



September 02, 2023

To, The General Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.  <b><u>Scrip Code: 540268</u></b>	To, The Manager Department of Corporate Compliance National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.  <b><u>Scrip Code: TRU</u></b>
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**Subject: Compliance under Regulation 30(2), 34(1), 42 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

We wish to inform you that the 29<sup>th</sup> Annual General Meeting (“AGM”) of the Members of the Company is scheduled to be held on Tuesday, September 26, 2023, at 03:00 p.m. (IST) through Video Conferencing/Other Audio-Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) to seek the approval of the Members on matters as specified in the notice of the AGM (“Notice”).

In this regard and in compliance with the provisions of Regulation 30(2) and 34(1) read with Schedule III and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), please find enclosed herewith the Notice dated August 11, 2023 and Annual Report for the financial year 2022-23.

Pursuant to Regulation 42 of the Listing Regulations, Register of Members and Share Transfer Books of the Company will remain closed as per details below:

Scrip code		Type of security	Book Closure (both days inclusive)		Record Date	Purpose
			From	To		
BSE	540268	Equity	September 20, 2023	September 26, 2023	N.A.	Holding of 29 <sup>th</sup> AGM and payment of dividend.
NSE	TRU					

Further, final dividend of Re. 0.01/- per equity share having face value of Rs. 2/- each, as recommended by the Board of Directors at its Meeting held on May 23, 2023, if approved by the Members at the AGM, will be paid to those Members whose names appear in the Company’s Register of Members as on September 26, 2023 and in respect of equity shares held in dematerialized form to those beneficial owners of the equity shares as at the end of business hours as on September 19, 2023, as per the details furnished by the depositories for this purpose.

The Notice along with the Explanatory Statement, Director’s Report, Auditor’s Report and Audited Financial Statements of the Company for the year ended March 31, 2023, is being sent electronically to those members whose e-mail addresses are registered with the Company’s Registrar and Share Transfer Agent i.e., M/s. MCS Share Transfer Agent Limited or Depository Participant(s), in compliance with the relevant circulars issued by MCA and SEBI.

**TruCap Finance Limited**  
**(Formerly known as Dhanvarsha Finvest Limited)**

**Regd. Off. :** 3<sup>rd</sup> Floor, A Wing, D.J. House, Old Nagardas Road, Andheri (East), Mumbai – 400 069

**Tel. :** 1800 210 2100 | [contact@trucapfinance.com](mailto:contact@trucapfinance.com) | [www.trucapfinance.com](http://www.trucapfinance.com) | CIN : L24231MH1994PLC334457



Pursuant to Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is providing remote e-voting facility to its Members holding shares as on Tuesday, September 19, 2023 being the cut-off date to exercise their rights to vote by electronic means on all resolutions set forth in the Notice through e-voting facilitated by Central Depository Services (India) Limited. The remote e-voting shall commence on Saturday, September 23, 2023 at 09.00 a.m. (IST) and ends on Monday, September 25, 2023 at 05:00 p.m. (IST). The facility of e-voting shall also be made available during the AGM and the Members attending the AGM, who have not already cast their vote by remote e-voting are eligible to cast their vote through e-voting during the AGM.

The Notice and Annual Report has also been uploaded on the Company's website and can be accessed at [www.trucapfinance.com](http://www.trucapfinance.com).

You are requested to take the same on record and oblige.

Thanking You,

Yours faithfully,  
**For TruCap Finance Limited**

**Sonal Sharma**  
**Company Secretary & Compliance Officer**

Encl: As above



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**TruCap Finance Limited**

(Formerly Dhanvarsha Finvest Limited)

CIN: L24231MH1994PLC334457

Registered Office: 3<sup>rd</sup> Floor, A Wing, D. J. House, Old Nagardas Road,

Andheri (East), Mumbai – 400 069.

Website: www.trucapfinance.com

**Notice of the Twenty-Ninth Annual General Meeting**

Notice is hereby given that the **29<sup>th</sup> Annual General Meeting ("AGM")** of the Members of **TruCap Finance Limited** (formerly Dhanvarsha Finvest Limited) ("**Company**") will be held on **Tuesday, September 26, 2023, at 03.00 p.m.** (IST) through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") without the physical presence of the Members at a common venue, to transact the businesses mentioned below:

**Ordinary Business:**

1. To consider and adopt:
  - (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2023, together with the report(s) of the Board of Directors and Statutory Auditors' thereon; and
  - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2023, together with Statutory Auditors' Report thereon.
2. To declare a final dividend of ₹ 0.01/- per equity share, for the financial year ended March 31, 2023.
3. To appoint a director in place of Mr. Atwood Porter Collins (DIN: 09239511), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Atwood Porter Collins (DIN: 09239511), who retires by rotation at this Twenty-Ninth Annual General Meeting of the Company, and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

**Special Business:**

4. To approve the re-appointment of Mr. Nirmal Vinod Momaya (DIN: 01641934), as an Independent Director of 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 Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 issued by the Reserve Bank of India, as amended and on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company, be and is hereby accorded to re-appoint Mr. Nirmal Vinod Momaya (DIN: 01641934) as an Independent Director of the Company, not liable to retire by rotation and to hold office for second term of 5 (Five) consecutive years effective from August 10, 2023 to August 09, 2028 (both days inclusive) on such terms and conditions as set out in Item No. 4 of the explanatory statement annexed to the notice convening this AGM.

**RESOLVED FURTHER THAT** the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

5. To approve the re-appointment of Mr. Krishpal Raghuvanshi (DIN: 07529826), as an Independent Director of 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 Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the

provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 issued by the Reserve Bank of India, as amended and on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company, be and is hereby accorded to re-appoint Mr. Krishipal Raghuvanshi (DIN: 07529826), as an Independent Director of the Company, not liable to retire by rotation, and to hold office for second term of 5 (Five) consecutive years effective from August 24, 2023 to August 23, 2028 (both days inclusive) on such terms and conditions as set out in Item No. 5 of the explanatory statement annexed to the notice convening this AGM.

**RESOLVED FURTHER THAT** the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

6. To consider and approve alteration of Articles of Association of the Company, 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 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with relevant circulars issued by SEBI from time to time (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) to any of the foregoing and other applicable guidelines, directions or laws), the consent of the Members of the Company be and is hereby accorded for alteration of Articles of Association of the Company by addition of Article 65(ii)(a) after the existing Article 65(ii) as mentioned herein:

*'65(ii)(a) The Board of Directors shall appoint the person nominated by the debenture trustee(s) as a Director on the Board. Such appointment of a Director shall be subject to the provisions of Debenture Trust Deed, Companies Act, 2013, Reserve Bank of India ('RBI') Master Directions, SEBI Regulations and all other applicable provisions of law.'*

**RESOLVED FURTHER THAT** the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

7. To consider and approve payment of commission to Non-Executive Directors of the Company, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 and other applicable provisions of the Companies Act, 2013 (**"the Act"**), read with relevant rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and in compliance with the Appointment and Evaluation Policy of the Company, the Non-Executive Director(s) of the Company, collectively be paid, remuneration by way of commission, not exceeding one percent per annum of the net profits of the Company as computed in the manner laid down in Section 198 of the Act, for each relevant financial year, for a period of 5 (Five) years, commencing from April 01, 2023 up to March 31, 2028, in addition to the sitting fees for attending the meetings of the Board of Directors or Committees thereof.

**RESOLVED FURTHER THAT** in the event in any financial year, there are no profits or profits are inadequate, the Company may pay to the Directors of the Company [other than the Managing Director and the Whole-Time Director(s)], commission by way of remuneration in accordance with the limits specified in Schedule V to the Act, upto ₹ 1 crore in aggregate for such financial year.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee constituted or to be constituted by the Board) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to foregoing resolution."

**By Order of the Board of Directors  
For TruCap Finance Limited**

**Sd/-  
Sonal Sharma  
Company Secretary & Compliance Officer**

**August 11, 2023  
Mumbai**

**Regd. Office**  
3<sup>rd</sup> Floor, A Wing, D. J. House, Old Nagardas Road,  
Andheri (East), Mumbai – 400 069.  
Email: corpsec@trucapfinance.com  
Website: www.trucapfinance.com

**Notes:**

1. In accordance with the General Circulars No. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, General Circular No. 10/2022 dated December 28, 2022 and all other applicable circulars issued by the Ministry of Corporate Affairs (collectively referred to as **"MCA Circulars"**), the companies are permitted to hold the annual general meeting through Video Conferencing/Other Audio Visual Means (**"VC/OAVM"**), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 and applicable rules made thereunder (**"Act"**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"Listing Regulations"**) and the MCA Circulars, the Annual General Meeting (**"AGM"**) of the Company is being held through VC/OAVM. The venue of the AGM shall be deemed to be the Registered Office of the Company at 3<sup>rd</sup> Floor, A Wing, D. J. House, Old Nagardas Road, Andheri (East), Mumbai – 400 069.
2. Pursuant to the aforesaid MCA Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. Accordingly, the Proxy Form, Attendance Slip and Route Map are not annexed to this notice of the AGM (**"Notice"**). Further, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Notice will be sent electronically to all the Members of the Company who have registered their email addresses with the Company or Depository Participants (**"DPs"**) or with the Company's Registrar and Share Transfer Agent i.e., MCS Share Transfer Agent Limited (**"RTA"**) and the physical copies of the Notice will not be sent.
4. In accordance with the MCA Circulars and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 issued by SEBI on May 13, 2022 and January 05, 2023 respectively (hereinafter referred to as **"SEBI Circulars"**), the financial statements (including Board's Report, Auditors' Report and other documents forming part of this Annual Report) are being sent only through electronic mode to those shareholders whose email addresses are registered with the RTA or DPs, and whose names appear in the register of members as on Friday, September 01, 2023.
5. The explanatory statement pursuant to Section 102 of the Act, relating to the Special Businesses to be transacted as mentioned in the Notice, is annexed hereto.
6. To support the 'Green Initiative', Members who have not registered their email addresses so far, are requested to register their email addresses with their DPs in case the shares are held by them in dematerialized form and with RTA, in case the shares are held by them in physical form, for receiving all communication(s) including reports, notices, circulars, etc. from the Company electronically. Alternatively, Members holding shares in physical form are requested to send their email addresses and mobile numbers to the Company's email address i.e. corpsec@trucapfinance.com. The process for registration of email addresses for obtaining Annual Report and User ID/Password for e-voting is annexed to this Notice.
7. Members are requested to register or intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs with whom they are maintaining their demat accounts in case the shares are held by them in dematerialised form and to the RTA in case the shares are held by them in physical form.
8. Relevant documents referred to in the Notice and explanatory statement, registers and all other documents will be available for inspection in electronic mode. Members seeking to inspect such documents can send an email to corpsec@trucapfinance.com.
9. In case of joint holders attending the AGM only such joint holder who is higher in the order of names, will be entitled to vote.
10. Pursuant to Section 91 of the Act and Regulation 42 of the Listing Regulations, Register of Members and Share Transfer Books will remain close from Wednesday, September 20, 2023, to Tuesday, September 26, 2023 (both days inclusive) for the purpose of AGM and payment of final dividend to the Members of the Company. Dividend for the financial year 2022-23 has been recommended by the Board of Directors to the Members of the Company for their approval. If approved by the Members of the Company, payment will be paid within 30 days from the date of the AGM. For the Members who are unable to receive dividend directly in their bank accounts, the Company shall dispatch dividend warrants to them.  
  
The Finance Act, 2020 has abolished the Dividend Distribution Tax (DDT) and has introduced the system of dividend taxation in the hands of the Members with effect from April 01, 2020. Accordingly, the Company would be required to deduct Tax at Source ('TDS') in respect of payment of dividend, if declared, to its Members (resident as well as non-resident).
11. Members are hereby informed that there is no unpaid dividend of earlier years which is due to be transferred to the Investor Education and Protection Fund (IEPF) under the provisions of Sections 124 and 125 of the Act.
12. As per Regulation 36(3) of the Listing Regulations and Secretarial Standards (SS)-2 issued by the Institute of Company Secretaries of India, details in respect of a director seeking re-appointment at the AGM are annexed as **Annexure-I** to this Notice.

13. After the AGM, the recorded transcript of the AGM shall also be uploaded on the website of the Company i.e., [www.trucapfinance.com](http://www.trucapfinance.com).
14. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM of the Company.
15. Regulation 40 of the Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in dematerialised mode. Further, SEBI vide its circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in dematerialised mode while processing investor service requests pertaining to issuance of duplicate securities certificate, endorsement, exchange/sub-division/splitting/consolidation of securities certificates etc. In view of this, Members holding shares in physical form are requested to submit duly filled Form ISR-4 for the above-mentioned service requests. Further, to eliminate all risks associated with physical shares, the Members holding equity shares in physical form are requested to consider converting their holdings to dematerialised mode.
16. SEBI had vide circular dated March 16, 2023 introduced Common and Simplified Norms for furnishing PAN, KYC details and Nomination by the Shareholders, in supersession of circulars dated November 03, 2021 and December 14, 2021, according to which, all shareholders holding shares in physical form are mandatorily required to furnish PAN (compulsorily linked with Aadhaar), contact details, bank account details and specimen signature to RTA in writing in Form ISR-1 along with the supporting documents to RTA or by email to [subodh.mcssta@gmail.com](mailto:subodh.mcssta@gmail.com) from their registered email addresses.  
  
Further, it is mandated that the RTA shall not process any service request or complaint of shareholders till PAN, KYC and nomination document/details are received. In case any one of aforesaid documents are not available on or after October 01, 2023, the folios shall be frozen by the RTA.
17. **Remote e-voting:** Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members through e-voting agency i.e., Central Depository Services (India) Limited ("**CDSL**").
18. Only those Members, whose names appear in Register of Members/List of beneficial owners as on Tuesday, September 19, 2023 ("**Cut-off Date**") shall be entitled to vote (through remote e-voting and during AGM) on the resolutions set forth in this Notice and their voting rights shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date. Any person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
19. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares as on the Cut-off Date, may obtain the login ID and password by sending a request through e-mail to RTA mentioning their demat account number/folio number, PAN, name and registered address.
20. The Board of Directors has appointed M/s. U. Hegde & Associates, Practicing Company Secretaries (ACS 22133 holding Certificate of Practice No. 11161 with the Institute of Company Secretaries of India) ("**Scrutinizer**"), to scrutinize the remote e-voting and voting during the AGM in a fair and transparent manner.
21. The Scrutinizer will make a consolidated Scrutinizer's report of the total votes cast in favour or against and invalid votes, if any, and submit the same to the Chairperson/Executive Director of the Company or in his absence, to any other Director or the Company Secretary or any other officer of the Company authorized by the Board of Directors of the Company, who shall countersign the same. Based on the Scrutinizer's report, the result will be declared by the Chairperson/Executive Director or in his absence, by the Company Secretary within 2 (Two) working days from the date of AGM at the registered office of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM, i.e., Tuesday, September 26, 2023.

#### **INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:**

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 MCA Circulars. The forthcoming AGM will thus be held through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC / OAVM.
2. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.



3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 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, Statutory Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
5. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for the AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with MCA Circulars, the Notice has been uploaded on the website of the Company, i.e., [www.trucapfinance.com](http://www.trucapfinance.com). The Notice can also be accessed from the website of the Stock Exchanges, i.e., BSE Limited ("**BSE**") at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ("**NSE**") on [www.nseindia.com](http://www.nseindia.com). The Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM), i.e., [www.evotingindia.com](http://www.evotingindia.com).

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:**

- (i) The voting period begins on Saturday, September 23, 2023, at 09.00 a.m. (IST) and ends on Monday, September 25, 2023, at 05.00 p.m. (IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e., Tuesday, September 19, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the AGM would not be entitled to vote at the AGM.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of the Listing Regulations, 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/National Securities Depository Limited ("**NSDL**") e-voting system in case of individual shareholders holding shares in dematerialized mode.**

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in dematerialized 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 aforesaid SEBI Circular, Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in dematerialized mode with CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in dematerialized mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all ESPs, so that the user can visit the ESPs' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from the e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile number &amp; Email id as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.</li> </ol>
Individual Shareholders holding securities in dematerialized mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 ESP name and you will be re-directed to ESP website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 ESP name and you will be redirected to ESP website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">  App Store  Google Play </div> <div style="text-align: center;">   </div>



Type of shareholders	Login Method
Individual Shareholders (holding securities in dematerialized mode) login through their <b>Depository Participants (DPs)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL/NSDL 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 CDSL/NSDL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or ESP name and you will be redirected to ESP 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 above-mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in dematerialized mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in dematerialized mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no. 1800 1020 990 and 1800 22 44 30.

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

- (v) Login method for e-voting and joining virtual meeting for physical shareholders and shareholders other than individual holding in dematerialized form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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 dematerialized form and had logged on to [www.evotingindia.com](http://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:

<b>For physical shareholders and other than individual shareholders holding shares in dematerialized form.</b>	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by the Company / RTA or contact the Company / RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>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.</li> </ul>

- (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 dematerialized 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 such 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 the Notice.
- (ix) Click on the EVSN for TruCap Finance Limited.
- (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 Board Resolution / Power of Attorney, if any uploaded, which will be made available to the 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](http://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](mailto: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 delinked in case of any wrong mapping.
  - It is mandatory that, a scanned copy of the Board Resolution / 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 mandatorily 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 i.e., [corpsec@trucapfinance.com](mailto:corpsec@trucapfinance.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

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

1. The procedure for attending the AGM & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC / OAVM to attend the AGM 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 AGM. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the AGM through laptops / tablets 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 AGM.

6. Please note that participants connecting from mobile devices or tablets or through laptop connecting through 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 technical glitches.
7. Shareholders who would like to express their views / ask questions during the AGM may register themselves as a speaker by sending their request in writing atleast 5 (Five) days prior to AGM, mentioning their name, demat account number / folio number, email id, mobile number at corpsec@trucapfinance.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in writing 5 (Five) days prior to AGM, mentioning their name, demat account number / folio number, email id, mobile number to the Company at corpsec@trucapfinance.com. These queries will be replied by the Company suitably by e-mail.
8. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.
9. Only those Members, who are present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any votes are cast by the Members through e-voting available during the AGM and if the same Members have not participated in the AGM through VC / OAVM facility, then the votes cast by such Members may be considered invalid as the facility of e-voting during the AGM is available only to the Members attending the AGM.

**PROCESS FOR THOSE MEMBERS WHOSE E-MAIL ID / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Members holding shares in physical mode - please provide necessary details like Folio No., name of member, mobile no., scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by e-mail to the Company at corpsec@trucapfinance.com and to the RTA at subodh.mcssta@gmail.com.
2. For Members holding shares in dematerialized mode - Please update the e-mail id & mobile no. with the respective Depository Participant (DP).
3. For individual shareholders holding shares in dematerialized mode – Please update the email id & mobile no. with the respective DP which is mandatory while e-voting & joining virtual meeting through Depository.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No. 4 and Item No. 5**

In accordance with Section 149(10) and (11) of the Companies Act, 2013 and applicable rules made thereunder, as amended ("**Act**"), an Independent Director can hold office for a term upto 5 (Five) years on the Board of the company, but shall be eligible for re-appointment for another term of 5 (Five) consecutive years by passing of a special resolution by the company and disclosure of such re-appointment in the Directors' Report.

Further, as per the provisions of Regulation 25(2A) of the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), re-appointment of an Independent Director of a listed company shall be subject to approval of Members of the company by way of a special resolution. Further, pursuant to provisions of Regulation 17(1C) of the Listing Regulations, such approval from the shareholders shall be obtained in the next annual general meeting or within a period of 3 months from the date of appointment, whichever is earlier.

The Members of the Company have at their 24<sup>th</sup> Annual General Meeting of the Company held on September 28, 2018, *inter alia*, approved the below matters:

- a. appointment of Mr. Nirmal Vinod Momaya (DIN: 01641934) as an Independent Director of the Company, for a tenure of 5 (Five) consecutive years commencing from August 10, 2018 till August 09, 2023 (both days inclusive); and
- b. appointment of Mr. Krishipal Raghuvanshi (DIN: 07529826) as an Independent Director of the Company, for a tenure of 5 (Five) consecutive years commencing from August 24, 2018 till August 23, 2023 (both days inclusive).

In this regard, since the 1<sup>st</sup> term and tenure of Mr. Nirmal Vinod Momaya (DIN: 01641934) and Mr. Krishipal Raghuvanshi (DIN: 07529826), Independent Director(s) of the Company expires on August 09, 2023 and August 23, 2023 respectively, the Board of Directors have on August 04, 2023, based on their skills, experience, knowledge and parameters as set out in the Appointment and Evaluation Policy and Fit and Proper Policy of the Company, and on recommendation of the Nomination and Remuneration Committee, pursuant to the provisions of the Act and Listing Regulations, subject to the approval of the Members at their ensuing AGM, approved the below:

- a. re-appointment of Mr. Nirmal Vinod Momaya (DIN: 01641934), as an Independent Director of the Company, for a second term of 5 (Five) consecutive years, with effect from August 10, 2023 till August 09, 2028 (both days inclusive); and
- b. re-appointment of Mr. Krishipal Raghuvanshi (DIN: 07529826), as an Independent Director of the Company, for a second term of 5 (Five) consecutive years, with effect from August 24, 2023 till August 23, 2028 (both days inclusive).

Further, the Company has received requisite consent/declarations for re-appointment of Mr. Momaya and Mr. Raghuvanshi as Independent Director(s) as required under the Act, Listing Regulations and as required under the provisions of the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, as amended, issued by the Reserve Bank of India ("**Master Direction**") and in the opinion of the Nomination and Remuneration Committee and the Board, Mr. Momaya and Mr. Raghuvanshi fulfils the criteria of Independence and are fit and proper to be re-appointed as Independent Director(s) of the Company as per provisions specified in the Act, Listing Regulations and the Master Directions.

Furthermore, pursuant to provisions of Section 160 of the Act, the Company has received a notice in writing from Member(s) signifying their intention to propose the candidature of Mr. Nirmal Vinod Momaya (DIN: 01641934) and Mr. Krishipal Raghuvanshi (DIN: 07529826) as Independent Director(s) of the Company.

A copy of the draft letter for the appointment as an Independent Director(s) setting out the terms and conditions would be available for inspection by the Members of the Company electronically or alternatively they can send an email to corpsec@trucapfinance.com on all working days (Monday to Friday) between 10.00 a.m. (IST) and 05.00 p.m. (IST).

Brief details of Mr. Nirmal Vinod Momaya (DIN: 01641934) and Mr. Krishipal Raghuvanshi (DIN: 07529826) along with the details as stipulated under the Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 on General Meetings ("**SS-2**"), are provided as an **Annexure-I** to the Notice.

The Board considers that the continued association of Mr. Momaya and Mr. Raghuvanshi would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Director(s) and accordingly, recommends the resolution(s) set forth in Item No. 4 and Item No. 5 by way of Special Resolution(s).

None of the Directors except Mr. Momaya and Mr. Raghuvanshi and their relatives, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution(s) set out in Item No. 4 and 5 of the Notice.

## **Item No. 6**

The Securities and Exchange Board of India ("**SEBI**") vide Notification No. SEBI/LAD-NRO/GN/2023/119 dated February 02, 2023 has *inter alia*, amended SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("**amended SEBI Regulations**") mandating a listed company issuing non-convertible debt securities to ensure that before September 30, 2023, through its Articles of Association, the Company enables the Board of Directors to appoint a person nominated by the debenture trustee(s) as a director on its Board of Directors, in case of any of the defaults specified under the amended SEBI Regulations.

The Company being a Non-Banking Financial Company ("**NBFC**") registered with the Reserve Bank of India (RBI), in ordinary course of its business, issues debt securities including secured non-convertible debentures, bonds, from time to time for the purpose of on-lending, working capital requirements, and other corporate general purposes as may be decided and agreed while raising funds through issuance of such securities. The Company, as on the date of the Notice does not have outstanding listed non-convertible debentures, however, it has outstanding secured, unlisted non-convertible debentures.

Although, the Company has a good track record of timely payment of interest on debt securities on due date, repayment of principal amount of debt securities on redemption date and providing adequate security cover with respect to the secured debt securities, however, for complying with the amended SEBI Regulations, it is proposed to the Members to approve alteration of Articles of Association of the Company by insertion of new Article 65(ii)(a) in the Articles of Association of the Company after the existing clause 65(ii):

*'65(ii)(a) The Board of Directors shall appoint the person nominated by the debenture trustee(s) as a Director on the Board. Such appointment of a Director shall be subject to the provisions of Debenture Trust Deed, Companies Act, 2013, Reserve Bank of India ('RBI') Master Directions, SEBI Regulations and all other applicable provisions of law.'*

Accordingly, the Board of Directors in its meeting held on August 11, 2023, approved alteration of Articles of Association of the Company, subject to the approval of Members of the Company, for ensuring compliance with the amended SEBI Regulations.

A copy of the draft Articles of Association with the proposed alteration would be available for inspection by the Members of the Company electronically or alternatively they can send an email to corpsec@trucapfinance.com on all working days (Monday to Friday) between 10.00 a.m. (IST) and 05.00 p.m. (IST).

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 6 of the Notice.

#### **Item No. 7**

At the 24<sup>th</sup> Annual General Meeting of the Company, held on September 28, 2018, the Members of the Company had, *inter alia*, approved the payment of remuneration by way of commission to the Non-Executive Directors of the Company, in addition to the sitting fees for attending the meetings of the Board of Directors or Committees thereof, a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder, as amended ("**Act**") for a period of 5 (Five) years commencing from April 01, 2018 up to March 31, 2023.

In view of Section(s) 197 and 198, and other relevant provisions of the Act, Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), and taking into account the roles and responsibilities of the Non-Executive Directors and the valuable contribution made by them in the turnaround of the Company, the Board of Directors (excluding the Non-Executive Directors), have in compliance with Appointment and Evaluation Policy of the Company, at its meeting held on August 11, 2023, subject to the approval of the Members of the Company, proposed that the remuneration by way of commission be continued to be paid, collectively to all the Non-Executive Directors of the Company, at a sum not exceeding one percent per annum of the Net Profits of the Company, as prescribed under Section 197 of the Act, and wherein the 'Net Profits' shall be computed in the manner laid down in Section 198 of the Act, for each relevant financial year, for a period of 5 (Five) years, commencing from April 01, 2023 up to March 31, 2028, subject to provisions of the Act, and the Listing Regulations. This remuneration shall be in addition to the sitting fees payable to the Non-Executive Directors for attending the meetings of the Board of Directors or Committees thereof or for any other purpose whatsoever, as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

In the event there are no profits or profits are inadequate in any financial year, the Company may pay to the Non-Executive Directors of the Company commission by way of remuneration in accordance with the limits specified in Schedule V to the Act, upto ₹ 1 crore in aggregate for such financial year.

Further, since the Nomination and Remuneration Committee comprises of all Non-Executive Directors and are interested in the matter, approval and recommendation from the Nomination and Remuneration Committee is not sought.

As required under the Act, and the Listing Regulations, approval of the Members is sought by way of a Special Resolution for payment of remuneration by way of commission to the Non-Executive Directors as set out in the resolution at Item No. 7 of the Notice. Disclosure required under Schedule V to the Act, is given in **Annexure-II** to the Notice.

Non-Executive Directors and their relatives may be deemed to be concerned or interested in this resolution to the extent of the remuneration that may be received by them. Save and except the above, none of the other Directors (including Managing Director & Chief Executive Officer), Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

**By Order of the Board of Directors  
For TruCap Finance Limited**

**Sd/-  
Sonal Sharma  
Company Secretary & Compliance Officer**

**August 11, 2023  
Mumbai**

**Regd. Office:**

3<sup>rd</sup> Floor, A Wing, D.J. House,  
Old Nagardas Road,  
Andheri (East), Mumbai – 400 069.  
Email.: corpsec@trucapfinance.com  
Website: www.trucapfinance.com

**Annexure - I****Information required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS)-2 with respect to Appointment/Re-Appointment of Directors:**

<b>Name of Director</b>	<b>Mr. Atwood Porter Collins</b>	<b>Mr. Krishipal Raghuvanshi</b>	<b>Mr. Nirmal Vinod Momaya</b>
<b>Category</b>	Non-Executive Non-Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
<b>Date of Birth and Age</b>	June 27, 1975 Age – 48 years	March 01, 1955 Age – 68 years	July 28, 1966 Age – 57 years
<b>Nationality</b>	American	Indian	Indian
<b>DIN</b>	09239511	07529826	01641934
<b>Date of first appointment on the Board</b>	July 31, 2021	August 24, 2018	August 10, 2018
<b>Expertise in specific functional areas</b>	Over 22 years' of investing experience in global financial services companies .	Experience over 35 years in leadership roles across Administration, Collection of Intelligence Investigations, Security Management (Valued Assets, General & VIP), Prevention & Detection of Crime, Vigilance, Anti-Corruption, Maintenance of Law and Order, Counter Terrorism measures and Anti Naxal Operations, etc.	Three decades of experience in finance, taxation, audit and management consultancy.
<b>Qualifications</b>	Graduate in Economics	A 1980 Batch IPS Officer, Bachelor of Science and Master of Philosophy from Meerut University.	Chartered Accountant
<b>Last drawn remuneration (including sitting fees and commission)</b>	₹ 3,80,250/-	₹ 11,30,250/-	₹ 6,80,250/-
<b>Terms and Conditions for re-appointment</b>	Non-Executive Non-Independent Director, liable to retire by rotation.	Non-Executive Independent Director of the Company for a second term of 5 (Five) consecutive years with effect from August 10, 2023 till August 09, 2028 (both days inclusive), not liable to retire by rotation.	Non-Executive Independent Director of the Company for a second term of 5 (Five) consecutive years with effect from August 24, 2023 till August 23, 2028 (both days inclusive), not liable to retire by rotation.
<b>Remuneration proposed to be paid</b>	The Director(s) upon re-appointment will be eligible for payment of sitting fees and commission as payable to other non-executive directors of the Company, subject to approval of the Members of the Company at the ensuing AGM.		



<b>Name of Director</b>	<b>Mr. Atwood Porter Collins</b>	<b>Mr. Krishipal Raghuvanshi</b>	<b>Mr. Nirmal Vinod Momaya</b>
<b>Directorship held in other companies</b>	NIL	LDMA Private Limited	<ul style="list-style-type: none"> <li>• Camlin Fine Sciences Limited</li> <li>• Netopia E-Sports Private Limited</li> <li>• Smokin' Joe's Pizza Private Limited</li> <li>• MJ Medical Devices Private Limited</li> <li>• Fine Lifestyle Solutions Limited</li> <li>• Fine Renewable Energy Limited</li> <li>• Abana Medisys Private Limited</li> <li>• Ashar Locker (India) Private Limited</li> <li>• Shatrunjaya Traders Private Limited</li> <li>• Momaya Investments Private Limited</li> <li>• Twilit Corporation Private Limited</li> </ul>
<b>Membership/Chairmanship of Committees of other public companies as on August 11, 2023 (only Statutory Committees as required to be constituted under the Act are considered)</b>	NIL	NIL	Camlin Fine Sciences Limited: 1. Stakeholders Relationship Committee, Member. 2. Corporate Social Responsibility Committee, Member.
<b>Shareholdings (%) of Non-Executive Director in the Company including shareholding as a beneficial owner</b>	NIL	NIL	NIL
<b>Relationship with other Directors/Manager/Key Managerial Personnel</b>	None	None	None
<b>The number of Meetings of the Board attended during F.Y. 2022-23</b>	3	6	3

Name of Director	Mr. Atwood Porter Collins	Mr. Krishipal Raghuvanshi	Mr. Nirmal Vinod Momaya
<b>Brief Profile</b>	<p>Mr. Atwood Porter Collins has over 22 years' experience investing in global financial services companies with over 15 years of investing experience in India. He was co-founder and Portfolio Manager of Seawolf Capital LLC, an equity hedge fund investing in global financial services companies based in New York City from 2011-2018.</p> <p>Prior to co-founding Seawolf Capital, Mr. Collins was a Partner of the FrontPoint Financial Services Fund where he was featured in the Michael Lewis book and the movie 'The Big Short' for accurately predicting the Global Financial Crisis of 2008. Winning substantial critical acclaim for foreseeing excess leverage in the US financial system well before 2008, Mr. Collins and his team made several presentations to US Government offices on resurrecting the economy post the crisis.</p> <p>Prior to joining FrontPoint in 2004, Mr. Collins was a Financial Services Analyst and a Retail/Consumer Analyst at Chilton Investment Co., Inc and also served as a Portfolio Analyst at Goldman Sachs &amp; Co. Commodities Corporation.</p> <p>Mr. Collins is on the Board of the Emily Hall Tremain Foundation, the Investment Committee of Salisbury School, the Board of Directors of the National Rowing Foundation and the Board of Stewards of Power Ten New York, Inc., and is a Steward of the Brown Rowing Association.</p>	<p>Mr. Krishipal Raghuvanshi is an IPS officer (1980 batch) and has held a wide array of important and sensitive postings in the state of Maharashtra.</p> <p>He has varied experience over 35 years in leadership roles across Administration, Collection of Intelligence Investigations, Security Management (Valued Assets, General &amp; VIP), Prevention &amp; Detection of Crime, Vigilance, Anti-Corruption, Maintenance of Law and Order, Counter Terrorism measures and Anti Naxal Operations etc. He has previously served as Additional Director General of Police (Law &amp; Order), Maharashtra. He currently acts as a Strategic Security Advisor to the Reserve Bank of India and is also acting as Security Adviser to Rajasthan Royals on ethics and is on the governing council of Rajasthan Royals of Indian Premier League.</p>	<p>Mr. Nirmal Vinod Momaya has three decades of experience in the fields of finance, taxation, audit, and management consultancy. He holds bachelor's degree in commerce and is a Chartered Accountant.</p> <p>He is a founder of "Pagoda Advisors Pvt. Ltd." and has been involved in several consulting assignments for various businesses like quick-service restaurants, FMCG, Pharmaceuticals, Weight Loss &amp; Health Centres, Chemicals, Engineering, Infrastructure, Biomedical Waste treatment, Real Estate, Agriculture and Luxury Retail.</p>
<b>Resignation during the last 3 years from listed companies</b>	NIL	NIL	NIL

Further, none of the directors proposed to be appointed are disqualified from being appointed as a director in terms of Section 164 of the Act.

**Annexure - II****STATEMENT OF DISCLOSURE PURSUANT TO SCHEDULE V TO THE COMPANIES ACT, 2013 IN RELATION TO ITEM NO. 7 OF THE NOTICE****I. General Information:****1. Nature of Industry**

The Company is registered as Non-Banking Financial Company (NBFC) and engaged in the lending business. Major products of the Company comprise of Loan against the collateral of Gold and Business loans, etc.

**2. Date or expected date of commencement of commercial production – Not Applicable.****3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus- Not Applicable.****4. Financial performance of the Company.****Standalone Financial Performance****(₹ in lakhs)**

Particulars	Financial Year		
	2022-2023	2021-2022	2020-2021
Gross Turnover	12,395.87	7,005.65	2,441.98
Profit/(Loss) before Tax	723.33	1,067.69	173.51
Profit/(Loss) after Tax	554.35	737.21	68.45
Dividend	11.62	8.88	7.65

**Consolidated Financial Performance****(₹ in lakhs)**

Particulars	Financial Year		
	2022-2023	2021-2022	2020-2021
Gross Turnover	12,380.47	7,598.20	3,006.41
Profit/(Loss) before Tax	246.55	718.84	278.22
Profit/(Loss) after Tax	63.14	398.48	130.10
Dividend	11.62	8.88	7.65

**5. Foreign investments or collaborations.**

As on March 31, 2023, the total Foreign Shareholding is 98,41,023 equity shares constituting 8.47% of the paid-up share capital which includes Foreign Direct Investments holding 70,52,500 equity shares, Foreign Portfolio Investor holding of 27,60,731 equity shares and NRI (on re-patriation basis) holding of 27,792 equity shares.

## II. Information about the Directors:

S I. No.	Particulars	Mr. Rakesh Sethi	Mr. Krishipal Raghuvanshi	Mr. Nirmal Vinod Momaya	Ms. Abha Kapoor
1.	Background details	Mr. Sethi is a Gold Medalist in Master of Commerce from the Osmania University, Hyderabad. He has been a career banker and has held several top positions during his 38 years of experience in banking industry.	Mr. Raghuvanshi is an IPS officer (1980 batch) and has held a wide array of important and sensitive postings in the state of Maharashtra.	Mr. Momaya possesses over 27 years of professional experience in finance, taxation, audit and management consultancy. He holds a bachelor's degree in Commerce and is a Chartered Accountant.	Ms. Kapoor contributes actively to building companies and enhancing their governance. She holds Independent Directorships on multiple Boards.
2	Past Remuneration*	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
		FY 2020-21 10.16	FY 2020-21 11.41	FY 2020-21 10.91	FY 2020-21 NA
		FY 2021-22 10.05	FY 2021-22 09.05	FY 2021-22 11.55	FY 2021-22 NA
		FY 2022-23 10.80	FY 2022-23 11.30	FY 2022-23 06.80	FY 2022-23 09.80
3.	Recognition or awards	He is a veteran banker and has worked in various segments in banking industry. He was an Executive Director with Punjab National Bank from January 01, 2011 to March 11, 2014 (appointed by the Government of India), Chairman and Managing Director of Allahabad Bank from March 12, 2014 to April 30, 2017.	He has experience of over 35 years in leadership roles across Administration, Collection of Intelligence Investigations, Security Management (Valued Assets, General & VIP), Prevention & Detection of Crime, Vigilance, Anti-Corruption, Maintenance of Law and Order, etc.	He has professional experience of over 27 years in finance, taxation, audit and management consultancy.	She has established, as a Founding Partner, K&J Search, a specialist Media and Entertainment talent firm. K&J established itself as a leader, partnering with the Media Sectors growth from its early days, onboarding talent across global and Indian satellite brands, music labels, etc.
4.	Job profile and his/her suitability	He has over 30 years of experience in various segments in banking industry including but not limited to Corporate Banking, Foreign Exchange, Credit, Risk Management, Deposit Planning, Corporate Communications, Government Business etc.	He has experience of over 35 years in leadership roles across Administration, Collection of Intelligence Investigations etc.	He has professional experience of over 27 years in finance, taxation, audit and management consultancy.	She has established, as a Founding Partner, K&J Search, a specialist Media and Entertainment talent firm.
5.	Remuneration Proposed	Commission to all non-executive directors, not exceeding in aggregate 1% per annum of the net profits of the Company and/or as per Schedule V of the Companies Act, 2013 and rules made thereunder.			
6.	Comparative remuneration profile with respect to industry	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility and the current performance of the Company, the proposed remuneration is in line with the current remuneration structure of the industry.			
7.	Pecuniary relationship directly or indirectly with the company	No pecuniary relationship with the Company or the Managerial Personnel.			

\* Except for sitting fees for attending the meeting of Board and Committee thereof and commission paid as per Sections 197 and 198 of the Companies Act, 2013 and rules made thereunder, no other remuneration is paid to the aforesaid non-executive directors.

Sl. No.	Particulars	Ms. Geetu Gidwani Verma	Mr. Rajiv Kapoor	Mrs. Rushina Mehta	Mr. Atwood Porter Collins
1.	Background details	Ms. Verma is a global business leader & innovator driven by the urgency to build businesses with purpose that have a lasting impact on the health of the world. A seasoned leader, she has over 30 years' experience in the FMCG sector with Procter & Gamble, Pernod Ricard, Pepsico and Unilever.	Mr. Kapoor holds a Post Graduate Diploma in Management from the Indian Institute of Management, Calcutta and a Bachelor of Technology in Chemical Engineering from the Indian Institute of Technology, New Delhi.	Mrs. Mehta graduated from University of Mumbai with specialization in financial accounting and auditing. She further completed her MA Inclusion (Special Educational Needs) from University of Birmingham.	Mr. Collins has over 22 years' experience investing in global financial services companies with over 15 years of investing experience in India. He was co-founder and Portfolio Manager of Seawolf Capital LLC, an equity hedge fund investing in global financial services companies based in New York City from 2011-2018. Prior to co-founding Seawolf Capital, Mr. Collins was a Partner of the FrontPoint Financial Services Fund where he was featured in the Michael Lewis book and the movie 'The Big Short' for accurately predicting the Global Financial Crisis of 2008.
2	Past Remuneration*	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
		FY 2020-21 NA	FY 2020-21 10.16	FY 2020-21 NA	FY 2020-21 NA
		FY 2021-22 NA	FY 2021-22 11.05	FY 2021-22 NA	FY 2021-22 05.30
		FY 2022-23 04.30	FY 2022-23 10.80	FY 2022-23 04.80	FY 2022-23 03.80
3.	Recognition or awards	She is a seasoned leader and has over 30 years' experience in the FMCG sector with Procter & Gamble, Pernod Ricard, Pepsico and Unilever.	He has over 38 years of international corporate experience in senior positions in Marketing, Sales, Product Management, General Management and Corporate Advisory.	She graduated from University of Mumbai with specialization in financial accounting and auditing.	He has over 22 years' experience investing in global financial services companies with over 15 years of investing experience in India.
4.	Job profile and his/her suitability	She has over 30 years' experience in the FMCG sector.	He has over 38 years of international corporate experience in senior positions in Marketing, Sales etc.	Specialization in financial accounting and auditing.	He has over 22 years' experience investing in global financial services companies
5.	Remuneration Proposed	Commission to all non-executive directors, not exceeding in aggregate 1% per annum of the net profits of the Company and/or as per Schedule V of the Companies Act, 2013 and rules made thereunder.			
6.	Comparative remuneration profile with respect to industry	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility and the current performance of the Company, the proposed remuneration is in line with the current remuneration structure of the industry.			
7.	Pecuniary relationship directly or indirectly with the company	No pecuniary relationship with the Company or the Managerial Personnel.	As on date, Mr. Rajiv Kapoor holds 91,976 equity shares of the Company. No other pecuniary relationship with the Company or the Managerial Personnel.	Mrs. Rushina Mehta is a significant beneficial owner in the Company and also belongs to promoters' family.	No pecuniary relationship with the Company or the Managerial Personnel.

\* Except for sitting fees for attending the meeting of Board and Committee thereof and commission paid as per Sections 197 and 198 of the Companies Act, 2013 and rules made thereunder, no other remuneration is paid to the aforesaid non-executive directors.

### **III. Other information:**

Reasons of loss or inadequate profits, steps taken or proposed to be taken for improvement, Expected increase in productivity and profits in measurable terms:

The Company intends to pay commission upto 1% of net profits only. However minimum remuneration in the event of inadequate profits is being proposed as an abundant caution.

### **IV. Other Disclosures:**

The necessary disclosures required under Part IV of Section II of Part II of Schedule V to the Companies Act, 2013 are disclosed in the Corporate Governance report to the extent applicable.





#TruEntrepreneurs





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### Forward Looking Statements

This Annual Report contains statements about expected future events and financial and operating results of TruCap Finance Limited (formerly Dhanvarsha Finvest Limited), which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Do not place undue reliance on forward looking statements as a number of factors could cause assumptions and actual future results or events to differ materially from those expressed in these forward-looking statements.



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

Mr. Rakesh Sethi  
 Mr. Nirmal Vinod Momaya  
 Ms. Geetu Gidwani Verma  
 Mr. Krishipal Raghuvanshi  
 Ms. Abha Kapoor  
 Mr. Rajiv Kapoor  
 Mr. Atwood Porter Collins  
 Mrs. Rushina Mehta  
 Mr. Rohanjeet Singh Juneja

Independent Director-Chairperson  
 Independent Director  
 Independent Director  
 Independent Director  
 Independent Director  
 Non-Executive Non-Independent Director  
 Non-Executive Non-Independent Director  
 Non-Executive Non-Independent Director  
 Managing Director & CEO

## SENIOR MANAGEMENT

Mr. Sanjay Kukreja  
 Mr. Mahendra Kumar Servaiya  
 Mr. Lalit Chendvankar  
 Ms. Sonal Sharma  
 Mr. Gaurav Bhargava  
 Mr. Vishal Miglani  
 Mr. Syamantak Mayekar

Chief Financial Officer  
 Chief Credit Officer  
 Chief Compliance Officer & Legal Head  
 Company Secretary & Compliance Officer  
 Business Head – Gold Loans  
 Senior Vice President – Collaborations & Strategy  
 Head – Collections, Operations and Customer Service

## Registered Office Address

3<sup>rd</sup> Floor, A Wing, D. J. House, Old Nagardas Road,  
 Andheri (East), Mumbai - 400 069

## Debenture Trustee

### Catalyst Trusteeship Limited

GDA House, 1<sup>st</sup> Floor, Plot No. 85, S. No. 94 & 95, Bhusari  
 Colony (Right), Kothrud, Pune - 411 038

## Statutory Auditors

### M/s. Bansal Bansal & Co.

Chartered Accountants  
 120, Building No. 6,  
 Mittal Industrial Estate, Andheri Kurla Road,  
 Andheri (East), Mumbai - 400 059

## Internal Auditors

### Grant Thornton Bharat LLP

L-41, Connaught Circus, Outer Circle,  
 New Delhi - 110 001

## Registrar & Share Transfer Agent

### MCS Share Transfer Agent Limited

3B3, 3<sup>rd</sup> Floor, B-Wing,  
 Gudecha Onclave Premises CHS. Ltd.,  
 Kherani Road, Saki Naka,  
 Andheri (East), Mumbai - 400 072

## Secretarial Auditor

### M/s. U. Hegde & Associates

Company Secretaries  
 B-401, Janki Niwas, Shree Rambalakdas Nagri CHS.,  
 Tapovan, Malad (East), Mumbai - 400 097

# LENDERS





# BOARD OF DIRECTORS



## Mr. Rakesh Sethi

### Independent Director-Chairperson

Mr. Sethi is a Gold Medalist in Master of Commerce from the Osmania University, Hyderabad. He has been a career banker and has held several top positions during his 38 years of experience in banking industry. Some of his accomplishments include being the Executive Director with Punjab National Bank from January 01, 2011 to March 11, 2014 (appointed by the Government of India), Chairman and Managing Director of Allahabad Bank from March 12, 2014 to April 30, 2017 and in various capacities in Andhra Bank. He is a veteran banker and has worked in various segments in banking industry including but not limited to Corporate Banking, Foreign Exchange, Credit, Risk Management, Deposit Planning, Corporate Communications, Government Business etc.



## Mr. Nirmal Vinod Momaya

### Independent Director

Mr. Momaya possess over 27 years of professional experience in finance, taxation, audit and management consultancy. He holds a bachelor's degree in commerce and is a Chartered Accountant.



## Ms. Geetu Gidwani Verma

### Independent Director

Ms. Geetu Gidwani Verma is a global business leader & innovator driven by the urgency to build businesses with purpose that have a lasting impact on the health of the world. A seasoned leader, she has over 30 years' of experience in the FMCG sector with Procter & Gamble, Pernod Ricard, Pepsico and Unilever. After her last 10 years in Unilever, she is now a global management consultant, focused on helping businesses with innovation, strategy & new business models to create sustainable growth. She partners Oxfordsm, a BCorp and a global strategic and marketing consultancy headquartered in UK. She has been recognized as among the most powerful women in Indian business by Business Today and ranked among the top 10 most influential marketers, several years in a row. She is an immensely respected FMCG industry voice, an ardent advocate on authentic leadership and a strong proponent of an inclusive culture that helps diversity thrive. She actively supports causes related to underprivileged children's health care and education.



## Mr. Krishipal Raghuvanshi

### Independent Director

Mr. Raghuvanshi is an IPS officer (1980 batch) and has held a wide array of important and sensitive postings in the state of Maharashtra. He has varied experience over 35 years in leadership roles across Administration, Collection of Intelligence Investigations, Security Management (Valued Assets, General & VIP), Prevention & Detection of Crime, Vigilance, Anti-Corruption, Maintenance of Law and Order, Counter Terrorism measures and Anti Naxal Operations etc. He has previously served as Additional Director General of Police (Law & Order), Maharashtra. He currently acts as a Strategic Security Advisor to the Reserve Bank of India and is also acting as an adviser to Rajasthan Royals on ethics and is on the governing council of Rajasthan Royals of Indian Premier League.



## Ms. Abha Kapoor

### Independent Director

Ms. Abha Kapoor contributes actively to building companies and enhancing their governance. Today, as an Independent Director on multiple Boards, she adds perspectives to business building and brings “responsible” capitalism to the Boardroom. Her contributions have seen traction in strengthening both business and governance. Earlier, Ms. Kapoor established, as a Founding Partner, K&J Search, a specialist Media and Entertainment talent firm. K&J established itself as a leader, partnering with the Media Sectors growth from its early days, onboarding talent across global and Indian satellite brands, music labels, production houses, film studios, radio, digital/mobile companies, and multinational advertising agencies. The firm also took on numerous CXO-level mandates across the FMCG and Telecom sectors, garnering an impressive client list. It has been extremely gratifying for her to be at the forefront of the Media and Entertainment space and significantly contribute to the rapid expansion of India’s M&E sector in the last few decades. Her “eye for talent” drove the aggressive growth trajectory of many new startups in the Sector, and Founders relied on her for building their teams and establishing their brands. An avid reader and a practicing Buddhist, she interestingly pursues the study of “personal growth” and the evolution of a “responsible” self.



## Mr. Rajiv Kapoor

### Non-Executive Non-Independent Director

Mr. Kapoor holds a Post Graduate Diploma in Management from the Indian Institute of Management Calcutta, and a Bachelor of Technology in Chemical Engineering from the Indian Institute of Technology, New Delhi. He has over 38 years of international corporate experience in senior positions in Marketing, Sales, Product Management, General Management and Corporate Advisory. His last corporate role was as Senior Vice President, Marketing and Cross Border for Asia Pacific at Visa Inc. Prior to that he worked at Proctor & Gamble, Nestle, PepsiCo, across multiple geographies including India, Switzerland, Australia, Singapore, United Kingdom, with oversight for international markets in Asia Pacific, Middle East, Eastern Europe, Russia and Africa. He is currently an Advisor and Board Member in fintech, healthtech and market research & data analytics companies.



## Mr. Atwood Porter Collins

### Non-Executive Non-Independent Director

Mr. Collins has over 22 years' experience investing in global financial services companies with over 15 years of investing experience in India. He was a Co-founder and Portfolio Manager of Seawolf Capital LLC, an equity hedge fund investing in global financial services companies based in New York City from 2011-2018. Prior to co-founding Seawolf Capital, he was a Partner of the FrontPoint Financial Services Fund where he was featured in the Michael Lewis book and the movie 'The Big Short' for accurately predicting the Global Financial Crisis of 2008. Winning substantial critical acclaim for foreseeing excess leverage in the US financial system well before 2008, Mr. Collins and his team made several presentations to US Government offices on resurrecting the economy post the crisis. Prior to joining FrontPoint in 2004, he was a Financial Services Analyst and a Retail/Consumer Analyst at Chilton Investment Co., Inc and also served as a Portfolio Analyst at Goldman Sachs & Co. Commodities Corporation. He is on the Board of the Emily Hall Tremain Foundation, the Investment Committee of Salisbury School, the Board of Directors of the National Rowing Foundation and the Board of Stewards of Power Ten New York, Inc., and is a Steward of the Brown Rowing Association.



## **Mrs. Rushina Mehta**

### **Non-Executive Non-Independent Director**

Mrs. Rushina Mehta graduated from the University of Mumbai with specialization in financial accounting and auditing. She further completed her MA Inclusion (Special Educational Needs) from University of Birmingham. She is an entrepreneur and a Director in NRAM Regent Private Limited.



## **Mr. Rohanjeet Singh Juneja**

### **Managing Director & CEO**

Mr. Juneja is an investment banker and hedge fund manager with over 19 years of experience in research, strategy, portfolio management, financial analysis, mergers and acquisitions etc. He started his career as Equity Research Associate with Keefe Bruyette & Woods and was elevated to the position of Assistant Vice President. He worked with FrontPoint Partners LP, as Financial Analyst and Vice President where he extensively worked on analysis, research and investment in financial services and real estate companies in India and USA. Post FrontPoint Partners, he was associated with Seawolf Capital LLC as Vice President, responsible for investing and managing a portfolio of listed equities within financial services companies in India and USA. He also worked on companies in similar sectors located in Australia, Brazil and Canada.

# SENIOR MANAGEMENT



**Mr. Sanjay Kukreja**

**Chief Financial Officer**

Mr. Kukreja has 29 years of experience in Financial Planning and Control, Profit Center Operations, Taxation & Budgeting etc. He has previously worked as Joint CEO in Masscorp Ltd. and KPL exports Pvt. Ltd and has also been previously associated with Rotex Wheels Pvt. Ltd and Welspun Group of Companies. Prior to joining TruCap, he was a part of Wilson Holdings Pvt. Ltd as Chief Financial Officer. He is a fellow member of the Indian Institute of Chartered Accountants of India.



**Mr. Mahendra Kumar Servaiya**

**Chief Credit Officer**

Mr. Servaiya is one of the most experienced member with over three decades of banking experience. He last served as an AGM in the Credit team of Union Bank. At TruCap, he is designated as a Principal Officer under PMLA guidelines and heads the credit function.



**Mr. Lalit Chendvankar**

**Chief Compliance Officer & Legal Head**

Mr. Chendvankar is a qualified Company Secretary and LL.B. with nearly 18 years of experience in steering Secretarial, Compliance and Legal functions. He was previously associated as Head-Corporate Affairs, Company Secretary and Legal with MIRC Electronics Limited, a well-known name in the Consumer Durables industry. He has robust experience in handling Mergers & Acquisitions, IPOs, Corporate Restructuring, Corporate Advisory Services, Private Equity investments and Foreign Investments.



## **Ms. Sonal Sharma**

### **Company Secretary & Compliance Officer**

Ms. Sharma is a qualified Company Secretary with an overall experience of 14 years in secretarial and compliances pertaining to Non-Banking Financial Companies. She was earlier associated with India Factoring and Finance Solution Private Limited and Motilal Oswal Group where she worked in Corporate Secretarial and Compliance profile.



## **Mr. Gaurav Bhargava**

### **Business Head – Gold Loans**

Mr. Bhargava is a Post - Graduate in MBA Marketing from ICFAI Business School, Hyderabad. He has over 16 years of experience in retail assets industry. He has worked with various reputed finance companies and has rich experience in all retail assets products viz. Personal Loans, Business Loans, Loan Against Property, Home Loans and Gold Loans. He is skilled in Business Planning and Development, Retail Sales and Portfolio Analysis. He has been instrumental in setting up the Gold loan business at TruCap and is currently managing the Gold loan vertical.



## **Mr. Vishal Miglani**

### **Senior Vice President – Collaborations & Strategy**

Mr. Miglani has an extensive background in team building, project management, financial analysis and new product development right from building relationship to distribution to manufacturing. He has an overall experience of over 23 years in operations, sales & marketing in financial & automotive industry. He had a successful career in running self-owned businesses previously in the automotive industry. He has completed his graduation from University of Mumbai.



## **Mr. Syamantak Mayekar**

### **Head – Collections, Operations and Customer Service**

Mr. Mayekar has an experience of over 20 years in Operations, Assets, Liabilities, Internal Audit & Product Management in BFSI. He has completed his PGDBA in Marketing from Symbiosis, Pune. He has been associated with companies like SBFC Finance Ltd., Karvy Financial Services Limited, IIFL, Reliance Commercial Finance, HDFC Bank, etc.





## LETTER FROM CHAIRPERSON

Dear Shareholders,

Warm greetings from all of us at TruCap. I hope you and your loved ones are safe and in good health.

Unlike the last three financial years, FY 2022-23 started with little noise on COVID-19 and more on economic growth and India's rising economy. Through the COVID-19 pandemic, India demonstrated remarkable resilience validated by the fact that it grew by 9.2% during FY 2021-22, the fastest among major global economies. In addition to its impressive growth rate, India's economy continued to attract significant foreign investments and witnessed a surge in industrial production and consumer demand, further solidifying its position as a key player in the global economic landscape.

With India having delivered strong GDP growth despite the emergence of interest rate increasing globally, we have swiftly continued our sustainable & consistent performance as a "TRU" MSME lender geared towards the last mile small business owner. This past financial year saw a continued scale up in asset creation along with improving capital efficiency on the balance sheet driven by Lending as a Service (L-a-a-S) relationships with four banks and one large NBFC. During the year under review, our gross loans under management increased to ~ ₹ 581 crores, compared to ~ ₹ 306 crores in the previous year, recording an annual increase of ~ 90%.

Our total revenue during the year increased by 76.94% to reach ₹ 123.96 crores while our customer count increased from 33,427 to 64,824. We continued to build on our distribution strength by adding 41 branches to reach a total count of 78 branches spread across 8 states. In FY 2022-23, we expanded into Gujarat and Rajasthan while continuing to build our strength in Maharashtra, Madhya Pradesh, Goa and Delhi NCR. We believe a solid foundation has been laid by your Company to become a formidable MSME lender in the future. I want to thank each stakeholder for their continued support for all these years. We would not have reached where we are today if not for the undeterred grit and determination demonstrated by every single employee associated with the Company.

Yours Sincerely,

**Rakesh Sethi**

Chairperson



## LETTER FROM MANAGING DIRECTOR & CEO

Dear Shareholders,

We commenced FY 2022-23 on a strong note in terms of continuing to build on a robust MSME lending model led by our distribution franchise while ensuring we remain 'Tru' to serve small entrepreneurs in helping grow their business. Our efforts in actively building a branch network with an overlay of technology geared towards our Gold Finance business which started in FY 2021 gained substantial traction in FY 2022-23. We added 41 branches in FY 2022-23 across the states of Maharashtra, Goa, Gujarat and Rajasthan, having made our debut in the latter two states in the third and fourth quarter of the financial year. Our distribution footprint has expanded in a cluster-based approach in MSME centric belts which is spread across 50 cities and towns in semi urban and rural India. More than 75% of our branch presence is in tier 2 / tier 3 / tier 4 towns where there is great untapped potential to be encashed as these towns are surrounded by 30-40 villages. That's where we see the best opportunity to serve the underserved and under penetrated market which forms the core of our strategy.

Catalysed by an expanding distribution footprint, your Company saw the highest disbursement in the life of the organization at ₹ 1,006 crores as compared to ₹ 414 crores in the previous financial year while our active customer count went up to 64,824 borrowers from 33,427 borrowers in FY 2021-22. We are proud to say that over the last given financial years, your Company has cumulatively disbursed more than ₹ 1,600 crores in loans to over 1,55,000 borrowers. In that time frame, more than 86,000 customers have already paid back and closed loans worth ₹ 900 crores where we have seen two to three full repayment cycles across both the Gold and MSME Business loan products, implying healthy vintage and a proven track record. In the Gold loan vertical, your Company has disbursed more than ₹ 1,000 crores to over 86,000 borrowers. Similarly, in MSME Business loans we have disbursed more than ₹ 440 crores to over 52,500 borrowers over the last five years.

Robust disbursements of over ₹ 1,000 crores in FY 2022-23 were driven by adding material muscle to Lending as a Service (L-a-a-S) partnerships which expanded from 1 lender in FY 2021-22 to 5 lenders in FY 2022-23. These partners are highly reputed financial services institutions which include Central Bank of India, HDFC Bank, DCB Bank, Shivalik Small Finance Bank and Ugro Capital. The L-a-a-S book which was a mere ₹ 12 crores or 4% of AUM in FY 2022 increased to ₹ 161 crores or 28% of AUM in FY 2023. L-a-a-S will enable capital efficient growth and will ensure our capital takes us further in our focus to address the MSME borrowers. We are proud to share that your Company has further enhanced on building blocks and is well on its way to significantly scale newer heights in L-a-a-S.

Lastly, we endeavour to take your Company to be a 'Tru' leader in catering to the needs of MSME customers by making credit accessible through deployment of technology and capital to power the growth of MSMEs. Our goal remains to use technology to enable growth and reduce friction currently present in delivering credit to our customers. This will ensure that we increase our reach materially to lend, service and collect from our customers.

The FY 2023 was remarkable for the continued build out of our distribution prowess along with substantial tie ups with large and very reputable lenders in L-a-a-S. The 'Tru' team is proud of what your Company has delivered, and we remain committed to ensure that the Company scales new targets of achievements in FY 2024 and the years ahead.

