the Board Meetings, presentations covering important areas of the Company were presented such as annual action plans, business strategies, financial statements, performance review, information technology, information security risk management, compliance and risk assessment, Scale Based Regulation (SBR) regulatory framework, etc.

**Dates of Board Meetings:**

Board meetings were held on 07-04-2025, 26-05-2025, 03-06-2025, 17-06-2025, 25-06-2025,

11-07-2025, 30-07-2025, 14-08-2025, 14-11-2025, 24-11-2025, 27-11-2025, 08-12-2025,

11-12-2025, 30-12-2025, 01-01-2026, 06-01-2026, 09-01-2026, 23-01-2026, 07-02-2026,

14-02-2026, 07-03-2026, 30-03-2026.

## INDEPENDENT DIRECTORS

The company has complied with the conditions of Section 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (LODR) Regulations, 2015. The Company has received necessary declaration and confirmation from each of the Independent Directors confirming that they meet the criteria of independence as prescribed under the Act and SEBI Listing Regulations. Independent Directors have confirmed that they have registered their names in the Independent Directors' Databank. The Independent Directors continue to fulfil the criteria prescribed for an Independent Director as stipulated in Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act and are independent of the management of the Company.

## SEPARATE MEETING OF INDEPENDENT DIRECTORS

As per Companies Act 2013 and SEBI Regulation 2015, the meeting of Independent Directors was held on 14.08.2025 without the attendance of Non – Independent Directors, inter alia, discussed and reviewed performance of Non-Independent Directors, the Board as a whole, Chairman of the Company and assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board, that is necessary for the Board to effectively and reasonably perform their duties.

## WEBLINK WHERE DETAILS OF FAMILIARIZATION PROGRAM IMPARTED TO INDEPENDENT DIRECTORS DISCLOSED.

The Company has adopted a structured Program for orientation of independent directors at the time of their joining so as to familiarize them with the company's operation, business, industry and environment in which it functions and the regulatory environment applicable to it. The Company through its Managing Director / Senior Managerial Personnel makes presentations regularly to the Board, Audit Committee or such other Committees, as may be required, covering, inter-alia, business environmental, business strategies, operations review, quarterly and annual results, budgets, statutory compliance, etc.

The familiarisation details: https://www.suprapacific.com/storage/3151/Familiarization-Program-for-Independent-Directors.pdf

## MATRIX / TABLE CONTAINING SKILLS EXPERTISE AND COMPETENCIES OF THE BOARD OF DIRECTORS.

| Particulars | Detailed list of core skills, expertise and competencies | Name of Directors who have skills, expertise and competence | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | Mr. Joby George | Mrs. Dhanya Jose | Mr. Manoj K | Mr. Abid Abubacker | Mr. Sandeep Babu | Mr. Anvar KS | Mr.AG Varughese | Mr. Joly Sebasti |
| | Strategic policy formulation and | ✓ | | | ✓ | ✓ | | | |
| | Regulatory framework Knowledge | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ |
| Core Skills | Financial Performance | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ |
| | Advising on Risk mitigation and Compliance Requirements | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ |
| Expertise | Knowledge of Finance Industry | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | Commercial acumen | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | Strategic Leadership | ✓ | | ✓ | ✓ | ✓ | | | |
| | Execution of policies framed by the Board | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Competencies | Identifying the growth areas for expanding the business | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| | Advising on Business Risks & environment | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

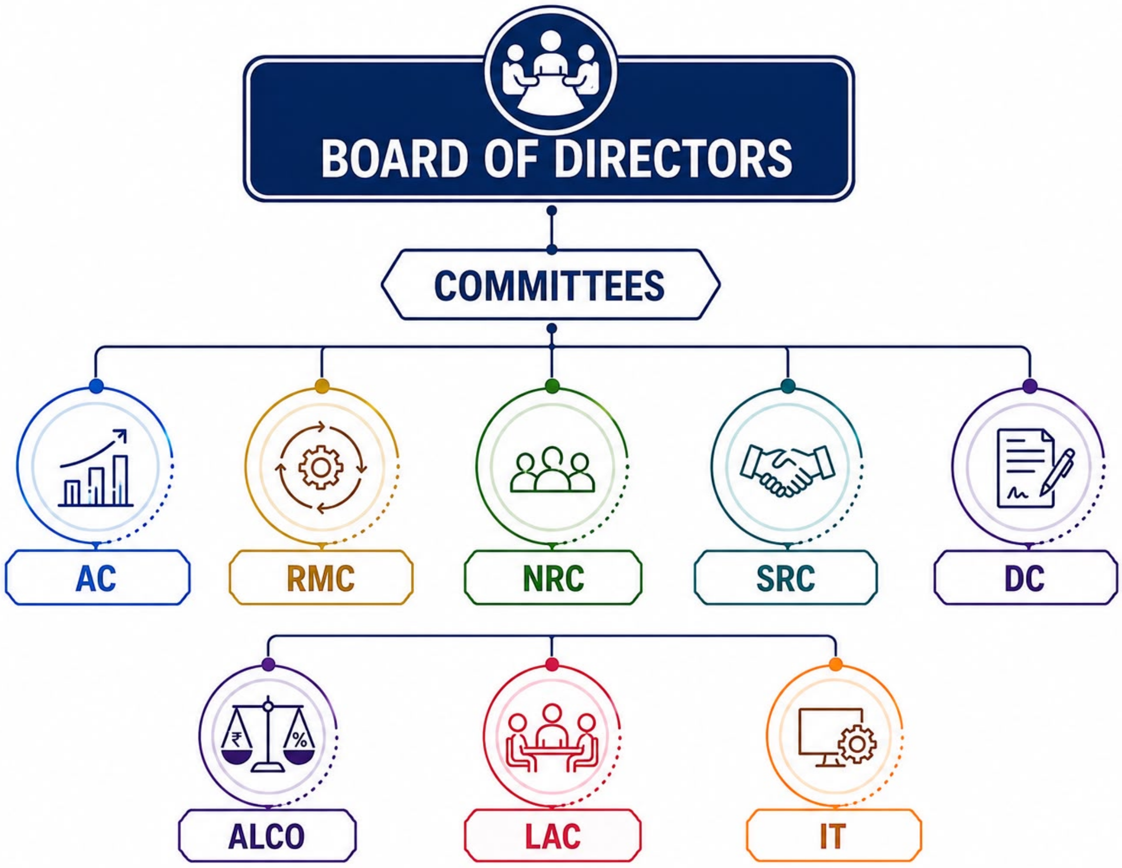
## EVALUATION OF THE BOARD'S PERFORMANCE

The Board has a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board based on the criteria laid down by Nomination and Remuneration Committee which included attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest, adherence to Code of Conduct and Business ethics, monitoring of regulatory compliance, risk assessment and review of Internal Control Systems etc.

## COMMITTEES OF BOARD OF DIRECTORS:

The Committees instituted by the Board plays a vital role in the governance structure of the Company and they deal in specific areas or activities that need closure or review. The Committees have been set up under the prescribed approval of the Board to carry out roles and responsibilities as set out in the Corporate Governance Code of the Company.

The Chairman of each Committee briefs the Board on the important deliberations and decisions of the respective Committees. The quorum for all the Board Committees is two members or one-third members, whichever is higher. The Company Secretary acts as the Secretary to all the Committees of the Board of Directors.




## COMMITTEES:

**AC:** Audit Committee

**NRC:** Nomination and Remuneration Committee

**SRC:** Stakeholders Relationship Committee

**RMC:** Risk Management Committee

**IT:** Information Technology (IT) Strategy Committee

**ALCO:** Asset Liability Management committee

**LAC**: Loan Approval Committee

**DC**: Debenture Committee

## AUDIT COMMITTEE

The Audit Committee has been constituted by the Board in compliance with the requirements of Section 177 of the Act and Regulation 18 of the SEBI (LODR) Regulations, 2015. Its composition, quorum, powers, role and scope are in accordance with the provisions of Section 177 of the Act, Regulation 18 of the SEBI Listing Regulations and Reserve Bank of India (Non-Banking Financial Company–Scale Based Regulation) Master Directions, 2023, No. RBI/DoR/2023-24/105 DoR.FIN.REC No.45/03.10.119/2023-24 dated October 19, 2023. All the members of the Audit Committee are financially literate and possess high expertise in the fields of Finance, Taxation, Economics, Risk and International Finance.

## Terms of reference:

The terms of reference of the Audit Committee covers all the areas mentioned under Section 177 of the Act and Regulation 18 read with Part C of Schedule II to the Listing Regulations.

The terms of reference of the Audit Committee, inter-alia is as follows:

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

ii. Recommending the appointment and removal of External Auditors, fixation of Audit Fee and approval for payment for any other services;

iii. Review with the management and statutory auditors of the annual financial statements before submission to the Board with particular reference to:

a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

b. Changes, if any, in accounting policies and practices and reasons for the same;

c. Major accounting entries involving estimates based on the exercise of judgment by management;

d. Significant adjustments made in the financial statements arising out of audit findings;

e. Compliance with listing and other legal requirements relating to financial statements

f. Disclosure of any Related Party Transactions;

g. Modified opinion(s) in the draft Audit Report;

iv. Review of the quarterly and half yearly financial results with the management and the Statutory Auditors;

v. Examination of the financial statement and the Auditors' Report thereon;

vi. Review and monitor Statutory Auditor's independence and performance and effectiveness of audit process;

vii. Approval or any subsequent modification of transactions with related parties;

viii. Scrutiny of Inter-Corporate Loans and Investments;

ix. Review of valuation of undertakings or assets of the company wherever it is necessary;

x. Evaluation of Internal Financial Controls and Risk Management Systems;

xi. Review with the Management, Statutory Auditors and the Internal Auditors about the nature and scope of audits and of the adequacy of internal control systems;

xii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;

xiii. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

xiv. Consideration of the reports of the internal auditors and discussion about their findings with the management and suggesting corrective actions wherever necessary;

xv. Look into the reasons for any substantial defaults in payment to the depositors, debenture-holders, shareholders (in case of non-payment of declared dividend) and creditors, if any;

xvi. Review the functioning of the whistle blower mechanism;

xvii. Review and monitor the end use of funds raised through public offers and related matters;

xviii. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;

xix. Frame and review policies in relation to implementation of the Code of Conduct for Prevention of Insider Trading Code and supervise its implementation under the overall supervision of the Board;

xx. Review of the following information:

i. Management Discussion and Analysis of financial condition and results of operations;

ii. Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by Management;

iii. Management letters / letters of internal control weaknesses issued by the Statutory Auditors;

iv. Internal Audit Reports relating to internal control weaknesses;

v. The appointment, removal and terms of remuneration of the Chief Internal Auditor

vi. Statement of deviations:

i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1)

ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus in terms of Regulation 32(7), if applicable

xxi. Carrying out any other function as may be referred to the Committee by the Board.

xxii. Authority to review / investigate into any matter covered by Section 177 of the Companies Act, 2013 and matters specified in Part C of Schedule II to the Listing Regulations.

The Audit Committee met 4 times during the year under review. The Committee meeting were held on 26-05-2025, 14-08-2025, 14-11-2025, and 14-02-2026.

The gap between two Meetings did not exceed one hundred and twenty days. The composition of the Audit Committee as on March 31, 2026 and the details of attendance for the FY 2025-26 is as under:

| SL No | Name Of Committee Members | Designation | No. Of Meetings Attended During 2025-2026 | No. Of Meetings Conducted During 2025-2026 |
|---|---|---|---|---|
| 1 | Joly Sebastian | Chairman | 4 | 4 |
| 2 | Joby George | Member | 4 | 4 |
| 3 | Anvar KS | Member | 4 | 4 |

The Audit Committee invites such of the executives, as it considers appropriate to be present at its meetings. The heads of Internal Audit and Finance attend the meetings.

## NOMINATION & REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee has been constituted by the Board in compliance with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations.

The Nomination & Remuneration Committee met 3 times during the year under review. The Committee meeting was held on 26-06-2025, 11-07-2025 and 14-11-2025.

The composition of the Nomination and Remuneration Committee as on March 31, 2026 and the details of attendance for the FY 2025-26 is as under:

| SL No | Name of Committee members | Designation | No. of Meetings attended during 2025-2026 | No. of Meetings conducted during 2025-2026 |
|---|---|---|---|---|
| 1 | Joly Sebastian | Chairman | 3 | 3 |
| 2 | Sandeep Babu Thonnangamath | Member | 3 | 3 |
| 3 | Anvar KS | Member | 3 | 3 |

**Terms of Reference:**

The terms of reference of the Committee are in accordance with the Companies Act, SEBI Listing Regulations and RBI Regulations. These broadly include:

- To identify persons who are qualified to become directors and who may be appointed in senior management, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- Formulation of the criteria for determining the qualifications, positive attributes and independence of the director and recommend to the Board a policy, relating to remuneration of the Directors, Key Managerial Personnel and other employees.
- Formulation of criteria for evaluation of independence directors and the Board.
- Devising a policy on Board diversity.

The remuneration policy is in consonance with the existing industry practice and also with the provisions of Companies Act.

**Performance Evaluation Criteria for Independent Directors**

### A. Personal Traits

- Highest personal and professional ethics, integrity, values and Independence
- Inquisitive and objective perspective, practical wisdom and matured judgment.
- Contribution to Board and Committees

### B. Other Criteria

- To act in the best interest of minority shareholders of the Company
- Willingness to devote sufficient time to carry out the duties and responsibilities effectively, including attendance at meetings.
- Compliance with the definition of Independent Director as provided in the Act and Listing Regulations.
- Monitoring the implementation of Corporate Governance guidelines and conflict of interest in any of the policies adopted by the Company

## Remuneration Policy:

**Non-Executive Directors**

There is no pecuniary relationship of the Non- Executive Director vis-à-vis the Company, whatsoever. None of the Non- Executive Directors (NEDs) are paid any remuneration whether by way of Commission or Salary.

**Remuneration to Non-Executive Directors FY 2025-26**

| Name of the Directors | Sitting Fee (Rs. In Lakhs) |
|---|---|
| Ms. Dhanya Jose | 220000 |
| Mr. Sandeep Babu T | 210000 |
| Mr. Anvar KS | 200000 |
| Mr. Manoj K | 160000 |
| Mr. Tomin Joseph Thachankary | 30000 |
| Mr. Varughese A G | 220000 |
| Mr. R Balakrishnan | 20000 |
| Mr. Joly Sebastian | 210000 |
| **Total** | **1270000** |

**Executive Directors**

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) to the Managing Director. Salary is paid within the range approved by the shareholders. The ceiling on perquisites and allowances as a percentage of salary is fixed by the Board, within the prescribed ceiling; the perquisite package is fixed by the Remuneration Committee.

**Remuneration to Directors:**

The details of the remuneration paid to the executive Directors are as follows:

| Name | Salary (Rs. In Lakh) | Commission paid in 2025-2026 | Perquisites (Rs.) | Retirement Benefit (Rs.) | Total (Rs. In Lakh) |
|---|---|---|---|---|---|
| Mr. Joby George | 34.00 | Nil | Nil | Nil | 34.00 |

## STAKEHOLDERS RELATIONSHIP COMMITTEE

In terms of Section 178 (5) of the Act and Regulation 20 of the Listing Regulations, the terms of reference of the Stakeholders Relationship Committee as under:

- To consider and resolve the grievances of the security holders of the company, including complaints related to transfer of shares, non-receipt of annual reports, non-receipt of declared dividend, etc.
- To set for the policies relating to and to oversee the implementation of the code of conduct for prevention of insider trading and to review the concerns received under the company's code of conduct.

**Composition, Meetings & Attendance:**

The Stakeholders Relationship Committee met 1 (One) time during the year under review on 14$^{th}$ November 2025. The Committee reviewed the service standards of the Company's RTA and the measures taken for timely and effective investors grievance redressal that can facilitate better investor services and relations.

The composition of the Committee as on March 31, 2026, along with the details of attendance during the financial year 2025-26, is presented below:

| Si No | DIN Number | Name of Committee members | Designation |
|---|---|---|---|
| 1. | 09763977 | Anvar KS | Chairman |
| 2. | 06429801 | Joby George | Member |
| 3. | 10168844 | Joly Sebastian | Member |

**Ms. Leena Yezhuvath**, Company Secretary was the secretary of the committee

**Investors Compliant during the year under review FY 2025-26**

| | |
|---|---|
| Compliant Received during the year | 0 |
| Compliant disposed off during the year | 0 |
| Compliant remain unresolved during the year | 0 |

## RISK MANAGEMENT COMMITTEE:

Your Company has Risk Management Committee in compliance with Regulation 21 of SEBI Listing Regulations and RBI Master Directions, which monitors the risk management strategy of the Company. In order to ensure best governance practices, the Company has established risk management process for each line of its business and operations. These processes have been implemented through the specific policies adopted by the Board of Directors of the Company from time to time. Nevertheless, entire processes are subjected to robust independent internal audit review to arrest any potential risks and take corrective actions.

The terms of reference of RMC, inter alia, includes formulation of a detailed Risk Management Policy, reviewing and guiding the Management on reputational and market (investment) risk, ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company, monitoring and overseeing implementation of the Risk Management Policy, including evaluating the adequacy of risk management systems.

The Risk Management Committee met 2 (Twice) time during the year under review on 14-11-2025 and 14-02-2026.

The composition of Risk Management Committee as on March 31, 2026 was as under:

| Sr. No | Name of the Director | Designation | No. of Meetings during 2025-2026 | No. of Meetings attended during 2025– 2026 |
|---|---|---|---|---|
| 1 | Mr. Anvar K S, Independent Director | Chairman | 2 | 2 |
| 2. | Joly Sebastian | Member | 2 | 2 |
| 3 | Mr. Joby George, Chairman & Managing Director | Member | 2 | 2 |

## INFORMATION TECHNOLOGY (IT) STRATEGY COMMITTEE

Pursuant to Master Direction – Information Technology Framework issued by RBI for NBFC Sector, the Company has constituted an IT Strategy Committee. It is a board-level group that oversees an organization's technology direction, digital investments, and cybersecurity frameworks. The company has ensured due adherence to the requirements of this framework in letter and spirit.

**Composition, Meetings & Attendance:**

The Information Technology Strategy Committee comprise of three members. The committee met twice (2) during the year under review i.e. on August 14, 2025 and January 23, 2026. The composition of the Information Technology Strategy Committee as on March 31, 2026 and the details of attendance for the FY 2026-27 is as under:

| Sr. No | Name of the Director | Designation | No. of Meetings during 2025-2026 | No. of Meetings attended during 2025–2026 |
|---|---|---|---|---|
| 1 | Mr. Joly Sebastian, Independent Director | Chairman | 2 | 2 |
| 2 | Mr. Abid Abubakker, Executive Director | Member | 2 | 2 |
| 3 | Mr. Rajesh V G Menon, Chief Technology Officer | Member | 2 | 2 |

In terms of RBI guidelines, the terms of reference of the Committee, inter alia, includes evaluation of risks related to cyber security/ information security and review of Business Continuity Plan /Disaster Recovery Plan.

## ASSET LIABILITY MANAGEMENT COMMITTEE

Pursuant to the RBI Guidelines, the Company has in place an Asset Liability Management Committee. The Committee comprises of Managing Director and other senior executives of the Company.

The Managing Director chairs the meetings of the Committee.

The role of the Committee is to oversee the implementation of the Asset Liability Management system and review its functionality periodically covering liquidity risk management, management of market risks, funding and capital planning, profit planning etc.

The Committee meets on quarterly basis. The Board is updated on the decisions of the Committee.

## SENIOR MANAGEMENT

Details of Senior Management as on 31st March 2026 and changes therein during FY2025-26:

| Name | Designation | Change |
|---|---|---|
| Joby George | Managing Director | - |
| Manoj Ravi | Chief Executive Officer | - |
| Rajeev M R | Chief Financial Officer | - |
| Leena Yezhuvath | Company Secretary | - |
| Joby Thomas | Assistant Vice President-Car Loans | - |
| Rajeev R S | Deputy Vice President-Operations | - |
| Rajesh V G Menon | Deputy Vice President- Information Technology | - |
| Joseph John Vadakkedan | Vice President- Credit | - |
| Tony Thomas | Head of the Department- Human Resource | - |
| Johny Mattom | Chief Compliance Officer | Resigned on 31.01.2026 |
| Shaju P K | Vice President-Micro Finance | - |
| Yousuf Nayif K K | Assistant Vice President-Collections | - |
| Prabithlal | Vice President- Fresh Two Wheeler | - |
| Deepak Francis | Senior Vice President-Branch Functions | - |

## GENERAL BODY MEETINGS

a. THE LAST THREE ANNUAL GENERAL MEETINGS (AGMS) WERE HELD AS UNDER:

| Details of AGM | Date & Time | Venue | Nature of Special Resolutions |
|---|---|---|---|
| 37th AGM | 24th August, 2023 at 11:00 a.m. | Held through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) | • Appointment of Mr. Joly Sebastian (DIN 10168844) as Independent Director of the company for a period of five years from this Annual General Meeting.<br>• Appointment of Mr. Manoj K (DIN 08760264) as Non-Executive Non-Independent Director of the company<br>• Issuance of Non- Convertible Debentures by the company.<br>• Issuance of Unsecured Subordinated Debts by the company.<br>• Shifting of registered office of the company. |

| | | | |
|---|---|---|---|
| 38th AGM | 30th September, 2024 at 11:00 a.m. | Held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") | • Appointment of Mr. Manoj K (DIN: 087602640), who retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for reappointment.<br>• Re-appointment of G. Joseph & Associates as statutory Auditors of the Company and to fix their overall audit fees.<br>• Re-appointment of Mr. Joby George (Holding DIN: 06429801) of the company.<br>• Issuance of Non- Convertible Debentures by the company.<br>• Issuance of Unsecured Subordinated Debts by the company.<br>• Ratification pertains to post shareholding pattern in point j of explanatory statement of the postal ballot notices dated 05-08-2024. |
| 39th AGM | 30th September, 2025 at 11.00 a.m. | Held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") | • To appoint 'DV& Associates' (FRN: P2020KE083600), Practicing Company Secretaries, as a Secretarial<br>Auditors of the Company for an audit period of five consecutive years commencing from April 01,2025.<br>• Issuance of Non- Convertible Debentures by the Company<br>• Authority to Issue Unsecured Subordinated Debts<br>• Increasing the borrowing powers under section 180(1)(c) of the Companies Act, 2013 up to INR 1000 Crore.<br>• Alteration of Memorandum Of Association. |

All resolutions moved at the last AGM were passed via postal ballot by the shareholders.

## b) DETAILS OF SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT DURING THE FINANCIAL YEAR:

In compliance with Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, for holding general meetings/conducting postal ballot process through electronic voting (remote e-voting) and any other applicable laws and regulations, the approval of the Members of the Company for below mentioned resolutions were obtained through Postal Ballot Notices dated 07 April 2025,14 August 2025.

For matters which are urgent and require shareholders' approval in the period between the AGMs, the Company seeks the approval of shareholders through postal ballot.

During the FY 2025-26, the Company had sought approval of the members through postal ballot notices, the details of the same are given below:

1.

| Date of Notice | Date of Scrutinizer's report | Date of passing the resolution | Special Resolution(s) passed |
|---|---|---|---|
| April 07, 2025 | 12-05-2025 | 12-05-2025 | Issue Create and Allot 33,27,778 Equity Shares To Promoter & Public (Non- Promoter) On Preferential Basis. |

Voting results of special resolution passed through Postal Ballot Notice dated April 07, 2025:

| Special Resolution(s) | % of Votes in favor of the Resolution | % of Votes against the Resolution | % of Invalid Votes |
|---|---|---|---|
| Issue Create and Allot 33,27,778 Equity Shares To Promoter & Public (Non-Promoter) On Preferential Basis. | 99.89% | 0.11% | Nil |

**2.**

| Date of Notice | Date of Scrutinizer's report | Date of passing the resolution | Special Resolution(s) passed |
|---|---|---|---|

| | | | |
|---|---|---|---|
| 14-08-2025 | 20-09-2025 | 20-09-2025 | Issue create and allot 1,31,21,442 equity shares on a preferential basis to non-promoter. |

Voting results of special resolution passed through Postal Ballot Notice dated April 07, 2025:

| Special Resolution(s) | % of Votes in favour of the Resolution | % of Votes against the Resolution | % of Invalid Votes |
|---|---|---|---|
| Resolution 1 | 99.93 | 0.07 | 0 |

3.

| Date of Notice | Date of Scrutinizer's report | Date of passing the resolution | Special Resolution(s) passed |
|---|---|---|---|
| 14-08-2025 | 20-09-2025 | 20-09-2025 | 1.Issue create and allot 98,91,227 equity shares to promoter & public (non-promoter) on preferential basis. |

Voting results of special resolution passed through Postal Ballot Notice dated 14th August, 2025.

| Special Resolution(s) | % of Votes in favour of the Resolution | % of Votes against the Resolution | % of Invalid Votes |
|---|---|---|---|
| Resolution 1 | 99.93% | 0.07% | 0 |

## C) PROCEDURE FOR POSTAL BALLOT:

Pursuant to the provisions of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In compliance with the MCA Circulars, postal ballot notice was sent through email only, to all those members who had registered their email ids with the Company/depositories. Arrangements were also made for other members to register their email id to receive the postal ballot notice and cast their vote online.

The Company also published particulars of Postal Ballot notice in the newspapers for the information of the members. Voting rights are reckoned on the equity shares held by the members as on the cut-off date. Pursuant to the provisions of the Act, the Company appoints a scrutinizer for scrutinizing the postal ballot process in a fair and transparent manner. The scrutinizer submits his consolidated report to the Chairman and the voting results are announced by the Chairman by placing the same along with the scrutinizer's report on the Company's website, besides being communicated to the stock exchanges. The resolution, if passed by requisite majority, is deemed to have been passed on the last date specified by the Company for receipt of duly completed remote e-voting.

Mr. Vivek Kumar, partner of M/s. DV & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer for scrutinizing the Postal Ballot process, in a fair and transparent manner. There is no immediate proposal for passing any special resolution through Postal Ballot.

**d) DETAILS OF EXTRA-ORDINARY GENERAL MEETING HELD IN LAST THREE FINANCIAL YEARS AND SPECIAL RESOLUTIONS PASSED THEREAT:**

During the FY 2022-23, FY 2023-24, FY 2024-2025, and FY 2025-26 the Company did not hold any Extraordinary General Meeting except for the Extraordinary General Meeting conducted on 27th March, 2024.

| Day & Date | Time | Venue | Nature of Special resolution |
|---|---|---|---|
| 27th March, 2024 | 11.00 am | Held through Video Conferencing ("VC")/<br>Other Audio Visual<br>Means ("OAVM") | Issue of 482,679 equity shares on preferential basis. |

## MEANS OF COMMUNICATION


The quarterly, half-yearly and annual results are normally published in all India editions of Financial Express [National Daily] and Mumbai Lakshadweep [Regional News Paper]. Your Company is also uploading regularly quarterly Corporate Governance Report, Shareholding Pattern and other related documents through web-based platforms of BSE. The same can be accessed https://www.listing.bseindia.com. The same were also displayed in the website of the company, www.suprapacific.com under the section of 'investors information'. The Company did not make any presentation to the analysts / institutional investors.

All financial and other vital official news releases and documents under the SEBI Listing Regulations are also communicated to the stock exchange, besides being placed on the Company's website.

## WHISTLE BLOWER POLICY

With a view to establish a mechanism for protecting employees reporting unethical behavior, frauds or violation of Company's Code of Conduct, the Board of Directors has adopted a Whistle Blower Policy (a non-mandatory requirement as per Regulation 18 SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015. No person has been denied access to the Audit Committee.

## POLICY FOR PREVENTION SEXUAL HARASSMENT AT THE WORKPLACE

The Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behavior is prohibited both by law. To redress complaints of sexual harassment, a Complaint Committee for the Group has been formed.

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

## DETAILS OF NON-COMPLIANCE:

The Company has complied with all applicable legal requirements. No penalty or stricture has been imposed on the Company by any of the stock exchanges, SEBI or any other statutory authority, in any matter during the period under review except with the Regulation 23(9) of the SEBI (LODR) Regulations, 2015.

## Disclosures:

## Basis of Related Party Transactions:

All transaction entered into by the Company with related parties, during the financial year 2025-26, were in ordinary course of business and on arm's length basis. Further your Company has put in place a policy for related party transactions, (Policy on Related Party Transactions and Materiality of Related Party Transactions), which has been approved by the Board of Directors. The policy provides for identification of RPTs, necessary approvals by the Audit Committee/ Board /Shareholders, reporting and disclosure requirements in compliance with the Act and provisions of the SEBI Listing Regulations. All related party transactions were entered into in accordance with the Policy on Related Party Transactions and Materiality of Related Party Transactions of the Company. The disclosure of related party transactions as required under Section 134(3) (h) of the Act in Form AOC 2 is attached to this report. The details of related party transactions with the related parties entered into during the financial year are disclosed in Notes to Standalone Financial Statements of the Company.

The Audit Committee reviews at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approval granted.

The policy on materiality of related party transactions and on dealing with related party transactions was amended in line with SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021. The policy is available on the website of the Company at **https://suprapacific.com/policies-investors-information/**

## DISCLOSURE OF ACCOUNTING TREATMENT:

The company has adopted Indian Accounting Standards (IND AS) and accordingly, the financial statements for the Year 2025-26 have been prepared in accordance with the recognition and measurement principle laid down in the IND AS prescribed under section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and other accounting principles generally accepted in India.

**BOARD DISCLOSURES - RISK MANAGEMENT**:

The Company has formulated a detailed risk management policy and has laid down procedures to inform the Board of Directors about the risk assessment and minimization procedures. The Audit Committee and the Board of Directors review these procedures, periodically.

## PROCEEDS FROM PUBLIC ISSUES, RIGHT ISSUES, PREFERENTIAL ISSUES ETC.

The Company did not have any of the above issues during the year under review except for Preferential Allotment of 33,27,778 Equity Shares of face value of Rs. 10/-each fully paid up at an issue price of Rs. 30.05 /- per equity share (inclusive of premium of Rs. 20.05 /-per equity share) of face value of Rs. 10/- on 26th May 2025 and right issue of 1,58,52,525 equity shares having face value Rs.10 each at issue price of Rs.23 (including a premium of Rs.13/- per rights equity share). The net proceeds have been fully utilized for the purpose stated in the offer document. There have been no deviations in the use of proceeds as stated in the offer document. Details of utilization of funds raised through Preferential allotment as per regulation 32(7A) are given in the Report on Corporate Governance.