Yours Sincerely,

**Rohanjeet Singh Juneja**  
Managing Director & CEO

# FINANCIAL HIGHLIGHTS

(₹ In lakhs)

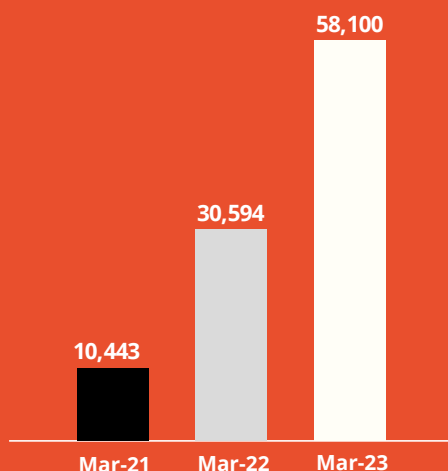
Particulars	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2022	As at March 31, 2021	As at March 31, 2021
	Audited	Audited	Audited	Audited	Audited	Audited
	Consolidated	Standalone	Consolidated	Standalone	Consolidated	Standalone
Net Worth	21,608.92	22,275.45	17,207.68	17,394.12	9,991.37	9,936.25
Cash And Cash Equivalents	8,774.84	8,759.48	7,879.58	7,782.81	4,752.90	4,673.14
Current Investments	4,861.00	8,051.10	2,589.37	5,089.47	1,103.25	1,818.67
Assets under Management	41,790.77	41,790.77	28,812.20	28,905.66	9,970.19	9,970.19
Interest Income	9,313.28	9,318.32	4,536.31	4,546.75	1,224.41	1,222.83
Interest Expense	5,079.24	5,078.85	2,435.97	2,435.24	423.13	423.13
Impairment on financial instruments (Including Bad debts)	(158.42)	(81.32)	207.34	130.23	43.67	43.67
-Bad Debts	181.72	181.72	118.08	118.08	7.34	7.34
-Bad Debts To Account Receivable Ratio	0.43	0.43	0.41	0.41	0.07	0.07
Total Debts to Total Assets Ratio	0.66	0.65	0.61	0.61	0.43	0.44
Profit After Tax (PAT)	63.14	554.35	398.48	737.21	130.10	68.45
Gross NPA (%)*	3.11	3.11	3.02	3.02	2.97	2.97
Net NPA (%)*	2.74	2.74	2.02	2.02	1.47	1.47
Tier 1 Capital Adequacy Ratio (%)	34.38	34.40	28.34	28.34	65.48	65.72

\*NPA for Financial Year Ended March 2022 and March 2023 have been considered as per 90+day NPA recognition norms.

# KEY HIGHLIGHTS

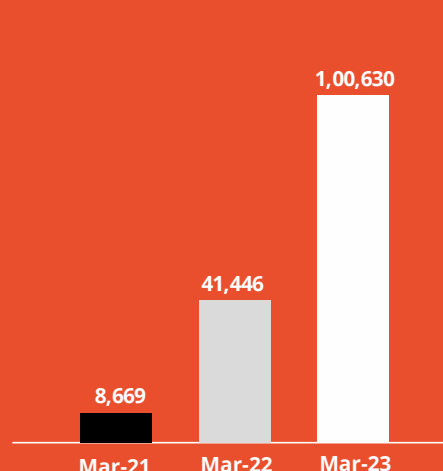
## Asset Under Management\* (AUM) (In Lakhs)

FY 23 | ₹ 58,100 Lakhs | CAGR 136%

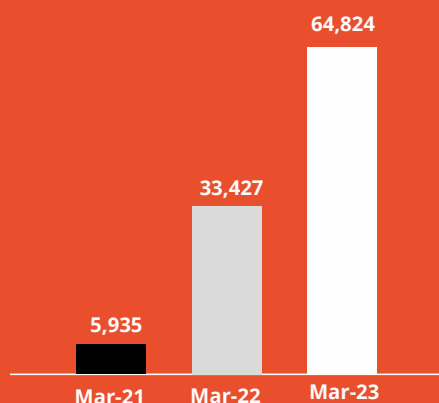


## Disbursement\* (In Lakhs)

FY 23 | ₹ 1,00,630 Lakhs | CAGR 241%

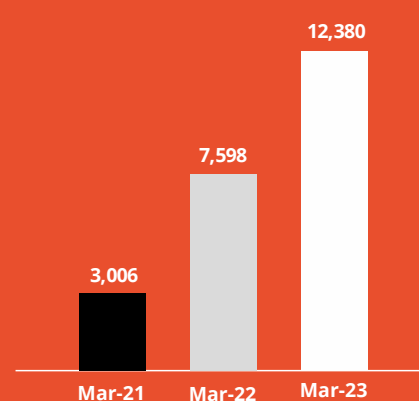


## Customer Count\* (In Nos.)



## Total Revenue\*\* (In Lakhs)

FY23 | ₹ 12,380 Lakhs | CAGR 103%

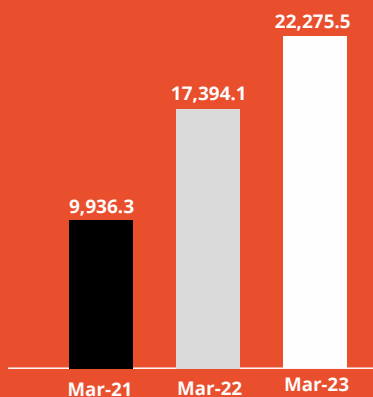
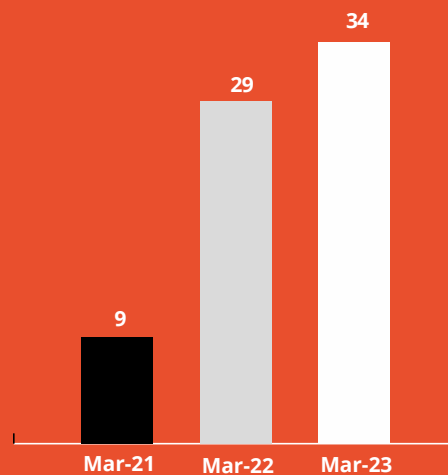


\*Assets under Management, Disbursement and Customer Count includes On-Balance Sheet as well as Off-Balance Sheet portfolio.

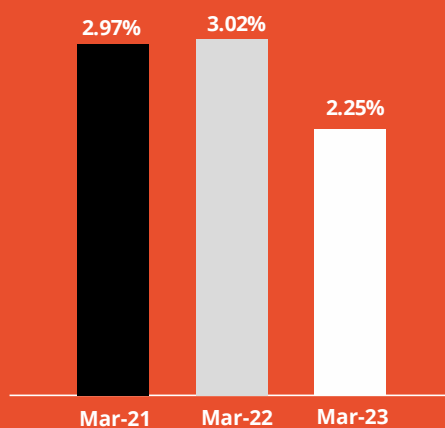
\*\* On Consolidated basis.

**Net-Worth\*\*\* (In Lakhs)**

FY 23 | ₹ 21,609 Lakhs | CAGR 47%

**Number of Lenders (In Nos.)****Gross NPAs\*\*\*\* (In %)**

FY 23 | 2.25%



\*\*\*On Standalone basis.

\*\*\*\*NPA for Financial Year Ended March 2022 and March 2023 have been considered as per 90+day NPA recognition norms.

# tru TEAM & CELEBRATIONS





# CSR INITIATIVES WITH KHELSHALA



## Directors' Report

Dear Members,

### TruCap Finance Limited

(formerly Dhanvarsha Finvest Limited)  
Mumbai

Your directors are pleased to present the 29<sup>th</sup> Annual Report along with the Audited Standalone and Consolidated Financial Statements of TruCap Finance Limited ("**Company**") for the financial year ended March 31, 2023 ("**Report**").

The equity shares of your Company are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"). The Company is registered with the Reserve Bank of India ("**RBI**") as a Non-Deposit accepting Non-Banking Financial Company ("**NBFC**") and is classified as a Systematically Important Non-Banking Financial Company. Further, as per Scale Based Regulation, issued by RBI on October 22, 2021, since the asset size of the Company as on March 31, 2023, is below ₹ 1,000 crore, the Company falls under base layer.

Pursuant to the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) ("**Act**") and the Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), Master Direction-Non-Banking Financial Company-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016, issued by RBI on September 01, 2016, as amended ("**Master Direction**"), and other applicable circular(s)/notification(s) issued by RBI, this Report covers the financial statements and other developments in respect of the Company, during the financial year ended March 31, 2023 and upto the date of the Board Meeting held on August 11, 2023, to approve this Report.

## Dissemination of Annual Report in Electronic Mode

Pursuant to various circulars issued by the Ministry of Corporate Affairs ("**MCA**") i.e., General Circular Nos. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, General Circular No. 20/2020 dated May 05, 2020 and General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as "**MCA Circulars**") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 issued by SEBI on May 13, 2022 and January 05, 2023 respectively (collectively referred to as "**SEBI Circulars**"), relaxation has been granted to the companies for sending physical copies of annual report to the shareholders.

Accordingly, in compliance with the aforesaid circulars, electronic copies of the notice of the 29<sup>th</sup> Annual General Meeting ("**AGM**") and Annual Report for financial year ended March 31, 2023, will be sent to all the Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent i.e., M/s. MCS Share Transfer Agent Limited ("**RTA**") and/or Depository Participants ("**DPs**").

Further, the Annual Report for the financial year ended March 31, 2023 will also be available on the website of the Company at [www.trucapfinance.com](http://www.trucapfinance.com) and website of BSE and NSE i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

## Financial Highlights

A summary of the financial performance of the Company, on standalone and consolidated basis, for the financial year 2022-23 as compared to the previous financial year 2021-22 is given below:

Particulars	(₹ in lakhs)			
	Consolidated		Standalone	
	2022-23	2021-22	2022-23	2021-22
Gross Total Income	12,380.47	7,598.20	12,395.87	7,005.65
Profit before finance cost, depreciation, exceptional items	6,096.92	3,629.50	6,398.58	3,910.92
Finance Cost	5,079.24	2,435.97	5,078.85	2,435.24
Depreciation	771.12	474.69	596.40	408.00
Profit before exceptional items	246.55	718.84	723.33	1,067.69
Exceptional items	-	-	-	-
<b>Profit before tax</b>	<b>246.55</b>	<b>718.84</b>	<b>723.33</b>	<b>1,067.69</b>
Less: Taxation – Current tax	111.62	285.25	111.62	285.25
Less: Deferred Tax	71.79	35.11	57.36	45.23
Less: Short or excess provision for income tax	-	-	-	-
<b>Net profit for the year</b>	<b>63.14</b>	<b>398.48</b>	<b>554.35</b>	<b>737.21</b>



(₹ in lakhs)

Particulars	Consolidated		Standalone	
	2022-23	2021-22	2022-23	2021-22
Add: Other Comprehensive Income	4.04	0.98	4.49	(4.81)
Total Comprehensive Income	67.18	399.46	558.84	732.40
Add: Balance brought forward from the previous year	968.82	715.85	1,323.14	737.22
Balance available for appropriation	1,036.00	1,115.30	1,881.98	1469.62
Statutory Reserves under Section 45IC of the Reserve Bank of India Act, 1934	111.77	146.48	111.77	146.48
Balance to be carried forward	924.23	968.82	1,770.21	1,323.14
Basic Earnings Per Share (EPS) (₹)	0.06	0.52	0.50	0.95
Diluted EPS (₹)	0.06	0.45	0.50	0.80
Proposed Dividend on equity shares of ₹ 2/- each	11.62	8.88	11.62	8.88

**Note:** Previous period's figures have been regrouped/rearranged wherever necessary.

The financial statements are prepared in accordance with the Act read with Schedule III of the Act and in accordance with the Indian Accounting Standards and relevant provisions of the Listing Regulations for the financial year ended March 31, 2023, and forms part of this Annual Report and are also available on the website of the Company i.e., [www.trucapfinance.com](http://www.trucapfinance.com).

### Review of Business Operations and State of Affairs of the Company

During the year under review, the Company's total income, on a consolidated basis, amounted to ₹ 12,380.27 lakhs compared to ₹ 7,598.20 lakhs in the previous year and total income, on a standalone basis, amounted to ₹ 12,395.87 lakhs compared to ₹ 7,005.65 lakhs in the previous year. The Company's operating profit amounted to ₹ 723.33 lakhs vis-a-vis ₹ 1,067.69 lakhs in the previous year. Profit before tax on a consolidated basis stood at ₹ 246.55 lakhs compared to ₹ 718.84 lakhs in the previous year and profit after tax on consolidated basis stood at ₹ 63.14 lakhs compared to ₹ 398.48 lakhs in the previous year.

The net interest margin compressed during the financial year ended March 31, 2023. This compression came from both the asset and liability side, the larger impact of which came from the liability side. With the RBI having raised rates by 250 basis points since early May 2022, most lenders started passing on rate hikes to the Company from June and July 2022 which resulted in an increase in the finance cost of the Company. Further, there has been an increase in the operating expenses, which was higher than anticipated largely due to expediting and building the branch network. From 37 branches as on March 31, 2022, the Company has increased the branch count to 78 branches as on March 31, 2023.

The loan assets under management (AUM) grew 44.58% year-on-year to ₹ 41,790.77 lakhs as compared to ₹ 28,812.20 lakhs in the previous year.

### Listing of Equity Shares of the Company on National Stock Exchange of India Limited

The Board of Directors of the Company at its meeting held on May 23, 2023, approved to list the equity shares of the Company on NSE. Subsequently, in response to the Company's application, NSE has, with effect from June 20, 2023, granted listing and trading approval pertaining to equity shares of the Company.

### Change in name of the Company

During the year under review, the Shareholders of the Company had at the Extra-Ordinary General Meeting of the Company held on June 29, 2022, *inter alia*, approved the change in name of the Company from "Dhanvarsha Finvest Limited" to "TruCap Finance Limited".

Subsequently, the change in name of the Company was approved by the Registrar of Companies, Mumbai, with effect from August 03, 2022, by issuing Certificate of Incorporation consequent to change in name.

Further, RBI has issued revised Certificate of Registration bearing number B-13.02403 on September 09, 2022, in lieu of the earlier certificate of registration in the new name of the Company.

The management feels that the new name caters to the Company's need for enhanced and better brand connect/loyalty with the evolving needs of all our stakeholders. Further, the new name will help the Company in achieving the purpose of aligning its vision, mission, brand values, brand persona and customer connect/recall value.

### Change in Nature of Business

There has been no change in the nature of business of the Company during the financial year ended March 31, 2023.

### Shifting of Registered Office of the Company

The registered office of the Company was shifted from the premises at 2<sup>nd</sup> Floor, Building No. 4, D. J. House, Old

Nagardas Road, Andheri (East), Mumbai - 400 069 to the new premises at 3<sup>rd</sup> Floor, A Wing, D. J. House, Old Nagardas Road, Andheri (East), Mumbai – 400 069 within the local limits of the city with effect from May 31, 2022.

### Co-Lending and Business Correspondent model

While banks have greater liquidity, NBFCs have better reach and origination capabilities. The RBI, for encouraging banks and NBFCs to address the financial needs of the Micro, Small and Medium Enterprises (“MSME”) in the country and to provide loans to the underserved population, has enabled co-lending between banks and NBFCs. Taking benefit of banks’ low-cost funding and leveraging the extensive reach and presence of the Company in the northern and western geographies of India, during the year under review, the Company has entered into strategic alliances with various leading public and private sector banks and financial institutions for Co-Lending and Business Correspondent arrangements. During the year under review, the overall AUM through co-lending model stood at ₹ 14,542.81 lakhs (including loan against collateral of Gold) which was 34.63% of the total AUM as on March 31, 2023.

### Scheme of Arrangement

During the year under review, the Board of Directors have on recommendation of the Audit Committee and the Independent Directors of the Company, at its meeting held on December 19, 2022, approved the Scheme of Arrangement between Exclusive Leasing and Finance Private Limited (“EZ Capital”) and the Company and their respective Shareholders and Creditors for acquisition of Retail MSME Lending Business of EZ Capital (“Scheme”) and subsequently made an application to BSE for seeking in principle approval from BSE on the Scheme.

### Transfer to Statutory Reserve

In compliance with Section 45-IC (1) of Reserve Bank of India Act, 1934, the Company, has transferred a sum of ₹ 111.77 lakhs to the Statutory Reserve Fund for the financial year ended March 31, 2023.

### Credit Rating

The details of ratings assigned by credit rating agencies and migration of ratings during the year ended March 31, 2023, and as on the date of this Report, are as follows:

Rating Agency	Program	Rating Assigned	Migration in Ratings
CARE Ratings Limited (“CARE”)	Long Term Bank Facilities – ₹ 750 crore (Enhanced from ₹ 450 crore)	CARE BBB; Stable (Triple B; Outlook: Stable)	Re-affirmed.
CARE	Non-Convertible Debentures – ₹ 50 crore	CARE BBB; Stable (Triple B; Outlook: Stable)	Re-affirmed.
CARE	Market Linked Debentures – ₹ 15 crore - INE615R07026	CARE PP-MLD A(CE), Stable (Principal Protected Market Linked Debentures Single A; Outlook: Stable)	The MLDs have been redeemed in full on September 09, 2022. Subsequently, CARE has withdrawn the rating assigned vide its letter dated March 16, 2023.
CARE	Market Linked Debentures – ₹ 15 crore – INE615R07034	CARE PP-MLD BBB; Stable (Principal Protected Market Linked Debentures Triple B; Outlook: Stable)	The MLDs have been redeemed in full on December 02, 2022. Subsequently, CARE has withdrawn the rating assigned vide its letter dated April 14, 2023.
Infomercials Valuation and Rating Private Limited	Long Term Fund Based Bank Facilities – Term Loans – ₹ 174.76 crore Proposed Long Term Bank Facilities – ₹ 0.24 crore	IVR BBB / Positive outlook (IVR Triple B with Positive outlook)	Re-affirmed. Outlook revised from Stable to Positive.
Infomercials Valuation and Rating Private Limited	Long Term Fund Based Bank Facilities – Term Loans – ₹ 125.70 crore Proposed Long Term Bank Facilities – ₹ 59.30 crore	IVR BBB + / Stable outlook (IVR Triple B + with Stable outlook)	Upgraded.

### Dividend on Equity Shares

Pursuant to the provisions of Regulation 43A of the Listing Regulations and circular issued by RBI on declaration of dividends by NBFCs on June 24, 2021, the Company has formulated and adopted a Dividend Distribution Policy approved by the Board of Directors of the Company (“Policy”).

The Directors recommend, for consideration and approval of the Members at the ensuing AGM, for payment of a dividend of

₹ 0.01/- per equity share i.e., 0.5% of face value of ₹ 2/- each. The total dividend for the financial year 2022-23 is ₹ 11.62 lakhs to be paid out of the profits of the Company.

The dividend recommended is in accordance with the principles and criteria set out in the Policy.

Further, dividend paid for financial year 2021-22 was ₹ 0.01/- per equity share i.e., 0.5% of face value of ₹ 2/- each. The amount of dividend aggregated to ₹ 8.88 lakhs.

The Finance Act, 2020, has abolished the Dividend Distribution Tax and has introduced the system of dividend taxation in the hands of the shareholders with effect from April 01, 2020. Accordingly, the Company would be required to deduct Tax at Source in respect of payment of dividend, if declared, to its shareholders (resident as well as non-resident).

The Policy is annexed as **Annexure – I** to this Report and the same is also available on the website of the Company i.e., [www.trucapfinance.com](http://www.trucapfinance.com) and link is <https://trucapfinance.com/wp-content/uploads/Dividend-Distribution-Policy-Final.pdf>.

## Debentures

During the year under review, the Company has redeemed and has made timely payment towards principal and interest in full of the below mentioned rated, secured, senior, transferable, listed, redeemable, principal protected market linked non-convertible debentures ("**NCDs**") issued on private placement basis:

- 1,50,000 NCDs of ₹ 1,000/- each aggregating to ₹ 15,00,00,000/- allotted on June 11, 2021, have been redeemed on September 09, 2022.
- 150 NCDs of ₹ 10,00,000/- each aggregating to ₹ 15,00,00,000/- allotted on September 02, 2021, have been redeemed on December 02, 2022.

Consequently, as on March 31, 2023, there are no outstanding listed NCDs in the Company and accordingly the provisions of Chapter V of the Listing Regulations are not applicable to the Company.

Further, during the year under review, as per the terms of the senior, secured, unlisted, unrated, redeemable non-convertible debentures ("**Unlisted NCDs**"), out of 50 Unlisted NCDs, the Company has redeemed 14 Unlisted NCDs having face value of ₹ 10,00,000/- each aggregating to ₹ 1,40,00,000/-. Accordingly, as on March 31, 2023, 36 Unlisted NCDs having face value of ₹ 10,00,000/- each aggregating to ₹ 3,60,00,000/- are outstanding.

The details of the Debenture Trustee of the Company for the aforesaid outstanding Unlisted NCDs are as under:

### Catalyst Trusteeship Limited

GDA House, 1<sup>st</sup> Floor,  
Plot No. 85, S. No. 94 & 95,  
Bhusari Colony (Right), Kothrud, Pune - 411 038.  
Website: <https://catalysttrustee.com/>

## Share Capital of the Company

During the financial year 2022-23, the total paid up equity share capital of the Company increased from ₹ 17,76,77,878/- divided into 8,88,38,939 equity shares having face value of ₹ 2/- each to ₹ 23,24,29,432/- divided into 11,62,14,716 equity shares having face value of ₹ 2/- each.

As on the date of this Report, the total paid up equity share capital of the Company is ₹ 23,25,98,742/- divided into 11,62,99,371 equity shares of ₹ 2/- each.

The movement of equity share capital during the financial year ended March 31, 2023, till the date of this Report is as under:

Particulars	No. of equity shares allotted	(Amount in ₹)
		Cumulative Outstanding capital (No. of equity shares * face value of ₹ 2/- each)
Number of shares/Capital at the beginning of the year.	8,88,38,939	17,76,77,878
Allotment of shares to non-promoter individual on April 20, 2022, pursuant to conversion of Convertible Warrants into equity shares.	13,00,989	18,02,79,856
Allotment of shares to non-promoter individuals on April 28, 2022, pursuant to conversion of Compulsorily Convertible Debentures into equity shares.	2,18,750	18,07,17,356
Allotment of shares to Promoter – Body Corporate on May 02, 2022, pursuant to conversion of Compulsorily Convertible Debentures into equity shares.	92,60,075	19,92,37,506
Allotment of shares to Promoter – Body Corporate on May 02, 2022, pursuant to conversion of Convertible Warrants into equity shares.	22,46,180	20,37,29,866
Allotment of shares to Promoter - individual on May 02, 2022, pursuant to conversion of Convertible Warrants into equity shares.	22,46,180	20,82,22,226
Allotment of shares to non-promoter individual on May 02, 2022, pursuant to conversion of Convertible Warrants into equity shares.	17,96,945	21,18,16,116
Issue and allotment of shares to non-promoter individuals/entities on May 09, 2022, pursuant to preferential issue of equity shares.	9,83,230	21,37,82,576
Allotment of shares to employees on July 12, 2022, pursuant to exercise of options granted under Employee Stock Option Plan 2018.	4,89,251	21,47,61,078
Allotment of shares to non-promoter individuals/entities on July 12, 2022, pursuant to conversion of Compulsorily Convertible Debentures into equity shares.	2,87,500	21,53,36,078

Particulars	No. of equity shares allotted	(Amount in ₹) Cumulative Outstanding capital (No. of equity shares * face value of ₹ 2/- each)
Allotment of shares to non-promoter individuals on July 21, 2022, pursuant to conversion of Compulsorily Convertible Debentures into equity shares.	1,06,250	21,55,48,578
Allotment of equity shares to non-promoter entity on August 23, 2022, pursuant to conversion of Compulsorily Convertible Debentures into equity shares.	1,77,028	21,59,02,634
Allotment of shares to employees on September 19, 2022, pursuant to exercise of options granted under Employee Stock Option Plan 2018.	21,059	21,59,44,752
Allotment of shares to employees on September 30, 2022, pursuant to exercise of options granted under Employee Stock Option Plan 2018.	2,00,000	21,63,44,752
Allotment of equity shares to various non-promoter individuals/entities on October 13, 2022, pursuant to conversion of Compulsorily Convertible Debentures into equity shares.	74,39,087	23,12,22,926
Allotment of shares to employees on December 19, 2022, pursuant to exercise of options granted under Employee Stock Option Plan 2018.	6,03,253	23,24,29,432
Allotment of shares to employee on May 23, 2023, pursuant to exercise of options granted under Employee Stock Option Plan 2018.	58,175	23,25,45,782
Allotment of shares to employee on August 11, 2023, pursuant to exercise of options granted under Employee Stock Option Plan 2018.	26,480	23,25,98,742

Further, during the year under review, 4,95,956 convertible warrants issued to public category have not been exercised till May 02, 2022, i.e., within 18 months from the date of allotment. Accordingly, the right to exercise conversion of the warrants into equity shares has lapsed and the upfront consideration amounting to ₹ 27,59,995.14/- (Rupees Twenty-Seven Lakhs Fifty-Nine Thousand Nine Hundred Ninety-Five and Paise Fourteen only) received has been forfeited by the Company in compliance with Regulation 169(3) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**").

Furthermore, the Finance Committee of the Company at its meeting held on May 09, 2022, has, subsequent to approval of the Shareholders at their Extra-Ordinary General Meeting held on April 11, 2022, issued and allotted 27,74,706 convertible warrants on preferential basis having face value of ₹ 2/- each at issue price of ₹ 132/- each for aggregate consideration of ₹ 36,62,61,192/- (Rupees Thirty-Six Crores Sixty-Two lakhs Sixty-One Thousand One Hundred and Ninety-Two only) to non-promoter entities/individuals, convertible into equivalent number of equity shares of the Company within 18 months from the date of allotment. These convertible warrants have been allotted against receipt of the subscription price equivalent to 25% of the issue price and balance exercise price equivalent to 75% of the conversion price of the equity shares shall be payable by the warrant holder(s) at the time of exercising options of conversion of the warrants.

The Members of the Company at the Extra-Ordinary General Meeting of the Company held on January 18, 2023, had approved preferential issue of (a) 26,82,762 equity shares

at an issue price of ₹ 74.55/- per share and (b) 80,48,289 convertible warrants at an issue price of ₹ 74.55/- per warrant, to Zeal Global Opportunities Fund, a Category I Foreign Portfolio Investor ("**Zeal**") registered with SEBI, in non-promoter category. However, since Zeal did not subscribe to the preferential issue within the time limit prescribed under ICDR Regulations, the Board of Directors of the Company vide resolutions passed by way of circulation dated February 02, 2023, approved rescinding of resolutions passed at the Board Meeting held on December 19, 2022, related to aforesaid preferential issue. Further, as per Clause 11 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the Members of the Company have at the Extra-Ordinary General Meeting of the Company held on March 28, 2023, rescinded its earlier approval on the aforesaid preferential issue.

### Public Deposits

The Company is registered with RBI as a Non-Deposit accepting NBFC. Further, pursuant to the provisions of para 2 of the Master Direction – Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016, as amended, the Board of Directors have confirmed that during the financial year ended March 31, 2023, the Company has not accepted public deposits as defined under the Reserve Bank of India Act, 1934 and will not accept public deposits during the financial year 2023-24 without prior written approval of RBI.

### Board of Directors

The Company recognizes the importance of a diverse Board in its success and believes that it will help the Company to

enhance its governance and competitive arc. The composition of the Board of Directors of the Company is in accordance with the provisions specified in the Act and Listing Regulations. The Board comprises of eminent persons of proven competence and integrity. Besides experience, strong financial acumen, strategic

astuteness and leadership qualities, the Board of Directors have a significant degree of commitment towards the Company and devotes adequate time to meetings and preparation.

As on August 11, 2023, the Board of Directors of the Company comprises of the following directors:

Sr. No.	Name of the Director	DIN	Designation
1.	Mr. Rakesh Sethi	02420709	Independent Director, Chairperson
2.	Mr. Nirmal Vinod Momaya	01641934	Independent Director
3.	Mr. Krishipal Raghuvanshi	07529826	Independent Director
4.	Ms. Abha Kapoor	01277168	Independent Director
5.	Ms. Geetu Gidwani Verma	00696047	Independent Director
6.	Mr. Rajiv Kapoor	08204049	Non-Executive Non-Independent Director
7.	Mr. Atwood Porter Collins	09239511	Non-Executive Non-Independent Director
8.	Mrs. Rushina Mehta	01042204	Non-Executive Non-Independent Director
9.	Mr. Rohanjeet Singh Juneja	08342094	Managing Director & Chief Executive Officer

During the financial year ended March 31, 2023, and till the date of this Report, the composition of the Board of Directors of the Company underwent the following changes:

- (a) The members of the Company have at the Extra-Ordinary General Meeting of the Company held on June 29, 2022, on recommendation of the Board of Directors and Nomination and Remuneration Committee, *inter alia*, approved:
  - i. appointment of Ms. Abha Kapoor as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from March 30, 2022, till March 29, 2027 (both days inclusive).
  - ii. appointment of Ms. Geetu Gidwani Verma as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from May 31, 2022, till May 30, 2027 (both days inclusive).
  - iii. change in designation of Mr. Rajiv Kapoor from Non-Executive Independent Director to Non-Executive Non-Independent Director with effect from March 30, 2022, liable to retire by rotation.
- (b) Mrs. Minaxi Mehta (DIN: 03050609), Non-Executive Non-Independent Director of the Company, resigned from the directorship of the Company with effect from close of business hours of June 17, 2022.
- (c) The members of the Company have at the 28<sup>th</sup> Annual General Meeting of the Company held on September 28, 2022, on recommendation of Board of Directors and Nomination and Remuneration Committee, approved the appointment of Mrs. Rushina Mehta as Non-Executive Non-Independent Director of the Company with effect from June 17, 2022, liable to retire by rotation.
- (d) Mr. Karan Neale Desai (DIN: 05285546), Whole Time Director of the Company, resigned from the directorship

of the Company with effect from close of business hours of June 30, 2022.

All the Directors of the Company have confirmed that they are not disqualified to act as Director in terms of Section 164 of the Act.

In accordance with the provisions of Section 152(6) of the Act, Mr. Atwood Porter Collins, Non-Executive Non-Independent Director of the Company, is liable to retire by rotation at the ensuing AGM and, being eligible, has offered himself for re-appointment. The Board of Directors of the Company recommends the same for the approval of the Members of the Company.

Further, the term of appointment of Mr. Nirmal Vinod Momaya and Mr. Krishipal Raghuvanshi, Independent Director(s) of the Company, expires on August 09, 2023 and August 23, 2023, respectively. The Board of Directors at its meeting held on August 11, 2023, on the recommendation of the Nomination and Remuneration Committee, has approved and recommended to the Members of the Company the below for their approval at the ensuing AGM:

- i. re-appointment of Mr. Nirmal Vinod Momaya as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years with effect from August 10, 2023 till August 09, 2028 (both days inclusive); and
- ii. re-appointment of Mr. Krishipal Raghuvanshi as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years with effect from August 24, 2023 to August 23, 2028 (both days inclusive).

The notice convening the AGM includes brief information and a proposal for re-appointment of Mr. Atwood Porter Collins, Mr. Nirmal Vinod Momaya and Mr. Krishipal Raghuvanshi as Director(s) of the Company.

## Declaration by Independent Directors

Pursuant to the provisions of Section 149(7) of the Act, the Independent Director(s) have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act along with rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. There has been no change in the circumstances affecting the status as Independent Directors of the Company during the financial year ended March 31, 2023.

Further, the Company has obtained the certificate from M/s. U. Hegde & Associates, Practicing Company Secretaries, pursuant to Regulation 34(3) and Schedule V Para C Clause 10(i) of the Listing Regulations confirming that none of the Directors on Board of the Company as on March 31, 2023, have been debarred or disqualified from being appointed or continuing as Directors of the Company by SEBI/MCA or any such statutory authority. The aforesaid certificate is annexed to the Corporate Governance Report which forms part of the Annual Report.

## Meetings of the Board

The Board met 6 (Six) times during the financial year. The details of the meeting(s) of the Board of Directors of the Company held during the financial year 2022-23 and attendance of the Directors forms part of the Corporate Governance Report which forms part of the Annual Report.

## Composition of Committees of Board

The Board has various board level committees constituted in accordance with the applicable provisions of the Act and Listing Regulations.

### (a) Audit Committee

The below was the constitution of the Audit Committee as on March 31, 2023:

Sr. No.	Name of the Member	Designation
1.	Mr. Krishipal Raghuvanshi	Independent Director, Chairperson
2.	Mr. Nirmal Vinod Momaya	Independent Director, Member
3.	Mr. Rajiv Kapoor	Non-Executive Non-Independent Director, Member

**Note:** Mr. Krishipal Raghuvanshi was elected as the Chairperson of the Audit Committee in place of Mr. Nirmal Vinod Momaya with effect from November 07, 2022. Mr. Nirmal Vinod Momaya continues to be a member of the Audit Committee.

Further, the Committee was re-constituted on August 04, 2023, with the following members.

Sr. No.	Name of the Member	Designation
1.	Mr. Krishipal Raghuvanshi	Independent Director, Chairperson
2.	Mr. Rakesh Sethi	Independent Director, Member
3.	Mr. Nirmal Vinod Momaya	Independent Director, Member
4.	Mr. Rajiv Kapoor	Non-Executive Non-Independent Director, Member

The composition, role, terms of reference and powers of the Audit Committee are in conformity with the requirements of the Act and Listing Regulations and the same has been provided in the Corporate Governance Report which forms part of the Annual Report.

During the year under review, the Audit Committee met and discussed various matters including financials, internal audit reports and statutory audit reports. During the period under review, the Board of Directors of the Company accepted all the recommendations of the Audit Committee.

The details of Audit Committee meetings held during the year under review and quorum are provided in the Corporate Governance Report which forms part of the Annual Report.

### (b) Nomination and Remuneration Committee

The constitution of the Nomination and Remuneration Committee as on March 31, 2023, and upto the date of this Report, is given below:

Sr. No.	Name of the Member	Designation
1.	Ms. Abha Kapoor	Independent Director, Chairperson
2.	Mr. Rakesh Sethi	Independent Director, Member
3.	Mr. Nirmal Vinod Momaya	Independent Director, Member

The composition, terms of reference and powers of the Nomination and Remuneration Committee are in conformity with the requirements of the Act and Listing Regulations and the same has been provided in the Corporate Governance Report which forms part of the Annual Report.

The Company has formulated a policy on Appointment and Evaluation of Directors and the Board, that includes the terms of reference of the Nomination and Remuneration Committee and the same is hosted on the website of the Company i.e., [www.trucapfinance.com](http://www.trucapfinance.com).

The details of Nomination and Remuneration Committee meetings held during the year under review and quorum are provided in the Corporate Governance Report which forms part of the Annual Report.



**(c) Stakeholders Relationship Committee**

The constitution of the Stakeholders Relationship Committee as on March 31, 2023, and upto the date of this Report, is given below:

Sr. No.	Name of the Member	Designation
1.	Mr. Rajiv Kapoor	Non-Executive Non-Independent Director, Chairperson
2.	Mr. Krishipal Raghuvanshi	Independent Director, Member
3.	Mr. Rohanjeet Singh Juneja	Managing Director & Chief Executive Officer, Member

**Notes:**

1. Mr. Karan Neale Desai, Whole Time Director ceased to be member of the Stakeholders Relationship Committee with effect from May 30, 2022.
2. Mr. Rohanjeet Singh Juneja, Managing Director and Chief Executive Officer of the Company has been appointed as a member of the Stakeholders Relationship Committee with effect from May 30, 2022.

The composition, role, terms of reference and powers of the Stakeholders Relationship Committee are in conformity with the requirements of the Act and Listing Regulations and the same has been provided in the Corporate Governance Report which forms part of the Annual Report.

The details of the Stakeholders Relationship Committee meetings held during the year under review, quorum and status of investors' complaints are provided in the Corporate Governance Report which forms part of the Annual Report.

**(d) Risk Management & Strategy Committee**

During the year under review, the Board of Directors of the Company at its meeting held on November 14, 2022, renamed the "Risk Management Committee" to "Risk Management & Strategy Committee".

The constitution of the Risk Management & Strategy Committee as on March 31, 2023, and upto the date of this Report, consists of the following members:

Sr. No.	Name of the Member	Designation
1.	Mr. Rakesh Sethi	Independent Director, Chairperson
2.	Mr. Nirmal Vinod Momaya	Independent Director, Member
3.	Mr. Rajiv Kapoor	Non-Executive Non-Independent Director, Member
4.	Mr. Rohanjeet Singh Juneja	Managing Director & Chief Executive Officer, Member

The composition, role, terms of reference and powers of the Risk Management & Strategy Committee are in conformity with the requirements of the Listing Regulations and RBI Master Directions. Further, the details of the Risk Management & Strategy Committee meetings held during the year under review and quorum, along with the terms of reference has been provided in the Corporate Governance Report which forms part of the Annual Report.

**(e) Corporate Social Responsibility Committee**

Since the net profit of the Company for the year ended March 31, 2022, was more than ₹ 5 crore, the Board of Directors of the Company at its meeting held on May 30, 2022, has constituted Corporate Social Responsibility ("CSR") Committee in compliance with Section 135 of the Act. The composition of the CSR Committee as on March 31, 2023, and upto the date of this Report, consists of the following members:

Sr. No.	Name of the Member	Designation
1.	Ms. Abha Kapoor	Independent Director, Chairperson
2.	Mr. Rajiv Kapoor	Non-Executive Non-Independent Director, Member
3.	Mr. Rohanjeet Singh Juneja	Managing Director & Chief Executive Officer, Member

The composition, role, terms of reference and powers of the CSR Committee are in conformity with the requirements of the Act. Further, the details of CSR Committee meetings held during the year under review and quorum along with the terms of reference have been provided in the Corporate Governance Report which forms part of the Annual Report.

**Board Evaluation**

Pursuant to the provisions of the Act and Listing Regulations, the Company has devised a policy for performance evaluation of Independent Directors, Board of Directors, Committee(s) and other individual Directors which include criteria for performance evaluation of the Non-Executive Directors and Executive Director. A structured questionnaire was prepared after taking into consideration various aspects such as performance of specific duties, obligations, Board's functioning, composition of the Board and its committees, culture and governance.

The performance evaluation of the Chairperson, Executive Director, Non-Executive Directors, Independent Directors and Board as a whole, was carried out by the entire Board of Directors of the Company excluding the directors being evaluated. The Board of Directors expresses their satisfaction with the evaluation process.

The Board considered and discussed the inputs received from the directors. The Independent Directors in their meeting held on May 27, 2022, considered and reviewed the following:

- (a) Performance of Directors, various committees of Board and the Board as a whole.

- (b) Performance of the Chairperson of the Company.
- (c) Assessed the quality, quantity, and timeliness of flow of information between the Company's management and the Board, which is necessary for the Board to effectively and reasonably perform their duties.

The Appointment and Evaluation Policy which lays down criteria for appointment of Executive Director(s) and Independent Director(s) and remuneration of Directors, Key Managerial Personnel and senior management employees is annexed herewith as **Annexure – II.**

### Familiarization Programme for Independent Directors

All Independent Directors are familiarized with the operations and functioning of the Company at the time of their appointment and on an ongoing basis. The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company i.e., [www.trucapfinance.com](http://www.trucapfinance.com).

### Compliance with Fit and Proper Criteria & Code of Conduct

Each of the Director of the Company has submitted undertaking and declaration on being fit and proper in terms of the provisions of Master Directions. The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, has reviewed and confirmed that all existing Directors are fit and proper to continue to be appointed as a Director on the Board.

All Board Members and senior management personnel have affirmed compliance with the Company's code of conduct during the financial year under review and a declaration to this effect signed by the Managing Director & Chief Executive Officer is included in the Annual Report.

### Key Managerial Personnel

In terms of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2023, are:

Sr. No.	Name of the Person	Designation
1.	Mr. Rohanjeet Singh Juneja	Managing Director & Chief Executive Officer
2.	Mr. Sanjay Kukreja	Chief Financial Officer
3.	Mr. Lalit Chendvankar	Chief Compliance Officer & Legal Head
4.	Ms. Sonal Sharma	Company Secretary & Compliance Officer

During the year under review and upto the date of this Report, the following changes has occurred in the Key Managerial Personnel of the Company:

- (a) Mr. Karan Neale Desai, Whole Time Director of the Company, resigned from the directorship of the

Company with effect from close of business hours of June 30, 2022.

- (b) To focus more on the additional responsibilities and roles and for strengthening the organizational matrix, Mr. Lalit Chendvankar, Chief Compliance Officer and Legal Head resigned from the post of Company Secretary and Compliance Officer of the Company with effect from close of business hours of October 13, 2022. Further, the Board of Directors have at its meeting held on October 13, 2022, approved continuation of Mr. Lalit Chendvankar as the Chief Compliance Officer and Legal Head of the Company and continue to be designated as Key Managerial Personnel of the Company under the Act.
- (c) Ms. Sonal Sharma has been appointed as Company Secretary and Compliance Officer of the Company with effect from October 14, 2022.

### Subsidiary Company

DFL Technologies Private Limited is the wholly owned subsidiary company of the Company ("**WoS**").

Accordingly, pursuant to the provisions of Sections 129, 134 and 136 of the Act, read with applicable rules thereunder, Regulation 33 of the Listing Regulations and applicable Indian Accounting Standards ("**Ind AS**"), the Board of Directors of the Company approves the Consolidated Financial Statements of the Company and its WoS. Copies of the Balance Sheet, Profit and Loss Account, Report of the Board of Directors and Report of the Auditors of the WoS are not attached to the accounts of the Company for the financial year 2022-23. The Company will make these documents/details available upon request by any Member of the Company. These documents/details will also be available for inspection by any Member of the Company at its registered office and at the registered office of the WoS during business hours on working days and through electronic means. Members of the Company can request the same by sending an email to [corpsec@trucapfinance.com](mailto:corpsec@trucapfinance.com) till the date of ensuing AGM. The Company's financial statements, including the accounts of its WoS which form part of the Annual Report, are prepared in accordance with the Act and Ind AS 110.

As on March 31, 2023, the total investment made by the Company in the equity share capital of the WoS was ₹ 3,190.10 lakhs.

As required under Regulations 16(1)(c) and 46 of the Listing Regulations, the Board has approved and adopted the Policy on determining Material Subsidiaries. The said Policy is available on the Company's website i.e., [www.trucapfinance.com](http://www.trucapfinance.com). Further, pursuant to Regulation 16(1)(c) of Listing Regulations and the policy on determining material subsidiary, based on the audited financial statements of the Company as on March 31, 2023, WoS continues to be the material subsidiary company of the Company.

### Statement containing Salient Features of the Financial Statements of Subsidiary

A report on the performance and financial position of WoS, as per Section 129(3) of the Act read with the Companies



(Accounts) Rules, 2014, as amended, is provided in the prescribed Form AOC-1 as **Annexure – III** of this Report and hence not repeated here for the sake of brevity.

### Joint Ventures/Associates

As per the provisions of the Act, the Company did not have any Joint Ventures/Associates during the financial year under review.

### Directors' Responsibility Statement

In terms of Section 134(5) of the Act read with the Companies (Accounts) Rules, 2014, as amended, your Directors state that:

- (a) in the preparation of the annual accounts for the year ended March 31, 2023, the applicable accounting standards read with the requirements set out under Schedule III to the Act, have been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit and loss of the Company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a 'going concern' basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### Employees Stock Option Plan

The Company has in force the Dhanvarsha ESOP Plan – 2018 ("**ESOP Plan 2018**") which is prepared as per the provisions of SEBI (Share Based Employee Benefits) Regulations, 2014 ("**SBEB Regulations**").

The Shareholders of the Company has at the 28<sup>th</sup> Annual General Meeting of the Company held on September 29, 2022, on recommendation of the Board of Directors of the Company, approved amendment in ESOP Plan 2018 to comply with the regulatory requirements in terms of the revised SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, as amended ("**SEBI SBEB & SE Regulations**"), which has repealed the erstwhile SBEB Regulations. The amendments approved are not detrimental to the interests of the current grantees of the Company under the ESOP Plan 2018. A certificate from M/s. U. Hegde & Associates, Practicing Company Secretaries, Secretarial Auditor of the Company, has been obtained that the ESOP Plan 2018 has been implemented

in accordance with SBEB Regulations and SEBI SBEB & SE Regulations, and the same will be available for inspection by Members of the Company through electronic means.

Under Ind AS, equity settled share-based payment transactions with employees are required to be accounted for as per Ind AS 102 "Share-based Payment", whereby the fair value of options as on the grant date should be estimated and recognized as an expense over the vesting period. In accordance with the above, the Company has followed fair value method for equity options in its accounts.

The disclosures relating to ESOP Plan 2018 required to be made under the provisions of the Act and SEBI SBEB & SE Regulations, are provided on the website of the Company i.e., [www.trucapfinance.com](http://www.trucapfinance.com) and link is <https://trucapfinance.com/wp-content/uploads/ESOP-Disclosure-2022-23.pdf>. and the same is available for inspection by the Members of the Company at the registered office of the Company on all working days, except Saturdays and Public Holidays, during business hours and through electronic means. Members of the Company can request the same by sending an email to [corpsec@trucapfinance.com](mailto:corpsec@trucapfinance.com) till the date of the ensuing AGM.

### TruCap Employee Retention Plan

Wilson Holdings Private Limited, promoter of the Company ("**Promoter**") has instituted "TruCap Employee Retention Plan" ("**Plan**") to motivate the Identified Employee(s) of the Company (as defined under the Plan) with incentives and reward opportunities and to achieve sustained growth of the Company by aligning the interests of the Identified Employees with the long-term interests of the Company. Pursuant to the said Plan, the Promoter along with Mrs. Minaxi Mehta will transfer up to 70,00,000 equity shares of the Company (or such revised number of equity shares as may be available pursuant to any corporate action) ("**Equity Shares**") held by the Promoters to Wilson Growth Private Limited, a wholly owned subsidiary of the Promoter ("**Wilson Growth**"). Pursuant to the Plan, a trust is also incorporated to implement the Plan ("**Trust**") and subject to the conditions more particularly set forth in the Plan, the cash bonus will be paid as per the terms and conditions set out in the grant letter issued to the Identified Employee(s) ("**Letter of Grant**"). Wilson Growth will sell the Equity Shares, in one or more tranches, in accordance with the Letter of Grant and the proceeds from the sale of such Equity Shares (after deducting capital gains tax) will be transferred to the Trust for further disbursement to the Identified Employee(s).

While the Plan is being instituted by the Promoters, with the sole intention to abide by good corporate governance practices and in the spirit of true and fair disclosure, the Company has obtained approval from the Members of the Company for the Plan at the Extra-Ordinary General Meeting of the Company held on March 28, 2023.

### Capital Adequacy Ratio

During the year ended March 31, 2023, the asset size of the Company crossed ₹ 500 crore and accordingly the Company achieved the status of Systemically Important NBFC. Pursuant to the Master Direction issued by RBI, the capital adequacy

ratio (Standalone) of the Company as on March 31, 2023, stood at 34.50%, comprising Tier I capital ratio of 34.40% against the ratio of 10% as prescribed by RBI.

## Management Discussion and Analysis

A detailed review of the operations, performance and future outlook of the Company and its business, as stipulated under Regulation 34(2)(e) read with Schedule V of the Listing Regulations, is presented in a separate section forming part of the Annual Report under the head 'Management Discussion and Analysis.'

## Business Responsibility Report

Pursuant to amendment in Listing Regulations, top 1,000 listed entities based on market capitalisation are required to submit a Business Responsibility and Sustainability Report ("**BRSR**") with effect from the financial year ended March 31, 2023. Since, as on March 31, 2023, the Company is not under top 1,000 companies based on market capitalization on BSE, BRSR is not required to be annexed to this Report. However, as instructed by SEBI vide interpretive letter regarding the applicability of BRSR, issued under SEBI (Informal Guidance) Scheme, 2003, dated May 31, 2023, SEBI directed all top 1,000 entities basis market capitalisation till financial year 2021-22, to continue to annex a business responsibility report to the annual report.

Accordingly, the Business Responsibility Report ("**BRR**"), in terms of Regulation 34(2)(f) of the Listing Regulations, describing the initiatives taken by the Company from an environmental, social and governance perspective is attached as part of the Annual Report.

## Corporate Governance

Your Company believes in adopting best Corporate Governance practices and has also implemented several best practices prevalent globally. The report on Corporate Governance as stipulated under Regulation 34(3) read with Schedule V of the Listing Regulations forms an integral part of the Annual Report.

Further, certificate obtained from M/s. U. Hegde & Associates, Practicing Company Secretaries, confirming compliance with the conditions of the Corporate Governance as stipulated under Regulation 34(3) and Schedule V to the Listing Regulations is annexed to the Corporate Governance Report which forms part of the Annual Report.

## Compliance with the Secretarial Standards

The Board of Directors affirms that the applicable Secretarial Standards, i.e., SS-1 and SS-2 issued by the Institute of Company Secretaries of India relating to 'Meetings of Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

## Contracts and Arrangements with Related Parties

During the year, the Board of Directors have on recommendation of the Audit Committee, reviewed and amended the Policy on Related Party Transactions ("**RPT Policy**") to bring it in line with the recent changes in Listing Regulations. The RPT Policy is available on the website of the Company i.e., [www.trucapfinance.com](http://www.trucapfinance.com) and the link is <https://trucapfinance.com/wp-content/uploads/Policy-on-RPT.pdf>.

The RPT Policy provides for identification of Related Party Transactions ("**RPT**"), necessary approvals by the Audit Committee/ Board/Shareholders, reporting and disclosure requirements in compliance with the Act and provisions of the Listing Regulations.

All contracts executed by the Company during the financial year with related parties were on an arm's length basis and in the ordinary course of business. All such RPTs were placed before the Audit Committee/Board for approval, wherever applicable. The Audit Committee reviews all RPTs quarterly.

During the year, the contracts/arrangements/transactions with related parties entered by the Company were not material in accordance with Regulation 23 of Listing Regulations. The policy on 'material' subsidiaries and the policy on material events along with the RPT Policy, used for determining RPTs and dealing with RPTs as approved by the Board may be accessed on the website of the Company i.e., [www.trucapfinance.com](http://www.trucapfinance.com). Please refer to Note No. 44 of the Standalone Financial Statements, which contains related party disclosures.

Since all RPTs entered into by the Company during the financial year ended March 31, 2023, were on an arm's length basis and in the ordinary course of business, the disclosure required in Form AOC-2 under Section 134(3)(h) of the Act, read with Rule 8 of the Companies (Accounts of Companies) Rules, 2014, as amended, is not applicable. Further, in compliance with Regulation 23 of the Listing Regulations, disclosures relating to RPTs on a consolidated basis are filed with the stock exchange on a half-yearly basis.

## Internal Financial Controls and adequacy

The Company has in place adequate internal financial controls with reference to the financial statements and the same are commensurate with the scale and complexity of its operations. Further, pursuant to provisions of Section 138 of the Act, the Company has appointed internal auditors who conduct internal audits on a periodic basis to independently validate the existing controls as per scope assigned to them. The internal audit program is reviewed by the Audit Committee at the beginning of the year to ensure that the coverage of the areas is adequate. Internal Auditors test the design and effectiveness of the key controls. Significant audit observations, if any, are presented to the Audit Committee along with the status of management actions and the progress of implementation of recommendations. The Company also periodically engages outside experts to carry out independent reviews of the effectiveness of various business processes. The observations and best practices suggested are reviewed and appropriately implemented with a view to continuously strengthening the internal controls.

During the year under review, no reportable material weakness in the design or operations was observed.

## Annual Return

Pursuant to the provisions of Section 92(3) and Section 134(3) (a) of the Act, and the rules made thereunder, as amended,

the Annual Return of the Company as prescribed in Form MGT-7 is available on the website of the Company i.e., [www.trucapfinance.com](http://www.trucapfinance.com) and the link is <https://trucapfinance.com/wp-content/uploads/MGT-7-Check-Form-1.pdf>.

### Statutory Auditors and Auditors' Report

The audit for the financial year 2022-23 was conducted by M/s. Bansal Bansal & Co., Chartered Accountants (Firm Registration No.100986W with the Institute of Chartered Accountants of India), Statutory Auditors of the Company and there are no qualifications, reservations, adverse remarks, or disclaimers made by them in their Audit Report(s). The notes to financial statements referred to in the Auditors' Report are self-explanatory and therefore do not call for any comments under Section 134 of the Act. The report(s) issued by the Statutory Auditors of the Company are annexed to the financial statements in the Annual Report.

### Secretarial Auditor

Pursuant to Section 204(1) of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, M/s. U. Hegde and Associates, Practicing Company Secretaries (Membership Number: A22133 with the Institute of Company Secretaries of India), is appointed as the Secretarial Auditor of the Company for the financial year 2022-23. The Secretarial Audit Report in Form MR-3 for the financial year ended March 31, 2023, is annexed herewith as **Annexure-IV-A** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

### Annual Secretarial Compliance Report

Pursuant to Regulation 24A of the Listing Regulations, the Annual Secretarial Compliance Report for the financial year 2022-23 was issued by M/s. U. Hegde & Associates, Practicing Company Secretaries, Secretarial Auditor of the Company. The Annual Secretarial Compliance Report for the financial year 2022-23 has been submitted to BSE in compliance with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020, read with BSE Circular No. 20230410-41 dated April 10, 2023.

Since, pursuant to Regulation 16(1)(c) of the Listing Regulations, based on the audited financial statements of the Company as on March 31, 2023, WoS continues to be the material subsidiary company of the Company, accordingly, as per Regulation 24A of the Listing Regulations, the Secretarial Audit Report of the WoS for financial year 2022-23 is annexed herewith as **Annexure-IV-B** to this Report.

### Reporting of Frauds by the Auditors

During the year under review, the Statutory Auditors and the Secretarial Auditor have not reported any instances of fraud committed in the Company by its officers or employees to the Audit Committee/Board under Section 143(12) of the Act.

### Corporate Social Responsibility

In accordance with Section 135 of the Act, the Company has constituted a Corporate Social Responsibility ("**CSR**") Committee.

The Board of Directors of the Company have on recommendation of the CSR Committee approved Policy on Corporate Social Responsibility of the Company and the same is available on the website of the Company i.e., [www.trucapfinance.com](http://www.trucapfinance.com). The Annual Report on CSR activities in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, is annexed as **Annexure-V** to this Report.

### Conservation of Energy, Technological Absorption, Foreign Exchange Earnings and Outgo

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, as amended, are set out in the **Annexure-VI**.

### Particulars of Loan given, Investment made, Guarantee given, and Securities provided by the Company

The Company, being an NBFC registered with the RBI, provisions prescribed under Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, pertaining to loans, guarantees and investments are not applicable to Company. Accordingly, the disclosures under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, have not been made in this Report.

Further, in accordance with the provisions of the circular issued by the RBI on April 19, 2022, the Company being a base layer NBFC, the Board of Directors have, on the recommendation of the Audit Committee, approved Policy on Loan to Directors and Senior Officers. Further, in compliance with the said circular, disclosure with respect to loans to directors and senior officers is included in Note No. 55.13 of the standalone financial statements annexed to the Annual Report.

### Whistle Blower Policy/Vigil Mechanism

In compliance with the provisions of Section 177(9) of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, and Regulation 22 of the Listing Regulations, and to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, your Company has adopted a Vigil Mechanism/"Whistle Blower Policy. The aim of the policy is to provide adequate safeguards against victimization of whistle blower who avails of the mechanism and is also provided direct access to the Chairperson of the Audit Committee, in appropriate or exceptional cases.

Accordingly, 'Whistle Blower Policy' has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach the Chairperson of the Audit Committee of the Company.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise a concern about serious irregularities within the Company.

The policy has also been uploaded on the website of Company i.e., [www.trucapfinance.com](http://www.trucapfinance.com) and the link is <https://trucapfinance.com/wp-content/uploads/Vigil-Mechanism.pdf>.

## Risk Management

As an NBFC, the Company is exposed to various risks which *inter alia* includes credit, liquidity, market, operational, interest rate risk and other risk associated with the business and the industry it operates in. To mitigate such risks, the Company continues to invest in talent, processes and emerging technologies for building advanced risk management capabilities and has a well-defined risk management framework in place for managing and reporting on risks. A systematic approach has been adopted that originates with the identification of risk, categorization and assessment of identified risk, evaluating effectiveness of existing controls and building additional controls to mitigate risk and monitoring the residual risk through effective Key Risk Indicators.

The Board has constituted a Risk Management & Strategy Committee as required under Master Directions read with Regulation 21 of the Listing Regulations.

The Company has a Board approved Policy on Risk Management, which *inter alia*, provides for principles of risk management, risk governance, organization structure, business control measures, principle risks and business continuity plan. The management identifies and controls risks through a defined framework in terms of the aforesaid policy.

Further, the Board, on a periodic basis, reviews and assesses the Risk Assessment Statement, monitoring the various risks to which the Company is exposed to vis-à-vis the prudential parameters.

## Particulars of employees and related disclosures

In terms of the provisions of Section 197(12) of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, the disclosures pertaining to the remuneration and other details as required is annexed as **Annexure - VII** to this Report.

A statement with the names and other particulars of employees drawing remuneration in excess of the limits prescribed under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is available for inspection at the registered office of the Company and through electronic mode. Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the Members of the Company. Any Member interested in obtaining such information may send an email on [corpsec@trucapfinance.com](mailto:corpsec@trucapfinance.com).

## Listing Fees

As on date, the equity shares of the Company are listed on BSE and NSE. The listing fees for the financial year 2023-24 for BSE and NSE have been paid by the Company.

## Auction for Recovery for Loan against Gold

The Company is into the business of lending and also offers loans against the collateral of gold. In its normal course of business, whenever default occurs, the Company disposes such assets through auction, to settle outstanding debt as per the auction policy of the Company and in compliance with the provisions specified in the applicable Master Directions. Any surplus funds from the auction proceeds are returned to the customers/obligors. The disclosure in compliance with the Master Directions in respect of auctions made during the year is provided in Note No. 55.12 of the Standalone Audited Financial Statements of the Company annexed to the Annual Report.

## Transfer and Acquisition of Loan Exposure and Securitization

During the year under review, pursuant to provisions prescribed in the Master Direction – Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021 issued by RBI on September 24, 2021, as amended ("**TLE Direction**") and Master Direction – Reserve Bank of India (Securitization of Standard Assets) Directions, 2021, as amended ("**Securitization Direction**"), the Company has transferred, acquired and securitized loan exposure under the TLE Direction and Securitization Direction. The disclosures as required under both the respective Directions are included in Note No. 55.15 of the Standalone Audited Financial Statements annexed to the Annual Report.

## Registration with Reserve Bank of India

The Company is registered as NBFC under Section 45-IA of the Reserve Bank of India Act, 1934. However, RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the Company or for the correctness of any of the statements or representations made or opinions expressed by the Company and for repayment of deposits/discharge of liabilities by the Company.

## Investor Education and Protection Fund (IEPF)

In accordance with the applicable provisions of the Act read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("**IEPF Rules**"), all unclaimed dividends are required to be transferred by the Company to the IEPF, after completion of 7 (Seven) years. Further, according to IEPF Rules, the shares on which dividend has not been claimed by the shareholders for 7 (Seven) consecutive years or more shall be transferred to the demat account of the IEPF Authority.

Since there was no dividend declared and paid for financial year 2014-15, your Company did not have any funds as lying unpaid or unclaimed for a period of 7 (Seven) years in terms of provisions of Section 124 of the Act. Therefore, there are no funds which are required to be transferred to IEPF established by the Central Government pursuant to the provisions of Section 125 of the Act.

During the year under review, the Company did not have any equity shares which were required to be transferred to IEPF as per the provisions of Section 124 of the Act.

### Material changes and commitments affecting financial position between end of the financial year and date of this Report

There are no material changes and commitments affecting the financial position of the Company during the period between end of the financial year and date of this Report.

### Code of Conduct for Prevention of Insider Trading

The Board of Directors of the Company has adopted the 'Code for Insider Trading & Fair Disclosure of Unpublished Price Sensitive Information (UPSII)' ("**Code**") as formulated under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.

The Code lays down the guidelines and procedure to be followed and disclosures to be made while dealing with the securities of the Company. The Code has been formulated to regulate, monitor and ensure reporting of dealings by the employees of the Company and is available on the website of the Company i.e., [www.trucapfinance.com](http://www.trucapfinance.com).

### Policy on Prevention of Sexual Harassment at Workplace

Your Company recognizes its responsibility and continues to provide a safe working environment for women, free from sexual harassment and discrimination. In compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has put in place a Policy on Prevention of Sexual Harassment of Women at Workplace and the same is available on the website of the Company i.e., [www.trucapfinance.com](http://www.trucapfinance.com) and has duly constituted an internal complaints committee under the same.

The Company also provides for mandatory online training on prevention of sexual harassment for every new joiner, as well as all employees on an annual basis.

During the year under review, there were no complaints made or case filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

### Cost Records and Auditors

The provisions of Cost Records and Cost Audit as prescribed under Section 148 of the Act are not applicable to the Company.

### Significant and Material order passed by the Regulatory or Courts

There were no significant material orders passed by the Regulators / Courts that would impact the going concern status of the Company and its future operation.

### Applications under the Insolvency and Bankruptcy Code, 2016

There was no application made against the Company under the Insolvency and Bankruptcy Code, 2016 during the year under review. There are no proceedings pending under the Insolvency and Bankruptcy Code, 2016 against the Company as on March 31, 2023.

### Details of difference between amount of the valuation

During the year under review, there were no one time settlements made by the Company for any loan/borrowing taken from the Banks and/or Financial Institutions. Therefore, as per Rule 8(5)(xii) of Companies (Accounts) Rules, 2014, reasons of difference in the valuation at the time of one-time settlement and valuation done while taking loan from the Banks or Financial Institutions are not required to be reported.

### General

Your Directors state that no disclosure or reporting is required in respect of the following items, as there were no transactions/events on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
3. None of the Executive Director(s) of the Company receive any remuneration or commission from its subsidiary.

### Appreciation

Your Directors place on records their sincere appreciation for the assistance and guidance provided by the Reserve Bank of India, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, government and other Regulatory Authorities, Stock Exchanges, other statutory bodies, bankers and Members of the Company for the assistance, co-operation and encouragement and continued support extended to the Company.

Your directors take this opportunity to thank the customers, vendors and investors and other business partners of the Company for their continued support during the year and also place on record their appreciation to the contribution made by the employees of the Company at all levels.

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

**Sd/-**  
**Rohanjeet Singh Juneja**  
**Managing Director & CEO**  
**DIN: 08342094**

**Sd/-**  
**Rushina Mehta**  
**Non-Executive Non-Independent Director**  
**DIN: 01042204**

**August 11, 2023**  
**Mumbai**



## Annexure - I

**DIVIDEND DISTRIBUTION POLICY****1. Background and Preamble**

Dividend is the payment made by a company to its shareholders, usually in the form of distribution of its profits. The profits earned by a company can either be retained in business and/or be used for acquisitions, expansion, diversification, business growth or it can be distributed to the shareholders. A company may choose to retain a part of its profits and distribute the balance among its shareholders as dividend.

This Dividend Distribution Policy ("**Policy**") will guide dividend declaration and its pay-out by TruCap Finance Limited (Formerly known as Dhanvarsha Finvest Limited) ("**Company**") in accordance with the provisions of Companies Act, 2013 and rules made thereunder ("**Act**"), Secretarial Standard issued by Institute of Company Secretaries of India ("**SS-3**"), Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), Guidelines issued by Reserve Bank of India ("**RBI**") on Declaration of dividends by Non-Banking Financial Company issued on June 24, 2021, as amended ("**RBI Guidelines**") and any other applicable rules and regulations. The objective of this Policy is to ensure a regular dividend income for the shareholders and long-term capital appreciation for all shareholders of the Company. The Board of Directors of the Company ("**Board**") will refer to the Policy for declaring/recommending dividends. This Policy is framed as required under SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016, with effect from July 08, 2016.

As per newly inserted Regulation 43A of the Listing Regulations amended from time to time (inserted vide SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016, w.e.f. July 08, 2016), the top one thousand listed entities based on market capitalization (calculated as on March 31 of every financial year) are required to formulate a dividend distribution policy and disclose the same in the annual reports and on the website of the company. In addition, RBI Guidelines requires that a policy to be drafted for distribution of dividend applicable to all systemically and non-systemically important NBFCs.

**2. Applicability**

It shall come into force with effect from August 13, 2021. Any change in applicable law, Listing Regulations, RBI Guidelines shall prevail over this Policy. This Policy shall

be reviewed by the Board periodically for any changes or amendments. The Company has issued only equity shares and no preference shares issued by the Company are outstanding.

**3. Objective**

- (a) To define the policy and procedures of the Company in relation to the calculation, declaration and settlement of Dividends and the determination of the form and time periods within which Dividends are paid.
- (b) To ensure that the Company has sufficient distributable profits and/or general reserves, as determined by a review of the audited financial statements of the Company, prior to any declaration and/or payment of dividends.
- (c) To create a transparent and methodological dividend policy, adherence to which will be required before declaring dividends.

**4. Dividend**

- (a) Interim Dividend

The Board shall have the absolute power to declare interim dividend during a financial year, as and when it considers fit. The Board may endeavor to declare an interim dividend one or more times in a financial year after finalization of quarterly/half yearly/yearly financial accounts based on the profits of the Company and in accordance with the provisions of the Act.

- (b) Final Dividend

The Final Dividend shall be recommended to the shareholders of the Company by the Board after the annual financial statements are approved by the Board. The Board shall recommend the payment of Final Dividend to the shareholders of the Company for their approval as an ordinary business item of the Annual General Meeting (AGM) of the Company. If the Board declares more than one interim dividend in a financial year, the Board may recommend to the shareholders of the Company to treat the last interim dividend as a final dividend.

**5. Eligibility criteria mentioned by RBI**

The Company shall comply with the following minimum prudential requirements to be eligible to declare dividend in a financial year:

Sr. No.	Parameters	Criteria
1.	Capital Adequacy	<p>The Company shall meet the applicable regulatory capital requirement i.e.,</p> <p>(a) Leverage Ratio shall not be more than 7 at any point of time;</p> <p>(b) minimum Tier I capital of 12 percent for each of the last three financial years including the financial year for which the dividend is proposed in terms of Paragraph 6 of Master Direction - Non-Banking Financial Company - Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016; or</p> <p>(c) such other capital adequacy ratio as may be prescribed and applicable to the Company.</p>
2.	Net Non-Performing Asset (NPA)	The net NPA ratio of the Company shall be less than 6 percent in each of the last three years, including as at the close of the financial year for which dividend is proposed to be declared.
3.	Other conditions	The Company shall be compliant with the provisions of Section 45IC of the Reserve Bank of India Act, 1934. The Company shall also be compliant with the prevailing regulations/guidelines issued by the Reserve Bank as applicable from time to time and shall not have placed any explicit restrictions on declaration of dividend.

In case the Company is eligible to declare dividend as per aforesaid criteria, it may pay dividend, subject to the following:

- (a) The maximum Dividend Payout Ratio shall not exceed 50%. For this Policy, the dividend pay-out ratio shall be the ratio between the amount of the dividend payable in a year and the net profit as per the audited financial statements for the financial year for which the dividend is proposed.

- (b) Proposed dividend shall include both dividend on equity shares and compulsorily convertible preference shares (if issued and outstanding) eligible for inclusion in Tier 1 Capital.
- (c) In case the net profit for the relevant period includes any exceptional and/or extraordinary profits/income or the financial statements are qualified (including 'emphasis of matter') by the Statutory Auditors of the Company that indicates an overstatement of net profit, the same shall be reduced from net profits while determining the dividend payout ratio.

In the event, if the Company does not meet the aforesaid applicable prudential requirements as prescribed by RBI for each of the last three financial years, then the Company may declare dividend, subject to a cap of 10 percent on the dividend payout ratio, PROVIDED the Company complies with the following conditions:

- (a) meets the applicable capital adequacy requirement in the financial year for which it proposes to pay dividend; and
- (b) has net NPA of less than 4 percent as at the close of the financial year.

## 6. Parameters to be considered before recommending dividend

The Board of Directors of the Company shall consider the following financial parameters while declaring or recommending dividend to the shareholders:

### Internal Parameters

- Supervisory findings of RBI on divergence in classification and provisioning for NPAs.
- Profits earned during the financial year.
- Qualifications in the Statutory Auditors Report to the financial statements.
- Long term growth plans of the Company.
- Retained Earnings.
- Earnings outlook for next three to five years.
- funding requirements for expansion, diversification, growth, new projects, brand / business acquisitions.
- Any other relevant factors and material events.

### External Parameters

- Restrictions imposed under the Act and any other laws, the regulatory developments with regard to declaration of dividend, the contractual obligations of the Company under the loan agreements/debenture trust deed and other agreements, documents, writings, limiting/putting restrictions on dividend pay-out.
- Significant changes in macro-economic environment materially affecting the businesses in which the Company is engaged and in the geographies in which the Company operates.

- (iii) Introduction of new regulatory requirements or material changes in existing taxation or regulatory requirements, which significantly affect the businesses in which the Company is engaged.
- (iv) Technological changes which necessitate significant new investments in any of the businesses in which the Company is engaged.

## **7. Circumstances under which the shareholders may or may not expect dividend**

The Board of Directors of the Company, while declaring or recommending dividend shall ensure compliance with statutory requirements under applicable laws including the provisions of the Act and Listing Regulations. The Board of Directors, while determining the dividend to be declared or recommended, shall take into consideration the advice of the executive management of the Company and plan any further investments for growth apart from other parameters set out in this Policy. The Board of Directors of the Company may not declare or recommend dividend for a particular period if it is of the view that it would be prudent to conserve capital for the then ongoing or planned business expansion or other factors which may be considered by the Board.

## **8. Utilisation of Retained Earnings**

The Company shall endeavour to utilise the retained earnings in a manner which shall be beneficial to the interests of the Company and also its shareholders. The Company may utilise the retained earnings for making investments for future growth and expansion plans, for the purpose of generating higher returns for the shareholders or for any other specific purpose, as approved by the Board of Directors of the Company.

## **9. Process of Payment of Dividend**

- The Company will give prior intimation of at least 2 working days to Stock Exchange/(s) (excluding the date of intimation and the date of the board meeting) of date of board meeting in which the declaration/recommendation of dividend will be considered.
- The Company will inform about the decision taken by the Board regarding dividend to Stock Exchange/(s) within 30 minutes of the closure of the board meeting.
- The Company will fix Record Date for the purpose of determination for list of shareholders of the Company eligible to receive dividend. Persons appearing as members in the register of members or beneficiary ownership statement provided by the Registrar & Share Transfer Agent of the Company shall be entitled for dividend.
- The intimation for fixing Record Date shall be given to stock exchange/(s) at least seven working days in advance (excluding the date of intimation and the record date).

- Payment of dividend shall be made through electronic mode or cheques or payable at par warrants. If dividend is payable by at par warrants or cheques, they shall be sent by speed post, if it exceeds one thousand five hundred rupees. The Company shall be discharged of its responsibility of payment of dividend on the amount debited to the dividend account maintained with the banker of the Company with such dividend paying bank.
- The dividend declared shall be deposited in a scheduled bank in a separate account within five days from the date of declaration of such dividend.

## **10. Unclaimed/Unpaid Dividend**

- Dividend declared by a Company remaining unpaid or unclaimed within 30 days from the date of declaration of dividend, the Company shall within 7 days from the date of expiry of the said period of 30 days transfer to a special account to be opened by the Company in any Scheduled Bank to be called the Unpaid Dividend Account.
- Any money transferred to the Unpaid Dividend Account of the Company which remains unpaid or unclaimed for a period of 7 (Seven) years from the date of such transfer shall be transferred by the Company along with interest accrued, if any, thereon to the fund established by the Central Government called the Investor Education and Protection Fund ("IEPF") and investors can claim refund from IEPF and not from the Company.

## **11. Parameters that shall be adopted with regard to various classes of shares**

The Company has issued only one class of shares viz., equity shares. Parameters for dividend payments in respect of any other class of shares will be as per the respective terms of issue and in accordance with the applicable regulations and will be determined, if and when the Company decides to issue other classes of shares.

## **12. Reporting to RBI**

Pursuant to the requirement specified in the RBI Guidelines, the Company shall report details of dividend declared during the financial year 2021-22 onwards as per the format prescribed in the RBI Guidelines. The report shall be furnished within a fortnight after declaration of dividend to the Regional Office of the Department of Supervision of the Reserve Bank, under whose jurisdiction the Company is registered.

## **13. Conflict in Policy**

In the event of any conflict between this Policy and the provisions contained in the Listing Regulations, the Listing Regulations shall prevail.

## **14. Amendments**

The Board may, from time to time, make amendments to this Policy to the extent required due to change in applicable laws and Listing Regulations or as deemed fit on a review.



## Annexure II

**APPOINTMENT AND EVALUATION POLICY****1. Scope**

- 1.1 This Policy on Appointment and Evaluation of Directors and the Board ("**Appointment and Evaluation Policy**") sets out the criteria for appointment of Directors, Key Managerial Personnel ("**KMP**") and Senior Management, recommend to the Board, the remuneration of the Directors, KMP and Senior Management and evaluating the performance of directors, the board of directors of the Company ("**Board**") and committees of the Board, as required by the provisions of the Companies Act, 2013 ("**Act**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Regulations**"), applicable provisions of the Master Directions issued by Reserve Bank of India ("**RBI**") and other applicable laws, rules and guidelines.
- 1.2 The Policy applies to and covers Directors, the Board and Board committees, Key Managerial Personnel and/or Senior Management.
- 1.3 The Nomination and Remuneration Committee ("**NRC**" / "**Committee**") shall be constituted as per the provisions of the Act and SEBI Regulations and shall have the right to review this Appointment and Evaluation Policy from time to time and make suitable modifications, subject to approval of the Board.

**2. Responsibility of NRC and Board**

The NRC and the Board shall be responsible for ensuring that any person proposed to be appointed on the Board of the Company/continues on the Board of the Company shall be fit and proper to be acting on the Board of the Company.

**2.1. Appointment, Removal and Retirement of Directors (including Independent Director)****a) Appointment Criteria and Qualifications**

A person proposed to be appointed as a Director, Key Managerial Personnel or Senior Management should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The NRC shall evaluate and recommend the appointment basis various information, undertaking, disclosures obtained from the Director under various Acts/Regulations/Directions ensuring that the Directors are fit and proper to be appointed on the Board of the Company.

**(i) Qualifications of Independent Director:**

An Independent Director shall possess appropriate skills, experience, and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate

governance, operations or other disciplines related to the Company's business and shall have fit and proper status for the proposed appointment.

**(ii) Positive attributes of Independent Directors:**

An Independent Director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his/her responsibilities in a bona-fide manner in the interest of the Company; devote sufficient time and attention to his/her professional obligations for informed and balanced decision making; and assist the Company in implementing the best corporate governance practices.

**b) Removal of Director, KMP or Senior Management**

Due to reasons for any disqualification mentioned in the Act or under any other applicable act, rules, and regulations thereunder, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or senior management personnel subject to the provisions and compliance of the Act, Rules and Regulations.

**c) Retirement**

The Director, KMP and senior management personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, senior management personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**2.2 Remuneration****(i) Directors:****a) Executive Directors (Managing Director, Manager or Whole Time Director):**

(i) At the time of appointment or reappointment, the Executive Directors shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination & Remuneration Committee and the Board of Directors) within the overall limits prescribed under the Companies Act, 2013, SEBI Regulations and other applicable laws.

(ii) The remuneration shall be subject to the approval of the Members of the Company in General Meeting as per the requirement of the Act.

- (iii) The remuneration of the Manager/ Chief Executive Officer/ Managing Director/Whole Time Director is broadly divided into fixed, and incentive pay reflecting short-term and long-term performance objectives appropriate to the working of the Company. In determining the remuneration (including the fixed increment and performance bonus), the Committee shall consider the following:
  - the relationship of remuneration and performance benchmark;
  - balance between fixed and incentive pay reflecting short and long-term performance objectives, appropriate to the working of the Company and its goals;
  - responsibility required to be shouldered, the industry benchmarks and the current trends;
  - The Company's performance vis-a-vis the annual budget achievement and individual performance.
- b) Non-Executive Director:
  - (i) The Non-Executive Director may receive fees for attending meeting of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One Lakh per meeting of the Board or Committee, or such amount as may be prescribed by the Central Government from time to time.
  - (ii) A Non-Executive Director may be paid commission on an annual basis, of such sum as may be approved by the Board on the recommendation of the Committee.
  - (iii) The Committee may recommend to the Board, the payment of commission, to reinforce the principles of collective responsibility of the Board.
  - (iv) In determining the quantum of commission payable to the Directors, the Committee shall make its recommendation after taking into consideration the overall performance of the Company and the onerous responsibilities required to be shouldered by the Director.
  - (v) The total commission payable to the Directors shall not exceed prescribed limits as specified under the Act.
  - (vi) The commission shall be payable on pro-rata basis to those Directors who occupy office for part of the year.
- (ii) KMP & Senior Management Personnel:
 

The remuneration to the KMP and Senior Management Personnel will be based on following guidelines:

  - a. Maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company;
  - b. Compensation should be reasonable and sufficient to attract, retain and motivate KMP and Senior Management Personnel;
  - c. Remuneration payable should comprise a fixed component and a performance linked variable based on the extent of achievement of individual performance vis-a-vis overall performance of the Company;
  - d. Remuneration shall be also considered in the form of long-term incentive plans for key employees, based on their contribution, position, and length of service, in the nature of ESOPs.

### 3. Evaluation of Directors (including Independent Directors), Board and Committees of the Board

The Chairperson of NRC and the Board shall initiate the process to carry out the performance evaluations of the Directors (including Independent Directors), Board level committees and the Board as a whole on an annual basis in accordance with the criteria set out in this policy by following such method as they deem appropriate considering the provisions of the Act and SEBI Regulations. The Chairperson of Board shall initiate the process to carry out the performance evaluations of the Chairperson of NRC. Similarly, the Chairperson of NRC shall initiate the process to carry out the performance evaluations of the Chairperson of the Board. A person being appointed as Director should possess adequate qualification, expertise and experience for the position he/she is considered for appointment.

- 3.1 The Chairperson of NRC and the Board shall prepare evaluation report and forward the same to all Board Members on or before April 20 in every financial year for the preceding financial year.

3.2 On receipt of the performance evaluation report, the Board shall undertake the following:

- a) Review the said performance evaluation report together with any suggestions on improving the effectiveness of the Board, its committees and directors;
- b) Set performance objectives for directors, consistent with the varying nature and requirements of the Company's business and strategies, as deemed applicable or relevant;
- c) Approve payment of commission payable to eligible directors of the Company based on the said performance evaluation report;
- d) Recommend appointment/reappointment of directors to the shareholders; and
- e) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

3.3 The performance evaluation shall be conducted in a fair, transparent and objective manner. In case of evaluation of individual directors, the concerned director who is being evaluated shall be excluded from the relevant evaluation team of the Board or NRC as the case may be.

3.4 Without prejudice to the foregoing, as required by the relevant provisions of the Act, Independent Directors of the Company shall:

- a) review the performance of non-independent directors and the Board as a whole;
- b) review the performance of the Chairperson of the Board, taking into account the views of executive directors and non-executive directors; and
- c) assess 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.

#### 4. Evaluation Factors

4.1 The following broad parameters shall be considered for the purpose of evaluating the performance of each director and the Board and its committees.

A. Parameters for evaluating the performance of the Board

- Development of suitable strategies and business plans at appropriate time and its effectiveness;
- Implementation of robust policies and procedures;
- Size, structure and expertise of the Board;

- Oversight of the Financial Reporting Process, including Internal Controls;
- Willingness to spend time and effort to learn about the Company and its business; and
- Awareness about the latest developments in the areas such as corporate governance framework, financial reporting, industry and market conditions.

B. Parameters for evaluating the performance of the Committee(s)

- Discharge of its functions and duties as per its terms of reference;
- Process and procedures followed for discharging its functions;
- Effectiveness of suggestion and recommendation received;
- Size, structure and expertise of the Committee; and
- Conduct of its meetings and procedures followed in this regard.

C. Parameters for evaluating the performance of the Director(s)

- Participation at the Board/Committee meetings;
- Commitment (including guidance provided to senior management outside of Board/Committee meetings);
- Effective deployment of knowledge and expertise;
- Effective management of relationship with stakeholders;
- Integrity and maintenance of confidentiality;
- Independence of behaviour and judgment; and
- Impact and influence.

In addition to the above parameters, which shall be common for evaluation to both Independent and Non-Executive Directors, an Independent Director shall also be evaluated on the following parameters:

- Exercise of objective independent judgment in the best interest of Company;
- Ability to contribute to and monitor corporate governance practice; and
- Adherence to the code of conduct for independent directors.

D. Parameters for evaluating the performance of the Chairperson of the Board

- Managing relationship with the members of the Board, management and other stakeholders;
- Demonstration of leadership qualities;
- Relationship and communication within the Board;
- Ease of raising of issues and concerns by the Board members; and
- Personal attributes i.e., Integrity, Honesty, Knowledge, etc.

In addition to the above parameters, the performance of the Chairperson shall be evaluated on the evaluation parameters applicable to both Independent and Non-Executive Directors.

E. Parameters for evaluating the performance of the Managing Director/Executive Director

- Achievement of financial/business targets prescribed by the Board;
- Developing and managing/executing business plans, operational plans, risk management and financial affairs of the organization;
- Display of leadership qualities i.e., correctly anticipating business trends, opportunities, and priorities affecting the Company's prosperity and operations;
- Development of clear mission/vision statements, policies and strategic plans

that harmoniously balance the needs of shareholders, clients, employees and other stakeholders;

- Establishment of an effective organization structure to ensure that there is management focus on key functions necessary for the organization to align with its mission; and
- Managing relationships with the Board, management team, regulators, bankers, industry representatives and other stakeholders.

4.2 Rating Scale: The ratings shall be based on the scales as may be decided by the Chairperson of the Board and NRC.

5. Fit and Proper Status on Continuous Basis

As per the applicable provisions of the Master Directions, basis the annual disclosures, other declarations and confirmations received from the Directors of the Company, the NRC and the Board shall evaluate and ascertain on whether the Directors continue to remain fit and proper on continuing basis.

6. Review/Revision of Policy

If at any point a conflict of interpretation/information between the Policy and any regulations, rules, guidelines, notification, clarifications, circulars, master circulars/directions issued by relevant authorities ("**Regulatory Provisions**") arises, then interpretation of the Regulatory Provisions shall prevail. In case of any amendment(s) and/or clarification(s) to the Regulatory Provisions, the Policy shall stand amended accordingly from the effective date specified as per the Regulatory Provisions. The Board reserve(s) the right to alter, modify, add, delete or amend any of the provisions of the Policy.

## Annexure - III

## FORM AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures as on March 31, 2023

## Part "A": Subsidiaries

(Amount in ₹)

Sr. No.	Particulars	Details
1.	Name of the subsidiary	DFL Technologies Private Limited
2.	The date since when subsidiary was acquired	October 07, 2019
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
4.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not Applicable
5.	Share Capital	22,58,88,200
6.	Reserves & Surplus	2,65,18,802
7.	Total Assets	27,22,77,200
8.	Total Liabilities	1,98,70,198
9.	Investments	Nil
10.	Turnover	1,26,65,374
11.	Profit before taxation	(4,76,27,046)
12.	Provision for taxation	(11,27,286)
13.	Profit after taxation	(4,87,54,332)
14.	Proposed Dividend	Nil
15.	Extent of shareholding (in percentage)	100%

**Notes:** The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations – NIL
- Names of subsidiaries which have been liquidated or sold during the year - NIL

## Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures – Not Applicable

For and on behalf of the Board of Directors

Sd/-  
**Rohanjeet Singh Juneja**  
 Managing Director & CEO  
 DIN: 08342094

Sd/-  
**Rushina Mehta**  
 Non-Executive Non-Independent Director  
 DIN: 01042204

Sd/-  
**Sanjay Kukreja**  
 Chief Financial Officer

Sd/-  
**Sonal Sharma**  
 Company Secretary & Compliance Officer

**August 11, 2023**  
**Mumbai**

## Annexure - IV A

## FORM MR-3

## SECRETARIAL AUDIT REPORT

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

**For the Financial Year Ended March 31, 2023**

**To,  
The Members,  
TruCap Finance Limited  
(Formerly known as Dhanvarsha Finvest Limited)  
CIN: L24231MH1994PLC334457**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by TruCap Finance Limited (Formerly known as Dhanvarsha Finvest Limited) ("**TruCap**" / "**Company**") and having its registered office at 3<sup>rd</sup> Floor, A-Wing, D. J. House, Old Nagardas Road, Andheri (East), Mumbai - 400 069. Secretarial Audit was conducted in a manner that provided me with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on such verification of the 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 March 31, 2023 has generally complied with the statutory provisions listed hereunder. I further report 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and applicable rules made thereunder;
- (ii) The Securities Contracts (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);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 & 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; to the extent applicable;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the audit period)**;
  - (h) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**; and
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**Listing Regulations**").
- (vi) I have relied on the representation made by the Company and its officers and compliance mechanism prevailing in the Company and on examination of documents on test check basis for compliance of the following specific applicable laws and rules made thereunder, being laws that are applicable to the Company based on their sector/industry;
- 1) Reserve Bank of India Act, 1934 and the directions, regulations, master circulars, circulars issued by Reserve Bank of India thereunder and as applicable to Non-Systemically Important Non-Deposit taking Non-Banking Financial Company and Systemically Important Non-Deposit taking Non-Banking Financial Companies (NBFC), sector/industry, to the extent applicable;
  - 2) Master Direction - Non-Banking Financial Company-Non-Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 and Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, to the extent applicable;
  - 3) Master Direction - Information Technology Framework for the NBFC Sector;

- 4) Master Direction - Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016;
- 5) Credit Information Companies (Regulation) Act, 2005; and
- 6) The Prevention of Money Laundering Act, 2002.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement(s) entered into by the Company with BSE Limited pursuant to the Listing Regulations.

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

I further report that:

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

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

I 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.

I further report that during the audit period, the Company has:

- 1) Allotted 13,00,989 equity shares at a face value of ₹ 2/- each issued at a premium of ₹ 20.26/- per share pursuant to conversion of warrants to non-promoter allottee.
- 2) Allotted 92,60,075 equity shares at a face value of ₹ 2/- each issued at a premium of ₹ 20.26/- per share pursuant to conversion of Compulsorily Convertible Debentures to promoter on preferential basis.
- 3) Allotted 62,89,305 equity shares at a face value of ₹ 2/- each issued at a premium of ₹ 20.26/- per share pursuant to conversion of warrants to promoter and non-promoter on preferential basis.
- 4) Allotted 82,28,615 equity shares at a face value of ₹ 2/- each issued at a premium of ₹ 78/- per share pursuant to conversion of Compulsorily Convertible Debentures to non-promoters on preferential basis.
- 5) Allotted 13,13,563 Equity Shares pursuant to Dhanvarsha ESOP Plan -2018.

- 6) Allotted 9,83,230 equity shares at a face value of ₹ 2/- each at a premium of ₹ 130/- per share to non-promoters on preferential basis.
- 7) Allotted 27,74,706 Convertible Warrants having issue price of ₹ 132/- per warrant to non-promoters on preferential basis.
- 8) Appointed Ms. Geetu Gidwani Verma as an Independent Director of the Company with effect from May 31, 2022.
- 9) Noted resignation of Mrs. Minaxi Mehta as a Non-Executive Non-Independent Director of the Company with effect from June 17, 2022.
- 10) Approved change in registered office address within the same premises with effect from May 31, 2023.
- 11) Approved change in the name of the Company from Dhanvarsha Finvest Limited to TruCap Finance Limited with effect from August 03, 2022.
- 12) Approved appointment of Mrs. Rushina Mehta as a Non-Executive Non-Independent Director of the Company with effect from June 17, 2022.
- 13) Noted resignation of Mr. Karan Neale Desai as a Whole Time Director and Director of the Company with effect from June 30, 2022.
- 14) To focus more on the additional responsibilities and roles and for strengthening the organizational matrix, the Board approved the resignation of Mr. Lalit Chendvankar, Chief Compliance Officer and Legal Head from the post of Company Secretary and Compliance Officer of the Company with effect from close of business hours of October 13, 2022. The Board of Directors further approved that Mr. Lalit Chendvankar shall continue to be the Chief Compliance Officer and Legal Head of the Company and continue to be designated as Key Managerial Personnel of the Company under the Act.
- 15) Approved appointment of Ms. Sonal Sharma as Company Secretary and Compliance Officer of the Company and designated as Key Managerial Personnel with effect from October 14, 2022.
- 16) Approved Scheme of arrangement for demerger of retail MSME lending business of Exclusive Leasing and Finance Private Limited ("**the Demerged Company/EZ Capital**") along with the assets and liabilities of the retail MSME lending business along with net-worth of the Demerged Undertaking ("**the Demerged Business/ Demerged Undertaking**") into TruCap Finance Limited ("**Company/Resulting Company**").
- 17) As a good governance, approved TruCap Employee Retention Plan, instituted by the promoters of the Company.

Further, during the year ended March 31, 2023, the Shareholders of the Company, on recommendation of the Board, had approved issue of (i) 26,82,762 equity shares having face value of ₹ 2/- each to be issued at a price not less than ₹ 74.55/- each, (ii) 80,48,289 convertible warrants



convertible into equivalent number of equity shares having face value of ₹ 2/- each to be issued at a price not less than ₹ 74.55/- each, to Non-Promoters on Preferential Basis. However, as the proposed allottee did not subscribe to the preferential issue within the time limit prescribed under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Shareholders of the Company, have on March 28, 2023, on recommendation of

the Board of Directors, approved withdrawal of the aforesaid preferential issue.

I further report that during the audit period, except for the events covered above, there was no other event/action having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, and standards.

**FOR U. HEGDE & ASSOCIATES,  
COMPANY SECRETARIES**

**Sd/-**

**Umashankar K Hegde  
(Proprietor)**

**COP No-11161 # M. No- A22133**

**ICSI Unique Code: S2012MH18 8100**

**Peer Review Certificate No - 1263/2021**

**UDIN:- A022133E000784268**

**August 11, 2023  
Mumbai**



**ANNEXURE TO SECRETARIAL AUDIT REPORT**

**To,  
Members,  
TruCap Finance Limited  
(formerly known as Dhanvarsha Finvest Limited)  
CIN: L24231MH1994PLC334457**

My 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.
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 the Act and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR U. HEGDE & ASSOCIATES,  
COMPANY SECRETARIES**

**Sd/-**

**Umashankar K Hegde  
(Proprietor)**

**COP No-11161 # M. No- A22133**

**ICSI Unique Code: S2012MH18 8100**

**Peer Review Certificate No - 1263/2021**

**UDIN:- A022133E000784268**

**August 11, 2023  
Mumbai**

## Annexure - IV-B

## FORM MR-3

## SECRETARIAL AUDIT REPORT

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

## For the Financial Year Ended March 31, 2023

To,  
The Members,  
DFL Technologies Private Limited  
CIN: U67190MH2019PTC331368

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DFL Technologies Private Limited ("DFL Tech"/ "Company") and having its registered office at Ground Floor, D. J. House, Old Nagardas Road, Andheri (East), Mumbai – 400 069. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on verification of the 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 March 31, 2023 has generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder.
- (ii) The Securities Contracts (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) – **Not Applicable**.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable during the audit period)**

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(to the extent applicable to the intermediary)**
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the audit period)**
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the audit period)**
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the audit period)**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; **(Not applicable during the audit period)**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the audit period)**
- (h) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; **(Not applicable during the audit period)** and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(to the extent applicable to a Material Subsidiary)**
- (vi) Based on the representation made by the Company and its officer and compliance mechanism prevailing in the Company, there are no specific laws applicable to the Company, compliance of which have to be ensured by the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

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

## I further report that:

The Board of Directors of the Company is duly constituted. Further the change in the composition of the Board of Directors took place during the period under review were in accordance with provisions of the Act and rules made thereunder.

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

items before the meeting and for meaningful participation at the meeting. The decisions were carried unanimously.

I 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.

I further report that during the audit period, there was no event/action having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, and standards.

**FOR U. HEGDE & ASSOCIATES,  
COMPANY SECRETARIES**

**Sd/-**

**Umashankar K Hegde  
(Proprietor)**

**COP No-11161 # M. No- A22133**

**ICSI Unique Code: S2012MH18 8100**

**Peer Review Certificate No - 1263/2021**

**UDIN:- A022133E000784180**

**August 11, 2023  
Mumbai**

**ANNEXURE TO SECRETARIAL AUDIT REPORT**

**To,  
The Members,  
DFL Technologies Private Limited  
CIN: U67190MH2019PTC331368**

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.
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 the Act and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**FOR U. HEGDE & ASSOCIATES,  
COMPANY SECRETARIES**

**Sd/-  
Umashankar K Hegde  
(Proprietor)**

**COP No-11161 # M. No- A22133  
ICSI Unique Code: S2012MH18 8100  
Peer Review Certificate No - 1263/2021  
UDIN:- A022133E000784180**

**August 11, 2023  
Mumbai**

## Annexure – V

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES OF TRUCAP FINANCE LIMITED**

**[Pursuant to clause (o) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]**

1. Brief outline on CSR Policy of the Company:

The Company's commitment is to ensure that our activities extend beyond business and include initiatives and endeavours for the benefit and development of the community and society at large, social responsibility, and environmental sustainability to benefit the economically & socially disadvantaged sections of the society. The Company endeavours to undertake programmes geared towards social welfare activities or initiatives.

The Policy on Corporate Social Responsibility ("**CSR**") ("**CSR Policy**"), including overview of the projects or programs proposed to be undertaken, is available on the website of the Company at [www.trucapfinance.com](http://www.trucapfinance.com) and the link is <https://trucapfinance.com/wp-content/uploads/CSR-Policy.pdf>

2. Composition of CSR Committee:

As on March 31, 2023 and the date of this report, the CSR Committee comprises of the following members:

Sr. No.	Name of Member	Designation in Committee/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Ms. Abha Kapoor	Independent Director, Chairperson	1	1
2.	Mr. Rajiv Kapoor	Non-Executive Non-Independent Director, Member	1	1
3.	Mr. Rohanjeet Singh Juneja	Managing Director and Chief Executive Officer, Member	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

The web-link where the composition of CSR Committee is hosted on the website of the Company is <https://trucapfinance.com/composition-of-committees-2/>.

The web-link where the CSR Policy of the Company is hosted on the website of the Company is <https://trucapfinance.com/wp-content/uploads/CSR-Policy.pdf>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Not Applicable

5. (a) Average net profit of the company as per sub-section (5) of section 135 – ₹ 403.26 lakhs.  
 (b) Two percent of average net profit of the company as per sub-section (5) of section 135 - ₹ 8.07 lakhs.  
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years - NIL.  
 (d) Amount required to be set off for the financial year, if any - NIL.  
 (e) Total CSR obligation for the financial year (b+c-d) – ₹ 8.07 lakhs.
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) - ₹ 10 lakhs.  
 (b) Amount spent in Administrative overheads - NIL.  
 (c) Amount spent on Impact Assessment, if applicable – Not Applicable.  
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)] - ₹ 10 lakhs.

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

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso of subsection (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
10,00,000	Not Applicable	Not Applicable	Not Applicable	NIL	Not Applicable

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

Sr. No.	Particulars	Amount (₹ in lakhs)
1.	Two percent of average net profit of the company as per sub-section (5) of section 135	8.07
2.	Total amount spent for the Financial Year	10.00
3.	Excess amount spent for the Financial Year [(ii)-(i)]	1.93
4.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	0.00
5.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	1.93

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6	7	8
Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub section (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any	Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
				Amount (in ₹)	Date of transfer		
1	FY-1	Not Applicable					
2	FY-2						
3	FY-3						

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

If yes, enter the number of Capital assets created/ acquired – Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sr. No.	Short particulars of the property or asset(s) (including complete address and location of the property)	Pin-code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered Address
Not Applicable							

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135 – Not Applicable. Although, pursuant to the provisions of the Companies Act, 2013, during the financial year ended March 31, 2023, the amount required to be spent by the Company towards CSR activities was ₹ 8.07 lakhs, however, on recommendation of the CSR Committee and subsequent to the approval of the Board of Directors of the Company, during the financial year ended March 31, 2023, the Company has spent ₹ 10 lakhs towards CSR activities.

Sd/-  
Abha Kapoor  
Chairperson of CSR Committee  
August 11, 2023  
Mumbai

Sd/-  
Rohanjeet Singh Juneja  
Managing Director & CEO  
Member of CSR Committee



**Annexure - VI****PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

**[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]**

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, for the year ended March 31, 2023 is given herein below.

**CONSERVATION OF ENERGY**

The Company is engaged in the activity of providing financial services and, as such, its operations have limited impact vis-a-vis substantial energy consumption. Energy is consumed on a regular level to aid regular office work, however, the Company appreciates the need to reduce the net carbon footprint. Accordingly, the Company is taking all possible measures to conserve energy and reduce consumption by adopting alternative power devices or employing technology solutions. Several environment friendly measures adopted by the Company includes the below:

- Installation of capacitors to reduce power consumption;
- Employing of Laptops and Tablets in branches to reduce paper consumption and efficient use of technology to drive operations electronically;
- Conventional lighting have been replaced with Light Emitting Diode (LED) lights;
- Enabling automatic power shutdown of idle monitors;
- Creating awareness about conservation of energy and opting for efficient solutions by way of distributing the information in electronic form;
- Reaching out with regular communication to the staff to minimize the use of air-conditioners;
- Wherever possible, we make purchase requests for electronic goods that are rated 4 star and above;
- Shutting off all the lights when not in use;

Sd/-  
**Rohanjeet Singh Juneja**  
Managing Director & CEO  
DIN: 08342094

**August 11, 2023**  
**Mumbai**

- Designing an office infrastructure that maximises use of natural light during the day to further conserve power;
- Education and awareness programs for employees; and
- Constant reminders to employees to switch off all the computers and other equipments that are not in use.

The management frequently puts circulars and information via e-mail and through team meetings, for its employees, educating them on ways and means to conserve power and other natural resources and ensures adherence of the same.

**TECHNOLOGY ABSORPTION AND INNOVATION**

Adoption of Technology as a core pillar to drive growth is indispensable to scale the business and we have embraced it across a range of product and service delivery. Technology infrastructure of the Company is strategically critical and employs business applications that are at par with the industry standards with a robust IT infrastructure setup which enables and empowers business operations that the management aims for improvement in overall productivity and efficiency. Robust infrastructure helps us to provide an integrated, seamless and world class experience to our customers. Through a highly secured information systems infrastructure and with adequate controls which are currently in place, we are able to manage operations efficiently spanning multiple locations including our branch network. This enables us to build an efficient outreach to the target customers and effectively monitor and control risks. The Company remains committed to investing in technology to gain a competitive edge and contribute scalable and efficient business growth.

**FOREIGN EXCHANGE EARNINGS AND OUTGO**

(a) The foreign exchange earnings: NIL

\*(b) The foreign exchange expenditure: ₹ 31.33 lakhs

*\*Foreign currency is purchased in India and spent by the director on foreign visit for business purposes.*

**RESEARCH AND DEVELOPMENT (R & D) – N.A.**

The Company is engaged in finance and financial services and so there were no activities in the nature of research and development involved in the business.

Amount of expenditure incurred on Research and Development: NIL

**By the order of the Board of Directors**

Sd/-  
**Rushina Mehta**  
Non-Executive Non-Independent Director  
DIN: 01042204

**Annexure – VII**

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

Sr. No.	Requirements	Disclosure																								
i.	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	<table><tr><th>Name</th><th>Ratio</th></tr><tr><td>Mr. Karan Neale Desai</td><td>5.82</td></tr><tr><td>Mr. Rohanjeet Singh Juneja</td><td>36.59</td></tr><tr><td>Mr. Nirmal Vinod Momaya</td><td>1.77</td></tr><tr><td>Mr. Krishipal Raghuvanshi</td><td>2.94</td></tr><tr><td>Mr. Rakesh Sethi</td><td>2.81</td></tr><tr><td>Mr. Rajiv Kapoor</td><td>2.81</td></tr><tr><td>Mrs. Minaxi Kishore Mehta</td><td>0.26</td></tr><tr><td>Mr. Atwood Porter Collins</td><td>0.99</td></tr><tr><td>Ms. Abha Kapoor</td><td>2.55</td></tr><tr><td>Mrs. Rushina Mehta</td><td>1.25</td></tr><tr><td>Ms. Geetu Gidwani Verma</td><td>1.12</td></tr></table>	Name	Ratio	Mr. Karan Neale Desai	5.82	Mr. Rohanjeet Singh Juneja	36.59	Mr. Nirmal Vinod Momaya	1.77	Mr. Krishipal Raghuvanshi	2.94	Mr. Rakesh Sethi	2.81	Mr. Rajiv Kapoor	2.81	Mrs. Minaxi Kishore Mehta	0.26	Mr. Atwood Porter Collins	0.99	Ms. Abha Kapoor	2.55	Mrs. Rushina Mehta	1.25	Ms. Geetu Gidwani Verma	1.12
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Ms. Geetu Gidwani Verma	1.12																									
ii.	Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary, if any, in the financial year	<table><tr><th>Name</th><th>Designation</th><th>% Increase</th></tr><tr><td>Mr. Rohanjeet Singh Juneja</td><td>Managing Director &amp; CEO</td><td>100</td></tr><tr><td>Mr. Sanjay Kukreja</td><td>Chief Financial Officer</td><td>21</td></tr><tr><td>Ms. Sonal Sharma</td><td>Company Secretary &amp; Compliance Officer</td><td>20</td></tr><tr><td>Mr. Lalit Chendvankar</td><td>Chief Compliance Officer &amp; Legal Head</td><td>10</td></tr></table>	Name	Designation	% Increase	Mr. Rohanjeet Singh Juneja	Managing Director & CEO	100	Mr. Sanjay Kukreja	Chief Financial Officer	21	Ms. Sonal Sharma	Company Secretary & Compliance Officer	20	Mr. Lalit Chendvankar	Chief Compliance Officer & Legal Head	10									
Name	Designation	% Increase																								
Mr. Rohanjeet Singh Juneja	Managing Director & CEO	100																								
Mr. Sanjay Kukreja	Chief Financial Officer	21																								
Ms. Sonal Sharma	Company Secretary & Compliance Officer	20																								
Mr. Lalit Chendvankar	Chief Compliance Officer & Legal Head	10																								
iii.	The percentage increase in the median remuneration of employees in the financial year	There is no increase in the median remuneration of employees in the financial year.																								
iv.	The number of permanent employees on the payrolls of the Company	474																								
v.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	There is no increase in either of the type of personnel salaries. The increase in remuneration is in lines with the Appointment and Evaluation Policy, trends of remuneration in the industry and performance of the Company.																								
vi.	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes																								

**Notes:**

- Mrs. Minaxi Kishore Mehta, Non-Executive Non-Independent Director of the Company, resigned from the directorship of the Company with effect from close of business hours of June 17, 2022.
- The Members of the Company have at the 28<sup>th</sup> Annual General Meeting of the Company held on September 29, 2022, on recommendation of Board of Directors and Nomination and Remuneration Committee, approved the appointment of Mrs. Rushina Mehta as Non-Executive Non-Independent Director of the Company with effect from June 17, 2022, liable to retire by rotation.
- Mr. Karan Neale Desai, Whole Time Director of the Company, resigned from the directorship of the Company with effect from close of business hours of June 30, 2022.
- To focus more on the additional responsibilities and roles and for strengthening the organizational matrix, the Board approved the resignation of Mr. Lalit Chendvankar, Chief Compliance Officer and Legal Head from the post of Company Secretary and Compliance Officer of the Company with effect from close of business hours of October 13, 2022. The Board of Directors further approved that Mr. Lalit Chendvankar shall continue to be the Chief Compliance Officer and Legal Head of the Company and continue to be designated as Key Managerial Personnel of the Company under the Companies Act, 2013, as amended.
- Appointment of Ms. Sonal Sharma as Company Secretary and Compliance Officer of the Company and designated as Key Managerial Personnel with effect from October 14, 2022.

**Sd/-**  
**Rohanjeet Singh Juneja**  
**Managing Director & CEO**  
**DIN: 08342094**

**For and on behalf of the Board of Directors**  
**Sd/-**  
**Rushina Mehta**  
**Non-Executive Non-Independent Director**  
**DIN: 01042204**

**August 11, 2023**  
**Mumbai**

## MANAGEMENT DISCUSSION AND ANALYSIS

We are pleased to present the Management Discussion and Analysis (MD&A) section of the Annual Report for the year 2023, highlighting the performance and outlook of our Non-Banking Financial Company (NBFC) specializing in gold loans and MSME business loans. This section provides an in-depth analysis of our Company's operations, financial position, and prospects.

### 1. Economic Outlook

#### Global Economy

The economy at large is moving towards a gradual recovery from the effects of Covid pandemic and the Russia-Ukraine war of 2022. However, such unprecedented events have left a series of aftershocks leading to strained market conditions and high inflation across global economies. High inflation resulting from easy monetary policies over the last decade and a half have led to Central Banks across the developing world hiking interest rates in synchronicity in a bid to reign inflation expectation in a desirable range. The side effects arising from the unprecedented rise in the policy rates and slowing growth are now more obvious with funding challenges and asset liability mismatches that could likely persist for many companies across various sectors. This has caused a marketable shift in sentiment as investors are now focusing increasingly on profitability and cash flow instead of growth in market share.

On a positive note, global growth is anticipated to be propelled by the recovery of the Chinese economy, the continued upswing of India, and relatively strong growth in other emerging economies. It is worth acknowledging that the pandemic's impact in China caused substantial disruptions in the supply chain, which is now gradually recovering. Global economy is expected to grow by 2.8% in 2023 and 3.0% in 2024. However, indications have emerged that tightened monetary policy has dampened demand and inflation to some extent, but its full impact is yet to be realized.

Source: <https://www.oecd.org/newsroom/global-economic-outlook-improving-albeit-to-a-low-growth-recovery.htm>

#### Indian Economy

India stands tall in the last few years as it emerges as a beacon of resilience and stability in the global economy. It is expected to display sturdy progress driven by private consumption and investment built on the back of government policies to nurture the business ecosystem; and improved transport, and logistics infrastructures. India should continue to remain one of the fastest growing global economies despite significant challenges posed by synchronized tightening of the global monetary policies and continuing inflationary pressures. International Monetary Fund (IMF) has gone to the extent of coining India as a 'bright spot' on the back of a promising growth trajectory reliant on strong indicators. It goes on to claim that in 2023, 'India and China' will together contribute to half of the world's growth.

Source: <https://economictimes.indiatimes.com/news/economy/indicators/indiaseconomic-resilience-imf-predicts-indian-economy-will-grow-by-nearly-6-per-cent-this-fiscal-year/articleshow/99842943.cms?from=mdr>

The RBI's (Reserve Bank of India) SPF (Survey of Professional Forecasters) report has projected that India's real GDP will grow to 6% in FY 2023-24.

#### India's Real GDP Growth



Source: The RBI's (Reserve Bank of India) SPF (Survey of Professional Forecasters) Report

India has been a top contributor to the global economic growth; powering it alongside China, USA and Indonesia. With only 20 countries driving more than 75% of global growth, India remains a top contributor. Thereby, cementing itself as a leading economic power.

The Indian economy has experienced robust investment activity, supported by the government's focus on capital expenditure, as well as stable private consumption, particularly among high-income earners. However, the persistence of escalating inflationary pressures and long-term forecasts of higher interest rates pose potential risks to the global economy, which could affect India's growth trajectory.

The total CPI (Consumer Price Index) inflation rate was 6.5% in February 2023, up from 6.1% in February 2022. The Monetary Policy Committee of the RBI has recently kept the repo rate unchanged at 6.5% while maintaining its stance on "withdrawal of accommodation". Further, the RBI forecasts consumer inflation to decline to 5.2% in FY 2023-24. The combination of digitalization and efficiency-enhancing measures, along with robust capex investments, will eventually boost business productivity in India. Moreover, India's financial sector remains robust, bolstered by improvement in asset quality and healthy private-sector credit growth.

Amongst its peers, India's growth story is better placed and anchored by supportive macros and intact structural advantage.

Source: <https://www.bls.gov/opub/ted/2023/consumer-price-index-up-0-4-percent-over-the-month-6-0-percent-over-the-year-in-february-2023.htm#:~:text=End%20of%20interactive%20chart.&text=The%206.0%2Dper>

## 2. Industry structure and Developments

NBFCs have become increasingly important in recent years as they have played a critical role in providing credit to individuals and businesses that are underserved by traditional banks. One of the key advantages of NBFCs is their ability to be flexible in their lending practices. Unlike banks, which have a rigid set of guidelines for lending, NBFCs can tailor their lending practices to meet the specific needs of their clients. NBFCs have played a significant role in the Indian economy's growth story, especially in the rural and semi-urban areas. They cater to the financial needs of small and medium-sized businesses, entrepreneurs, farmers, and individuals who do not have access to traditional banking services.

According to the RBI data, outstanding bank credit to NBFCs has significantly increased from ₹ 3.68 lakh crore in 2017 to ₹ 13.20 lakh crore as of December 2022. NBFCs are expected to play a crucial role in financing India's transition from the world's fifth largest to third largest economy by the end of this decade. The

Government is also focusing on developing NBFCs with high emphasis on driving quality corporate governance across these entities. Following sluggish years amid liquidity stress post the IL&FS crisis in September 2018, NBFCs have bounced back strongly with higher capital levels, reasonable stability in delinquency accounts, better asset quality and larger balance sheets. Stronger risk assessment frameworks, Government support such as debt moratorium and liquidity enhancement measures and broader economic revival have helped them tide through these challenges and pursue innovative strategies to meet evolving opportunities.

The RBI implemented Scale-Based Regulation (SBR) for NBFCs in FY 2022-23, to harmonize regulatory frameworks with these institutions' evolving risk profiles. The main points of the aforesaid regulation are as follows:

- (i) Regulation Structure - Categorization of NBFCs: NBFCs have been categorized into four layers based on their size, activity, and riskiness.

Layers	Classification	Component
Basic	NBFC - Base Layer (NBFC-BL)	(a) Non-deposit taking NBFCs below the asset size of ₹ 1,000 crore (b) NBFCs undertaking the following activities: (i) NBFC-Peer to Peer Lending Platform (NBFC-P2P), (ii) NBFC-Account Aggregator (NBFC-AA), (iii) Non-Operative Financial Holding Company (NOFHC) (iv) NBFCs not availing public funds and not having any customer interface.
Middle	NBFC - Middle Layer (NBFC-ML)	The Middle Layer shall consist of (a) All deposit-taking NBFCs (NBFC-Ds), irrespective of asset size (b) Non-deposit-taking NBFCs with asset size of ₹ 1,000 crore and above (c) NBFCs undertaking the following activities: (i) Standalone Primary Dealers (SPDs), (ii) Infrastructure Debt Fund – Non-Banking Financial Companies (IDF-NBFCs), (iii) Core Investment Companies (CICs), (iv) Housing Finance Companies (HFCs) and (v) Infrastructure Finance Companies (NBFC-IFCs)
Upper	NBFC - Upper Layer (NBFC-UL)	The Upper Layer of NBFCs will be identified by the RBI using specific parameters and scoring methodology for enhanced regulatory requirements.
Top	NBFC - Top Layer (NBFC-TL)	Upper Layer NBFCs may move to the Top Layer if the RBI perceives a significant increase in potential systemic risk.

- (ii) The regulatory minimum Net Owned Fund (NOF) for NBFC-ICC, NBFC-MFI and NBFC-Factors has been increased to ₹ 10 crore, while for NBFC-P2P, NBFC-AA, and NBFCs with no public funds and no customer interface, the NOF remains at ₹ 2 crore. There is no change in the existing regulatory minimum NOF for NBFCs - IDF, IFC, MGCs, HFC, and SPD.

The NPA classification norm for all categories of NBFCs has changed to an overdue period of more than 90 days in a phased manner.

- (iii) At least one director of NBFCs should have relevant experience working in a bank/NBFC, etc.

### Loan against Gold

The Gold loan financial industry demonstrated resilience during FY'23, driven by its countercyclical nature and the safe-haven appeal of gold in times of economic uncertainty. Gold prices remained stable during the fiscal year, sustaining the industry's attractiveness to borrowers and investors alike. Increased consumer

awareness and favorable regulatory reforms contributed to the industry's growth and legitimacy. Gold lending has been one of the initial precursors to financial inclusion by enabling the new-to-credit segment to build a credit score through monetizing an asset and gain access to a diverse set of lending products. Credit history builds on the back of repayment history built by gold loans offers a structural basis for financial inclusion. This segment also comes with tangible benefits such as accessibility, convenience, pricing advantage over informal loans and quick disbursement process. For borrowers without a credit history or with insufficient real estate collateral, the simplicity of the gold loan process, minimal documentation requirements, quick approval and

disbursal timelines have made gold loans a preferred option in times of immediate liquidity.

Demand for the yellow metal stays steady and increasingly technology solutions are driving the demand for gold loans. The gold loan market in India was valued at ~ ₹ 2,921.42 billion in 2019 and is expected to reach ~ ₹ 6,275.40 billion by 2025, expanding at a compound annual growth rate (CAGR) of ~12.75% during the 2020-2025 period. The unorganized segment accounts for more than 60% of the gold loan market in the country. (Source: Report Ocean published a recovery-based report for India Gold Loan Market).

### **Micro, Small and Medium Enterprises (MSMEs)**

Micro, Small, and Medium Enterprises (MSMEs) play a vital role in the Indian economy as significant contributors to employment generation, industrial output, and export growth. MSMEs encompass a wide range of enterprises, including manufacturing, services, and trade sectors, and they serve as a backbone for economic development and inclusive growth.

MSMEs face unique challenges such as limited access to finance, inadequate technological capabilities, and a need for skill development. To address these challenges and promote the growth of MSMEs, the government of India has introduced various schemes and initiatives. These include financial support through collateral-free loans, credit guarantee schemes, and specialized MSME-focused lending institutions. Additionally, programs for capacity building, entrepreneurship development, and technology upgradation have been implemented to enhance the competitiveness of MSMEs.

The introduction of the Goods and Services Tax (GST) regime has streamlined taxation processes for MSMEs, simplifying compliance and fostering a more favorable business environment. The government's "Make in India" campaign has also focused on promoting manufacturing activities, providing MSMEs with opportunities to participate in domestic and global supply chains.

MSMEs in India have demonstrated resilience and adaptability, contributing significantly to employment generation, export growth, and economic development. Their role in fostering entrepreneurship, innovation, and regional development cannot be overstated. As India continues to focus on economic growth and job creation, fostering a supportive ecosystem for MSMEs remains a key priority.

Credit exposure to MSMEs is a crucial aspect of the financial sector, supporting their growth and contributing to economic development. Here are some relevant data points highlighting the significance of credit exposure to MSMEs:

#### **(a) Contribution to Employment and Credit to MSMEs:**

MSMEs are a major source of employment in India, providing livelihoods to millions of people. As per National Sample Survey (NSS), MSME sector has been creating 11.10 crore jobs in the rural and urban areas across the country.

As per RBI, Credit-to-GDP ratio stands at 55%, the credit to MSMEs has improved to 30% by November'22, supported by the extended Emergency Credit Linked Guarantee Scheme (ECLGS) of the Union government. It adds that the recovery of MSMEs is proceeding apace, as is evident in the amounts of GST they pay, while the ECGLS is easing their debt servicing concerns.

#### **(b) GDP Contribution:**

MSMEs play a significant role in contributing to India's GDP. With 63.4 million units spread across the country, the sector contributes around 6.11% of the manufacturing GDP and 24.63% of the GDP from service activities, showcasing their economic significance.

#### **(c) Priority Sector Lending:**

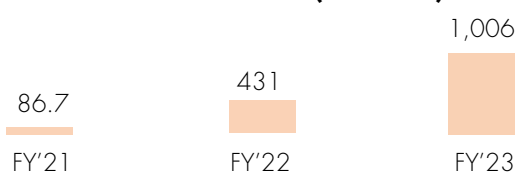
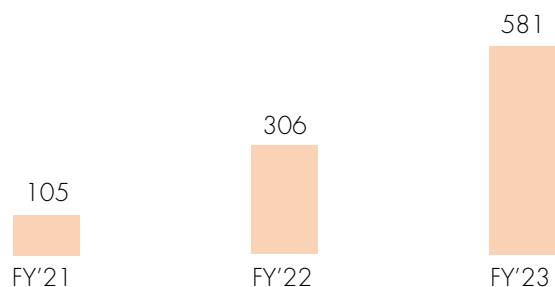
MSMEs are considered a priority sector for lending by banks. As per RBI guidelines, banks are required to allocate a certain percentage of their total advances to the priority sector, which includes MSMEs. Currently, the priority sector lending target for domestic commercial banks is set at 40% of their net bank credit.

The lending to MSMEs in India remains crucial for fostering economic growth, job creation, and entrepreneurship. Overall, the lending outlook to MSMEs is positive, driven by government initiatives, digital transformation, credit guarantee support, and post-pandemic recovery efforts. With continued focus on inclusive lending practices, streamlined processes, and proactive risk management, banks and NBFCs are expected to play a vital role in supporting the growth and development of MSMEs in India.

Source: [https://www.marketwatch.com/press-release/india-gold-loan-market-size-and-share-examining-the-future-of-booming-global-industry-till-2030-2023-06-07?mod=search\\_headline](https://www.marketwatch.com/press-release/india-gold-loan-market-size-and-share-examining-the-future-of-booming-global-industry-till-2030-2023-06-07?mod=search_headline)

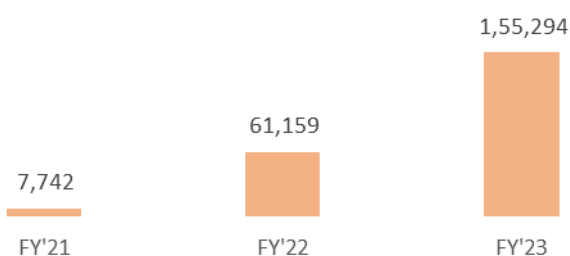
### **3. Business & Financial Performance**

During the year under review, the disbursements were ₹ 1,006.3 crore up from ₹ 430.8 crore a year ago led strongly by gold loans and business loans to MSMEs. The AUM has increased to ₹ 581 crores in FY'23 which marks a 1.89x increase over FY'21.

**Growth in Disbursement (₹ in crore)****Growth in Loan Book (On & Off B/S) (₹ in crore)**

With a substantial increase in disbursements of ₹ 1,006.3 crore, the revenue increased by 77% to ₹ 124 crore up from ₹ 70 crore in the previous year. This was powered by strong interest income growth up 104% year over year to ₹ 932 crore in FY'23 from ₹ 455 crore in FY'22.

Owing to large investments in the branch build-up, the pre-tax profit was ₹ 7.2 crore displaying a decline of 32% over the previous fiscal. We will see scale and efficiency arising from these branches in upcoming years.

**No. of Customers Served till Date**

While our loan book increased significantly, it has been made possible by the Company lending over 1.5 lakh loans cumulatively with count of active customer base at 64,824. Our coverage of women customers has increased significantly from 6,208 in FY'22 to 16,478 in FY'23.

The product composition of the loan book today is 57% MSME Gold loans, 39% in MSME Business loans and 4% in LAP and personal loans, etc.

(₹ in crore)

*Financial Summary	Financial year Ended		
	Mar'23	Mar'22	Mar'21
Interest Income	93.2	45.5	12.2
Less: Finance Cost	50.8	24.4	4.2
Net Interest Income	42.4	21.1	8.0
Other Income	30.8	24.6	12.2
Operating Expenses	65.9	35.0	18.5
Profit Before Tax	7.2	10.7	1.7
Less: Tax	1.8	3.3	1.1
Profit for the period	5.5	7.4	0.7

*Chart Mix of Borrowers of the Company – Gender Insight*

Particulars	FY'23	FY'22	Growth %
#Loan Book (in ₹ crore)	581	305	89.90
Customer (Count)	64,824	33,430	93.90
Women Customers (Count)	16,478	6,208	165.40

\* On Standalone basis.

# Loan Book for Financial Year 2022-23 includes On and Off Balance Sheet.

In FY'23, our NBFC continued to strengthen its presence in the Gold Finance industry, leveraging our established branch network and customer trust.

We maintained a well-diversified portfolio of gold-backed loans, catering to various segments ranging from small businesses and MSMEs to retail customers.

Our robust risk management practices ensured prudent lending, resulting in a stable asset quality and near zero non-performing assets (NPAs) in Gold loans.

The Company is able to compete on service, last mile credit delivery and domain expertise alongside robust risk management. Increased demand for gold-backed loans resulted in a growing loan book, expanding our customer base and revenue streams. The rise in gold prices positively impacted our loan portfolio, enhancing the value of collateral and reducing credit risk.

Having entered the gold finance business in 2020-21, the Company has shown significant growth by achieving an AUM of ₹ 332.84 crore. Since FY-2022, it has entered co-lending and business correspondent relationship with multiple reputable financial institutions such as Central Bank of India, DCB Bank and Shivalik Small Finance Bank.

**Strategic Initiatives**

To capitalize on the industry's growth potential, the Company focused on expanding its reach to untapped markets, strategically opening new branches in high-



potential regions. The Company reached 78 Dhanvarsha branches and entered the state of Gujarat to expand geographical presence and make formal growth credit accessible.

The Company prioritized compliance with regulatory norms, safeguarding against potential regulatory risks and ensuring strict adherence to applicable guidelines. The Company further strengthened its gold valuation and appraisal processes to ensure accurate assessment of collateral value.

It expanded current product offerings by introducing innovative gold loan schemes tailored to the specific needs of different customer segments. The Company has been focusing on enhancing its customer experience through digitization, enabling seamless online loan application, repayment, and tracking.

#### **Lending as a Service (L-a-a-S) and Business Correspondent Partnerships**

Your Company has entered co-lending arrangements with marquee lenders for originating MSME loans, starting with one of the largest and first of its kind with Central Bank of India and has steadily expanded this relationship with other financial institutions of repute such as HDFC Bank, DCB Bank, UGRO Capital and a business correspondent relationship with Shivalik Small Finance Bank.

The co-lending arrangements are termed in the Company as Lending as a Service (L-a-a-S) partnership, and it is extremely pertinent to the Company's growth strategy owing to its high profitability and capital efficiency for the Company's Balance Sheet. In L-a-a-S, the Company is a minority capital provider in the range of 5% to 20%, whereas a larger financial institution is a majority capital provider. While the Company is responsible for originating, servicing, and collections of the L-a-a-S loans, it is a high IRR product and a lot more capital efficient.

The share of L-a-a-S as part of loan book has increased from a modest 4% in FY'22 to 28% in FY'23 demonstrating the firm's focus on scaling this vertical. It is even more critical in a rising policy rate environment and funding winter wherein capital on favorable terms is increasingly becoming hard to source for all entities. The Company is also expecting enhanced NIM on account of enhanced volumes in L-a-a-S owing to the capital efficient nature of this product. Going forward, L-a-a-S will occupy a significant portion of the loan book.