## ANNUAL SECRETARIAL COMPLIANCE:

The Company has obtained Annual Secretarial Compliance Report on annual basis from the Company Secretary in Practice for compliance with Regulation 24(A) of SEBI (LODR) Regulations 2015 and the copy of the same is communicated with Stock Exchange (BSE Limited) within prescribed time limit.

## CERTIFICATE FROM PRACTICING COMPANY SECRETARY

Certificate as required under Part C of Schedule V of Listing Regulations, received from CS. Vivek Kumar, Practicing Company Secretary, Kochi, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory has annexed to this Report.

## CEO AND CFO CERTIFICATION

The CEO and CFO of the Company give quarterly / annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of SEBI (LODR) Regulations, 2015.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report have been included separately in the Annual Report to the shareholders.

## STRICTURES AND PENALTIES

The Company has complied with all applicable legal requirements. No penalty or stricture has been imposed on the Company by any of the stock exchange (BSE), SEBI or any other statutory authority, in any matter relating to the capital markets during the period under review.

The Company has paid the prescribed fine during financial year 2024-25, and the details of the payment are as follows;

| Scrip Code | Regulation & Quarter | Amount paid | TDS deducted, if any | Net Amount paid | GST No. (Mandatory to upload on BSE Listing Centre) (*) |
|---|---|---|---|---|---|
| 540168 | Regulation 23 (9) Jun -24 | ₹5900.00 | 0 | ₹5,900.00 | 32AAACM3467C2ZX |

Further, during last three financial years, no penalties or strictures were imposed on the Company by the Reserve Bank of India or any other statutory authority except for the above.

## SHAREHOLDERS

- The quarterly results approved by the Audit Committee / Board of Directors are put on the Company's website www. suprapacific.com under "investor info" section.
- The Company has also sent Annual Report through email to those shareholders who have registered their email ids with Depository Participants.

## RECONCILIATION OF SHARE CAPITAL AUDIT

A qualified Practicing Company Secretary has carried out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Report confirms that the total issued / paid up capital is in agreement with the total number of shares in physical forms and the total number of dematerialized shares held with NSDL and CDSL.

## SHAREHOLDER INFORMATION:

A. **CORPORATE INFORMATION**

Supra Pacific Financial Services Limited was incorporated on April 11, 1986 under the Companies Act, 1956. The Company is registered with the Reserve Bank of India and is carrying on the business of non-banking financial institution without accepting public deposit.

The key information of the Company is as follows**:**

| | | |
|---|---|---|
| 1. | Date of Incorporation | April 11, 1986 |

| | | |
|---|---|---|
| 2. | Corporate Identification No. (CIN) | L64990MH1986PLC039547 |
| 3. | RBI Registration No. | 13.01238 |
| 4. | Financial Year | April 01 to March 31 |
| 5. | Registered Office Address | Kanakia Wallstreet, A Wing, unit no 1107, Andheri Kurla Road, Andheri (East), Mumbai 400093 |
| 6. | Branch Locations | 19 branches in Mumbai,<br>16 branches in Karnataka,<br>39 branches in Kerala,<br>10 branches in Tamil Nadu.<br>04 branches in Andhra Pradesh |

## B. REGISTRAR AND SHARE TRANSFER AGENT AND SHARE TRANSFER SYSTEM

In terms of Regulation 7 of the SEBI Listing Regulations, Purva Sharegistry India Pvt. Ltd. Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt,J. R. Boricha Marg,Lower Parel East,

Mumbai, Maharashtra 400011 continues to be the Registrar and Share Transfer Agent and handles all relevant corporate registry services. All the equity shares of the Company are in dematerialised form, hence there are no physical transfer of securities.

## C. DETAILS OF FORTHCOMING 40TH ANNUAL GENERAL MEETING (AGM)

i. **Annual General Meeting**

| | | |
|---|---|---|
| **a)** | **Date and time** | **21st September, 2026 at 11.00 a.m.** |
| **b)** | Venue | Held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) |
| **c)** | Book Closure Date | 14th September 2026 |
| **d)** | Dividend payment date | The Board had declared an interim dividend of Rs. 0.20 per equity share of Rs. 10 each on 14.11.2025 to all the equity shareholders holding share as of closing hours on 21.11.2025. The payment of dividend to the equity shareholders were made on 01.12.2025. All payments were made through electronic mode. |
| **e)** | **Financial Calendar:** | |
| | Annual General Meeting | 21st September, 2026 |
| | Result for the quarter ended 30th June, 2026 | On 12-08-2026. |
| | Result for the quarter ended 30th September, 2026 | On or before 14-11-2026 |
| | Result for the quarter ended 31st December, 2026 | On or before 14-02-2027 |
| | Result for year ended 31st March, 2027 | On or before 30-05-2027 |

## ANNUAL GENERAL MEETING TO BE CONDUCTED ON 21st SEPTEMBER, 2026

In the AGM, members of the Company will approve the resolutions, stated in the below table by requisite majority, by means of Postal Ballot, including Electronic Voting (e-voting). The Postal Ballot Notice dated 12.08.2026 was sent in electronic form to the members whose e-mail addresses were registered with the Company / respective Depository Participants. The Company had published a notice in the newspaper on August 31st, 2026 in Financial Express (English) and Mumbai Lakshadweep (Marathi) in compliance with the provisions of the Companies Act, 2013 and Secretarial Standard - 2. The voting period commenced from 9:00 a.m. on Friday 18.09.2026 till 5.00 p.m. on Sunday, 20.09.2026. The voting rights of members were reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on Monday, 14.09.2026. The Board had appointed Shri Vivek Kumar, FCS, a Practicing Company Secretary, as Scrutinizer to conduct the postal ballot process in a fair and transparent manner and had engaged the services of Central Depository Services (India) Limited (CDSL) as the agency for the purpose of providing e-voting facility. Shri Vivek Kumar, Scrutinizer, shall submit his report on the Postal Ballot to the Chairman on 23rd September, 2026. On the same day, the Chairman shall declare the results.

| | |
|---|---|
| **Ordinary Business** | 1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.<br>2.To appoint a director in place of Mr. Manoj Karumathil (DIN: 08760264) who retires by rotation, and being eligible, offers himself for re-appointment. |
| **Special Business** | 1.Issuance of Non-Convertible Debentures by the company.<br>2.Issuance of Unsecured Subordinated Debts by the company.<br>3.To increase the limits of borrowing by the board of directors of the company under section 180 (1) (c). |

**ii. Listing**

| | | |
|---|---|---|
| a) | Listing of Equity shares on Stock Exchanges at | BSE Limited<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai – 400001 |
| b) | Listing fee | Annual Listing fee for the year 2025-26 have been paid to the Stock Exchange. |
| c) | Stock Code: Scrip Code No.: Bombay Stock Exchange | 540168 |
| d) | Demat ISIN Nos. in NSDL and CDSL for Equity Shares | INE268T01015 |

iii. **STOCK MARKET DATA :** (In Rupees)

| **Year 2025-2026** | **Bombay Stock Exchange** | |
|---|---|---|
| | Month’s High Price | Month’s Low Price |
| April, 2025 | 31.90 | 22.77 |
| May, 2025 | 30.50 | 23.25 |
| June, 2025 | 32.01 | 26.25 |
| July, 2025 | 32.00 | 27.00 |
| August, 2025 | 31.86 | 27.00 |
| September, 2025 | 41.00 | 29.00 |
| October, 2025 | 33.55 | 28.01 |
| November, 2025 | 30.55 | 27.00 |
| December, 2025 | 32.45 | 25.21 |
| January, 2026 | 31.50 | 27.55 |
| February, 2026 | 31.00 | 26.00 |
| March, 2026 | 28.20 | 23.02 |

iv. The securities of the Company were not suspended from trading during the year.

v. **SHARE TRANSFER SYSTEM:**

All transmission, transposition, issue of duplicate share certificate(s), etc., as well as requests for dematerialisation/ rematerialisation are processed at Purva Sharegistry India Pvt. Ltd. The work related to dematerialisation/ rematerialisation is handled by Purva Sharegistry India Pvt. Ltd. through connectivity with NSDL and Central Depository Services (India) Ltd. ('CDSL').

SEBI vide its circular dated 25 January 2022 has mandated listed entities to issue shares in dematerialized form only while processing any service requests. Therefore, members holding shares in physical form are advised to dematerialize their shareholding.

vi. **(a) Distribution of Shareholding (as on 31.03.2026):**

| | For the Year 2025 – 2026 | | | |
|---|---|---|---|---|
| **Shareholding of Nominal Value of** | **No. of Shareholders** | **% to Total** | **In Rupees ₹** | **% to Total** |
| 1 to 100 | 3151 | 61.18 | 1359230 | 0.41 |
| 101 to 200 | 413 | 8.02 | 720660 | 0.22 |
| 201 to 500 | 505 | 9.81 | 2010870 | 0.6 |
| 501 to 1000 | 334 | 6.49 | 2948510 | 0.89 |
| 1001 to 5000 | 332 | 6.45 | 8346390 | 2.51 |
| 5,001 – 10,000 | 91 | 1.77 | 7114810 | 2.14 |
| 10001 to 100000 | 287 | 5.57 | 96836300 | 29.09 |
| 100,001 - Above | 37 | 0.72 | 213540640 | 64.15 |
| **Total** | **5150** | **100** | **332877410** | **100** |

b. **Categories of Shareholders (as on 31.03.2026**)

| SL No | Category | No of shares | % of shareholding |
|---|---|---|---|
| 1 | PROMOTER | 8415886 | 25.28 |
| 2 | Foreign Institutional Investors/ NRI | | |
| | N.R.I. (NON-REPAT) | 495685 | 1.49 |
| | N.R.I. (REPAT) | 659035 | 1.98 |
| 3 | Resident Individual | 18510347 | 55.61 |
| 4 | Body corporates | 5023310 | 15.09 |
| 5 | HUF | 89391 | 0.27 |
| 6 | Clearing Members | 75222 | 0.23 |
| 7 | LLP | 16416 | 0.05 |
| 8 | Trust | 2449 | 0.01 |
| 11 | **Total** | **33287741** | **100** |

vii. Outstanding GDRs/ADRs Warrants or any Convertible instruments, conversion date and likely impact on Equity (as on 31.3.2026) – **Nil**

viii. **DEMATERIALIZATION OF SHARES AND LIQUIDITY:**

Over 98.61% of the shares have been dematerialized up to 31st March, 2026.

| Particulars | Position as on 31 March 2026 | | |
|---|---|---|---|
| | No. of holders | No. of shares | % to total shareholding |
| Demat | 3965 | 32826641 | 98.61 |
| NSDL | 967 | 7144784 | 21.46 |
| CDSL | 2998 | 25681857 | 77.15 |
| Physical | 1185 | 461100 | 1.39 |
| **Total** | **5150** | **33287741** | **100** |

The shares of the Company are listed in Bombay Stock Exchange and hence facilitate liquidity.

## Liquidity of shares

The shares of the Company are listed and traded in BSE Limited.

| | **Investor Correspondence: -** | |
|---|---|---|
| 1 | For transfer / dematerialization of shares, payment of dividend on shares and any other query relating to the shares of the Company | **Registrar and Share Transfer Agent:**<br>Purva Share Registry (India) Pvt. Ltd.,<br>9, Shiv Shakti Industries Estate,<br>J.R. Boricha Marg, Lower Parel (E),<br>Mumbai – 400 011.<br>Tel 022 23016761/ 23012517 |
| 2 | Any query on Annual Report | **Secretarial Department,**<br>**Supra Pacific Financial Services Ltd** |

## Disclosures with respect to demat suspense account/ unclaimed suspense account

| | |
|---|---|
| Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year; | NIL |
| Number of shareholders who approached listed entity for transfer of shares from suspense account during the year; | NIL |
| Number of shareholders to whom shares were transferred from suspense account during the year; | NIL |
| Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; | NIL |

## DECLARATIONS

## Compliance with the Code of Business Conduct and Ethics

As provided under Regulation 26(3) of SEBI (LODR) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with **Supra Pacific Financial Services Limited** Code of Business Conducts and Ethics for the year ended 31st March 2026.

**For Supra Pacific Financial Services Limited**

**JOBY GEORGE**
MANAGING DIRECTOR
(DIN 06429801)

**SANDEEP BABU THONNANGAMATH**
DIRECTOR
(DIN: 08242822)

Place: Mumbai
Date: 12 August, 2026

## CEO / CFO CERTIFICATION

We the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Supra Pacific Financial Services Limited (the Company) to the best of our knowledge and belief certify that;

a. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2026 and that to the best of our knowledge and belief, we state that:

i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

i. We further state that to the best of our knowledge and belief, no transactions entered in to by the Company during the year, which are fraudulent, illegal, or violation of the Company's Code of Conduct.

ii. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting of the company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

iii. We have indicated to the Auditors and the Audit committee

i. significant changes, if any, in internal control over financial reporting during the year;

i. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

ii. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control systems over financial reporting.

**For Supra Pacific Financial Services Ltd**

| **Manoj Ravi**<br>**Chief Executive Officer** | **Rajeev MR**<br>**Chief Financial Officer** |
|---|---|
| **Place: Mumbai** | |
| **Date: 12th August, 2026** | |

**Practicing Company Secretary Certificate regarding compliance of conditions of Corporate Governance**

**Certificate on Corporate Governance**

To,

The Members of Supra Pacific Financial Services Limited

Registered Office:

Floor Number 11 Office Number A 1107,

Kanakia Wall Street Andheri Kurlaroad,

ChakalaMidc, Mumbai, Mumbai, Maharashtra, India, 400093

CorporateOffice:

Floor Number : 11 , Office Number :

A-1107.Kanakia Wall Street, Andheri Kurlaroad,Andheri East,

Mumbai, Chakala Midc, Mumbai, Mumbai, Maharashtra, India, 400093

Dear Sir,

I have examined the compliance of the conditions of Corporate Governance by Supra Pacific Financial Services Limited ("the Company") having CIN L64990MH1986PLC039547 for the financial year ended 31st March, 2026 as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

It is neither an audit nor an expression of opinion on the financial statements of the Company. In my opinion and to the best of my information and according to the explanation given to me and based on the representations made by the Directors and Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2026.

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

For DV&Associates

Company Secretaries

CS Vivek Kumar

Partner

M. No. F9353, CoP: 11036

Peer Review Certificate no. 6353/2025

UDIN: F009353H001027194

Place: Ernakulam

Date: 29/07/2026

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

For the year ended 31 March 2026

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2026.

The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward-looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

### GLOBAL ECONOMY

The global economy remained resilient during FY 2025–26 despite a challenging and rapidly evolving external environment. Geopolitical tensions, conflicts in various regions, trade policy uncertainties, shifting supply chains and volatility in energy and commodity markets continued to influence global economic activity and investor sentiment. At the same time, technological advancement, particularly the rapid adoption of artificial intelligence, digitalisation and automation, emerged as important drivers of investment and productivity across several economies.

According to the International Monetary Fund (IMF), global growth is projected at 3.0% in calendar year 2026 and 3.4% in 2027. While the outlook reflects continued expansion, growth remains uneven across economies, with the impact of geopolitical developments, energy prices, trade fragmentation and financial market conditions varying significantly across regions. The IMF has also noted that global disinflation has stalled, with headline inflation projected to rise to 4.7% in 2026 before moderating in 2027.

Financial conditions are expected to remain an important determinant of global growth. Monetary policy across major economies is increasingly being influenced by the balance between supporting economic activity and maintaining price stability. Changes in interest rates, currency movements, capital flows and commodity prices may continue to have implications for emerging markets and developing economies.

The global economic environment is also undergoing structural changes. Businesses are increasingly focusing on supply-chain resilience, technological transformation, energy security and sustainability. Investment in digital infrastructure, artificial intelligence and advanced technologies is expected to remain an important source of growth, while climate-related risks and evolving environmental, social and governance considerations are becoming increasingly relevant to long-term investment decisions.

Against this backdrop, the global economy is expected to continue expanding, although with considerable uncertainty. The resilience of domestic demand, prudent macroeconomic policies, technological innovation and the ability of businesses to adapt to changing global conditions will remain important determinants of economic performance.

### GLOBAL ECONOMIC OUTLOOK

The outlook for the global economy remains cautiously positive, although risks continue to be significant. The global growth outlook is supported by resilient consumption, technological investment and improving financial conditions in several economies. However, geopolitical tensions, renewed trade restrictions, commodity-price volatility, supply-chain disruptions and potential repricing in financial markets could affect the pace of recovery.

The increasing adoption of artificial intelligence and digital technologies presents significant opportunities for productivity enhancement, business transformation and investment. At the same time, economies and businesses will need to adapt to the structural changes arising from technological disruption.

For emerging markets, including India, the global environment presents both opportunities and challenges. Greater diversification of global supply chains, digitalisation, infrastructure investment and increasing demand for financial services can support growth. However, external shocks, currency movements, energy prices and global interest-rate conditions may influence the cost and availability of capital.

In this environment, financial institutions are expected to remain focused on prudent balance-sheet management, asset quality, liquidity, capital strength and effective risk management while selectively pursuing growth opportunities.

**INDIAN ECONOMY**

India continued to demonstrate strong economic resilience during FY 2025–26 despite a challenging global environment. The Indian economy benefited from robust domestic demand, improving investment activity, continued infrastructure development and the sustained performance of the services sector. According to the provisional estimates released by the Ministry of Statistics and Programme Implementation (MoSPI), real GDP is estimated to have grown by 7.7% in FY 2025–26, compared with 7.1% in FY 2024–25. Real GVA is estimated to have grown by 7.9% during the year.

Economic activity remained broad-based, with manufacturing, construction and services contributing to overall growth. The services sector continued to benefit from increasing digital adoption, financial services activity, technology-enabled business models and rising domestic consumption. Private consumption and investment also remained important contributors to economic expansion.

India's growth trajectory continues to be supported by structural factors including rising urbanisation, expanding formalisation of the economy, increasing digital penetration, infrastructure development, entrepreneurship and a growing middle class. The continued development of digital public infrastructure and greater access to formal financial services are also contributing to the expansion of economic opportunities across different customer segments.

Inflationary pressures have moderated compared with earlier periods, although food prices, energy costs and global commodity movements remain important factors to be monitored. Monetary and fiscal policy will continue to balance the objectives of supporting economic growth, maintaining price stability and preserving macroeconomic stability.

The Indian financial system has also continued to strengthen, supported by healthy credit growth, improving financial inclusion, greater digitalisation and increased adoption of technology. The continued formalisation of economic activity is expected to support demand for organised financial products and services, particularly among individuals, self-employed persons, small businesses and micro-entrepreneurs.

India's medium-term growth prospects remain favourable. The combination of domestic consumption, infrastructure investment, digital transformation, entrepreneurship and increasing integration with global supply chains provides a strong foundation for sustained economic expansion.

**INDIAN ECONOMIC OUTLOOK**

The outlook for the Indian economy remains positive, supported by strong domestic fundamentals and continued structural transformation. India's large and growing consumer base, increasing financial awareness, expanding formal economy and rising demand for credit provide significant opportunities for financial services institutions.

The IMF's July 2026 outlook continues to place India among the fastest-growing major economies, with real GDP growth projected at 6.4% for calendar year 2026 and 6.7% for 2027. The IMF has highlighted strong private consumption and services activity as important supports to India's growth trajectory.

For the financial services sector, increasing formalisation, digital adoption, financial inclusion and demand for convenient and accessible credit are expected to remain key growth drivers. Small businesses, traders, self-employed individuals, micro-entrepreneurs and retail customers continue to represent important segments of the credit market.

At the same time, the lending environment is expected to remain competitive and closely regulated. Financial institutions will need to maintain a balance between growth and portfolio quality, while focusing on prudent underwriting, effective collections, liquidity management, capital adequacy, regulatory compliance and technology-enabled risk monitoring.

**COMPANY OUTLOOK**

The Company believes that the favourable long-term outlook for the Indian economy provides a strong platform for the next phase of its growth. As a retail-focused NBFC, the Company is well positioned to participate in the growing demand for formal and accessible credit across different customer segments.

The Company's diversified portfolio comprising **Gold Loans, Vehicle Loans, Microfinance, Traders Loans, Personal Loans and Working Capital Loans**, together with its insurance-related activities, enables it to address varied financial requirements and reduce dependence on any single product segment.

Going forward, the Company intends to pursue sustainable and calibrated expansion of its lending business, supported by prudent underwriting, strong collection practices, effective portfolio monitoring and disciplined liquidity and capital management.

Expansion of the Company's branch network will be an important component of its growth strategy. The Company proposes to open additional branches across identified markets and strengthen its geographical presence, enabling it to reach a wider customer base and improve accessibility to its products and services. Branch expansion will be undertaken in a calibrated manner, considering market potential, customer demand, operational viability, talent availability and the Company's ability to maintain consistent service and risk standards.

Technology and digital capabilities will remain another important area of focus. The Company intends to increasingly leverage technology across customer acquisition, onboarding, credit assessment, loan processing, servicing, collections, customer engagement and management information systems. The objective will be to improve customer experience and operational efficiency while strengthening controls, data security and risk management.

The Company's key priorities for the coming years will therefore include:

- Sustainable growth in the loan portfolio;
- Expansion of the branch network and geographical presence;
- Diversification and balanced growth across lending products;
- Strengthening asset quality and collection efficiency;
- Enhancing credit underwriting and portfolio monitoring;
- Improving operational efficiency and productivity;
- Strengthening digital and technology capabilities;
- Maintaining adequate liquidity and capital;
- Strengthening risk management, internal controls and regulatory compliance; and
- Creating long-term value for customers, shareholders and other stakeholders.

The Company remains optimistic about the opportunities presented by India's evolving financial services landscape. However, growth will continue to be pursued with prudence and discipline, with asset quality, customer protection, governance and financial sustainability remaining central to the Company's strategy. The Company believes that a combination of **strong domestic economic growth, a diversified product portfolio, expanding branch presence, technology adoption and disciplined risk management** will enable it to strengthen its market position and build a resilient and sustainable financial services institution over the coming years.

## 1. INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian Non-Banking Financial Company (NBFC) sector continues to play an important role in the country's financial ecosystem by complementing the banking system and expanding access to formal credit across a wide range of customer segments. NBFCs have emerged as important providers of retail, MSME, vehicle, gold, microfinance and other specialised forms of credit, particularly in markets and customer segments where accessibility, convenience and customised financial solutions are important.

The sector has continued to benefit from India's strong domestic economic fundamentals, increasing formalisation of the economy, rising financial awareness, digitalisation and growing demand for retail and business credit. Recent RBI data indicates that NBFC credit growth has remained robust, with retail lending emerging as an important driver of overall expansion.

The growing adoption of technology is transforming the NBFC operating model. Digital customer onboarding, e-KYC, data analytics, automated credit assessment, digital collections, customer communication and technology-enabled monitoring are increasingly becoming integral to lending operations. Partnerships with fintech and technology providers are also enabling financial institutions to improve customer reach and operational efficiency.

The regulatory environment for NBFCs has simultaneously become more structured and risk-sensitive. The RBI's Scale Based Regulation framework provides for proportionate regulation across Base, Middle, Upper and Top Layers, with regulatory requirements increasing according to the size, complexity and systemic importance of an NBFC. The regulatory focus continues to cover capital adequacy, governance, credit risk management, liquidity, customer protection, fraud risk management, information security and regulatory reporting.

The RBI has also continued to strengthen the credit-risk management framework applicable to NBFCs. The regulatory approach increasingly emphasises robust credit evaluation, Board-approved policies, portfolio monitoring and appropriate controls around credit exposures.

The industry is therefore evolving towards a model that combines **responsible credit growth, stronger risk management, technology adoption, customer-centricity and regulatory discipline**. While the sector's growth prospects remain attractive, the ability of individual NBFCs to maintain asset quality, manage liquidity and funding costs, protect customer data and operate efficiently will remain critical to sustainable growth.

For retail-focused NBFCs, the opportunity remains significant across secured and unsecured lending segments. However, growth in individual product categories needs to be supported by appropriate underwriting standards, product-level risk monitoring, geographic diversification and effective collection mechanisms.

The Company believes that the continued expansion of India's formal financial ecosystem, increasing demand for retail credit and greater technology penetration provide a favourable environment for the Company's long-term growth strategy.

## 2. OPPORTUNITY AND THREATS

### Opportunities

India's strong domestic economic fundamentals and continuing financial formalisation provide significant opportunities for the NBFC sector. Increasing penetration of formal financial services, rising incomes, entrepreneurship, expanding digital adoption and growing credit awareness are expected to support demand for retail and small-business financing.

**Retail and underserved customer segments:**

Individuals, self-employed persons, small traders, micro-entrepreneurs and small businesses continue to require accessible and timely financing solutions. NBFCs are well positioned to serve these segments through customised products, local market knowledge and flexible delivery models.

**Diversified product opportunities:**

The Company's presence across Gold Loans, Vehicle Loans, Microfinance, Traders Loans, Personal Loans and Working Capital Loans provides opportunities to serve customers with different financial requirements. A diversified product portfolio can help the Company balance growth across segments and reduce dependence on any single product category.

**Geographical expansion:**

The continued development of Tier-II, Tier-III and emerging markets creates opportunities for expansion of formal credit. The Company proposes to increase its branch network in identified markets in a calibrated manner. Additional branches can improve customer accessibility, strengthen local relationships and provide opportunities for cross-selling the Company's diversified range of financial products.

**Technology and digitalisation:**

Technology provides significant opportunities to improve customer acquisition, onboarding, credit assessment, loan processing, collections, customer servicing and management information systems. Greater use of analytics and automation can also improve operational productivity and strengthen risk monitoring.

**Financial inclusion:**

The continued expansion of formal financial services creates opportunities to support individuals, micro-entrepreneurs, traders and small businesses that require timely access to credit. The Company's retail-focused model provides a platform to participate in this expansion while maintaining responsible lending practices.

**Cross-selling and customer engagement:**

A diversified customer base provides opportunities to deepen relationships by offering multiple complementary financial products and insurance-related services, subject to applicable regulatory requirements. Greater customer engagement can support retention and improve the overall economics of customer relationships.

**Threats and Concerns**

While the outlook for the NBFC sector remains favourable, the industry continues to face several risks and challenges.

**Credit and asset quality risk:**

Borrower repayment capacity may be affected by economic slowdown, income volatility, business disruptions or changes in customer circumstances. Rapid portfolio growth without adequate underwriting and monitoring may increase credit risk. The RBI has also highlighted the need for continued vigilance around rising household indebtedness and rapid growth in certain retail lending segments, including gold-backed lending.

**Competition:**

The Company operates in a competitive environment comprising banks, established NBFCs, fintech companies and other financial service providers. Increasing competition may place pressure on pricing, customer acquisition costs, margins and employee retention.

**Cost and availability of funding:**

Changes in interest rates, liquidity conditions and investor sentiment can affect the availability and cost of funds. Effective asset-liability management, diversification of funding sources and prudent liquidity management are therefore important to maintaining sustainable growth.

**Regulatory risk:**

The NBFC sector remains subject to continuous regulatory development. Changes in prudential norms, capital requirements, customer protection standards, KYC/AML requirements, digital lending practices, reporting requirements and other regulations may increase compliance requirements and operating costs. The Company will continue to monitor regulatory developments and implement applicable requirements within the prescribed timelines.

**Technology and cybersecurity risk:**

Greater dependence on technology also increases exposure to cyber threats, system failures, data breaches and information-security incidents. The RBI has identified cybersecurity, including AI-enabled cyber threats, as an increasingly important area of financial-sector risk. The Company therefore remains focused on information security, access controls, data protection, system resilience, backups and employee awareness.

**Operational risk:**

As the Company expands its branch network and product portfolio, maintaining consistent processes, controls, customer service and compliance standards across locations will become increasingly important. The Company will continue to strengthen internal controls, employee training, technology-enabled monitoring and audit mechanisms.

**Macroeconomic and market risks:**

Changes in inflation, interest rates, commodity prices, employment conditions, geopolitical developments and overall economic activity may affect customer repayment capacity, funding conditions and demand for credit.

**Company's Approach to Opportunities and Risks:**

The Company believes that the opportunities available in India's growing retail credit market are significant. However, these opportunities will be pursued with a strong emphasis on **responsible growth, asset quality, liquidity, capital adequacy, customer protection and regulatory compliance**.

The Company's strategy will focus on maintaining a diversified product portfolio, expanding its branch network in a calibrated manner, strengthening technology and digital capabilities, improving credit underwriting and collection efficiency, and continuously enhancing its risk management and internal control framework.

The objective is to achieve sustainable growth while ensuring that the Company's expansion remains aligned with its financial capacity, risk appetite and ability to maintain consistent standards of governance and customer service.

The Indian Non-Banking Financial Companies (NBFC) sector remains a critical pillar of financial inclusion and economic growth. Over the years, NBFCs have demonstrated remarkable endurance, expanding their prominence within the financial ecosystem. Additionally, government initiatives aimed at promoting digital financial inclusion and expanding access to credit will further support the sector’s growth. In this context, NBFCs have remained instrumental in widening credit outreach in underserved areas, especially in Tier-II and Tier-III cities, enabled by the rise of Fintech partnerships and embedded finance ecosystems.

The Reserve Bank of India (RBI) has recently reduced the risk weight on bank loans to NBFCs to 100%, thus reinstating the previous framework. This revision is poised to expand banks' lending capacity, offering NBFCs enhanced access to bank funding. Consequently, NBFCs are likely to rebalance their funding mix, increasing reliance on bank loans and reducing their dependence on short-term commercial papers. This strategic shift is anticipated to enhance funding stability and facilitate long-term growth.

Simultaneously, the regulatory expectations have risen sharply, particularly for larger NBFCs under the RBI's Scale-Based Regulatory (SBR) framework. NBFCs in the Upper Layer now face stricter governance, capital adequacy, risk management and disclosure norms, aligning them more closely with the regulatory standards set for banks. This represents a significant shift in the supervisory approach towards systemically important NBFCs.

The Company sees good opportunities and development in coming years.