Your Company has made significant investment to shore up its distribution capability to L-a-a-S lenders by opening 41 Dhanvarsha branches in the year past, taking the total tally to 78 Dhanvarsha branches. The Company has bolstered its people vertical to be able to scale business operations effectively and build extensive customer relationships. The Company will look to enter new geographies and further expand the branch network with the purpose of serving the last mile customer by making credit accessible.

#### **Omni-channel distribution and new geographies**

From 37 Dhanvarsha branches in FY'22 to 78 branches in FY'23, the Company added 41 new branches and entered the state of Gujarat. The entry into the state of Gujarat will further open new markets and opportunities for the Company with an enhanced product suite.

The expansion in the branch strength and introduction of technology solutions has enabled building scale in the business. The Company witnessed a surge in its ability to service high loan volumes and enhance its total customers served count to more than 1,55,200 in FY'23 from 61,000+ in FY'22. The tech-enabled underwriting and collections coupled with growth of Dhanvarsha branch network are instrumental to scaling the L-a-a-S partnerships with large financial institutions of repute and contribute towards enhanced profitability.

### **4. Opportunities and Threats**

#### **Opportunities**

- (a) Co-lending through NBFCs is the optimum solution to liquidity conversion from banks to lesser served priority sectors through credit funding. It leads to consumption growth and acts as an excellent way of sharing risk. It prevents the entire loan from falling onto NBFCs' balance sheet as banks lend to the borrowers directly.
- (b) The gold loan segment witnessed strong demand and disbursal growth. The lower credit eligibility makes gold loans accessible to all. This loan segment saw a surge in demand from small businesses and individuals during the pandemic to manage their liquidity needs.
- (c) Brand equity to garner higher acceptability among the underprivileged section of society.
- (d) Higher and ever-increasing government regulations and tightening of norms to restrict competition and deter entry of unorganised players, thus benefiting the leaders in the industry.
- (e) Increasing geographical reach and higher customer base creating opportunity to penetrate further into the hinterland.
- (f) With government's initiatives to increase spend in the MSME segment to increase start-up businesses and thus demand for MSME loans.
- (g) The introduction of the guidelines for the First Loss Default Guarantee (FLDG) represents a momentous achievement for India's FinTech sector. This is a pioneering occasion as it marks the RBI's endorsement of the FLDG program, facilitating credit-risk sharing agreements between FinTech companies and regulated financial institutions such as banks and NBFCs.

### Threats

- (a) Global economic downturn may cause market slowdown.
- (b) Unanticipated changes in regulatory norms may cause certain impact in the Company's operations.
- (c) Increasing competition from the global and local competitors in terms of product development and technology innovations leaving a very thin margin of errors.
- (d) Liquidity squeeze may adversely affect the lending capability of the Company.

## 5. Outlook

Looking ahead, the industry is expected to maintain its growth trajectory, given the sustained demand for gold-backed credit and investments, enduring allure of gold as a safe-haven asset in times of economic uncertainty and favorable regulatory environment facilitating the expansion of the industry.

The Company aims to further enhance its technological capabilities, deploying data analytics and tools to improve credit underwriting and fraud detection.

Prudent risk assessment and constant monitoring of borrower behavior will remain a key focus area to mitigate credit risk effectively.

In conclusion, the Company's performance within the Gold Finance segment for FY'23 was commendable and remains optimistic about the industry's prospects. The Company's strategic initiatives and commitment to prudent risk management have positioned us well to capitalize on emerging opportunities and navigate potential challenges effectively. As the Company moves forward, it remains steadfast in its mission to serve customers' financial needs while delivering sustainable value to its stakeholders.

## 6. TruCap – Customer Service

The Company is committed to setting industry standards and driving innovation in its products, processes, and service delivery. A key focus is to provide seamless experiences to customers through continuous monitoring of customer interactions across various channels. In response to changing customer needs, the Company has enhanced channel capabilities, ensuring ease of transactions from the comfort of home. To meet customer expectations, frequently used functionalities have been made available through digital channels and the contact centre. This enables customers to access our services conveniently and efficiently. The contact centre is equipped to serve customers in their preferred languages, including Hindi, English, Marathi and Gujarati. This language expansion allows for better communication and understanding with our customers.

By investing in digital infrastructure and expanding language capabilities, the Company aims to cater to diverse customer requirements and enhance the overall customer experience. It strives to provide seamless and personalized services, ensuring that the customers have access to essential functionalities through their preferred channels.

## 7. Risk Management and Concerns

As a lending firm, we are exposed to various types of risks, including market risk, credit risk, interest rate risk and operational risk. The Company has implemented a robust risk management process to proactively identify and mitigate risks that could significantly affect our business objectives. These risks are carefully assessed and managed to safeguard the interests of our stakeholders.

The Board of Directors plays a crucial role in overseeing the effectiveness of our risk management systems. The Risk Management & Strategy Committee headed by the Chairperson of the Company regularly evaluates the risk management framework. The Risk Management & Strategy Committee oversees risk management policy and procedures to review credit and operational risk while the Asset-Liability Management Committee reviews policies in relation to investment strategy and other risks like interest rate risk and liquidity risk. Credit risk is managed through rigorous credit assessment processes, including creditworthiness evaluation of counterparties, and implementing appropriate risk mitigation measures. Operational risk is addressed by establishing robust internal controls, implementing comprehensive compliance procedures, and conducting regular audits to identify and address any potential vulnerabilities. This ensures that risk management practices are continually reviewed and updated to align with evolving industry standards and best practices.

The Company recognizes the importance of maintaining a strong risk management culture to protect the interests of our stakeholders and ensure sustainable growth. By continuously evaluating and enhancing our risk management systems, we aim to effectively navigate the dynamic business environment and mitigate potential risks that could impact our operations.

Through these measures, we strive to uphold the highest standards of risk management and maintain the trust and confidence of our clients, investors and regulatory authorities.

## 8. Internal Control Systems and their adequacy

The Company has implemented a robust internal control system that is proportionate to its size and the nature of its operations. This system is designed to enhance internal controls and ensure compliance with laws and regulations. To achieve this, the Company has established well-defined processes, guidelines,

and procedures. These provide a framework for conducting business activities in a controlled and efficient manner. Additionally, the Company has implemented suitable internal information systems that support and facilitate internal controls. Internal controls have been put in place for each business process to ensure strict adherence to laws and regulations. These controls include built-in checks and balances, as well as control mechanisms, that safeguard assets, ensure proper authorization for asset utilization and ensure accurate accounting.

The Company has defined roles and responsibilities across the enterprise, enabling the smooth flow of information and effective monitoring. Regular internal audits and reviews are conducted to assess the effectiveness of controls and recommendations from the internal auditors are considered for system and procedure improvements.

The Audit Committee plays a crucial role in examining the internal control system. It investigates the findings of both external and internal auditors, ensuring a comprehensive review. The Committee also reviews the Company's approved policies and procedures to ensure the orderly and effective operation of the business. Any anomalies or deviations in business operations are identified and corrected promptly.

The Audit function provides reasonable assurance that operations are effective and efficient, assets are safeguarded, financial records and reports are accurate. Through these measures, the Company maintains a strong internal control system that promotes transparency, accountability and compliance, thereby ensuring the smooth functioning and integrity of its operations.

## 9. Material Developments in Human Resources/ Industrial Relations front including number of people employed

The Company's Human Resources (HR) policies revolve around fostering the comprehensive development and advancement of a skilled and diverse workforce, which serves as the driving force behind the Company's expansion in all market categories. Recognizing the significance of training and employee motivation, the Company prioritizes these components as vital aspects of its business strategy.

The Company actively encourages its employees to broaden their professional horizons, creating opportunities for learning and career advancement. Throughout the year, our primary focus has been on enhancing our workforce through strategic hiring, comprehensive training and creating ample opportunities for individuals to showcase their abilities. We are dedicated to recognizing and motivating our talented pool of employees, fostering an environment that encourages their professional growth and success.

Furthermore, the Company values productivity and efficiency, and thus, employees who demonstrate exceptional performance are duly recognized and rewarded.

Extensive implementation of employer branding has greatly supported talent acquisition, resulting in increased networking and heightened visibility of the 'TRU' & 'Dhanvarsha' brand within the job market. Job postings are effectively conducted through various social media channels such as LinkedIn & Instagram, simplifying and streamlining the hiring process.

Due to the thriving business opportunities in tier 2 and tier 3 cities, our team has experienced a significant increase in hiring, approximately by 47% during FY 2022-2023. Our focus now shifts to non-metro areas where the next phase of business growth is anticipated. Consequently, we have initiated the recruitment process to support our operations in those regions.

The Company actively recruits interns who bring fresh perspectives, innovative ideas, and hands-on training to various functions and departments, enhancing our processes and operations.

As of March 31, 2023, the Company employed 474 permanent staff members.

## 10. Material Financial & Commercial Transactions Involving Senior Management

The Company has in place a Code of Corporate Governance which stipulates that senior management personnel shall make disclosures to the Board of Directors of the Company regarding any material, financial and/or commercial transactions in which they are interested which may have a potential conflict with the interest of the Company.

## 11. Details of significant changes (i.e., change of 25% or more as compared to the immediately previous financial year) in key financial ratios

As per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and applicable Master Directions issued by the RBI, the key financial ratios are given below:

Particulars	FY 22-23	FY 21-22
Interest coverage ratio	1.14	1.44
Debt to Equity Ratio	1.98	1.65
Net Profit Margin (%)	4.4	10.5
Return on Net Worth (%)	2.51	4.21

### Notes:

- Debtor's turnover, inventory turnover, current ratio and operating profit margin are not relevant for the Company.

2. Significant change i.e., 25% or more over previous year in (a) debt equity ratio is attributable to increase in debt from ₹ 286.5 crore to ₹ 442.5 crore (b) net profit margin (%) is attributable to increase in revenue from ₹ 70 crore to ₹ 124 crore and net profit from ₹ 7.4 crore to ₹ 5.5 crore and (c) Return on Net Worth from 4.21% to 2.51% is attributable to increase in net worth by ₹ 49 crore.

**Cautionary Statement**

The statements made in Management Discussion and Analysis describing the Company's expectations and estimations may be forward looking within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectation of future events. The actual results may differ from those expressed or implied in this report due to the influence of factors beyond the control of the Company. The Company assumes no responsibility in respect of forward-looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events. Readers are cautioned not to place undue reliance on the forward-looking statements.

## BUSINESS RESPONSIBILITY REPORT

TruCap Finance Limited (formerly Dhanvarsha Finvest Limited) ("**TruCap/Company**") is a sustainability driven NBFC with a purpose to solve for financial inclusion and make credit accessible. It applies a well-defined Environmental Social and Governance ("**ESG**") framework as a guiding principle for sustainable growth while serving the underserved and unserved small businesses.

The business products and processes are aligned to meet the credit needs of emergent businesses and small entrepreneurs looking for growth capital to scale their current operations. We have invested in building an extensive branch network through brand '**Dhanvarsha**' to ensure delivery of credit solutions to the last mile customer and promote financial inclusion. We take actions at ground level to deliver outcomes on ESG impact metrics through our products, processes, and services.

TruCap assesses the impact of its business through the lens of UN Sustainable Development Goals (UN-SDGs) spanning Environmental, Socio-Economic and Governance metrics. We follow a top-down approach to give primacy to the interests of the customers and stakeholders. We emphasize following responsible business practices through regular training interventions to become more customer centric and forge deep relationships within the communities we operate.

In line with our philosophy of building social capital, guided by the principle of Lending Hand-Heart-Hand, our report will lay down the responses to the practices and performance on few key principles defined by Regulation 34(2)(f) of Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"). We will be sharing the initiatives and activities across major key performance indicators that are material to us and to our stakeholders. Pursuant to amendment in the Listing Regulations, top 1,000 listed entities based on market capitalization are required to submit a Business Responsibility and Sustainability Report ("**BRSR**") with effect from the financial year ended March 31, 2023. Since, as on March 31, 2023, the Company is not under top 1,000 companies based on market capitalization on BSE Limited, BRSR is not applicable to the Company for the financial year 2022-23. However, as instructed by SEBI vide interpretive letter regarding the applicability of BRSR, issued under SEBI (Informal Guidance) Scheme, 2003, dated May 31, 2023, SEBI directed all top 1,000 entities basis market capitalization till financial year 2021-22, to continue to furnish a business responsibility report as part of the annual report.

In the last one year, we have taken efforts and initiatives to quantify impact through various business activities that are aligned with ESG goals. TruCap's ESG framework has been drafted after rigorous assessment spanning global ESG standards and India-specific alterations to address our unique challenges effectively through product, policy or process interventions.

We acknowledge that with regards to unprecedented macro-events & challenges, we will have little to no control, except to build a proactive and robust response strategy to address the issues at hand in an agile manner and minimize or avert negative impact, if any. These emerging challenges also present us an opportunity to assess the efficiency of our operations and build controls and crisis response strategies to build a better business and run prudent measures aimed at building value for our stakeholders. Our internal control team has made significant headway in building a basic response mechanism and anticipating future challenge response.

In the last one year, we have spear-headed initiatives to promote credit access and financial inclusion by onboarding new-to-credit users and women entrepreneurs with a host of product schemes to suit their unique needs. We strive to ensure that financial inclusion has beneficial impact for our customers and sensitize our frontline people to interact with empathy with the customers while maintaining factual correctness. We regularly conduct health care and financial literacy outreach campaigns and events in the regions for the benefit of our local communities. We aspire to make meaningful contributions towards building a sustainable financial ecosystem aimed at addressing the credit needs of underserved and unserved communities. We are committed to financial inclusion, diversity and equality, strong dignity of labor practices, fair business policies and working towards the health and wellness of our employees.

### Key ESG Focus:

The 7-pillars to build responsible and sustainable business for the stakeholders are:

1. Financial Inclusion
2. Responsible Lending
3. Customer Satisfaction
4. Employee Well-being
5. Diversity and Equal Opportunity
6. Corporate Governance and Business Ethics
7. Stakeholder Engagement

**SECTION A: GENERAL INFORMATION ABOUT THE COMPANY**

Sr. No.	Particulars	Details						
1.	Corporate Identity Number (CIN) of the Company	L24231MH1994PLC334457						
2.	Name of the Company	TruCap Finance Limited (formerly Dhanvarsha Finvest Limited)						
3.	Registered address	3 <sup>rd</sup> Floor, A Wing, D. J. House, Old Nagardas Road, Andheri (East), Mumbai - 400 069, Maharashtra						
4.	Website	www.trucapfinance.com						
5.	E-mail ID	corpsec@trucapfinance.com						
6.	Financial Year reported	April 01, 2022 – March 31, 2023						
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	<table> <tr> <th>NIC Code</th><th>Group</th><th>Description</th></tr> <tr> <td>K</td><td>649</td><td>Other financial service activities, except insurance and pension funding activities</td></tr> </table>	NIC Code	Group	Description	K	649	Other financial service activities, except insurance and pension funding activities
NIC Code	Group	Description						
K	649	Other financial service activities, except insurance and pension funding activities						
8.	List three key products/services that the Company manufactures/provides (as in balance sheet)	The Company is engaged in lending business, offering financing through varied loan products such as loan against collateral of gold, business loans etc.						
9.	Total number of locations where business activity is undertaken by the Company	78						
10.	Markets served by the Company – Local/State/ National/International	National						

**SECTION B: FINANCIAL DETAILS OF THE COMPANY:**

Sr. No.	Particulars	Company Information
1.	Paid up Capital (₹ in lakhs)	2324.29/-
2.	Total Turnover (₹ in lakhs)	Standalone – 12,395.87/- Consolidated – 12,380.47/-
3.	Total Profit after Tax (₹ In lakhs)	Standalone - 554.35/- Consolidated - 63.14/-
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	Please refer Annual Report on CSR activities annexed to Directors' Report
5.	List of activities in which expenditure in 4 above has been incurred	

**SECTION C: OTHER DETAILS****1. Does the Company have any subsidiary company/companies?**

Yes, the Company has a wholly owned subsidiary viz., DFL Technologies Private Limited.

**2. Do the subsidiary company/companies participate in the BR initiatives of the parent Company? If yes, then indicate the number of such subsidiary company(s).**

Yes, DFL Technologies Private Limited, wholly owned subsidiary company participates in the BR activity of the Company.

**3. Do any other entity/entities (e.g., suppliers, distributors, etc.) that the Company does business with participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities (Less than 30%, 30%, 60%, More than 60%).**

No



**SECTION D: BR INFORMATION****1. Details of Director/Directors responsible for BR:****(a) Details of the Director/Directors responsible for implementation of the BR policy/policies**

The following members of the Committee are collectively responsible for implementation of the BR policies of the Company: -

Sr. No.	Name of the Member	Designation	DIN
1.	Mr. Rakesh Sethi	Independent Director, Chairperson	02420709
2.	Mr. Rajiv Kapoor	Non-Executive Non-Independent Director, Member	08204049
3.	Mr. Rohanjeet Singh Juneja	Managing Director & CEO, Member	08342094

**(b) Details of the BR head**

Sr. No.	Particulars	Details
1.	DIN	Not Applicable
2.	Name	Ms. Priyanka Singh
3.	Designation	Chief Impact Officer
4.	Telephone Number	+91 22 6845 7200
5.	E-mail ID	priyanka@trucapfinance.com

**2. Principle-wise (as per National Voluntary Guidelines) Business Responsibility (BR) policy/policies (reply with Yes / No)****(a) Details of compliance**

National Voluntary Guidelines (NVGs) on social, environmental, and economic responsibilities of business prescribed by the Ministry of Corporate Affairs (MCA) advocates the nine principles detailed below:

P1	- Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
P2	- Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
P3	- Businesses should promote the well-being of all employees.
P4	- Businesses should respect the interests of, and be responsive towards stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
P5	- Businesses should respect and promote human rights.
P6	- Business should respect, protect, and make efforts to restore the environment.
P7	- Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8	- Businesses should support inclusive growth and equitable development.
P9	- Businesses should engage with and provide value to their customers and consumers in a responsible manner.

**The principle wise responses are as follow:**

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy/policies for?	Y	NA (Refer note 1)	Y	Y	Y	NA (Refer note 5)	NA (Refer note 6)	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	NA	Y	Y	Y	NA	NA	Y	Y
3.	Does the policy conform to any national / international standards?	The policies adopted by the Company are in conformity with the applicable rules and regulations.								
4.	Has the policy being approved by the Board? If yes, has it been signed by MD/Owner/CEO/appropriate Board Director?	Policies wherever stated have been approved by the Board/Committee of the Board/Senior Management of the Company and followed by the Company.								
5.	Does the company have a specified committee of the Board/Director/Official to oversee the implementation of the policy?	Y	NA	Y	Y	Y	NA	NA	Y	Y
6.	Indicate the link for the policy to be viewed online	As per regulatory requirement, the policies of the Company have been uploaded on the website of the Company i.e., <a href="http://www.trucapfinance.com">www.trucapfinance.com</a> .								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	NA	Y	Y	Y	NA	NA	Y	Y
8.	Does the company have in-house structure to implement the policy/policies?	Yes, the Company has an in-house structure under the supervision of the management, where each business function is responsible for the implementation of the policies. These functions are headed by respective functional heads, who manage and review the policies regularly. Further, the Company has constituted various Committees to oversee the implementation of these policies.								
9.	Does the company have a grievance redressal mechanism related to the stakeholders' grievances related to the policy/ policies?	Y	NA	Y	Y	Y	NA	NA	Y	Y
10.	Has the company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	Y	NA	Y	Y	Y	NA	NA	Y	Y

**Notes:**

- The Company is into the financial services business and many metrics of the principles listed above would have limited applicability. However, the Company complies with applicable regulations in respect of its operations.
- The Company has adopted various employee-oriented policies covering areas such as employee benefits, Whistle Blower mechanism, Prevention of Sexual Harassment Policy and Code of Conduct for employees at the workplace as per applicable laws.
- The Company has prescribed processes to achieve the objectives described under this principle.
- The Company has put in place Code of Conduct which focuses on best employment practices. The Code of Conduct is in adherence to the regulatory and business requirements. The said Code of Conduct is made available on the HR portal of the Company.
- The questions relating to Principle 6 are not substantially relevant to the Company given that the Company operates in the financial services sector. The Company complies with the applicable environmental norms in respect to the areas of its operations. The Company along with its employees make continues efforts to ensure that there is an optimum utilization of the available resources with minimum or no wastages at all.

6. Keeping in view the Company's nature of business i.e., financial services, such policy is not applicable to the Company.
7. All policies and processes are subject to internal audit and internal reviews from time to time.

**(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)**

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	The company has not understood the Principles									
2.	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3.	The company does not have financial or manpower resources available for the task									
4.	It is planned to be done within next 6 months									
5.	It is planned to be done within the next 1 year									
6.	Any other reason (please specify):									
(a)	The company is into Financial Services and hence this principle has a limited applicability.		✓							
(b)	The questions relating to Principle 6 are not substantially relevant to the company given that the company operates into the financial services sector.						✓			
(c)	Keeping in view the company's nature of business i.e., financial services, such policy is not applicable to the company.							✓		

### 3. Governance related to BR

**a. Indicate the frequency with which the Board of Directors, committee of the Board or CEO assesses the BR performance of the Company – Within 3 months, 3-6 months, annually, more than 1 year.**

The Business Responsibility Report is reviewed annually by the Board of Directors of the Company.

**b. Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently is it published?**

This Business Responsibility Report of the Company will be a part of the Annual Report for the financial year 2022-23. The same will also be available on the website of the Company i.e., [www.trucapfinance.com](http://www.trucapfinance.com).

## SECTION E: PRINCIPLE-WISE PERFORMANCE

### Principle 1

**1. Does the policy relating to ethics, bribery and corruption cover only the company? Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?**

The Company conducts its business with utmost integrity. It considers ethics, transparency and accountability to be its most important operational priorities and these are ingrained into its practices across the organization. The Company is committed to act professionally, fairly and with integrity in all its dealings. The Company, through its Code of Conduct, has adopted a 'zero tolerance' approach to bribery and corruption. The Code of Conduct is applicable to the Directors and employees of the Company as well as the directors and employees of the subsidiary company.

Ethics form a core part of the Company's core principles. Moreover, the Company has a separate Whistle Blower Policy. Further, the Company is abided to take suitable action, if any fraud has been communicated by the auditors of the Company. The Company, in order to have an ethical business model of working, also emphasis on non-cash transaction. The Company also has an exhaustive manual and online portal on human resources which covers all aspects pertaining to employment which encourages principles of ethics, transparency and accountability. Further, the Company arranges training, conducts seminars for employees to abide by the Company's policies in true spirit.

**2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

During the financial year 2022-23, the Company had not received any complaint from the investors.

With respect to employees, the Company has a mechanism as provided under the Whistle Blower Policy/Prevention of Sexual Harassment Policy whereby employees can raise their concerns. A report on the concerns received and the manner in which they are dealt with is periodically reported to the Audit Committee.

Any complaints received from customers directly or through various regulators in the ordinary course of business are handled by a grievance redressal team or operations and legal team as per applicability and the resolution provided is within the prescribed timelines as required under the various regulations.

**Principle 2**

**1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

Considering the nature of business of the Company, the said principle may not be strictly applicable to the Company. However, the Company is committed to undertake endeavours to the best of its capability to serve the socio-economic opportunities through our products such as Unsecured MSME Loans, Loans against collateral of Gold for businesses and retail clients.

**2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):**

Considering the nature of business of the Company and the products/initiatives referred to above, some of the questions below are not applicable to the Company.

- i. Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?

Not Applicable.

- ii. Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Please refer to the response under Principle 6. Since the Company is not involved in manufacturing activity, the reporting on use of energy, water, raw material, etc., is not applicable. However, the information pertaining to various measures adopted by the Company in relation to conservation of energy is provided in **Annexure - VI** to Directors' Report.

**3. Does the company have procedures in place for sustainable sourcing (including transportation)?**

The Company being a financial service Company does not have any goods and raw material utilisation as part of its products and services. The Company's major material requirements are related to office infrastructure, administration and IT-related equipments and services. Although, there is very limited procurement requirement, the Company takes various initiatives to have responsible sourcing.

**4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?**

The Company wherever practically possible and feasible, has tried to improve the capacity and capability of local and small vendors by patronizing them to supply/provide different services required by the Company for its day-to-day administration/operation.

**5. Does the company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

Since the Company is not involved in any manufacturing activity, the reporting on recycling mechanism is not applicable. However, solid waste management is done by recycling paper, tissue, plastic bottles and cardboard waste. Also, old papers and documents are scrapped in such a manner that they may be recycled.

**Principle 3**

Building and enhancing the talent pool has always been a top priority initiative. The Company has been successful in attracting varied talent that brings sound expertise, new perspectives and enthusiasm to the job. We have adopted various policies, procedures, manuals and conducted various training programs, throughout the year, for the protection and welfare of the employees. The Company promotes work-life balance approach. The Company has taken various initiatives for the welfare of the employees like leaves, insurance coverage, health checkups, off sites. etc.

**1. Please indicate the total number of employees**

The total number of employees of the Company as on March 31, 2023 is 474.

**2. Please indicate the total number of employees hired on temporary/contractual/casual basis**

The total number of employees hired on temporary/contractual/casual basis is 59.

**3. Please indicate the number of permanent women employees**

The total number of permanent women employees is 125.

**4. Please indicate the number of permanent employees with disabilities**

There are no employees with disability in the Company and its subsidiary. However, the Company provides equal opportunity to all and does not discriminate on the basis of disabilities.

**5. Do you have an employee association that is recognized by management?**

No. However, mechanisms are in place for employees to represent their issues, if any, and the same are resolved amicably.

**6. What percentage of your permanent employees are members of this recognized employee association?**

Not Applicable.

**7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.**

Sr. No.	Category	Number of complaints filed during the financial year	Number of complaints pending as on end of the financial year
1.	Child labour/forced labour/involuntary labour	The Company does not support child labour, forced labour or involuntary labour.  There is no reported case of child labour, forced labour or involuntary labour.	Not Applicable
2.	Sexual harassment	Nil	Nil
3.	Discriminatory employment	Nil	Nil

**8. What percentage of your under-mentioned employees were given safety & skill upgradation training in the last year?**

The Company is making continuous efforts in providing various platforms to all its employees (permanent, casual, contractual, temporary) to upgrade their innate skills and learn new things.

**a. Permanent Employees**

All the permanent employees of the Company and its subsidiary have received training during the year. Employees undergo fire drill and fire safety training and other skill upgradation training every year.

**b. Permanent Women Employees**

All the permanent women employees of the Company and its subsidiary have received training during the year. Employees undergo fire drill and fire safety training and other skill upgradation training every year.

**c. Casual/Temporary/Contractual Employees**

All the Casual/Temporary/Contractual employees have undergone fire drill and fire safety training and other skill upgradation training every year.

**d. Employees with Disabilities**

The Company did not have any employee with disabilities in employment during the year.

**Principle 4****1. Has the company mapped its internal and external stakeholders?**

Yes.

**2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?**

Yes.

**3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.**

The Company engages with each of its stakeholders through a variety of forums and platforms. The Company was formed with a vision to empower, with financial access, the unserved and underserved entrepreneurs of India. The mission is to promote financial inclusion and responsible credit behaviour.

**Principle 5**

**1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?**

The Company follows the Code of Conduct which covers employees of the Company and its subsidiary. In addition, the Company's Whistle Blower program covers all its internal and external stakeholders.

**2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

Please refer response to question number 2 under Principle 1.

**Principle 6**

**1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?**

As mentioned under responses to Principle 2, given the nature of business of the Company, this Principle is not largely relevant. However, the Company and its subsidiary are in compliance with applicable environmental regulations.

**2. Does the company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.**

As an environmentally responsible corporate, the Company has been striving towards imbuing green sustainable products, processes, policies, and practices. Energy conservation measures such as installation of energy efficient equipment are some of the key initiatives undertaken by the Company. The Company is an environment friendly organisation constantly working towards developing solutions to minimise its impact on the environment. The Company emphasises on reducing dependency on paper communications and encourages use of electronic means of communication which serves towards environmental protection and sustainable growth. The Company further ran initiatives to remove single-use plastic from its premises during the fiscal.

**3. Does the company identify and assess potential environmental risks?**

Since the Company is not a manufacturing entity, the above question is not applicable.

**4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

Since the Company is not a manufacturing entity, the above question is not applicable.

**5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc.? Y/N. If yes, please give hyperlink for web page etc.**

As mentioned above, the Company participates in several initiatives in the area of environment and sustainability. The Company has also taken several measures to minimise the environmental impact due to business travel. These measures include carpooling, audio-video conferencing facilities at all major offices. The Company has also moved to digitalization platform wherein the Company saves on paper and stationery.

**6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

Since the Company is not a manufacturing entity, the above question is not applicable.

**7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e., not resolved to satisfaction) as on end of Financial Year.**

Nil. The Company has not received any show cause notice from CPCB/SPCB during the financial year ended March 31, 2023.



**Principle 7**

- 1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with.**

No.

- 2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes, specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others).**

Not Applicable.

**Principle 8**

- 1. Does the company have specified programmes/ initiatives / projects in pursuit of the policy related to Principle 8? If yes details thereof.**

The Company has engaged with an NGO, Khelshala that is geared towards welfare and development of youth from disadvantaged backgrounds as part of CSR initiative. Further, the Company has expanded its reach to Tier 2 and Tier 3 cities in different states of India through its financial inclusion centers and experiential outlets to impart knowledge of financial services and improve the access to affordable financial products. In these initiatives, the Company engages with local talent at multiple levels. Moreover, the Company nurtures local talent through innovative hiring, training and upskilling efforts to ensure that community engagement is geared towards building social capital and promoting community well-being within the scope of a financial service company.

- 2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/ government structures/any other organization?**

Yes. The Company has undertaken CSR initiatives through external NGO i.e., Khelshala.

- 3. Have you done any impact assessment of your initiative?**

Not Applicable.

- 4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?**

The Company contributed ₹ 10 lakhs to an NGO, Khelshala geared towards welfare and development of youth from disadvantaged backgrounds as part of CSR initiative.

- 5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

The CSR activities of the Company are directed towards developing and deploying a robust, long-term & sustainable strategy for larger community. This includes identifying the focus themes, engaging with the right partners & stakeholders, co-developing high-impact projects & programs, monitoring the efficacy of the execution and progress towards achieving the desired impact. The key themes have been identified and include education, training to promote rural sports. The right inclusive exercise with the stakeholders will enable successful adoption by the larger community.

**Principle 9**

- 1. What percentage of customer complaints/consumer cases are pending as on the end of financial year?**

Customer complaints have a defined time for resolution as per internal policies and regulatory requirement as applicable in usual course of business and there are dedicated resources to resolve complaints as and when they are received. The Company/ subsidiary in their normal course of business resolve/reply to the customer grievances within the given timelines.

- 2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./Remarks (additional information)**

Not Applicable.

- 3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.**

No.

**4. Did your company carry out any consumer survey/consumer satisfaction trends?**

In the normal course of the Company's services to customers, the customer service teams do ascertain the satisfaction of the customers as per the laid down systems and methodologies and also the management assesses the customer satisfaction level on important/critical areas from time to time.

## CORPORATE GOVERNANCE REPORT

The Corporate Governance Report ("**Report**") of TruCap Finance Limited (formerly Dhanvarsha Finvest Limited) (hereinafter referred to as the "**Company**") for the financial year ended March 31, 2023, is prepared as per the provisions prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**").

In compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification/(s) or re-enactment/(s) thereof, for time being in force) ("**Act**") and the Listing Regulations, this Report covers the developments in the Company during the financial year ended March 31, 2023 and up to the date of the board meeting held on August 11, 2023 approving this Report.

### 1. Company's Philosophy on Code of Governance

Your Company is committed to conduct its business in accordance with applicable laws, rules and regulations. Your Company believes in and adheres to good corporate governance practices, implements policies and guidelines, communicates and trains all its stakeholders to develop a culture of compliance at every level of the organization.

The Company's philosophy on the corporate governance is based on the following principles:

- Integrity and ethics in all our dealings.
- Have a simple and transparent corporate structure driven solely by business needs.
- Be transparent with a high degree of disclosure & adequate control system.

The Company's philosophy is aimed at assisting the management of the Company in efficient conduct of business and in meeting its obligations to all its stakeholders. The Company aims at enhancing long term shareholder value through sound decisions. Further, it aims at achieving excellence in corporate governance by conforming to the prevalent guidelines on corporate governance and excelling in systems and controls through periodic review and improvements.

An active, well-informed and independent board is necessary to ensure the highest standards of corporate governance. It is well-recognized that an effective board is a pre-requisite for a strong and effective corporate governance. At TruCap, we believe that with effective leadership, strong corporate governance practices, sincerity, fairness and commitment towards doing the things the right way, we can achieve strengthening high stakeholder value and helps in driving relationships of the board and senior management with other stakeholders.

Your Company follows the provisions of Corporate Governance specified in the Listing Regulations. The Company believes that all its actions must serve the underlying goal of enhancing overall shareholders' value on a sustained basis.

### 2. Board of Directors

#### (a) Composition of the Board of Directors

The Board of Directors of the Company ("**Board**") has optimum combination of executive and non-executive directors with at least one-woman director as per the provisions of Regulation 17 of Listing Regulations. The Board comprises of 9 (Nine) directors out of which 5 (Five) directors are Independent Directors, 3 (Three) are Non-Executive Non-Independent Directors and 1 (One) is an Executive Director. Mr. Rakesh Sethi, Independent Director is the Chairperson of the Board. None of the Non-Executive Directors has any pecuniary relationships or transactions vis-à-vis the Company save and except the payment of sitting fees and commission paid to Non-Executive Directors.

As on date of this Report, the composition of the Board of Directors of the Company comprises of the following:

Category	Name of the Director
Independent Directors	Mr. Rakesh Sethi (DIN: 02420709) (Chairperson)
	Mr. Krishipal Raghuvanshi (DIN: 07529826)
	Mr. Nirmal Vinod Momaya (DIN: 01641934)
	Ms. Abha Kapoor (DIN: 01277168)
	Ms. Geetu Gidwani Verma (DIN: 00696047)
Non-Executive Non-Independent Directors	Mr. Rajiv Kapoor (DIN: 08204049)
	Mrs. Rushina Mehta (DIN: 01042204)
	Mr. Atwood Porter Collins (DIN: 09239511)
Executive Director	Mr. Rohanjeet Singh Juneja (DIN: 08342094)

### Brief profiles of the Directors

The brief profiles of the Directors are in the introductory part of the Annual Report and is also available on website of the Company i.e., [www.trucapfinance.com](http://www.trucapfinance.com).

Further, the details pertaining to the directorship of the Directors as on the date of this Report in other listed companies are as under:

Name of Director	Name of other Listed Companies	Category of Directorship
Mr. Rakesh Sethi	-	-
Mr. Krishipal Raghuvanshi	-	-
Mr. Nirmal Vinod Momaya	Camlin Fine Sciences Limited	Executive Director
Ms. Abha Kapoor	Quint Digital Media Limited	Independent Director
Ms. Geetu Gidwani Verma	United Breweries Limited	Independent Director
Mr. Rajiv Kapoor	-	-
Mrs. Rushina Mehta	-	-
Mr. Atwood Porter Collins	-	-
Mr. Rohanjeet Singh Juneja	-	-

### Notes:

1. Pursuant to the Listing Regulations, none of the Directors on the Board of the Company is a member of more than 10 (Ten) specified committees and none of the Director is a Chairperson of more than 5 (Five) specified committees in which they are directors across all the public limited companies except private limited companies, foreign companies, high value debt listed entities and companies incorporated under Section 8 of the Act.
2. None of the Directors of the Company holds directorship in more than 7 (Seven) listed companies and none of the Independent Directors of the Company serve as an Independent Director in more than 7 (Seven) listed companies.
3. None of the Independent Directors serves as Non-Independent Director of any company, on the Board of which any Non-Independent Director is an Independent Director.
4. The Company has received necessary disclosures from all the Directors regarding directorships and / or committee positions held by them in other companies. As on date, none of the Directors on the Board of the Company are inter-se related.

### (b) Matrix chart of core skills / expertise / competencies of the Board members

Your Company maintains a Board comprising of talented and dedicated directors with a diverse mix of expertise, experience, skills and background. For maintaining adequate and appropriate composition and diversity on the Board, the parameters used for appointment includes, but is not limited to educational and functional background, industry experience, geography, age, insider status, gender and ethnicity. The skills and backgrounds collectively represented on the Board, reflects the diverse nature of the business environment in which the Company operates.

Pursuant to the Listing Regulations, a matrix chart setting out the core skills/expertise/competencies of the Board is mentioned below:

Sr. No.	List of core skills/ expertise/ competence	Mr. Rakesh Sethi	Mr. Krishipal Raghuvanshi	Mr. Nirmal Vinod Momaya	Ms. Abha Kapoor	Ms. Geetu Gidwani Verma	Mr. Rajiv Kapoor	Mrs. Rushina Mehta	Mr. Atwood Porter Collins	Mr. Rohanjeet Singh Juneja
1.	Industry experience and Knowledge	✓	✓	✓	✓	✓	✓	✓	✓	✓
2.	Accounting & Finance	✓	✓	✓	-	-	-	-	-	-
3.	Capital Markets / Treasury	✓	-	✓	-	-	-	-	✓	✓
4.	Corporate Governance & Compliances	✓	✓	✓	-	✓	✓	-	-	-

Sr. No.	List of core skills/ expertise/ competence	Mr. Rakesh Sethi	Mr. Krishipal Raghuvanshi	Mr. Nirmal Vinod Momaya	Ms. Abha Kapoor	Ms. Geetu Gidwani Verma	Mr. Rajiv Kapoor	Mrs. Rushina Mehta	Mr. Atwood Porter Collins	Mr. Rohanjeet Singh Juneja
5.	Business Development and Strategy Planning	✓	✓	✓	✓	✓	✓	✓	✓	✓
6.	Information Technology	-	✓	-	-	-	✓	-	-	-
7.	Risk Management System	✓	-	✓	-	-	✓	-	-	✓
8.	CEO / Senior Management Experience / Leadership	✓	✓	✓	-	✓	✓	-	✓	✓
9.	Marketing Experience	✓	-	-	✓	✓	✓	✓	-	-
10.	Risk and Compliance oversight	✓	✓	✓	-	-	-	-	-	✓
11.	Human Resource Management	✓	-	-	✓	✓	✓	✓	-	✓
12.	Stakeholders Relationship	✓	✓	✓	-	-	✓	-	✓	✓

**(c) Board Meetings and Directorship/Committee Membership(s) of Directors**

The Board of Directors take active participation at the meetings of the Board and committee(s) and provide valuable guidance to the senior management on various aspects of business and governance.

During the financial year ended March 31, 2023, the Board of Directors of the Company met 6 (Six) times on May 30, 2022, August 10, 2022, October 13, 2022, November 14, 2022, December 19, 2022 and February 13, 2023. The maximum time gap between any two board meetings was less than 120 days. The necessary quorum was present for all the meetings. The table below gives the details of members of the Board, their category, attendance at the Board Meetings held during the year under review and at the last Annual General Meeting ("**AGM**"), their Directorships, Committee Memberships and Chairmanships in Indian public limited companies. It excludes the directorships of private limited companies, foreign companies, high value debt listed entities and Section 8 companies.

Name of Director	Category	Attendance		No. of Directorships and Committee Chairmanship / Membership (including the Company)				
		Number of Board Meetings Attended	Last AGM held on September 29, 2022	Directorship	Chairmanship in Listed companies	Directorship in Listed companies	Committee Chairmanship	Committee Membership
Mr. Rakesh Sethi	Independent Director-Chairperson	6	Yes	3	1	1	0	0
Mr. Krishipal Raghuvanshi	Independent Director	6	Yes	1	0	1	1	2
Mr. Nirmal Vinod Momaya	Independent Director	3	No	3	0	2	0	2
Ms. Abha Kapoor	Independent Director	6	Yes	3	0	2	0	0
Ms. Geetu Gidwani Verma	Independent Director	3	Yes	3	0	2	0	3
Mr. Rajiv Kapoor	Non-Executive Non-Independent Director	6	No	1	0	1	1	2
Mrs. Rushina Mehta	Non-Executive Non-Independent Director	4	Yes	1	0	1	0	0
Mr. Atwood Porter Collins	Non-Executive Non-Independent Director	3	No	1	0	1	0	0
Mr. Rohanjeet Singh Juneja	Executive Director	6	Yes	1	0	1	0	1
Mrs. Minaxi Mehta	Non-Executive Non-Independent Director	1	No	1	0	1	0	0
Mr. Karan Neale Desai	Executive Director	1	No	1	0	1	0	0

**Notes:**

1. Ms. Geetu Gidwani Verma was appointed as an Independent Director of the Company with effect from May 31, 2022.
2. Mrs. Rushina Mehta was appointed as a Non-Executive Non-Independent Director of the Company with effect from June 17, 2022, liable to retire by rotation.
3. Mrs. Minaxi Mehta resigned from the directorship of the Company effective from closure of business hours on June 17, 2022.
4. Mr. Karan Neale Desai resigned as Whole Time Director of the Company effective from closure of business hours on June 30, 2022.
5. The Committees considered for the above purpose are those prescribed in the Listing Regulations i.e., Audit Committee and Stakeholders Relationship Committee.
6. The membership count also includes the count in which the Director is Chairperson.

The details of the board meeting(s) along with the attendance are given below:

<b>Date on which Board Meeting was held</b>	<b>Total Strength of the Board</b>	<b>No. of Directors Present</b>
May 30, 2022	9	8
August 10, 2022	9	6
October 13, 2022	9	7
November 14, 2022	9	7
December 19, 2022	9	8
February 13, 2023	9	9

Further, during the financial year, none of the recommendations made by any Committee which is mandatorily required to have Board approval was rejected or not accepted by the Board.

In compliance with the Listing Regulations, the minutes of the meetings of the board of directors of DFL Technologies Private Limited, material wholly owned subsidiary ("**WoS**"), are reviewed by the Board of Directors of the Company on quarterly basis along with statement(s) of all significant transactions and arrangements entered by WoS.

**(d) Board Level Performance Evaluation**

The Nomination and Remuneration Committee of the Company has laid down the criteria for evaluation of the performance of the Executive Directors, Non-Executive Directors including Independent Directors, Committees of the Board and the Board as a whole. The criteria for performance evaluation are as under:

**For Executive Directors:**

The criteria for evaluation of Executive Directors, *inter alia*, includes achievement of financial/business targets prescribed by the Board; developing and managing/executing business plans, operational plans, risk management and financial affairs of the organization; display of leadership qualities i.e., correctly anticipating business trends, opportunities and priorities affecting the Company's prosperity and operations; development of clear mission/vision statements, policies and strategic plans that harmoniously balance the needs of shareholders, clients, employees and other stakeholders; establishment of an effective organization structure to ensure that there is management focus on key functions necessary for the organization to align with its mission; and managing relationships with the Board, management team, regulators, bankers, industry representatives and other stakeholders.

**For Non-Executive Directors (including Independent Directors):**

The criteria for evaluation of the Non-Executive Directors, *inter alia*, includes participation at the Board/Committee meetings; commitment (including guidance provided to senior management outside of the Board/Committee meetings); effective deployment of knowledge and expertise; effective management of relationship with stakeholders; integrity and maintenance of confidentiality; independence of behaviour and judgment and impact and influence. In addition to the above parameters, which shall be common for evaluation to both Independent and Non-Executive Directors, an Independent Director shall also be evaluated on the following parameters:

- (a) Exercise of objective independent judgement in the best interest of the Company;
- (b) Ability to contribute to and monitor corporate governance practice; and
- (c) Adherence to the code of conduct for Independent Directors.

**For Board as a whole:**

The criteria for evaluation of the Board, *inter alia*, includes development of suitable strategies and business plans at appropriate time and its effectiveness; implementation of robust policies and procedures; size, structure and expertise of the Board; oversight of the financial reporting process including internal controls; willingness to spend time and effort to learn about the Company and its business; and awareness about the latest developments in the areas such as corporate governance framework, financial reporting, industry and market conditions.

**(e) Disclosure from Board of Directors**

The Directors of the Company have declared and confirmed that none of them are disqualified to be the director of the Company. The Nomination and Remuneration Committee and the Board have reviewed the annual disclosures and have confirmed that the directors continue to be fit and proper to be the director of the Company. Further, the Board confirms that in their opinion, the Independent Directors fulfil the conditions specified in the Listing Regulations and the Act and are independent of the management.

The Managing Director and Chief Executive Officer ("**MD & CEO**") and the Chief Financial Officer ("**CFO**") have made a certification, for the year under review, in terms of Regulation 17(8) of the Listing Regulations which has been reviewed by the Audit Committee and taken on record by the Board. The same is reproduced to this Report and marked as **Annexure - I**.

**(f) Code of Conduct**

The Board has laid down a Code of Conduct for all Board members and Senior Management of the Company and it is uploaded on the website of the Company and the link is <https://trucapfinance.com/wp-content/uploads/Code-of-Conduct.pdf>.

The Code of Conduct has been circulated to all members of the Board and senior management and the compliance of the same has been affirmed by them. The declarations signed by the MD & CEO of the Company as required under Listing Regulations is annexed to this Report as **Annexure - I**.

**(g) Independent Directors**

The Independent Directors play an important role in deliberations at the meeting(s) of the Board and Committee and bring to the Company their expertise in the field of finance, management and public policy. The Independent Directors satisfy the criteria of independence as defined in the Listing Regulations and the Act. They perform the duties as stipulated in the Act.

Details of appointment of the Independent Directors on the Board as on the date of this Report are as mentioned below:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Date of Appointment</b>
1.	Mr. Rakesh Sethi	October 15, 2019
2.	Mr. Krishipal Raghuvanshi	August 24, 2018
3.	Mr. Nirmal Vinod Momaya	August 10, 2018
4.	Ms. Abha Kapoor	March 30, 2022
5.	Ms. Geetu Gidwani Verma	May 31, 2022

The term of appointment of Mr. Nirmal Vinod Momaya and Mr. Krishipal Raghuvanshi, Independent Director(s) of the Company, expires on August 09, 2023 and August 23, 2023 respectively. The Board of Directors, on recommendation of Nomination and Remuneration Committee, vide resolution(s) passed by circulation on August 04, 2023, has approved and recommended to the members of the Company at the ensuing AGM, (a) re-appointment of Mr. Nirmal Vinod Momaya as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years with effect from August 10, 2023 till August 09, 2028 (both days inclusive) and (b) re-appointment of Mr. Krishipal Raghuvanshi as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years with effect from August 24, 2023 till August 23, 2028 (both days inclusive).

All appointments were made pursuant to the provisions of Section 149 read with Schedule IV to the Act and the Listing Regulations.

The Company has issued a formal letter of appointment to the Independent Directors containing their duties, terms and conditions of appointment. A draft of the same is also available on the website of the Company i.e., [www.trucapfinance.com](http://www.trucapfinance.com). The Independent Director(s) have confirmed about their independence and eligibility as required under Section 149(7) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended.



The Company has familiarised the Independent Directors with their roles, rights, responsibilities in the Company, business model and nature of the Company. This is also disclosed on the website of the Company. i.e., [www.trucapfinance.com](http://www.trucapfinance.com) and the link is <https://trucapfinance.com/wp-content/uploads/Familiarization-Programmes.pdf>.

In compliance with the provisions of the Act and Listing Regulations, a separate meeting of Independent Directors of the Company was held on May 27, 2022, *inter alia*, to discuss the following:

- To review the performance of Non-Independent Directors, various committees of the Board and the Board as a whole;
- To review the performance of the Chairperson of the Company; and
- To assess the quality, quantity and timeliness of flow of information between the management of the Company and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors expressed their overall satisfaction over the performance of other Directors, the Board as a whole and the Chairperson of the Board.

The Board of Directors of the Company appreciated and applauded the efforts and the hard work which has been put in by Mr. Rohanjeet Singh Juneja, MD & CEO towards the growth of the Company.

#### (h) **Information supplied to the Board/Committees**

The Company Secretary prepares the agenda in consultation with the Chairperson of the Board and the Chairperson of various Committees. The agenda of the meeting *inter alia*, includes the information as specified to be provided under Part-A of Schedule II to the Listing Regulations.

The Listing Regulations are made available to the Board. The agenda for the meetings of the Board and its Committees, together with the appropriate supporting documents, presentation and papers are circulated well in advance of the meetings to enable the Board and the Committees to deliberate and take informed decisions.

The Board periodically reviews the items required to be placed before it and have expressed their satisfaction over the quality, quantity and timeliness of flow of information between the Company's management and the Board / Committees of the Board from time to time. The Board in particular reviews and approves unaudited quarterly/half yearly financial results, audited financial results and the audited annual financial statements, annual operating plans and budgets, minutes of meetings of various committees of the Board. It monitors overall risks framework, operating performance and reviews such other items which require special attention of the Board of Directors of the Company. It directs and guides the activities of the management towards the set goals and seeks accountability. It also sets standards of corporate behaviour, ensures transparency in corporate dealings and compliance with the applicable laws and regulations.

### 3. Committees of the Board

In terms of the Act, Listing Regulations and Master Directions issued by Reserve Bank of India ("RBI"), the Board of Directors has constituted various Committee(s). The composition of the various Committee(s) along with their terms of reference are as under:

#### (a) **Audit Committee**

The composition, role and powers of the Audit Committee meet the requirements of Part C of Schedule II of the Listing Regulations and Section 177 of the Act read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended.

As on March 31, 2023, the Audit Committee comprises of the following members:

Sr. No.	Name of the Member	Designation
1.	Mr. Krishipal Raghuvanshi	Independent Director, Chairperson
2.	Mr. Nirmal Vinod Momaya	Independent Director, Member
3.	Mr. Rajiv Kapoor	Non-Executive Non-Independent Director, Member

**Note:** Mr. Krishipal Raghuvanshi, who is a member of the Audit Committee since March 30, 2022, was appointed as the Chairperson of the Audit Committee with effect from November 07, 2022, in place of Mr. Nirmal Vinod Momaya, who continues to be the member of the Audit Committee.

Further, as on date of this Report, the Audit Committee is re-constituted with the below members:

Sr. No.	Name of the Member	Designation
1.	Mr. Krishipal Raghuvanshi	Independent Director, Chairperson
2.	Mr. Nirmal Vinod Momaya	Independent Director, Member
3.	Mr. Rakesh Sethi	Independent Director, Member
4.	Mr. Rajiv Kapoor	Non-Executive Non-Independent Director, Member

**Note:** Mr. Rakesh Sethi is appointed as a member of the Audit Committee with effect from August 04, 2023.

The Company Secretary acts as the Secretary to the Audit Committee.

All the members of the Audit Committee are financially literate and possess accounting and financial management expertise.

The broad terms of reference of the Audit Committee are:

- 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;
- recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to:
  - matters required to be included in the Director's Responsibility Statement, have been included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Act;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by the management;
  - significant adjustments made in the financial statements and information arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions; and
  - modified opinions on the draft audit report.
- reviewing with the management, the quarterly financial results and annual financial statements before submission to the Board for its approval;
- reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue or preferential issue or qualified institutions placement and making appropriate recommendations to the Board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- approval or any subsequent modification of transactions of the Company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
- 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;
- discussion with internal auditors of any significant findings and follow up thereon;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. reviewing the functioning of the Whistle Blower Mechanism;
19. approval of appointment of Chief Financial Officer (CFO) (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
21. reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary company exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower;
22. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc., of the Company and its shareholders; and
23. reviewing the following information:
  - (i) Management Discussion and Analysis of the financial condition and results of operations;
  - (ii) Management letters/letters on internal control weaknesses issued by the statutory auditors;
  - (iii) Internal audit reports relating to internal control weaknesses;
  - (iv) The appointment, removal and terms of remuneration of the chief internal auditor; and
  - (v) Statement of deviation(s):
    - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the Listing Regulations.
    - (b) Annual statement of funds utilized for the purposes other than those stated in the offer document/prospectus/notice in terms of the Listing Regulations.

During the year under review, the Audit Committee met 5 (Five) times on May 30, 2022, August 10, 2022, November 14, 2022, December 19, 2022 and February 13, 2023. The necessary quorum was present at the meetings. The gap between two Audit Committee Meetings was less than 120 days.

The details of attendance of each Member of the Committee at the aforesaid meeting(s) are given below:

Name of the Member	Category of Directorship	Status	No. of meetings held	No. of meetings attended
Mr. Krishipal Raghuvanshi	Independent Director	Chairperson	5	5
Mr. Nirmal Vinod Momaya	Independent Director	Member	5	5
Mr. Rajiv Kapoor	Non-Executive Independent Director	Non-Member	5	5

**Notes:**

1. Due to certain unavoidable circumstances, Mr. Nirmal Vinod Momaya, Chairperson of the Audit Committee was not present at the 28<sup>th</sup> AGM of the Company held on September 29, 2022. However, Mr. Krishipal Raghuvanshi, Member of the Audit Committee was present at the last AGM of the Company to reply to the queries raised by the shareholders of the Company.
2. The Board of Directors of the Company appointed Mr. Krishipal Raghuvanshi as the Chairperson of the Audit Committee with effect from November 07, 2022 in place of Mr. Nirmal Vinod Momaya, who continues as the member of the Audit Committee.

The Audit Committee also reviews the financial statements, in particular, the investments made by the WoS on periodic basis.

The MD & CEO, CFO, Senior Management Employees of the Company and representatives of the Statutory Auditors and Internal Auditors, attend the Audit Committee meetings on invitation, if required.

**(b) Nomination and Remuneration Committee**

The composition, role and powers of the Nomination and Remuneration Committee meet the requirements of Part D of Schedule II of the Listing Regulations and Section 178 of the Act read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended.

As on March 31, 2023, the Nomination and Remuneration Committee consists of the following members:

Sr. No.	Name of the Member	Designation
1.	Ms. Abha Kapoor	Independent Director, Chairperson
2.	Mr. Rakesh Sethi	Independent Director, Member
3.	Mr. Nirmal Vinod Momaya	Independent Director, Member

The Company Secretary of the Company acts as the Secretary to the Nomination and Remuneration Committee.

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

- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.
- To evaluate the balance of skills, knowledge and experience on the board and on the basis of such evaluation, prepare a description of the role and capabilities required for the appointment of an independent director. For the purpose of identifying suitable candidates, the Committee may:
  - use the services of external agencies, if required;
  - consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - consider the time commitments of the candidates.
- To ensure 'fit and proper' status and credentials of proposed/existing directors.
- To formulate criteria for evaluation of performance of Independent Directors and the Board of Directors.
- To devise a policy on diversity of Board of Directors.
- To identify the persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal.
- To evaluate whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- To perform such other act, including the acts and functions stipulated by the Board of Directors, Act, RBI and any other regulatory authority, as prescribed from time to time.

During the year under review, the Nomination and Remuneration Committee of the Company met 4 (Four) times on May 30, 2022, August 10, 2022, October 13, 2022 and February 13, 2023. The necessary quorum was present at the meetings.

The details of attendance of each member of the Committee at the aforesaid meeting(s) are given below:

Name of the Member	Category of Directorship	Status	No. of meetings held	No. of meetings attended
Ms. Abha Kapoor	Independent Director	Chairperson	4	3
Mr. Rakesh Sethi	Independent Director	Member	4	4
Mr. Nirmal Vinod Momaya	Independent Director	Member	4	3

Ms. Abha Kapoor was present at the 28<sup>th</sup> AGM of the Company held on September 29, 2022.

The Members of the Company at the 24<sup>th</sup> AGM held on September 28, 2018, based on the recommendation of the Board had instituted "Dhanvarsha ESOP Plan - 2018" ("**ESOP Plan**") to motivate, incentivise and reward the employees.

The ESOP Plan follows the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, as amended ("**SEBI SBEB & SE Regulations**").

The Members of the Company at the 28<sup>th</sup> AGM held on September 29, 2022, on recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, have approved amendments in the ESOP Plan. The amendments approved are not detrimental to the interests of the current grantees under the ESOP Plan.

The Nomination Remuneration Committee administers the ESOP Plan.

Further, Wilson Holdings Private Limited, Promoter of the Company ("**Promoter**"), for the benefit of the employees of the Company ("**Identified Employees**"), have instituted "TruCap Employee Retention Plan" ("**Plan**"). The objective of this Plan is to: (a) motivate the Identified Employees of the Company with incentives and reward opportunities; and (b) achieve sustained growth of the Company by aligning the interests of the Identified Employees with the long-term interests of the Company. While the Plan is being instituted by the Promoters, with the sole intention to abide by good corporate governance practices and in the spirit of true and fair disclosure, the Company has obtained approval from the Members of the Company for the Plan at the Extra-Ordinary General Meeting of the Company held on March 28, 2023.

The Board of Directors of the Company has approved the Appointment and Evaluation Policy of the Company, which sets out the guiding principles for appointment & remuneration of Directors, Key Managerial Personnel and senior management of the Company.

## **I. Appointment and Evaluation Policy**

### **1. Appointment and removal of Directors, Key Managerial Personnel and senior management:**

#### **1. Appointment Criteria and Qualifications:**

- (a) A person being appointed as Director, Key Managerial Personnel ("**KMP**") or in senior management should possess adequate qualification, expertise and experience for the position he/she is being considered for appointment.
- (b) Independent Director:
  - (i) Qualifications of Independent Director:  
An Independent Director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the Company's business and shall have fit and proper status for the proposed appointment.
  - (ii) Positive attributes of Independent Director:  
An Independent Director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his/her responsibilities in a bona-fide manner in the interest of the Company; devote sufficient time and attention to his/her professional obligations for informed and balanced decision making; and assist the Company in implementing the best corporate governance practices.

#### **2. Removal:**

Due to reasons for any disqualification mentioned in the Act or under any other applicable act, rules and regulations, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or senior management personnel subject to the provisions and compliance of the Act, or any other applicable act, rules and regulations.

#### **3. Retirement:**

The Director, KMP and senior management personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, senior management personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**II. Remuneration:****1. Directors:**

- (a) Executive Directors (Managing Director, Manager or Whole Time Director):
  - (i) At the time of appointment or re-appointment, the Executive Directors shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination & Remuneration Committee and the Board of Directors) within the overall limits prescribed under the Act.
  - (ii) The remuneration shall be subject to the approval of the Members of the Company in general meeting as per the requirement of the Act.
  - (iii) The remuneration of the Manager/CEO/Managing Director/Whole Time Director is broadly divided into fixed and incentive pay reflecting short-term and long-term performance objectives appropriate to the working of the Company. In determining the remuneration (including the fixed increment and performance bonus), the Committee shall consider the following:
    - the relationship of remuneration and performance benchmark;
    - balance between fixed and incentive pay reflecting short and long-term performance objectives, appropriate to the working of the Company and its goals;
    - responsibility required to be shouldered, the industry benchmarks and the current trends; and
    - the Company's performance vis-à-vis the annual budget achievement and individual performance.
- (b) Non-Executive Director (including Independent Director):
  - (i) The Non-Executive Director may receive fees for attending meeting of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One Lakh per meeting of the Board or Committee, or such amount as may be prescribed by the Central Government from time to time.
  - (ii) A Non-Executive Director may be paid commission on an annual basis, of such sum as may be approved by the Board on the recommendation of the Committee.
  - (iii) The Committee may recommend to the Board, the payment of commission, to reinforce the principles of collective responsibility of the Board.
  - (iv) In determining the quantum of commission payable to the Directors, the Committee shall make its recommendation after taking into consideration the overall performance of the Company and the onerous responsibilities required to be shouldered by the Director.
  - (v) The total commission payable to the Directors shall not exceed prescribed limits as specified under the Act.
  - (vi) The commission shall be payable on pro rata basis to those Directors who occupy office for part of the year.

**2. KMP & Senior Management Personnel:**

The remuneration of the KMP and senior management personnel will be based on following guidelines:

- (a) maintaining a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company;
- (b) compensation should be reasonable and sufficient to attract, retain and motivate KMP and senior management personnel;
- (c) remuneration payable should comprise a fixed component and a performance linked variable based on the extent of achievement of individual performance vis-a-vis overall performance of the Company; and
- (d) remuneration shall also be considered in the form of long-term incentive plans for key employees, based on their contribution, position and length of service, in the nature of ESOPs/ESPS.

**III. Evaluation:**

The Committee shall carry out evaluation of performance of every Director at regular interval (yearly). The Committee shall also formulate and provide criteria for evaluation of Independent Directors and the Board as a whole, if applicable.