**1. SEGMENTWISE PERFORMANCE**

The Company's loan portfolio is diversified across multiple retail lending products, thereby reducing dependence on any single product category. The Company delivered strong growth across its lending segments during FY2025-26, with Total AUM increasing by 42.19% from ₹247.33 crore in FY2024-25 to ₹351.67 crore in FY2025-26. Overall, the growth in AUM across segments reflects the Company's continued business expansion, portfolio diversification and strengthening of its retail lending franchise, while maintaining Gold Loans as its principal portfolio segment. The Company continues to evaluate portfolio concentration, product-level risk, geographic exposure and customer-level repayment behaviour as part of its ongoing portfolio management process.

| SI No | Product | |
|---|---|---|
| 1 | Gold Loans | The Gold loan segment continued to support customers short term liquidity requirements, with demand driven by the accessibility and quick processing of loans against Gold Jewellery. Gold Loan remained the Company's core lending segment, with AUM increasing by 39.79% from ₹161.57 crore to ₹225.86 crore. The segment remained the largest contributor to the overall portfolio. |
| 2 | Vehicle Loans | The vehicle Loans segment catered to customers seeking financing for the acquisition of new and used vehicles, contributing to the diversification of the company's retail loan portfolio. Auto Loan AUM grew by 26.21%, from ₹44.68 crore to ₹56.39 crore, demonstrating steady expansion and continued demand for vehicle financing. |
| 3 | Microfinance | The Micro finance segment focused on extending credit to underserved and low-income customer segments, supporting their households and income generating requirements. Micro Finance recorded the highest growth among the lending segments, with AUM increasing by 77.45% from ₹35.16 crore to ₹62.39 crore, reflecting strong expansion in the Company's microfinance portfolio. |
| 4 | Traders Loans | The Traders loans segment supported the working capital and short-term funding requirements of small traders and business establishments. |
| 5 | Personal Loans | The Personal Loan segment addressed customer's diverse financial requirements, including Personal, Households and emergency needs. |
| 6 | Working Capital Loans | The Working Capital loan segments catered to the short-term funding and the liquidity requirements of businesses, supporting their day-to- day operational needs. |

The performance of Other Loans, comprising Traders' Loans, Personal Loans, and Working Capital Loans, increased by 18.95%, from ₹5.91 crore to ₹7.03 crore, in line with the Company's objective of progressively diversifying its lending portfolio.

**2. SCOPE**

The growing economy and ever-increasing capital market provide a good scope of expansion of financial service sector. Your Company is very well prepared to grab the opportunities. As the market and customer expectations mature, differentiated customer acquisition and deeper customer engagement through the lifecycle assumes importance. With the economy projected to continue growing, the Company with its diversified product portfolio, broad reach through its network of branches across the country and the management is very optimistic about the future of the Company.

**3. RISKS AND CONCERNS**

The Company as a participant in the financial service industry is faced with various risks including credit, operational, liquidity, and information security risks. A robust risk management framework has been put in place to ensure effective assessment, measurement and monitoring of these risks. The Board of Directors oversees all risks and has established specific committees to provide focused oversight of identified risks. The Company has adopted a focused approach towards risk management in the form of a corporate insurance program which has the goal of optimizing the financing of insurable risks by using a combination of risk retention and risk transfer. The ultimate goal is to achieve an optimal balance of return for the risk assumed while remaining within acceptable risk levels.

The program covers all potential risks relating to business operations of the Company at its various locations.

The Company's business critical software is operated on a server with regular maintenance and back-up of data, connected with two physically separated servers. The system's parallel architecture overcomes failures and breakdowns. Reliable and permanently updated tools guard against virus attacks. Updated tools are regularly loaded to ensure a virus free environment.

**4. INTERNAL CONTROL SYSTEMS**

The Company has implemented a comprehensive system of internal control and risk management systems for achieving operational efficiency, optimal utilization of resources, credible financial reporting and compliance with local laws. These controls are regularly reviewed by both internal and external agencies for its efficiency and effectiveness. Management information and reporting system for key operational activities form part of overall control mechanism.

The Company has established an internal control framework commensurate with the size and nature of its operations.

The internal control framework is designed to provide reasonable assurance regarding the reliability of financial reporting, operational efficiency, safeguarding of assets and compliance with applicable laws, regulations and internal policies.

The Internal Audit function independently reviews various operational and control areas and reports its observations to the appropriate management forums and the Audit Committee.

The Company continues to strengthen its control environment through periodic review of processes, system-based controls, audit observations and corrective action monitoring.

**5. INSURANCE BUSINESS**

The Company also undertakes insurance-related activities as permitted under the applicable regulatory framework.

The insurance business is intended to complement the Company's lending relationship with customers by facilitating access to relevant insurance products and thereby supporting broader financial protection.

The Company continues to focus on appropriate customer disclosures, suitability, transparency and compliance with applicable regulatory requirements governing insurance distribution.

**6. FINANCIAL PERFORMANCE**

The Company has achieved a revenue from operations of Rs. 8,786.22 Lakh and the profit of Rs. 816.53 Lakh during the year under review.

**7. TECHNOLOGY AND DIGITAL INITIATIVES**

Technology continues to play an important role in improving customer service, operational efficiency, data management and risk monitoring.

During the year, the Company continued to focus on strengthening its technology infrastructure and digital processes across customer onboarding, credit assessment, loan processing, collections, reporting and management information systems.

The Company remains focused on improving digital capabilities while maintaining appropriate controls relating to data security, access management, privacy and cybersecurity.

**8. HUMAN RESOURCE AND INDUSTRIAL RELATIONS**

Your company has been able to employ and retain qualified professionals by offering the challenging work environment and compensation. The Company provides in house training to its employees.

i. The Management believes in maintaining cordial relations with its employees. The management recognizes the importance of Human Resources and effective steps will be taken to strengthen the same depending on the requirements.

ii. The Company provided excellent working environment so that the individual staff can reach his/her full potential.

iii. The Company is poised to take on the challenges and march towards accomplishing its mission with success.

iv. The Company maintained good Industrial/Business relation in market, which enhanced the market reputation of the company and acceptance among the clientele we are targeting and serving.

v. The Company's employees remain an important contributor to its continued growth and customer-centric approach. The Company focuses on employee training, capability development, performance management and fostering a culture of integrity, accountability and customer service.

vi. Training programmes are undertaken to enhance employees' understanding of credit processes, collections, regulatory requirements, customer service, risk management and operational controls.

**9. INSURANCE**

The Company has insured its assets and operations against all insurable risks including fire, earthquake, flood, and etc. as part of its overall risk management strategies.

**10. REGULATORY AND COMPLIANCE ENVIRONMENT**

As an NBFC, the Company operates within a regulatory framework prescribed by the Reserve Bank of India and other applicable regulatory authorities.

The Company remains committed to maintaining compliance with applicable regulatory requirements, including requirements relating to prudential norms, fair practices, customer protection, KYC/AML, governance, risk management, reporting and other applicable directions.

The Company's classification as an NBFC-Base Layer is governed by the RBI's Scale Based Regulation framework and applicable activity-specific requirements. RBI's framework provides for progressive regulation across Base, Middle, Upper and Top Layers.

The Company continues to monitor regulatory developments and implement changes, wherever applicable, within the prescribed timelines.

**11. CUSTOMER PROTECTION AND GRIEVANCE REDRESSAL**

Customer protection remains an important aspect of the Company's business philosophy.

The Company seeks to maintain transparency in its lending practices, including appropriate communication of loan terms, applicable charges, repayment obligations and other relevant information.

The Company has established mechanisms for addressing customer grievances and complaints. Customer complaints are monitored and escalated through the prescribed internal channels.

The Company continues to focus on responsible lending and fair treatment of customers across its various product categories.

**12. OUTLOOK**

The Company expects retail credit demand to remain supported by increasing financial inclusion, growing formalisation of the economy, rising aspirations among retail customers and continued demand for convenient financing solutions.

The Company's diversified portfolio across Gold Loans, Vehicle Loans, Microfinance, Traders Loans, Personal Loans and Working Capital Loans provides opportunities to serve customers across different segments and financial requirements.

Going forward, the Company's key priorities will include:

- Sustainable growth in the loan portfolio;
- Maintaining strong asset quality;
- Improving collection efficiency;
- Strengthening credit underwriting and portfolio monitoring;
- Optimising cost of funds;
- Maintaining adequate liquidity and capital;
- Expanding customer reach in identified markets;
- Strengthening technology and digital capabilities;
- Enhancing operational controls and risk management; and
- Maintaining high standards of regulatory compliance and corporate governance.

The Company remains committed to pursuing growth in a prudent and sustainable manner while maintaining a strong focus on customer service, portfolio quality and long-term stakeholder value creation.

**13. KEY FINANCIAL RATIOS**

Details in key financial ratios:

| | | |
|---|---|---|
| i | Capital Adequacy Ratio | 38.89% |
| ii | Debt Equity Ratio | 2.85 |
| iii | Net Profit Ratio | 8.87% |
| iv | Interest coverage ratio | 1.25 |
| v | Current ratio | 1.76 |
| vi | Operating profit margin | 51.79% |

**14. CAUTIONARY STATEMENT**

Statements in this report on management discussion and analysis describing the company's objectives, projections, estimates, expectations and predictions are based on certain assumptions and expectations of future events. Actual result could differ materially from those expressed or implied. The Company assumes no responsibility to amend, modify or revise any of the statements on the basis of subsequent developments, information or events.

These statements are based on certain assumptions and expectations concerning future events and are subject to risks and uncertainties. Actual results may differ materially from those expressed or implied due to various factors, including changes in economic conditions, interest rates, credit environment, regulatory requirements, competition, customer behaviour, asset quality, availability and cost of funding, technological developments and other factors beyond the Company's control.

The Company undertakes no obligation to publicly update or revise any forward-looking statements, except as may be required under applicable laws and regulations.

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

**Joby George**

Managing Director

(DIN: 06429801)

Place: Mumbai

Date: 12th August, 2026

03

# FINANCIAL STATEMENTS

*Standalone financial statements prepared under Ind AS.*

# INDEPENDENT AUDITOR'S REPORT

To the Members of Supra Pacific Financial Services Limited

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of Supra Pacific Financial Services Limited ('the Company'), which comprise the Balance Sheet as at 31st March, 2026, 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 the notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us the aforesaid standalone financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards ) Rules, 2015,as amended, ("IND AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2026, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

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

### Key Audit Matters

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

| Key Audit Matter | How our audit addressed the key audit matter |
|---|---|
| Impairment of carrying value of loans and advances:<br><br>The Company recognises impairment on loans and advances in accordance with the Expected Credit Loss ("ECL") model prescribed under Ind AS 109. The estimation of ECL involves significant management judgement and estimation, particularly in determining the staging of loan exposures, assumptions relating to Probability of Default ("PD"), Loss Given Default ("LGD"), Exposure at Default ("EAD") and the incorporation of forward-looking macroeconomic information.<br><br>During the year, the Company determined impairment provisions by applying provisioning rates of 0.27% for Stage 1 assets, 2% for Stage 2 assets and 40% for Stage 3 assets. Given that the Company has been in the lending business for a comparatively shorter period and does not yet have a sufficiently long or stable own historical default experience across its loan products, these rates were benchmarked to the credit loss experience of other, more established lenders operating in similar lending segments (including gold loans, vehicle loans, microfinance and other retail and business loan products), rather than being derived from the Company's own default history, statistical modelling, or quantitative estimation of PD, LGD and EAD. | Principal audit procedures performed:<br><br>• Obtained an understanding of management's process for estimating Expected Credit Losses under Ind AS 109 and evaluated the impairment methodology adopted for loan exposures.<br><br>• Assessed the design and implementation of controls relating to the identification of credit-impaired assets, staging of loan exposures and computation of impairment provisions.<br><br>• Evaluated the methodology adopted by management, including the application of flat provisioning rates for Stage 1, Stage 2 and Stage 3 assets, in the context of the requirements of Ind AS 109.<br><br>• Evaluated the appropriateness of using industry/peer benchmarks as a proxy for the Company's own credit loss experience, including understanding the source and comparability of the peer data relied upon by management (in terms of product type, customer segment, geography and portfolio vintage), and assessing whether the rates applied were adjusted, where necessary, to reflect the Company's specific risk profile and forward-looking macroeconomic conditions. |

| | |
|---|---|
| Further, the management overlays and assumptions applied in estimating the impairment provision were not supported by detailed quantitative analysis or back-testing procedures.<br><br>Accordingly, the estimation of impairment provisions involved significant management judgement and required significant auditor attention in evaluating the appropriateness of the methodology adopted, the staging of loan exposures, the reasonableness of assumptions applied and the adequacy of the related financial statement disclosures. | • On a sample basis, tested the classification of loan exposures into Stage 1, Stage 2 and Stage 3 and assessed whether the staging was consistent with the Company's impairment policy.<br><br>• Evaluated management's assumptions, overlays and supporting rationale used in determining impairment provisions and assessed the adequacy of the related disclosures in the standalone financial statements.<br><br>• Discussed with management the forward-looking assumptions considered in the ECL assessment and evaluated the probability weightings assigned to the alternative economic scenarios. |
| Information Technology Controls over Automated Interest Accruals:<br><br>The Company's principal source of revenue comprises interest income from its lending operations, which is recognised through automated system-generated accounting entries. Accordingly, the accuracy and completeness of interest income are dependent on the effective operation of the underlying information technology systems and application controls.<br><br>During the audit, management informed us that in certain instances, interest accrued through the automated month-end process required adjustment to align with the interest applicable to the relevant loan accounts. In particular, for loan products carrying contractual provisions for escalation of interest rates based on overdue ageing, the system's accrual continued to apply the base contractual rate and did not automatically incorporate the applicable overdue interest slabs prescribed under the respective loan schemes.<br><br>Management identified the resulting differences and recorded manual adjustment entries at the reporting date to recognise interest income in accordance with the contractual terms of the respective loan accounts. | Principal audit procedures performed:<br><br>• Obtained an understanding of the Company's loan management system, automated interest computation process and the related information technology environment.<br><br>• Evaluated the design and implementation of relevant application controls governing automated interest computation and month-end interest accruals.<br><br>• Reviewed the configuration of selected loan schemes to assess whether the system parameters were aligned with the contractual terms relating to base interest rates and overdue interest escalation.<br><br>• Performed sample-based testing by independently recalculating interest accrued on selected loan accounts and comparing the results with the system-generated accruals.<br><br>• Tested, on a sample basis, the manual adjustment entries recorded by management at the reporting date by agreeing the adjustments to supporting computations and underlying loan account records and assessing whether the adjustments appropriately reflected the contractual terms of the respective loan agreements. |
| Given the significance of interest income to the standalone financial statements and the extent of reliance placed on automated processing for its computation, we considered the evaluation of this matter, and of the manual correcting entries recorded by management, to require significant audit attention. Accordingly, this has been determined to be a Key Audit Matter. | • Investigated exceptions identified during our testing and discussed the nature, cause and financial impact of the identified differences with management.<br><br>• Assessed management's evaluation of the effect of the identified system deficiencies on the recognition of interest income and considered the adequacy of related disclosures in the standalone financial statements. |

## Other Information

- The Company’s management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.
- Our opinion on the standalone financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the management report, if we conclude that there is a material misstatement therein, we are required to communicate the matters to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'

## Responsibilities of Management and those charged with governance for the standalone financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the standalone financial position, the standalone financial performance including other comprehensive income, and thestandalone cash flows and changes in equity of the Company in accordance with the IND AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

## Auditor's responsibilities for the audit of the standalone financial statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the company to expresss an opinion on the standalone financial statements.

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

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

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

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

## Report on Other Legal and Regulatory Requirements

A. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

B. As required by Section 143 (3) of the Act, based on our audit we report that:

1. 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.

2. 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.

3. The company has branch offices, and the accounts of such branches have been audited by us as part of the audit of the standalone financial statements, in accordance with Section 143(8) of the Companies Act, 2013."

4. The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this report are in agreement with the books of account.

5. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

6. On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

7. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in ‘Annexure B’. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.

8. With respect to the other matter to be included in the auditor's report in accordance with the requirements of section 197(16) of the Act, as ammended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.

9. With respect to the matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors)Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:

   i. The Company does not have any pending litigations which would impact its financial position in its standalone financial statements.

   ii. The Company did not have any long-term contracts including 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;

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under the sub-clause (a) and (b) contain any material misstatement.

v. The interim dividend declared and paid by the Company during the year is in accordance with Section 123 of the Companies Act, 2013.

**C.** Based on our examination carried out in accordance with the Implementation Guidance on Reporting on Audit Trail under Rule 11(g) of the companies (Audit and Auditors) Rules, 2014 (Revised 2025 Edition) issued by the Institute of Chartered Accountants of India, the Company uses a core banking system software for recording its accounting tranactions. The software has a feature of recording audit trail (edit log) which has been operational throughout the year.

For G Joseph & Associates

Chartered Accountants

Firm Reg. No. 006310S

UDIN: 26228498EAZSFP6894

Place: Kochi

Date : May 20, 2026

Allen Thomas Joseph

Partner

Membership No: 228498

# ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Companies (Auditor's Report) Order, 2020

## ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT IN TERMS OF SECTION 143(11) OF THE COMPANIES ACT, 2013

**(i)** **a)** The Company has maintained proper records showing full particulars including quantitative details and situation of Property , Plant and Equipment.

**b)** As explained to us, the Property, Plant and Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.

**c)** As per the information and explanations provided to us, title deeds of immovable properties are held in the name of the Company.

**d)** In respect of immovable properties of land and buildings that have been taken in lease and disclosed as Right of Use asset in the standalone financial statements, the lease agreements are in the name of the Company, where the company is the lessee in the agreement.

**e)** The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year

**f)** No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

**(ii)** **a)** The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.

**b)** Based on the information and explanations given to us, the company has been sanctioned working capital limits in excess of Rs. 5 Crores in aggregate, from banks and financial institutions on the basis of security of current asset during the year; the periodic statements filed by the company with such banks and financial institutions are in agreement with the books of account of the company

**(iii)** **a)** Reporting under clause 3(iii)(a) of the Order is not applicable to the Company as it is a nonbanking financial company registered with the Reserve Bank of India engaged in the business of granting loans.

**b)** In respect of the loans, investments/securities/advances in nature of the loan, in our opinion, the terms and conditions under which such loans were granted/investments were made/security provided are not prejudicial to the Company's interest.

**c)** In respect of the loans/advances in nature of loan, 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 to retail and corporate customers for personal use, vehicles purchase, consumer durables, business purpose etc. the entitywise 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 10 and 39 to the standalone 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/advances in nature of loans, the total amount overdue for more than ninety days as at 31 March 2026 is Rs. 428.32 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 10 in the standalone financial statements which includes the gross carrying amount of the loans/advances categorised under Stage 3 as at 31 March 2026.

e) Reporting under clause 3(iii)(e) of the Order is not applicable to the Company as it is a nonbanking financial company registered with the Reserve Bank of India engaged in the business of granting loans.

f) There were no loans/advances in nature of loans which were granted during the year, including to promoters/related parties that were repayable on demand or without specifying any terms or period of repayment

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of the loans granted, investments made and guarantees and securities provided, as applicable.

(v) To the best of our knowledge and according to the information and explanations given to us, the Company has not accepted any deposit during the year and no order in respect has been passed by the Company Law Board or National Company Law Tribunal or the Reserve Bank of India or any other Tribunals with regards to the Company

(vi) The provisions regarding maintenance of cost records under sub-section (1) of section 148 of the Companies Act are not applicable to the company.

(vii) (a) According to the records of the Company, the Company has been generally regular in depositing undisputed statutory dues, including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, cess and other material statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, there were no undisputed statutory dues outstanding as at 31 March 2026 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there were no dues of Income Tax, Goods and Services Tax, cess and other material statutory dues which have not been deposited on account of any dispute as at 31 March 2026.

(viii) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, there are no unrecorded income

(ix) (a) According to the information and explanations given to us and on the basis of our examination of records of the company, the company has not defaulted in repayment of loans or other borrowings or in payment of interest to financial institutions, banks, government and dues to debenture holders.

(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 or any other lender

(c) In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.

(d) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, no funds raised on a short-term basis have been utilised for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, associates or joint ventures.

**(x)** **(a)** The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

**(b)** During the year, the Company made a preferential allotment of equity shares and a private placement of non-convertible debentures. In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of Sections 42 and 62 of the Companies Act, 2013, as applicable, and the amounts raised have been applied for the purposes for which they were raised, other than temporary deployment pending application of the proceeds. (Refer Note 22 to the standalone financial statements.)

**(xi)** **(a)** During the year, we have noticed one instance of fraud on the Company, amounting to approximately ₹90 lakhs, as reported to us by management. The fraud pertained to misappropriation of cash collections. As represented by management, no provision has been recognised in the standalone financial statements in respect of the said amount, as the loss is expected to be fully recoverable under the Company's insurance policy. Save as aforesaid, according to the information and explanations given to us, no other fraud by the Company or on the Company has been noticed or reported during the year.

**(b)** In accordance with Rule 13(2) of the Companies (Audit and Auditors) Rules, 2014, since the amount involved was less than the threshold prescribed under sub-section (12) of Section 143 of the Act, the matter has been reported by us to the Audit Committee in writing, and accordingly no report in Form ADT-4 has been filed with the Central Government.

**(c)** As represented to us by the management, there are no whistle blower complaints received by the Company during the year

**(xii)** The Company is not a Nidhi Company, therefore the provisions of clause 3 (xii) of the Order is not applicable to the Company.

**(xiii)** All transactions with related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details of such related party transactions have been suitably disclosed in the standalone financial statements as required under the applicable Ind-AS.

**(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 Auditors for the period under audit were considered by the statutory auditor

**(xv)** According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected with them during the year. Accordingly, reporting under clause 3(xv) of the Order is not applicable.

**(xvi)** **a)** In our opinion and according to the information and explanations given to us,during the year, we report that the Company has registered as required , under section 45-IA of the Reserve Bank of India Act, 1934

**b)** The Company has not conducted any Non- Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

**c)** The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, hence reporting under clause 3(xvi)(c) is not applicable to the Company

**d)** According to the information and explanations provided by the management of the Company, the Company does not have any CICs as part of the Group. We have not, however, separately evaluated whether the information provided to us is accurate and complete.

**(xvii)** The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

**(xviii)** There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause 3(xviii) of the Order is not applicable.

**(xix)** According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone 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)** The provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company. Accordingly, reporting under clause 3(xx)(a) and 3(xx)(b) of the Order is not applicable.

**(xxi)** Reporting under clause 3(xxi) of the Order is not applicable in respect of the standalone financial statements of the Company.

For G Joseph & Associates

Chartered Accountants

Firm Reg. No. 006310S

UDIN: 26228498EAZSFP6894

Allen Thomas Joseph

Place: Kochi

Partner

Date : May 20, 2026

Membership No: 228498

# ANNEXURE B TO THE INDEPENDENT AUDITOR’S REPORT

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

ANNEXURE "B" TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SUPRA PACIFIC FINANCIAL SERVICES LIMITED

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

We have audited the internal financial controls over financial reporting of Supra Pacific Financial Services Limited (“the Company”) as of 31st March, 2026 in conjunction with our audit of the IND AS financial statements of the Company for the year ended on that date.

## Management's Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "guidance note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

## Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

## Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

## Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2026 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For G Joseph & Associates

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Chartered Accountants

Firm Reg. No. 006310S

UDIN: 26228498EAZSFP6894

Place: Kochi

Date : May 20, 2026

Allen Thomas Joseph

Partner

Membership No: 228498

# BALANCE SHEET

As at 31 March 2026 · All amounts are in lakhs of Indian Rupees, unless otherwise stated

| | PARTICULARS | NOTE NO. | As at March 31 2026 | As at March 31, 2025 |
|---|---|---|---|---|
| I | ASSETS | | | |
| 1 | FINANCIAL ASSETS | | | |
| a. | Cash and cash equivalents | 7 | 4,091.69 | 220.52 |
| b | Bank Balance other than above | 8 | 444.83 | 53.28 |
| c | Receivables | | | |
| | (I) Trade receivables | 9 | 317.66 | 635.26 |
| | (II) Other receivables | | 83.63 | 4.81 |
| d | Loans | 10 | 34,893.29 | 25,423.25 |
| e | Other Financial Assets | 11 | 198.94 | 117.77 |
| 2 | NON-FINANCIAL ASSETS | | | |
| a. | Current tax Assets /(liabilities) (net) | 12 | 168.25 | 52.13 |
| b. | Deferred tax assets (Net) | 31 | 165.99 | 76.50 |
| c. | Property, plant and equipment | 13 | 6,368.05 | 1,064.40 |
| d. | Capital work-in-progress | | | |
| e. | Other intangible assets | 13 | 88.71 | 71.01 |
| f. | Right of use asset | 36 (C ) | 1,807.42 | 1,725.07 |
| a. | Investment in leased property | 36 (C ) | | |
| g. | Other non-financial assets | 14 | 666.74 | 542.75 |
| | **Total Assets** | | **49,295.20** | **29,986.72** |
| II | LIABILITIES AND EQUITY | | | |
| A. | LIABILITIES | | | |
| 1 | FINANCIAL LIABILITIES | | | |
| a | Payables | | | |
| | (I) Trade payables | 15 | | |
| | (i) Total outstanding dues of micro enterprises and small enterprises | | - | - |
| | **Total outstanding dues of creditors other than MSME** | | **20.28** | **15.28** |
| b. | Debt securities | 16 | 14,225.40 | 8,176.29 |
| c. | Borrowings (Other than debt securities) | 17 | 9,912.97 | 5,132.62 |
| d. | Subordinated liabilities | 18 | 10,203.98 | 7,814.75 |
| e. | Lease liability | 36 (C ) | 1,979.54 | 1,829.98 |
| f. | Other financial liabilities | 19 | 246.59 | 38.29 |
| 2 | NON-FINANCIAL LIABILITIES | | | |
| a. | Provisions | 20 | 459.40 | 125.64 |
| b. | Other non-financial liabilities | 21 | 496.46 | 405.23 |
| B. | EQUITY | | | |
| a. | Equity share capital | 22 | 4,914.03 | 2,996.00 |
| b. | Share application money pending allotment | | | - |
| b. | Other equity | 23 | 6,836.55 | 3,452.64 |

| | | |
|---|---|---|
| **Total Liabilities and Equity** | **49,295.20** | **29,986.72** |

*See accompanying notes to the financial statements*

*As per our report of even date attached*

**For G Joseph & Associates**
Chartered Accountants
Firm Reg No. 006310S
Allen Thomas Joseph
Partner
Membership No: 228498

Place: Ernakulam
Date : May 20, 2026

**For and on Behalf of the Board of Directors**

Joby George
Managing Director
(DIN:06429801)
M R Rajeev
Chief Financial Officer
Place: Mumbai
Date : May 20, 2026

**Sandeep Babu T**
Director
(DIN:08242822)
Leena Yezhuvath
Company Secretary & Compliance Officer

# STATEMENT OF PROFIT AND LOSS

For the year ended 31 March 2026 · All amounts are in lakhs of Indian Rupees, unless otherwise stated

| | PARTICULARS | NOTE NO. | YEAR ENDED March 31 2026 | YEAR ENDED March 31 2025 |
|---|---|---|---|---|
| I | **Revenue from Operations** | | | |
| a. | Interest Income | | 7,987.61 | 3,943.68 |
| b. | Fees and Commission Income | 24 | 798.61 | 798.29 |
| | **Total Revenue from Operations** | | **8,786.22** | **4,741.97** |
| II | **Other Income** | 25 | 421.90 | 130.59 |
| III | **Total Income (I+II)** | | **9,208.12** | **4,872.56** |
| IV | **Expenses** | | | |
| a | Finance Costs | 26 | 3,765.66 | 1,896.94 |
| b | Impairment on Financial instruments | 27 | 171.64 | 61.66 |
| c | Employee Benefit Expenses | 28 | 2,747.56 | 1,830.70 |
| d | Depreciation and Amortisation Expenses | 29 | 556.72 | 474.86 |
| e | Other expenses | 30 | 1,081.88 | 508.34 |
| | **Total Expenses** | | **8,323.47** | **4,772.51** |
| V | **Profit/(loss) before tax (III-IV)** | | **884.66** | **100.05** |
| VI | **Tax Expense:** | | | |
| | Current tax | | 222.65 | 36.53 |
| | Deferred tax | | (89.49) | (50.79) |
| | Prior-period tax expenses | | (36.52) | |
| VII | **Profit for the year (V-VI)** | | **788.03** | **114.31** |
| VIII | **Other Comprehensive Income** | | **-** | **-** |
| | **A) (i) Items that will not be reclassified to profit or loss** | | | |
| | Remeasurement gain/(Loss) on defined benefit plan | | 28.50 | 9.10 |
| | (ii)Income tax relating to items that will not be reclassified to profit or loss | | - | 2.29 |
| | **Subtotal (A)** | | **28.50** | **6.81** |
| | B) (i) Items that will be reclassified to profit or loss | | - | - |
| | (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| | **Subtotal (B)** | | **-** | **-** |
| **Other Comprehensive Income (A + B)** | | | **28.50** | **6.81** |
| IX | **Total Comprehensive Income for the year** | | **816.53** | **121.12** |
| | **Earnings per equity share (Face value of ₹10/-each)** | | | |
| | Basic | | 2.48 | 0.45 |
| | Diluted | | 2.48 | 0.45 |

*See accompanying notes to the financial statements*

*As per our report of even date attached*

**For G Joseph & Associates**
Chartered Accountants
Firm Reg No. 006310S
Allen Thomas Joseph
Partner
Membership No: 228498

Place: Ernakulam
Date : May 20, 2026

**Joby George**
Managing Director
(DIN:06429801)
M R Rajeev
Chief Financial Officer

Place: Mumbai
Date : May 20, 2026

**For and on Behalf of the Board of Directors**

Sandeep Babu T
Director
(DIN:08242822)
Leena Yezhuvath
Company Secretary & Compliance Officer