**II. Details of Remuneration paid to Directors during financial year 2022-23**

(Amount in ₹)							
Name of the Director	Designation	Salary & Perquisite	Commission	Sitting Fees	Contribution to Provident Fund	No. of Stock Options	No. of equity shares held
Mr. Rakesh Sethi	Independent Director, Chairperson	-	80,250	10,00,000	-	-	-
Mr. Krishpal Raghuvanshi	Independent Director	-	80,250	10,50,000	-	-	-
Mr. Nirmal Vinod Momaya	Independent Director	-	80,250	6,00,000	-	-	-
Ms. Abha Kapoor	Independent Director	-	80,250	9,00,000	-	-	-
Ms. Geetu Gidwani Verma	Independent Director	-	80,250	3,50,000	-	-	-
Mr. Rajiv Kapoor	Non-Executive Non-Independent Director	-	80,250	10,00,000	-	-	91,976
Mrs. Rushina Mehta	Non-Executive Non-Independent Director	-	80,250	4,00,000	-	-	-
Mr. Atwood Porter Collins	Non-Executive Non-Independent Director	-	80,250	3,00,000	-	-	-
Mr. Rohanjeet Singh Juneja	MD & CEO	1,40,88,310	-	-	2,50,000	25,62,500	26,09,445
Mrs. Minaxi Mehta	Non-Executive Non-Independent Director	-	-	1,00,000	-	-	22,46,180
Mr. Karan Neale Desai	Whole Time Director	22,40,056	-	-	46,000	-	13,01,489

**Notes:**

- As the future liability for gratuity is provided on an actuarial basis for the Company as a whole, the amount pertaining to individual is not ascertainable and therefore not included above.
- Contribution to provident fund & gratuity payable is not included in the computation of the ceiling on managerial remuneration specified in Schedule V to the Act.
- Mrs. Minaxi Mehta, Non-Executive Non-Independent Director of the Company, resigned from the directorship of the Company with effect from close of business hours of June 17, 2022.
- Mr. Karan Neale Desai resigned as Whole Time Director and Director with effect from close of business hours of June 30, 2022. Further, due to his resignation from the Company, 31,93,255 Employee Stock Options held by him have been surrendered, lapsed and hence, cancelled. The details provided with respect to the no. of shares held by Mr. Karan Neale Desai are as on March 31, 2023.

**III. Remuneration to Non-Executive Directors (including Independent Directors)**

The Company is availing professional expertise of the Non-Executive Directors (including Independent Directors) through their participation in the Board/Committee meetings and are paid remuneration by way of sitting fees, commission and other expenses (travelling, boarding and lodging incurred for attending the Board/Committee meetings).

The Non-Executive Directors are paid sitting fees of ₹ 1,00,000/- (Rupees One Lakh only) per meeting for attending Board meetings and ₹ 50,000/- (Rupees Fifty Thousand only) per meeting for attending Committee meetings where they are members. In addition, Non-Executive Directors are also eligible for commission as approved by the shareholders of the Company at the 24<sup>th</sup> AGM of the Company held on September 28, 2018. The amount of commission is based on the overall financial performance and as decided by the Board of Directors of the Company. The Company has not granted any stock options to Non-Executive Directors.

Apart from the above, no other remuneration is paid to the Non-Executive/Independent Directors. There are no pecuniary relationships or transaction of the Non-Executive Directors with the Company. The Company has obtained a Directors and Officers Liabilities Insurance Policy covering all Directors and officers of the Company in respect of any legal action that might be initiated against any Director or officer of the Company. Further, none of the Independent Director(s) are holding any shares in the Company.



**(c) Stakeholders Relationship Committee**

The composition, role and powers of the Stakeholders Relationship Committee meets the requirements of Regulation 20 read with Part D of Schedule II of the Listing Regulations and Section 178(5) of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended.

As on March 31, 2023, the Stakeholders Relationship Committee consists of the following members:

Sr. No.	Name of the Member	Designation
1.	Mr. Rajiv Kapoor	Non-Executive Non-Independent Director, Chairperson
2.	Mr. Krishipal Raghuvanshi	Independent Director, Member
3.	Mr. Rohanjeet Singh Juneja	MD & CEO, Member

**Note:** The Stakeholders Relationship Committee was re-constituted on May 30, 2022 by appointing Mr. Rohanjeet Singh Juneja, as member of the Committee in place of Mr. Karan Neale Desai who ceased to be a member of Stakeholders Relationship Committee with effect from the said date.

The Stakeholders Relationship Committee is entrusted with the responsibility of redressing the shareholders'/investors' complaints related to transfer of shares, non-receipt of balance sheet and non-receipt of declared dividend and other queries/complaints, if any. The Committee also oversees the performance of the Registrar and Share Transfer Agent of the Company relating to the investor services and recommends measures for improvement.

The broad terms of reference of Stakeholders Relationship Committee are as under:

1. Resolving and reviewing grievances of security holders relating to transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time.
2. Resolving and reviewing grievances related to issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure.
3. Resolving and reviewing grievances related to issue of new certificates against sub-division of shares, renewal, split or consolidation of share or other securities.
4. Resolving and reviewing grievances related to issue and allotment of shares through right issues/bonus issues made by the Company, subject to such approvals as may be required.
5. Resolving, reviewing and monitoring grievances related to dematerialization of shares/debentures/other securities and all matters incidental or related thereto.
6. Monitoring expeditious redressal of investors'/stakeholders' grievances.
7. Review of measures taken for effective exercise of voting rights by the shareholders.
8. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
9. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
10. All other matters incidental or related to shares, debentures and other securities of the Company.

During the year under review, the Stakeholders Relationship Committee of the Company met once i.e., on May 27, 2022. The necessary quorum was present at the meeting.

The details of attendance of each member of the Committee at the aforesaid meeting are given below:

Name of the Member	Category of Directorship	Status	No. of meetings held	No. of meetings attended
Mr. Rajiv Kapoor	Non-Executive Non-Independent Director	Chairperson	1	0
Mr. Krishipal Raghuvanshi	Independent Director	Member	1	1
Mr. Karan Neale Desai	Whole Time Director	Member	1	1

**Note:** Mr. Rohanjeet Singh Juneja was appointed as the member of the Committee with effect from May 30, 2022, in place of Mr. Karan Neale Desai.

Due to certain unavoidable circumstances, Mr. Rajiv Kapoor, Chairperson of the Stakeholders Relationship Committee was not present at the 28<sup>th</sup> AGM of the Company held on September 29, 2022. However, Mr. Krishipal Raghuvanshi, Member of the Stakeholders Relationship Committee was present at the last AGM of the Company to reply to the queries raised by the shareholders of the Company.

The name, designation and address of the Company Secretary & Compliance Officer of the Company is as under:

<b>Name and Designation</b>	Ms. Sonal Sharma, Company Secretary & Compliance Officer
<b>Registered Office Address</b>	3 <sup>rd</sup> Floor, A Wing, D. J. House, Old Nagardas Road, Andheri (East), Mumbai – 400 069
<b>Contact No.</b>	Tel: 022 6845 7200 E-mail: corpsec@trucapfinance.com

The Company Secretary of the Company acts as the Secretary to the Stakeholders Relationship Committee.

Status Report of investor queries and complaints for the period from April 01, 2022 to March 31, 2023 is given below:

<b>Sr. No.</b>	<b>Particulars</b>	<b>No. of Complaints</b>
1.	Investor complaints pending at the beginning of the year	1
2.	Investor complaints received during the year	0
3.	Investor complaints disposed off during the year	1
4.	Investor complaints remaining unresolved at the end of the year	0

As on March 31, 2023, 55,00,166 equity shares held by Wilson Holdings Private Limited, promoter of the Company are under encumbrance.

#### **(d) Risk Management & Strategy Committee**

During the year under review, the Board of the Company at its meeting held on November 14, 2022, renamed the Risk Management Committee to Risk Management & Strategy Committee and modified the terms of reference of the said Committee.

The composition, role and powers of the Risk Management & Strategy Committee meet the requirements of Regulation 21 read with Part D of Schedule II of the Listing Regulations.

As on March 31, 2023, the Risk Management & Strategy Committee consists of the following members:

<b>Sr. No.</b>	<b>Name of the Member</b>	<b>Designation</b>
1.	Mr. Rakesh Sethi	Independent Director, Chairperson
2.	Mr. Nirmal Vinod Momaya	Independent Director, Member
3.	Mr. Rajiv Kapoor	Non-Executive Non-Independent Director, Member
4.	Mr. Rohanjeet Singh Juneja	MD & CEO, Member

The terms of reference of the Risk Management & Strategy Committee are pursuant to Regulation 21 of the Listing Regulations and the Master Directions issued by RBI.

The broad terms of reference of the Risk Management & Strategy Committee are as under:

1. Approve and periodically review the risk management policies of the Company.
2. Review significant reports from regulatory agencies relating to risk management and compliance issues, and management's responses.
3. Review policies and procedures establishing risk management governance, risk management procedures, and risk control infrastructure for operations.
4. Review and approve the Company's risk assessment statement on an annual basis and approve any material amendment to the risk appetite statement.
5. Review and approve the contingency funding plan contained in the Company's funding program at least annually and approve any material revisions to this plan prior to implementation.
6. Review significant risk exposures and the steps, including policies and procedures, that management has taken to identify, measure, monitor, control, limit and report such exposures, including but not limited to credit, market,

fiduciary, liquidity, reputational, operational, fraud, strategic, technology (data-security, information, business-continuity risk, etc.) and risks associated with incentive compensation plans.

7. Evaluate risk exposure and tolerance.
8. Review and evaluate the Company's practices with respect to risk assessment and risk management.
9. Review reports and significant findings of Risk and Compliance and the Internal Audit Department with respect to the risk management and compliance activities of the Company, together with management's responses and follow-up to these reports.
10. Evaluate various risks of the business and to draw out a risk management plan for the Company.
11. Take steps to identify and mitigate Information Technology and Cyber Security Risks that the Company is or may be exposed to, on a regular basis.
12. Monitor and review risk management and mitigation plan of the Company.
13. Inform Board on the effectiveness of the risk management framework and process of risk management.
14. Review any breaches in the Credit Exposure of the Company to any single/group borrowers does not exceed the internally set limits and the prescribed exposure ceilings by the regulator.
15. Research and make recommendations to the Board on the major financing plans of the Company and other major strategic issues influencing the development of the Company.
16. Research and make recommendations to the Board on the long-term development strategies and plans of the Company.
17. Review of key strategic projects.
18. Review of industry developments surrounding merger and acquisition activity in the NBFC sector.
19. Review of major organic ventures requiring significant capital expenditure.
20. Any diversification into new products or markets.
21. Overseeing the management's work on the strategic perspective and direction.
22. Consider and review (and where it thinks appropriate, recommending to the Board) all potential acquisitions and disposals of any business or business unit or significant asset of the Company, any proposed merger, joint venture, profit sharing or similar transaction.
23. Undertake such other function as may be mandated by the Board or stipulated by the Companies Act, 2013, SEBI, RBI and Stock Exchanges or any other regulatory authorities from time to time.
24. Discussing and advising the Management.
  - i. as to whether the governance, risk appetite, financial and capital planning, liquidity and funding management, control environment and resources can support the Company's strategic objectives.
  - ii. on the impact of changes in the competitive environment.

During the year under review, the Risk Management & Strategy Committee of the Company met twice i.e., on August 11, 2022 and February 09, 2023. The necessary quorum was present at the meeting.

The constitution of the Risk Management & Strategy Committee and details of attendance of each member of the Committee at the aforesaid meeting(s) of Committee as on March 31, 2023, are given below:

<b>Name of the Member</b>	<b>Category of Directorship</b>	<b>Status</b>	<b>No. of Meetings held</b>	<b>No. of Meetings attended</b>
Mr. Rakesh Sethi	Independent Director	Chairperson	2	2
Mr. Nirmal Vinod Momaya	Independent Director	Member	2	0
Mr. Rajiv Kapoor	Non-Executive Non-Independent Director	Member	2	2
Mr. Rohanjeet Singh Juneja	MD & CEO	Member	2	2

**(e) Corporate Social Responsibility Committee**

Pursuant to the requirement specified in Section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended and circulars and notifications issued by the Ministry of Corporate Affairs, a Corporate Social Responsibility ("**CSR**") Committee was constituted in the Board meeting of the Company held on May 30, 2022. The composition of CSR Committee as on March 31, 2023 is as under:

Sr. No.	Name of the Member	Designation
1.	Ms. Abha Kapoor	Independent Director, Chairperson
2.	Mr. Rajiv Kapoor	Non-Executive Non-Independent Director, Member
3.	Mr. Rohanjeet Singh Juneja	MD & CEO, Member

The Company has adopted a CSR policy which indicates the activities to be undertaken by the Company as specified in Schedule VII to the Act. The policy is provided on the Company's website, i.e., [www.trucapfinance.com](http://www.trucapfinance.com) and the link is <https://trucapfinance.com/wp-content/uploads/CSR-Policy.pdf>.

Brief terms of reference, roles and responsibilities of the CSR Committee:

1. Formulate and recommend to the Board, the Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013 and applicable rules made thereunder ("**Act**").
2. Formulate and recommend to the Board, an annual action plan.
3. Recommend the minimum expenditure to be incurred on the CSR activities. If the Company spends an amount in excess of the requirements provided under the Act in any financial year, the CSR Committee, after seeking approval from the Board of Directors to this effect, may consider and set off such excess amount against the requirement to spend for such number of succeeding financial years as may be permissible under the Act.
4. Approve projects/activities and amount to be spent towards CSR projects upto a limit of ₹ 1 crore for each financial year.
5. Review the Policy of the Company from time to time and recommend any amendments in accordance with the laws.
6. Approve for transfer of unspent CSR amount, if any, in accordance with the law.

During the year under review, the CSR Committee of the Company met once i.e., on August 10, 2022. The necessary quorum was present at the meeting.

The constitution of the CSR Committee and details of attendance of each member of the Committee at the aforesaid meeting of the Committee as on March 31, 2023, are given below:

Name of the Member	Category of Directorship	Status	No. of Meetings held	No. of Meetings attended
Ms. Abha Kapoor	Independent Director	Chairperson	1	1
Mr. Rajiv Kapoor	Non-Executive Non-Independent Director	Member	1	1
Mr. Rohanjeet Singh Juneja	MD & CEO	Member	1	1

Further, the report on CSR as required under the provisions of the Act is approved by the Board of Directors at its meeting held on August 11, 2023, on recommendation of the CSR Committee and is annexed to the Board's Report.

**(f) Finance Committee**

As on March 31, 2023 and as on the date of this Report, the Finance Committee consists of the following members:

Sr. No	Name of the Members	Designation
1.	Mr. Rohanjeet Singh Juneja	MD & CEO, Chairperson
2.	Mr. Mahendra Kumar Servaiya	Chief Credit Officer, Member
3.	Mr. Sanjay Kukreja	Chief Financial Officer, Member

The broad terms of reference of the Finance Committee are as under:

1. Review and approve availing loan facilities and borrowings within the limits approved by the Shareholders under Section 180(1)(c) of the Companies Act, 2013 and applicable rules made thereunder ("**Act**").
2. Approve creation of pledge / hypothecation / mortgage and / or charge on both movable and immovable assets within the overall limits approved by the Shareholders under Section 180(1)(a) of the Act.
3. Approve and designate representative(s) or officers to carry out the required documentation for the facilities approved by the Committee.
4. Approve investment, disinvestment and re-investment of the funds of the Company as per the Investment Policy approved by the Board, from time to time.
5. Approve allotment of securities of the Company and ancillary matters pertaining to the same.
6. Issue of Power of Attorneys/Delegation Letter to the Officials of the Company for various operational matters and to approve execution, sign, certify any agreement, MOU, undertaking, document, deed and other writings in relation to the day-to-day matters and authorize officials in this regard.
7. Approve officials of the Company to initiate legal action, sign documents/deeds/undertakings and other writings and represent the Company in litigation and settle any legal disputes in connections with any legal proceedings by or against the Company.
8. Registration, renewal/continuation of registration and continuing compliance and observance of various provisions of Shops & Establishment Act, 1948, Sales Tax, GST, Professional tax and such other legislations and rules, regulations and directions made or issued thereunder.
9. Approve officials of the Company to appoint Registered Valuer(s) and Merchant Banker(s) of the Company for various corporate structuring events/transactions.
10. Review the annual budget.
11. Review the funding mix from time to time to ensure mitigation of risk concentration in terms of specific lender or lender class.
12. Review of cash flows in comparison to the liquidity metric.
13. Approve authorities to open, operate and close bank accounts and grant of authority to avail online payment gateway facility.
14. Approve authorities to open, operate and close escrow accounts with banks and grant of authority to avail online payment gateway facility.
15. Approve authorities to open, operate and close special accounts with banks and grant of authority to avail online payment gateway facility.
16. Approve authorities to open, operate and close depository accounts with registered intermediary/depository participants of National Securities Depository Limited ("**NSDL**") or Central Depository Services (India) Limited ("**CDSL**").
17. Review and approve execution/signing of indemnities and such other documents as may be necessary in favour of banks and financial institutions.
18. Approve obtaining various kinds of insurance cover for the Company, employee(s), Key Managerial Personnel, Directors and to authorize officers of the Company for doing acts and deeds in relation to the same.
19. Approve filing of cases against any person, corporate, entity, firm, represent the Company for any of the cases by and against the Company and to authorize officers of Company for doing acts and deeds in relation to the same.
20. Authorize officers of the Company for registering any security in favor of the Company, to represent before any authorities for doing the same and to authorize officers of Company for doing acts and deeds in relation to the same.
21. To do such other acts, deeds and things as may be directed by the Board and required to comply with the applicable laws.

During the year under review, the Finance Committee of the Company met 9 (Nine) times on May 09, 2022, May 13, 2022, June 30, 2022, August 05, 2022, September 22, 2022, October 31, 2022, December 14, 2022, January 31, 2023 and February 15, 2023.

The necessary quorum was present at the meetings.

The details of attendance of each member of the Committee at the aforesaid meeting(s) are given below:

Name of the Member	Category of Directorship	Status	No. of Meetings held	No. of Meetings attended
Mr. Rohanjeet Singh Juneja	MD & CEO	Chairperson	9	9
Mr. Mahendra Kumar Servaiya	Chief Credit Officer	Member	9	9
Mr. Sanjay Kukreja	Chief Financial Officer	Member	9	9
Mr. Karan Neale Desai	Whole Time Director	Member	2	2

**Note:** Mr. Karan Neale Desai, Whole Time Director of the Company resigned from the directorship of the Company with effect from close of business hours of June 30, 2022.

The Company Secretary acts as the Secretary to the Finance Committee.

#### 4. Periodic Review of Compliances of all Applicable Laws

Your Company follows a system whereby all the acts, rules and regulations applicable to the Company are identified and compliance with such acts, rules and regulations is monitored by dedicated team on a regular basis. Verification of the compliances with the major acts/regulations is carried out by suitable external auditors/lawyers/consultants and their reports and implementation of their observations are reported to the Board/Audit Committee. In addition, the audit and verification plan and actual status thereof are reviewed by the Board/Audit Committee periodically. A consolidated compliance certificate based on the compliance status received from the respective functions in respect of various laws, rules and regulations applicable to the Company is placed before the Board on a regular basis and reviewed by the Board. Necessary reports are also submitted to the various regulatory authorities as per the requirements from time to time.

#### 5. General Body Meetings

The AGM for the financial year 2019-2020, 2020-2021 and 2021-2022 were held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") in compliance with various circulars issued by the Ministry of Corporate Affairs and SEBI from time to time.

Further, the location, time and date where the AGM of the Company (in previous 3 years) were held are given hereunder:

Financial Year	Location	Date	Time	No. of Special Resolutions passed at AGM
2021-2022	VC/OAVM	September 29, 2022	03:00 p.m.	2
2020-2021	VC/OAVM	September 20, 2021	11:00 a.m.	2
2019-2020	VC/OAVM	September 21, 2020	10:00 a.m.	8

#### 6. Postal Ballot

During the year under review, no resolution was passed through postal ballot.

#### 7. Disclosures

##### (i) **Disclosure on materially significant Related Party Transactions that may have potential conflict with the interest of the Company at large**

During the year under review, the Company has not entered into any material related party transaction. Further, the Company places all related party transactions before the Audit Committee and Board of Directors of the Company for their respective approvals. A register of contracts containing the transactions in which the Directors are interested are placed regularly before the Board of Directors of the Company for their approval. The Company has adopted policy on Related Party Transactions and the same is available on the website of the Company i.e., [www.trucapfinance.com](http://www.trucapfinance.com) and the link for the same is <https://trucapfinance.com/wp-content/uploads/Policy-on-RPT.pdf>.

##### (ii) **Subsidiary**

DFL Technologies Private Limited (CIN:U67190MH2019PTC331368), a company incorporated under the Act and having its registered office situated at Ground Floor, D. J. House, Old Nagardas Road, Andheri (East), Mumbai – 400 069, is a wholly owned subsidiary of the Company incorporated on October 07, 2019 ("WoS"). The WoS is engaged in the business of developing technology IP and providing advisory and consultancy services, retail franchising, etc.

The shareholders of the WoS, at its 2<sup>nd</sup> AGM held on September 30, 2021, on recommendation of the board of directors of the WoS, appointed M/s. Bansal Bansal & Co., Chartered Accountants (Firm Registration Number: 100986W with the Institute of Chartered Accountants of India), as the Statutory Auditors of WoS for a period of 3 (Three) years from the conclusion of 2<sup>nd</sup> AGM of WoS till the conclusion of the 5<sup>th</sup> AGM of WoS.

The Audit Committee reviews the Consolidated Financial Statements/Results of the Company and investments made by its WoS. The minutes of the board meetings along with a report on significant developments of the WoS are periodically placed before the Board.

The management of the WoS periodically brings to the notice of the Board, a statement of all significant transactions and arrangements entered by the WoS.

In accordance with the "Policy for determining Material Subsidiary Companies" of the Company and the provisions of the Listing Regulations, the Company has complied with all the obligations relating to WoS of the Company. The policy for determining material subsidiary companies of the Company is available on the website of the Company i.e., [www.trucapfinance.com](http://www.trucapfinance.com) and the link is <https://trucapfinance.com/wp-content/uploads/Policy-on-Determining-Material-Subsidiary.pdf>.

As per the definition of material subsidiary company under the Listing Regulations and as per policy for determining material subsidiary companies, as on March 31, 2023, the WoS continues to be the material subsidiary of the Company. However, in terms of the Listing Regulations, the requirement pertaining to appointment of Independent Director of the Company on the board of the WoS is not applicable.

### (iii) **Details of Non-Compliance**

During the financial year ended March 31, 2022, an Independent Woman Director of the Company had resigned with effect from October 30, 2021 and new Independent Woman Director has been appointed with effect from March 30, 2022 in terms of Regulation 17(1) of the Listing Regulations. Towards the said delay in appointment of Independent Woman Director, during the year under review, BSE Limited has levied a fine of ₹ 2,95,000/- (excluding GST) on the Company. The said penalty has been paid by the Company.

### (iv) **Vigil Mechanism/ Whistle Blower Policy**

The Company has a Vigil Mechanism/Whistle Blower Policy for its Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the code of conduct or ethics. This mechanism provides adequate safeguards against victimisation of director(s)/employee(s) who avail this mechanism and provides direct access to the Chairperson of the Audit Committee in exceptional cases. Further, no personnel have been denied access to the Chairperson of the Audit Committee. No complaints have been received under vigil mechanism for the financial year ended March 31, 2023.

The details of the establishment of such mechanism are disclosed by the Company on its website i.e., [www.trucapfinance.com](http://www.trucapfinance.com) and the link is <https://trucapfinance.com/wp-content/uploads/Vigil-Mechanism.pdf>.

### (v) **Prevention of Insider Trading**

In January 2015, SEBI notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 that came into effect from May 15, 2015, as amended ("**PIT Regulations**"). Pursuant to the PIT Regulations, the Company formulated and adopted a new code for prevention of insider trading including Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("**Code**").

This Code is applicable to all directors and designated employees of the Company. This Code ensures prevention and dealing in securities of the Company by person having access to unpublished price sensitive information. The Company monitors the transactions of directors / designated employees in terms of the Code and PIT Regulations periodically.

The Audit Committee reviews on an annual basis, the compliance with the provisions of PIT Regulations and that adequate systems and internal controls are in place and are operating effectively.

The Code is disclosed by the Company on its website, i.e., [www.trucapfinance.com](http://www.trucapfinance.com) and the link for the same is <https://trucapfinance.com/wp-content/uploads/Code-of-UPSI.pdf>.

### (vi) **Compliance with Mandatory and Non-Mandatory Provisions**

Your Company has complied with all the mandatory corporate governance requirements under the Listing Regulations. The Company has adhered to all the mandatory requirements of the Corporate Governance norms as prescribed under Regulations 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations to the extent applicable to the Company.



Further, during the year under review, the Company has redeemed its outstanding listed Non-Convertible Debentures and accordingly has ensured compliance with Chapter V of the Listing Regulations and other applicable regulations, guidelines and circulars issued by SEBI. Further, as on March 31, 2023, there are no listed outstanding non-convertible debentures of the Company and accordingly compliance with Chapter V of the Listing Regulations is no longer applicable to the Company.

The particulars of the senior management of the Company is provided in the introductory page of the Annual Report. Further, there have been no changes in the senior management since the close of the financial year.

The status on the compliance with the non-mandatory (discretionary requirements) recommendations in the Listing Regulations is as under:

**(a) Internal Audit:**

The Internal Audit Report is placed every quarter before the Audit Committee meeting and is deliberated with the Internal Auditors during the meeting.

**(b) Shareholders Rights:**

The Company has submitted its quarterly and half-yearly limited reviewed financial results with BSE Limited in compliance with Regulation 33 of the Listing Regulations and also publishes the same in the newspapers 'Financial Express' and 'Mumbai Lakshadeep' nationwide. The quarterly, half-yearly and yearly financial results/statements are also uploaded on the website of the Company i.e., [www.trucapfinance.com](http://www.trucapfinance.com) and the link for the same is <https://trucapfinance.com/newspaper-publication-2/>. Therefore, the Company does not send the same to the shareholders of the Company separately.

Further, in compliance with various circulars issued by SEBI and BSE Limited, the Company has sent the below communication to the Shareholders of the Company within the advised timeline:

- (a) Generating awareness on availability of Dispute Resolution Mechanism available at Stock Exchange(s) against any grievances against the Company/Registrar and Share Transfer Agent of the Company.
- (b) Mandatory furnishing of PAN, KYC details and nomination by holders of physical securities to avoid folios being frozen by the Registrar and Share Transfer Agent and ancillary matters.

Further, all the respective formats for registering/furnishing, PAN, KYC, registering the nominee(s) etc. are also made available on the website of the Company, i.e., [www.trucapfinance.com](http://www.trucapfinance.com) and the link for the same is <https://trucapfinance.com/investor-relation/customer-awareness-investors-corner/>.

Adoption of other non-mandatory requirements under Regulation 34 of the Listing Regulations are being reviewed by the Board from time to time.

The Board has accepted all the recommendations of the committee(s) of the Board.

**(vii) Management Discussion and Analysis**

The Management Discussion and Analysis forms part of the Annual Report and includes discussion on various matters specified under the Regulation 34(2)(e) and Part B of Schedule V of the Listing Regulations.

**(viii) Details of Director seeking appointment/re-appointment as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards**

As required under Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, particulars of Director/(s) seeking appointment/re-appointment are given in the explanatory statement annexed to the Notice of the 29<sup>th</sup> AGM of the Company.

**(ix) Details of total fees paid to Statutory Auditors**

Total fees for all services paid by the Company and its subsidiary, on a consolidated basis, to the statutory auditors of the Company, are as follows:

(₹ in lakhs)	
Particulars	Financial Year 2022-2023
Audit fees (including quarterly audits)	28.02
For other services (certifications, etc.)	20.99
For taxation matters	2.00
Out of pocket expenses	1.43
<b>Total</b>	<b>52.43</b>

**(x) Proceeds from Public Issues, Rights Issues and Preferential Issue among others**

During the year under review, the Company has raised money through Preferential issue of equity shares and convertible warrants. In this regard, the Board confirms that the funds raised have been fully utilised for the purposes, as disclosed in the offer letter(s)/notice, for which it was raised and there has been no deviation in the utilisation of the money so raised.

**(xi) Disclosure of Accounting Treatment**

There was no deviation in adhering to the treatments prescribed in any of the Accounting Standards (AS) in the preparation of the financial statements of the Company.

## **8. Means of Communication**

The Company has furnished quarterly financial results along with notes on a regular basis as per the format prescribed in Regulation 33 of the Listing Regulations, within prescribed time to the stock exchange in respect of all the respective quarters of the financial year 2022-23.

The quarterly financial results of the Company were published within 48 hours from the conclusion of meeting of the Board of Directors of the Company in English newspaper viz., "Financial Express" and "Mumbai Lakshadeep", a newspaper published in the language of the region where the registered office of the Company is situated. The audited financial results for financial year 2022-23 were published in "Financial Express" and "Mumbai Lakshadeep". The Company informs the stock exchange where its shares are listed, about the meeting of the Board of Directors of the Company at least 7 (Seven) days in advance pursuant to the Regulation 29(2) of the Listing Regulations.

In terms of Regulation 46 of the Listing Regulations, the Company is maintaining its functional website i.e., [www.trucapfinance.com](http://www.trucapfinance.com), containing the basic information about the Company i.e., details of business, financial information, shareholding pattern, compliance with corporate governance, contact information of designated employees who are responsible for assisting and handling the investors' grievance, details of the agreements entered into with the media companies and/or their associates, terms and conditions of appointment of Independent Directors, composition of various committees of Board of Directors, Code of Conduct of Board of Directors and Senior Management Personnel and various policies of the Company, etc. The said information is updated on the website of the Company, i.e., [www.trucapfinance.com](http://www.trucapfinance.com) within the prescribed timelines.

### **Details of Unclaimed Dividend / Shares of the Company**

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, ("**IEPF Rules**"), dividends, if not claimed for a period of 7 (Seven) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("**IEPF**"). Further, the shares in respect of such dividends which have not been claimed for a period of 7 (Seven) consecutive years, are also liable to be transferred to the demat account of the IEPF Authority.

Since there was no dividend declared and paid for financial year 2014-15, your Company did not have any funds as lying unpaid or unclaimed for a period of 7 (Seven) years in terms of provisions of the Section 124 of the Act. Therefore, there are no such unclaimed amounts or shares which are required to be transferred to IEPF established by the Central Government pursuant to provisions of Section 125 of the Act.

Further, the Board has appointed a Nodal Officer and Deputy Nodal Officer under the provisions of IEPF, the details of which are available on the website of the Company, i.e., [www.trucapfinance.com](http://www.trucapfinance.com) and the link for the same is <https://trucapfinance.com/investor-relation/>.

## 9. General Shareholders Information

<b>Annual General Meeting Date, Time and Mode</b>	Tuesday, September 26, 2023 at 03:00 p.m. (IST) through Video Conferencing / Other Audio-Visual Means.
<b>Financial year</b>	1 <sup>st</sup> April – 31 <sup>st</sup> March.
<b>Book Closure</b>	Wednesday, September 20, 2023 to Tuesday, September 26, 2023 (both days inclusive).
<b>Dividend payment date: [if declared]</b>	Dividend of ₹ 0.01/- per Equity share of ₹ 2/- each fully paid up for the financial year 2022-23 has been recommended by the Board of Directors to Members of the Company for their approval. If approved by the Members of the Company, payment will be made within 30 (Thirty) days from the date of 29 <sup>th</sup> AGM. For the Members who are unable to receive the dividend directly in their bank accounts, the Company shall dispatch dividend warrants to them.
<b>E-Voting Dates</b>	The cut-off date for the purpose of determining the shareholders eligible for e-voting is Tuesday, September 19, 2023.  The e-voting commences on Saturday, September 23, 2023 at 09:00 a.m. (IST) and ends on Monday, September 25, 2023 at 05:00 p.m. (IST).
<b>Listed on Stock Exchange</b>	BSE Limited (" <b>BSE</b> ") and National Stock Exchange of India Limited (" <b>NSE</b> ").  Listing fees for the financial year 2023-2024 have been paid by the Company.
<b>Address of Stock Exchange</b>	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.  National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.
<b>Correspondence for dematerialisation, transfer of shares, non-receipt of dividend on shares and any other query relating to the shares of the Company</b>	<b>Details of Registrar and Share Transfer Agent (RTA)</b> MCS Share Transfer Agent Limited 3B3, 3 <sup>rd</sup> Floor, Gundecha Onclave, Kherani Road, Sakinaka, Andheri (East), Mumbai - 400 072.
<b>Scrip code</b>	BSE: 540268 NSE: TRU
<b>ISIN of the Company</b>	INE615R01029
<b>Website</b>	www.trucapfinance.com
<b>Email ID</b>	corpsec@trucapfinance.com
<b>Corporate Identification No. (CIN)</b>	L24231MH1994PLC334457
<b>Details of securities suspended</b>	Not Applicable
<b>Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity</b>	The details of the same forms part of the Corporate Governance Report.
<b>Credit Rating</b>	The list of credit ratings for all instruments has been provided in the Director's Report.
<b>Debenture Trustee (Unlisted Non-Convertible Debentures)</b>	Catalyst Trusteeship Limited GDA House, First Floor, Plot No. 85, S. No. 94 & 95, Bhusari Colony (Right), Kothrud, Pune - 411 038.

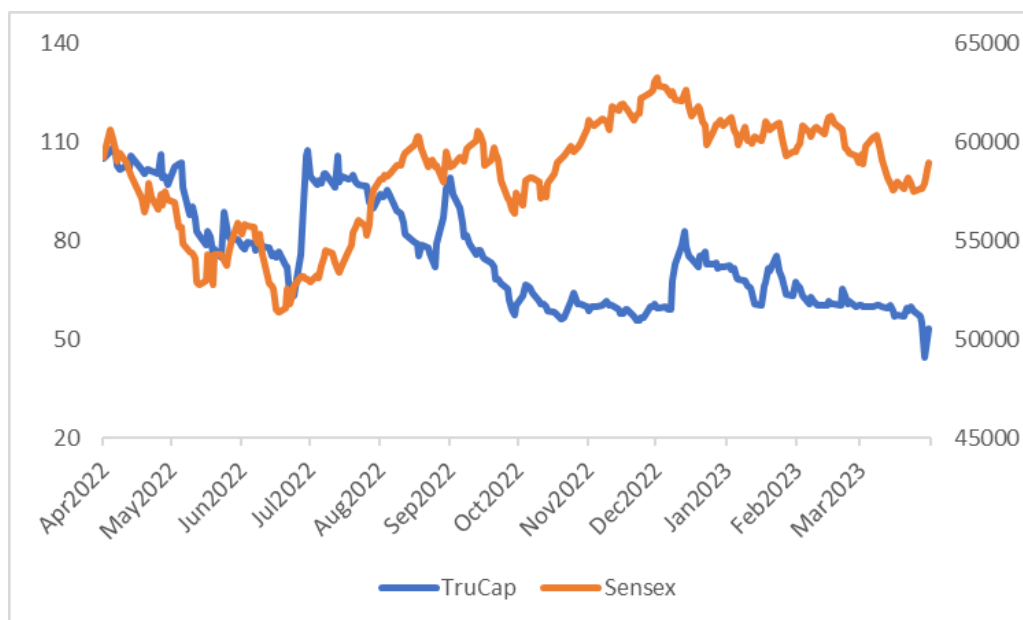
### Stock Market Data

Table below gives the monthly high and low quotations of shares traded at BSE Limited for the year ended March 31, 2023.

Month	BSE		
	High	Low	Volume
April, 2022	122.95	96.25	77,80,235
May, 2022	107.00	72.05	56,33,406
June, 2022	112.65	60.25	29,63,586
July, 2022	110.15	87.25	10,87,296
August, 2022	99.40	69.50	16,49,691
September, 2022	102.80	56.15	18,49,466
October, 2022	69.55	53.65	7,82,876
November, 2022	64.75	54.65	5,22,189
December, 2022	84.30	58.00	12,58,017
January, 2023	77.85	59.75	7,17,100
February, 2023	71.75	59.05	10,11,257
March, 2023	63.00	37.41	14,45,692

**Note:** TruCap Finance Limited Stock Market Data and the below chart does not include the stock market data of NSE since the equity shares of the Company is listed on NSE with effect from June 20, 2023.

### TRUCAP FINANCE LIMITED SHARE PRICES – BSE



## 10. Share Transfer System

The shares of the Company are compulsorily traded in dematerialised form. SEBI has mandated transfer of securities only in dematerialised form with effect from April 01, 2019. Thereafter, SEBI had fixed March 31, 2021, as the cut-off date for re-lodgement of deficient transfer deeds. Accordingly, with effect from April 01, 2021, share transfers in physical form are prohibited under any circumstances and the same shall be processed only in dematerialised form. All requests for dematerialisation of shares are processed and confirmation are given to the respective depositories i.e., National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**").

As per SEBI norms, with effect from April 01, 2019, only transmission or transposition requests for transfer of shares shall be processed in physical form. All other transfers shall be processed in dematerialised form only.

Further, during the year under review, SEBI has also simplified the process for transmission of shares and issue of duplicate share certificates to make it more efficient and investor friendly. The manner and process of making application as per the aforesaid revised framework and operational guidelines thereto is available on the website of the Registrar and Share Transfer Agent (RTA) at <https://www.mcsregistrars.com/downloads.php> and the Company at [www.trucapfinance.com](http://www.trucapfinance.com).

## 11. Distribution Pattern and Shareholding Pattern

### (a) Distribution of Shareholding as on March 31, 2023

Equity shares held	Shareholders/Folio	%	Shares	%
1-500	8,702	81.13	8,14,008	0.70
501-1000	656	6.12	5,28,637	0.45
1001-2000	414	3.86	6,20,667	0.53
2001-3000	218	2.03	5,63,977	0.49
3001-4000	100	0.93	3,55,712	0.31
4001-5000	101	0.94	4,79,728	0.41
5001-10000	221	2.06	17,18,059	1.48
10000 and above	314	2.93	11,11,33,928	95.63
<b>Total</b>	<b>10,726</b>	<b>100.00</b>	<b>11,62,14,716</b>	<b>100.00</b>

### (b) Shareholding Pattern of the Company as on March 31, 2023

Category		Number of shares	% of holdings
<b>A</b>	<b>Promoter's Holding</b>		
1	Indian Promoter	6,79,24,453	58.45
2	Foreign Promoter	-	-
	<b>Sub Total (A)</b>	<b>6,79,24,453</b>	<b>58.45</b>
<b>B</b>	<b>Non-Promoter's Holding</b>		
	Institutional Investors		
1	Mutual Fund	80,000	0.07
2	Foreign Direct Investment	70,52,500	6.07
3	Foreign Portfolio Investor	27,60,731	2.38
4	Financial Institutions / Banks	-	-
5	Others	-	-
	<b>Total (Institutional Investors)</b>	<b>98,93,231</b>	<b>8.52</b>
	<b>Non-Institutional Investors</b>		
1	Directors and their relatives (excluding independent directors and nominee directors)	27,01,421	2.32
2	Key Managerial Personnel	3,312	0.00
3	Individuals	2,66,27,430	22.92
4	NBFCs registered with RBI	-	-

5	IEPF	-	-
6	Trusts	-	-
7	Non-Resident Indians	3,19,814	0.28
8	Clearing Member	-	-
9	Bodies Corporate	87,45,055	7.52
10	Government Companies	-	-
	<b>Total (Non-Institutional Investors)</b>	<b>3,83,97,032</b>	<b>33.04</b>
	<b>Sub Total (B)</b>	<b>4,82,90,263</b>	<b>41.55</b>
	<b>Grand Total (A + B)</b>	<b>11,62,14,716</b>	<b>100.00</b>

**Notes:**

- (a) As on March 31, 2023, Aviator Emerging Market Fund, a Foreign Portfolio Investor (Category-1) registered with SEBI ("**Aviator**"), holds 70,52,500 equity shares and 26,51,979 convertible warrants. Out of 70,52,500 equity shares held by Aviator, 9,48,763 equity shares were allotted to Aviator under FDI category on May 09, 2022, 58,25,337 equity shares (fractions rounded off) were allotted on October 13, 2022, upon conversion of 11,65,067 CCDs and balance 2,78,400 equity shares were purchased by Aviator from open market under FPI category. Further, the entire holding of Aviator (including FPI category) has been clubbed under FDI category.
- (b) The shareholding of Mr. Rajiv Kapoor, Non-Executive Non-Independent Director (a Non-Resident Indian) as on March 31, 2023, has been included under the Directors and their relatives (excluding independent directors and nominee directors) category.

**12. Dematerialisation of Shares and Liquidity**

As on March 31, 2023, 98.93% (11,49,66,716 equity shares) of paid-up share capital was held in dematerialised form with NSDL and CDSL respectively. Further, 1.07% (12,48,000 equity shares) was held in physical form. All promoter's shareholding is in dematerialised form. Trading in equity shares of the Company is permitted only in dematerialised form through NSDL and CDSL as per notifications issued by SEBI.

**13. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely Impact on Equity**

There are no outstanding GDRs/ADRs as on March 31, 2023, which are likely to have an impact on the equity share capital of the Company. However, during the year under review, the Board of Directors have allotted 27,74,706 convertible warrants having issue price of ₹ 132/- per warrant on preferential basis to non-promoters, convertible within a period of 18 months into equivalent number of equity shares having a face value of ₹ 2/- per share wherein pursuant to Regulation 169(2) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Company has received 25% of the consideration upfront from the allottees at the time of allotment of convertible warrants and the balance exercise price equivalent to 75% of the issue price of the equity shares shall be payable by the warrant holder(s) at the time of exercising options of the conversion of the warrants.

**14. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities**

The Company is not exposed to foreign exchange risk.

**15. Prevention of Sexual Harassment**

The Company recognises its responsibility and continues to provide a safe working environment for women, free from sexual harassment and discrimination. In compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, as amended, the Company has put in place a Policy on prevention of Sexual Harassment of Women at Workplace.

Following are the details of number of instances/complaints reported under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- (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

## 16. Certificate on Corporate Governance

The certificate received from the Secretarial Auditor of the Company, M/s. U. Hegde & Associates, Practicing Company Secretaries, confirming the compliance of conditions of corporate governance is annexed to Directors' Report in terms of the provisions of Part E of Schedule V to the Listing Regulations. The certificate on corporate governance is annexed to this Report as **Annexure - II**.

## 17. Certificate from Company Secretary in Practice

The Company has obtained the certificate from M/s. U. Hegde & Associates, Practicing Company Secretaries, pursuant to Regulation 34(3) and Para C Clause 10(i) of Schedule V to the Listing Regulations confirming that none of the Directors of the Company as on March 31, 2023, have been debarred or disqualified from being appointed or continuing as directors of the companies by SEBI / MCA or any such statutory authority. The aforesaid certificate is annexed as **Annexure - III**.

**For TruCap Finance Limited  
(formerly Dhanvarsha Finvest Limited)**

**Sd/-  
Rohanjeet Singh Juneja  
Managing Director & CEO  
DIN: 08342094**

**Sd/-  
Rushina Mehta  
Non-Executive Non-Independent Director  
DIN: 01042204**

**August 11, 2023  
Mumbai**



**Annexure - I****CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,  
The Board of Directors  
TruCap Finance Limited (formerly Dhanvarsha Finvest Limited)

We, Rohanjeet Singh Juneja, Managing Director & Chief Executive Officer and Sanjay Kukreja, Chief Financial Officer of TruCap Finance Limited ("**Company**") certify that-

- A. We have reviewed the annual financial statements and the cash flow statements (Standalone and Consolidated) for the year ended March 31, 2023 and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility 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 and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have disclosed, based on our evaluation wherever applicable to the Auditors and the Audit Committee:
1. significant changes, if any, in internal controls over financial reporting during the year;
  2. 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
  3. instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Sd/-**  
**Rohanjeet Singh Juneja**  
**Managing Director & CEO**

**Sd/-**  
**Sanjay Kukreja**  
**Chief Financial Officer**

**August 11, 2023**  
**Mumbai**

**DECLARATION ON COMPLIANCE WITH THE CODE OF CONDUCT**

This is to confirm that TruCap Finance Limited ("**Company**") has adopted a Code of Conduct for its board members and the senior management and the same is available on the website of the Company. We confirm that the Company has, in respect of financial year ended March 31, 2023, received from the members of the Board and senior management personnel of the Company, a declaration of compliance with the Code of Conduct as applicable to them.

**For TruCap Finance Limited**  
**(formerly Dhanvarsha Finvest Limited)**

**Sd/-**  
**Rohanjeet Singh Juneja**  
**Managing Director & CEO**

**August 11, 2023**  
**Mumbai**

## Annexure - II

**CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE**

To,

The Members

**TruCap Finance Limited**

(Formerly Dhanvarsha Finvest Limited)

3<sup>rd</sup> Floor, A-Wing, D. J. House, Old Nagardas Road,

Andheri (East), Mumbai - 400 069.

I have examined all relevant records of TruCap Finance Limited (Formerly Dhanvarsha Finvest Limited) ("**Company**") for the purpose of certifying compliance of the disclosure requirements and corporate governance norms for the financial year ended March 31, 2023, as stipulated in Regulation 17 to 27, Regulation 46 and para C, D and F of Schedule V of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("**Listing Regulations**"), to the extent applicable.

I have obtained all the information and explanations to the best of my knowledge and belief, which were necessary for the purpose of this certification.

I state that the compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. This certificate 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.

In my opinion and to the best of my information and according to the explanations given to me and representation made by the management, I certify that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.

**For U. Hegde & Associates,  
Company Secretaries**

**Sd/-**

**Umashankar K Hegde**

**(Proprietor)**

**COP No-11161 # M. No-A22133**

**ICSI Unique Code: S2012MH18 8100**

**Peer Review Certificate No - 1263/2021**

**UDIN: A022133E000784543**

**August 11, 2023**

**Mumbai**

## Annexure - III

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,  
The Members,  
**TruCap Finance Limited**  
(formerly Dhanvarsha Finvest Limited)  
3<sup>rd</sup> Floor, A-Wing, D. J. House, Old Nagardas Road,  
Andheri (East), Mumbai - 400 069.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of TruCap Finance Limited (Formerly Dhanvarsha Finvest Limited) having CIN- L24231MH1994PLC334457 and having registered office at 3<sup>rd</sup> Floor, A-Wing, D. J. House, Old Nagardas Road, Andheri (East), Mumbai - 400 069 ("**Company**"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C sub clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time). In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company for the financial year ended March 31, 2023, as stated below, 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 other Statutory Authority/ies.

Sr. No	Name of the Director	Date of appointment	DIN
1.	Mr. Rakesh Sethi Chairperson & Independent Director	15/10/2019	02420709
2.	Mr. Nirmal Vinod Momaya Independent Director	10/08/2018	01641934
3.	Mr. Krishipal Raghuvanshi Independent Director	24/08/2018	07529826
4.	Ms. Abha Kapoor Independent Director	30/03/2022	01277168
5.	Ms. Geetu Gidwani Verma Independent Director	31/05/2022	00696047
6.	Mr. Rajiv Kapoor Non-Executive Non-Independent Director	03/02/2020	08204049
7.	Mrs. Rushina Mehta Non-Executive Non-Independent Director	17/06/2022	01042204
8.	Mr. Atwood Porter Collins Non-Executive Non-Independent Director	31/07/2021	09239511
9.	Mr. Rohanjeet Singh Juneja Managing Director & Chief Executive Officer	17/12/2022*	08342094

\* Date of re-appointment

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my 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 U. Hegde & Associates,  
Company Secretaries**

**Sd/-  
Umashankar K Hegde  
(Proprietor)**

**COP No-11161 # M. No-A22133**

**ICSI Unique Code: S2012MH18 8100**

**Peer Review Certificate No - 1263/2021**

**UDIN: A022133E00078439**

**August 11, 2023  
Mumbai**

## INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF TRUCAP FINANCE LIMITED**  
(formerly known as DHANVARSHA FINVEST LIMITED)

### REPORT ON AUDIT OF THE STANDALONE IND AS FINANCIAL STATEMENTS

#### OPINION

We have audited the accompanying standalone Ind AS financial statements of **TRUCAP FINANCE LIMITED** (formerly known as DHANVARSHA FINVEST LIMITED) ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and

fair view in conformity with the accounting principles generally accepted in India including India Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs (financial position) of the Company as at 31<sup>st</sup> March 2023, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

#### BASIS OF OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on Ind AS financial statements.

#### KEY AUDIT MATTERS

Key audit matter	How the matter was addressed in our audit
<p>Allowances for expected credit losses ('ECL'):</p> <p>The company has reported that 'As at 31 March 2023, the carrying value of loan assets measured at amortised cost, aggregated ₹ 419.95 crore (net of allowance of expected credit loss ₹ 2.05 crore) constituting approximately 61.66 % of the Company's total assets.</p> <p>Significant judgment has been used in classifying these loan assets and applying appropriate measurement principles. ECL on such loan assets is a critical estimate involving greater level of judgment by the management.</p> <p>As part of risk assessment, determined that ECL on such loan assets has a high degree of estimation which may be uncertain, with a potential range of reasonable outcomes for the standalone financial statements. The elements of estimating ECL which involved increased level of audit focus are the following:</p> <ul style="list-style-type: none"> <li>Quantitative and Qualitative factors used in staging the loan assets measured at amortised cost;</li> <li>Basis used for estimating Loss Given Default ('LGD'), Probabilities of Default ('PD'), and exposure at default ('EAD') product level with past trends;</li> <li>Judgments used in projecting economic scenarios and probability weights applied to reflect future economic conditions; and</li> <li>Adjustments to model driven ECL results to address emerging trends.</li> </ul>	<p>Auditors have examined the policies approved by the Boards of Directors of the Company and of the subsidiary that articulate the objectives of managing each portfolio and their business models. Also verified the methodology adopted for computation of ECL ('ECL Model') that addresses policies approved by the Boards of Directors, procedures and controls for assessing and measuring credit risk on all lending exposures measured at amortised cost. Additionally, have confirmed that adjustments to the output of the ECL Model is consistent with the documented rationale and basis for such adjustments and that the amount of adjustment been approved by the Audit Committee of the Board of Directors. Audit procedures related to the allowance for ECL included the following, among others:</p> <p>Testing the design and operating effectiveness of the following:</p> <ul style="list-style-type: none"> <li>Completeness and accuracy of the Exposure at Default ('EAD') and the classification thereof into stages consistent with the definitions applied in accordance with the policy approved by the Board of Directors including the appropriateness of the qualitative factors to be applied.</li> <li>accuracy of the computation of the ECL estimate including methodology used to determine macro-economic overlays and adjustments to the output of the ECL Model;</li> <li>completeness, accuracy and appropriateness of information used in the estimation of the PD and LGD for the different stages depending on the nature of the portfolio;</li> </ul>

Key audit matter	How the matter was addressed in our audit
	<p>Testing details on a sample basis in respect of the following:</p> <ul style="list-style-type: none"> <li>the mathematical accuracy of the ECL computation by using the same input data as used by the company;</li> <li>accuracy and completeness of the input data such as period of default and other related information used in estimating the PD;</li> <li>completeness and accuracy of the staging of the loans and the underlying data based on which the ECL estimates have been computed.</li> <li>evaluating the adequacy of the adjustment after stressing the inputs used in determining the output as per the ECL model to ensure that the adjustment was in conformity with the overlay amount approved by the audit committee of the company.</li> </ul>

## INFORMATION OTHER THAN THE IND AS FINANCIAL STATEMENTS AND AUDITORS REPORT THEREON

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

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

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## MANAGEMENT'S RESPONSIBILITY FOR THE IND AS FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate

accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

## AUDITOR'S RESPONSIBILITY

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statement 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 Ind AS 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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from

fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most

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

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**", a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31st March 2023, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2023, from being appointed as a director in terms of section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS financial statements – Refer Note. No. 35 on Contingent Liabilities to the Standalone Ind AS 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
  - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or

- b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

- h) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **Bansal Bansal & Co.**  
Chartered Accountants  
FRN: 100986W

Sd/-  
**Jatin Bansal**  
(Partner)  
Membership No.135399  
UDIN: 23135399BGZFSH4494

Place : Mumbai  
Dated : 23<sup>rd</sup> May 2023



## ANNEXURE – A TO THE AUDITOR'S REPORT

The Annexure referred to in Paragraph 1 of the Auditors Report of Even date to the Members of **TRUCAP FINANCE LIMITED** (formerly known as DHANVARSHA FINVEST LIMITED)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the Ind AS financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- i. a. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- b. The Company has a regular programme for physical verification in a phased periodic manner, which, in our opinion, is reasonable having regards to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- c. The company does not have any immovable property.
- d. The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- e. The Company does not hold any benami property.
- ii. a. The Company is a Non- Banking Finance Company, primarily engaged in the business of lending, providing of services and does not hold any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.
- b. In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of rupees five crore, in aggregate, from banks or financial institutions on the basis of security of Loans. Based on our examination of the records of the Company, the quarterly returns/statements filed by the company with the said bank are in agreement with the books of accounts of the Company.
- iii. The Company has granted loans , secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act.
  - a. The terms and conditions of the aforesaid loans granted by the Company are not prejudicial to the interest of the Company.
  - b. The schedule of repayment of principal and payment of interest in respect of such loans has been stipulated and the repayments or receipts of principal amounts and interest are regular.
- c. In respect of the aforesaid loans, there is no overdue amount in respect of loans granted to companies, firms, limited liability partnerships, or other parties listed in the register maintained under section 189 of the Act.
- d. The Company, being a NBFC, registered under provisions of RBI Act, 1934 and rules made thereunder, in pursuance of its compliance with provisions of the said Act/Rules, particularly the Income Recognition, Asset Classification and Provisioning Norms, monitors and reports total amount overdue including principal and/or payment of interest by its customers for more than 90 days. In cases where repayment of principal and payment of interest is not received as stipulated, the cognizance thereof is taken by the Company in course of its periodic regulatory reporting.
- e. Since the Company's principal business is to give loans, the provision of clause 3(iii)(e) of the Order is not applicable to it.
- f. Based on our audit procedures and according to the information and explanation made available to us, the Company has not granted any loans or advances in the nature of loans to Promoters/Related Parties (as defined in section 2(76) of the Act) which are either repayable on demand or without specifying any terms or period of repayment.
- iv. The Company has complied with the provisions of section 185 and 186 (1) of the Act in respect of grant of loans, making investments and providing guarantees and securities as applicable. Further, as the Company is a Non-Banking Finance Company engaged in the business of financing, the provision of section 186 [except for subsection (1)] are not applicable to the Company.
- v. In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.
- vi. The Company is not required to maintain cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Companies Act, 2013.
- vii. a. The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident fund, Employees' State Insurance, Income-Tax, Sales-Tax, Goods and Services tax, Service tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and Other Statutory Dues applicable to it.
- b. The dues outstanding with respect to, income tax, sales tax, service tax, value added tax, GST,

customs duty, excise duty on account of any dispute, are as follows:

Name of the statute	Nature Of dues	Amount in Lakhs	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	52.79*	AY 2016-17	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	1.20	AY 2021-22	Assessing Officer

\* Net of ₹13.20 Lakhs paid under protest.

- viii. There are no transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. a. The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;
- b. The company is a not declared wilful defaulter by any bank or financial institution or other lender;
- c. The term loans were applied for the purpose for which the loans were obtained;
- d. During the year no funds were raised on short term basis;
- e. This sub clause is not applicable to the company;
- f. This sub clause is not applicable to the company;
- x. a. In our opinion and according to the information and explanations provided by the management, no money has been raised by way of initial public offer or further public offer (including debt instruments );
- b. In our opinion and according to the information and explanations provided by the management, during the year under review, the Company has issued and allotted through preferential allotment or private placement basis shares/ convertible debentures (fully, partially, or optionally convertible), convertible warrants during the year; the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.
- xi. a. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and according to the information and explanations provided by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

- b. No report under sub-section (12) of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed
- c. under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government No whistle-blower complaints were received during the year by the company;
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.
- xiii. According to the information and explanations provided by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements, as required by the applicable Indian Accounting Standards.
- xiv. a. Based on information and explanation provided to us and our audit procedures, in our opinion, The company have an internal audit system commensurate with size and nature of business.
- b. We have considered, during the course of our audit, the reports of the Internal Auditor for the period under audit, issued to the Company during the year till date, in determining the nature, timing and extent of our audit procedures in accordance with the guidance provided in SA 610 "Using the work of Internal Auditors".
- xv. According to the information and explanations provided by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- xvi. a. The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the registration has been obtained by the Company.
- b. the company has not conducted any Non-Banking Financial 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.
- xvii. The company has not incurred cash losses in the current financial year. There were no cash losses in preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. There were no issues, objections or concerns raised by the outgoing auditor.

- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is 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;
- xx. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project.

- xxi. There have not been any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For **Bansal Bansal & Co.**

Chartered Accountants

FRN: 100986W

Sd/-

**Jatin Bansal**

(Partner)

Membership No.135399

UDIN: 23135399BGZFSH4494

Place : Mumbai

Dated : 23<sup>rd</sup> May 2023

## ANNEXURE – B TO THE AUDITOR’S REPORT

### 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 **TRUCAP FINANCE LIMITED** (formerly known as DHANVARSHA FINVEST LIMITED) (“the Company”) as of 31st March 2023 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 Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial control and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS 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 Ind AS 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 Ind AS financial statements.