# CASH FLOW STATEMENT

For the year ended 31 March 2026 · All amounts are in lakhs of Indian Rupees, unless otherwise stated

| | March 31 2026 | March 31 2025 |
|---|---|---|
| **A. CASH FLOW FROM OPERATING ACTIVITIES** | | |
| **Net Profit before Tax as per Statement of Profit and Loss** | 884.66 | 100.05 |
| **Adjusted for:** | | |
| Interest income on loans | (7,987.61) | (3,943.68) |
| Finance costs | 3,765.66 | 1,816.91 |
| Depreciation and amortisation expenses | 556.72 | 474.86 |
| Impairment on Financial instruments | 171.64 | 58.05 |
| Gratuity Provision | 69.65 | 43.60 |
| Leave Encashment Provision | 34.13 | 22.87 |
| **Operational cash flow from interest** | **(2,505.15)** | **(1,427.33)** |
| **Operating Profit before Working Capital Changes** | | |
| **Adjusted for:** | | |
| Decrease/ (increase) in Receivables | 33.46 | (272.75) |
| Decrease/ (increase) in Loans | (9,337.46) | (11,801.10) |
| Decrease/ (increase) in Other Financial Assets | 124.15 | (124.05) |
| Decrease/ (increase) in Other Non Financial Asset | (512.33) | (112.02) |
| Increase/ (decrease) in Trade Payables | - | 10.88 |
| Increase/ (decrease) in Other Financial Liabilities | 208.30 | 27.77 |
| Increase/ (decrease) in Provisions | 333.78 | (22.85) |
| Increase/ (decrease) in Other Non-Financial Liabilities | 458.29 | (45.61) |
| **Cash Generated from Operations** | **(11,196.96)** | **(13,767.06)** |
| Interest received on loans | 7,245.12 | 3,127.91 |
| Finance costs | (2,566.75) | (803.57) |
| | **(6,518.60)** | **(11,442.72)** |
| Taxes Paid (Net) | (116.12) | 41.52 |
| **Net Cash Flow from/ (used in) Operating Activities** | **(6,634.72)** | **(11,401.20)** |
| **B. CASH FLOW FROM INVESTING ACTIVITIES** | | |
| Purchase of Property, plant and equipment | (5,479.67) | (380.14) |
| Purchase of Other intangible assets | (31.51) | (32.13) |
| | | - |
| **Net Cash Flow from/(used in) Investing Activities** | **(5,511.18)** | **(412.27)** |
| **C. CASH FLOW FROM FINANCING ACTIVITIES** | | |
| Proceeds from issue of equity shares, including securities premium | 4,646.08 | 1,015.50 |
| (Payment)/Receipt of Security deposits | (54.86) | (22.57) |
| Dividend Paid | (61.68) | - |
| Repayment of Debt Securities | (1,469.13) | (963.10) |
| Repayment of Subordinated Debts | (93.60) | 4,932.25 |
| Proceeds from Issue of Debt Securities | 7,357.26 | 3,051.70 |
| Proceeds from Subordinated Liabilities | 1,935.42 | 4,353.06 |
| Net proceeds from Borrowings other than Debt Securities | 4,780.35 | (56.97) |
| Transaction cost for Issue of Debt Securities | (32.49) | - |
| Transaction cost for Issue of Subordinated Liabilities | (49.35) | - |
| Equity Capital raising expenses | (54.31) | (9.50) |
| Payment of lease liabilities | (495.08) | (534.10) |
| **Net Cash Flow from/(used in) Financing Activities** | **16,408.62** | **11,766.28** |
| **Net Increase in Cash and Cash Equivalents** | **4,262.72** | **(47.19)** |
| **Opening Balance of Cash and Cash Equivalents** | **273.80** | **320.99** |
| **Closing Balance of Cash and Cash Equivalents** | **4,536.52** | **273.80** |

| | | |
|---|---|---|
| **Components of cash and cash equivalents** | | |
| **Cash and cash equivalents at the end of the year** | | |
| -Cash on hand | **65.41** | **67.12** |
| -Balances with banks in current accounts | **4,026.28** | **153.39** |
| -Term deposit with original maturity uptown 3 months | **444.83** | **-** |
| -Term deposit with original maturity more than 3 months | **-** | **53.29** |
| **Total** | **4,536.52** | **273.80** |

*As per our report of even date attached*

**For G Joseph & Associates**
Chartered Accountants
Firm Reg No. 006310S
Allen Thomas Joseph
Partner
Membership No: 228498

Place: Ernakulam
Date : May 20, 2026

**For and on Behalf of the Board of Directors**

Joby George
Managing Director
(DIN:06429801)
M R Rajeev
Chief Financial Officer
Place: Kochi
Date : May 20, 2026

**Sandeep Babu T**
Director
(DIN:08242822)
Leena Yezhuvath
Company Secretary & Compliance Officer

# STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2026 · All amounts are in lakhs of Indian Rupees, unless otherwise stated

| | | | | | |
|---|---|---|---|---|---|
| **(A) EQUITY SHARE CAPITAL** | | | | | |
| | **Equity shares of ₹ 10/- each issued, subscribed and fully paid** | | | | |
| **(1) Current reporting period** | | | | | |
| | **Balance at the beginning of the current reporting period** | **Changes in Equity Share Capital due to prior period errors** | **Restated balance at the beginning of the current reporting period** | **Changes in equity share capital during the current year** | **Balance at the end of the current reporting period** |
| | **2,996.00** | - | 2,996.00 | 1,918.03 | **4,914.03** |
| **(2) Previous reporting period** | | | | | |
| | **Balance at the beginning of the previous reporting period** | **Changes in Equity Share Capital due to prior period errors** | **Restated balance at the beginning of the previous reporting period** | **Changes in equity share capital during the previous year** | **Balance at the end of the previous reporting period** |
| | **2,669.60** | - | 2,669.60 | 326.39 | **2,996.00** |

| | | | | | |
|---|---|---|---|---|---|
| **(B) OTHER EQUITY** | | | | | |
| **(1) Current reporting period** | | | | | |
| | **Reserves and Surplus** | | | **Other items of OCI (Re measurement of defined benefit plans)** | **Total** |
| | **Statutory Reserve** | **Securities Premium** | **Retained Earnings** | | |
| **Balance at the beginning of the current reporting period** | 55.33 | 3,206.08 | 196.21 | (4.96) | **3,452.66** |
| Changes in accounting policy/prior period errors | - | (0.02) | | - | **(0.02)** |
| Restated balance at the beginning of the current reporting period | 55.33 | 3,206.06 | 196.21 | (4.96) | **3,452.64** |
| Profit for the year (net of taxes) | | | 788.03 | | **788.03** |
| **Total Comprehensive Income for the current year** | | | | **28.50** | **28.50** |
| Transfer to/from retained earnings | 163.31 | | (163.31) | | **-** |
| Shares issued on prefrential and Right Issue basis | | 2,728.05 | | | **2,728.05** |
| Transaction cost for Issue of Equity shares | | (94.09) | | | **(94.09)** |
| Dividend Paid | | | (66.58) | | **(66.58)** |
| **Balance at the end of the current reporting period** | **218.63** | **5,840.02** | **754.35** | **23.55** | **6,836.55** |
| **(2) Previous reporting period** | | | | | |
| | **Reserves and Surplus** | | | **Other items of OCI (Re measurement of defined benefit plans)** | **Total** |
| | **Statutory Reserve** | **Securities Premium** | **Retained Earnings** | | |
| **Balance at the beginning of the previous reporting period** | 31.10 | 2,526.55 | 106.12 | (11.77) | **2,652.00** |
| Changes in accounting policy/prior period errors | - | | - | - | **-** |
| Restated balance at the beginning of the previous reporting period | 31.10 | 2,526.55 | 106.12 | (11.77) | **2,652.00** |
| Profit for the year (net of taxes) | | | 114.31 | | **114.31** |
| **Total Comprehensive Income for the previous year** | | | | **6.81** | **6.81** |
| Transfer to/from retained earnings | 24.23 | | (24.23) | | **-** |
| Shares issued on prefrential basis | | 689.00 | | | **689.00** |
| Transaction cost for Issue of Equity shares | | (9.47) | | | **(9.47)** |
| **Balance at the end of the previous reporting period** | **55.33** | **3,206.08** | **196.21** | **(4.96)** | 3,452.66 |
| | **Statutory Reserve** | | **Profit and Loss Account** | **Securities Premium** | **Total** |

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2026 · All amounts are in lakhs of Indian Rupees, unless otherwise stated

Notes 1 to 7 — Corporate information, basis of preparation and significant accounting policies

## 1.00 Corporate Information

| | |
|---|---|
| 1.00 | Corporate Information |
| | Supra Pacific Financial Services Limited (Supra Pacific or 'the Company') is a public limited company domiciled in India and incorporated on 11th April 1986 in Mumbai,Maharashtra. Its shares are listed on BSE Limited. The Company is a Non-Banking Finance Company ('NBFC'),which provides a wide range of fund based services including two wheeler loans, gold loans, Micro finance etc. The Company is a Non-Deposit taking NBFC (NBFC-ND) classified as a Base Layer NBFC. The Company is registered with the Reserve Bank of India (RBI). |
| | The registration details are as follows: Reserve Bank of India Registration no : 13. 01238 Corporate Identity Number (CIN) : L64990MH1986PLC039547 Registered Office: Floor Number : 11 , Office Number : A-1107.KANAKIA WALL STREET, ANDHERI KURLAROAD,ANDHERI EAST, MUMBAI, Chakala MIDC, Mumbai, Maharashtra, India, 400093 |
| 2.00 | Basis of preparation |
| | These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 ('the Act') read together with the Companies (Indian Accounting Standards) Rules, 2021, as amended from time to time, other relevant provisions of the Act and the RBI guidelines/regulations to the extent applicable on an accrual basis. |
| | The financial statements have been prepared on a historical cost basis, except for certain financial assets and financial liabilities that are measured at fair value. |
| | The financial statements are presented in INR, which is also the Company's functional currency and all values are rounded to the nearest Lakh, except when otherwise indicated. |
| 3.00 | Presentation of financial statement |
| | The Company presents its balance sheet in order of liquidity. An analysis regarding recovery or settlement within 12 months after the reporting date (current) and more than 12 months after the reporting date (non–current) is presented separately. Financial assets and financial liability are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis in all of the following circumstances: i. The normal course of business ii. The event of default iii. The event of insolvency or bankruptcy of the Company and/or its counterparties. The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III to the Act. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". |
| 4.00 | Statement of compliance |
| | These separate financial statements of the Company have been prepared in accordance with Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 and the generally accepted accounting principles as referred to in paragraph 2 "Basis of Preparation" above. |
| 5.00 | Significant accounting policies (also refer to note 2 above) |
| 5.10 | Financial instruments |
| (i) | Classification of financial instruments |
| | The Company classifies its financial assets into the following measurement categories: 1. Financial assets to be measured at amortised cost 2. Financial assets to be measured at fair value through other comprehensive income 3. Financial assets to be measured at fair value through profit or loss account The classification depends on the contractual terms of the financial assets' cash flows and the Company's business model for managing financial assets. |
| | The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.The business model is assessed on the basis of aggregated portfolios based on observable factors. These factors include: ► Reports reviewed by the entity's key management personnel on the performance of the financial assets ► The risks impacting the performance of the business model (and the financial assets held within that business model) and its management thereof ► The compensation of the managing teams (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected) ► The expected frequency, value and timing of trades. The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. The Company also assesses the contractual terms of financial assets on the basis of its contractual cash flow characteristics that are solely for the payments of principal and interest on the principal amount outstanding. 'Principal' s defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/discount). |
| | In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss. |
| | The Company classifies its financial liabilities at amortised costs unless it has designated liabilities at fair value through the profit and loss account or is required to measure liabilities at fair value through profit or loss such as derivative liabilities. |
| (ii) | Financial assets measured at amortised cost |

| | |
|---|---|
| | These Financial assets comprise bank balances, loans, investments in debt securities and other financial assets. Financial Assets with contractual terms that give rise to cash flows on specified dates, and represent solely payments of principal and interest on the principal amount outstanding; and are held within a business model whose objective is achieved by holding to collect contractual cash flows are measured at amortised cost. These financial assets are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at amortised cost. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or a financial liability. |
| (iii) | Financial assets measured at fair value through other comprehensive income |
| | Debt instruments Investments in debt instruments are measured at fair value through other comprehensive income where they have: a) contractual terms that give rise to cash flows on specified dates, that represent solely payments of principal and interest on the principal amount outstanding; and b) are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets. These debt instruments are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at fair value. Gains and losses arising from changes in fair value are included in other comprehensive income (a separate component of equity). Impairment losses or reversals, interest revenue and foreign exchange gains and losses are recognised in profit and loss. Upon disposal, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to the statement of profit and loss. As at the reporting date the Company does not have any financial instruments measured at fair value through other comprehensive income. |
| | Equity instruments Investment in equity instruments are generally accounted for as at fair value through the profit and loss account unless an irrevocable election has been made by management to account for at fair value through other comprehensive income Such classification is determined on an instrument-by-instrument basis. |
| (iv) | Items at fair value through profit or loss |
| | Items at fair value through profit or loss comprise: ● Investments (including equity shares) held for trading; ● Items specifically designated as fair value through profit or loss on initial recognition; and ● debt instruments with contractual terms that do not represent solely payments of principal and interest. Financial instruments held at fair value through profit or loss are initially recognised at fair value, with transaction costs recognised in the statement of profit and loss as incurred. Subsequently, they are measured at fair value and any gains or losses are recognised in the statement of profit and loss as they arise. |
| | Financial instruments held for trading A financial instrument is classified as held for trading if it is acquired or incurred principally for selling or repurchasing in the near term, or forms part of a portfolio of financial instruments that are managed together and for which there is evidence of short-term profit taking, or it is a derivative not designated in a qualifying hedge relationship. Trading derivatives and trading securities are classified as held for trading and recognised at fair value. |
| (vi) | Debt securities and other borrowed funds |
| | After initial measurement, debt issued and other borrowed funds are subsequently measured at amortised cost. Amortised cost is calculated by taking into account any discount or premium on issue funds, and transaction costs that are an integral part of the Effective Interest Rate (EIR). |
| (vii) | Recognition and derecognition of financial assets and liabilities |
| | A financial asset or financial liability is recognised in the balance sheet when the Company becomes a party to the contractual provisions of the instrument, which is generally on trade date. Loans and receivables are recognised when cash is advanced (or settled) to the borrowers. Financial assets at fair value through profit or loss are recognised initially at fair value. All other financial assets are recognised initially at fair value plus directly attributable transaction costs. The Company derecognises a financial asset when the contractual cash flows from the asset expire or it transfers its rights to receive contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability. A financial liability is derecognised from the balance sheet when the Company has discharged its obligation or the contract is cancelled or expires. |
| (viii) | Impairment of financial assets |
| | The Company recognises impairment allowance for expected credit loss on financial assets held at amortised cost. |
| | Financial assets migrate through the following three stages based on the change in credit risk since initial recognition: Stage 1: 12-months ECL For exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit impaired upon origination, the portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised. Stage 2: Lifetime ECL – not credit impaired For exposures where there has been a significant increase in credit risk since initial recognition but are not credit impaired, a lifetime ECL (i.e. reflecting the remaining lifetime of the financial asset) is recognised. Stage 3: Lifetime ECL – credit impaired Exposures are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. For exposures that have become credit impaired, a lifetime ECL is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount. |
| | Determining the stage for impairment At each reporting date, the Company assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Company considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward-looking analysis. An exposure will migrate through the ECL stages as asset quality deteriorates. If, in a subsequent period, asset quality improves and also reverses any previously assessed significant increase in credit risk since origination, then the loss allowances reverts from lifetime ECL to 12-months ECL. The loss allowances for these financial assets is based on a 12-months ECL. |

| | |
|---|---|
| | When an asset is uncollectible, it is written off against the related allowance. Such assets are written off after all the necessary procedures have been completed and the amount of the loss has been determined. Subsequent recoveries of amounts previously written off reduce the amount of the allowances in the profit and loss statement. The Company assesses whether the credit risk on an exposure has increased significantly on an individual or collective basis. For the purposes of a collective evaluation of impairment, financial instruments are grouped on the basis of shared credit risk characteristics, taking into account instrument type, credit risk ratings, date of initial recognition, remaining term to maturity, industry, geographical location of the borrower and other relevant factors. Measurement of ECLs ECLs are derived from unbiased and probability-weighted estimates of expected loss, and are measured as follows: ● Financial assets that are not credit-impaired at the reporting date: as the present value of all cash shortfalls over the expected life of the financial asset discounted by the effective interest rate. The cash shortfall is the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive. The Company has grouped its various financial assets in to pools containing loans bearing homogeneous risks characteristics. The probability of default for the pools are computed based on the historical trends, adjusted for any forward looking factors. Similarly the Company computes the Loss Given Default based on the recovery rates. ● Financial assets that are credit-impaired at the reporting date: as the difference between the gross carrying amount and the present value of estimated future cash flows discounted by the effective interest rate. ● Undrawn loan commitments: as the present value of the difference between the contractual cash flows that are due to the Company if the commitment is drawn down and the cash flows that the Company expects to receive. ● Financial guarantee contracts: as the expected payments to reimburse the holder less any amounts that the Company expects to recover. ECL on Debt instruments measured at fair value through OCI The ECLs for debt instruments measured at FVOCI do not reduce the carrying amount of these financial assets in the balance sheet, which remains at fair value. Instead, an amount equal to the allowance that would arise if the assets were measured at amortised cost is recognised in OCI as an accumulated impairment amount, with a corresponding charge to profit or loss. The accumulated loss recognised in OCI is recycled to the profit and loss upon derecognition of the assets. As at the reporting date the Company does not have any debt instruments measured at fair value through OCI. |
| | Collateral Valuation To mitigate its credit risks on financial assets, the Company seeks to use collateral, where possible. The collateral comes in various forms, such as movable and immovable assets, guarantees, , etc. However, the fair value of collateral affects the calculation of ECLs. To the extent possible, the Company uses active market data for valuing financial assets held as collateral. Other financial assets which do not have readily determinable market values are valued using models. Non-financial collateral, such as vehicles, is valued based on data provided by third parties or management judgements. Collateral repossessed In its normal course of business whenever default occurs, the Company may take possession of properties or other assets in its retail portfolio and generally disposes such assets through auction, to settle outstanding debt. Any surplus funds are returned to the customers/obligors. As a result of this practice, assets under legal repossession processes are not recorded on the balance sheet. |
| (ix) | Write-offs |
| | The Company reduces the gross carrying amount of a financial asset when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. This is generally the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subjected to write-offs. Any subsequent recoveries against such loans are credited to the statement of profit and loss. |
| (x) | Determination of fair value |
| | 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. The Financial assets and liabilities are presented in ascending order of their liquidity. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as value in use in Ind AS 36. In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows: ● Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity 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 asset or liability. |
| | The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. No such instances of transfers between levels of the fair value hierarchy were recorded during the reporting period. Difference between transaction price and fair value at initial recognition The best evidence of the fair value of a financial instrument at initial recognition is the transaction price (i.e. the fair value of the consideration given or received) unless the fair value of that instrument is evidenced by comparison with other observable current market transactions in the same instrument (i.e. without modification or repackaging) or based on a valuation technique whose variables include only data from observable markets. When such evidence exists, the Company recognises the difference between the transaction price and the fair value in profit or loss on initial recognition (i.e. on day one). When the transaction price of the instrument differs from the fair value at origination and the fair value is based on a valuation technique using only inputs observable in market transactions, the Company recognises the difference between the transaction price and fair value in net gain on fair value changes. In those cases where fair value is based on models for which some of the inputs are not observable, the difference between the transaction price and the fair value is deferred and is only recognised in profit or loss when the inputs become observable, or when the instrument is derecognised. |
| 5.2 | Revenue from operations |
| (i) | Interest Income |
| | Interest income is recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial assets measured through amortised cost method. The EIR in case of a financial asset is computed a. As the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. b. By considering all the contractual terms of the financial instrument in estimating the cash flows c. Including all fees received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts. Any subsequent changes in the estimation of the future cash flows is recognised in interest income with the corresponding adjustment to the carrying amount of the assets. |
| (ii) | Fees & Commission Income |

| | |
|---|---|
| | Fees and commissions other than those which forms part of EIR are recognised when the Company satisfies the performance obligation, at fair value of the consideration received or receivable based on a five-step model as set out below: Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met. Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer. Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. |
| | Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation. Step 5: Recognise revenue when (or as) the Company satisfies a performance obligation. Processing fees that are not included in the effective interest rate are recognised in the statement of profit and loss over the tenure of the respective loans |
| (iii) | Net gain on Fair value changes |
| | Any differences between the fair values of financial assets classified as fair value through the profit or loss, held by the Company on the balance sheet date is recognised as an unrealised gain / loss. In cases there is a net gain in the aggregate, the same is recognised in “Net gains on fair value changes” under Revenue from operations and if there is a net loss the same is disclosed under “Expenses” in the statement of Profit and Loss. Similarly, any realised gain or loss on sale of financial instruments measured at FVTPL and debt instruments measured at FVOCI is recognised in net gain / loss on fair value changes. As at the reporting date the Company does not have any financial instruments measured at FVTPL and debt instruments measured at FVOCI. However, net gain / loss on derecognition of financial instruments classified as amortised cost is presented separately under the respective head in the Statement of Profit and Loss. |
| 5.3 | Expenses |
| (i) | Finance costs |
| | Finance costs represents Interest expense recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial liabilities other than financial liabilities classified as FVTPL. The EIR in case of a financial liability is computed a. As the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the gross carrying amount of the amortised cost of a financial liability. b. By considering all the contractual terms of the financial instrument in estimating the cash flows c. Including all fees paid between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts. Any subsequent changes in the estimation of the future cash flows is recognised in interest income with the corresponding adjustment to the carrying amount of the assets. Interest expense includes issue costs that are initially recognized as part of the carrying value of the financial liability and amortized over the expected life using the effective interest method. These include fees and commissions payable to advisers and other expenses such as external legal costs, Rating Fee etc, provided these are incremental costs that are directly related to the issue of a financial liability. |
| (ii) | Retirement and other employee benefits |
| | Short term employee benefit All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short term compensated absences such as paid annual leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised as an expense during the period. Benefits such as salaries and wages, etc. and the expected cost of the bonus/ex-gratia are recognised in the period in which the employee renders the related service. Post-employment employee benefits |
| | Defined contribution schemes All the employees of the Company are entitled to receive benefits under the Provident Fund and Employees State Insurance scheme, defined contribution plans in which both the employee and the Company contribute monthly at a stipulated rate. The Company has no liability for future benefits other than its annual contribution and recognises such contributions as an expense in the period in which 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 recognised 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 recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund. |
| | Defined Benefit schemes The Company provides for the gratuity, a defined benefit retirement plan covering all employees. The plan provides for lump sum payments to employees upon death while in employment or on separation from employment after serving for the stipulated years mentioned under ‘The Payment of Gratuity Act, 1972’. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation, carried out by an independent actuary at each Balance Sheet date, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government Securities as at the Balance Sheet date. Net interest recognized in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognized as part of re-measurement of net defined liability or asset through other comprehensive income. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, attrition rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed annually. |
| | Re-measurement, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit and loss in subsequent periods. Other long-term employee benefits Company’s liabilities towards compensated absences to employees are accrued on the basis of valuations, as at the Balance Sheet date, carried out by an independent actuary using Projected Unit Credit Method. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the Statement of Profit and Loss. The Company presents the Provision for compensated absences under provisions in the Balance Sheet. |
| (iii) | Other income and expenses |
| | All Other income and expense are recognized in the period they occur. |
| (iv) | Impairment of non-financial assets |

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

**(v) Taxes**

Current Tax Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted, or substantively enacted, by the reporting date in the countries where the Company operates and generates taxable income. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Deferred tax Deferred tax assets and liabilities are recognised for temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred tax assets are only recognised for temporary differences, unused tax losses and unused tax credits if it is probable that future taxable amounts will arise to utilise those temporary differences and losses. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities are realised simultaneously.

Minimum Alternate Tax (MAT) Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that it is probable that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as “MAT Credit Entitlement.” The Company reviews the MAT Credit Entitlement asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period. Goods and services tax /value added taxes paid on acquisition of assets or on incurring expenses Expenses and assets are recognised net of the goods and services tax/value added taxes paid, except: i. When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable ii. When receivables and payables are stated with the amount of tax included The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

**5.4 Foreign currency translation**

**(i) Functional and presentational currency**

The standalone financial statements are presented in Indian Rupees which is also functional currency of the Company and the currency of the primary economic environment in which the Company operates.

**(ii) Transactions and balances**

Initial recognition: Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Conversion: Monetary assets and liabilities denominated in foreign currency, which are outstanding as at the reporting date, are translated at the reporting date at the closing exchange rate and the resultant exchange differences are recognised in the Statement of Profit and Loss. Non–monetary items that are measured at historical cost in a foreign currency are translated using the spot exchange rates as at the date of recognition.

**5.5 Cash and cash equivalents**

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

**5.6 Property, Plant and equipment (PPE)**

Property, plant and equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment, (if any). The total cost of assets comprises its purchase price, freight, duties, taxes and any other incidental expenses directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management. Changes in the expected useful life are accounted for by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates. Subsequent expenditure related to an item of tangible asset are added to its gross value only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

Depreciation is calculated using the Straight Line Method (SLM) to write down the cost of property and equipment to their residual values over their estimated useful lives. Land is not depreciated.

The estimated useful lives are, as follows:

| Particulars | Useful life estimated by Company |
|---|---|
| Computer | |
| - End User equipment | 3 years |
| - Server | 6 years |
| Furniture & Fixtures | |

| | | |
|---|---|---|
| | - Safe and strong rooms | 10 years |
| | Office Equipment | 5 years |
| | Electrical fittings | 10 years |
| | Buildings | 79 years |
| | Vehicles | 8 years |
| | Plant & Equipment | 15 years |

5% residual value is considered to calculate Depreciable value, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

5.7 Intangible assets

An intangible asset is recognised only when its cost can be measured reliably and it is probable that the expected future economic benefits that are attributable to it will flow to the Company. Intangible assets acquired separately are measured on initial recognition at cost. The cost of an intangible asset comprises its purchase price and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year-end. Changes in the expected useful life, or the expected pattern of consumption of future economic benefits embodied in the asset, are accounted for by changing the amortisation period or methodology, as appropriate, which are then treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is presented as a separate line item in the statement of profit and loss. Amortisation on assets acquired/sold during the year is recognised on a pro-rata basis to the Statement of Profit and Loss from / uptown the date of acquisition/sale. Amortisation is calculated using the straight–line method to write down the cost of intangible assets to their residual values over their estimated useful lives. Intangible assets comprising of software are amortised on a straight-line basis over a period of 6 years, unless it has a shorter useful life. The Company's intangible assets consist of computer software with definite life. Gains or losses from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

5.8 Provisions

Provisions are recognised when the enterprise has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. When the effect of the time value of money is material, the enterprise determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

5.90 Contingent Assets and Liabilities

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non occurence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognize or disclose contingent asset in the financial statements. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

5.10 Earnings Per Share

The Company reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share. Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after 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. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

5.11 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). The Board of Directors (BOD) of the Company assesses the financial performance and position of the Company, and makes strategic decisions. The BOD, which has been identified as being the chief operating decision maker. The Company is engaged in the business of i) Lending finance and ii) Fees & commission income. The said business are aggregated for the purpose of review of performance by CODM. Accordingly, the Company has concluded that the business of lending finance and fees & commission income to be the only reportable segment.

5.12 Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

**The Company as a lessee**

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. 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 less 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.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

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

The preparation of financial statements in conformity with the Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosure and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

**6.1 Defined employee benefit assets and liabilities**

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed annually.

**6.2 Impairment of loans portfolio**

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. It has been the Company's policy to regularly review it's ECL model in the context of actual loss experience and adjust when necessary. In case, higher provisions are to be considered as per the prudential norms of the Reserve Bank of India, they are considered.

Expected Credit Loss: As per Ind AS 109, the loan losses are to be provided based on ECL method. ECL is measured at 12-month ECL for Stage 1 loan assets and at Llifetime ECL for Stage 2 and Stage 3 loan assets. ECL is the product of the Probability of Default, Exposure at Default and Loss Given Default, i.e., ECL=PD X EAD X LGD - PD: Probability of Default ("PD") is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognized and is still in the portfolio. The PD is computed for Stage 1, Stage 2 and Stage 3 independently by determining default rates based on the historical data after giving due weightage for abnormal period and events, probability of roll back etc. - EAD: Exposure at Default ("EAD") is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected draw down on committed facilities, etc. - LGD: Loss Given Default ("LGD") is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realization of any collateral. It is usually expressed as a percentage of the EAD.