### Inherent Limitations of Internal Financial Controls over Financial Reporting

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

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2023, 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 **Bansal Bansal & Co.**

Chartered Accountants

FRN: 100986W

Sd/-

**Jatin Bansal**

(Partner)

Membership No.135399

UDIN: 23135399BGZFSH4494

Place : Mumbai

Dated : 23<sup>rd</sup> May 2023

**STANDALONE BALANCE SHEET AS AT MARCH 31, 2023**

(₹ in lakhs)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
<b>Assets</b>			
<b>Financial Assets</b>			
(a) Cash and cash equivalents	4	3,785.52	5,758.78
(b) Bank balances other than cash and cash equivalents	5	4,973.96	2,024.03
(c) Receivables	6		
(i) Trade receivables		3,553.60	1,228.63
(ii) Other receivables		-	46.96
(d) Loans	7	41,790.77	28,905.66
(e) Investments	8	8,051.10	5,089.47
(f) Other financial assets	9	849.55	569.95
<b>Total financial assets</b>		<b>63,004.50</b>	<b>43,623.48</b>
<b>Non Financial Assets</b>			
(a) Current tax assets (net)	10	649.04	173.19
(b) Deferred tax assets (net)	11	13.48	72.57
(c) Property, plant and equipment	12	1,267.23	737.84
(d) Right of use assets	12	583.02	637.38
(e) Capital work in progress	12	73.39	194.23
(f) Intangible assets under development	12	1,138.52	926.84
(g) Other Intangible assets	13	249.65	386.37
(h) Other non-financial assets	14	792.75	466.94
<b>Total non financial assets</b>		<b>4,767.08</b>	<b>3,595.36</b>
<b>Total Assets</b>		<b>67,771.58</b>	<b>47,218.84</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Liabilities</b>			
<b>Financial Liabilities</b>			
(a) Payables	15		
(i) Trade payables			
Total outstanding dues of micro enterprises and small enterprises		17.33	35.22
Total outstanding dues of creditors other than micro enterprises and small enterprises		163.09	322.70
(ii) Other payables			
Total outstanding dues of micro enterprises and small enterprises		26.28	11.97
Total outstanding dues of creditors other than micro enterprises and small enterprises		6.70	118.03
(b) Debt Securities	16	374.12	3,821.46
(c) Borrowings (Other than Debt Securities)	17	43,877.54	24,826.19
(d) Other financial liabilities	18	154.86	218.72
<b>Total financial liabilities</b>		<b>44,619.92</b>	<b>29,354.29</b>
<b>Non-Financial Liabilities</b>			
(a) Current tax liabilities (net)	10	36.85	36.85
(b) Provisions	19	57.28	95.25
(c) Deferred tax liabilities (net)	11	-	-
(d) Other non-financial liabilities	20	782.08	338.33
<b>Total non-financial liabilities</b>		<b>876.21</b>	<b>470.43</b>
<b>Total Liabilities</b>		<b>45,496.13</b>	<b>29,824.72</b>
<b>EQUITY</b>			
(a) Equity share capital	21	2,324.29	1,776.78
(b) Other equity	22	19,951.16	15,617.34
<b>Total Equity</b>		<b>22,275.45</b>	<b>17,394.12</b>
<b>Total Liabilities and Equity</b>		<b>67,771.58</b>	<b>47,218.84</b>
Significant accounting policies and notes to the standalone financial statements	1 to 60		

As per our report of even date attached

For and on behalf of the Board of Directors of  
TRUCAP FINANCE LIMITED [Formerly Dhanvarsha Finvest Limited]  
CIN: L24231MH1994PLC334457

For Bansal Bansal & Co.  
Chartered Accountants  
ICAI FRN 100986W

Sd/-  
Jatin Bansal  
Partner  
Membership No. 135399  
Mumbai  
Date : May 23, 2023

Sd/-  
Rohanjeet Singh Juneja  
Managing Director & CEO  
DIN: 08342094

Sd/-  
Sanjay Kukreja  
Chief Financial Officer

Sd/-  
Rushina Mehta  
Non-Executive Non-Independent Director  
DIN: 01042204

Sd/-  
Sonal Sharma  
Company Secretary  
M. No. A33260

**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

Particulars	Note No	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>I. Revenue from operations</b>			
(i) Interest income	23	9,318.32	4,546.75
(ii) Fees and commission income	24	2,920.97	2,270.16
(iii) Net gain on fair value changes	25	87.75	164.67
<b>Total Revenue from operations</b>		<b>12,327.04</b>	<b>6,981.58</b>
<b>II. Other income</b>	26	68.83	24.07
<b>III. Total Income (I+II)</b>		<b>12,395.87</b>	<b>7,005.65</b>
<b>IV. Expenses</b>			
(i) Finance costs	27	5,078.85	2,435.24
(ii) Fees and commission expense	28	133.68	72.41
(iii) Impairment on financial instruments	29	(81.32)	130.23
(iv) Employee benefits expenses	30	2,740.98	1,392.28
(v) Depreciation, amortization and impairment	31	596.40	408.00
(vi) Others expenses	32	3,203.95	1,499.80
<b>Total Expenses</b>		<b>11,672.54</b>	<b>5,937.96</b>
<b>V. Profit before exceptional items and tax (III-IV)</b>		<b>723.33</b>	<b>1,067.69</b>
Exceptional Items		-	-
<b>VI. Profit before tax (III-IV)</b>		<b>723.33</b>	<b>1,067.69</b>
<b>VII. Tax expense:</b>	33		
Current tax		111.62	285.25
Deferred tax		57.36	45.23
Earlier years tax		-	-
<b>Total Tax Expense</b>		<b>168.98</b>	<b>330.48</b>
<b>VIII. Profit for the period (VI-VII)</b>		<b>554.35</b>	<b>737.21</b>
<b>IX. Other comprehensive income</b>			
Items that will not be reclassified to profit or loss :			
(i) Remeasurement gain / (loss) on defined benefit plan		6.22	(6.66)
(ii) Income tax impact on above	33	(1.73)	1.85
<b>Total</b>		<b>4.49</b>	<b>(4.81)</b>
<b>Other comprehensive income/(loss) (A+B)</b>		4.49	(4.81)
<b>X. Total comprehensive income (VIII+IX)</b>		<b>558.84</b>	<b>732.40</b>
<b>XI. Earnings per equity share</b>	34		
Basic (INR)		0.50	0.95
Diluted (INR)		0.50	0.80
Significant accounting policies and notes to the standalone financial statements	1 to 60		

As per our report of even date attached

For and on behalf of the Board of Directors of  
TRUCAP FINANCE LIMITED [Formerly Dhanvarsha Finvest Limited]  
CIN: L24231MH1994PLC334457

For Bansal Bansal & Co  
Chartered Accountants  
ICAI FRN 100986W

Sd/-  
Jatin Bansal  
Partner  
Membership No. 135399  
Mumbai  
Date : May 23, 2023

Sd/-  
Rohanjeet Singh Juneja  
Managing Director & CEO  
DIN: 08342094

Sd/-  
Sanjay Kukreja  
Chief Financial Officer

Sd/-  
Rushina Mehta  
Non-Executive Non-Independent Director  
DIN: 01042204

Sd/-  
Sonal Sharma  
Company Secretary  
M. No. A33260

**STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Net profit before taxes</b>	<b>723.33</b>	<b>1,067.69</b>
<b>Adjustment for:</b>		
Interest Income from Fixed Deposits	(119.02)	(98.75)
Profit on sale of property, plant and equipment	-	-
Profit on sale of Investment property	-	-
Depreciation / Amortisation	596.40	408.00
Impairment on financial instruments	(81.32)	130.23
Realised gain on investments	(77.46)	(164.15)
Unrealised gain on investments	(10.29)	(0.51)
Fee Income Recognition per EIR	(112.13)	(112.13)
Employee share based payment expenses	95.39	(22.45)
Cash outflow towards finance cost	(5,078.85)	(2,435.24)
<b>Operating (loss)/ profit before working capital changes</b>	<b>(4,063.95)</b>	<b>(1,227.31)</b>
<b>Movement in working capital</b>		
(Increase)/decrease in Loans	(12,691.66)	(18,953.58)
(Increase)/Decrease in other financial assets	(116.04)	1,522.70
(Increase)/Decrease in other assets	(155.11)	37.73
(Increase)/Decrease in Trade Receivable	(2,278.01)	(1,018.35)
Increase/(Decrease) in Other payables	(274.51)	260.05
Increase/(Decrease) in Other Financial liabilities	4,839.13	1,293.98
Increase/(Decrease) in Other liabilities	443.74	228.20
Increase/(Decrease) in provisions	(37.97)	46.31
<b>Cash generated from operations</b>	<b>(14,334.36)</b>	<b>(17,810.26)</b>
Income taxes paid	(587.48)	(283.94)
<b>Net cash from/(utilised in) operating activities</b>	<b>(14,921.85)</b>	<b>(18,094.21)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Property, plant and equipment and Intangible Assets	(1,025.55)	(2,116.38)
Proceeds from sale of Property, plant and equipment and Intangible Assets	-	-
Purchase of investment at fair value through profit and loss account	(28,240.07)	(20,512.28)
Proceeds from sale of investment at fair value through profit and loss account	25,893.05	17,242.00
Investment in equity shares of the subsidiary	(690.00)	(1,800.10)
Investment in Fixed Deposits	(4,346.36)	(4,984.50)
Proceeds from sale of Fixed Deposits	1,396.00	4,460.00
Interest Income from Fixed Deposits	119.02	98.75
<b>Net cash from/(utilised in) investing activities</b>	<b>(6,893.91)</b>	<b>(7,612.51)</b>



**STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from issue of share capital and share warrants including share premium	3,566.16	192.69
Debt securities issued	-	9,582.89
Debt securities repaid	(3,140.00)	-
Borrowings other than debt securities issued	34,216.39	23,622.70
Proceeds from / (repayment of) borrowings	(14,573.17)	(4,949.33)
Payment of Lease Liability	(216.09)	(111.88)
Dividends paid including dividend distribution tax	(10.80)	(14.34)
<b>Net cash from financing activities</b>	<b>19,842.49</b>	<b>28,322.73</b>
<b>NET (DECREASE)/ INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(1,973.25)</b>	<b>2,616.01</b>
<b>Cash and cash equivalents at the beginning of the financial year</b>	<b>5,758.78</b>	<b>3,142.77</b>
<b>Cash and cash equivalents at end of the year</b>	<b>3,785.52</b>	<b>5,758.78</b>

**Reconciliation of cash and cash equivalents as per the cash flow statement**

Cash and cash equivalents as per above comprise of the following

(₹ in lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Balances with banks in Current accounts	3,510.06	5,247.71
Cash on hand (including foreign currencies)	275.46	511.07
Bank deposits with maturity of less than 3 months	-	-
<b>Total</b>	<b>3,785.52</b>	<b>5,758.78</b>

The above standalone statement of Cash Flows has been prepared under the Indirect Method as set out in the Indian Accounting Standard 7 'Statement of Cash Flows'.

For disclosures relating to changes in liabilities arising from financing activities, refer note 46

Significant accounting policies and notes to the standalone financial statements 1 to 60

As per our report of even date attached

For and on behalf of the Board of Directors of  
TRUCAP FINANCE LIMITED [Formerly Dhanvarsha Finvest Limited]  
CIN: L24231MH1994PLC334457

For Bansal Bansal & Co  
Chartered Accountants  
ICAI FRN 100986W

Sd/-  
Jatin Bansal  
Partner  
Membership No. 135399  
Mumbai  
Date : May 23, 2023

Sd/-  
Rohanjeet Singh Juneja  
Managing Director & CEO  
DIN: 08342094

Sd/-  
Sanjay Kukreja  
Chief Financial Officer

Sd/-  
Rushina Mehta  
Non-Executive Non-Independent Director  
DIN: 01042204

Sd/-  
Sonal Sharma  
Company Secretary  
M. No. A33260

## STANDALONE STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2023

### A. Equity share capital

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Balance at the beginning of the year</b>	<b>1,776.78</b>	<b>1,529.24</b>
Changes in equity share capital during the year	547.51	247.54
<b>Balance at the end of the year</b>	<b>2,324.28</b>	<b>1,776.78</b>

### B. Other Equity

(₹ in lakhs)

Particulars	Reserve and Surplus				Money received against share warrants	Share application money pending allotment	Equity component of compound financial instruments	Capital Contribution	Total
	Securities Premium	Employee stock option outstanding	Retained Earnings	Statutory reserve created u/s 45-IC of Reserve Bank of India Act, 1934					
<b>Balance at April 1, 2021</b>	<b>2,027.52</b>	<b>269.21</b>	<b>657.98</b>	<b>291.07</b>	<b>500.00</b>	<b>2.92</b>	<b>4,376.42</b>	<b>281.90</b>	<b>8,407.01</b>
Profit for the year	-	-	737.21	-	-	-	-	-	737.21
Additions for the year	2,469.61	-	-	-	-	-	3,309.10	746.09	6,524.81
Deletion for the year	-	-	-	-	(50.00)	(1.28)	-	-	(51.28)
Transfer to statutory reserve created u/s 45-IC of Reserve Bank of India Act, 1934	-	-	(146.48)	146.48	-	-	-	-	-
Options Exercised and lapsed	-	(86.79)	86.79	-	-	-	-	-	-
Share based payments to employees	-	(22.45)	-	-	-	-	-	-	(22.45)
Utilisation of securities premium	-	(35.75)	-	-	-	-	-	-	(35.75)
ESOPs granted to employees of Subsidiary Company	-	70.25	-	-	-	-	-	-	70.25
Remeasurement of defined benefit plans (net of tax)	-	-	(4.81)	-	-	-	-	-	(4.81)
Dividend paid	-	-	(7.67)	-	-	-	-	-	(7.67)
Dividend distribution tax	-	-	-	-	-	-	-	-	-
<b>Changes during the year</b>	<b>2,469.61</b>	<b>(74.74)</b>	<b>665.04</b>	<b>146.48</b>	<b>(50.00)</b>	<b>(1.28)</b>	<b>3,309.10</b>	<b>746.09</b>	<b>7,210.33</b>
<b>At March 31, 2022</b>	<b>4,497.14</b>	<b>194.47</b>	<b>1,323.02</b>	<b>437.55</b>	<b>450.00</b>	<b>1.64</b>	<b>7,685.52</b>	<b>1,027.99</b>	<b>15,617.34</b>
Profit for the year	-	-	554.35	-	-	-	-	-	554.35
Additions for the year	10,219.36	-	-	-	465.65	-	(7,685.52)	870.77	3,870.25
Deletion for the year	-	-	-	-	-	(1.64)	-	-	(1.64)
Transfer to statutory reserve created u/s 45-IC of Reserve Bank of India Act, 1934	-	-	(111.77)	111.77	-	-	-	-	-
Options Exercised and lapsed	-	-	-	-	-	-	-	-	-
Share based payments to employees	-	95.39	-	-	-	-	-	-	95.39
Utilisation of securities premium	-	(92.55)	-	-	-	-	-	-	(92.55)
ESOPs granted to employees of Subsidiary Company	-	(0.58)	(85.09)	-	-	-	-	-	(85.67)
Remeasurement of defined benefit plans (net of tax)	-	-	4.49	-	-	-	-	-	4.49
Dividend paid	-	-	(10.80)	-	-	-	-	-	(10.80)
Dividend distribution tax	-	-	-	-	-	-	-	-	-
<b>Changes during the year</b>	<b>10,219.36</b>	<b>2.26</b>	<b>351.18</b>	<b>111.77</b>	<b>465.65</b>	<b>(1.64)</b>	<b>(7,685.52)</b>	<b>870.77</b>	<b>4,333.82</b>
<b>At March 31, 2023</b>	<b>14,716.50</b>	<b>196.73</b>	<b>1,674.20</b>	<b>549.33</b>	<b>915.65</b>	<b>-</b>	<b>-</b>	<b>1,898.76</b>	<b>19,951.16</b>

Significant accounting policies and notes to the standalone financial statements 1 to 60

As per our report of even date attached

For Bansal Bansal & Co  
Chartered Accountants  
ICAI FRN 100986W

Sd/-  
Jatin Bansal  
Partner  
Membership No. 135399  
Mumbai  
Date : May 23, 2023

For and on behalf of the Board of Directors of  
TRUCAP FINANCE LIMITED [Formerly Dhanvarsha Finvest Limited]  
CIN: L24231MH1994PLC334457

Sd/-  
Rohanjeet Singh Juneja  
Managing Director & CEO  
DIN: 08342094

Sd/-  
Sanjay Kukreja  
Chief Financial Officer

Sd/-  
Rushina Mehta  
Non-Executive Non-Independent Director  
DIN: 01042204

Sd/-  
Sonal Sharma  
Company Secretary  
M. No. A33260

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 1. Nature of operations

Trucap Finance Limited (Formerly Known as Dhanvarsha Finvest Limited (the Company) is a public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is engaged primarily in the business of providing Micro Enterprise Loans, SME Loans, Other Structured Business, Personal Loans, Gold Loans and and in providing ancillary services related to the said business activities. The Company is Systematically Important Non-deposit taking Non-Banking Financial Company ("NBFC"), holding a Certificate of Registration from the Reserve Bank of India ("RBI") dated September 09, 2022 and its shares are listed on the BSE Limited.

### 2. Basis of preparation

#### A. Statement of compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and other relevant provisions of the Act.

The new amended standards has been followed by the company and all the reclassifications consequent to amendments to schedule III has been incorporated.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the financial years presented in the financial statement.

The financial statements of the Company are presented as per Schedule III (Division III) to the Act applicable to NonBanking Financial Companies (NBFCs), as notified by the MCA.

These financial statements are approved for issue by the Board of Directors on May 23, 2023.

#### B. Significant and material orders

During the year, there is no significant or material orders were passed by any regulator or court or any tribunal impacting the going concern status and company's operations in future.

#### C. Functional and presentation currency

The financial statements are presented in Indian Rupees (INR) which is also the Company's functional currency. All the amounts are rounded to the nearest lakhs with two decimals, except when otherwise indicated.

#### D. Basis of measurement

The financial statements of the Company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the Act, except for:

- Financial instruments – measured at fair value
- Employees Stock Option plan as per fair value of the option
- Employee's Defined Benefit Plan as per actuarial valuation.

#### E. Use of estimates and judgements

The preparation of financial statements in accordance with Ind AS requires use of judgements, estimates and assumptions for some items, which might have an effect on their recognition and measurement in the balance sheet and statement of profit and loss. The actual amounts realized may differ from these estimates. The estimates and the underlying assumptions are reviewed on an ongoing basis.

Judgments, estimates and assumptions are recognised in particular for:

##### i. Business model assessment

Classification and measurement of financial assets depends on the results of the Solely Payments of Principal and Interest and the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### ii. **Determination of estimated useful lives of property, plant, equipment:**

Useful lives of property, plant and equipment are based on nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes and maintenance support.

### iii. **Recognition and measurement of defined benefit obligations:**

The obligation arising from defined benefit plan is determined on the basis of actuarial valuation. Key actuarial assumptions which form the basis of above valuation includes discount rate, trends in salary escalation, demographics and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Further details are disclosed in Note 38.

### iv. **Recognition of deferred tax assets:**

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

### v. **Recognition and measurement of provisions and contingencies**

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

### vi. **Fair value of financial instruments**

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique.

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Refer Note 49 about determination of fair value. For recognition of impairment loss on other financial assets and risk exposures, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month expected credit loss (ECL) is used to provide for impairment loss.

### vii. **Impairment of financial assets**

The Company recognizes loss allowances for expected credit losses on its financial assets measured at amortized cost. At each reporting date, the Company assesses whether the above financial assets are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. The Company follows 'general approach' for recognition of impairment loss allowance on loan and advances. Under this approach impairment provisions for financial assets are based on assumption about the risk of default and expected loss rates. Judgement in making these assumptions and selecting the inputs to the impairment calculation are based on past history, existing market condition as well as forward looking estimates at the end of each reporting period.

### viii. **Impairment of non-financial assets**

Impairment exists when the carrying value of an asset or cash generating unit (CGU) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the performance of the assets of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### F. Standards issued but not effective:

**The amendments are proposed to be effective for reporting periods beginning on or after April 1, 2021:**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2021.

### 3. Significant Accounting Policies

A summary of the significant accounting policies applied in the preparation of the financial statements is as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

#### A. Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefit associated with these will flow with the Company and the cost of the item can be measured reliably.

Borrowing costs to the extent related/attributable to the acquisition/construction of property, plant and equipment that takes substantial period of time to get ready for their intended use are capitalized up to the date such asset is ready for use.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. 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 included in the statement of profit and loss when the asset is derecognised.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

#### Depreciation on plant, property and equipment

Depreciation on property, plant and equipment (except motor vehicles) is provided on straightline method at estimated useful life, which is in line with the estimated useful life as specified in Schedule II of the Companies Act, 2013.

Particulars	Useful Life as per prescribed in Schedule II of the Act (year)
Computers	3
Networks and Servers	6
Furniture and fixtures	10
Office equipment	5

Motor vehicles are depreciated over a period of eight years on written down value method. Leasehold improvement is amortized over the period of the lease.

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

#### B. Intangible assets

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

Development expenditure on software is capitalized as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise it is recognized in the profit or loss.

Borrowing costs to the extent related/attributable to the acquisition/construction of intangible asset that takes substantial period of time to get ready for their intended use are capitalized from the date it meets capitalization criteria till such asset is ready for use.

Intangible assets are amortized on a straight line basis over the estimated useful economic life.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

A summary of amortization policies applied to the Company's intangible assets is as below:

Particulars	Useful life (years)
Computer software	5

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### C. Impairment of property, plant and equipment and intangible assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired, if any such indication exists, the Company estimates the recoverable amount of the assets. If such recoverable amount of asset or recoverable amount of cash generating unit which the asset belongs to, is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at balance sheet date there is an indication that a previously assessed impaired loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost. Recoverable amount is the higher of an asset's or cash generating unit's net selling price and value in use.

### D. Revenue recognition

#### i. Interest income

Interest income for all financial instruments except for those measured or designated as at Fair Value Through Profit and Loss account (FVTPL) are recognised in the profit or loss account using the effective interest method (EIR). Interest on financial instruments measured as at FVTPL is included within the fair value movement during the period.

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for expected credit losses (ECLs)).

Interest income on credit impaired assets is recognised by applying the effective interest rate to the net amortised cost (net of provision) of the financial asset.

EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the expected cash flows are estimated by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

#### ii. Processing fee and application fee:

Income from application and processing fees including recovery of documentation not forming part of effective rate calculation charges are recognised upfront.

#### iii. Delayed payment charges, penal interest, other penal charges, foreclosure charges:

Delayed Payment charges, Penal Interest, Other Penal Charges, Foreclosure Charges are recognised on receipt basis on account of uncertainty of the ultimate collection of the same.

#### iv. Dividends:

Dividend income is recognized when the Company's right to receive dividend is established on the reporting date.

#### v. Fees and commission income:

Fees and commissions 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, unless included in the effective interest calculation:

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

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

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

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

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

#### vi. Net gain on Fair value changes

Any differences between the fair values of financial assets classified as fair value through the profit or

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

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 debt instruments measured at FVOCI.

### E. Investments in subsidiaries, associates and joint ventures

The investments in subsidiaries, are carried in these financial statements at historical 'cost'. Where the carrying amount of an investment is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is transferred to the Statement of profit and loss. On disposal of investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the statement of profit and loss.

### F. Leases

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.

#### As a Lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets that do not meet the definition of investment property and hence disclosed in 'property, plant and equipment' and lease liabilities in 'Borrowings' in the statement of financial position.

On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-to-use asset, and finance cost for interest accrued on lease liability.

#### Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of properties that are having non-cancellable lease term of less than 12 months. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

#### As a Lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

### G. 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 instruments to be measured at fair value through profit or loss account

The classification depends on the contractual terms of the cashflows of the financial assets and the Company's business model for managing financial assets which are explained below:

#### Business model assessment

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 Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel
- The risks that affect the performance of the business model (and the financial assets held within that business model) and the way those risks are managed
- How managers of the business are compensated (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 sales are also important aspects of the

Company's assessment. The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

#### The Solely Payments of Principal and Interest (SPPI) test

As a second step of its classification process the Company assesses the contractual terms of financial assets to identify whether they meet the SPPI test.

'Principal' for the purpose of this test is 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 at amortised cost:

The Company classifies the financial assets at amortised cost if the contractual cash flows represent solely payments of principal and interest on the principal amount outstanding and the assets are held under a business model to collect contractual cash flows. The gains and losses resulting from fluctuations in fair value are not recognised for financial assets classified in amortised cost measurement category.

#### iii. Financial assets at Fair value through Other Comprehensive Income (FVOCI):

The Company classifies the financial assets as FVOCI if the contractual cash flows represent solely payments

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

of principal and interest on the principal amount outstanding and the Company's business model is achieved by both collecting contractual cash flow and selling financial assets. In case of debt instruments measured at FVOCI, changes in fair value are recognised in other comprehensive income.

The impairment gains or losses, foreign exchange gains or losses and interest calculated using the effective interest method are recognised in profit or loss. On de-recognition, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment. In case of equity instruments irrevocably designated at FVOCI, gains / losses including relating to foreign exchange, are recognised through other comprehensive income. Further, cumulative gains or losses previously recognised in other comprehensive income remain permanently in equity and are not subsequently transferred to profit or loss on derecognition.

#### iv. Financial instruments at fair value through profit and loss account (FVTPL)

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.

#### Financial instruments designated as measured at fair value through profit or loss

Upon initial recognition, financial instruments may be designated as measured at fair value through profit or loss. A financial asset may only be designated at fair value through profit or loss

if doing so eliminates or significantly reduces measurement or recognition inconsistencies (i.e. eliminates an accounting mismatch) that would otherwise arise from measuring financial assets or liabilities on a different basis. As at the reporting date, the Company does not have any financial instruments designated as measured at fair value through profit or loss.

A financial liability may be designated at fair value through profit or loss if it eliminates or significantly reduces an accounting mismatch or:

- if a host contract contains one or more embedded derivatives; or
- if financial assets and liabilities are both managed and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Where a financial liability is designated at fair value through profit or loss, the movement in fair value attributable to changes in the Company's own credit quality is calculated by determining the changes in credit spreads above observable market interest rates and is presented separately in other comprehensive income. As at the reporting date, the Company has not designated any financial instruments as measured at fair value through profit or loss.

#### v. Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

#### vi. Derecognition of financial assets and financial liabilities

##### Recognition

- a) Loans and Advances are initially recognised when the funds are transferred to the customers' account or delivery of assets by the dealer, whichever is earlier.
- b) Investments are initially recognised on the settlement date.
- c) Borrowings are initially recognised when funds reach the Company.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

- d) Other Financial assets and liabilities are initially recognised on the trade date, i.e., the date that the Company becomes a party to the contractual provisions of the instrument. This includes regular way trades: purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place.

### **Derecognition of financial assets due to substantial modification of terms and conditions:**

The Company derecognises a financial asset, such as a loan to a customer, when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new loan, with the difference recognised as a derecognition gain or loss, to the extent that an impairment loss has not already been recorded. The newly recognised loans are classified as Stage 1 for ECL measurement purposes, unless the new loan is deemed to be Purchased or Originated as Credit Impaired (POCI).

If the modification does not result in cash flows that are substantially different, the modification does not result in derecognition. Based on the change in cash flows discounted at the original EIR, the Company records a modification gain or loss, to the extent that an impairment loss has not already been recorded.

### **Derecognition of financial assets other than due to substantial modification :**

#### **a) Financial assets**

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

The Company has transferred the financial asset if, and only if, either:

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

A transfer only qualifies for derecognition if either:

- i. The Company has transferred substantially all the risks and rewards of the asset, or
- ii. The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset. The Company considers control to be transferred if and only if, the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer.

#### **b) Financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in profit or loss. As at the reporting date, the Company does not have any financial liabilities which have been derecognised.

#### **vii. Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realise an asset and settle the liabilities simultaneously.

#### **viii. Equity Instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity in accordance with the substance of the contractual arrangements. These are recognized at the amount of the proceeds received, net of direct issue costs.

#### **IX. Compound Financial Instruments**

Compulsorily convertible instruments with a fixed conversion ratio are separated into liability and equity components. On issuance of the said instruments, the liability component (being the present value of the future interest cash outflows discounted at a market rate for an equivalent non-convertible instrument) is reduced from the fair value of the instrument to arrive at the equity

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

component. This Equity component is disclosed separately under Other Equity.

### H. Impairment of financial assets:

The Company records allowance for expected credit losses (ECL) for all loans and debt investments, together with loan commitments to customers. The ECL allowance is based on the credit losses expected to arise over the life of the asset, unless there has been no significant increase in credit risk since origination, in which case the allowance is based on the 12 months' expected credit loss. Both life time expected credit loss and 12 months' expected credit loss are calculated on individual loan / instrument basis.

At the end of each reporting period, the Company performs an assessment of whether the loan's / investment's credit risk has increased significantly since initial recognition by considering the change in the risk of default occurring over the remaining life of the asset.

The method and significant judgments used while computing the expected credit losses and information about the exposure at default, probability of default and loss given default have been set out in note 50 (Risk Management).

#### Simplified approach for trade/other receivables and contract assets

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade/other receivables that do not contain a significant financing component. The application of simplified approach does not require the Company to track changes in credit risk. It recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. At every reporting date, the historical observed default rates are updated for changes in the forward-looking estimates. For trade receivables that contain a significant financing component a general approach is followed.

#### 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.

### I. Determination of fair value

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their

economic best interest. A fair value measurement of a financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as summarised below:

Level 1: quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (e.g. as prices) or indirectly (e.g. derived from the prices).

Level 3: inputs for the current assets or liability that are not based on observable market data (unobservable inputs).

### J. Retirement and other employee benefits

#### Defined Contribution schemes

The employees of the Company who have opted, are entitled to receive benefits under the Provident Fund Scheme and Employee Pension 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.

#### Defined benefit plans

Provision for Gratuity is recorded on the basis of actuarial valuation certificate provided by the actuary using Projected Unit Credit Method.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the statement of profit and loss. Net interest expense / (income) on the defined liability / (assets) is computed

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

by applying the discount rate, used to measure the net defined liability / (asset). Net interest expense and other expenses related to defined benefit plans are recognised in the statement of profit and loss.

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

### Other Long Term Employee Benefits

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

## K. Share based payments

### Employees stock options plans ("ESOPs") - Equity settled

The Company grants share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Company's operations. Employees (including directors) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity settled transactions").

The cost of equity-settled transactions with employees and directors for grants is measured by reference to the fair value at the date at which they are granted. The cost of equity-settled transactions is recognised in statement profit and loss, together with a corresponding increase in other equity, representing contribution received from the shareholders, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

## L. Income taxes

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of temporary timing differences between taxable income and accounting income originating during the current year

and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary timing differences. Deferred tax assets are recognized for deductible temporary timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

### Minimum alternate tax

Minimum Alternate Tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each balance sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

## M. 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

- At 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.
- By considering all the contractual terms of the financial instrument in estimating the cash flows.
- 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.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

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 recognised as part of the carrying value of the financial liability and amortised 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.

### N. Foreign currency transactions and balances

#### i. Initial recognition:

Foreign currency transactions are recorded in the reporting currency (which is Indian Rupees), by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

#### ii. Conversion:

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

#### iii. Exchange differences:

All exchange differences arising on settlement or translation of monetary items are recognized as income or as expenses in the period in which they arise.

### O. Earnings per share

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

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

### P. Segmental reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Company's chief

operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

The Joint Managing Directors of the Company assesses the financial performance and position of the Company and make strategic decisions and hence has been identified as being chief operating decision maker.

### Q. Provisions

A provision is recognized when the Company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the reporting date. These are reviewed at each reporting date and adjusted to reflect the current best estimates.

### R. Contingent liabilities and assets

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. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements if the inflow of the economic benefit is probable than it is disclosed in the financial statements.

### S. Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

### T. Goods and service tax input credit

Goods and Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing / utilising the credits. The Company has opted to claim 50% of eligible input tax credit on inputs, capital goods and input services and the balance 50% is charged to the statement of profit and loss as per applicable provisions.



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 4 Cash and cash equivalents

(₹ in lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
Cash on hand	274.29	510.03
Foreign currency on hand	1.17	1.04
Balance with Bank (of the nature of cash and cash equivalents)	3,510.06	5,247.71
<b>Total</b>	<b>3,785.52</b>	<b>5,758.78</b>

### 5 Bank balances other than cash and cash equivalents

(₹ in lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
Unclaimed dividend accounts	16.60	17.03
Bank deposit with original maturity :	4,957.36	2,007.00
For more than three months	2,017.17	1,483.50
For less than three months	2,940.19	523.50
<b>Total</b>	<b>4,973.96</b>	<b>2,024.03</b>

Note: 1) Fixed deposit earns interest at a fixed interest rate.

2) Bank deposits amounting to ₹ 2365.60 Lakhs (March 31, 2022 - 2,007.00 Lakhs) pledged as lien against borrowings.

### 6 Receivables

(₹ in lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
<b>(i) Trade Receivable</b>		
Considered good - secured	-	-
Considered good - unsecured	3,553.60	1,228.64
Trade receivables which have significant increase in credit risk	18.57	18.57
Trade receivables credit impaired	-	-
<b>Gross</b>	<b>3,572.17</b>	<b>1,247.21</b>
Less: Allowances for impairment loss on credit impaired trade receivables (Refer Note 46)	(18.57)	(18.57)
<b>Total (Refer Note 46)</b>	<b>3,553.60</b>	<b>1,228.63</b>
<b>(ii) Other Receivables</b>		
Considered good - secured	-	-
Considered good - unsecured	-	46.96
Trade receivables which have significant increase in credit risk	-	-
Trade receivables credit impaired	-	-
<b>Total</b>	<b>-</b>	<b>46.96</b>
Less: Allowances for impairment loss on credit impaired trade receivables (Refer Note 46)	-	-
<b>Total</b>	<b>3,553.60</b>	<b>1,275.59</b>

- i) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person.
- ii) No trade receivables are due from firms or private Companies respectively in which any director is a partner, a director or a member. However, Other receivables balance as at March 31, 2023 includes ₹ Nil (March 31, 2022: ₹ 46.96 lakhs) due from firms or private Companies respectively in which any director is a partner, a director or a member.
- iii) The company has not entered in any supplier finance arrangements during the financial year 2022-23.



**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

**Aging of trade receivables**

Particulars	FY 2022-23						
	Unbilled	Not due	Outstanding for following periods from the due date				Total
			Less than 1 year	1-2 years	2-3 years	more than 3 years	
<b>Undisputed trade receivables:</b>							
Considered good	-	-	3,553.60	-	-	-	3,553.60
Which have significant increase in credit risk	-	-	18.57	-	-	-	18.57
Credit impaired	-	-	(18.57)	-	-	-	(18.57)
<b>Total</b>	<b>-</b>	<b>-</b>	<b>3,553.60</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,553.60</b>
<b>Disputed trade receivables</b>							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Particulars	FY 2021-22						
	Unbilled	Not due	Outstanding for following periods from the due date				Total
			Less than 1 year	1-2 years	2-3 years	more than 3 years	
<b>Undisputed trade receivables</b>							
Considered good	-	-	1,275.60	-	-	-	1,275.60
Which have significant increase in credit risk	-	-	18.57	-	-	-	18.57
Credit impaired	-	-	(18.57)	-	-	-	(18.57)
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1,275.59</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,275.59</b>
<b>Disputed trade receivables</b>							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Reconciliation of impairment loss allowance on trade receivables:**

(₹ in lakhs)

Particulars	Amount
Impairment allowance measured as per simplified approach	
Impairment allowance as per April 01, 2021	2.57
Add: Addition during the year	16.00
(Less): Reduction during the year	-
Impairment allowance as per March 31, 2022	18.57
Add: Addition during the year	-
(Less): Reduction during the year	-
Impairment allowance as per March 31, 2023	<b>18.57</b>

The managements expects no default in receipt of other receivables; also there is no history of default observed by the management. Hence, no ECL has been recognised on other receivables.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 7 Loans and Advances

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Amortised Cost</b>		
<b>Term Loans</b>		
Secured Loans (considered good)	18,275.26	13,804.88
Unsecured Loans (considered good)	23,720.16	15,568.47
<b>Total Gross (A) (Refer Note 7.1 and 46)</b>	<b>41,995.42</b>	<b>29,373.35</b>
Less: Impairment loss allowance (Refer Note 7.2 and 46)	(204.65)	(467.69)
<b>Total Net (A)</b>	<b>41,790.77</b>	<b>28,905.66</b>
(i) Secured by tangible assets	18,275.26	13,804.88
(ii) Secured by intangible assets	-	-
(iii) Covered by Bank/Government Guarantees	-	-
(iv) Unsecured	23,720.16	15,568.47
<b>Total Gross (B)</b>	<b>41,995.42</b>	<b>29,373.35</b>
Less: Impairment loss allowance	(204.65)	(467.69)
<b>Total Net (B)</b>	<b>41,790.77</b>	<b>28,905.66</b>
<b>Loans in India</b>		
(i) Public Sector	-	-
(ii) Others	41,995.42	29,373.35
<b>Loans outside India</b>	-	-
<b>Total Gross (C)</b>	<b>41,995.42</b>	<b>29,373.35</b>
<b>Less: Impairment loss allowance</b>	<b>(204.65)</b>	<b>(467.69)</b>
<b>Total Net (C)</b>	<b>41,790.77</b>	<b>28,905.66</b>

#### 7.1 The ageing analysis of loans (gross of provision) has been considered from the date the contractual payment falls due:

(₹ in lakhs)

Particulars	Stage 1	Stage 2	Stage 3
	Low Credit Risk	Significant increase in credit risk	Credit Impaired
	0-30 DPD	30-90 DPD	> 90 DPD
<b>March 31, 2023</b>			
Secured Loan	18,751.29	919.08	389.39
Unsecured Loan	20,477.60	530.19	927.87
<b>Total</b>	<b>39,228.89</b>	<b>1,449.27</b>	<b>1,317.26</b>
<b>March 31, 2022</b>			
Secured Loan	10,211.87	3,001.57	591.44
Unsecured Loan	14,694.64	547.63	326.20
<b>Total</b>	<b>24,906.51</b>	<b>3,549.20</b>	<b>917.64</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 7.2 The following table summarizes the changes in loss allowances measured using expected credit loss model:

(₹ in lakhs)

Particulars	Stage 1	Stage 2	Stage 3
	Low Credit Risk	Significant increase in credit risk	Credit Impaired
	0-30 DPD	30-90 DPD	More than 90 DPD
<b>ECL Allowance -</b>			
<b>March 31, 2023</b>			
Secured Loan	4.31	2.50	-
Unsecured Loan	33.85	9.68	154.31
<b>Total</b>	<b>38.16</b>	<b>12.18</b>	<b>154.31</b>
<b>March 31, 2022</b>			
Secured Loan	12.87	72.51	72.47
Unsecured Loan	52.14	25.62	232.08
<b>Total</b>	<b>65.01</b>	<b>98.13</b>	<b>304.55</b>

### 7.3 Details of loans and advances in the nature of loans granted to promoters, directors, key managerial personnel and related parties:

Particulars	As at March 31, 2023	As at March 31, 2022
<b>loans:</b>		
Promoters	-	-
Subsidiaries	-	93.46
Directors	-	-
Key-managerial personnel	-	-
Other related parties	-	-
<b>Total</b>	<b>-</b>	<b>93.46</b>
<b>Advances:</b>		
Promoters	-	-
Subsidiaries	-	-
Directors	-	-
Key-managerial personnel	-	-
Other related parties	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
Loans & Advances repayable on demand		
Loans	-	-
Advances	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 8 Investments

(₹ in lakhs)

Particulars	March 31, 2023					
	Amortised cost	At fair value			Others (at cost)	Total
		Through other comprehensive income	Through profit and loss	Designated at fair value through profit and loss		
		(2)	(3)	(4)	(5=2+3+4)	(7=1+5+6)
(i) Mutual Funds	-	-	4,138.50	-	4,138.50	4,138.50
(ii) Securities	-	-	-	-	-	722.50
(iii) Equity Instruments	-	-	-	-	-	-
Subsidiaries (Refer Note 8.1)	-	-	-	-	-	3,190.10
<b>Total Gross (A)</b>	-	-	<b>4,138.50</b>	-	<b>4,138.50</b>	<b>8,051.10</b>
(i) Investment outside India	-	-	-	-	-	-
(ii) Investment in India	-	-	4,138.50	-	4,138.50	8,051.10
<b>Total (B)</b>	-	-	<b>4,138.50</b>	-	<b>4,138.50</b>	<b>8,051.10</b>
Less: Impairment allowance (C)	-	-	-	-	-	-
<b>Total Net (A-C)</b>	-	-	<b>4,138.50</b>	-	<b>4,138.50</b>	<b>8,051.10</b>

(₹ in lakhs)

Particulars	March 31, 2022					
	Amortised cost	At fair value			Others (at cost)	Total
		Through other comprehensive income	Through profit and loss	Designated at fair value through profit and loss		
		(2)	(3)	(4)	(5=2+3+4)	(7=1+5+6)
(i) Mutual Funds	-	-	2,503.70	-	2,503.70	2,503.70
(ii) Equity Instruments	-	-	-	-	-	-
Subsidiaries (Refer Note 8.1)	-	-	-	-	-	2,585.77
<b>Total Gross (A)</b>	-	-	<b>2,503.70</b>	-	<b>2,503.70</b>	<b>5,089.47</b>
(i) Investment outside India	-	-	-	-	-	-
(ii) Investment in India	-	-	2,503.70	-	2,503.70	5,089.47
<b>Total (B)</b>	-	-	<b>2,503.70</b>	-	<b>2,503.70</b>	<b>5,089.47</b>
Less: Impairment allowance (C)	-	-	-	-	-	-
<b>Total Net (A-C)</b>	-	-	<b>2,503.70</b>	-	<b>2,503.70</b>	<b>5,089.47</b>

The Company has Employee Stock Option Plans (ESOP) in force. Based on such ESOP schemes, the Company has granted options to acquire equity shares of the company to certain employees of subsidiary. It has been included in the above carrying value of investment in the subsidiary during the year 2021-22.

There are no investments measured at FVOCI.

More information regarding the valuation methodologies can be found in Note 46

#### 8.1 In compliance with Ind AS 27 "Separate Financial Statements" the required information is as under:

Name of entity	Principal place of business/ country of origin	Subsidiary/ Associate/ Joint Venture	Percentage of ownership	
			Interest as on	
			As at March 31, 2023	As at March 31, 2022
			%	%
DFL Technologies Private Limited	India	Subsidiary	100	100

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****9 Other financial assets**

(₹ in lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
Security Deposits	151.14	97.90
Other advances*	537.71	472.05
Other Financial Assets	160.70	-
<b>Total</b>	<b>849.55</b>	<b>569.95</b>

\* Includes the amount recoverable from related party: Current year ₹ Nil (previous year ₹ Nil)

Gratuity fund: Current year ₹ 12.75 (previous year ₹ Nil) (Refer Note 38)

**10 Current Tax assets/(Liabilities)**

(₹ in lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
Current Tax assets		
Advance income tax (Net of provisions of ₹ 779.59 lakhs (March 31, 2022 ₹ 667.97 lakhs)	649.04	173.19
Current Tax liabilities		
Provision for current tax (Net of advance tax of ₹ Nil lakhs (March 31, 2022 ₹ Nil lakhs)	(36.85)	(36.85)
<b>Total</b>	<b>612.19</b>	<b>136.34</b>

**11 Deferred Tax assets/(Liabilities) (net)**

(₹ in lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
<b>Deferred tax asset on account of:</b>		
Impairment loss allowance	48.46	125.17
Provision on Employee Stock Option	48.16	54.11
Expenses allowable for tax purposes when paid	10.97	24.21
EIR impact on loans measured at amortised cost	38.41	65.22
Other Temporary Differences	-	0.20
Right of Use Assets	18.41	18.70
EIR impact of Subvention Income	-	1.73
Property, plant and equipment and other intangible assets - carrying amount	3.16	
	-	
<b>Deferred tax liability on account of:</b>		
Property, plant and equipment and other intangible assets - carrying amount	-	(7.13)
EIR impact of DSA Commission	(56.47)	(64.90)
EIR impact on debt instrument in the nature of borrowings measured at amortised cost	(45.55)	(103.40)
Liability component of Compound Financial Instrument	(43.38)	(35.32)
Other Temporary Differences	(8.68)	(6.02)
EIR impact of Subvention Income	(0.01)	-
<b>MAT Entitlement Credit</b>	<b>-</b>	<b>-</b>
<b>Net deferred tax assets</b>	<b>13.48</b>	<b>72.57</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 11.1 Note (a): Summary of deferred tax assets/(liabilities)

(₹ in lakhs)

Particulars	As at April 1, 2021	(Charged)/Credited to P & L	(Charged)/Credited to OCI	Utilised	As at March 31, 2022
Impairment loss allowance	128.20	(3.03)	-	-	125.17
Provision on Employee Stock Option	74.90	(20.79)	-	-	54.11
Expenses allowable for tax purposes when paid	12.66	9.70	1.85	-	24.21
EIR impact on loans measured at amortised cost	32.43	32.79	-	-	65.22
Other Temporary Differences	1.46	(1.26)	-	-	0.20
Right of use assets		18.70			18.70
EIR impact of subvention income		1.73			1.73
Property, plant and equipment and other intangible assets - carrying amount	(20.54)	13.41	-	-	(7.13)
EIR impact of DSA Commission	(28.59)	(36.31)			(64.90)
EIR impact on debt instrument in the nature of borrowings measured at amortised cost	(44.35)	(59.05)			(103.40)
Liability component of Compound Financial Instrument	(29.10)	(6.23)			(35.32)
Other Temporary Differences	(11.12)	5.10	-	-	(6.02)
<b>MAT Entitlement Credit</b>	-	-	-	-	-
<b>Net deferred tax assets/(liability)</b>	<b>115.95</b>	<b>(45.23)</b>	<b>1.85</b>	<b>-</b>	<b>72.57</b>

Particulars	As at April 1, 2022	(Charged)/Credited to P & L	(Charged)/Credited to OCI	Utilised	As at March 31, 2023
Impairment loss allowance	125.17	(76.71)	-	-	48.46
Provision on Employee Stock Option	54.11	(5.95)	-	-	48.16
Expenses allowable for tax purposes when paid	24.21	(11.51)	(1.73)	-	10.97
EIR impact on loans measured at amortised cost	65.22	(26.81)	-	-	38.41
Other Temporary Differences	0.20	(0.20)	-	-	-
Right of use assets	18.70	(0.29)	-	-	18.41
EIR impact of subvention income	1.73	(1.73)	-	-	-
Property, plant and equipment and other intangible assets - carrying amount	(7.13)	10.29	-	-	3.16
EIR impact of DSA Commission	(64.90)	8.43	-	-	(56.47)
EIR impact on debt instrument in the nature of borrowings measured at amortised cost	(103.40)	57.85	-	-	(45.55)
Liability component of Compound Financial Instrument	(35.32)	(8.06)	-	-	(43.38)
Other Temporary Differences	(6.02)	(2.66)	-	-	(8.68)
EIR impact of Subvention Income	-	(0.01)	-	-	(0.01)
<b>MAT Entitlement Credit</b>	-	-	-	-	-
<b>Net deferred tax assets/(liability)</b>	<b>72.57</b>	<b>(57.36)</b>	<b>(1.73)</b>	<b>-</b>	<b>13.48</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

12 (a) Property, plant and equipment  
(b) Right of use assets

Particulars	(a) Property, plant and equipment					(b) Right of use assets	
	Computers	Motor Cars	Office Equipment	Furniture and Fixtures	Leasehold Improvements	Total	Total
(₹ in lakhs)							
<b>For the year ended March 31, 2023</b>							
<b>Gross Carrying Amount</b>							
Cost as at April 1, 2022	127.37	0.17	243.50	255.14	290.32	916.50	852.19
Additions	52.67	-	215.64	151.46	347.88	767.65	167.05
Adjustments	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-
<b>Gross carrying value as of March 31, 2023</b>	<b>180.04</b>	<b>0.17</b>	<b>459.14</b>	<b>406.60</b>	<b>638.20</b>	<b>1,684.15</b>	<b>1,019.24</b>
Accumulated Depreciation							
Accumulated Depreciation as at April 1, 2022	57.69	-	43.97	23.63	53.35	178.65	214.81
Depreciation charge during the year	40.08	-	70.53	34.04	93.62	238.27	221.41
Disposals	-	-	-	-	-	-	-
Impairment loss	-	-	-	-	-	-	-
<b>Accumulated depreciation as of March 31, 2023</b>	<b>97.77</b>	<b>-</b>	<b>114.50</b>	<b>57.67</b>	<b>146.97</b>	<b>416.92</b>	<b>436.22</b>
<b>Net carrying value as of March 31, 2023</b>	<b>82.27</b>	<b>0.17</b>	<b>344.64</b>	<b>348.93</b>	<b>491.23</b>	<b>1,267.23</b>	<b>583.02</b>
<b>For the year ended March 31, 2022</b>							
<b>Gross Carrying Amount</b>							
Cost as at April 1, 2021	71.68	0.17	94.80	151.07	96.78	414.50	549.18
Additions	55.69	-	148.69	104.07	193.53	501.99	192.76
Adjustments	-	-	-	-	-	-	110.25
Disposals	-	-	-	-	-	-	-
Gross carrying value as of March 31, 2022	127.37	0.17	243.50	255.14	290.32	916.50	852.19
Accumulated Depreciation							
Accumulated Depreciation as at April 1, 2021	32.21	-	9.67	1.91	16.72	60.51	30.36
Depreciation charge during the year	25.49	-	34.30	21.72	36.63	118.14	184.46
Disposals	-	-	-	-	-	-	-
Impairment loss	-	-	-	-	-	-	-
<b>Accumulated depreciation as of March 31, 2022</b>	<b>57.69</b>	<b>-</b>	<b>43.97</b>	<b>23.63</b>	<b>53.35</b>	<b>178.65</b>	<b>214.81</b>
<b>Net carrying value as of March 31, 2022</b>	<b>69.67</b>	<b>0.17</b>	<b>199.52</b>	<b>231.51</b>	<b>236.96</b>	<b>737.84</b>	<b>637.38</b>

\* Revaluations of right to use assets: The right of use assets has been revalued by the company itself instead of any independent registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017.



**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****(c) Capital work-in-progress**

(₹ in lakhs)

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Capital work in progress	73.39	194.23
<b>Total</b>	<b>73.39</b>	<b>194.23</b>

**(d) Intangible assets under development**

(₹ in lakhs)

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Intangible assets under development	1,138.52	926.84
<b>Total</b>	<b>1,138.52</b>	<b>926.84</b>

**Aging of Capital work in progress and intangible assets under development**

(₹ in lakhs)

<b>Particulars</b>	<b>Less than one year</b>	<b>1 - 2 year</b>	<b>2 - 3 year</b>	<b>More than 3 Year</b>	<b>Total</b>
<b>i. Projects in progress</b>					
Capital work in progress	73.39	-	-	-	73.39
Intangible assets under development	1,138.52	-	-	-	1,138.52
<b>Total</b>	<b>1,211.91</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,211.91</b>
<b>ii. Projects temporarily suspended</b>					
Capital work in progress	-	-	-	-	-
Intangible assets under development	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 13 Other intangible assets

(₹ in lakhs)

Particulars	Computer software	Total
<b>For the year ended March 31, 2023</b>		
Gross Carrying Amount		
Cost as at April 1, 2022	577.47	577.47
Additions	-	-
Disposals	-	-
<b>Gross carrying value as of March 31, 2023</b>	<b>577.47</b>	<b>577.47</b>
<b>Accumulated Depreciation</b>		
Accumulated Depreciation as at April 1, 2022	191.09	191.09
Depreciation charge during the year	136.72	136.72
Disposals	-	-
Impairment loss	-	-
Accumulated depreciation as of March 31, 2023	327.81	327.81
<b>Net carrying value as of March 31, 2023</b>	<b>249.65</b>	<b>249.65</b>
<b>For the year ended March 31, 2022</b>		
Gross Carrying Amount		-
Cost as at April 1, 2021	262.23	262.23
Additions	315.23	315.23
Disposals	-	-
<b>Gross carrying value as of March 31, 2022</b>	<b>577.47</b>	<b>577.47</b>
<b>Accumulated Depreciation</b>		
Accumulated Depreciation as at April 1, 2021	85.69	85.69
Depreciation charge during the year	105.40	105.40
Disposals	-	-
Impairment loss	-	-
Accumulated depreciation as of March 31, 2022	191.09	191.09
<b>Net carrying value as of March 31, 2022</b>	<b>386.37</b>	<b>386.37</b>

### 14 Other non-financial assets

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Prepaid expense	751.74	427.48
Advance to vendors	-	28.05
Advance to employees	41.01	11.40
Balances with statutory/government authorities	-	-
<b>Total</b>	<b>792.75</b>	<b>466.94</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 15 Payables

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Trade payables</b>		
Total outstanding dues of micro enterprises and small enterprises	17.33	35.22
Total outstanding dues of creditors other than micro enterprises and small enterprises	163.09	322.70
<b>Total</b>	<b>180.42</b>	<b>357.92</b>
<b>Other payables</b>		
Total outstanding dues of micro enterprises and small enterprises	26.28	11.97
Total outstanding dues of creditors other than micro enterprises and small enterprises	6.70	118.03
<b>Total</b>	<b>32.98</b>	<b>130.00</b>

- i) The company has not entered in any supplier finance arrangements during the financial year 2022-23.
- ii) Information required to be disclosed in accordance with Micro, Small and Medium Enterprises Development Act, 2006 has been determined based on the parties identified on the basis of information available with the Company. Accordingly, the disclosures relating to amounts unpaid as at the year ended together with interest paid /payable are furnished below:

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
The principal amount remaining unpaid to supplier as at the end of the year	43.62	47.19
The interest due thereon remaining unpaid to supplier as at the end of the year	-	-
The amount of interest paid in terms of Section 16, along with the amount of payment made to the supplier beyond the appointed day during the year	-	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
The amount of interest accrued during the year and remaining unpaid at the end of the year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006	-	-

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

Particulars	FY 2022-23						
	Unbilled	Not due	Outstanding for following periods from the due date				Total
			Less than 1 year	1-2 years	2-3 years	more than 3 years	
Undisputed trade payables:							
Micro enterprises and small enterprises	-	-	43.62	-	-	-	43.62
Others	(34.81)	-	204.59	-	-	-	169.78
<b>Total</b>	<b>(34.81)</b>	<b>-</b>	<b>248.21</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>213.40</b>
Disputed trade payables							
Micro enterprises and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

(₹ in lakhs)

Particulars	FY 2021-22						
	Unbilled	Not due	Outstanding for following periods from the due date				Total
			Less than 1 year	1-2 years	2-3 years	more than 3 years	
Undisputed trade payables							
Micro enterprises and small enterprises	-	-	47.19	-	-	-	47.19
Others	19.63	-	421.10	-	-	-	440.73
<b>Total</b>	<b>19.63</b>	<b>-</b>	<b>468.29</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>487.92</b>
Disputed trade payables							
Micro enterprises and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 16 Debt Securities

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>At Amortised Cost</b>		
<b>Unsecured</b>		
Compulsorily Convertible Debentures	-	126.98
<b>Secured</b>		
Non Convertible Debentures - Privately Placed	374.12	3,694.49
<b>Total</b>	<b>374.12</b>	<b>3,821.46</b>
Deb Securities within India	374.12	3,821.46
Deb Securities outside India	-	-
<b>Total</b>	<b>374.12</b>	<b>3,821.46</b>

#### Debt Securities Disclosure

##### i) Privately placed redeemable non-convertible debenture

(₹ in lakhs)

Tenure (from the date of the Balance Sheet)	Rate of Interest	As at March 31, 2023	As at March 31, 2022
(i) 24-36 Months [of ₹ 10,00,000/- each]	11.00%	-	375.00
(ii) 12-24 Months [of ₹ 10,00,000/- each]	11.00%	360.00	125.00
(iii) 12-24 Months [of ₹ 10,00,000/- each]	11.39%	-	1,500.00
(iv) 12-24 Months [of ₹ 1,000/- each]	11.61%	-	1,500.00
<b>Gross</b>		<b>360.00</b>	<b>3,500.00</b>
Add: Effective Interest Rate Adjustment		14.12	194.49
<b>Net</b>		<b>374.12</b>	<b>3,694.49</b>

#### Nature of Security

##### i) Non-convertible debenture @ 11%

The facility is secured by exclusive hypothecation of standard loans & advances receivables to maintain a security cover of 1.20 times.

##### ii) Privately placed unsecured compulsorily convertible debenture

(₹ in lakhs)

Tenure (from the date of the Balance Sheet)	Rate of Interest	As at March 31, 2023	As at March 31, 2022
(i) Upto 18 Months [of ₹ 22.26/- each]	2%	-	2,042.40
(ii) Upto 18 Months [of ₹ 80.00/- each]	10%	-	6,582.89
<b>Gross</b>		-	8,625.29
Less: Equity component of compound financial instrument		-	(7,685.52)
Less: Accrued Interest Adjustment		-	(812.79)
<b>Net</b>		<b>-</b>	<b>126.98</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 17 Borrowings (other than debt securities)

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>At amortised cost</b>		
<b>Secured</b>		
<b>Term Loan from Banks</b>		
- from Banks	12,809.80	12,125.94
- from Financial Institutions	29,056.32	12,522.76
<b>Bank Over draft</b>	1,882.87	-
<b>Unsecured</b>		
Loans repayable on demand from other parties	-	-
Lease Liability (Refer Note 49)	128.55	177.49
<b>Total (A)</b>	<b>43,877.54</b>	<b>24,826.19</b>
Borrowings India	43,877.54	24,826.19
Borrowings outside India	-	-
<b>Total (B)</b>	<b>43,877.54</b>	<b>24,826.19</b>
Current borrowings	-	1,249.45
Current maturities of Long term borrowings	26,382.08	10,851.29
Long term borrowings	17,495.46	12,725.45
<b>Total (C)</b>	<b>43,877.54</b>	<b>24,826.19</b>

The Company has not defaulted in the repayment of borrowings and interest as at Balance Sheet date.

#### Borrowings Disclosure

##### i) Term loans from Banks & Financial Institutions

(₹ in lakhs)

Tenure (from the date of the Balance Sheet)	Terms of Repayment	Rate of Interest	As at March 31, 2023	As at March 31, 2022
49-60 Months	Monthly Instalments		-	355.76
37-48 Months	Monthly Instalments	12.05% - 14.0%	731.32	1,482.56
37-48 Months	Quarterly Instalments	11.80%	249.98	-
25-36 Months	Quarterly Instalments	11.55% - 13.85%	916.67	156.25
25-36 Months	Monthly Instalments	10.55% - 14.50%	3,540.92	3,500.37
13-24 Months	Quarterly Instalments	10.85% - 14.40%	2,929.00	625.00
13-24 Months	Monthly Instalments	10.55% - 14.95%	11,073.42	7,732.26
Upto 12 Months	Bullet Instalments	6.75% - 10.95%	1,955.99	-
Upto 12 Months	Monthly Instalments	10.55% - 15.70%	18,081.13	11,475.74
Upto 12 Months	Quarterly Instalments	10.85% - 14.00%	6,344.96	625.00
Gross			45,823.39	25,952.94
Less: Effective Interest Rate Adjustment			(3,086.50)	(468.30)
Less: Capital Contribution by the Holding Company in the Form of Corporate Guarantee			(870.77)	(835.94)
<b>Net</b>			<b>41,866.12</b>	<b>24,648.70</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Nature of Security

The facility is secured on a first and exclusive charge basis by way of hypothecation over the portfolio loans in such a way that the security cover of 1.10 to 1.33 times is met. Further, the Company has provided additional security by way of lien on Fixed Deposits and Corporate Guarantee in certain cases.

### ii) Bank Overdraft

(₹ in lakhs)			
Tenure (from the date of the Balance Sheet)	Rate of Interest	As at March 31, 2023	As at March 31, 2022
Upto 12 Months	10.95%	1,882.87	-

### Nature of Security

The facility is secured by pledge of gold ornaments.

## 18 Other financial liabilities

(₹ in lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
Unpaid dividends	14.95	17.03
Loan Pending Disbursal	1.33	-
Payable to employees	12.88	2.95
Other financial liabilities	125.70	198.74
<b>Total</b>	<b>154.86</b>	<b>218.72</b>

## 19 Provisions

(₹ in lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
Gratuity (Refer Note 38)	-	36.67
Leave encashment (Refer Note 38)	44.81	50.37
PF and ESIC (Refer Note 38)	12.47	8.21
<b>Total</b>	<b>57.28</b>	<b>95.25</b>

## 20 Other non-financial liabilities

(₹ in lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
Advance from customers and others	340.67	245.24
Liability towards Statutory Dues	441.41	93.09
Unearned income	-	-
<b>Total</b>	<b>782.08</b>	<b>338.33</b>



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 21 Equity share capital

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>a. Authorised Share Capital</b>		
25,00,00,000 (March 31, 2022: 25,00,00,000) Equity Shares of ₹ 2 each	5,000.00	5,000.00
<b>Total</b>	<b>5,000.00</b>	<b>5,000.00</b>
<b>b. Issued, Subscribed and Paid-up:</b>		
11,62,14,716 (March 31, 2022: 8,88,38,939) Equity Shares of ₹ 2 each	2,324.29	1,776.78
<b>Total</b>	<b>2,324.29</b>	<b>1,776.78</b>

#### c. Reconciliation of number of equity shares:

(₹ in lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Balance as at the beginning of the year	8,88,38,939	1,776.78	7,64,62,145	1,529.24
Issued during the year	2,73,75,277	547.51	1,23,76,794	247.54
<b>Balance as at the end of the year</b>	<b>11,62,14,216</b>	<b>2,324.29</b>	<b>8,88,38,939</b>	<b>1,776.78</b>

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

(₹ in lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Wilson Holdings Private Limited (earlier known as 'Truvalue Agro Ventures Private Limited')	6,56,78,273	56.51%	5,78,69,685	65.14%
Aviator Emerging Market Fund	70,52,500	6.07%	-	-
<b>Total</b>	<b>7,27,30,773</b>	<b>62.58%</b>	<b>5,78,69,685</b>	<b>65.14%</b>

#### e. Shares of the Company held by the Holding Company

Particulars	As at March 31, 2023	As at March 31, 2022
Wilson Holdings Private Limited (earlier known as 'Truvalue Agro Ventures Private Limited')	6,56,78,273	5,78,69,685
<b>Total</b>	<b>6,56,78,273</b>	<b>5,78,69,685</b>

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****f. Details of shareholding of promoters:**

Particulars	As at March 31, 2023		
	Number of shares	Percentage of total No of shares	Percentage of change during the year
Wilson Holdings Private Limited (earlier known as 'Truvalue Agro Ventures Private Limited')	6,56,78,273	56.51%	-8.63%
<b>Total</b>	<b>6,56,78,273</b>	<b>56.51%</b>	<b>-8.63%</b>

Particulars	As at March 31, 2022		
	Number of shares	Percentage of total No of shares	Percentage of change during the year
Wilson Holdings Private Limited (earlier known as 'Truvalue Agro Ventures Private Limited')	5,78,69,685	65.14%	3.78%
<b>Total</b>	<b>5,78,69,685</b>	<b>65.14%</b>	<b>3.78%</b>

**g. Aggregate number of shares issued for consideration other than cash**

Particulars	Number of shares	Number of shares
Shares issued as consideration for acquisition of subsidiary	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**h. Shares reserved for issues under options**

(₹ in lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No of Shares	Amount in ₹	No of Shares	Amount in ₹
Equity shares of ₹ 2 each reserved for issue under employee stock option scheme	26,71,356	53.43	41,51,219	83.02

**i. Terms and rights attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 2/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be proportional to the number of equity shares held by the shareholders.

**j. The Company has not allotted any bonus shares for the period of 5 years immediately preceding March 31, 2023.****k. Proposed dividends on equity shares**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Proposed dividend on equity shares for the year ended on March 31, 2023: ₹ 0.01 per share (March 31, 2022: ₹ 0.01 per share)	11.62	8.88

l. Refer Note 41- Capital for the Company's objectives, policies and processes for managing capital

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 22 Other equity

(₹ in lakhs)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
Securities Premium	(i)	14,716.50	4,497.14
Retained earnings	(ii)	1,674.20	1,323.02
Employee stock option outstanding reserve	(iii)	196.73	194.47
Statutory reserve created u/s 45-IC of Reserve Bank of India Act, 1934	(iv)	549.33	437.55
Money received against share warrants	(v)	915.65	450.00
Share application money pending allotment	(vi)	-	1.64
Equity component of compound financial instruments	(vii)	-	7,685.52
Capital Contribution towards corporate guarantee	(viii)	1,898.76	1,027.99
<b>Total</b>		<b>19,951.16</b>	<b>15,617.34</b>

#### (i) Securities premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

(₹ in lakhs)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year		4,497.14	2,027.52
Add: premium received on issue of shares		10,219.36	2,469.61
Add: Utilisation on account of exercise option		-	-
Share Issue Expenses		-	-
<b>Balance at the end of the year</b>		<b>14,716.50</b>	<b>4,497.14</b>

#### (ii) Retained earnings

Retained Earnings are the profits of the Company earned till date net of appropriations.