**6.3 Effective Interest Rate (EIR) method**

**The Company's EIR methodology, recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges).**

Notes 7 to 9 — Cash and cash equivalents, bank balances and receivables

## Note 7 Cash and cash equivalents

| Note 7 Cash and cash equivalents | | |
|---|---|---|
| | As at | As at |
| Particulars | March 31 2026 | March 31, 2025 |
| Cash on hand | 65.41 | 67.12 |
| Balance with banks- in current accounts | 4,026.28 | 153.39 |
| **Total** | **4,091.69** | **220.52** |

**Short-term bank deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.**

| Note 8 Bank balance other than cash and cash equivalents | | |
|---|---|---|
| | As at | As at |
| Particulars | March 31 2026 | March 31, 2025 |
| Fixed deposit with maturity of more than 3 months | 444.83 | 53.28 |
| **Total** | **444.83** | **53.28** |

**Note 8.1 Fixed Deposits with banks and NBFCs include fixed deposits given as security for borrowings Rs. 441.48 Lakhs (March 31, 2025: Rs. 50 lakhs)**

**Note 8.2 The amount of Fixed deposits in Notes 7 and 8 above does not include interest accrued aggregating to 14.74 Lakhs (March 31, 2025: 0.30 Lakhs) disclosed separately under Other financial assets in Note 11**

| Note 9 Receivables | | |
|---|---|---|
| | As at | As at |
| Particulars | March 31 2026 | March 31, 2025 |
| (I) Trade receivables | 317.66 | 635.26 |
| a) Receivables considered good - Secured | - | - |
| b) Receivables considered good - Unsecured | - | - |
| c) Receivables which have significant increase in credit risk | - | - |
| d) Receivables – credit impaired | - | - |
| **Total** | **317.66** | **635.26** |
| (II) Other receivables | 83.63 | 4.81 |
| Less: Allowance for impairment loss | **-** | **-** |
| **Total Net Receivable** | **401.29** | **640.07** |

**Trade receivables are non-interest bearing and are short-term in nature. These consist of receivable other parties, and does not involve any credit risk.**

**Trade Receivables Ageing Schedule**

| Particulars | As at March 31, 2026 | | | | | |
|---|---|---|---|---|---|---|
| | Outstanding for following periods from due date of payment | | | | | |
| | Less than 6 months | 6 months - 1 years | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
| (i) Undisputed Trade receivables - considered good | 317.66 | - | 0 | - | - | **317.66** |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk | **-** | **-** | **0** | **-** | **-** | **-** |
| (iii)Undisputed Trade Receivables - credit impaired | **-** | **-** | **0** | **-** | **-** | **-** |
| (iv) Disputed Trade Receivables - considered good | **-** | **-** | **0** | **-** | **-** | **-** |

| | | | | | | |
|---|---|---|---|---|---|---|
| (v) Disputed Trade Receivables - which have significant increase in credit risk | - | - | **0** | - | - | - |
| (vi) Disputed Trade Receivables - credit impaired | - | - | 0 | - | - | - |
| **Particulars** | **As at March 31, 2025** | | | | | |
| | **Outstanding for following periods from due date of payment** | | | | | |
| | **Less than 6 months** | **6 months - 1 years** | **1 - 2 years** | **2 - 3 years** | **More than 3 years** | **Total** |
| (i) Undisputed Trade receivables - considered good | 635.26 | - | **0** | - | - | **635.26** |
| (ii) Undisputed Trade Receivables - which have significant increase in credit risk | - | - | **0** | - | - | - |
| (iii)Undisputed Trade Receivables - credit impaired | - | - | **0** | - | - | - |
| (iv) Disputed Trade Receivables - considered good | - | - | **0** | - | - | - |
| (v) Disputed Trade Receivables - which have significant increase in credit risk | - | - | **0** | - | - | - |
| (vi) Disputed Trade Receivables - credit impaired | - | - | **0** | - | - | - |

Note 10 — Loans

## Note 10 Loans

| **Note 10 Loans** | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | **As at 31 March 2026** | | | | | **As at 31 March 2025** | | | | |
| **Particulars** | **Amortised Cost** | **At Fair Value** | | | **Total** | **Amortised Cost** | **At Fair Value** | | | **Total** |
| | | **Through Other Comprehensive Income** | **Through Profit or Loss** | **Designated at Fair Value through Profit or Loss** | | | **Through Other Comprehensive Income** | **Through Profit or Loss** | **Designated at Fair Value through Profit or Loss** | |
| **(i) Gold Loan** | 22,585.78 | - | - | - | 22,585.78 | 16,906.79 | - | - | - | 16,906.79 |
| **(ii) Vehicle Loans** | 5,639.04 | - | - | - | 5,639.04 | 4,615.53 | - | - | - | 4,615.53 |
| **(iii) Project Finance** | 2.99 | - | - | - | 2.99 | 16.42 | - | - | - | 16.42 |
| **(iv) Business Loan** | 362.21 | - | - | - | 362.21 | 497.71 | - | - | - | 497.71 |
| **(iv) Micro Finance** | 6,238.68 | - | - | - | 6,238.68 | 3,458.33 | - | - | - | 3,458.33 |
| **(v) Traders Loan** | 146.50 | - | - | - | 146.50 | 60.36 | - | - | - | 60.36 |
| **(vi)Personal Loan** | 191.65 | - | - | - | 191.65 | 14.23 | - | - | - | 14.23 |
| **Less: Effective Interest Rate Adjustment** | - | - | - | - | - | - | - | - | - | - |
| **Total (A) Gross Total** | **35,166.84** | - | - | - | **35,166.84** | **25,569.37** | - | - | - | **25,569.37** |
| Less: Impairment loss allowance | 273.55 | - | - | - | 273.55 | 146.12 | | | | 146.12 |
| **Total (A)- Net** | **34,893.29** | - | - | - | **34,893.29** | **25,423.25** | - | - | - | **25,423.25** |
| **(B) Out of Above** | | | | | | | | | | |
| (i) Secured by tangible assets | 28,224.82 | - | - | - | 28,224.82 | 21,522.33 | | | | 21,522.33 |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| (ii)Unsecured | 6,942.02 | - | - | - | 6,942.02 | 4,047.04 | | | | 4,047.04 |
| Less: Effective Interest Rate Adjustment | - | | | | - | - | | | | - |
| **Total (B)- Gross** | **35,166.84** | | | | **35,166.84** | **25,569.37** | | | | **25,569.37** |
| Less: Impairment loss allowance | 273.55 | | | | 273.55 | 146.12 | | | | 146.12 |
| **Total (B)-Net** | **34,893.29** | **-** | **-** | **-** | **34,893.29** | **25,423.25** | **-** | **-** | **-** | **25,423.25** |
| **(C ) Out of Above** | | | | | | | | | | |
| **(i) Loans in India** | | | | | | | | | | |
| -Public Sector | - | - | - | - | - | - | - | - | - | - |
| -Others | 35,166.84 | - | - | - | 35,166.84 | 25,569.37 | - | - | - | 25,569.37 |
| (ii) Loans Outside India | - | | | | - | - | | | | - |
| Less: Effective Interest Rate Adjustment | - | | | | - | - | | | | - |
| **Total (C)- Gross** | **35,166.84** | | | | **35,166.84** | **25,569.37** | | | | **25,569.37** |
| Less: Impairment loss allowance | 273.55 | | | | 273.55 | 146.12 | | | | 146.12 |
| **Total (C)-Net** | **34,893.29** | | | | **34,893.29** | **25,423.25** | | | | **25,423.25** |
| **Note:** | | | | | | | | | | |
| **(i) The loan balances include receivables on which charge is created for debt securities and banks and NBFC borrowings.** | | | | | | | | | | |
| **(ii) There is no loan assets measured at FVOCI or FVTPL or designated at FVTPL** | | | | | | | | | | |
| **10 (i) Reconciliation of ECL balance** | | | | | | | | | | |

| | As at 31 March 2026 | | | | As at 31 March 2025 | | | |
|---|---|---|---|---|---|---|---|---|
| **Particulars** | **Stage 1** | **Stage 2** | **Stage 3** | **Total** | **Stage 1** | **Stage 2** | **Stage 3** | **Total** |
| **(i) Gold Loan** | 67.78 | 2.50 | 6.29 | **76.57** | 29.08 | - | - | **29.08** |
| **(ii) Vehicle Loans** | 13.66 | 6.83 | 95.95 | **116.44** | 21.60 | 1.61 | 27.38 | **50.59** |
| **(iii) Micro Finance** | 16.46 | 0.54 | 46.14 | **63.14** | 13.52 | 0.24 | 49.29 | **63.05** |
| **(iv) Business Loan** | 1.15 | 0.03 | 1.72 | **2.90** | 2.29 | 0.02 | 1.02 | **3.34** |
| **(v) Traders Loan** | 0.18 | 0.04 | 3.53 | **3.75** | 0.06 | - | - | **0.06** |
| **(vi)Personal Loan** | 0.81 | 0.62 | 9.31 | **10.75** | | - | - | **-** |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Total Closing ECL Provision** | **100.03** | **10.57** | **162.94** | **273.55** | **66.55** | **1.87** | **77.69** | **146.12** |

| **10 (ii) Provision as per RBI Prudential Norms** | | |
|---|---|---|
| | **As at** | **As at** |
| **Particulars** | **March 31, 2026** | **March 31, 2025** |
| Standard Asset | 86.85 | 63.68 |
| Sub Standard Asset | 28.15 | 0.23 |
| Doubtful Asset | 110.70 | 27.83 |
| Loss Asset | - | - |
| **Total** | **225.70** | **91.74** |

**10 (iii) Credit Quality of Loan Assets**

**The table below shows the credit quality and the maximum exposure to credit risk based on the Company's internal credit rating system and year-end stage classification. The amounts presented are gross of impairment allowances.**

| **Particulars** | **As at 31 March 2026** | | | | **As at 31 March 2025** | | | |
|---|---|---|---|---|---|---|---|---|
| | **Stage 1 Collective** | **Stage 2 Collective** | **Stage 3** | **Total** | **Stage 1 Collective** | **Stage 2 Collective** | **Stage 3** | **Total** |
| **Internal rating grade** | | | | | | | | |
| **Performing-** | | | | | | | | |
| Standard grade | 34,251.51 | 487.01 | - | **34,738.52** | 25,281.45 | | | **25,281.45** |
| Sub-standard grade | | | 281.53 | **281.53** | | 93.67 | | **93.67** |
| Non-performing Individually impaired | | | 146.80 | **146.80** | | | 194.25 | **194.25** |
| | | | | **-** | | | | **-** |
| **Total** | **34,251.51** | **487.01** | **428.33** | **35,166.84** | **25,281.45** | **93.67** | **194.25** | **25,569.37** |
| Less: Impairment loss allowance | | | | 273.55 | | | | 146.12 |
| **Gross carrying amount closing balance net of EIR impact of service charge received** | | | | **34,893.29** | | | | **25,423.25** |

Notes 11, 12 and 14 — Other financial assets, current tax assets and other non-financial assets

## Note 11 Other financial assets

| **Note 11 Other financial assets** | | |
|---|---|---|
| | **As at** | **As at** |
| **Particulars** | **March 31 2026** | **March 31, 2025** |
| Interest Receivable | 14.74 | 0.30 |
| Security Deposits | 184.20 | 117.47 |
| Lease Receivables | - | - |

| **Debenture Application Pending Allotment** | | |
|---|---|---|
| Other Receivables | - | - |
| **Total** | **198.94** | **117.77** |

| **Note 12 Current tax Assets /(liabilities) (net)** | | |
|---|---|---|
| | **As at** | **As at** |
| **Particulars** | **March 31 2026** | **March 31, 2025** |
| Income tax refund receivable | 68.25 | 52.13 |
| Advance Tax Paid | 100.00 | - |
| **Total** | **168.25** | **52.13** |

| **Note 14 Other non-financial assets** | | |
|---|---|---|
| | **As at** | **As at** |
| **Particulars** | **March 31 2026** | **March 31, 2025** |
| Deferred Expense | 218.47 | 255.73 |
| Other non financial assets | 10.40 | 11.99 |
| Prepaid Expenses | 378.75 | 275.02 |
| Staff Advance | 59.11 | - |
| **Total** | **666.74** | **542.75** |

Note 13 — Property, plant and equipment and other intangible assets

## Note 13 Property, plant and equipment & Other intangible assets

| **Note 13 Property, plant and equipment & Other intangible assets** | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| **Particulars** | **Electrical Fittings** | **Office Equipment** | **Furniture & Fixtures** | **Computer Equipment** | **Land** | **Building** | **Total PPE Tangibles** | **Computer Software** | **Trademark** | **Total Other Intangibles** |
| **Cost:** | | | | | | | | | | |
| **At 1st April 2024** | **24.46** | **187.38** | **669.61** | **127.10** | **-** | **-** | **1,008.55** | **52.94** | **0.04** | **52.98** |
| Additions | 0.39 | 65.59 | 258.18 | 55.98 | | | **380.14** | 31.94 | 0.19 | **32.13** |
| Disposals | - | - | - | - | | | **-** | - | - | **-** |
| **At 31st March 2025** | **24.85** | **252.97** | **927.78** | **183.09** | | | **1,388.69** | 84.88 | 0.23 | **85.11** |
| Additions | 2.94 | 47.19 | 979.89 | 35.41 | 823.42 | 3,590.82 | **5,479.67** | 31.33 | 0.18 | **31.51** |
| Disposals | - | - | - | - | | | **-** | - | - | **-** |
| **At 31st March 2026** | **27.79** | **300.16** | **1,907.67** | **218.49** | **823.42** | **3,590.82** | **6,868.36** | **116.21** | **0.41** | **116.61** |
| **Accumulated Depreciation:** | | | | | | | | | | **-** |
| **At 1st April 2024** | **5.01** | **35.03** | **61.62** | **42.66** | | | **44.41** | 1.51 | - | **1.51** |
| Disposals | **-** | **-** | **-** | **-** | | | **-** | - | - | **-** |
| Depreciation charge for the year | 2.46 | 44.25 | 82.09 | 51.16 | | | **99.92** | 12.58 | - | **12.32** |
| **At 31st March 2025** | **7.48** | **79.28** | **143.71** | **93.82** | | | **324.30** | **14.09** | - | **14.09** |
| Disposals | - | | | | | | **-** | - | - | **-** |
| Depreciation charge for the year | 1.25 | 39.76 | 72.52 | 44.98 | - | 17.51 | **176.01** | 13.78 | 0.03 | **13.81** |
| **At 31st March 2026** | **8.72** | **119.04** | **216.23** | **138.80** | **-** | **17.51** | **500.31** | **27.87** | **0.03** | **27.90** |
| **Carrying Amount:** | | | | | | | | | | |
| At 1st April 2024 | 19.45 | 152.35 | 607.99 | 84.44 | - | - | **864.22** | 51.42 | 0.04 | **51.46** |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| At 31st March 2025 | 17.37 | 173.69 | 784.07 | 89.27 | - | - | **1,064.39** | 70.78 | 0.23 | **71.01** |
| **At 31st March 2026** | **19.07** | **181.12** | **1,691.44** | **79.69** | **823.42** | **3,573.32** | **6,368.05** | **88.34** | **0.38** | **88.71** |
| **No revaluation of any class of asset is carried out during the year. 5% residual value is considered to calculate Depreciable value** | | | | | | | | | | |
| **The title deeds of immovable property (other than the properties where the company is the lessee and the lease agreements are duly executed in favour of the Company), disclosed in the financial statements are held in the name of the Company** | | | | | | | | | | |

Notes 15 and 19 to 21 — Trade payables, other financial liabilities, provisions and other non-financial liabilities

**100,000.00**

| **Note 15 Trade payables** | | |
|---|---|---|
| | **As at** | **As at** |
| **Particulars** | **March 31 2026** | **March 31, 2025** |
| (i) total outstanding dues of micro enterprises and small enterprises | - | - |
| **Total outstanding dues of creditors other than MSME** | **20.28** | **15.28** |
| **Total** | **20.28** | **15.28** |

**Note 15(i) Disclosures required under Section 22 of the Micro,Small & Medium Enterprises Development Act, 2006**

**Based on and to the extent of the information received by the Company from the suppliers during the year regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period and other disclosures as per the Micro, Small and Medium Enterprises Development Act, 2006 (hereinafter referred to as "the MSMED Act") are given below :**

| | **As at** | **As at** |
|---|---|---|
| **Particulars** | **March 31 2026** | **March 31, 2025** |
| The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year. | - | - |
| The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| 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 the Micro, Small and Medium Enterprises Development Act, 2006. | - | - |
| The amount of interest accrued and remaining unpaid at the end of each accounting year | - | - |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006 | - | - |
| **Total** | **-** | **-** |

**Note 15(ii) Trade Payables aging schedule**

| **Particulars** | **As at 31 March 2026** | | | | | |
|---|---|---|---|---|---|---|
| | **Outstanding for following periods from due date of payment** | **Less than 1 year** | **1-2 years** | **2-3 years** | **More than 3 years** | **Total** |
| (i) MSME | | - | 0 | 0 | - | - |
| (ii) Others | | 20.28 | 0 | 0 | - | 20.28 |

| | | | | | |
|---|---|---|---|---|---|
| (iii) Disputed dues – MSME | - | 0 | 0 | - | - |
| (iv)Disputed dues - Others | - | 0 | 0 | - | - |
| **Total** | **20.28** | **0** | **0** | **-** | **20.28** |
| **Particulars** | **As at 31 March 2025** | | | | |
| | **Outstanding for following periods from due date of payment** | | | | |
| | **Less than 1 year** | **1-2 years** | **2-3 years** | **More than 3 years** | **Total** |
| (i) MSME | - | 0 | 0 | - | - |
| (ii) Others | 15.28 | 0 | 0 | - | 15.28 |
| (iii) Disputed dues – MSME | - | 0 | 0 | - | - |
| (iv)Disputed dues - Others | - | 0 | 0 | - | - |
| **Total** | **15.28** | **0** | **0** | **-** | **15.28** |

**Note 19 Other financial liabilities**

| **Particulars** | **As at March 31 2026** | **As at March 31, 2025** |
|---|---|---|
| Auction Money payable | 1.05 | 0.18 |
| Debenture/Subdebt Application Pending Allotment | 4.85 | 31.59 |
| Others Payable | 10.79 | 0.79 |
| Retention Money Payable | 5.89 | 5.73 |
| Security Deposits -Received | 11.87 | - |
| Interest Payable | 212.14 | - |
| **Total** | **246.59** | **38.29** |

**Note 20 Provisions**

| **Particulars** | **As at March 31 2026** | **As at March 31, 2025** |
|---|---|---|
| Provision for compensated absences | 57.43 | 37.56 |
| Provision for expenses | 58.25 | 8.16 |
| Provision for Gratuity | 121.06 | 79.91 |
| Provision for Taxation | 222.65 | - |
| **Total** | **459.40** | **125.64** |

**Note 21 Other non-financial liabilities**

| **Particulars** | **As at March 31 2026** | **As at March 31, 2025** |
|---|---|---|
| Deferred Income | 262.85 | 332.86 |
| Income tax liability (pending final assessment) | 32.01 | 32.01 |
| Other Statutory dues and taxes payable | 104.83 | 6.16 |
| Other Payable | 96.77 | 34.20 |
| **Total** | **496.46** | **405.23** |

Notes 16 to 18 — Debt securities, borrowings and subordinated liabilities

## Note 16 Debt securities

**Note 16 Debt securities**

| Particulars | As at 31 March 2026 | | | | As at 31 March 2025 | | | |
|---|---|---|---|---|---|---|---|---|
| | At Amortised cost | At Fair Value Through profit or loss | Designated at fair value through profit or loss | Total | At amortised cost | At Fair Value Through profit or loss | Designated at fair value through profit or loss | Total |
| Redeemable Non-Convertible Debentures (Secured) | 13,637.11 | - | - | 13,637.11 | 7,748.98 | - | - | 7,748.98 |
| Interest Accrued on Debenture Application | **588.29** | | | 588.29 | 427.31 | | - | 427.31 |
| **Total (A)** | **14,225.40** | **-** | **-** | **14,225.40** | **8,176.29** | **-** | **-** | **8,176.29** |
| Debt securities in India | 14,225.40 | - | - | 14,225.40 | 8,176.29 | - | - | 8,176.29 |
| Debt securities outside India | - | - | - | - | - | - | - | - |
| **Total (B)** | **14,225.40** | **-** | **-** | **14,225.40** | **8,176.29** | **-** | **-** | **8,176.29** |

**Secured by pari passu floating charge on current assets, book debts, loans & advances and receivables including gold loan receivables)**

**DETAIL OF REDEEMABLE NON-CONVERTIBLE DEBENTURES**

**The Company had privately placed Secured Redeemable Non- Convertible Debentures for a maturity period of 24-72 months with a principal amount outstanding of ₹ 13637.11 Lakhs ( March 31, 2025: 7748.98 Lakhs)**

| NCD Series | Date of Allotment | Maturity date | As on March 31 | | Interest Rate % | Listed/ Unlisted |
|---|---|---|---|---|---|---|
| | | | 2,026.00 | 2,025.00 | | |
| INE268T07335 | November 29, 2023 | November 28, 2025 | - | 305.00 | 11.00% | Unlisted |
| INE268T07251 | July 31, 2023 | July 30, 2025 | - | 163.00 | 11.00% | Unlisted |
| Series 19 : 11% Debenture 2023-24 | March 04, 2024 | March 03, 2026 | - | 109.20 | 11.00% | Unlisted |
| INE268T07186 | May 03, 2023 | May 02, 2025 | - | 144.00 | 11.00% | Unlisted |
| INE268T07293 | July 31, 2023 | July 30, 2025 | - | 127.00 | 11.50% | Unlisted |
| INE268T07194 | May 03, 2023 | May 02, 2025 | - | 50.00 | 11.50% | Unlisted |
| NP1 CAPITAL TRUST | January 31, 2025 | January 30, 2026 | - | 150.00 | 16.00% | Unlisted |
| INE268T07210 | June 06, 2023 | June 05, 2025 | - | 21.00 | 11.50% | Unlisted |
| Series 20 : 11.5% Debenture 2023-24 | March 03, 2024 | March 03, 2026 | - | 54.25 | 11.50% | Unlisted |
| INE268T07244 | June 06, 2023 | June 05, 2025 | - | 160.00 | 11.00% | Unlisted |
| INE268T07319 | November 29, 2023 | November 28, 2025 | - | 183.00 | 11.50% | Unlisted |
| INE268T07228 | June 06, 2023 | June 05, 2028 | 5.00 | 5.00 | 11.75% | Unlisted |
| INE268T07277 | July 31, 2023 | July 30, 2028 | 5.00 | 5.00 | 11.25% | Unlisted |
| INE268T07285 | July 31, 2023 | July 30, 2028 | 5.00 | 5.00 | 11.75% | Unlisted |
| Series 20: 11.75% Debenture 24-25 | February 10, 2025 | February 09, 2030 | 7.00 | 7.00 | 11.75% | Unlisted |
| Series 8: 11.25% Debenture 24-25 | November 14, 2024 | November 13, 2029 | 10.00 | 10.00 | 11.25% | Unlisted |

| | | | | | | |
|---|---|---|---|---|---|---|
| Series 3: 11.25% Debenture 2025-26 | December 08, 2025 | December 08, 2030 | 15.00 | - | 11.25% | Unlisted |
| Series 19: 11.25% Debenture 24-25 | February 10, 2025 | February 09, 2030 | 18.00 | 18.00 | 11.25% | Unlisted |
| INE268T07301 | November 29, 2023 | November 28, 2028 | 20.00 | 20.00 | 11.25% | Unlisted |
| INE268T07202 | June 06, 2023 | June 05, 2028 | 21.30 | 21.30 | 11.25% | Unlisted |
| Series 9: 11.25% Debenture 2025-26 | January 23, 2026 | January 23, 2031 | 25.00 | - | 11.25% | Unlisted |
| Series 23 : 12.25% Yield Doubling Scheme 2023-24 | March 04, 2024 | March 04, 2030 | 27.80 | 27.80 | 12.25% | Unlisted |
| Series 15: 12.25% Debenture(Doubling Scheme) 24-25 | December 23, 2024 | December 22, 2030 | 29.00 | 29.00 | 12.25% | Unlisted |
| Series 21 : 11.25% Debenture 2023-24 | March 04, 2024 | March 03, 2029 | 30.00 | 30.00 | 11.25% | Unlisted |
| Series 3: 11.25% Debenture 2024-25 | May 29, 2024 | May 28, 2029 | 32.00 | 32.00 | 11.25% | Unlisted |
| Series 21 :12.25% Yield_Doubling Scheme 24-25 | February 10, 2025 | February 09, 2031 | 41.50 | 41.50 | 12.25% | Unlisted |
| Series 5: 12.25% Yield Doubling Scheme 2025-26 | December 08, 2025 | December 07, 2031 | 47.00 | - | 12.25% | Unlisted |
| INE268T07236 | June 06, 2023 | June 05, 2029 | 50.00 | 50.00 | 12.25% | Unlisted |
| Series 10: 12.25% Yield Doubling Scheme 2024-25 | November 14, 2024 | November 13, 2030 | 68.00 | 68.00 | 12.25% | Unlisted |
| Series 5: 12.25% Yield Doubling Scheme 2024-25 | May 29, 2024 | May 28, 2030 | 89.50 | 92.18 | 12.25% | Unlisted |
| Series 12: 11.5% Debenture 24-25 | December 23, 2024 | December 22, 2026 | 101.75 | 101.75 | 11.50% | Unlisted |
| INE268T07269 | July 31, 2023 | July 30, 2029 | 122.50 | 122.50 | 12.25% | Unlisted |
| INE268T07178 | May 03, 2023 | May 02, 2029 | 148.00 | 148.00 | 12.25% | Unlisted |
| Series 11: 12.25% Debenture 2025-26 | January 23, 2026 | January 22, 2032 | 148.00 | - | 12.25% | Unlisted |
| Series 2: 11.5% Debenture 2024-25 | May 29, 2024 | May 28, 2026 | 153.00 | 153.00 | 11.50% | Unlisted |
| INE268T07327 | November 29, 2023 | November 28, 2029 | 159.50 | 159.50 | 12.25% | Unlisted |
| Series 2: 11.5% Debenture 2025-26 | December 08, 2025 | December 07, 2027 | 203.00 | - | 11.50% | Unlisted |
| INE268T07129 | November 26, 2022 | November 25, 2028 | 227.00 | 227.00 | 12.25% | Unlisted |
| Series 7: 11.5% Debenture 24-25 | November 14, 2024 | November 13, 2026 | 234.00 | 234.00 | 11.50% | Unlisted |
| Series 17: 11% Debenture 24-25 | February 10, 2025 | February 09, 2027 | 242.00 | 242.00 | 11.00% | Unlisted |
| INE268T07160 | December 31, 2022 | December 30, 2028 | 243.50 | 243.50 | 12.25% | Unlisted |
| Series 11: 11% Debenture 24-25 | December 23, 2024 | December 22, 2026 | 257.00 | 257.00 | 11.00% | Unlisted |
| Series 7: 11% Debenture 2025-26 | January 23, 2026 | January 22, 2028 | 288.01 | - | 11.00% | Unlisted |

| | | | | | | |
|---|---|---|---|---|---|---|
| Series 1: 11% Debenture 2024-25 | May 29, 2024 | May 28, 2026 | 306.00 | 306.00 | 11.00% | Unlisted |
| Series 18: 11.5% Debenture 24-25 | February 10, 2025 | February 09, 2027 | 314.00 | 314.00 | 11.50% | Unlisted |
| Series 1: 11% Debenture 2025-26 | December 08, 2025 | December 07, 2027 | 371.50 | - | 11.00% | Unlisted |
| Series 6: 11% Debenture24-25 | November 14, 2024 | November 13, 2030 | 379.50 | 379.50 | 11.00% | Unlisted |
| INE268T07095 | October 19, 2022 | October 18, 2028 | 433.00 | 433.00 | 12.25% | Unlisted |
| Series 8: 11.50% Debenture 2025-26 | January 23, 2026 | January 22, 2028 | 1,059.75 | - | 11.50% | Unlisted |
| Series 7: 11.50% Debenture 2025-26 | December 11, 2025 | January 10, 2027 | 1,100.00 | - | 11.50% | Unlisted |
| Series 22 : SUPRA NCD_2024-25 | March 14, 2025 | March 13, 2027 | 2,500.00 | 2,500.00 | 16.00% | Unlisted |
| Series 1: 11.50% Debenture 2025-26 (CCS) | April 07, 2025 | May 06, 2026 | 4,100.00 | - | 11.50% | Unlisted |
| **Total amount** | | | **13,637.11** | **7,748.98** | | |
| Effective Interest Rate Adjustment & Interest Accrued but not due | | | 588.29 | 427.31 | | |
| **Net Amount** | | | **14,225.40** | **8,176.29** | | |

**Note 17 Borrowings (Other than debt securities)**

| **Particulars** | **As at 31 March 2026** | | | | **As at 31 March 2025** | | | |
|---|---|---|---|---|---|---|---|---|
| | **At Amortised cost** | **At Fair Value Through profit or loss** | **Designated at fair value through profit or loss** | **Total** | **At amortised cost** | **At Fair Value Through profit or loss** | **Designated at fair value through profit or loss** | **Total** |
| **Loans repayable on demand** | | | | | | | | |
| **Working Capital demand loan/Term Loan** | | | | | | | | |
| 1) From Banks | 1,547.53 | - | - | 1,547.53 | 2,470.43 | | | 2,470.43 |
| 2) From Financial institutions | 4,665.82 | - | - | 4,665.82 | 2,662.19 | | | 2,662.19 |
| Inter Coporate loan | 3,699.62 | | | 3,699.62 | - | | | |
| **Total (A)** | **9,912.97** | **-** | **-** | **9,912.97** | **5,132.62** | **-** | **-** | **5,132.62** |
| Secured | 6,213.34 | - | - | 6,213.34 | 5,132.62 | - | - | 5,132.62 |
| Unsecured | 3,699.62 | - | - | 3,699.62 | - | - | - | - |
| **Total (B)** | **9,912.97** | **-** | **-** | **9,912.97** | **5,132.62** | **-** | **-** | **5,132.62** |
| Borrowings in India | 9,912.97 | - | - | 9,912.97 | 5,132.62 | - | - | 5,132.62 |
| Borrowings outside India | - | - | - | - | - | - | - | - |
| **Total (C)** | **9,912.97** | **-** | **-** | **9,912.97** | **5,132.62** | **-** | **-** | **5,132.62** |

**Working capital demand loanTerm loan (Secured by pari passu/floating charge on book debts, Loans & advances and receivables including gold loan receivables). The loan is also guaranteed by the personal guarantee of Mr. Joby George - Managing Director of the Company, with the lender bank.**

**Terms of repayment of Bank Loan**

| **Particulars** | **March 31 2026** | **March 31, 2025** |
|---|---|---|
| Less than 1 Year | 8,419.86 | 4,132.33 |
| 1 to 2 Year | 1,103.61 | 825.57 |

| | | |
|---|---|---|
| More than 3 Year | 389.50 | 188.78 |
| **Total** | **9,912.97** | **5,146.68** |

**Note 18 Subordinated liabilities**

| Particulars | As at 31 March 2026 | | | | As at 31 March 2025 | | | |
|---|---|---|---|---|---|---|---|---|
| | At Amortised cost | At Fair Value Through profit or loss | Designated at fair value through profit or loss | Total | At amortised cost | At Fair Value Through profit or loss | Designated at fair value through profit or loss | Total |
| Redeemable Subordinated Debt (Unsecured) - | 9,243.75 | - | - | 9,243.75 | 7,401.93 | - | - | 7,401.93 |
| Redeemable Subordinated Debt (Unsecured) - Indas | 960.23 | - | - | 960.23 | 412.82 | - | - | 412.82 |
| **Total (A)** | **10,203.98** | **-** | **-** | **10,203.98** | **7,814.75** | **-** | **-** | **7,814.75** |
| Debt securities in India | 10,203.98 | - | - | 10,203.98 | 7,814.75 | - | - | 7,814.75 |
| Debt securities outside India | - | - | - | - | - | - | - | - |
| **Total (B)** | **10,203.98** | **-** | **-** | **10,203.98** | **7,814.75** | **-** | **-** | **7,814.75** |