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	1,323.02	657.98
Profit for the year	554.35	737.21
Remeasurement of defined benefit plans (net of tax)	4.49	(4.81)
Transfer to statutory reserve created u/s 45-IC of Reserve Bank of India Act, 1934	(111.77)	(146.48)
Left Employee vested expenses reversed	-	86.79
Dividends	(10.80)	(7.67)
Dividend distribution tax	-	-
ESOP's granted to employees of Subsidiary Company	(85.09)	-
<b>Balance at the end of the year</b>	<b>1,674.20</b>	<b>1,323.02</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### (iii) Employee stock option outstanding reserves

Employee stock option outstanding reserves is created as required by Ind AS 102 'Share Based Payments' on the Employee Stock Option Scheme operated by the Company for employees of the group

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	194.47	269.21
Add: Share based payment expense	95.39	(22.45)
Add: ESOP's granted to employees of Subsidiary Company	(0.58)	70.25
Less: Share based payment expense reversed for resigned employees	-	(86.79)
Less: Transfer to securities premium on account of exercise of Options	(92.55)	(35.75)
<b>Balance at the end of the year</b>	<b>196.73</b>	<b>194.47</b>

### (iv) Statutory reserve created u/s 45-IC of Reserve Bank of India Act, 1934

The Company maintains statutory reserve u/s 45-IC of Reserve Bank of India Act, 1934 under which a specified amount is transferred from retained earnings

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	437.55	291.07
Add: Profit transferred during the year	111.77	146.48
<b>Balance at the end of the year</b>	<b>549.33</b>	<b>437.55</b>

### (v) Money received against share warrants

money received against share warrants is to be made since shares are yet to be allotted against the share warrants

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	450.00	500.00
Add: Warrants issued during the year	465.65	-
Less: Options exercised during the year	-	50.00
<b>Balance at the end of the year</b>	<b>915.65</b>	<b>450.00</b>

### (vi) Share application money pending allotment

The amount received on the application on which allotment is not yet made

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	1.64	2.92
Add: Application money received during the year	-	-
Less: Allotment made during the year	1.64	1.28
<b>Balance at the end of the year</b>	<b>-</b>	<b>1.64</b>

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****(vii) Equity component of compound financial instruments**

This represent the equity component of compound financial instruments

(₹ in lakhs)

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Balance at the beginning of the year	7,685.52	4,376.42
Add: Equity component of compound financial instruments	(7,685.52)	3,309.10
<b>Balance at the end of the year</b>	<b>-</b>	<b>7,685.52</b>

**(viii) Capital Contribution towards corporate guarantee**

This represent the Capital Contribution towards corporate guarantee

(₹ in lakhs)

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Balance at the beginning of the year	1,027.99	281.90
Add: Capital Contribution by the Holding Company in the Form of Corporate Guarantee	870.77	746.09
<b>Balance at the end of the year</b>	<b>1,898.76</b>	<b>1,027.99</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 23 Interest income

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on loans (at amortised cost)	9,192.90	4,444.27
Interest on deposit with banks (at amortised cost)	119.02	98.75
Other interest Income	6.40	3.73
<b>Total</b>	<b>9,318.32</b>	<b>4,546.75</b>

### 24 Fees and commission Income

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Income from loan services	1.32	151.27
Income from other services	2,919.65	2,118.89
<b>Total</b>	<b>2,920.97</b>	<b>2,270.16</b>

#### Revenue from contracts with customers

Below is the revenue from contracts with customers and reconciliation to statement of profit and loss

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Type of Services</b>		
Fee and commission income	2,920.97	2,270.16
<b>Total revenue from contract with customers</b>	<b>2,920.97</b>	<b>2,270.16</b>
<b>Geographical markets</b>		
India	2,920.97	2,270.16
Outside India	-	-
<b>Total revenue from contract with customers</b>	<b>2,920.97</b>	<b>2,270.16</b>
<b>Timing of revenue recognition</b>		
Services transferred at a point in time	2,920.97	2,270.16
Services transferred over time	-	-
<b>Total revenue from contracts with customers</b>	<b>2,920.97</b>	<b>2,270.16</b>

#### Contract balance

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Trade receivables	3,535.03	1,228.63
Contract Assets	-	-

The Company does not have any contract assets or liability, hence disclosures related to it has not been presented.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 25 Net gain on fair value changes

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>(A) Net gain on financial instruments at fair value through profit or loss</b>		
<b>(i) On Trading Portfolio</b>		
- Investments	77.46	164.67
- Derivatives	-	-
<b>(ii) Others</b>	10.29	-
Total Net Gain on Fair Value Changes (B)	87.75	164.67
Fair value changes:		
Realised	77.46	-
Unrealised	10.29	164.67
<b>Total Net Gain on Fair Value Changes (C)</b>	<b>87.75</b>	<b>164.67</b>

\* Fair value changes in this schedule are other than those arising on account of accrued interest income/expense.

### 26 Other Income

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Rent income	-	-
Net gain/(loss) on derecognition of property, plant and equipment and investment property	-	-
Dividend income	3.15	-
Recovery from written off accounts	4.10	5.39
Miscellaneous income	61.58	18.68
<b>Total</b>	<b>68.83</b>	<b>24.07</b>

### 27 Finance costs

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
On Financial liabilities measured at amortised cost		
Interest on borrowings (other than debt securities)	4,777.90	2,122.52
Interest on debt securities	275.43	294.04
Other interest expense		
Interest on lease liabilities	25.52	18.68
Interest on taxes	-	-
<b>Total</b>	<b>5,078.85</b>	<b>2,435.24</b>



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 28 Fees and commission expense

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Commission	133.68	72.41
<b>Total</b>	<b>133.68</b>	<b>72.41</b>

### 29 Impairment on financial instruments

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Loans	(263.04)	(4.35)
Receivable	-	16.50
Bad debts written off	181.72	118.08
<b>Total</b>	<b>(81.32)</b>	<b>130.23</b>

The table below shows the ECL charges on financial instruments for the year recorded in the statement of profit and loss based on evaluation stage:

#### For the year ended March 31, 2023

(₹ in lakhs)

Particulars	General Approach			Simplified Approach	Total
	Stage 1	Stage 2	Stage 3		
Loans and advances to customers	(26.85)	(85.95)	(150.24)	-	(263.04)
Receivables	-	-	-	-	-
<b>Total impairment loss</b>	<b>(26.85)</b>	<b>(85.95)</b>	<b>(150.24)</b>	<b>-</b>	<b>(263.04)</b>

#### For the year ended March 31, 2022

(₹ in lakhs)

Particulars	General Approach			Simplified Approach	Total
	Stage 1	Stage 2	Stage 3		
Loans and advances to customers	(28.25)	(76.47)	100.36	-	(4.35)
Receivables	-	-	-	16.50	16.50
<b>Total impairment loss</b>	<b>(28.25)</b>	<b>(76.47)</b>	<b>100.36</b>	<b>16.50</b>	<b>12.15</b>

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****30 Employee benefits expenses**

(₹ in lakhs)

<b>Particulars</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Salaries and wages	2,440.45	1,299.69
Gratuity Expenses (Refer Note 38)	29.29	19.15
Contribution to provident and other funds	131.66	70.93
Share Based Payments to employees	95.39	(22.45)
Staff welfare expenses	44.19	24.96
<b>Total</b>	<b>2,740.98</b>	<b>1,392.28</b>

**31 Depreciation, amortization and impairment**

(₹ in lakhs)

<b>Particulars</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Depreciation of property, plant and equipment (Refer Note 12)	459.68	302.60
Amortization of intangible assets (Refer Note 13)	136.72	105.40
<b>Total</b>	<b>596.40</b>	<b>408.00</b>

**32 Others expenses**

(₹ in lakhs)

<b>Particulars</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Rent, Rates and taxes	149.43	72.25
Repairs and maintenance	37.99	5.31
Energy Costs	34.72	17.29
Communication costs	35.32	20.02
Printing and stationery	43.84	20.78
Advertisement and publicity	89.44	55.45
Director's fees, allowances, and expenses	63.42	61.46
Auditor fees and expenses [Refer Note 32.1]	52.44	43.28
Legal and professional charges	1,815.61	481.30
Insurance	81.85	63.29
Other expenditure:		
- Annual Maintenance Charges	27.12	37.59
- Brokerage	106.41	197.97
- CSR	10.00	-
- GST Input Tax Credit written off	238.10	123.02
- Office Expenses	56.86	31.84
- Processing fee on co-lending business	5.36	23.72
- Software Licences Expenses	24.52	20.95
- Travel & Conveyance	128.42	98.41
- Website & Server Maintenance Expenses	105.61	88.45
- Miscellaneous Expenditure	97.49	37.42
<b>Total</b>	<b>3,203.95</b>	<b>1,499.80</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 32.1 Auditor fees and expenses

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>As Auditor:</b>		
- Statutory audit fees	20.02	12.00
- Limited review fees	8.00	8.00
- Tax audit fees	2.00	2.00
- Reimbursement of expenses	1.43	0.30
<b>In other capacity:</b>		
- Certification	20.99	20.99
<b>Total</b>	<b>52.44</b>	<b>43.28</b>

### 33 Income tax expense

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Current tax</b>		
Current tax on profits for the period	111.62	285.25
Adjustments for current tax of prior periods	-	-
Mat credit entitlement (Refer Note 11)	-	-
<b>Total Current Tax</b>	<b>111.62</b>	<b>285.25</b>
<b>Deferred tax expense (income)</b>		
Decrease in deferred tax assets (Refer Note 11)	59.09	45.23
<b>Total deferred tax expense/(benefit)</b>	<b>59.09</b>	<b>45.23</b>
<b>Total tax expense</b>	<b>170.71</b>	<b>330.48</b>

#### Reconciliation of the total tax charge:

The tax charge shown in the statement of profit and loss differs from the tax charge that would apply if all profits had been charged at Indian corporate tax rate.

A reconciliation between the tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended March 31, 2023 and year ended March 31, 2022 is, as follows:

#### Reconciliation of effective tax rate:

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before income tax expense	723.33	1,067.69
<b>Enacted income tax rate in India applicable to the Company 27.82% (March 31, 2022 - 27.82%)</b>	<b>201.23</b>	<b>297.03</b>
<b>Tax effect of:</b>		
Permanent Disallowances	0.16	7.74

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

Deferred tax assets not created on OCI	1.73	(1.85)
Long term capital gain on sale of property	-	-
Difference in tax rates for short term capital gains	(8.62)	(18.27)
Others	(23.79)	45.83
Tax in respect of earlier period	-	-
<b>Total tax expense</b>	<b>170.71</b>	<b>330.48</b>
<b>Effective tax rate</b>	<b>23.60%</b>	<b>30.95%</b>

**Amounts recognised directly in equity**

No aggregate amounts of current and deferred tax have arisen in the reporting period which have been recognised in equity.

**34 Earnings per share**

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

Diluted EPS is calculated by dividing the net profit attributable to equity holders of Company (after adjusting for interest on the convertible preference shares and interest on the convertible bond, in each case, net of tax) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

(₹ in lakhs)

<b>Particulars</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Profit attributable to the equity holders of the Company (A)	554.35	737.21
Weighted Average number of equity shares for calculating Basic EPS (In lakhs) (B)	10,98,69,260	7,73,09,164
Adjustment for calculation of Diluted EPS on account of Diluted potential ordinary shares (C)	18,08,900.39	2,11,84,845.42
Weighted Average number of equity shares for calculating Diluted EPS (In lakhs) (D= B+C)	11,16,78,161	9,84,94,009
Basic earnings per equity shares in ₹ (face value of ₹ 2/- per share) (A) / (B)	0.50	0.95
Diluted earnings per equity shares in ₹ (face value of ₹ 2/- per share) (A) / (D)	0.50	0.80

**35 Contingent liabilities & commitments**

(₹ in lakhs)

<b>Particulars</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Claims against the Company not acknowledged as debts		
Income tax matters under dispute	67.18	65.99

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

Commitments			
a)	Capital commitments	-	1.65
	(Estimated amount of contracts remaining to be executed on capital account and not provided for)	-	-
b)	Loan sanction but undrawn	20.00	198.95
<b>Total Commitments</b>		<b>20.00</b>	<b>200.60</b>

**36 Derivatives**

The Company has no transactions / exposure in derivatives in the current and previous year. The Company has no unhedged foreign currency exposure as at March 31, 2023: Nil (March 31, 2022: Nil).

**37 Uncertainties relating to the Global Health Pandemic from COVID-19 ("Covid-19")**

The Company had granted moratorium upto six months on the payment of instalments falling due between March 01, 2020 and August 31, 2020 to all eligible borrowers based on the Board approved moratorium policy read with the Reserve Bank of India (RBI) guidelines dated March 27, 2020 and May 23, 2020 relating to 'COVID-19 - Regulatory Package' and RBI guidelines on EMI moratorium dated April 17, 2020. Further, period for which moratorium was granted had not been considered for computing days past due (DPD) as on March 31, 2021. Extension of such moratorium benefit to borrowers as per the COVID-19 Regulatory package of the RBI and DPD freeze for such period by itself is not considered to result in significant increase in credit risk as per Ind AS 109 for staging of accounts. The Company continued to recognize interest income during the moratorium period and in the absence of other credit risk indicators, the granting of a moratorium period does not result in accounts becoming past due and automatically triggering Stage 2 or Stage 3 classification criteria.

The COVID -19 pandemic has significantly affected various sectors of Indian economy. The prolonged lockdown imposed by the government due to Covid-19 pandemic has affected the Company's business operations. During the year, the Company has scaled up the growth in the low risky sector. Further, there has been good collection efficiencies post completion of the moratorium period and none of the customers approached for one time restructuring benefit allowed under the Resolution Framework by Reserve Bank of India dated August 6, 2020 for COVID related stress to the borrowers. Basis the abovementioned factors, the Company estimates that no additional Expected Credit Loss (ECL) provision on Loans is required on account of COVID – 19 during the quarter and year ended March 31, 2022. However, the actual impact may vary due to prevailing uncertainty caused by the pandemic. The Company's management is continuously monitoring the situation and the economic factors affecting the operations of the Company.

**38 Employee benefits****(a) Compensated absences**

The compensated absences charge for the year ended March 31, 2023 of ₹ 24.01 lakhs (March 31, 2022 ₹ 25.55 lakhs) has been charged in the Statement of Profit and Loss.

The liability for compensated absences based on actuarial valuation amounting as at the year ended March 31, 2023 is ₹ 44.81 lakhs (March 31, 2022 : ₹ 50.37 lakhs)

**(b) Post employment obligations****I. Defined contribution plans**

The Company has classified the various benefits provided to employees as under:

- Provident Fund
- Employees' Pension Scheme 1995
- Employee State Insurance Scheme

The Company makes Provident fund and Employee State Insurance Scheme contributions which are defined contribution plans for qualifying employees. The provident fund and the state defined contribution plan are operated by the Regional Provident Fund Commissioner . Under the schemes, the Company is required to contribute a specified percentage of payroll cost to fund the benefits. These funds are recognized by the Income Tax authorities.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

The expense recognised during the period towards defined contribution plan:

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Contribution to Provident Fund	73.67	45.32
Contribution to Employees' Pension Scheme 1995	53.04	23.81
Contribution to Employee State Insurance Scheme	4.88	1.74
<b>Total</b>	<b>131.59</b>	<b>70.87</b>

**II. Defined benefit plans****Gratuity**

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service, subject to a payment ceiling of ₹ 20 lakhs. The gratuity plan is a funded plan.

The Company has a defined benefit plan in India (Funded). The Company's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund.

The Fund is managed by a trust which is governed by the Board of Trustees. The Board of Trustees are responsible for the administration of the plan assets and for the definition of the investment strategy.

During the year, there are no plan amendments, curtailments and settlements.

The actuarial valuation of the defined benefit obligation was carried out at the balance sheet date. The present value of the defined benefit obligations and the related current service cost and past service cost were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date.

Defined benefit plans	(₹ in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
	Gratuity (funded)	Gratuity (funded)
<b>Expenses recognised in statement of profit and loss during the year:</b>		
Current service cost	22.22	10.44
Past service cost	-	-
Expected return on plan assets	-	-
Liability Transferred Out/ Divestments	4.85	7.82

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

<b>Defined benefit plans</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
	<b>Gratuity (funded)</b>	<b>Gratuity (funded)</b>
Net interest cost / (income) on the net defined benefit liability / (asset)	2.22	0.61
<b>Total expenses</b>	<b>29.29</b>	<b>18.87</b>
<b>Expenses recognised in other comprehensive income</b>		
Actuarial (gains) / losses due to demographic assumption changes	-	0.01
Actuarial (gains) / losses due to financial assumption changes	-	-
Actuarial (gains)/ losses due to experience on defined benefit obligations	(8.79)	6.60
Return on plan assets excluding Interest income	2.57	0.05
<b>Total expenses</b>	<b>(6.22)</b>	<b>6.66</b>
<b>Net asset /(liability) recognised as at balance sheet date:</b>		
Present value of defined benefit obligation at the end of the period	(65.51)	(42.53)
Fair value of plan assets	77.96	5.86
<b>Net (Liability)/Asset Recognized in the Balance Sheet</b>	<b>12.45</b>	<b>(36.67)</b>
<b>Movements in present value of defined benefit obligation</b>		
Present value of defined benefit obligation at the beginning of the year	42.52	16.72
Current service cost	22.22	10.44
Past service cost	-	-
Liability Transferred Out/ Divestments	4.85	7.82
Interest cost	2.59	0.93
Actuarial (gains) / loss	(8.79)	6.60
Benefits paid	-	-
<b>Present value of defined benefit obligation at the end of the year</b>	<b>63.39</b>	<b>42.52</b>
<b>Movements in fair value of the plan assets</b>		
Opening fair value of plan assets	6.13	5.86
Interest Income	0.37	0.33
Expected returns on plan assets	-	-
Expected returns on plan assets excluding Interest income	(2.57)	(0.05)
Actuarial (gains) / loss on plan assets	-	-
Contribution from employer	-	-
Benefits paid	-	-
<b>Closing fair value of the plan asset</b>	<b>3.93</b>	<b>6.13</b>

**Maturity profile of defined benefit obligation****Funding arrangements and funding policy**

The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance Company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

The average outstanding term of the obligations (years) as at valuation date is 4 years



**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

Defined benefit plans	For the year ended March 31, 2023	For the year ended March 31, 2022
	Gratuity (funded)	Gratuity (funded)
<b>Expected cash flows over the next (valued on undiscounted basis):</b>		
1st Following Year	7.16	2.23
2nd Following Year	3.29	3.08
3rd Following Year	7.17	3.76
4th Following Year	9.14	5.55
5th Following Year	9.93	6.68
Sum of Years 6 To 10	33.66	22.53
Sum of Years 11 and above	30.42	20.91
<b>Quantitative sensitivity analysis for significant assumptions is as below:</b>		
Increase / (decrease) on present value of defined benefit obligation at the end of the year	63.39	42.52
(i) +1% increase in discount rate	(3.18)	(2.41)
(ii) -1% decrease in discount rate	3.51	2.67
(iii) +1% increase in rate of salary increase	3.36	2.61
(iv) -1% decrease in rate of salary increase	(3.14)	(2.42)
(v) +1% increase in rate of Employee Turnover	(1.22)	(1.03)
(vi) -1% decrease in rate of Employee Turnover	1.23	1.06

**Sensitivity analysis method**

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

**Risks associated with defined benefit plan**

Gratuity is a defined benefit plan and Company is exposed to the following risks:

**Interest rate risk:** A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

**Salary Risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

**Investment Risk:** The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

**Asset Liability Matching Risk:** The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

**Mortality risk:** Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

**Concentration Risk:** Plan is having a concentration risk as all the assets are invested with the insurance Company and a default will wipe out all the assets. Although probability of this is very less as insurance Companies have to follow regulatory guidelines.

### Composition of plan assets

Qualifying policy with Tata AIA Life Insurance Company Limited	100%	100%
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### Asset liability matching strategies

The Company contributes to the insurance policy based on estimated liability of next financial year end. The projected liability statements is obtained from the actuarial valuer.

Actuarial assumptions:	For the year ended March 31, 2023	For the year ended March 31, 2022
1. Expected Return on Plan Assets	7.31%	6.09%
2. Discount rate	7.31%	6.09%
3. Expected rate of salary increase	6.50% p.a.	6.50%
4. Rate of Employee Turnover	18.00%	18.00%
5. Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

Notes:

- The rate used to discount post-employment benefit obligations is determined by reference to market yields at the end of the reporting period on government bonds.
- The estimates of future salary increases considered in the actuarial valuation take account of seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- The Company expects to make nil contribution to the defined benefit plans (gratuity - funded) during the next financial year.
- The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 8 years.

## 39 Segment Reporting

The Company has primarily two reportable business segments namely Fund based Activities and Advisory services for the quarter and period ended March 31, 2023. In accordance with Ind AS 108 - Operating Segments, the Company has disclosed the segment information in the consolidated financial statements of the Company.

## 40 Maturity analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. With regard to loans and advances to customers, the Company uses the same basis of expected repayment behaviour as used for estimating the EIR.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

Assets	As at March 31, 2023			As at March 31, 2022		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
<b>Financials Assets</b>						
Cash and cash equivalents	3,785.52	-	3,785.52	5,758.78	-	5,758.78
Bank balances other than cash and cash equivalents	3,459.98	1,513.98	4,973.96	896.00	1,128.03	2,024.03
Receivables						-
(i) Trade Receivables	3,553.60	-	3,553.60	1,228.63	-	1,228.63
(ii) Other Receivables	-	-	-	46.96	-	46.96
Loans*	24,592.33	17,198.44	41,790.77	19,829.58	9,076.08	28,905.66
Investments	4,138.50	3,190.10	7,328.60	2,503.70	2,585.77	5,089.47
Other Financials Assets	849.55	-	849.55	569.95	-	569.95
<b>Non Financials Assets</b>						
Current Tax Assets (Net)	-	649.04	649.04	-	173.19	173.19
Deferred Tax Assets (Net)	-	13.48	13.48	-	72.57	72.57
Investment Property						
Property, Plant and Equipment	-	1,267.23	1,267.23	-	737.84	737.84
Right of use assets	-	583.02	583.02	-	637.38	637.38
Capital work -in- progress	-	73.39	73.39	-	194.23	194.23
Intangible assets under development	-	1,138.52	1,138.52	-	926.84	926.84
Other Intangible assets	-	249.65	249.65	-	386.37	386.37
Other non-financials assets	-	792.75	792.75	-	466.94	466.94
Non-current assets and disposal group held for sale	-	-	-	-	-	-
<b>Total Assets</b>	<b>40,379.48</b>	<b>26,669.60</b>	<b>67,049.08</b>	<b>30,833.60</b>	<b>16,385.24</b>	<b>47,218.84</b>

(₹ in lakhs)

Liabilities	As at March 31, 2023			As at March 31, 2022		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
<b>Financial Liabilities</b>						
Payables						
I) Trade payables	180.42	-	180.42	357.92	-	357.92
II) Other payables	32.98	-	32.98	130.00	-	130.00
Debt Securities	374.12	-	374.12	-	3,821.46	3,821.46
Borrowings (Other than Debt Securities)	28,264.95	15,612.59	43,877.54	12,100.74	12,725.45	24,826.19
Other financial liabilities	154.86	-	154.86	218.72	-	218.72
<b>Non-Financial Liabilities</b>						
Current tax liabilities(Net)	36.85	-	36.85	36.85	-	36.85
Provisions	12.47	44.81	57.28	8.21	87.04	95.25
Other non-financial liabilities	782.08	-	782.08	338.33	-	338.33
<b>Total Liabilities</b>	<b>29,838.73</b>	<b>15,657.40</b>	<b>45,496.13</b>	<b>13,190.77</b>	<b>16,633.95</b>	<b>29,824.72</b>
<b>Net</b>	<b>10,540.75</b>	<b>11,012.20</b>	<b>21,552.95</b>	<b>17,642.83</b>	<b>(248.71)</b>	<b>17,394.12</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 41 Capital Management

The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and maximize shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions, annual operating plans and long term and other strategic investment plans. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders or issue new shares capital securities. The Company is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2023. The Company monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings less cash and cash equivalents. Equity comprises all components of equity including share premium and all other equity reserves attributable to the equity share holders.

The Company's adjusted net debt to equity ratio is as follows.

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Debt	44,251.66	28,647.65
Less: cash and cash equivalents	(3,785.52)	(5,758.78)
Less: Bank balances other than cash and cash equivalents	(4,973.96)	(2,024.03)
Adjusted net debt	35,492.18	20,864.84
Total Equity	22,275.45	17,394.12
Adjusted net debt to adjusted equity ratio	1.59	1.20

### 42 Events after reporting date

There have been no events after the reporting date that require disclosure in these financial statements.

### 43 Change in liabilities arising from financing activities

(₹ in lakhs)

Particulars	April 1, 2022	Cash Flows	Changes in fair values	Exchange difference	Other**	As at March 31, 2023
Debt securities	3,821.46	-	-	-	(3,447.34)	374.12
Borrowings (other than debt securities)*	24,648.70	19,643.22	-	-	(542.93)	43,748.99
Lease Liabilities	177.49	(216.09)	-	-	167.15	128.55
Deposits	-	-	-	-	-	-
<b>Total liabilities from financing activities</b>	<b>28,647.65</b>	<b>19,427.13</b>	<b>-</b>	<b>-</b>	<b>(3,823.12)</b>	<b>44,251.66</b>

Particulars	April 1, 2021	Cash Flows	Changes in fair values	Exchange difference	Other**	As at March 31, 2022
Debt securities	601.98	9,582.89	-	-	(6,363.41)	3,821.46
Borrowings (other than debt securities)*	7,382.11	18,673.37	-	-	(1,406.77)	24,648.70
Lease Liabilities	68.73	(111.88)	-	-	220.64	177.49
Deposits	-	-	-	-	-	-
<b>Total liabilities from financing activities</b>	<b>8,052.82</b>	<b>28,144.38</b>	<b>-</b>	<b>-</b>	<b>(7,549.54)</b>	<b>28,647.65</b>

\*Other than lease liabilities

\*\*Other column includes creation of lease liabilities, Ind AS Adjustments & adjustments on account of Capital Contribution by the Holding Company in the Form of Corporate Guarantee.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 44 Related party disclosures

#### A. Names of related parties with whom transactions have taken place & description of relationship:

Description of relationship	Name of the related party
<b>Parent Company</b>	M/s. Wilson Holdings Private Limited
<b>Subsidiary</b>	M/s. DFL Technologies Private Limited (from October 07, 2019) (Wholly owned Subsidiary of Trucap Finance Limited)
<b>Fellow Subsidiary:</b>	Wilson Financial Services Private Limited (from July 31, 2018) (Wholly owned Subsidiary of Wilson Holdings Private Limited)
<b>Key Management Personnel (KMP)</b>	Mr. Karan Neale Desai, Whole Time Director and Chief Business Officer*** (Upto June 30, 2022)
	Mr. Nirmal Vinod Momaya, Independent Director
	Mr. Krishipal Tarachand Raghuvanshi, Independent Director
	Mr. Rakesh Inderjeet Sethi, Independent Director
	Ms. Manjari Kacker, Independent Director (Upto October 30, 2021)
	Mr. Rajiv Prem Kapoor, Non-Executive Director*
	Mr. Rohanjeet Singh Juneja, Managing Director and Chief Executive Officer**
	Ms. Minaxi Kishore Mehta, Non-Executive Non-Independent Director (Upto June 17, 2022)
	Mr. Atwood Porter Collins, Non-Executive Non-Independent Director (w.e.f. July 31, 2021)
	Ms. Abha Kapoor, Independent Director (w.e.f. March 30, 2022)
	Ms. Rushina Mehta, Non Executive Non-Independent Director (w.e.f. June 17, 2022)
	Ms. Geetu Verma, Independent Director (w.e.f. May 31, 2022)
	Mr. Sanjay Kukreja, Chief Financial Officer (w.e.f. August 1, 2020)
	Mr. Fredrick Pinto, Company Secretary (Upto September 30, 2021)
	Ms. Sonal Sharma, Company Secretary (w.e.f. October 14, 2022)
	Mr. Lalit Mohan Chendvankar, Chief Compliance Officer and Legal Head (w.e.f. October 14, 2022)****
<b>Other Related Parties</b>	Ms. Minaxi Mehta (Promoter of Wilson Holdings Private Limited)
	Mr. Nimir Kishore Mehta (Relative of Promoter of Wilson Holdings Private Limited)
	Wilson Investment Adviser Pvt Ltd (Promoter of Parent Company Having Significant Influence)
	Prolific Ventures Pvt Ltd (Promoter of Parent Company Having Significant Influence)
	Exerfit Wellness Private Limited (Director Having Significant Influence)

\*Change in designation of Mr. Rajiv Kapoor from Independent Director to Non-Executive Non-Independent Director with effect from March 30, 2022

\*\* Change in designation of Mr. Rohanjeet Singh Juneja from Joint Managing Director to Managing Director and Chief Executive Officer with effect from March 12, 2022

\*\*\*Change in designation of Mr. Karan Neale Desai from Joint Managing Director to Whole Time Director and Chief Business Officer with effect from March 12, 2022

\*\*\*\*Change in designation of Mr. Lalit Mohan Chendvankar from Company Secretary to Legal Head with effect from October 14, 2022. There is no changes as Chief Compliance Officer with effect from October 1, 2021

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### B. Details of related party transactions:

		(₹ in lakhs)	
Name of the related party	Nature of Transaction	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Parent Company</b>			
M/s. Wilson Holdings Private Limited	Interest expense	3.61	-
	Reimbursement of expenses	8.30	-
	Interest Income	-	0.12
	Conversion of share warrants into Equity	500.00	-
	Conversion of UCCD into Equity	2,061.29	2,438.71
	Capital Contribution towards corporate guarantee	890.88	765.77
<b>Subsidiary</b>			
M/s. DFL Technologies Private Limited	Investments (including ESOP issued to subsidiary's employees)	690.00	1,870.35
	Purchase of Fixed assets	8.51	-
	Professional Fees Income	73.80	120.00
	Interest Income	5.46	11.34
	Loans Given	-	340.00
	Loans repayment received	90.00	250.00
	DSA Commission Expenses	1.20	17.32
	Rent paid	5.03	1.80
	Office Expenses	56.46	71.35
	Reimbursement of expenses	38.33	28.15
<b>Fellow Subsidiary</b>			
Wilson Financial Services Private Limited	Fees Paid	-	31.59
<b>Key Management Personnel (KMP)</b>			
Mr. Karan Neale Desai	Remuneration and Short-term employee benefits*	22.40	66.58
	Reimbursement of expenses	1.42	6.63
	Share-based payment	-	-
	Conversion of share warrants into Equity	289.60	-
Mr. Rohanjeet Singh Juneja	Remuneration and Short-term employee benefits*	140.88	64.84
	Reimbursement of expenses	14.08	22.78
	Share-based payment	60.00	23.23
	Conversion of share warrants into Equity	400.00	-
Mr. Sanjay Kukreja	Remuneration and Short-term employee benefits*	63.68	49.00
	Reimbursement of expenses	3.15	6.79

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

<b>Name of the related party</b>	<b>Nature of Transaction</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Mr. Fredrick Pinto	Remuneration and Short-term employee benefits*	-	11.97
	Reimbursement of expenses	-	2.65
Mr. Lalit Mohan Chendvankar	Remuneration and Short-term employee benefits*	47.82	43.92
	Reimbursement of expenses	5.37	4.09
Ms. Sonal Sharma	Remuneration and Short-term employee benefits*	7.80	-
	Reimbursement of expenses	-	-
Mr. Nirmal Vinod Momaya	Sitting fees and commission	6.80	11.55
Mr. Krishipal Tarachand Raghuvanshi	Sitting fees and commission	11.30	9.05
Ms. Manjari Kacker	Sitting fees and commission	-	6.80
Mr. Rakesh Inderjeet Sethi	Sitting fees and commission	10.80	10.05
Mr. Rajiv Kapoor	Sitting fees and commission	10.80	11.05
Ms. Minaxi Kishore Mehta	Sitting fees and commission	1.00	8.30
Mr. Atwood Porter Collins	Sitting fees and commission	3.80	5.30
Ms. Abha Kapoor	Sitting fees and commission	9.80	1.30
Ms. Rushina Mehta	Sitting fees and commission	4.80	-
Ms. Geetu Verma	Sitting fees and commission	4.30	-
<b>Other Related Parties</b>			
Wilson Investment Adviser Pvt Ltd	Professional Fees paid	33.70	23.30
Ms. Minaxi Mehta	Issue of share warrants	-	-
	Conversion of share warrants into Equity	500.00	-
Mr. Nimir Kishore Mehta	Rent paid	2.03	3.23
	Reimbursement of expenses	0.21	0.53
	Profession fees paid	-	0.00
Prolific Ventures Pvt Ltd	Rent paid	67.54	25.32
	Rent Prepaid	26.00	-
	Reimbursement of expenses	5.91	5.12
	Security deposit	4.44	21.92
	ROU Asset	2.53	78.89
Exerfit Wellness Private Limited	Staff Welfare expenses	-	2.87

\*As the future liability for gratuity and compensated absences is provided on an actuarial basis for the Company as a whole, the amount pertaining to individual is not ascertainable and therefore not included above.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### C. Details of balances outstanding for related party transactions:

		(₹ in lakhs)	
Name of the related party	Nature of Transaction	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Parent Company</b>			
M/s. Wilson Holdings Private Limited	Equity Share Capital	8,592.11	6,030.82
	Share Warrants	-	125.00
	UCCD	-	2,061.29
	Capital Contribution towards corporate gaurantee	1,918.87	1,047.69
<b>Subsidiary</b>			
M/s. DFL Technologies Private Limited	Trade Receivable	144.50	97.20
	Reimbursement of expenses	-	5.91
	Trade Payables	5.12	10.59
	Investments (including ESOP issued to subsidiary's employees)	3,190.10	2,585.77
	Loan Receivable	-	93.46
	Other Receivable	26.41	-
<b>Fellow Subsidiary</b>			
Wilson Investment Adviser Pvt. Ltd.	Trade Payables	-	9.48
<b>Key Management Personnel (KMP)</b>			
Mr. Nirmal Vinod Momaya	Sitting fees and commission	0.72	1.17
Mr. Krishpal Tarachand Raghuvanshi	Sitting fees and commission	0.72	1.17
Ms. Manjari Kacker	Sitting fees and commission	-	1.17
Mr. Rakesh Inderjeet Sethi	Sitting fees and commission	0.72	1.17
Mr. Rajiv Kapoor	Sitting fees and commission	0.72	1.17
Mr. Atwood Porter Collins	Sitting fees and commission	0.64	1.03
Ms. Abha Kapoor	Sitting fees and commission	0.72	1.17
Ms. Rushina Mehta	Sitting fees and commission	0.72	-
Ms. Geetu Verma	Sitting fees and commission	0.72	-
Mr. Karan Neale Desai	Reimbursement of expenses	-	0.12
	Equity Share Capital	293.24	3.63
	Share Warrants	-	100.00
Mr. Rohanjeet Singh Juneja	Reimbursement of expenses	2.71	0.31
	Share Warrants	-	100.00
	Equity Share Capital	465.00	5.00



**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

<b>Name of the related party</b>	<b>Nature of Transaction</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
<b>Other Related Parties</b>			
Ms. Minaxi Mehta	Share Warrants	-	125.00
	Equity Share Capital	500.00	-
Mr. Nimir Kishore Mehta	Trade Payables	-	0.16
	Other Receivable	2.20	-
Prolific Ventures Pvt Ltd	Trade Payables	0.10	1.67
	Security deposit	33.26	28.82

**D The options granted and outstanding for the key managerial personnel as of March 31, 2023 and March 31, 2022 is as provided below:**

<b>Name of the KMP</b>	<b>Grant Date</b>	<b>Expiry date</b>	<b>Exercise Price</b>	<b>Shares outstanding</b>	
				<b>Mar-23</b>	<b>Mar-22</b>
Mr. Karan Neale Desai	05-11-2018	04-11-2025	6.00	-	16,35,700
Mr. Karan Neale Desai	17-12-2019	16-12-2026	10.00	-	11,82,555
Mr. Rohanjeet Singh Juneja	17-12-2019	16-12-2026	10.00	21,87,500	29,50,000
Mr. Karan Neale Desai	31-07-2020	01-08-2028	10.00	-	3,75,000
Mr. Rohanjeet Singh Juneja	31-07-2020	01-08-2028	10.00	3,75,000	3,75,000
<b>Total</b>				<b>25,62,500</b>	<b>65,18,255</b>

**E** The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 45 Fair Value Measurement

#### A. Accounting classification and fair values

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

(₹ in lakhs)

Financial Assets and Liabilities as at March 31, 2023	Carrying Amount				Fair Value			
	Fair value through profit and loss account	Fair value through other comprehensive Income	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>								
Cash and cash equivalents	-	-	3,785.52	3,785.52	-	-	-	-
Bank balances other than cash and cash equivalents	-	-	4,973.96	4,973.96	-	-	-	-
Receivables								
Trade receivables	-	-	3,553.60	3,553.60	-	-	-	-
Other receivables	-	-	-	-	-	-	-	-
Loans	-	-	41,790.77	41,790.77	-	-	-	-
Investments	4,138.50	-	3,912.60	8,051.10	4,138.50	-	-	4,138.50
Other financial assets	-	-	849.55	849.55	-	-	-	-
<b>Total</b>	<b>4,138.50</b>	<b>-</b>	<b>58,866.00</b>	<b>63,004.50</b>	<b>4,138.50</b>	<b>-</b>	<b>-</b>	<b>4,138.50</b>
<b>Financial Liabilities</b>								
Payables								
Trade payables	-	-	180.42	180.42	-	-	-	-
Other payables	-	-	32.98	32.98	-	-	-	-
Debt Securities	-	-	374.12	374.12	-	-	-	-
Borrowings (Other than debt securities)	-	-	43,877.54	43,877.54	-	-	-	-
Other financial liabilities	-	-	154.86	154.86	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>44,619.92</b>	<b>44,619.92</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

Financial Assets and Liabilities as at March 31, 2022	Carrying Amount				Fair Value			
	Fair value through profit and loss account	Fair value through other comprehensive Income	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>								
Cash and cash equivalents	-	-	5,758.78	5,758.78	-	-	-	-
Bank balances other than cash and cash equivalents	-	-	2,024.03	2,024.03	-	-	-	-
Receivables								
Trade receivables	-	-	1,228.63	1,228.63	-	-	-	-
Other receivables	-	-	46.96	46.96	-	-	-	-
Loans	-	-	28,905.66	28,905.66	-	-	-	-
Investments	2,503.70	-	2,585.77	5,089.47	2,503.70	-	-	2,503.70
Other financials assets	-	-	569.95	569.95	-	-	-	-
<b>Total</b>	<b>2,503.70</b>	<b>-</b>	<b>41,119.79</b>	<b>43,623.48</b>	<b>2,503.70</b>	<b>-</b>	<b>-</b>	<b>2,503.70</b>
<b>Financial Liabilities</b>								
Payables								
Trade payables	-	-	357.92	357.92	-	-	-	-
Other payables	-	-	130.00	130.00	-	-	-	-
Debt Securities	-	-	3,821.46	3,821.46	-	-	-	-
Borrowings (Other than debt securities)	-	-	24,826.19	24,826.19	-	-	-	-
Other financial liabilities	-	-	218.72	218.72	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>29,354.29</b>	<b>29,354.29</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**B. Measurement of fair value**

The following methods and assumptions were used to estimate the fair values:

- The carrying amounts of trade receivables, trade payables, other receivables, cash and cash equivalent including other bank balances, other financials assets and other financial liabilities, etc. are considered to be the same as their fair values, due to current and short term nature of such balances.
- Financial instruments with fixed interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances if required, are taken to account for expected losses of these instruments. Thus, Amortised cost shown in A, above, is after adjusting ECL amount.
- Fair Value Hierarchy**

The fair value of financial instruments as referred to above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

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

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

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

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### C. Valuation techniques used to determine fair value

#### Investments in Mutual Funds

The fair values of investments in mutual funds is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

### D. Transfers between Level 1 and Level 2 and between Level 1 and Level 3

There were no transfers between level 1 and 2 and between Level 1 and Level 3 during the period. The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels at the end of the reporting period.

## 46 Financial Risk Management

The Company has in place comprehensive risk management policy in order to identify measure, monitor and mitigate various risks pertaining to its business. Along with the risk management policy, an adequate internal control system, commensurate to the size and complexity of its business, is maintained to align with the philosophy of the Company. Together they help in achieving the business goals and objectives consistent with the Company's strategies to prevent inconsistencies and gaps between its policies and practices. The Board of Directors/committees reviews the adequacy and effectiveness of the risk management policy and internal control system. The Company's financial risk management is an integral part of how to plan and execute its business strategies.

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

- Credit risk
- Liquidity risk and
- Market risk
- Climate related risk

#### (A) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables. The carrying amounts of financial assets represent the maximum credit risk exposure.

##### i) Trade and Other Receivables

Trade receivables are typically unsecured and are derived from revenue earned from customers located in India. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

Particulars	(₹ in lakhs)	
	As at March 31, 2023	As at March 31, 2022
Outstanding for a period not exceeding six months	2,839.16	1,196.23
Outstanding for a period exceeding six months	733.01	50.97
Gross Trade Receivables	3,572.17	1,247.21
Less: Impairment Loss	(18.57)	(18.57)
Net Trade Receivables	3,553.60	1,228.63

On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss. The Company computes the expected credit loss allowance as per simplified approach for trade receivables based on available external and internal credit risk factors such as the ageing of its dues, market information about the customer and the Company's historical experience for customers. The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is based on the ageing of the receivable days and the rates as given in the provision matrix.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### ii) Loans and financial assets measured at amortized cost

The ageing analysis of loans (gross of provision) has been considered from the date the contractual payment falls due:

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>0-30 Days Past Due</b>		
Secured	18,751.29	10,211.87
Unsecured	20,477.60	14,694.64
<b>30-90 Days Past due</b>		
Secured	919.08	3,001.57
Unsecured	530.19	547.63
<b>More than 90 Days Past Due</b>		
Secured	389.39	591.44
Unsecured	927.87	326.20
<b>Total</b>	<b>41,995.42</b>	<b>29,373.35</b>

The Company reviews the credit quality of its loans based on the ageing of the loan at the period end. Since the Company is into small ticket loan business, there is no significant credit risk of any individual customer that may impact Company adversely, and hence the Company has calculated its ECL allowances on a collective basis.

### Inputs considered in the ECL model

In assessing the impairment of financial loans under Expected Credit Loss (ECL) Model, the assets have been segmented into three stages. The three stages reflect the general pattern of credit deterioration of a financial instrument. The differences in accounting between stages, relate to the recognition of expected credit losses and the measurement of interest income.

The Company categorizes loan assets into stages primarily based on the Months Past Due status.

Stage 1 : 0-30 days past due

Stage 2 : 31-90 days past due

Stage 3 : More than 90 days past due

### (i) Definition of default

The Company considers a financial asset to be in "default" and therefore Stage 3 (credit impaired) for ECL calculations when the borrower becomes 90 days past due on its contractual payments.

### (ii) Exposure at default

"Exposure at Default" (EAD) represents the gross carrying amount of the assets subject to impairment calculation.

### (iii) Estimations and assumptions considered in the ECL model

#### Measurement of Expected Credit Losses

The Company has applied a three-stage approach to measure expected credit losses (ECL) on debt instruments accounted for at amortised cost. Assets migrate through following three stages based on the changes in credit quality since initial recognition:

- Stage 1: 12- months ECL: For exposures where there is no 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 recognized.
- Stage 2: Lifetime ECL, not credit-impaired: For credit exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired, a lifetime ECL is recognized.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

- (c) Stage 3: Lifetime ECL, credit-impaired: Financial assets are assessed as credit impaired upon occurrence of one or more events that have a detrimental impact on the estimated future cash flows of that asset. For financial assets that have become credit-impaired, a lifetime ECL is recognized and interest revenue is calculated by applying the effective interest rate to the amortised cost.

At each reporting date, the Company assesses whether there has been a significant increase in credit risk of its financial assets since initial recognition by comparing the risk of default occurring over the expected life of the asset. In determining whether credit risk has increased significantly since initial recognition, the Company uses information that is relevant and available without undue cost or effort. This includes the Company's internal credit rating grading system, external risk ratings and forward-looking information to assess deterioration in credit quality of a financial asset.

The Company assesses whether the credit risk on a financial asset has increased significantly on an individual and collective basis. For the purpose of collective evaluation of impairment, financial assets are grouped on the basis of shared credit risk characteristics, taking into account accounting instrument type, credit risk ratings, date of initial recognition, remaining term to maturity, industry, geographical location of the borrower, collateral type, and other relevant factors. For the purpose of individual evaluation of impairment factors such as internally collected data on customer payment record, utilization of granted credit limits and information obtained during the periodic review of customer records such as audited financial statements, budgets and projections are considered.

In determining whether the credit risk on a financial asset has increased significantly, the Company considers the change in the risk of a default occurring since initial recognition. The default definition used for such assessment is consistent with that used for internal credit risk management purposes.

The Company considers defaulted assets as those which are contractually past due 90 days, other than those assets where there is empirical evidence to the contrary. Financial assets which are contractually past due 30 days are classified under Stage 2 - life time ECL, not credit impaired, barring those where there is empirical evidence to the contrary. The Company considers financial instruments (typically the retail loans) to have low credit risk if they are rated internally or externally within the investment grade. An asset migrates down the ECL stage based on the change in the risk of a default occurring since initial recognition. If in a subsequent period, credit quality improves and reverses any previously assessed significant increase in credit risk since origination, then the loan loss provision stage reverses to 12-months ECL from lifetime ECL.

The Company measures the amount of ECL on a financial instrument in a way that reflects an unbiased and probability-weighted amount. The Company considers its historical loss experience and adjusts the same for current observable data. The key inputs into the measurement of ECL are the probability of default, loss given default and exposure at default. These parameters are derived from the Company's internally developed statistical models and other historical data.

### Macroeconomic Scenarios

In addition, the Company uses reasonable and supportable information on future economic conditions including macroeconomic factors such as CPI and repo rate. Since incorporating these forward looking information increases the judgment as to how the changes in these macroeconomic factor will affect ECL, the methodology and assumptions are reviewed regularly.

### (iv) Policy for write off of Loan assets

The gross carrying amount of a financial asset is written off when there is no realistic prospect of further recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made from written off assets under "Other Income" in Statement of profit and loss.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

An analysis of changes in the gross carrying amount and the corresponding ECLs as follows :

### Gross exposure reconciliation

(₹ in lakhs)

Particulars	Stage 1	Stage 2	Stage 3	Total
<b>Gross carrying amount balance as at April 1, 2021</b>	<b>8,827.05</b>	<b>1,171.69</b>	<b>443.49</b>	<b>10,442.23</b>
New loans originated during the year	21,589.10	2,300.20	258.99	24,148.29
Transfers to Stage 1	87.32	-	-	87.32
Transfers to Stage 2	(570.16)	417.12	-	(153.04)
Transfers to Stage 3	(146.35)	-	212.06	65.71
Write-offs	-	-	(118.08)	(118.08)
Assets derecognised or repaid (excluding write offs and includes interest accruals adjusted)	(4,880.46)	(339.81)	121.18	(5,099.09)
<b>Gross carrying amount balance as at March 31, 2022</b>	<b>24,906.51</b>	<b>3,549.20</b>	<b>917.64</b>	<b>29,373.36</b>
New loans originated during the year	50,290.55	2,533.87	69.93	52,894.35
Transfers to Stage 1	216.72	-	-	216.72
Transfers to Stage 2	(335.83)	(255.10)	-	(590.93)
Transfers to Stage 3	(678.02)	-	1,052.23	374.21
Write-offs	-	-	(181.72)	(181.72)
Assets derecognised or repaid (excluding write offs and includes interest accruals adjusted)	(35,803.46)	(3,729.45)	(557.65)	(40,090.56)
<b>Gross carrying amount balance as at March 31, 2023</b>	<b>38,596.47</b>	<b>2,098.53</b>	<b>1,300.43</b>	<b>41,995.43</b>

### Reconciliation of ECL balance

(₹ in lakhs)

Particulars	Stage 1	Stage 2	Stage 3	Total
<b>ECL Allowance- Opening Balance as at April 1, 2021</b>	<b>93.26</b>	<b>174.59</b>	<b>204.19</b>	<b>472.04</b>
New loans originated during the year	43.84	9.32	189.28	242.44
Transfers to Stage 1	8.14	-	-	8.14
Transfers to Stage 2	(24.99)	(1.76)	-	(26.75)
Transfers to Stage 3	(31.03)	32.49	17.15	18.61
Impact on year end ECL of exposures transferred between stages during the year and reversal of ECL on account of recovery and write offs	(24.21)	(116.50)	(106.07)	(246.78)
Amounts Written off	-	-	-	-
<b>ECL Allowance- Closing Balances as on March 31, 2022</b>	<b>65.01</b>	<b>98.14</b>	<b>304.55</b>	<b>467.69</b>
New loans originated during the year	25.99	7.28	12.45	45.72
Transfers to Stage 1	20.09	-	-	20.09
Transfers to Stage 2	0.89	(60.04)	-	(59.15)
Transfers to Stage 3	2.78	36.45	(0.18)	39.06
Impact on year end ECL of exposures transferred between stages during the year and reversal of ECL on account of recovery and write offs	(77.90)	(68.36)	(162.51)	(308.77)
Amounts Written off	-	-	-	-
<b>ECL Allowance- Closing Balances as on March 31, 2023</b>	<b>36.86</b>	<b>13.47</b>	<b>154.31</b>	<b>204.64</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### iii. Cash and bank balances

The Company held cash and cash equivalent and other bank balance of ₹ 8,759.48 lakhs at March 31, 2023 (March 31, 2022: ₹ 7782.81 lakhs). The same are held with bank and financial institution counterparties with good credit rating. Also, Company invests its short term surplus funds in bank fixed deposit which carry no market risks for short duration, therefore does not expose the Company to credit risk.

### iv. Others

Apart from trade receivables ,loans, cash and bank balances and Investment measured at amortised cost, the Company has no other financial assets which carries any significant credit risk.

## (B) Liquidity risk

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

### (i) Maturities of financial assets and liabilities

The table below analyses the company's financial liabilities and financial assets into relevant maturity groupings based on the remaining period as at the reporting date to contractual maturity date. The amount disclosed in the below table are the contractual un-discounted cash flows and exclude the impact of future interest payments.

(₹ in lakhs)

<b>Contractual maturities of financial assets March 31, 2023</b>	<b>1 year or less</b>	<b>1-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Cash and cash equivalents	3,785.52	-	-	3,785.52
Bank balances other than cash and cash equivalents	4,957.36	-	-	4,957.36
Receivables				
Trade receivables	3,572.17	-	-	3,572.17
Other receivables	-	-	-	-
Loans	24,592.33	13,099.00	4,304.09	41,995.42
Investments	4,138.50	-	3,190.10	7,328.60
Other Financials Assets	849.55	-	-	849.55
<b>Total</b>	<b>41,895.43</b>	<b>13,099.00</b>	<b>7,494.19</b>	<b>62,488.62</b>
<b>Contractual maturities of financial liabilities March 31, 2023</b>	<b>1 year or less</b>	<b>1-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Payables				
Trade payables	180.42	-	-	180.42
Other payables	32.98	-	-	32.98
Debt Securities	-	374.12	-	374.12
Borrowings (other than debt securities)	-	-	43,877.54	43,877.54
Other financial liabilities	154.86	-	-	154.86
<b>Total</b>	<b>368.26</b>	<b>374.12</b>	<b>43,877.54</b>	<b>44,619.92</b>



**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

<b>Contractual maturities of financial assets March 31, 2022</b>	<b>1 year or less</b>	<b>1-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Cash and cash equivalents	5,758.78	-	-	5,758.78
Bank balances other than cash and cash equivalents	2,007.00	-	-	2,007.00
Receivables				
Trade receivables	1,247.21	-	-	1,247.21
Other receivables	46.96	-	-	46.96
Loans	19,829.58	6,116.73	3,427.04	29,373.35
Investments	2,503.70	-	2,585.77	5,089.47
Other financial assets	569.95	-	-	569.95
<b>Total</b>	<b>31,963.17</b>	<b>6,116.73</b>	<b>6,012.81</b>	<b>44,092.71</b>
<b>Contractual maturities of financial liabilities March 31, 2022</b>	<b>1 year or less</b>	<b>1-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Payables				
Trade payables	357.92	-	-	357.92
Other payables	130.00	-	-	130.00
Debt Securities	126.98	3,319.49	375.00	3,821.46
Borrowings (Other than Debt Securities)	-	-	24,826.19	24,826.19
Other financial liabilities	218.72	-	-	218.72
<b>Total</b>	<b>833.62</b>	<b>3,319.49</b>	<b>25,201.19</b>	<b>29,354.29</b>

(₹ in lakhs)

<b>Contractual maturities of financial assets April 1, 2021</b>	<b>1 year or less</b>	<b>1-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Cash and cash equivalents	3,142.77	-	-	3,142.77
Bank balances other than cash and cash equivalents	928.95	82.50	490.00	1,501.45
Receivables				
Trade receivables	212.85	-	-	212.85
Other receivables	46.96	-	-	46.96
Loans	4,145.61	3,179.00	3,117.61	10,442.22
Investments	1,103.25	-	715.42	1,818.67
Other financial assets	97.56	-	-	97.56
<b>Total</b>	<b>9,677.95</b>	<b>3,261.50</b>	<b>4,323.03</b>	<b>17,262.48</b>
<b>Contractual maturities of financial liabilities April 1, 2021</b>	<b>1 year or less</b>	<b>1-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Payables				
Trade payables	162.68	-	-	162.68
Other payables	147.89	-	-	147.89
Debt Securities	-	505.00	-	505.00
Borrowings (Other than Debt Securities)	1,156.42	4,749.16	1,960.12	7,865.69
Other financial liabilities	44.69	-	-	44.69
<b>Total</b>	<b>1,511.68</b>	<b>5,254.16</b>	<b>1,960.12</b>	<b>8,725.96</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### (C) Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Company's exposure to, and management of, these risks is explained below.

#### (i) Foreign currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company caters mainly to the Indian Market. Most of the transactions are denominated in the Company's functional currency i.e. Rupees. Hence the Company is not materially exposed to Foreign Currency Risk.

#### (ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cashflows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligation at floating interest rates. The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

#### Interest rate risk exposure

The exposure of the Company's borrowing to interest rate changes at the end of the reporting year are as follows:

Particulars	(₹ in lakhs)	
	As at March 31, 2023	As at March 31, 2022
Fixed rate borrowings	11,005.16	25,949.69
Floating rate borrowings	33,117.95	-

#### Interest Rate Sensitivity:

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

The interest rate profile of the Company's interest bearing financial instruments is as follows:

Particulars	For the year ended March 31, 2023	
	100bps Increase	100bps decrease
Financial Liability		
Variable rate Instrument		
Floating Rate Borrowings	(331.18)	-

#### (iii) Price Risk

The Company's exposure to mutual fund is exposed to price risk and classified in the balance sheet at fair value through profit or loss. 100 bps increase in Net Assets Value (NAV) would increase profit before tax by approximately ₹ 41.39 lakhs (March 31, 2022: ₹ 25.04 lakhs). A similar percentage decrease would have resulted equivalent opposite impact.

### (d) Climate related risk

During the financial year March 31, 2023, the Board have updated extensively on climate change related risks through presentations at the board meeting, and this has been assessed that the climate change not affecting significantly the company's operations in future.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 47 Disclosure in notes to Financial statements as required under paragraph 2 (a) of RBI Notification No RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020

For the year ended March 31, 2023

(₹ in lakhs)

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying amount as per Ind AS	Loss allowances (Provisions) as required under Ind As 109	Net Carrying Amount	Provisions required as per IRACP norms *	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
<b>Performing Assets</b>						
<b>Standard</b>	Stage 1	38,596.47	36.86	38,559.61	52.04	(15.18)
	Stage 2	2,092.62	13.40	2,079.22	1.04	12.36
<b>Subtotal</b>		40,689.09	50.26	40,638.83	53.08	(2.82)
<b>Non-Performing Assets (NPA)</b>						
Substandard	Stage 2	5.90	0.08	5.82	1.39	(1.31)
Substandard	Stage 3	1,125.49	143.04	982.45	89.40	53.64
Doubtful	Stage 3	174.94	11.27	163.67	7.04	4.23
<b>Subtotal for NPA</b>		<b>1,306.33</b>	<b>154.39</b>	<b>1,151.94</b>	<b>97.83</b>	<b>56.56</b>
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	-	-	-	-	-
<b>Subtotal</b>						
<b>Total</b>	<b>Stage 1</b>	38,596.47	36.86	38,559.61	52.04	(15.18)
	<b>Stage 2</b>	2,098.52	13.48	2,085.03	2.43	11.05
	<b>Stage 3</b>	1,300.43	154.31	1,146.11	96.44	57.87
<b>Total</b>		<b>41,995.42</b>	<b>204.65</b>	<b>41,790.75</b>	<b>150.91</b>	<b>53.74</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

For the year ended March 31, 2022

(₹ in lakhs)

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying amount as per Ind AS	Loss allowances (Provisions) as required under Ind As 109	Net Carrying Amount	Provisions required as per IRACP norms *	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
<b>Performing Assets</b>						
Standard	Stage 1	24,906.51	65.01	24,841.50	62.74	2.27
	Stage 2	3,544.41	97.97	3,446.44	8.91	89.07
	Stage 3	-	-	-	-	-
<b>Subtotal</b>		<b>28,450.92</b>	<b>162.98</b>	<b>28,287.94</b>	<b>71.65</b>	<b>91.34</b>
<b>Non-Performing Assets</b>						
Substandard	Stage 2	4.79	0.16	4.63	1.17	(1.01)
Substandard	Stage 3	492.04	239.68	252.36	117.60	122.08
Doubtful	Stage 3	425.60	64.87	360.73	155.07	(90.20)
<b>Subtotal</b>		<b>922.43</b>	<b>304.71</b>	<b>617.72</b>	<b>273.84</b>	<b>30.87</b>
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	-	-	-	-	-
<b>Subtotal</b>						
<b>Total</b>	<b>Stage 1</b>	24,906.51	65.01	24,841.50	62.74	2.27
	Stage 2	3,549.20	98.13	3,451.07	10.08	88.06
	Stage 3	917.64	304.55	613.09	272.67	31.88
<b>Total</b>		<b>29,373.35</b>	<b>467.69</b>	<b>28,905.66</b>	<b>345.49</b>	<b>122.20</b>

### 48 Asset Classification and Provisioning Disclosure

Disclosure as per the circular no DOR.NO.BRBC.63/21.04.048/2019-20 dated April 17, 2020 issued by Reserve Bank of India on "COVID -19 regulatory package - Asset Classification and provisioning".

- 1) Amounts in SMA/overdue categories where moratorium/deferment was extended in terms of paragraph 2 and 3 of the above circular

(₹ in lakhs)

Particulars	As of March 31, 2023	As of March 31, 2022
i. Amounts in SMA/overdue categories where moratorium/deferment was extended *	-	-
ii. Respective amount where asset classification benefit is extended	Nil	Nil
iii. Provisions made during quarter in terms of paragraph 5 of the above circular ***	Nil	Nil
iv. Provisions adjusted against the respective accounting periods for slippages and residual provisions in terms of paragraph 6 of the above circular	Not applicable	Not applicable

- 2) Respective amount where asset classification benefit is extended : ₹ Nil

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 49 Disclosure related to leases

#### (A) Additions to right to use

(₹ in lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
Lease hold Property	167.05	303.01

#### (B) Carrying value of right of use assets at the end of the reporting year

(₹ in lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	637.38	518.82
Additions	167.05	303.01
Deletion	-	-
Depreciation charge for the year	221.41	184.46
Balance at the end of the year	583.02	637.38

#### (C) Maturity analysis of lease liabilities

(₹ in lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
Less than one year	96.50	150.33
One to five years	32.05	451.43
More than five years	-	98.20
Total discounted lease liabilities at reporting period	128.55	699.96
Lease liabilities included in the statement of financial position at the year ended	128.55	177.49

#### (D) Amounts recognised in statement of profit or loss

(₹ in lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
Interest on lease liabilities	25.52	18.68
Expenses relating to short-term leases	128.17	53.74
Expenses relating to leases of low-value assets	-	-
<b>Total</b>	<b>153.69</b>	<b>72.42</b>

#### (E) Amounts recognised in the statement of cash flows

(₹ in lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
Operating Activity	128.17	53.74
Financial Activity	216.09	111.88
<b>Total Cash outflow for leases</b>	<b>344.26</b>	<b>165.62</b>

#### Sub Lease

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the rightof- use asset arising from the head lease. For operating leases, rental income is recognised on a straight line basis over the term of the relevant lease.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 50 Employee Stock Options Scheme (ESOP)

The Company has granted Employee Stock Options (ESOP) under the Employee Stock Option Scheme 2018 (ESOP 2018) to employees of the Company. These options are vested during 4 years from the grant date and exercisable within 4 years from vesting date. In the case of resignation of the employee, the grants lapse (if not exercised) after the date of resignation from service. Vesting of options is subject to continued employment with the Company. The plan is an equity settled plan. The employee compensation expense for the year has been determined on fair value basis as on March 31, 2021. The said ESOPs will start its vesting period from November 5, 2019. The details of which are as follows.