**The principal amount of outstanding privately placed subordinated debt stood at ₹9243.75 Lakhs (March 31, 2025: ₹7401.93 Lakhs)**

| Subordinated liabilities Series | Date of Allotment | Maturity date | As on March 31 | | Interest Rate % | Listed/ Unlisted | Secured/ Unsecured |
|---|---|---|---|---|---|---|---|
| | | | **2,026.00** | **2,025.00** | | | |
| INE268T08010 | February 08, 2021 | February 07, 2026 | - | 93.60 | 11.00% | Unlisted | Unsecured |
| INE268T08085 | March 07, 2023 | March 06, 2028 | 4.00 | 4.00 | 11.50% | Unlisted | Unsecured |
| INE268T08077 | March 07, 2023 | March 06, 2028 | 12.00 | 12.00 | 11.00% | Unlisted | Unsecured |
| 11.5%Sub Debt Series 2_2023-24 | 2023-24 | 2,028 | 15.56 | 15.56 | 12.25% | Unlisted | Unsecured |
| INE268T08051 | September 06, 2022 | September 05, 2022 | 22.00 | 22.00 | 11.50% | Unlisted | Unsecured |
| INE268T08093 | March 07, 2023 | March 07, 2029 | 25.00 | 25.00 | 11.00% | Unlisted | Unsecured |
| 11.0%Sub Debt Series 1_2023-24 | 2023-24 | 2,028 | 34.05 | 34.05 | 11.00% | Unlisted | Unsecured |
| INE268T08028 | May 30, 2022 | May 30, 2027 | 146.20 | 146.20 | 11.50% | Unlisted | Unsecured |
| INE268T08069 | September 06, 2022 | September 06, 2027 | 268.00 | 268.00 | 12.25% | Unlisted | Unsecured |
| INE268T08036 | May 30, 2022 | May 30, 2027 | 372.00 | 372.00 | 11.00% | Unlisted | Unsecured |
| INE268T08044 | September 06, 2022 | September 06, 2028 | 429.65 | 429.65 | 12.25% | Unlisted | Unsecured |
| Subordinated Liabilites | 2023-2026 | 2028-2032 | 7,915.29 | 5,979.87 | 11.00%-12.25% | Unlisted | Unsecured |
| **Total amount** | | | **9,243.75** | **7,401.93** | | | |
| Effective Interest Rate Adjustment & Interest Accrued but not due | | | 960.23 | 412.82 | | | |
| **Net Amount** | | | **10,203.98** | **7,814.75** | | | |

Notes 22 and 23 — Equity share capital and other equity

## Note 22 Equity share capital

| Note 22 Equity share capital | | |
|---|---|---|
| | As at | As at |
| Particulars | March 31, 2026 | March 31, 2025 |
| Authorised | | |
| 7,50,00,000 (March 31, 2025:5,00,00,000) Equity Shares of ₹10/- each | 7,500.00 | 5,000.00 |
| Issued, Subscribed and Paid-up | | |
| 4,91,40,266(March 31, 2025: 2,99,59,963) Equity Shares of ₹10/-each | 4,914.03 | 2,996.00 |
| **Total** | **4,914.03** | **2,996.00** |

**(a) Reconciliation of Shares at the Beginning and at the End of the reporting period**

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

| Particulars | No. of Shares | Amount in ₹ |
|---|---|---|
| **At 1st April 2024** | **26,696,036.00** | **266,960,360.00** |
| Issued during the year | 3,263,927.00 | 32,639,270.00 |
| **At 31st March 2025** | **29,959,963.00** | **299,599,630.00** |
| Issued during the year | 19,180,303.00 | 191,803,030.00 |
| **At 31st March 2026** | **49,140,266.00** | **491,402,660.00** |

**Terms/ rights attached to equity shares**

**The Company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. Equity Issue : Allotment of 33,27,778 Equity Shares of face value of Rs. 10/-each fully paid up at an issue price of Rs. 30.05 /-per equity share (inclusive of premium of Rs. 20.05 /-per equity share) for an aggregate consideration of ₹ 9,99,99,728.00 on a Preferential basis in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and in terms of approval accorded by the shareholders through Postal Ballot subject to In Principle Approval from BSE. Right Issue : Allotment of 1,58,52,525 Equity Shares of face value of Rs. 10/-each fully paid up at an issue price of Rs. 23 /-per equity share (inclusive of premium of Rs. 13 /-per equity share) for an aggregate consideration of ₹ 36,46,08,075.00 on a Preferential basis in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and in terms of approval accorded by the shareholders through Postal Ballot subject to In Principle Approval from BSE.**

**(b) Shares held by each Shareholder holding more than 5% of the Paid-up Capital**

| | March 31, 2026 | | March 31, 2025 | |
|---|---|---|---|---|
| Particulars | No. of Shares | % of holding | No. of Shares | % of holding |
| Joby George | 14,120,448.00 | 28.73% | 6,231,746.00 | 20.80% |
| Centreal Consultancy Services Private Limited | 6,038,706.00 | 12.29% | 4,555,245.00 | 15.20% |
| Abidh Abubakkar | 3,175,812.00 | 6.46% | 835,423.00 | 2.79% |

**Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date: The Company has not issued shares for consideration other than cash during the period of five year immediately preceding the reporting date.**

**(c) A company shall disclose Shareholding of Promoters* as below**

**Shares held by promoters at the end of the year**

| Shares held by promoters at the end of the year | | | % Change during the year |
|---|---|---|---|
| Promoter name | No. of Shares | % of total shares | |
| Joby George | 14,120,448.00 | **28.73%** | **38.15%** |
| Sandeep Babu T | 1,686,742.00 | **3.43%** | **58.02%** |

**Note 23 Other equity**

| Particulars | Amount |
|---|---|

| | |
|---|---|
| **Statutory Reserve as per Section 45 IC of RBI Act, 1934** | |
| **At 1st April 2024** | **31.10** |
| Add: Transfer from surplus balance in the Statement of Profit and Loss | 24.23 |
| **At 31st March 2025** | **55.33** |
| Add: Transfer from surplus balance in the Statement of Profit and Loss | 163.31 |
| **At 31st March 2026** | **218.64** |
| **Statement of Profit and Loss** | |
| **At 1st April 2024** | 106.12 |
| Add: Transfer from surplus balance in the Statement of Profit and Loss | 114.31 |
| Less: Transaction cost for Issue of Equity Shares | - |
| Less: Transfer to Statutory Reserve | (24.23) |
| **At 31st March 2025** | **196.21** |
| Add: Transfer from surplus balance in the Statement of Profit and Loss | 788.03 |
| Less: Dividend Paid | (66.58) |
| Less: Transfer to Statutory Reserve | (163.31) |
| **At 31st March 2026** | **754.35** |
| **Securities Premium** | |
| **At 1st April 2024** | **2,526.55** |
| Shares issued on prefrential basis | 689.00 |
| Less: Transaction cost for Issue of Equity Shares | (9.48) |
| **At 31st March 2025** | **3,206.08** |
| Shares issued on prefrential basis | 2,728.05 |
| Less: Transaction cost for Issue of Equity Shares | (94.09) |
| Less: Changes in accounting policies/prior period erros | (0.02) |
| **At 31st March 2026** | **5,840.02** |
| **Other Comprehensive Income** | |
| **At 1st April 2024** | **(11.77)** |
| Add: Addition during the year | 6.80 |
| **At 31st March 2025** | **(4.96)** |
| Add: Addition during the year | 28.50 |
| **At 31st March 2026** | **23.54** |
| **Reserve u/s. 45-IA of the Reserve Bank of India Act, 1934 ("the RBI Act, 1934")** | |
| **Reserve u/s. 45-IA of RBI Act, 1934 is created in accordance with section 45 IC(1) of the RBI Act, 1934. As per Section 45 IC(2) of the RBI Act, 1934, no appropriation of any sum from this reserve fund shall be made by the non-banking financial company except for the purpose as may be specified by RBI.** | |
| **Surplus in the statement of profit and loss** | |
| **Surplus in the statement of profit and loss is the accumulated available profit/ (loss) of the Company carried forward from earlier years. These reserves, if any, are free reserves which can be utilised for any purpose as may be required.** | |
| **Securities Premium** | |
| **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.** | |
| **Other Comprehensive Income** | |
| **Remeasurement of defined benefit plans** | |

| |
|---|
| **It represents the gain/(loss) on re-measurement of Defined Benefit Obligation and Plan assets** |
| **Debenture Redemption Reserve** |
| **Pursuant to provisions of Companies Act, 2013 (the 'Act') read with relevant rules thereunder, the Company, being a NBFC, is exempt from transferring any amount to debenture redemption reserve in respect of privately placed debentures including the requirement to invest up to 15% of the amount of debentures maturing during the next financial year-FY 2026-27. However, the Company maintains sufficient liquidity buffer to fulfill its obligations arising out of debentures. Accordingly the Company has deposited ₹1558.09 Lakhs in deposit account for debenture redemption** |

Notes 24 to 30 — Income and expenses

## For the year ended For the year ended

| | For the year ended | For the year ended |
|---|---|---|
| **Particulars** | **March 31, 2026** | **March 31, 2025** |
| **Note 24 Fees and commission income** | | |
| Fees/charges on loan transactions | 398.61 | 113.29 |
| BC Commission Income | 400.00 | 685.00 |
| **Total** | **798.61** | **798.29** |
| **Note 25 Other income** | | |
| | **For the year ended** | **For the year ended** |
| **Particulars** | **March 31, 2026** | **March 31, 2025** |
| Advertising Services | 13.00 | 25.40 |
| Income from sub-lease | 57.87 | 15.72 |
| Insurance Income | 214.03 | 0.10 |
| Interest income from banks | 21.42 | 4.89 |
| Interest income tax refund | 4.50 | 4.25 |
| Recovery of bad debts written off | 0.73 | 0.20 |
| Other Income -Ind-AS | 110.34 | 80.03 |
| **Total** | **421.90** | **130.59** |
| **Note 26 Finance costs** | | |
| | **For the year ended** | **For the year ended** |
| **Particulars** | **March 31, 2026** | **March 31, 2025** |
| **On financial liabilities measured at amortised cost** | | |
| Interest on debt securities | 1,467.00 | 569.37 |
| Interest on subordinated liabilities | 1,042.49 | 718.63 |
| Interest on Borrowings (Other than debt securities) | 1,022.95 | 399.26 |
| Finance cost on lease liability | 233.23 | 209.69 |
| **Total** | **3,765.66** | **1,896.94** |
| **Note: There is no financial liability measured at FVTPL.** | | |
| **Note 27 Impairment on financial instruments** | | |
| | **For the year ended** | **For the year ended** |
| **Particulars** | **March 31, 2026** | **March 31, 2025** |
| Loss on Auction/Repossession/Write off | 44.23 | 2.33 |
| Provision for expected credit loss | 127.42 | 59.33 |
| **Total** | **171.64** | **61.66** |
| **Note 28 Employee benefits expenses** | | |
| | **For the year ended** | **For the year ended** |

| Particulars | March 31, 2026 | March 31, 2025 |
|---|---|---|
| Salaries, wages and bonus | 2,487.22 | 1,691.64 |
| Staff Welfare expenses | 122.56 | 39.49 |
| Directors Remuneration | 34.00 | 24.00 |
| Gratuity Expenses | 69.65 | 52.71 |
| Leave Encashment Expenses | 34.13 | 22.87 |
| **Total** | **2,747.56** | **1,830.70** |

**Note 29 Depreciation and amortisation**

| | For the year ended | For the year ended |
|---|---|---|
| **Particulars** | **March 31, 2026** | **March 31, 2025** |
| Depreciation of assets | 242.01 | 192.55 |
| Amortisation of right of use assets | 314.71 | 282.31 |
| **Total** | **556.72** | **474.86** |

**Note 30 Other expenses**

| | For the year ended | For the year ended |
|---|---|---|
| **Particulars** | **March 31, 2026** | **March 31, 2025** |
| Advertisement charges | 132.31 | 0.73 |
| Auditors fees (refer note (i) below) | 6.50 | 6.69 |
| Bank charges | 34.91 | 21.56 |
| Brokerage & Commission | 173.75 | 1.10 |
| Building utility expenses | 77.89 | 42.12 |
| Business promotion expenses | 19.24 | 23.71 |
| Computer software & maintenance charges | 79.55 | 37.23 |
| Directors sitting fees | 15.60 | 5.50 |
| Insurance and Rates & Taxes | 134.70 | 48.23 |
| Legal and professional charges | 84.66 | 41.37 |
| Office expenses | 62.79 | 41.46 |
| Postage and telephone expenses | 47.23 | 36.65 |
| Printing and stationery | 31.41 | 26.75 |
| Rent expenses | 25.79 | 31.53 |
| Repairs and Maintanace | 6.90 | 3.42 |
| Security Service | 24.69 | 20.52 |
| Travelling expenses | 123.94 | 119.78 |
| **Total** | **1,081.88** | **508.34** |

**Note (i)**

| | For the year ended | For the year ended |
|---|---|---|
| **Payment to auditors** | **March 31, 2026** | **March 31, 2025** |
| Statutory audit fees | 3.30 | 3.30 |
| Limited reviews | 3.20 | 3.20 |
| Certification Charges | - | 0.19 |
| **Total** | **6.50** | **6.69** |

Note 31 — Income tax and deferred tax

## (All amounts are in Lakh of Indian Rupees, unless otherwise stated)

| | | |
|---|---|---|
| **(All amounts are in Lakh of Indian Rupees, unless otherwise stated)** | | |
| **Note 31 Income tax** | | |
| **The Company has computed the tax expense of the current financial year as per the tax regime announced under section 115BAA of the Income Tax Act, 1961. Accordingly, (a) the provision for current and deferred tax has been determined at the rate of 25.17% and (b) the deferred tax assets and deferred tax liabilities as on April 01, 2019 have been restated at 25.17%.** | | |
| **The components of income tax expense for the year ended March 31, 2026 and March 2025 are:** | | |
| | **For the year ended** | **For the year ended** |
| **Particulars** | **March 31, 2026** | **March 31, 2025** |
| **Current tax** | **222.65** | **36.53** |
| **Adjustment in respect of current income tax of prior years** | **(36.52)** | **-** |
| Deferred tax relating to origination and reversal of temporary differences | (89.49) | (50.79) |
| **Income tax expense reported in statement of profit and loss** | **96.63** | **(14.26)** |
| **Income tax recognized in other comprehensive income (OCI) -** | | |
| **Deferred tax related to items recognized in OCI during the period** | | |
| **Actuarial (gain)/loss moved from profit and loss** | **28.50** | **(2.29)** |
| **Remeasurement of defined benefit plans** | | |
| **Income tax charged to OCI** | **-** | **(2.29)** |
| **Reconciliation of total Income tax charge:** | | |
| **Particulars** | **Year ended 31 March 2026** | **Year ended 31 March 2025** |
| Profit before tax for computation | 884.66 | 100.05 |
| Add/(Less): (Allowances) / Disallowances (Net) | 355.58 | 92.62 |
| Adjusted profit before tax for income tax | 529.07 | 192.67 |
| Current tax as per Books | 222.65 | 36.53 |
| Adjustment of earlier year taxes | - | - |
| **Total tax as given in Books** | **222.65** | **36.53** |
| Statutory income tax at the rate of 25.17% | 222.65 | 36.53 |
| **Deferred Tax** | | |
| **The following table shows deferred tax recorded in the balance sheet and changes recorded in the Income tax expense:** | | |

| **Particulars** | **Deferred Tax Assets** | **Deferred Tax Liabilities** | **Statement of Profit and Loss** |
|---|---|---|---|
| | **March 31, 2026** | **March 31, 2026** | **2025-26** |
| Property Plant & Equipment | - | (225.29) | (56.71) |
| Right of Use Asset (Net of Lease Liabilities) | 36.80 | - | 9.26 |
| Investment in Leased Property | - | | - |
| Impairment Allowance for Financial Assets | 101.18 | - | 25.47 |
| Debt Instruments measured at amortised cost | - | (188.89) | (47.54) |
| Financial assets measured at amortised cost | - | (183.17) | (46.10) |
| Other Financial assets measured at amortised cost | | | - |
| Other Financial Liabilities | 103.78 | - | 26.12 |
| **Total** | **241.76** | **(597.35)** | **(89.50)** |
| **Net Deferred tax asset as at 31 March 2026** | **(89.50)** | | |

| Particulars | Deferred Tax Assets | Deferred Tax Liabilities | Statement of Profit and Loss |
|---|---|---|---|
| | March 31, 2025 | March 31, 2025 | 2024-25 |
| Property Plant & Equipment | - | (78.13) | (19.67) |
| Right of Use Asset (Net of Lease Liabilities) | 104.91 | - | 26.41 |
| Investment in Leased Property | - | - | - |
| Impairment Allowance for Financial Assets | 78.20 | - | 19.68 |
| Debt Instruments measured at amortised cost | - | (14.02) | (3.52) |
| Financial assets measured at amortised cost | - | - | - |
| Other Financial assets measured at amortised cost | 97.82 | - | 24.62 |
| Other Financial Liabilities | 115.16 | - | 28.98 |
| **Total** | **396.08** | **(92.15)** | **76.50** |
| **Net Deferred tax asset as at 31 March 2025** | **76.50** | | |

Notes 32 to 34 — Earnings per share, contingent liabilities and commitments

## (All amounts are in Lakh of Indian Rupees, unless otherwise stated)

| | | |
|---|---|---|
| **(All amounts are in Lakh of Indian Rupees, unless otherwise stated)** | | |
| **Note 32 Earnings per share** | | |
| | **For the year ended** | **For the year ended** |
| **Particulars** | **March 31, 2026** | **March 31, 2025** |
| Net profit for calculation of basic earnings per share | 816.53 | 121.13 |
| **Weighted average number of equity shares in calculating basic earnings per share (Nos.)** | **32,873,158.00** | **27,148,299.61** |
| **Weighted average number of equity shares in calculating diluted earnings per share (Nos.)** | **32,873,158.00** | **27,148,299.61** |
| **Basic earnings per share (Rs.)** | **2.48** | **0.45** |
| **Diluted earnings per share (Rs.)** | **2.48** | **0.45** |
| **Note 33 Segment reporting** | | |
| **The Company is engaged in the business segment of Financing, whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated and to assess its performance, and for which discrete financial information is available. Further other business segments do not exceed the quantitative thresholds as defined by the Ind AS 108 on "Operating Segment". Hence, there are no separate reportable segments, as required by the Ind AS 108 on "Operating Segment".** | | |
| **Note 34 Retirement benefit plan** | | |
| **Defined contribution plan** | | |
| **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 recognized 37.22 Lakhs (31 March 2025: 4.99 Lakhs) for Provident Fund contributions and 24.55 Lakhs (31 March 2025:18.18 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** | | |
| **Defined benefit plan** | | |
| **The Company has a defined benefit gratuity plan. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of service gets a gratuity on leaving the service of the company at 15 days salary (last drawn salary) for each completed year of service. Gratuity liability is unfunded.** | | |
| **Privilege Leave benefits** | | |
| **Privilege leave entitlements are recognised as a liability as per the rules of the Company. The liability for accumulated leaves which can be availed and/or encashed at any time during the tenure of employment.** | | |
| **The following tables summaries the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for compensated leave of absence.** | | |
| **Net liability/(assets) recognized in the Balance Sheet** | **March 31, 2026** | **March 31, 2025** |
| Present Value of Benefit Obligation | 57.43 | 16.72 |
| Fair Value of Plan Assets | - | - |

| | | |
|---|---|---|
| **Net Liability / (Asset) recognised in Balance Sheet** | **57.43** | **16.72** |
| **Net employee benefit expense recognised in the statement of profit and loss** | | |
| **Components of employer expense** | **March 31, 2026** | **March 31, 2025** |
| Current service cost | 22.19 | 24.52 |
| Past Service Cost | - | - |
| Net Interest on net defined benefit liability/ (asset) | 2.72 | 1.13 |
| Actuarial (Gains) / Losses on Liability | 9.22 | (3.05) |
| **Total employer expense** | **34.13** | **22.60** |
| **The principal assumptions used in determining leave encashment obligations for the Company's plans are shown below:** | | |
| **Particulars** | **March 31, 2026** | **March 31, 2025** |
| Discount rate | 7.25% | 6.75% |
| **Attrition rate** | **5% to 1%** | |
| **Mortality Rate** | **Indian Assured Lives Mortality (2012-14) Ult.** | |
| **Retirement Age** | **58 years** | |
| Salary Growth Rate | 7.00% | 7.00% |
| **Changes in the present value of the defined benefit obligation are as follows:** | | |
| **Particulars** | **March 31, 2026** | **March 31, 2025** |
| **Opening defined benefit obligation** | 37.56 | 16.72 |
| Transfer in/out | - | - |
| Interest cost | 2.72 | 1.13 |
| Current service cost | 22.19 | 24.52 |
| Benefits paid | (14.26) | (1.76) |
| Past service cost | - | - |
| Actuarial loss / (gain) from changes in financial assumptions | (3.89) | 1.78 |
| Actuarial loss / (gain) from experience over the past year | - | - |
| Actuarial losses (gains) arising from experience adjustments | 13.11 | (4.83) |
| **Closing defined benefit obligation** | **57.43** | **37.56** |
| **Bifurcation of Present Value of Benefit Obligation** | **March 31, 2026** | **March 31, 2025** |
| Current - Amount due within one year | 3.71 | 1.51 |
| Non-Current - Amount due after one year | 53.72 | 15.21 |
| **Total** | **57.43** | **16.72** |

| | | |
|---|---|---|
| **The following tables summarise the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the gratuity plan.** | | |
| **Net liability/(assets) recognized in the Balance Sheet** | **March 31, 2026** | **March 31, 2025** |
| Present Value of Benefit Obligation | 121.06 | 79.91 |
| Fair Value of Plan Assets | - | - |
| **Net Liability / (Asset) recognised in Balance Sheet** | **121.06** | **79.91** |
| **Net employee benefit expense recognised in the statement of profit and loss** | | |
| **Components of employer expense** | **March 31, 2026** | **March 31, 2025** |
| Current service cost | 22.19 | 50.26 |
| Past Service Cost | - | - |
| Net Interest on net defined benefit liability/ (asset) | 2.72 | 2.45 |
| Actuarial (Gains) / Losses on Liability | 9.22 | - |
| **Total employer expense** | **34.13** | **52.71** |

| The principal assumptions used in determining gratuity obligations for the Company's plans are shown below: | | |
|---|---|---|
| **Particulars** | **March 31, 2026** | **March 31, 2025** |
| Discount rate | 7.25% | 6.75% |
| **Attrition rate** | **5% to 1%** | |
| **Mortality Rate** | **Indian Assured Lives Mortality (2012-14) Ult.** | |
| **Retirement Age** | **58 years** | |
| Salary Growth Rate | 7.00% | 7.00% |

| Changes in the present value of the defined benefit obligation are as follows: | | |
|---|---|---|
| **Particulars** | **March 31, 2026** | **March 31, 2025** |
| **Opening defined benefit obligation** | **79.91** | **36.31** |
| Transfer in/out | - | - |
| Interest cost | 5.79 | 2.45 |
| Current service cost | 63.86 | 50.25 |
| Benefits paid | - | - |
| Past service cost | - | - |
| Actuarial loss / (gain) from changes in financial assumptions | (8.04) | 3.83 |
| Actuarial loss / (gain) from experience over the past year | - | - |
| Actuarial losses (gains) arising from experience adjustments | (20.47) | (12.93) |
| **Closing defined benefit obligation** | **121.05** | **79.91** |
| **Bifurcation of Present Value of Benefit Obligation** | **March 31, 2026** | **March 31, 2025** |
| Current - Amount due within one year | 5.18 | 1.21 |
| Non-Current - Amount due after one year | 115.87 | 35.10 |
| **Total** | **121.05** | **36.31** |

| Remeasurement gain/ (loss) in other comprehensive income (OCI) Currency: | | |
|---|---|---|
| **Particulars** | **March 31, 2026** | **March 31, 2025** |
| **Re-measurements on defined benefit obligation** | | |
| Actuarial (Gains) / Losses on Liability | (28.50) | (9.10) |
| Return on Plan Assets excluding amount included in 'Net interest on net Defined Liability / (Asset)' above | - | - |
| **Re-measurements on plan assets** | | |
| Return on Plan assets, excluding amount included in net interest on the net defined benefit liability/ (asset) | - | - |
| **Actuarial gain /(loss) (through OCI)** | **(28.50)** | **(9.10)** |

Note 35 — Employee benefits

## (All amounts are in Lakh of Indian Rupees, unless otherwise stated)

| (All amounts are in Lakh of Indian Rupees, unless otherwise stated) | |
|---|---|
| **Note 35 Related party disclosures** | |
| **Relationship** | **Name of the party** |
| **Associates / Enterprises owned or significantly influenced by** | **Central Financial Credit & Investment Co-operative India Ltd.*** |

| | |
|---|---|
| key management personnel or their relatives. | Centreal Bazaar India Limited |
| Key Management Personnel/Director | Mr. Joby George- Managing Director |
| Executive Director | Mr. Abidh Abubakkar- Executive Director |
| Non-Executive Directors | Mr. Sandeep Babu T-Non Executive Director |
| | Mr. Manoj K - Non Executive Director |
| | Ms. Dhanya Jose- Independent Director |
| | Mr. Anvar K- Independent Director |
| | Mr. Joly Sebastian- Independent Director |
| | Mr. G Varughese |
| | Mr. R Balakrishnan - Independent Director(Resigned on 09-09-2025) |
| | Mr. Rajeev M R. Chief Financial Officer |
| | Ms. Leena Yezhuvath - Company Secretary |
| Material related party | Centreal Consultancy Services Private Limited |
| Relatives of Key Management Personnel/Director | Ms. Smithamol (wife of Mr. Joby George)* |
| | Mr. Christy Joby (son of Mr. Joby George)* |
| | Ms. Andrea Joby (daughter of Mr. Joby George)* |
| | Ms. Ashna B R (wife of Mr. Abidh Abubakkar) |
| | Ms. Manju John (wife of Mr. Sandeep Babu T) |
| | Ms. Radhika P (wife of Mr. Manoj K ) |
| | Mr. Asharaf V A (Brother of Mr. Abidh Abubakkar) |
| | Ms. Asha T B (Mother of Mr. Sandeep Babu T) |

* No transactions with these related parties

Related Party transactions during the year:

| Particulars | Promoter Company/ Material related party | | Associates / Enterprises owned or significantly influenced by KMP or their relatives | | Key Management Personnel (KMP)/Director | | Relatives of Key Management Personnel/ Director | |
|---|---|---|---|---|---|---|---|---|
| | For the year ended 31 March 2026 | For the year ended 31 March 2025 | For the year ended 31 March 2026 | For the year ended 31 March 2025 | For the year ended 31 March 2026 | For the year ended 31 March 2025 | For the year ended 31 March 2026 | For the year ended 31 March 2025 |
| Debt Securities and Subordinated liabilities Repaid during the year | | | | | | | | |

| | | | | |
|---|---|---|---|---|
| Mr. Joby George | | 60.00 | 73.00 | |
| Mr. Joly Sebastian | | 10.00 | - | |
| **Debt Securities and Subordinated liabilities Issued during the year** | | | | |
| Mr. Joby George | | - | 60.00 | |
| Mr. Sandeep Babu T. | | 20.00 | 100.00 | |
| Mr. Abidh Abubakkar | | - | 100.00 | |
| Ms. Dhanya Jose | | 20.00 | | |
| Centreal Consultancy Services india Pvt Ltd | 5,855.00 | | | |
| **Interest expense** | | | | |
| Mr. Joby George | | 62.10 | 10.52 | |
| Mr. Sandeep Babu | | 11.33 | - | |
| Mr. Abidh Abubakkar | | 10.80 | - | |
| Ms. Ashna B R | | 1.16 | | 1.29 |
| Mr.Manoj K | | 0.06 | | |
| Mr.Joly Sebastin | | 1.04 | | |
| Centreal Consultancy Services india Pvt Ltd | 405.10 | - | | |
| **Issue of Equity Shares** | | | | |
| **Centreal Consultancy Services india Pvt Ltd** | | | | |
| Mr. Joby George | | 1,862.00 | 213.49 | |
| Mr. Sandeep Babu | | 250.00 | | |
| Mr. Abidh Abubakkar | | 550.00 | | |
| **Dividend Paid** | | | | |
| Joby George | | 15.20 | | |
| Mr. Abidh Abubakkar | | 2.00 | | |
| Mr. Sandeep Babu | | 1.63 | | |
| Mr. Manoj K | | 0.58 | | |
| Mr.Joly Sebastin | | 0.02 | | |
| Mr. G Varughese | | 0.01 | | |
| **Sitting Fee to Directors** | | | | |
| Mr. Sandeep Babu T. | | 1.71 | 0.90 | |
| Mr. Manoj K | | 1.44 | 0.90 | |
| Mr. Murali | | - | 0.50 | |
| Ms. Dhanya Jose | | 1.80 | 0.90 | |
| Mr. Anvar K | | 1.62 | 0.90 | |
| Mr. Joly Sebastian | | 1.71 | 0.90 | |
| Mr. Tomin J Thachankary | | 0.54 | 0.30 | |
| Mr. G Varughese | | 1.80 | 0.10 | |
| Mr. R Balakrishnan | | 0.81 | 0.10 | |
| **Remuneration to Directors** | | | | |
| Mr. Joby George | | 34.00 | 24.00 | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Remuneration to Other KMPs** | | | | | | | | |
| Ms. Leena Yezhuvath | | | | | 11.70 | 10.74 | | |
| Mr. Jithin George | | | | | 3.79 | 15.18 | | |
| Rajeev M R | | | | | 25.45 | | | |
| **Loan Taken** | | | | | | | | |
| Centreal Bazaar India Limited | | | - | 1,000.00 | | | | |
| **Loan repaid** | | | | | | | | |
| Centreal Bazaar India Limited | | | - | 1,000.00 | | | | |
| **Purchase of assets** | | | | | | | | |
| Centreal Bazaar India Limited | | | - | 2.97 | | | | |
| **Rent & Other Expenses paid** | | | | | | | | |
| Centreal Bazaar India Limited | | | 2.41 | 2.44 | | | | |
| **Corporate Loan repaid during the year** | | | | | | | | |
| Centreal Bazaar India Limited | | | 13.44 | 11.01 | | | | |
| **Interest paid** | | | | | | | | |
| Centreal Bazaar India Limited | | | - | 22.42 | | | | |
| **Interest received** | | | | | | | | |
| Centreal Bazaar India Limited | | | 2.03 | 4.54 | | | | |
| **Particulars** | **Parent Company** | | **Associates / Enterprises owned or significantly influenced by KMP or their relatives** | | **Key Management Personnel (KMP)/Director** | | **Relatives of Key Management Personnel** | |
| | **As at 31 March 2026** | **As at 31 March 2025** | **As at 31 March 2026** | **As at 31 March 2025** | **As at 31 March 2026** | **As at 31 March 2025** | **As at 31 March 2026** | **As at 31 March 2025** |
| **Balance Outstanding as at the year end:** | | | | | | | | |
| **Corporate Loan Outstanding** | | | | | | | | |
| Centreal Bazaar India Limited | | **0** | 2.99 | 16.42 | | | | **-** |
| **Debt Securities and Subordinated liabilities** | | | | | | | | |
| Mr. Joby George | | | | | 75.00 | 135.00 | | |
| Mr. Sandeep Babu | | | | | 125.00 | 105.00 | | |
| Mr. Abidh Abubakkar | | | | | 149.35 | 149.35 | | |
| **Amounts payable to related parties** | | | | | | | | |
| **Security Deposit paid** | | | | | | | | |
| Centreal Bazaar India Limited | | | | 2.11 | - | | | |
| **Note:** | | | | | | | | |
| **(i) Related parties have been identified on the basis of the declaration received by the management and other records available.** | | | | | | | | |

**(ii)The transactions disclosed above are exclusive of GST**

Note 36 — Leases

## (All amounts are in Lakh of Indian Rupees, unless otherwise stated)

**(All amounts are in Lakh of Indian Rupees, unless otherwise stated)**

**Note 36 Contingent liabilities, commitments and leasing arrangements**

**A. Contingent liabilities**

**There are no pending claims against the Company.**

**B. Commitments**

**Undrawn commitment given to borrowers- Less than one year- Nil (Previous Year: Nil) Estimated amount of contracts remaining to be executed on capital account - Nil (Previous Year: Nil)**

**C. Leasing Arrangements**

**The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116 (Leases). The standard prescribes the lessee to recognise Right of Use (ROU) assets and corresponding Lease Liabilities in its Balance Sheet for the entire period of the lease. For charging costs to the Profit & Loss Account, actual lease rentals are substituted with amortization of the ROU asset as well as a notional finance cost on the lease liability. Although the nature of expenses under leases has changed, this does not impact the Company's business or cash flows, which remains the same. The discount rate is generally based on the incremental borrowing rate with similar tenure.**

**During the year the company has taken two branches premises on lease. Below are the changes made during the year in the carrying value of:**

**-Right-of-use assets**

| Particulars | Amount |
|---|---|
| **Balance as at 1 April 2024** | **1,355.86** |
| Additions | 708.07 |
| Deletion | (56.55) |
| Amortisation on Right Of Use assets | (282.31) |
| **Balance as at 31 March 2025** | **1,725.07** |
| Additions | 604.44 |
| Deletion | (207.38) |
| Amortisation on Right Of Use assets | (314.71) |
| **Balance as at 31 March 2026** | **1,807.42** |

**-Lease liabilities**

| Particulars | Amount |
|---|---|
| **Balance as at 1 April 2024** | **1,380.56** |
| Additions | 846.11 |
| Deletion | (53.40) |
| Payment of Lease liabilities | (534.12) |
| Finance cost accrued during the period | 190.83 |
| **Balance as at 31 March 2025** | **1,829.98** |
| Additions | 575.52 |
| Deletion | (164.15) |
| Payment of Lease liabilities | (495.08) |
| Finance cost accrued during the period | 233.27 |
| **Balance as at 31 March 2026** | **1,979.54** |

**- Amounts recognised in statement of profit and loss**

| Particulars | For the year ended 31 March 2026 | For the year ended 31 March 2025 |
|---|---|---|
| Depreciation expense on right-of-use assets | 314.71 | 282.31 |
| Interest expense on lease liabilities | 233.27 | 190.83 |

| | | |
|---|---|---|
| **The total cash outflow for leases amount to ₹495.08 Lakhs** | | |
| **Maturity analysis of Lease Liability** | | |
| **Particulars** | **As at 31 March 2026** | **As at 31 March 2025** |
| Not later than one year | 65.19 | 196.99 |
| Later than one year but not later than four years | 274.69 | 620.92 |
| Later than four years | 1,639.66 | 1,012.07 |
| | **1,979.54** | **1,829.98** |
| **The entity does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the entity's treasury function.** | | |
| **During the previous year the Company has sub-leased one of its premises taken on lease.** | | |
| **-Profit on Sub Lease** | | |
| **Particulars** | **As at 31 March 2026** | **As at 31 March 2025** |
| Net Investment during the Year | - | - |
| Cost of Leased Asset used for Sub Lease | - | - |
| **Profit on Sub Lease** | **-** | - |

Note 38 — Financial risk management: asset-liability maturity pattern

## (All amounts are in Lakh of Indian Rupees, unless otherwise stated)

| |
|---|
| **(All amounts are in Lakh of Indian Rupees, unless otherwise stated)** |
| **Note 37 Risk management** |
| **Risk is an integral part of the any business and sound risk management is critical to the success of any business venture. As a financial intermediary, the Company is exposed to risks that are particular to its lending and the environment within which it operates and primarily includes credit, liquidity and market risks. The Company has a risk management framework which covers risk associated with the financial assets and liabilities. The Board of Directors of the company are responsible for the overall risk management approach, approving risk management strategies and principles. The company have a risk management policy which covers all the risk associated with its assets and liabilities.** |
| **The main objective is to create and protect shareholder value by minimizing threats or losses and identifying and maximizing opportunities and thereby ensuring sustainable business growth with stability. The Risk Management systems also promote a pro-active approach in reporting, evaluating and resolving risks associated with the business.** |
| **Risk Management Framework** |
| **The Board of Directors and the Audit Committee are responsible for the overall risk management and for approving the risk management policies, strategies and principles so that the management controls the risks through properly defined processes** |
| **The Board plays a pivotal role in the effective management of the risk mitigation process within the Company. The Board is responsible for framing, implementing and monitoring the risk management plan and to ensure that appropriate systems for risk management are in place. The Audit Committee evaluates the internal financial controls and efficacy of the risk management systems, reviews all hedging strategies/risk treatment methodologies vis a vis compliance with the Risk Management Policy and relevant regulatory guidelines and ensures periodic review of operations and contingency plans and reports to Board in order to counter possibilities of adverse factors having a bearing on the risk management systems.** |
| **The Board has constituted the Risk Management Committee, which is responsible for monitoring the overall risk process within the Company. The Risk Management Committee has the responsibility to oversee the development, implementation and maintenance of the Company's overall risk management framework and its appetite, strategy, principles and policies, to ensure they are in line with emerging regulatory, corporate governance and industry best practice. The Risk Management Committee is responsible for managing risk decisions and monitoring risk levels.** |
| **Identification of Risk and Analysis** |
| **Risk identification and mitigation is obligatory on all verticals and functional heads who, with the inputs from their team members, are required to report the material risks to the concerned levels of the Company along with their considered views and recommendations for risk mitigation.** |
| **The Company has identified the following potential risks that could have an adverse impact on the Company: 1. Credit Risk 2. Operational Risk 3. Compliance Risk 4. Reputational Risk 5. Strategic Risk 6. Liquidity Risk** |
| **While each of the risk has significance, all except the Credit Risk can be managed and controlled through internal processes. It is the Credit Risk management which needs both internal and external factors in equal measure to be effective and controlled.** |
| **Credit Risk** |

**This is the major risk anticipated in connection with the nature of operations of the company. While a lot would need to be done internally to monitor it and control it, the external factors also plays its role in the final impact of the credit risk. Credit risk is the risk of default or non-repayment of loan by a borrower, which involves monetory loss to the company, both in terms of principal and interest. In the portfolio of an NBFC, the losses stem from outright default due to the inability or unwillingness of a customer or counterparty to meet commitments in relation to repayment, trading, settlement and other financial transactions. Alternatively, losses result from reduction in portfolio value arising from actual or perceived deterioration in credit quality due to any event affecting the borrower/ a group of borrowers. The effective management and reporting of credit risk is a critical component of comprehensive risk management and is essential for the long-term success of any banking and financial services organization. It ensures that risks are identified in advance and corrective action taken. Credit risk management encompasses identification, measurement, monitoring, control and reporting o f the credit risk exposures.**

**The major risk that the Company faces is the default and / or delay in payment of EMIs (principal and interest) by the customers within the due time. To mitigate the said risk, the Company measures the credit history, capacity to repay, loan amount and loan conditions and associated collateral, if any, of the customer before sanctioning/disbursing loan and has an efficient post disbursal monitoring mechanism to take corrective and timely action when ever required to minimise the probability of default/loss.**

**In order to mitigate the impact of credit risk in the future profitability, the company makes reserves basis the expected credit loss (ECL) model for the outstanding loans as balance sheet date.**

**The below discussion describes the Company's approach for assessing impairment as stated in the significant accounting policies.**

**Methodology for assessment of Expected Credit loss on loan asset-Refer note on Impairment of Loans portfolio in significant accounting policies.**

**Asset & Liability Management**

**Asset and Liability Management (ALM) is defined as the practice of managing risks arising due to mismatches in the asset and liabilities. Company's funding consists of both long term as well as short term sources with different maturity patterns and varying interest rates. On the other hand, the asset book also comprises of loans of different duration and interest rates. Maturity mismatches are therefore common and has an impact on the liquidity and profitability of the company. It is necessary for Company's to monitor and manage the assets and liabilities in such a manner to minimize mismatches and keep them within reasonable limits.**

**The objective of this policy is to create an institutional mechanism to compute and monitor periodically the maturity pattern of the various liabilities and assets of Company to (a) ascertain in percentage terms the nature and extent of mismatch in different maturity buckets, especially the 1-30/31days bucket, which would indicate the structural liquidity (b) the extent and nature of cumulative mismatch in different buckets indicative of short term dynamic liquidity and (c) the residual maturity pattern of repricing of assets and liabilities which would show the likely impact of movement of interest rate in either direction on profitability. This policy will guide the ALM system in Company.**

**The scope of ALM function can be described as follows:**

**- Liquidity risk management**

**- Management of market risks**

**- Others**

**Liquidity Risk**

**Liquidity Risk arises largely due to maturity mismatch associated with assets and liabilities of the Company. Liquidity risk stems from the inability of the Company to fund increase in assets, manage unplanned changes in funding sources and meet financial commitments when required.**

**The table below provide details regarding the contractual maturities of significant financial assets and liabilities as on:-**

**Maturity pattern of financial assets and financial liabilities as at 31 March 2026**

| Particulars | 1- 30 Days | Over 1 to 2 months | Over 2-3months | Over 3 months & upto 6 months | Over 6 months & upto 1 year | 1 to 3 years | 3 to 5 years | Over 5 years | Total* |
|---|---|---|---|---|---|---|---|---|---|
| **Financial assets** | | | | | | | | | |
| Cash and cash equivalents | 4,091.69 | - | - | - | - | - | - | - | 4,091.69 |
| Bank Balance other than above | | 15.23 | 15.00 | 26.36 | 93.24 | 295.00 | - | - | 444.83 |
| Receivables | 401.29 | - | - | - | - | - | - | - | 401.29 |
| Loans | 1,683.80 | 2,210.11 | 1,421.48 | 7,088.59 | 17,497.99 | 4,768.49 | 222.83 | | 34,893.29 |
| Other financial assets | 14.74 | | | | | | 184.20 | | 198.94 |
| **Total financial assets** | **6,191.52** | **2,225.34** | **1,436.48** | **7,114.95** | **17,591.24** | **5,063.49** | **407.03** | **-** | **40,030.04** |
| **Financial liabilities** | | | | | | | | | |
| Trade Payables | 20.28 | - | - | - | - | - | - | - | 20.28 |
| Debt securities | | 1,521.94 | - | 3,233.73 | 6,079.67 | 2,307.49 | 879.16 | 203.41 | 14,225.40 |
| Borrowings (Other than debt securities) | 653.16 | 432.69 | 935.86 | 1,251.65 | 5,146.50 | 1,103.61 | 389.50 | | 9,912.97 |
| Subordinated liabilities | | | | | | 2,719.26 | 6,508.86 | 975.86 | 10,203.98 |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Other financial liabilities | 4.85 | | 241.74 | | | | | | 246.59 |
| **Total financial liabilities** | **678.29** | **1,954.63** | **1,177.60** | **4,485.38** | **11,226.17** | **6,130.36** | **7,777.51** | **1,179.27** | **34,609.22** |
| Net financial assets/ (liabilities) | 5,513.24 | 270.71 | 258.88 | 2,629.57 | 6,365.06 | (1,066.87) | (7,370.49) | (1,179.27) | 5,420.83 |
| Cumulative | 5,513.24 | 5,783.95 | 6,042.83 | 8,672.40 | 15,037.46 | 13,970.59 | 6,600.10 | 5,420.83 | |

**Maturity pattern of financial assets and financial liabilities as at 31 March 2025**

| Particulars | 1- 30 Days | Over 1 to 2 months | Over 2-3months | Over 3 months & upto 6 months | Over 6 months & upto 1 year | 1 to 3 years | 3 to 5 years | Over 5 years | Total* |
|---|---|---|---|---|---|---|---|---|---|
| **Assets** | | | | | | | | | |
| Cash and cash equivalents | 220.52 | - | - | - | - | - | - | - | 220.52 |
| Bank Balance other than above | - | - | - | - | 3.28 | 35.00 | 15.00 | - | 53.28 |
| Receivables | 640.07 | - | - | - | - | - | - | - | 640.07 |
| Loans | 1,496.74 | 2,397.69 | 1,979.31 | 4,762.45 | 10,390.92 | 4,149.10 | 189.81 | 57.23 | 25,423.25 |
| Other financial assets | 0.30 | | - | - | | | 117.47 | | 117.77 |
| **Total financial assets** | **2,357.63** | **2,397.69** | **1,979.31** | **4,762.45** | **10,394.20** | **4,184.10** | **322.28** | **57.23** | **26,454.89** |
| **Liabilities** | | | | | | | | | |
| Trade Payables | 15.28 | - | - | - | - | - | - | - | 15.28 |
| Debt securities | 17.37 | 219.50 | 205.95 | 354.25 | 730.84 | 4,675.25 | 1,630.14 | 342.98 | 8,176.28 |
| Borrowings (Other than debt securities) | 127.24 | 169.39 | 241.50 | 1,844.32 | 1,744.93 | 1,005.24 | | - | 5,132.62 |
| Subordinated liabilities | - | - | - | - | 93.60 | 885.88 | 5,389.84 | 1,445.43 | 7,814.75 |
| Other financial liabilities | 32.56 | - | 5.73 | - | - | | - | | 38.29 |
| **Total financial liabilities** | **192.45** | **388.89** | **453.18** | **2,198.57** | **2,569.37** | **6,566.37** | **7,019.99** | **1,788.41** | **21,177.22** |
| Net financial assets/ (liabilities) | 2,165.18 | 2,008.80 | 1,526.13 | 2,563.88 | 7,824.83 | (2,382.27) | (6,697.71) | (1,731.18) | 5,277.67 |
| Cumulative | 2,165.18 | 4,173.98 | 5,700.11 | 8,263.99 | 16,088.82 | 13,706.55 | 7,008.85 | 5,277.67 | |

***Amount represents net balance after the adjustments on account of Indian Accounting Standards**

Note 38 (continued) — Financial risk management

## Financial instrument (continued)

**Financial instrument (continued)**

**Market Risk**

**Market Risk is the risk that the fair value or the 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 objective of market risk management is to avoid excessive exposure of our earnings and equity to loss and reduce our exposure to the volatility inherent in financial instruments. The Company is primarily exposed to Interest rate risk as under.**

**Interest rate risk**

**Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company is subject to interest rate risk, primarily since it lends to customers at fixed rates and for maturity periods different from the funding sources. Interest rates are highly sensitive to many factors beyond control, including the monetary policies of the Reserve Bank of India, deregulation of the financial sector in India, domestic and international economic and political conditions, inflation and other factors. In order to manage interest rate risk, the company seek to optimize borrowing profile between short-term and long-term loans. The company adopts funding strategies to ensure diversified resource-raising options to minimize cost and maximize stability of funds. Assets and liabilities are categorized into various time buckets based on their maturities and Asset Liability Management Committee supervise an interest rate sensitivity report periodically for assessment of interest rate risks. The Interest Rate Risk is mitigated by availing funds at very competitive rates through diversified borrowings and for different tenure**

**Operational and business risk**

**Operational risk is the risk of loss arising from systems failure, human error, fraud or external events. When controls fail to operate effectively, operational risks can cause damage to reputation, have legal or regulatory implications, or lead to financial loss. The Company cannot expect to eliminate all operational risks, but it endeavours to manage these risks through a control framework and by monitoring and responding to potential risks. Controls include effective segregation of duties, access, authorisation and reconciliation procedures and staff education.**

**The carrying value and fair value of other financial instruments by categories as of March 31, 2026 were as follows:**

| | **Carrying amount** | **Fair value** | | | |
|---|---|---|---|---|---|
| **Particulars** | **Amortised cost** | **Level 1** | **Level 2** | **Level 3** | **Total** |
| **Assets:** | | | | | |
| Cash and cash equivalents | 4,091.69 | 4,091.69 | - | - | 4,091.69 |
| Bank Balance other than above | 444.83 | 444.83 | | | 444.83 |
| Receivables | 401.29 | | 401.29 | | 401.29 |
| Loans | 34,893.29 | - | - | 34,893.29 | 34,893.29 |
| Other financial assets | 9,464.10 | - | 9,464.10 | - | 9,464.10 |
| **Total** | **49,295.20** | **4,536.52** | **9,865.39** | **34,893.29** | **49,295.20** |
| **Liabilities:** | - | - | - | - | - |
| Trade payables | 20.28 | - | 20.28 | - | 20.28 |
| Debt securities | 14,225.40 | - | 14,225.40 | - | 14,225.40 |
| Borrowings (Other than debt securities) | 9,912.97 | - | 9,912.97 | - | 9,912.97 |
| Subordinated liabilities | 10,203.98 | - | 10,203.98 | - | 10,203.98 |
| Other financial liabilities | 3,182.00 | - | 3,182.00 | - | 3,182.00 |
| Equity | 11,750.58 | | | | - |
| **Total** | **49,295.20** | **-** | **37,544.62** | **-** | **37,544.62** |

**The carrying value and fair value of financial instruments by categories as of March 31, 2025 were as follows:**

| | **Carrying amount** | **Fair value** | | | |
|---|---|---|---|---|---|
| **Particulars** | **Amortised cost** | **Level 1** | **Level 2** | **Level 3** | **Total** |
| **Assets:** | | | | | |
| Cash and cash equivalents | 220.52 | 220.52 | - | - | 220.52 |
| Bank Balance other than above | 53.28 | 53.28 | - | - | 53.28 |
| Receivables | 640.07 | | 640.07 | | 640.07 |
| Loans | 25,423.25 | - | - | 25,423.25 | 25,423.25 |

| | | | | | |
|---|---|---|---|---|---|
| Other financial assets | 3,649.62 | - | 3,649.62 | - | 3,649.62 |
| **Total** | **29,986.72** | **273.80** | **4,289.69** | **25,423.25** | **29,986.73** |
| **Liabilities:** | | | | | |
| Trade payables | 15.28 | - | 15.28 | - | 15.28 |
| Debt securities | 8,176.29 | - | 8,176.29 | - | 8,176.29 |
| Borrowings (Other than debt securities) | 5,132.62 | - | 5,132.62 | - | 5,132.62 |
| Subordinated liabilities | 7,814.75 | - | 7,814.75 | - | 7,814.75 |
| Other financial liabilities | 2,399.14 | - | 2,399.14 | - | 2,399.14 |
| Equity | 6,448.64 | - | | | - |
| **Total** | **29,986.72** | **-** | **23,538.09** | **-** | **23,538.09** |

**Measurement of fair values**

**Valuation methodologies of financial instruments not measured at fair value**

**Below are the methodologies and assumptions used to determine fair values for the above financial instruments which are not recorded and measured at fair value in the financial statements. These fair values were calculated for disclosure purposes only.**

**Financial instrument (continued)**

**Short-term financial assets and liabilities**

**The Company has not disclosed the fair values for financial instruments which are short term in nature because their carrying amounts are a reasonable approximation of fair value.**

**Borrowings**

**The debt securities, borrowings and subordinated liabilities are primarily variable rate instruments. Accordingly, the fair value has been assumed to be equal to the carrying amount.**

**Loans, Dealer trade advances and other receivables**

**The fair values of loans and receivables are estimated by discounted cash flow models that incorporate assumptions for credit risks, foreign exchange risk, probability of default and loss given default estimates.**

**Investments**

**Investment in preference shares had been taken as Level II.**

**Transfers between levels I and II**

**There has been no transfer in between level I and level II.**

**Capital management**

**The Company maintains an actively managed capital base to cover risks inherent in the business and is meeting the capital adequacy requirements of the local banking supervisor, Reserve Bank of India (RBI). The adequacy of the Company's capital is monitored using, among other measures, the regulations issued by RBI. The Company has complied in full with all its externally imposed capital requirements over the reported period. Equity share capital and other equity are considered for the purpose of Company's capital management.**

**Capital management**

**The Company manages its capital to ensure that the Company will be able to continue as going concerns while maximizing the return to stakeholders through the optimization of the debt and equity balance.**

**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.**

**For the purpose of the Company's capital management, capital includes issued capital and other equity reserves. The primary objective of the Company's Capital Management is to maximize shareholders value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.**

**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 capital using adjusted net debt (total borrowings net of cash and cash equivalents) to equity ratio.**

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| Gross debt | 34,342.34 | 21,123.66 |
| **Less:** | | |
| Cash and cash equivalents | 4,091.69 | 220.52 |
| Adjusted net debt | 30,250.66 | 20,903.14 |
| **Total equity** | **11,495.87** | **6,448.64** |
| **Adjusted net debt to equity ratio** | **2.63** | **3.24** |

**In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest bearing loans and borrowings that define capital structure requirements. Breaches in financial covenants would permit the bank to immediately call loans and borrowings.**

**Regulatory capital ***

| Particulars | Carrying amount | |
|---|---|---|
| | As at 31 March 2026 | As at 31 March 2025 |
| Tier I Capital | 11,495.87 | 5,242.28 |
| Tier II Capital | 5,748.00 | 2,621.14 |
| **Total Capital** | **17,243.87** | **7,863.42** |
| Risk weighted assets | 44,335.73 | 15,461.87 |
| Tier I Capital Ratio (%) | 25.93% | 33.90% |
| Tier II Capital Ratio (%) | 12.96% | 16.95% |

**Tier 1 capital consists of shareholders' equity and retained earnings. Tier II Capital consists of general provision and loss reserve against standard assets and subordinated debt (subject to prescribed discount rates and not exceeding 50% of Tier I). Tier 1 and Tier II has been reported on the basis of Ind AS financial information.**

*** The above computations are as per IND AS. RBI related accounting implications on account of IND AS adoption are not considered in the above computations, as RBI is yet to provide guidance on Ind AS implications in CRAR computations.**

Note 38 (continued) — Financial risk management

## Financial instrument (continued)

**Financial instrument (continued)**

**The Company's exposure to credit risk for loans and advances by type of counterparty is as follows. All these exposures are within India.**

| Particulars | As at 31 March 2026 | As at 31 March 2025 |
|---|---|---|
| (I) Retail loans | 35,166.84 | 25,569.37 |
| Less : Impairment loss allowance | 273.55 | 146.12 |
| **Total** | **34,893.29** | **25,423.25** |

**An impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. For the purposes of this analysis, the loan receivables are categorised into groups based on days past due. Each group is then assessed for impairment using the Expected Credit Loss (ECL) model as per the provisions of Ind AS 109 - financial instruments.**

| Inter-corporate deposit includes deposits given to the below parties | As at 31 Mar 2020 | As at 31 Mar 2019 |
|---|---|---|
| Hinduja Energy (India) Limited | - | 4,500.00 |
| Hinduja Group Limited | - | 10,000.00 |
| Hinduja Realty Ventures Limited | - | 10,000.00 |
| APDL Estates Limited | - | 3,000.00 |
| Hinduja Properties Limited | - | 1,500.00 |
| Hinduja Estate Private Limited | - | 3,000.00 |
| Hinduja Healthcare Limited | - | 2,500.00 |
| IN-Entertainments Indian Limited | - | 5,000.00 |
| **Total** | **-** | **39,500.00** |

**Staging:**

**As per the provision of Ind AS 109 general approach all financial instruments are allocated to stage 1 on initial recognition. However, if a significant increase in credit risk is identified at the reporting date compared with the initial recognition, then an instrument is transferred to stage 2. If there is objective evidence of impairment, then the asset is credit impaired and transferred to stage 3.**

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

**For financial assets in stage 1, the impairment calculated based on defaults that are possible in next twelve months, whereas for financial instrument in stage 2 and stage 3 the ECL calculation considers default event for the lifespan of the instrument.**

**As per Ind AS 109, Company assesses whether there is a significant increase in credit risk at the reporting date from the initial recognition. Company has staged the assets based on the Day past dues criteria and other market factors which significantly impacts the portfolio.**

| Days past dues status | Stage | Provisions |
|---|---|---|
| Current | Stage 1 | 12 Months Provision |
| 1-30 Days | Stage 1 | 12 Months Provision |
| 31-90 Days | Stage 2 | Lifetime Provision |
| 90+ Days | Stage 3 | Lifetime Provision |

**Company's internal credit rating grades and staging criteria for loans are as follows:**

| Particulars | Loans Days past due (DPD) including the due date | Stages |
|---|---|---|
| Standard grade | No Overdue and 1-30 DPD | Stage 1 |
| Sub-standard grade | 31-90 DPD | Stage 2 |
| Non- performing Individually impaired | 91 DPD or More | Stage 3 |

**Expected credit loss ("ECL"):**

**ECL on financial assets is an unbiased probablity weighted amount based out of possible outcomes after considering risk of credit loss even if probblity is low. ECL is calaculated based on the following components:**

**a. Probablity of default ("PD")**

| | | | |
|---|---|---|---|
| **b. Loss given default ("LGD")** | | | |
| **c. Exposure at default ("EAD")** | | | |
| **d. Discount factor ("D")** | | | |
| **Financial risk management objectives and policies (continued)** | | | |
| **Probablity of default:** | | | |
| **PD is defined as the probablity of whether borrowers will default on their obligations in the future.** | | | |
| **LGD:** | | | |
| **LGD is an estimate of the loss from a transaction given that a default occurs. Under Ind AS 109, lifetime LGD's are defined as a collection of LGD's estimates applicable to different future periods. Various approaches are available to compute the LGD. The Company has considered the workout LGD approach by considering the probable losses and recoveries as it doesnt have any historical data in this regard.** | | | |
| **EAD:** | | | |
| **As per Ind AS 109, EAD is estimation of the extent to which the financial entity may be exposed to counterparty in the event of default and at the time of counterparty's default. The Company has modelled EAD based on the contractual and behaviourial cash flows till the lifetime of the loans considering the expected prepayments.** | | | |
| **ECL computation:** | | | |
| **Conditional ECL at DPD pool level was computed with the following method:** | | | |
| **Conditional ECL for year (yt) = EAD (yt) * conditional PD (yt) * LGD (yt) * discount factor (yt)** | | | |
| **The calculation is based on provision matrix which considers actual historical data adjusted appropriately for the future expectations and probabilities. Proportion of expected credit loss provided for across the stage is summarised below:** | | | |
| **Stage** | **Provisions** | **As at 31 March 2026** | **As at 31 March 2025** |
| Stage 1 | 12 month provision | 0.27% | 0.27% |
| Stage 2 | Lifetime provision | 2.00% | 2.00% |
| Stage 3 | Lifetime provision | 40.00% | 40.00% |
| **Amount of expected credit loss provided for** | | **273.55** | **146.12** |

Note 38 (continued) — Comparison between provisions required under Ind AS 109 and IRACP norms

## (All amounts are in Lakh of Indian Rupees, unless otherwise stated)

| | | | | | | |
|---|---|---|---|---|---|---|
| **(All amounts are in Lakh of Indian Rupees, unless otherwise stated)** | | | | | | |
| **Note 38 Disclosure pursuant to RBI Notification - RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 Dated 13 March 2020** | | | | | | |
| **- A comparison between provisions required under Income recognition, asset classification and provisioning (IRACP) and impairment allowances as per Ind AS 109 ‘Financial instruments** | | | | | | |
| **Asset Classification as per RBI Norms** | **March 31, 2026** | | | | | |
| | **Asset Classification as per Ind AS 109** | **Gross Carrying Amount as per Ind AS** | **Loss Allowances (Provisions) as required under Ind AS 109** | **Net Carrying Amount** | **Provisions required as per IRACP norms** | **Difference between Ind AS 109 provisions and IRACP norms** |
| **(1)** | **(2)** | **(3)** | **(4)** | **(5)=(3)-(4)** | **(6)** | **(7)=(4)-(6)** |
| **Performing Assets** | | | | | | |
| Standard Assets | Stage 1 | 34,251.51 | 92.48 | 34,159.03 | 85.63 | 6.85 |
| | Stage 2 | 487.01 | 9.74 | 477.27 | 1.22 | 8.52 |
| **Subtotal** | | **34,738.52** | **102.22** | **34,636.30** | **86.85** | **15.37** |
| **Non-Performing Assets (NPA)** | | | | | | |
| Substandard | Stage 3 | 281.53 | 112.61 | 168.92 | 28.15 | 84.46 |
| Doubtful- upto 1 year | Stage 3 | 97.36 | 38.94 | 58.42 | 89.08 | (50.14) |

| | | | | | | |
|---|---|---|---|---|---|---|
| 1 to 3 years | Stage 3 | 33.31 | 13.32 | 19.99 | 13.69 | (0.37) |
| More than 3 years | Stage 3 | 16.13 | 6.45 | 9.68 | 7.93 | (1.47) |
| **Subtotal for doubtful** | | **428.32** | **171.33** | **256.99** | **138.85** | **32.48** |
| Loss | Stage 3 | | | **-** | | **-** |
| **Subtotal for NPA** | | **428.32** | **171.33** | **256.99** | **138.85** | **32.48** |
| 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 | - | - | - | - | - |
| | Stage3 | - | - | - | - | - |
| **Subtotal** | | - | - | - | - | - |
| **Total** | **Stage 1** | **34,251.51** | **92.48** | **34,159.03** | **85.63** | **6.85** |
| | **Stage 2** | 487.01 | 9.74 | 477.27 | 1.22 | 8.52 |
| | **Stage 3** | 428.32 | 171.33 | 256.99 | 138.85 | 32.48 |
| | **Total** | **35,166.84** | **273.55** | **34,893.29** | **225.70** | **47.85** |
| **Provision as per IRACP norms is taken as 0.25% of the outstanding loans as per RBI circular for Non-Systemically Important Non-Deposit taking Company.** | | | | | | |
| **Asset Classification as per RBI Norms** | **March 31, 2025** | | | | | |
| | **Asset Classification as per Ind AS 109** | **Gross Carrying Amount as per Ind AS** | **Loss Allowances (Provisions) as required under Ind AS 109** | **Net Carrying Amount** | **Provisions required as per IRACP norms** | **Difference between Ind AS 109 provisions and IRACP norms** |
| **(1)** | **(2)** | **(3)** | **(4)** | **(5)=(3)-(4)** | **(6)** | **(7)=(4)-(6)** |
| **Performing Assets** | | | | | | |
| Standard Assets | Stage 1 | 25,414.06 | 66.55 | 25,347.50 | 63.68 | 2.87 |
| | Stage 2 | 93.67 | 1.87 | 91.80 | 0.23 | 1.64 |
| **Subtotal** | | **25,507.73** | **68.43** | **25,439.30** | **63.92** | **4.51** |
| **Non-Performing Assets (NPA)** | | | | | | |
| Substandard | Stage 3 | 135.82 | 54.33 | 81.49 | 13.58 | 40.75 |
| Doubtful- upto 1 year | Stage 3 | 32.73 | 13.09 | 19.64 | 6.55 | 6.55 |
| 1 to 3 years | Stage 3 | 25.68 | 10.27 | 15.41 | 7.70 | 2.57 |
| More than 3 years | Stage 3 | - | - | - | - | - |
| **Subtotal for doubtful** | | **194.23** | **77.69** | **116.54** | **27.83** | **49.86** |
| Loss | Stage 3 | | | **-** | | **-** |
| **Subtotal for NPA** | | **194.23** | **77.69** | **116.54** | **27.83** | **49.86** |
| 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 | - | - | - | - | - |
| | Stage3 | - | - | - | - | - |
| **Subtotal** | | - | - | - | - | - |
| **Total** | **Stage 1** | **25,414.06** | **66.55** | **25,347.50** | **63.68** | **2.87** |
| | **Stage 2** | 93.67 | 1.87 | 91.80 | 0.23 | 1.64 |
| | **Stage 3** | 194.23 | 77.69 | 116.54 | 27.83 | 49.86 |
| | **Total** | **25,701.96** | **146.12** | **25,555.84** | **91.75** | **54.37** |

Notes 39 to 42 — Movement of credit impaired loans, provisions and contingencies, and other disclosures

## (All amounts are in Lakh of Indian Rupees, unless otherwise stated)

| | | | |
|---|---|---|---|
| **(All amounts are in Lakh of Indian Rupees, unless otherwise stated)** | | | |
| **Note 39 Movement of credit impaired loans under IND AS** | | | |
| **Sr No** | **Particulars** | **March 31, 2026** | **March 31, 2025** |
| (i) | Credit impaired loans under Ind-AS (Net) to Loans (Net) (%) | 0.40% | 0.40% |
| **(ii)** | **Movement of Credit impaired loans under Ind-AS (Gross)** | | |
| | a) Opening balance | 194.23 | 52.05 |
| | b) Additions during the year | 377.77 | 177.78 |
| | c) Reductions during the year | 143.69 | 35.60 |
| | d) Closing balance | 428.31 | 194.23 |
| | **(iii) Movement of Credit impaired loans under Ind-AS (Net)** | | |
| | a) Opening balance | 116.54 | 31.23 |
| | b) Additions during the year | 226.66 | 85.31 |
| | c) Reductions during the year | 86.21 | |
| | d) Closing balance | 256.99 | 116.54 |
| | **(iv) Movement of impairment loss allowance on credit impaired loans** | | |
| | a) Opening balance | 77.69 | 20.82 |
| | b) Impairment loss allowance made during the year | 127.42 | 56.87 |
| | c) Write-off / write-back of excess allowance | 33.78 | - |
| | d) Closing balance | 171.33 | 77.69 |

| | | |
|---|---|---|
| **Note 40 Provisions and Contingencies** | | |
| **Particulars** | **March 31, 2026** | **March 31, 2025** |
| **Break-up of Provision and contingencies in statement of profit and loss** | | |
| Provision towards NPA | 171.33 | 77.69 |
| Provisions for depreciation on Investment | - | - |
| Provision made towards current tax | 222.65 | 36.53 |
| Provision for litigation | - | - |
| Provision for compensated absences | 57.43 | 37.56 |
| Provision for Gratuity | 121.06 | 79.91 |
| Provision for Standard Assets | 102.22 | 68.43 |

| |
|---|
| **Note 41 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 such as** |
| **a) The Company has not traded or invested in crypto currency or virtual currency during the financial year** |
| **b) There are no undisclosed transaction which have not been recorded in the books.** |
| **c) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.** |
| **d) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority** |
| **e) The Company has not entered into any scheme of arrangement** |
| **f) No Registration or satisfaction of charges are pending to be filed with ROC** |
| **g) No transaction with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956** |
| **Note 42 Draw down from Reserves** |

**There are no drawdown reserves from statutory reserves during the year.**

Notes 43 to 45 — Changes in liabilities arising from financing activities and related disclosures

## (All amounts are in Lakh of Indian Rupees, unless otherwise stated)

| | | | | | |
|---|---|---|---|---|---|
| **(All amounts are in Lakh of Indian Rupees, unless otherwise stated)** | | | | | |
| **Note 43 Changes in liabilites arising from financing activities** | | | | | |
| **Particulars** | **April 01, 2025** | **Cash flows** | **Exchange difference** | **Others** | **March 31, 2026** |
| Debt securities | 8,176.29 | 5,888.13 | - | 160.98 | 14,225.40 |
| Borrowings (Other than debt securities) | 5,132.62 | 4,780.35 | - | - | 9,912.97 |
| Subordinated liabilities | 7,814.75 | 1,841.82 | - | 547.41 | 10,203.98 |
| **Total** | **21,123.66** | **12,510.30** | **-** | **708.39** | **34,342.35** |
| **Particulars** | **April 01, 2024** | **Cash flows** | **Exchange difference** | **Others** | **March 31, 2025** |
| Debt securities | 3,934.55 | 4,932.25 | - | (690.51) | 8,176.29 |
| Borrowings (Other than debt securities) | 793.62 | 4,353.06 | - | (14.06) | 5,132.62 |
| Subordinated liabilities | 4,525.87 | 3,051.70 | - | 237.18 | 7,814.75 |
| **Total** | **9,254.04** | **12,337.01** | **-** | **(467.39)** | **21,123.66** |

**Note 44 Disclosures in Financial Statements- Notes to Accounts of NBFCs (Section I) as per Circular issued by RBI vide notification no.RBI/ 2022-23/26 DOR.ACC.REC.No.20/21.04.018/2022-23 dated April 19, 2022**

**A) Exposure**

**1) Exposure to real estate sector (Amount in ₹ crore)**

| **Category** | **March 31, 2026** | **March 31, 2025** | |
|---|---|---|---|
| **i) Direct exposure a) Residential Mortgages – Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund based (NFB) limits. b) Commercial Real Estate – Lending secured by mortgages on commercial real estate (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits. c) Investments in Mortgage-Backed Securities (MBS) and other securitized exposures – i. Residential ii. Commercial Real Estate ii) Indirect Exposure Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies.** | **NA** | **NA** | **Total Exposure to Real Estate Sector** |

**2) Exposure to capital market**

**(Amount in ₹ crore)**

| **Particulars1** | **March 31, 2026** | **March 31, 2025** |
|---|---|---|
| **i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt** | **NA** | **NA** |
| **ii) Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity oriented mutual funds** | | |
| **iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security** | | |

| | | | | | | |
|---|---|---|---|---|---|---|
| **iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances** | | | | | | |
| **v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers** | | | | | | |
| **vi) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources** | | | | | | |
| **vii) Bridge loans to companies against expected equity flows / issues** | | | | | | |
| **viii) Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds** | | | | | | |
| **ix) Financing to stockbrokers for margin trading** | | | | | | |
| **x) All exposures to Alternative Investment Funds: (i) Category I (ii) Category II (iii) Category III** | | | | | | |
| **Total exposure to capital market** | | | | | | |
| **3) Sectoral exposure** | | | | | | |
| **Sectors** | **March 31, 2026** | | | **March 31, 2025** | | |
| | **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 and Allied Activities | - | - | - | - | - | - |
| **2. Industry** | | | | | | |
| Others | - | - | - | 516.42 | - | - |
| **3. Services** | - | - | - | - | - | - |
| **4. Personal Loans** | - | - | - | - | - | - |
| **5. Others, if any** | | | | | | |
| Gold Loan | 22,585.78 | 35.59 | | 16,906.79 | - | - |
| Vehicle Loans | 5,639.04 | 239.88 | 4.25% | 4,615.51 | 68.45 | 1.48% |
| Micro Finance Loan | 6,238.68 | 115.35 | 1.85% | 3,458.33 | 123.22 | |
| Business/Traders Loan | 511.69 | 13.11 | 2.56% | 58.06 | 2.56 | 4.41% |
| Personal Loan | 191.65 | 24.39 | 12.73% | 14.23 | | |
| **Note:** | | | | | | |
| **4. Intra-group exposures** | | | | | | |
| **Particulars** | | | | | **March 31, 2026** | **March 31, 2025** |
| i) Total amount of intra-group exposures | | | | | - | - |
| ii) Total amount of top 20 intra-group exposures | | | | | - | - |
| iii) Percentage of intra-group exposures to total exposure of the NBFC on borrowers/customers | | | | | - | - |
| **5) Unhedged foreign currency exposure** | | | | | | |
| **B) Related Party Disclosure (Amount in ₹ crore)** | | | | | | |
| **Related Party** | **Parent (as per ownership or control)** | | **Subsidiaries** | | **Associates/ Joint ventures** | |
| **Items** | **March 31, 2026** | **March 31, 2025** | **March 31, 2026** | **March 31, 2025** | **March 31, 2026** | **March 31, 2025** |

| | | | | | | |
|---|---|---|---|---|---|---|
| Borrowings# | - | - | - | - | - | - |
| Deposits# | - | - | - | - | - | - |
| Placement of deposits# | - | - | - | - | - | - |
| Advances# | - | - | - | - | - | - |
| ICL Taken | - | - | - | - | - | - |
| ICL Repaid | - | - | - | - | - | - |
| Loan repayment | - | - | - | - | - | - |
| Investments# | - | - | - | - | - | - |
| Purchase of fixed/other assets | - | - | - | - | - | - |
| Sale of fixed/other assets | - | - | - | - | - | - |
| Interest paid | - | - | - | - | - | - |
| Interest received | - | - | - | - | - | - |
| Debenture/ Subordinated debt issued | - | - | - | - | - | - |
| Debenture/ Subordinated debt redeemed | - | - | - | - | - | - |
| Salary paid | - | - | - | - | - | - |
| Rent/Other expense | - | - | - | - | - | - |
| Others* | - | - | - | - | - | - |
| | | | | | 2.41 | |
| Related Party | Key Management Personnel@ | | Relatives of Key Management Personnel@ | | - | |
| **Items** | **March 31, 2026** | | **March 31, 2026** | **March 31, 2025** | **March 31, 2026** | **March 31, 2025** |
| Borrowings# | - | - | - | - | - | - |
| Deposits# | - | - | - | - | - | - |
| Placement of deposits# | - | - | - | - | - | - |
| Advances# | - | - | - | - | - | - |
| ICL Taken | - | - | - | - | - | - |
| ICL Repaid | - | - | - | - | - | - |
| Loan repayment | - | - | - | 11.01 | - | 11.01 |
| Investments# | - | - | - | - | - | - |
| Purchase of fixed/other assets | - | - | - | - | - | - |
| Sale of fixed/other assets | - | - | - | - | - | - |
| Interest paid | 85.33 | 10.52 | - | - | 85.33 | 10.52 |
| Interest received | - | - | - | 4.54 | - | 4.54 |
| Debenture/ Subordinated debt issued | 40.00 | 183.00 | - | - | 40.00 | 183.00 |
| Debenture/ Subordinated debt redeemed | 70.00 | 73.00 | - | - | 70.00 | 73.00 |
| Salary paid | 76.33 | 49.92 | - | - | 76.33 | 49.92 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Dividend Paid | 19.43 | - | - | - | 19.43 | - |
| Rent/Other expense | - | - | - | 2.44 | - | 2.44 |
| Others* | 11.43 | - | - | - | 11.43 | - |

**C) Disclosure of complaints 1) Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman**

| Sr. No | Particulars | March 31, 2026 | March 31, 2025 |
|---|---|---|---|
| | **Complaints received by the NBFC from its customers** | | |
| 1 | Number of complaints pending at beginning of the year | - | - |
| 2 | Number of complaints received during the year | - | 2.00 |
| 3 | Number of complaints disposed during the year | - | 2.00 |
| 3.10 | Of which, number of complaints rejected by the NBFC | - | - |
| 4 | Number of complaints pending at the end of the year | - | - |
| | **Maintainable complaints received by the NBFC from Office of Ombudsman** | | |
| 5.* | Number of maintainable complaints received by the NBFC from Office of Ombudsman | - | - |
| 5.1. | Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman | - | - |
| 5.20 | Of 5, number of complaints resolved through conciliation/ mediation/advisories issued by Office of Ombudsman | - | - |
| 5.30 | Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC | - | - |
| 6.* | Number of Awards unimplemented within the stipulated time (other than those appealed) | - | - |

**2) Top five grounds2 of complaints received by the NBFCs 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 |
|---|---|---|---|---|---|
| **1** | **2** | **3** | **4** | **5** | **6** |
| | **March 31, 2026** | | | | |
| Loans & Advance | **-** | **-** | **100.00%** | **-** | **-** |
| **Total** | | | | | |
| | **March 31, 2025** | | | | |
| Loans & Advance | - | 2.00 | | - | - |
| **Total** | | | | | |

**Note 45 Disclosures as required under Appendix I of Governance of Liquidity Risk Management as per Master Direction issued by RBI vide notification no. DNBR.PD.007/03.10.119/2016-17 dated September 01, 2016**

**Public Disclosure on Liquidity Risk**

**(i) Funding concentration based on significant counter party(Both deposits and borrowings) (Guidelines on Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies on November 04, 2019)**

| Type of Instrument | Number of Significant Counter parties | As on 31 March 2026 | % of Total Deposits | % of Total Liabilites |
|---|---|---|---|---|
| **Deposits** | **Nil** | **Nil** | **Nil** | **Nil** |
| **Borrowings** | **Nil** | **Nil** | **Nil** | **Nil** |

**(ii)Top 20 Large Deposits (Guidelines on Liquidity Risk Management Framework for Non Banking Financial Companies and Core Investment Companies on November 04, 2019) - Not Applicable**

**(iii)Top 10 Borrowings (Guidelines on Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies on November 04, 2019)**

| Particulars | | | March 31, 2026 | March 31, 2025 |
|---|---|---|---|---|
| Top 10 Borrowings as on reporting date | | | 1,335.03 | 1,096.58 |
| Percentage of Top 10 Borrowings to total borrowings of the Company as on the reporting date | | | 4.07% | 5.17% |
| **(iv) Funding Concentration based on significant Instrument / Product** | | | | |
| **Name of Instrument / Product** | **March 31, 2026** | **% of Total Liabilities** | **March 31, 2025** | **% of Total Liabilities** |
| Secured Non Convertible Debentures | 13,637.11 | 58.57% | 7,748.98 | 71.48% |
| Borrowings (Other than debt securities) | 9,912.97 | 42.58% | 5,132.62 | 47.35% |
| Subordinated Debt | 9,243.75 | 39.70% | 7,401.93 | 68.28% |
| Other Loans ( Loans From Directors & Relatives | - | - | - | - |
| **Total** | **32,793.83** | **140.85%** | **20,283.52** | **187.11%** |
| **(v)Stock Ratios** | | | | |
| **Stock Ratios** | | | **March 31, 2026** | **March 31, 2025** |
| **Commercial Paper as a % of Total Public Funds** | | | **Nil** | **Nil** |
| **Commercial Paper as a % of Total Liabilities** | | | **Nil** | **Nil** |
| **Commercial Paper as a % of Total Assets** | | | **Nil** | **Nil** |
| **Non Convertible Debentures(NCDs)(Original Maturity of Less than one year) as a % of Total Public Funds** | | | **Nil** | **Nil** |
| **Non Convertible Debentures(NCDs)(Original Maturity of Less than one year) as a % of Total Liabilities** | | | **Nil** | **Nil** |
| **Non Convertible Debentures(NCDs)(Original Maturity of Less than one year) as a % of Total Assets** | | | **Nil** | **Nil** |
| Other Short Term Liabilities as a % of Total Public Funds | | | 58.17% | 8.77% |
| Other Short Term Liabilities as a % of Total Liabilities | | | 53.21% | 7.99% |
| Other Short Term Liabilities as a % of Total Assets | | | 40.53% | 6.26% |
| **(vi) Institutional set up for liquidity risk management (Guidelines on Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies on November 04, 2019)** | | | | |
| **The Board of Directors of the Company has an overall responsibility and oversight for the management of all the risks, including liquidity risk. The Board approves the governance structure, policies, strategy and the risk tolerance limit for the management of liquidity risk. The Board of Directors approves the constitution of Risk Management Committee (RMC) for the effective supervision and management of various aspects including liquidity risks faced by the company.** | | | | |

Notes 46 to 51 — Additional regulatory disclosures

## (All amounts are in Lakh of Indian Rupees, unless otherwise stated)

| | | | | |
|---|---|---|---|---|
| **(All amounts are in Lakh of Indian Rupees, unless otherwise stated)** | | | | |
| **Note 46 Disclosure Pursuant To Regulation 53(1)(F) Read With Schedule V Of The Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015** | | | | |
| **Sr No.** | **Particulars** | | **March 31, 2026** | **March 31, 2025** |
| **a)** | **Loans and advances in the nature of loans to subsidiaries** | | | |
| | | **Name of the Company** | **Nil** | **Nil** |
| | | Amount | - | - |
| **b)** | **Loans and advances in the nature of loans to associates** | | | |
| | | **Name of the Company** | **Nil** | **Nil** |

| | | | |
|---|---|---|---|
| | Amount | - | - |
| **c)** | **Loans and advances in the nature of loans to firms/ companies in which directors are interested** | | |
| | **Name of the Company** | **Nil** | **Nil** |
| | Amount | - | - |
| **d)** | **Investments by the loanee in the shares of parent company and subsidiary company, when the Company has made a loan or advance in the nature of loan.** | | |

**Note 47 Registration Under Other Regulators**

**The Company is not registered under any other regulator other than Reserve Bank of India.**

**Note 48 Overseas Assets (For Those With Joint Ventures And Subsidiaries Abroad)**

**There are no overseas asset owned by the Company.**

**Note 49 Advances Against Intangible Securities**

**The Company has not given any loans against intangible securities.**

**Note 50 Details Of Single Borrower Limits (SBL)/ Group Borrower Limits (GBL) Exceeded**

**The Company has not exceeded the single borrower limits / group borrower limits as set as by Reserve Bank of India.**

**Note 51 Schedule to the balance sheet of an non-banking financial company pursuant to reserve bank of india notification rbi/dor/2023-24/106 master direction - reserve bank of india (non-banking financial company – scale based regulation) directions, 2023 dor.fin.rec.no. 45/03.10.119/2023-24 updated as on 21 march 2024.**

| **Sl No** | **Particulars** | **March 31, 2026** | **March 31, 2025** |
|---|---|---|---|
| | **Liabilities side** | | |
| 1 | Loans and Advances availed by the NBFC inclusive of interest accrued thereon | | |
| | **but not paid:(*)** | | |
| | **(a) Debentures** | | |
| | - Secured (*) | 13,637.11 | 8,085.04 |
| | **- Unsecured (*)** | | |
| | **(other than falling within the meaning of public deposits)** | | |
| | **(b) Deferred Credits** | | |
| | (c) Borrowings (Other than debt securities) (*) | 9,912.97 | 5,146.68 |
| | **(d) Inter-corporate loans and borrowing** | | |
| | **(e) Commercial Paper** | | |
| | **(f) Public Deposits** | | |
| | (g) Subordinated Liabilities (*) | 9,243.75 | 7,969.06 |
| | **(*) There is no overdue** | | |
| 2 | **Break-up of (1)(f) above (outstanding public deposit inculsive of interest accrued thereon but not paid** | | |
| | (a) In the form of unsecured debenture | - | - |
| | (b) In the form of partly secured debenture i.e. debenture where there is shortfall in the value of security | - | - |
| | (c) Other public deposits - - | - | - |
| | **Assets side:** | | |
| 3 | **Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:** | | |
| | (a) Secured | 28,224.82 | 21,522.33 |
| | (b) Unsecured | 6,942.02 | 4,047.04 |

| | | | |
|---|---|---|---|
| 4 | **Break up of Leased Assets and stock on Hire and other assets counting towards asset financing activities.** | | |
| | **(i) Lease Assets including lease rentals 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 - - | - | - |
| | **5 Break-up of Investments (net of provision for diminution in value):** | | |
| | **Current Investments:** | | |
| | **I. Quoted:** | | |
| | i. Shares | - | - |
| | a) Equity | - | - |
| | b) Preference | - | - |
| | ii. Debentures and Bonds | - | - |
| | iii. Units of Mutual Funds | - | - |
| | iv. Government Securities | - | - |
| | v. Others (please specify) | - | - |
| | **II. Unquoted:** | | |
| | **i. Shares** | | |
| | a) Equity | - | - |
| | b) Preference | - | - |
| | ii. Debentures and Bonds | - | - |
| | iii. Units of Mutual Funds | - | - |
| | iv. Government Securities | - | - |
| | v. Others (please specify) | - | - |
| | **Long Term Investments:** | | |
| | **I. Quoted:** | | |
| | i. Shares | - | - |
| | a) Equity | - | - |
| | b) Preference | - | - |
| | ii. Debentures and Bonds | - | - |
| | iii. Units of Mutual Funds | - | - |
| | iv. Government Securities | - | - |
| | v. Others (please specify) | - | - |
| | **II. Unquoted:** | | |
| | i. Shares | - | - |
| | a) Equity | - | - |
| | b) Preference | - | - |
| | ii. Debentures and Bonds | - | - |

| | | | |
|---|---|---|---|
| | iii. Units of Mutual Funds | - | - |
| | iv. Government Securities | - | - |
| | v. Others (please specify) | - | - |
| 6 | **Borrower group-wise classification of assets financed as in (3) and (4) above: (Amount net of provisions)** | | |
| | **1. Related Parties** | | |
| | **(a) Subsidiaries** | | |
| | i. Secured | - | - |
| | ii. Unsecured | - | - |
| | **Total** | | |
| | **(b) Companies in the same Group** | | |
| | i. Secured | 2.99 | 16.42 |
| | ii. Unsecured | - | - |
| | **Total** | **2.99** | **16.42** |
| | **(c) Other Related Parties** | | |
| | i. Secured | - | - |
| | ii. Unsecured | - | - |
| | **Total** | | |
| | **2. Other than Related Parties** | | |
| | i. Secured | 28,221.83 | 21,505.91 |
| | ii. Unsecured | 6,942.02 | 4,047.04 |
| | **Total** | **35,163.85** | **25,552.95** |
| 7 | **Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)** | | |
| | **1. Related Parties** | | |
| | **(a) Subsidiaries** | | |
| | i. Market Value / Break up or fair value or NAV | - | - |
| | ii. Book Value (Net of Provisions) | - | - |
| | **(b) Companies in the same Group** | | |
| | i. Market Value / Break up or fair value or NAV | - | - |
| | ii. Book Value (Net of Provisions) | - | - |
| | **(c) Other Related Parties** | | |
| | i. Market Value / Break up or fair value or NAV | - | - |
| | ii. Book Value (Net of Provisions) | - | - |
| | **2. Other than Related Parties** | | |
| | i. Market Value / Break up or fair value or NAV | - | - |
| | ii. Book Value (Net of Provisions) | - | - |
| 8 | **Other Information** | | |
| | **(i) Gross credit impaired assets** | | |
| | (a) Related parties | - | - |
| | (b) Other than related parties | 428.32 | 194.23 |
| | **(ii) Net credit impaired assets** | | |
| | **(a) Related parties** | | |
| | (b) Other than related parties | 171.33 | 77.69 |

| (iii) Assets Acquired in satisfaction of debt |
|---|

Notes 52 to 56 — Other disclosures

## (All amounts are in Lakh of Indian Rupees, unless otherwise stated)

| | | | |
|---|---|---|---|
| **(All amounts are in Lakh of Indian Rupees, unless otherwise stated)** | | | |
| **Note 52 Disclosures as required under Appendix of Loans and Advances- Regulatory restrictions- NBFC- Base Layer(BL) as per Circular issued by RBI vide notification no.RBI/2022-23/29 DOR.CRE.REC.No.25/03.10.001/2022-23 dated April 19, 2022** | | | |
| **Loans to Directors, Senior Officers and relatives of Directors (₹ Lakhs)** | | | |
| | **March 31, 2026** | **March 31, 2025** | |
| Directors and their relatives | - | - | |
| Entities associated with directors and their relatives | 2.99 | 16.42 | |
| Senior Officers and their relatives | - | - | |
| **Note 53 Miscellaneous** | | | |
| **i) Registration obtained from other financial sector regulators** | | | |
| **Regulator** | **Registration No.** | | |
| **Reserve Bank of India** | **Certificate of Registration no : 13. 01238** | | |
| **Ministry of Corporate Affairs** | **L64990MH1986PLC039547** | | |
| **LEI Number** | **9845008E4D5BF94Q4A04** | | |
| **Ministry of Finance (Financial Intelligence Unit - India (FIU-IND))** | **FIUREID : FINBF11240** | | |
| **ii) Disclosure of Penalties imposed by RBI and other regulators** | | | |
| **a) No penalty has been Imposed by BSE during the year ended 31st March, 2026 and 31st March, 2025 b) No Penalty has been imposed by RBI during the year ended 31st March, 2026 and 31st March, 2025.** | | | |
| **iii) Loan against gold portfolio to Total assets is 63% (Previous year 56.87%)** | | | |
| **Note 54 Note 53 Disclosures as required under Companies( Audit and Auditors) Amendment Rules, 2021** | | | |
| **a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.** | | | |
| **b) No funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend to 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.** | | | |
| **Note 55 Subsequent events** | | | |
| **There are no significant subsequent events that have occurred after the reporting period till the date of these financial statements.** | | | |
| **Note 56 Previous year figures** | | | |
| **Previous year figures have been regrouped / re-classified wherever necessary to conform current year's classification.** | | | |
| | **For and on Behalf of the Board of Directors of** | | |
| **Chartered Accountants** | | | |
| **Firm Reg No. 006310S** | | | |
| **Allen Thomas Joseph** | | | |
| **Partner** | **Joby George** | | **Sandeep Babu T** |
| **Membership No: 228498** | **Managing Director** | | **Director** |
| | **(DIN:06429801)** | | **(DIN:08242822)** |

| | | |
|---|---|---|
| | **M R Rajeev** | **Leena Yezhuvath** |
| | **Chief Financial Officer** | **Company Secretary & Compliance Officer** |
| **Place: Ernakulam** | **Place: Mumbai** | |
| **Date : May 20, 2026** | **Date : 20th May, 2026** | |

# CORPORATE CONTACT

## REGISTERED & CORPORATE OFFICE

Supra Pacific Financial Services Limited
Floor 11, Office A-1107, Kanakia Wall Street,
Andheri Kurla Road, Chakala MIDC, Andheri East,
Mumbai, Maharashtra 400093, India

## INVESTOR CORRESPONDENCE

Leena Yezhuvath
Company Secretary & Compliance Officer
ACS 61387
info@suprapacific.com

## REGISTRAR & SHARE TRANSFER AGENT

M/s Purva Sharegistry India Pvt. Ltd.
Unit No. 9, Ground Floor, Shiv Shakti Ind. Estate,
J. R. Boricha Marg, Lower Parel East,
Mumbai, Maharashtra 400011
support@purvashare.com

## DEBENTURE TRUSTEE

M/s Catalyst Trusteeship Ltd.
GDA House, Plot No. 85, Bhusari Colony (Right),
Paud Road, Kothrud, Pune 411038

## STATUTORY AUDITORS

M/s G Joseph & Associates
Chartered Accountants, Kochi
Firm Registration No. 006310S

## CUSTOMER CARE

Toll Free 1800-120-199666
info@suprapacific.com
www.suprapacific.com

**Branch network** — 88 Gold Loan branches and 13 Microfinance branches, 101 in total, as at 31 March 2026.

SUPRA PACIFIC | FINANCIAL SERVICES LIMITED™

POWERING PROGRESS

A BSE Listed Non-Banking Financial Company

*Building Trust. Creating Value. Shaping Tomorrow.*

A BSE Listed Non-Banking Financial Company

**Corporate & Registered Office:** Floor 11, Office A-1107, Kanakia Wall Street, Andheri Kurla Road, Chakala MIDC, Andheri East, Mumbai, Maharashtra 400093, India

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