ESOP Scheme	Particulars	Date of Grant	Date of Board Approval	Total options granted
ESOP Scheme 2018	Grant 1	05-Nov-18	05-Nov-18	55,88,550
ESOP Scheme 2018	Grant 2	22-May-19	22-May-19	5,68,710
ESOP Scheme 2018	Grant 3	17-Dec-19	17-Dec-19	41,82,555
ESOP Scheme 2018	Grant 4	31-Jul-20	31-Jul-20	7,50,000
ESOP Scheme 2018	Grant 5	31-Jul-20	31-Jul-20	6,75,000

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022
Series Reference	2019-2023		2020-2024		2020-2024		2020-2024		2020-2024	
	T-1		T-2		T-3		T-4		T-5	
Fair value of the option range	23.39 - 23.98		31.44 - 34.87		41.36 - 44.82		51.81 - 65.38		51.81 - 65.38	
Exercise price	6		10		10		10		14	
Vesting period (see table below)	12 to 48 months		12 to 48 months		12 to 48 months		12 to 48 months		12 to 48 months	
Method of settlement	Equity		Equity		Equity		Equity		Equity	
Options outstanding as at beginning of reporting period	5,12,802	25,04,415	3,13,417	4,11,600	29,50,000	41,82,555	3,75,000	7,50,000	-	6,75,000
Options granted during the year	-	-	-	-	-	-	-	-	-	-
Options lapse during the year	-	-	-	-	-	-	-	-	-	-
Options Forfeited during the year	51,625	16,50,630	1,44,556	-	7,62,500	11,82,555	-	3,75,000	-	6,07,500
Options exercised during the year	3,86,859	3,40,983	1,34,323	98,183	-	50,000	-	-	-	67,500
Options outstanding as at end of reporting period	74,318	5,12,802	34,538	3,13,417	21,87,500	29,50,000	3,75,000	3,75,000	-	-

Manner of vesting: In a graded manner over a 4 year period with 10%, 20%, 30% and 40% of the grants vesting in each year commencing from the start date of the first tranche.

In respect of stock options granted pursuant to the Company's stock option scheme, the fair value of the options is treated as discount and accounted as "Expenses on Employee Stock Option Plan" over the vesting period.

Expenses on Employee Stock Option Plan debited to Statement of Profit and Loss during the year 2022-23 is ₹ 95.39 lakhs (2021-22 ₹ (22.45) lakhs)

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 50.1 Fair valuation:

The fair value of options have been calculated on the date of the grant, using Black-Scholes model by an external firm of valuer.

The key assumptions used in Black-Scholes model for calculating fair value as on the date of the grant are:

Grant Date	Risk Free Interest Rate	Expected Life	Expected Volatility	Dividend Yield	Price of Underlying share at the time of option grant
05-Nov-18	7.35% - 7.46%	4.5 to 6 years	46.1%-47.9%	0.0229	43.8
22-May-19	6.86% - 7.41%	4.5 to 6 years	46.50%	0.0073	61.5
17-Dec-19	6.86% - 7.41%	4.5 to 6 years	46.50%	0.0073	73.9
31-Jul-20	5.13% - 5.64%	4.5 to 6 years	45.00%	0.0052	98.5

### 50.2 Total carrying amount at the end of the year in Employee Stock Options under other equity

Particulars	(₹ in lakhs)	
	As at March 31, 2023	As at March 31, 2022
Total carrying amount	196.73	194.47

During the year ended March 31, 2022, 30,290 options are granted and outstanding for the employees of the subsidiary company and accordingly the Company has recognised the Deemed Investment of ₹ 00.00 lakhs as on March 31, 2023 (March 31, 2022: ₹ 85.67 lakhs).

- 51** Hon'ble Supreme Court, in a public interest litigation (Gajendra Sharma vs. Union of India & Anr). vide an interim order dated September 3, 2020, has directed that accounts which were not declared NPA till August 31, 2020 shall not be declared as NPA till further orders. However, such accounts had been classified as stage 3 in accordance with Note No.9 and provision had been made accordingly.

The interim order stood vacated on March 23, 2021 vide the judgement of the Hon'ble Supreme Court in the matter of Small Scale Industrial manufacturers Association v/s UOI & Ors. and other connected matters. In accordance with the instructions in paragraph 5 of the RBI circular no. RBI/2021-22/17 DOR. STR. REC. 4/ 21.04.048/ 2021-22, dated April 07, 2021 issued in this connection. Since, the Company was already classifying the NPA accounts as Stage 3 and provision was made accordingly, without considering the above mentioned asset classification benefit for accounting purpose, there is no change in asset classification on account of the interim order dated March 23, 2021.

- 52** In accordance with the instructions in aforementioned RBI circular dated April 7, 2021, and the Indian Banks Association (IBA) advisory letter dated April 19, 2021, the Company has put in place the Board approved policy to refund / adjust the interest on interest charged during the moratorium period of March 01, 2020 to August 31, 2020 to eligible borrowers under the abovementioned circular and advisory. The Company has no borrowers who are eligible for benefit as per the abovementioned RBI circular and IBA advisory.

- 53** During the year ended March 31, 2021, the Company has not invoked resolution plans to relieve COVID-19 pandemic related stress to any of its borrowers. Therefore, disclosure as per the format prescribed as per the notification no. RBI/2020-21/16 DOR.NO.BPBC/3.21.04.048/2020-21 dated August 6, 2020 for the year ended March 31, 2021 is not applicable to the Company.

- 54** The Code on Social Security, 2020 (the Code) has been enacted, which would impact contribution by the Company towards Provident Fund and Gratuity. The effective date from which changes are applicable is yet to be notified and the rules thereunder are yet to be announced. The actual impact on account of this change will be evaluated and accounted for when notification becomes effective.

- 55** Schedule to the Balance Sheet of a non-deposit taking non-banking financial Company (as required in terms of paragraph 18 of Master Direction - Non-Banking Financial Company –Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 as at March 31, 2023.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

55.1 Liabilities Side	As at March 31, 2023		As at March 31, 2022	
	Outstanding Amount	Amount Overdue	Outstanding Amount	Amount Overdue
Loans and advances availed by the non banking financial Company inclusive of interest accrued thereon but not paid:				
a) Debentures:				
Secured	374.12	-	3,694.49	-
Unsecured	-	-	126.98	-
(other than falling within the meaning of public deposits*)				
b) Deferred Credits	-	-	-	-
c) Term Loans	41,866.12		24,648.70	-
d) Inter-corporate loans and borrowings	-	-	-	-
e) Commercial Paper	-	-	-	-
f) Public Deposits	-	-	-	-
g) Other Loans - Bank Overdraft	1,882.87	-	-	-
g) Other Loans - Lease Liability	128.55	-	177.49	-
<b>Total</b>	<b>44,251.66</b>	<b>-</b>	<b>28,647.66</b>	<b>-</b>

(₹ in lakhs)

55.2 Break-up of (f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):	As at March 31, 2023	As at March 31, 2022
(a) In the form of Unsecured debentures	-	-
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-
(c) Other public deposits	-	-

(₹ in lakhs)

55.3 Assets Side	As at March 31, 2023	As at March 31, 2022
Breakup of Loans and Advances including bills receivables (other than those included in (4) below) :		
a) Secured*	18,275.26	13,804.88
b) Unsecured *	23,720.16	15,568.47

\* Represents gross value

(₹ in lakhs)

55.4 Breakup of Leased Assets and stock on hire and other assets counting towards AFC activities	As at March 31, 2023	As at March 31, 2022
i) Lease assets including lease rentals under sundry debtors:		
a) Financial Lease	-	-
b) Operating Lease	-	-
ii) Stock on hire including hire charges under sundry debtors:		
a) Assets on hire	-	-
b) Reposed Assets	-	-
iii) Other loans counting towards AFC activities		
a) Loans where assets have been repossessed	-	-
b) Loans other than (a) above -	-	-



**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

<b>55.5 Breakup of Investments:</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Current Investments:</b>		
<b>1. Quoted:</b>		
i) Shares:		
(a) Equity	-	-
(b) Preference	-	-
ii) Debentures and Bonds	-	-
iii) Units of mutual funds	4,138.50	2,503.70
iv) Government Securities	-	-
v) Others	-	-
<b>2. Unquoted:</b>		
i) Shares:	-	-
(a) Equity	3,190.10	2,500.10
(b) Preference	-	-
ii) Debentures and Bonds	-	-
iii) Units of mutual funds	-	-
iv) Government Securities	-	-
v) Others	-	85.67
<b>Long Term investments:</b>		
<b>1. Quoted:</b>		
i) Shares:	-	-
(a) Equity	-	-
(b) Preference	-	-
ii) Debentures and Bonds	-	-
iii) Units of mutual funds	-	-
iv) Government Securities	-	-
v) Others	-	-
<b>2. Unquoted:</b>		
i) Shares:		
(a) Equity	-	-
(b) Preference	-	-
ii) Debentures and Bonds	-	-
iii) Units of mutual funds	-	-
iv) Government Securities	-	-
v) Others*	-	-

\*Others represents the ESOPs granted by the Company to certain employees of the subsidiary.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****55.6 Borrower groupwise classification of assets financed as in (3) and (4) above:**

(₹ in lakhs)

Category	As at March 31, 2023			As at March 31, 2022		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1. Related Parties						
(a) Subsidiaries	-	-	-	-	93.46	93.46
(b) Companies in the same group	-	-	-	-	-	-
(c) Other related parties	-	-	-	-	-	-
2. Other than related parties*	18,275.26	23,720.16	41,995.42	13,804.88	15,475.01	29,279.89

\* Represents gross value

**55.7 Investor groupwise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :**

(₹ in lakhs)

Category	As at March 31, 2023		As at March 31, 2022	
	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties				
a) Subsidiaries *	-	3,190.10	-	2,585.77
b) Companies in the same group	-	-	-	-
c) Other related parties	-	-	-	-
2. Other than related parties	4,138.50	4,138.50	2,503.70	2,503.70

\*The Company has Employee Stock Option Plans (ESOP) in force. Based on such ESOP schemes, the Company has granted options to acquire equity shares of the company to certain employees of subsidiary. It has been included in the above carrying value of investment in the subsidiary.

\$ The Company has not disclosed the breakup of investment into Long term investment and current investment as the classification is not required under Indian Accounting Standards issued by MCA.

**55.8 PUBLIC DISCLOSURE ON LIQUIDITY RISK AS ON MARCH 31, 2023**

(As per RBI circular no.RBI/2019-20/88 DOR.NBFC (PD) CC.No.102/03.10.001/2019-20 dated November 04, 2019)

**i) Funding Concentration based on significant counterparty (both deposits and borrowings)**

(₹ in lakhs)

Number of significant Counterparties	Amount	% of Total deposits	% of Total Liabilities
1	4,053.21	-	8.91%

\*A "Significant counterparty" is defined as a single counterparty or group of connected or affiliated counterparties accounting in aggregate for more than 1% of the NBFC-NDSI's NBFC-Ds total liabilities and 10% for other non-deposit taking NBFCs, in RBI Circular RBI/2019-20/88 DOR.NBFC (PD) CC. No.102/03.10.001/2019-20 dated November 4, 2019 on Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies ("Liquidity Circular").

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****ii) Top 20 large deposits (amount in ₹ crore and % of total deposits)**

Not applicable. The Company being a Systemically Important Non-Deposit taking Non-Banking Financial Company registered with Reserve Bank of India, does not accept public deposits.

**iii) Total of top 10 borrowings (amount in ₹ crore and % of total borrowings)**

(₹ in lakhs)	
Amount	Borrowing %
24,175.12	54.79%

**iv) Funding Concentration based on significant instrument/product**

(₹ in lakhs)		
Name of the instrument/product*	Amount	% of Total Liabilities
Non-convertible debentures	374.12	0.82%
Bank Borrowings	15,885.94	34.92%
Other Borrowings (NBFC/Funds/FIs)	27,863.05	61.24%
<b>Total</b>	<b>44,123.11</b>	

\*A "significant instrument/product" is defined as a single instrument/product of group of similar instruments/products which in aggregate amount to more than 1% of the NBFC-NDSI's, NBFC-Ds total liabilities and 10% for other non-deposit taking NBFCs as per Liquidity Circular.

**v) Stock Ratios:**

Particulars	Ratios
Commercial Papers to Public Funds	-
Commercial Papers to Total Liabilities	-
Commercial Papers to Total Assets	-
NCDs (original Maturity < 1 Yrs.) to Public Funds	-
NCDs (original Maturity < 1 Yrs.) to Total Liabilities	-
NCDs (original Maturity < 1 Yrs.) to Total Assets	-
Other Short Term Liabilities to Public Funds	60.64%
Other Short Term Liabilities to Total Liabilities	58.81%
Other Short Term Liabilities to Total Assets	39.48%

**vi) Institutional set-up for liquidity risk management**

As on March 31, 2021, the Company have crossed the threshold of ₹ 100 Crores. Accordingly, in compliance with Liquidity Circular, the Board of Directors of the Company have at its meeting held on June 10, 2021 constituted the Asset Liability Management Committee and the Risk Management Committee.

Note:

The amount stated in this disclosure is based on the Audited financial results for the quarter ended March 31, 2023.

Total Liabilities has been computed as sum of all liabilities (Balance Sheet figure) less Equities and Reserves/Surplus.

Other Short-term liabilities is computed as current maturities of Long-term debts but exclude commercial papers, Non-Convertible Debentures having original maturity of less than one year.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****55.9 A. Disclosure pertaining to RBI Master Direction - RBI/DOR/2021-22/86 DOR.STR.REC.51/21.04.048/2021-22 Reserve Bank of India****(Transfer of Loan Exposures) Directions, 2021 dated September 24, 2021**

(₹ in lakhs)

<b>Details of transfer through assignment in respect of loans not in default during year ended March 31, 2023</b>	<b>Amount</b>
Count of loans accounts assigned	717.00
Amount of loan accounts assigned (₹ in lakhs)	265.16
Weighted average maturity (in months)	23
Weighted average holding period (in months)	13
Retention of beneficial economic interest(%)	Nil
Coverage of tangible security (%)	100%
Rating wise distribution of rated loans	Nil
Break-up of loans Transferred/acquired through assignment /Novation and loan participation	All Assignment
Instances where we have agreed to replace loans transferred to transferee(s) or pay damages arising out of any representation or warranty	Nil

The Company has not acquired any loans (which are in not default or stressed loans) through assignment during the financial year ended March 31, 2023.

The Company has neither acquired nor transferred any stressed loans (except ARCs) during the year ended March 31, 2023.

**B. Disclosure pertaining to RBI Master Direction - RBI/DOR/2021-22/86 DOR.STR.REC.51/21.04.048/2021-22 Reserve Bank of India****(Securitisation of Standard Assets) Directions, 2021 dated September 24, 2021**

<b>Details of stressed loans transferred during the year (NPA)</b>	<b>Amount</b>
No of accounts	276
Aggregate principal outstanding of loan transferred (₹ in lakhs)	916.49
Weighted average residual tenor of the loan transferred (in months)	15
Net Book Value of loans transferred (at the time of transfer)	916.49
Aggregate consideration	850.00
Rating wise distribution of rated loans	Nil

**55.10 Information on instances of fraud:**

During the year there are no fraud reported

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****55.11 Other information**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
i) Gross Non Performing Assets ##		
a) Related Parties	-	-
b) Other than related parties	1,300.43	922.43
ii) Net Non Performing Assets##		
a) Related Parties	-	-
b) Other than related parties	1,146.12	617.72
iii) Assets acquired in satisfaction of debt	-	-

## NPA accounts refer to Stage 3 assets. Stage 3 Assets includes financial assets that have objective evidence of impairment at the reporting date as defined under Ind-AS. 90 days Past due is considered as default for classifying a financial instrument as credit impaired.

Note :

Provisioning norms shall be applicable as prescribed in Indian Accounting Standards by MCA.

All Indian Accounting Standards issued by MCA are applicable including valuation of investments and other assets.

**55.12 Disclosure of gold auction**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Number of loan accounts	511	117
Outstanding amount	308.04	112.63
Value fetched on auctions	332.13	121.91

None of the sister concerns of the Company participated in the auction

**55.13 Loans to Directors, Senior Officers and relatives of Directors**

Disclosure pursuant to RBI notification RBI/2022-23/29 DOR.CRE.REC.No.25/03.10.001/2022-23 dated April 19, 2022.

(₹ in lakhs)

Particulars	Aggregate amount of such sanctioned loans and advances	
	As at March 31, 2023	As at March 31, 2022
Directors and their relatives	-	-
Entities associated with directors and their relatives	-	-
Senior Officers and their relatives	-	-

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 55.14 Exposures

#### 55.14 A. Exposure to real estate sector

(₹ in lakhs)

Category As at	As at March 31, 2023	As at March 31, 2022
<b>i) Direct exposure</b>		
a) Residential Mortgages*		
Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented and also includes non-fund based (NFB) limits.	-	-
b) Commercial Real Estate*		
Lending secured by mortgages on commercial real estate (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.) and also includes non-fund based (NFB) limits.	575.62	437.00
c) Investments in Mortgage-Backed Securities (MBS) and other securitised exposures		
i. Residential	-	-
ii. Commercial Real Estate	-	-
<b>ii) Indirect Exposure</b>		
Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies.	-	-
<b>Total Exposure to Real Estate Sector</b>	<b>575.62</b>	<b>437.00</b>

\*Repayment of the MSME loans primarily depends on the cash flows from business operations of the borrower and are additionally secured by immovable property.

#### 55.14 B. Sectoral exposure

Sectors	As at March 31, 2023			As at March 31, 2022		
	Total Exposure (₹ in lakhs)	Gross NPAs (₹ in lakhs)	Percentage of Gross NPAs to total exposure in that Sector	Total Exposure (₹ in lakhs)	Gross NPAs (₹ in lakhs)	Percentage of Gross NPAs to total exposure in that Sector
1) Agriculture and Allied Activities	-	-	0.00%	-	-	0.00%
2) Industry	4,382.49	371.50	8.48%	2,346.74	29.78	1.27%
3) Services						
- Transport Operators	348.82	3.56	1.02%	230.00	20.35	8.85%
- SME Loans	17,603.33	853.70	4.85%	13,171.00	600.07	4.56%
- Others	-	-	0.00%	-	-	0.00%
<b>Total of Services</b>	<b>17,952.15</b>	<b>857.26</b>	<b>5.87%</b>	<b>13,401.00</b>	<b>620.42</b>	<b>13.40%</b>
4) Personal Loan						
- Gold loan	18,881.90	-	0.00%	11,513.31	82.78	0.72%
- Others	-	-	0.00%	-	-	0.00%
<b>Total of Personal Loan</b>	<b>18,881.90</b>	<b>-</b>	<b>0.00%</b>	<b>11,513.31</b>	<b>82.78</b>	<b>0.72%</b>
5) Others, if any	778.88	71.67	9.20%	2,112.30	189.45	8.97%
<b>Total</b>	<b>41,995.42</b>	<b>1,300.43</b>	<b>3.10%</b>	<b>29,373.35</b>	<b>922.43</b>	<b>3.14%</b>

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****55.14 C. Intra-group exposures**

(₹ in lakhs)

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Total amount of intra-group exposures	-	-
Total amount of top 20 intra-group exposures	-	-
Percentage of intra-group exposures to total exposure of the Company on borrowers/ customers	-	-

**55.14 D. Exposure to capital market**

(₹ in lakhs)

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
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	3,190.10	2,585.77
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 Company 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:		
Category I	-	-
Category II	-	-
Category III	-	-
<b>Total exposure to capital market</b>	<b>3,190.10</b>	<b>2,585.77</b>

**55.14 E. Unhedged foreign currency exposure**

The Company does not have any unhedged foreign currency exposures for the financial years ended March 31, 2023 and March 31, 2022. Please refer to note 46 Risk management for the Company policies to manage currency induced risk.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 55.15 Disclosures relating to securitisation/direct assignment

[Disclosure as per RBI Master Direction – Reserve Bank of India (Securitisation of Standard Assets) Directions, 2021 dated September 24, 2021]

The information on securitisation of the Company as an originator is given below :

(₹ in lakhs)

Particulars	STC Transaction*		Non STC Transaction*	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
No. of SPEs** holding assets for securitisation transactions originated by the originator	1	-	-	-
Total amount of securitised assets as per books of the SPEs	770.98	-	-	-
Total amount of exposures retained by the originator to comply with MRR as on the date of balance sheet	77.10	-	-	-
a) Off-balance sheet exposures				
i. First Loss	-	-	-	-
ii. Others	-	-	-	-
b) On-balance sheet exposures				
i. First Loss	46.26	-	-	-
ii. Others	-	-	-	-
Amount of exposures to securitisation transactions other than MRR	-	-	-	-
a) Off-balance sheet exposures				
1) Exposure to own securitisations				
i. First Loss	-	-	-	-
ii. Others	-	-	-	-
2) Exposure to third party securitisations				
i. First Loss	-	-	-	-
ii. Others	-	-	-	-
b) On-balance sheet exposures				
1) Exposure to own securitisations				
i. First Loss	-	-	-	-
ii. Others	-	-	-	-
2) Exposure to third party securitisations				
i. First Loss	-	-	-	-
ii. Others	-	-	-	-
Sale consideration received for the securitised assets	693.88	-	-	-
Gain/loss on sale on account of securitisation	-	-	-	-
Form and quantum (outstanding value) of services provided by way of, liquidity support, post-securitisation asset servicing, etc.				



**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

Particulars	STC Transaction*		Non STC Transaction*	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Performance of facility provided				
Credit enhancement				
(a) Amount paid	-	-	-	-
(b) Repayment received	-	-	-	-
(c) Outstanding amount	-	-	-	-
Average default rate of portfolios observed in the past				
(a) Vehicle loans	-	-	-	-
(b) Two wheeler loans	-	-	-	-
(c) Trade finance	-	-	-	-
Amount and number of additional/top up loan given on same underlying asset				
Investor complaints				
(a) Directly/Indirectly received	-	-	-	-
(b) Complaints outstanding	-	-	-	-

\* Simple, Transparent and comparable securitisation as defined in RBI Master Direction - Reserve Bank of India (Securitisation of Standard Assets) Directions, 2021 dated September 24, 2021.

\*\* Special Purpose Entities.

**56 Financial Ratios**

Particulars	As at March 31, 2023	As at March 31, 2022
Current ratio	NA	NA
Debt equity ratio	1.99	1.65
Leverage ratio	2.21	1.78

**57 Other Regulatory informations****(i) Title deeds of immovable properties not held in name of the company:**

The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in note(s) [\*] [add additional references for investment properties and other line items where applicable] to the financial statements, are held in the name of the company.

**(ii) Registration of charges or satisfaction with Registrar of Companies:**

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

**(iii) Utilisation of borrowings availed from banks and financial institutions:**

The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans was taken.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****58 Corporate social responsibility As per the provisions of Section 135 of the Companies Act 2013 :**

(₹ in lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Gross amount required to be spent during the year		
Amount spent during the year:		
a. On purposes other than construction/acquisition of any assets	10.00	-
b. Paid in cash	-	-
c. yet to be paid in cash	-	-
<b>Total</b>	<b>10.00</b>	<b>-</b>

**59 a) Details of benami property held:**

No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

**b) Borrowing secured against current assets:**

The company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the company with banks and financial institutions are in agreement with the books of accounts.

**c) Wilful defaulter:**

The company have not been declared wilful defaulter by any bank or financial institution or government or any government authority.

**d) Relationship with struck off companies:**

The company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

**e) Compliance with number of layers of companies:**

The company has complied with the number of layers prescribed under the Companies Act, 2013.

**f) Compliance with approved scheme(s) of arrangements:**

The company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

**g) Utilisation of borrowed funds and share premium:**

The company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate beneficiaries) or
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

- 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

**h) Undisclosed income:**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### i) Details of crypto currency or virtual currency:

The company has not traded or invested in crypto currency or virtual currency during the current or previous year.

### j) Valuation of PP&E, intangible asset and investment property:

The company has not revalued its property, plant and equipment (excluding right-of-use assets) or intangible assets or both during the current or previous year.

**60** Figures for the previous year have been regrouped/reclassified/rearranged wherever necessary to make them comparable to those for the current year.

For and on behalf of the Board of Directors of  
TRUCAP FINANCE LIMITED [Formerly Dhanvarsha Finvest Limited]  
CIN: L24231MH1994PLC334457

For Bansal Bansal & Co  
Chartered Accountants  
ICAI FRN 100986W

Sd/-  
Jatin Bansal  
Partner  
Membership No. 135399  
Mumbai  
Date : May 23, 2023

Sd/-  
Rohanjeet Singh Juneja  
Managing Director & CEO  
DIN: 08342094

Sd/-  
Sanjay Kukreja  
Chief Financial Officer

Sd/-  
Rushina Mehta  
Non-Executive Non-Independent Director  
DIN: 01042204

Sd/-  
Sonal Sharma  
Company Secretary  
M. No. A33260

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS TRUCAP FINANCE LIMITED (formerly known as Dhanvarsha Finvest Ltd)

### REPORT ON AUDIT OF CONSOLIDATED IND AS FINANCIAL STATEMENTS

#### OPINION

We have audited the accompanying consolidated Ind AS financial statements of TRUCAP FINANCE LIMITED (formerly known as DHANVARSHA FINVEST LIMITED) (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting

principles generally accepted in India including India Accounting Standards ('Ind AS') specified under section 133 of the Act, of the consolidated state of affairs (financial position) of the Company as at 31st March 2023, and its consolidated profit (financial performance including other comprehensive income), its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

#### BASIS OF OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Group 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 consolidated Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on consolidated Ind AS financial statements.

#### KEY AUDIT MATTERS

Key audit matter	How the matter was addressed in our audit
<p>Allowances for expected credit losses ('ECL'):</p> <p>The holding company has reported that 'As at 31 March 2023, the carrying value of loan assets measured at amortised cost, aggregated ₹ 419.95 crore (net of allowance of expected credit loss ₹ 2.05 crore) constituting approximately 61.66 % of the Company's total assets.</p> <p>Significant judgment has been used in classifying these loan assets and applying appropriate measurement principles. ECL on such loan assets is a critical estimate involving greater level of judgment by the management.</p> <p>As part of risk assessment, determined that ECL on such loan assets has a high degree of estimation which may be uncertain, with a potential range of reasonable outcomes for the standalone financial statements. The elements of estimating ECL which involved increased level of audit focus are the following:</p> <ul style="list-style-type: none"> <li>Quantitative and Qualitative factors used in staging the loan assets measured at amortised cost;</li> <li>Basis used for estimating Loss Given Default ('LGD'), Probabilities of Default ('PD'), and exposure at default ('EAD') product level with past trends;</li> <li>Judgments used in projecting economic scenarios and probability weights applied to reflect future economic conditions; and</li> </ul>	<p>Auditors have examined the policies approved by the Boards of Directors of the Holding Company and of the subsidiary that articulate the objectives of managing each portfolio and their business models. Also verified the methodology adopted for computation of ECL ('ECL Model') that addresses policies approved by the Boards of Directors, procedures and controls for assessing and measuring credit risk on all lending exposures measured at amortised cost. Additionally, have confirmed that adjustments to the output of the ECL Model is consistent with the documented rationale and basis for such adjustments and that the amount of adjustment been approved by the Audit Committee of the Board of Directors. Audit procedures related to the allowance for ECL included the following, among others:</p> <p>Testing the design and operating effectiveness of the following:</p> <ul style="list-style-type: none"> <li>Completeness and accuracy of the Exposure at Default ('EAD') and the classification thereof into stages consistent with the definitions applied in accordance with the policy approved by the Board of Directors including the appropriateness of the qualitative factors to be applied.</li> <li>accuracy of the computation of the ECL estimate including methodology used to determine macro-economic overlays and adjustments to the output of the ECL Model;</li> <li>completeness, accuracy and appropriateness of information used in the estimation of the PD and LGD for the different stages depending on the nature of the portfolio;</li> </ul>

Key audit matter	How the matter was addressed in our audit
<ul style="list-style-type: none"> <li>Adjustments to model driven ECL results to address emerging trends.</li> </ul>	<p>Testing details on a sample basis in respect of the following:</p> <ul style="list-style-type: none"> <li>the mathematical accuracy of the ECL computation by using the same input data as used by the company;</li> <li>accuracy and completeness of the input data such as period of default and other related information used in estimating the PD;</li> <li>completeness and accuracy of the staging of the loans and the underlying data based on which the ECL estimates have been computed.</li> <li>evaluating the adequacy of the adjustment after stressing the inputs used in determining the output as per the ECL model to ensure that the adjustment was in conformity with the overlay amount approved by the audit committee of the company.</li> </ul>

## INFORMATION OTHER THAN THE CONSOLIDATED IND AS FINANCIAL STATEMENTS AND AUDITORS REPORT THEREON

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

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

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED IND AS FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated Ind AS financial statements that give a true and fair view of the consolidated state of affairs(financial position), consolidated profit or loss (financial performance including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act

for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated Ind AS financial statements, the respective management of the company included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the Group's financial reporting process.

## AUDITOR'S RESPONSIBILITY

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statement 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 consolidated Ind AS 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 consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiary, which are incorporated in India, have adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group'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 consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current period and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors of the Holding Company as on 31st March 2023, taken on record by the Board of Directors of the Holding Company, none of the directors is disqualified as on 31st March 2023, from being appointed as a director in terms of section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of

the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Group litigation is mentioned in notes to accounts.
- ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.
- iv. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
  - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Group or

- b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

- h) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Holding Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **Bansal Bansal & Co.**  
Chartered Accountants  
FRN: 100986W

Sd/-  
**Jatin Bansal**  
(Partner)  
Membership No.135399  
UDIN:23135399BGZFSI2981

Place : Mumbai  
Dated : 23rd May 2023

## ANNEXURE – A TO THE AUDITOR’S REPORT

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

In conjunction with our audit of the consolidated Ind AS financial statements of **TRUCAP FINANCE LIMITED** (formerly known as DHANVARSHA FINVEST LIMITED) (“Holding Company”) as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, which is a company incorporated in India, as of that date.

### Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary company, which is incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditors’ Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiary company, which is incorporated in India, 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 Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial control and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Ind AS 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 internal financial controls with reference to financial statements of Holding Company and its subsidiary company.

### 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 Ind AS 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 Ind AS 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 Ind AS 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 and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary company, which is a company incorporated in India, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Bansal Bansal & Co.**  
Chartered Accountants  
FRN: 100986W

Sd/-  
**Jatin Bansal**  
(Partner)  
Membership No.135399  
UDIN:23135399BGZFSI2981

Place : Mumbai  
Dated : 23rd May 2023



**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2023**

(₹ in lakhs)

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
<b>Assets</b>			
<b>Financial Assets</b>			
(a) Cash and cash equivalents	4	3,800.88	5,855.55
(b) Bank balances other than cash and cash equivalents	5	4,973.96	2,024.03
(c) Receivables	6		
(i) Trade receivables		3,900.46	1,599.91
(ii) Other receivables		-	46.96
(d) Loans	7	41,790.77	28,812.20
(e) Investments	8	4,861.00	2,589.37
(f) Other financial assets	9	837.52	571.74
<b>Total financial assets</b>		<b>60,164.59</b>	<b>41,499.76</b>
<b>Non Financials Assets</b>			
(a) Current tax assets (net)	10	729.80	246.43
(b) Deferred tax assets (net)	11	10.57	83.93
(c) Property, plant and equipment	12	1,327.06	899.60
(d) Right of use assets	12	583.02	637.38
(e) Capital work in progress	12	73.39	194.23
(f) Intangible assets under development	12	2,819.27	2,232.37
(g) Other intangible assets	13	508.62	720.36
(h) Other non-financials assets	14	908.46	653.11
<b>Total non financials assets</b>		<b>6,960.19</b>	<b>5,667.41</b>
<b>Total Assets</b>		<b>67,124.78</b>	<b>47,167.17</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Liabilities</b>			
<b>Financial Liabilities</b>			
(a) Payables	15		
(i) Trade payables			
Total outstanding dues of micro enterprises and small enterprises		39.53	133.31
Total outstanding dues of creditors other than micro enterprises and small enterprises		172.56	242.86
(ii) Other payables			
Total outstanding dues of micro enterprises and small enterprises		26.28	37.79
Total outstanding dues of creditors other than micro enterprises and small enterprises		9.67	169.19
(b) Debt Securities	16	374.12	3,821.46
(c) Borrowings (Other than Debt Securities)	17	43,877.54	24,826.19
(d) Other financial liabilities	18	130.55	217.38
<b>Total financial liabilities</b>		<b>44,630.25</b>	<b>29,448.18</b>
<b>Non-Financial Liabilities</b>			
(a) Current tax liabilities (net)	10	36.85	36.86
(b) Provisions	19	58.85	111.00
(c) Deferred tax liabilities (net)	11	-	-
(d) Other non-financial liabilities	20	789.91	363.45
<b>Total non-financial liabilities</b>		<b>885.61</b>	<b>511.31</b>
<b>Total Liabilities</b>		<b>45,515.86</b>	<b>29,959.49</b>
<b>EQUITY</b>			
(a) Equity share capital	21	2,324.29	1,776.78
(b) Other equity	22	19,284.63	15,430.90
<b>Total Equity</b>		<b>21,608.92</b>	<b>17,207.68</b>
<b>Total Liabilities and Equity</b>		<b>67,124.78</b>	<b>47,167.17</b>

Significant accounting policies and notes to the consolidated financial statements 1 to 58

As per our report of even date attached

For and on behalf of the Board of Directors of  
TRUCAP FINANCE LIMITED [Formerly Dhanvarsha Finvest Limited]  
CIN: L24231MH1994PLC334457

For Bansal Bansal & Co  
Chartered Accountants  
ICAI FRN 100986W

Sd/-  
Jatin Bansal  
Partner  
Membership No. 135399  
Mumbai  
Date : May 23, 2023

Sd/-  
Rohanjeet Singh Juneja  
Managing Director & CEO  
DIN: 08342094

Sd/-  
Sanjay Kukreja  
Chief Financial Officer

Sd/-  
Rushina Mehta  
Non-Executive Non-Independent Director  
DIN: 01042204

Sd/-  
Sonal Sharma  
Company Secretary  
M. No. A33260

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

Particulars	Note No	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>I. Revenue from operations</b>			
(i) Interest income	23	9,313.28	4,536.31
(ii) Fees and commission income	24	2,910.61	2,873.15
(iii) Net gain on fair value changes	25	87.75	164.67
<b>Total Revenue from operations</b>		<b>12,311.64</b>	<b>7,574.13</b>
<b>II. Other income</b>	26	68.83	24.07
<b>III. Total Income (I+II)</b>		<b>12,380.47</b>	<b>7,598.20</b>
<b>IV. Expenses</b>			
(i) Finance costs	27	5,079.24	2,435.97
(ii) Fees and commission expense	28	132.48	69.27
(iii) Impairment on financial instruments	29	(158.42)	207.34
(iv) Employee benefits expenses	30	2,895.31	1,853.86
(v) Depreciation, amortization and impairment	31	771.12	474.69
(vi) Others expenses	32	3,414.19	1,838.23
<b>Total Expenses</b>		<b>12,133.92</b>	<b>6,879.36</b>
<b>V. Profit before exceptional items and tax (III-IV)</b>		246.55	718.84
Exceptional Items		-	-
<b>VI. Profit before tax (III-IV)</b>		246.55	718.84
<b>VII. Tax expense:</b>	33		
Current tax		111.62	285.25
Deferred tax		71.79	35.11
Earlier years tax		-	-
<b>Total Tax Expense</b>		<b>183.41</b>	<b>320.36</b>
<b>VIII. Profit for the period (VI-VII)</b>		63.14	398.48
<b>IX. Other comprehensive income</b>			
Items that will not be reclassified to profit or loss :			
(i) Remeasurement gain / (loss) on defined benefit plan		5.31	1.16
(ii) Income tax impact on above	33	(1.27)	(0.18)
<b>Total</b>		<b>4.04</b>	<b>0.98</b>
<b>Other comprehensive income/(loss) (A+B)</b>		4.04	0.98
<b>X. Total comprehensive income (VIII+IX)</b>		<b>67.18</b>	<b>399.46</b>
<b>XI. Earnings per equity share</b>	34		
Basic (INR)		0.06	0.52
Diluted (INR)		0.06	0.45
Significant accounting policies and notes to the consolidated financial statements	1 to 58		

As per our report of even date attached

For and on behalf of the Board of Directors of  
TRUCAP FINANCE LIMITED [Formerly Dhanvarsha Finvest Limited]  
CIN: L24231MH1994PLC334457

For Bansal Bansal & Co  
Chartered Accountants  
ICAI FRN 100986W

Sd/-  
Jatin Bansal  
Partner  
Membership No. 135399  
Mumbai  
Date : May 23, 2023

Sd/-  
Rohanjeet Singh Juneja  
Managing Director & CEO  
DIN: 08342094

Sd/-  
Sanjay Kukreja  
Chief Financial Officer

Sd/-  
Rushina Mehta  
Non-Executive Non-Independent Director  
DIN: 01042204

Sd/-  
Sonal Sharma  
Company Secretary  
M. No. A33260

**CONSSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Net profit before taxes</b>	246.55	718.84
<b>Adjustment for:</b>		
Interest Income from Fixed Deposits	(119.06)	(99.64)
Profit on sale of property, plant and equipment	-	(0.01)
Profit on sale of Investment property	-	-
Depreciation / Amortisation	771.12	474.69
Impairment on financial instruments	(158.42)	200.48
Realised gain on investments	(77.46)	(164.15)
Unrealised gain on investments	(10.29)	(0.51)
Fee Income Recognition per EIR	(112.13)	(112.13)
Employee share based payment expenses	94.81	(22.45)
Cash outflow towards finance cost	(5,078.85)	(2,435.24)
<b>Operating (loss)/ profit before working capital changes</b>	<b>(4,443.73)</b>	<b>(1,440.12)</b>
<b>Movement in working capital</b>		
(Increase)/decrease in Loans	(12,601.66)	(18,953.58)
(Increase)/Decrease in other financial assets	(110.94)	1,634.04
(Increase)/Decrease in other assets	(96.63)	(142.42)
(Increase)/Decrease in Trade Receivable	(2,217.51)	(1,100.42)
Increase/(Decrease) in Other payables	(293.27)	376.21
Increase/(Decrease) in Other Financial liabilities	4,845.14	1,300.82
Increase/(Decrease) in Other liabilities	426.55	194.99
Increase/(Decrease) in provisions	(52.77)	42.25
<b>Cash generated from operations</b>	<b>(14,544.83)</b>	<b>(18,088.23)</b>
Income taxes paid	(594.98)	(381.49)
<b>Net cash from/(utilised in) operating activities</b>	<b>(15,139.81)</b>	<b>(18,469.72)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Property, plant and equipment and Intangible Assets	(1,399.05)	(3,614.93)
Proceeds from sale of Property, plant and equipment and Intangible Assets	-	0.08
Purchase of investment at fair value through profit and loss account	(28,240.07)	(20,512.29)
Proceeds from sale of investment at fair value through profit and loss account	25,893.05	17,242.01
Investment in equity shares of the subsidiary	-	-
Investment in Fixed Deposits	(4,346.36)	(5,234.50)
Proceeds from sale of Fixed Deposits	1,396.00	4,710.00
Interest Income from Fixed Deposits	119.06	99.64
<b>Net cash from/(utilised in) investing activities</b>	<b>(6,577.37)</b>	<b>(7,309.99)</b>

**CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from issue of share capital and share warrants including share premium	3,566.16	192.69
Debt securities issued	-	9,582.89
Debt securities repaid	(3,140.00)	-
Borrowings other than debt securities issued	34,216.39	23,962.70
Proceeds from / (repayment of) borrowings	(14,753.15)	(5,199.33)
Payment of Lease Liability	(216.09)	(111.88)
Dividends paid including dividend distribution tax	(10.80)	(14.34)
<b>Net cash from financing activities</b>	<b>19,662.51</b>	<b>28,412.73</b>
<b>NET (DECREASE)/ INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(2,054.67)</b>	<b>2,633.02</b>
<b>Cash and cash equivalents at the beginning of the financial year</b>	<b>5,855.55</b>	<b>3,222.53</b>
<b>Cash and cash equivalents at end of the year</b>	<b>3,800.88</b>	<b>5,855.55</b>

Reconciliation of cash and cash equivalents as per the cash flow statement

Cash and cash equivalents as per above comprise of the following

(₹ in lakhs)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Balances with banks in Current accounts	3,525.43	5,344.48
Cash on hand (including foreign currencies)	275.45	511.07
Bank deposits with maturity of less than 3 months	-	-
<b>Total</b>	<b>3,800.88</b>	<b>5,855.55</b>

The above consolidated statement of Cash Flows has been prepared under the Indirect Method as set out in the Indian Accounting Standard 7 'Statement of Cash Flows'.

For disclosures relating to changes in liabilities arising from financing activities, refer note 46

Significant accounting policies and notes to the consolidated financial statements 1 to 58

As per our report of even date attached

For and on behalf of the Board of Directors of  
TRUCAP FINANCE LIMITED [Formerly Dhanvarsha Finvest Limited]  
CIN: L24231MH1994PLC334457

For Bansal Bansal & Co  
Chartered Accountants  
ICAI FRN 100986W

Sd/-  
Jatin Bansal  
Partner  
Membership No. 135399  
Mumbai  
Date : May 23, 2023

Sd/-  
Rohanjeet Singh Juneja  
Managing Director & CEO  
DIN: 08342094

Sd/-  
Sanjay Kukreja  
Chief Financial Officer

Sd/-  
Rushina Mehta  
Non-Executive Non-Independent Director  
DIN: 01042204

Sd/-  
Sonal Sharma  
Company Secretary  
M. No. A33260

**STANDALONE STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2023****A. Equity share capital**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	1,776.78	1,529.24
Changes in equity share capital during the year	547.51	247.54
<b>Balance at the end of the year</b>	<b>2,324.29</b>	<b>1,776.78</b>

**B. Other Equity**

(₹ in lakhs)

Particulars	Reserve and Surplus				Money received against share warrants	Share application money pending allotment	Equity component of compound financial instruments	Capital Contribution	Total
	Securities Premium	Employee stock option outstanding	Retained Earnings	Statutory reserve created u/s 45-IC of Reserve Bank of India Act, 1934					
<b>Balance at April 1, 2021</b>	2,027.51	269.22	715.84	291.07	500.00	2.92	4,376.42	279.17	8,462.13
Profit for the year	-	-	398.48	-	-	1.64	-	-	400.12
Additions for the year	2,469.63	-	-	-	-	-	3,309.10	837.46	6,616.19
Deletion for the year	-	-	-	-	(50.00)	(2.92)	-	-	(52.92)
Transfer to statutory reserve created u/s 45-IC of Reserve Bank of India Act, 1934	-	-	(146.48)	146.48	-	-	-	-	-
Options Exercised and lapsed	-	(86.79)	86.79	-	-	-	-	-	-
Share based payments to employees	-	(22.45)	-	-	-	-	-	-	(22.45)
Utilisation of securities premium	-	(35.75)	-	-	-	-	-	-	(35.75)
ESOPs granted to employees of Subsidiary Company	-	70.25	-	-	-	-	-	-	70.25
Remeasurement of defined benefit plans (net of tax)	-	-	0.98	-	-	-	-	-	0.98
Dividend paid	-	-	(7.67)	-	-	-	-	-	(7.67)
Dividend distribution tax	-	-	-	-	-	-	-	-	-
<b>Changes during the year</b>	<b>2,469.63</b>	<b>(74.74)</b>	<b>332.12</b>	<b>146.48</b>	<b>(50.00)</b>	<b>(1.28)</b>	<b>3,309.10</b>	<b>837.46</b>	<b>6,968.77</b>
<b>At March 31, 2022</b>	<b>4,497.14</b>	<b>194.48</b>	<b>1,047.94</b>	<b>437.55</b>	<b>450.00</b>	<b>1.64</b>	<b>7,685.52</b>	<b>1,116.63</b>	<b>15,430.90</b>
Profit for the year	-	-	63.14	-	-	-	-	-	63.14
Additions for the year	10,219.36	-	-	-	465.65	-	(7,685.52)	782.13	3,781.62
Deletion for the year	-	-	-	-	-	(1.64)	-	-	(1.64)
Transfer to statutory reserve created u/s 45-IC of Reserve Bank of India Act, 1934	-	-	(111.77)	111.77	-	-	-	-	-
Options Exercised and lapsed	-	-	-	-	-	-	-	-	-
Share based payments to employees	-	95.39	-	-	-	-	-	-	95.39
Utilisation of securities premium	-	(92.55)	-	-	-	-	-	-	(92.55)
ESOPs granted to employees of Subsidiary Company	-	14.52	-	-	-	-	-	-	14.52
Remeasurement of defined benefit plans (net of tax)	-	-	4.04	-	-	-	-	-	4.04
Dividend paid	-	-	(10.80)	-	-	-	-	-	(10.80)
Dividend distribution tax	-	-	-	-	-	-	-	-	-
<b>Changes during the year</b>	<b>10,219.36</b>	<b>17.36</b>	<b>(55.39)</b>	<b>111.77</b>	<b>465.65</b>	<b>(1.64)</b>	<b>(7,685.52)</b>	<b>782.13</b>	<b>3,853.72</b>
<b>At March 31, 2023</b>	<b>14,716.50</b>	<b>211.84</b>	<b>992.56</b>	<b>549.32</b>	<b>915.65</b>	<b>-</b>	<b>-</b>	<b>1,898.76</b>	<b>19,284.63</b>

Significant accounting policies and notes to the consolidated financial statements 1 to 58

As per our report of even date attached

For and on behalf of the Board of Directors of  
TRUCAP FINANCE LIMITED [Formerly Dhanvarsha Finvest Limited]  
CIN: L24231MH1994PLC334457

For Bansal Bansal & Co  
Chartered Accountants  
ICAI FRN 100986W

Sd/-  
Jatin Bansal  
Partner  
Membership No. 135399  
Mumbai  
Date : May 23, 2023

Sd/-  
Rohanjeet Singh Juneja  
Managing Director & CEO  
DIN: 08342094

Sd/-  
Sanjay Kukreja  
Chief Financial Officer

Sd/-  
Rushina Mehta  
Non-Executive Non-Independent Director  
DIN: 01042204

Sd/-  
Sonal Sharma  
Company Secretary  
M. No. A33260

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****1. Basis of preparation****A. Statement of compliance**

The Consolidated financial statements relates to M/s. TruCap Finance Limited [Formerly Dhanvarsha Finvest Limited] (the "Holding Company") and its subsidiary (together constitute as the "Group"). The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and other relevant provisions of the Act.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are

applied consistently to all the financial years presented in the financial statement.

The financial statements of the Company are presented as per Schedule III (Division III) to the Act applicable to Non Banking Financial Companies (NBFCs), as notified by the MCA.

These financial statements are approved for issue by the Board of Directors on May 23, 2023.

**B. Basis of consolidation**

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The financial statements of following subsidiary is included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

<b>Name of the subsidiary</b>	<b>Name of the parent entity</b>	<b>Ownership in % either directly or through subsidiaries</b>	<b>Country of incorporation</b>
DFL Technologies Private Limited	TruCap Finance Limited [Formerly Dhanvarsha Finvest Limited]	100%	India

The Group combines the financial statements of the parent and its subsidiary line by line adding together like items of assets, liabilities, equity, income and expenses.

Intra-group balance and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

**C. Functional and presentation currency**

The consolidated financial statements are presented in Indian Rupees (INR) which is also the Group's functional currency. All the amounts are rounded to the nearest lakhs with two decimals, except when otherwise indicated.

**D. Basis of Measurement**

The consolidated financial statements of the Group are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the Act, except for:

- Financial instruments – measured at fair value
- Employees Stock Option plan as per fair value of the option
- Employee's Defined Benefit Plan as per actuarial valuation.

**E. Use of Estimates and Judgements**

The preparation of consolidated financial statements in accordance with Ind AS requires use of judgements, estimates and assumptions for some items, which might have an effect on their recognition and measurement in the balance sheet and statement of profit and loss. The actual amounts realized may differ from these estimates. The estimates and the underlying assumptions are reviewed on an ongoing basis.

Judgments, estimates and assumptions are recognised in particular for:

**i. Business model Assessment**

Classification and measurement of financial assets depends on the results of the Solely Payments of Principal and Interest and the business model test. The Group determines the business model at a level that reflects how Group's of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortised cost or fair value through

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

### ii. **Determination of estimated useful lives of property, plant, equipment:**

Useful lives of property, plant and equipment are based on nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes and maintenance support.

### iii. **Recognition and measurement of defined benefit obligations:**

The obligation arising from defined benefit plan is determined on the basis of actuarial valuation. Key actuarial assumptions which form the basis of above valuation includes discount rate, trends in salary escalation, demographics and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Further details are disclosed in Note 38

### iv. **Recognition of deferred tax assets:**

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

### v. **Recognition and measurement of provisions and contingencies**

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

### vi. **Fair value of financial instruments**

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique.

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Refer Note 45 about determination of fair value. For recognition of impairment loss on other financial assets and risk exposures, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month expected credit loss (ECL) is used to provide for impairment loss.

### vii. **Impairment of financial assets**

The Group recognizes loss allowances for expected credit losses on its financial assets measured at amortized cost. At each reporting date, the Group assesses whether the above financial assets are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. The Group follows 'general approach' for recognition of impairment loss allowance on loan and advances. Under this approach impairment provisions for financial assets are based on assumption about the risk of default and expected loss rates. Judgement in making these assumptions and selecting the inputs to the impairment calculation are based on past history, existing market condition as well as forward looking estimates at the end of each reporting period.

### viii. **Impairment of non-financial assets**

Impairment exists when the carrying value of an asset or cash generating unit (CGU) exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a discounted cash flow

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

model. The cash flows are derived from the budget and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the assets of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

### F. Standards issued but not effective:

The amendments are proposed to be effective for reporting periods beginning on or after April 1, 2020:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2021.

### 2. Significant accounting policies

A summary of the significant accounting policies applied in the preparation of the consolidated financial statements is as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

#### A. Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefit associated with these will flow with the Group and the cost of the item can be measured reliably.

Borrowing costs to the extent related/attributable to the acquisition/construction of property, plant and equipment that takes substantial period of time to get ready for their intended use are capitalized up to the date such asset is ready for use.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. 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 included in the statement of profit and loss when the asset is derecognised.

The Group identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the

asset and has useful life that is materially different from that of the remaining asset.

#### Depreciation on plant, property and equipment

Depreciation on property, plant and equipment (except motor vehicles) is provided on straightline method at estimated useful life, which is in line with the estimated useful life as specified in Schedule II of the Companies Act, 2013.

Particulars	Useful Life as per prescribed in Schedule II of the Act (year)
Computers	3
Networks and Servers	6
Furniture and fixtures	10
Office equipment	5

Motor vehicles are depreciated over a period of eight years on written down value method. Leasehold improvement is amortized over the period of the lease.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Leasehold improvements include all expenditure incurred on the leasehold premises that have future economic benefits.

#### B. Capital Work in Progress

Capital work-in-progress are carried at cost, comprising direct cost and related incidental expenses to acquire the property, plant and equipment. Assets which are not ready for intended use are also shown under capital work-in-progress

#### C. Intangible assets

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

Development expenditure on software is capitalized as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise it is recognized in the profit or loss.

Borrowing costs to the extent related/attributable to the acquisition/construction of intangible asset that takes substantial period of time to get ready for their intended use are capitalized from the date it meets capitalization criteria till such asset is ready for use.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Intangible assets are amortized on a straight line basis over the estimated useful economic life.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

A summary of amortization policies applied to the Group's intangible assets is as below:

Particulars	Useful life (years)
Computer software	5

### D. Intangible Assets Under Development

It includes assets not ready for the intended use and are carried at cost, comprising direct cost and related incidental expenses.

### E. Impairment of property, plant and equipment and intangible assets

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired, if any such indication exists, the Group estimates the recoverable amount of the assets.

If such recoverable amount of asset or recoverable amount of cash generating unit which the asset belongs to, is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at balance sheet date there is an indication that a previously assessed impaired loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost. Recoverable amount is the higher of an asset's or cash generating unit's net selling price and value in use.

### F. Revenue recognition

#### i. Interest income

Interest income for all financial instruments except for those measured or designated as at Fair Value Through Profit and Loss account (FVTPL) are recognised in the profit or loss account using the effective interest method (EIR). Interest on financial instruments measured as at FVTPL is included within the fair value movement during the period.

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised

cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for expected credit losses (ECLs)).

Interest income on credit impaired assets is recognised by applying the effective interest rate to the net amortised cost (net of provision) of the financial asset.

EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the expected cash flows are estimated by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

#### ii. Processing fee and application fee:

Income from application and processing fees including recovery of documentation not forming part of effective rate calculation charges are recognised upfront.

#### iii. Delayed payment charges, penal Interest, other penal charges, foreclosure charges :

Delayed Payment charges, Penal Interest, Other Penal Charges, Foreclosure Charges are recognised on receipt basis on account of uncertainty of the ultimate collection of the same.

#### iv. Dividends:

Dividend income is recognized when the Company's right to receive dividend is established on the reporting date.

#### v. Fees & commission income:

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

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

**Step 2:** Identify performance obligations in the contract: A performance obligation is a promise

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

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.

### vi. Other Income and Expenses

Other income and expenses are recognised in the period they occur

### vii. 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 debt instruments measured at FVOCI.

## G. Leases

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.

### As a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property and hence disclosed in 'property, plant and equipment' and lease liabilities in 'Borrowings' in the statement of financial position.

On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-to-use asset, and finance cost for interest accrued on lease liability.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of properties that are having non-cancellable lease term of less than 12 months and low value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

### As a lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Group is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

## H. Financial Instruments

### i. Classification of financial instruments

The Group 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 instruments to be measured at fair value through profit or loss account

The classification depends on the contractual terms of the cashflows of the financial assets and the Group's business model for managing financial assets which are explained below:

#### Business model assessment

The Group determines its business model at the level that best reflects how it manages Group's of financial assets to achieve its business objective.

The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel

- The risks that affect the performance of the business model (and the financial assets held within that business model) and the way those risks are managed
- How managers of the business are compensated (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 sales are also important aspects of the Company's assessment. The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

### The solely payments of principal and interest (SPPI) test

As a second step of its classification process the Group assesses the contractual terms of financial assets to identify whether they meet the SPPI test.

'Principal' for the purpose of this test is 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 Group 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 Group 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 at amortised cost:

The Group classifies the financial assets at amortised cost if the contractual cash flows represent solely payments of principal and interest on the principal

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

amount outstanding and the assets are held under a business model to collect contractual cash flows. The gains and losses resulting from fluctuations in fair value are not recognised for financial assets classified in amortised cost measurement category.

### iii. Financial assets at fair value through other comprehensive income (FVOCI):

The Group classifies the financial assets as FVOCI if the contractual cash flows represent solely payments of principal and interest on the principal amount outstanding and the Group's business model is achieved by both collecting contractual cash flow and selling financial assets. In case of debt instruments measured at FVOCI, changes in fair value are recognised in other comprehensive income. The impairment gains or losses, foreign exchange gains or losses and interest calculated using the effective interest method are recognised in profit or loss. On de-recognition, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment. In case of equity instruments irrevocably designated at FVOCI, gains / losses including relating to foreign exchange, are recognised through other comprehensive income. Further, cumulative gains or losses previously recognised in other comprehensive income remain permanently in equity and are not subsequently transferred to profit or loss on derecognition.

### iv. Financial instruments at fair value through profit and loss account (FVTPL)

**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.

### Financial instruments designated as measured at fair value through profit or loss

Upon initial recognition, financial instruments may be designated as measured at fair value through profit or loss. A financial asset may only be designated at fair value through profit or loss if doing so eliminates or significantly reduces measurement or recognition inconsistencies (i.e. eliminates an accounting mismatch) that would otherwise arise from measuring financial assets or liabilities on a different basis. As at the reporting date, the Group does not have any financial instruments designated as measured at fair value through profit or loss.

A financial liability may be designated at fair value through profit or loss if it eliminates or significantly reduces an accounting mismatch or:

- if a host contract contains one or more embedded derivatives; or
- if financial assets and liabilities are both managed and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Where a financial liability is designated at fair value through profit or loss, the movement in fair value attributable to changes in the Group's own credit quality is calculated by determining the changes in credit spreads above observable market interest rates and is presented separately in other comprehensive income. As at the reporting date, the Group has not designated any financial instruments as measured at fair value through profit or loss.

### v. Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

### vi. Derecognition of financial assets and financial liabilities

Recognition

- Loans and Advances are initially recognised when the funds are transferred to the customers' account or delivery of assets by the dealer, whichever is earlier.
- Investments are initially recognised on the settlement date.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

- c) Borrowings are initially recognised when funds reach the Group.
- d) Other financial assets and liabilities are initially recognised on the trade date, i.e., the date that the Group becomes a party to the contractual provisions of the instrument. This includes regular way trades: purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place.

Derecognition of financial assets due to substantial modification of terms and conditions:

The Group derecognises a financial asset, such as a loan to a customer, when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new loan, with the difference recognised as a derecognition gain or loss, to the extent that an impairment loss has not already been recorded. The newly recognised loans are classified as Stage 1 for ECL measurement purposes, unless the new loan is deemed to be Purchased or Originated as Credit Impaired (POCI).

If the modification does not result in cash flows that are substantially different, the modification does not result in derecognition. Based on the change in cash flows discounted at the original EIR, the Group records a modification gain or loss, to the extent that an impairment loss has not already been recorded.

Derecognition of financial assets other than due to substantial modification :

- a) Financial assets
 

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

The Group has transferred the financial asset if, and only if, either:

  - i. The Group has transferred its contractual rights to receive cash flows from the financial asset, or
  - ii. It retains the rights to the cash flows, but has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement.

A transfer only qualifies for derecognition if either:

- i. The Group has transferred substantially all the risks and rewards of the asset, or
- ii. The Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset. The Group considers control to be transferred if and only if, the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer.

### b) Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in profit or loss. As at the reporting date, the Group does not have any financial liabilities which have been derecognised.

## vii. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realise an asset and settle the liabilities simultaneously.

## viii. Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity in accordance with the substance of the contractual arrangements. These are recognized at the amount of the proceeds received, net of direct issue costs.

## ix. Compound Financial Instruments

Compulsorily convertible instruments with a fixed conversion ratio are separated into liability and equity components. On issuance of the said instruments, the liability component (being the present value of the future interest cash outflows discounted at a market rate for an equivalent non-convertible instrument) is reduced from the fair value of the instrument to arrive at the equity

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

component. This Equity component is disclosed separately under Other Equity.

### I. Impairment of financial assets:

The Holding Company records allowance for expected credit losses (ECL) for all loans and debt investments, together with loan commitments to customers. The ECL allowance is based on the credit losses expected to arise over the life of the asset, unless there has been no significant increase in credit risk since origination, in which case the allowance is based on the 12 months' expected credit loss. Both life time expected credit loss and 12 months' expected credit loss are calculated on individual loan / instrument basis.

At the end of each reporting period, the Holding Company performs an assessment of whether the loan's / investment's credit risk has increased significantly since initial recognition by considering the change in the risk of default occurring over the remaining life of the asset.

The method and significant judgments used while computing the expected credit losses and information about the exposure at default, probability of default and loss given default have been set out in note 46 (Risk Management).

### Simplified approach for trade/other receivables and contract assets

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade/other receivables that do not contain a significant financing component. The application of simplified approach does not require the Company to track changes in credit risk. It recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. At every reporting date, the historical observed default rates are updated for changes in the forward-looking estimates. For trade receivables that contain a significant financing component a general approach is followed.

### Write-offs

The Holding Company reduces the gross carrying amount of a financial asset when the Holding Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. This is generally the case when the Holding 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.

### J. Determination of fair value

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a financial asset takes into account a market participant's ability to generate economic benefits by using the asset in

its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as summarised below:

Level 1: quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (e.g. as prices) or indirectly (e.g. derived from the prices).

Level 3: inputs for the current assets or liability that are not based on observable market data (unobservable inputs).

### K. Retirement and other employee benefits

#### Defined contribution schemes

The employees of the Holding Company who have opted, are entitled to receive benefits under the Provident Fund Scheme and Employee Pension Scheme, defined contribution plans in which both the employee and the Holding Company contribute monthly at a stipulated rate. The Holding 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.

#### Defined benefit plans

Provision for Gratuity is recorded on the basis of actuarial valuation certificate provided by the actuary using Projected Unit Credit Method.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Holding Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the statement of profit and loss. Net interest expense / (income) on the defined liability / (assets) is computed by applying the discount rate, used to measure the net defined liability / (asset). Net interest expense and other expenses related to defined benefit plans are recognised in the statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

relates to past service or the gain or loss on curtailment is recognised immediately in the statement of profit and loss. The Holding Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

### Other long term employee benefits

The Holding Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

## L. Share based payments

### Employees stock options plans ("ESOPs") - equity settled

The Holding Company grants share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Holding Company's operations. Employees (including directors) of the Holding Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity settled transactions").

The cost of equity-settled transactions with employees and directors for grants is measured by reference to the fair value at the date at which they are granted. The cost of equity-settled transactions is recognised in statement profit and loss, together with a corresponding increase in other equity, representing contribution received from the shareholders, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

## M. Income taxes

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of temporary timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary timing differences. Deferred tax assets are recognized for deductible temporary timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

At each reporting date, the Group re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Group writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

### Minimum alternate tax

Minimum Alternate Tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Group will pay normal income tax during the specified period.

## N. 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

- At 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.
- By considering all the contractual terms of the financial instrument in estimating the cash flows.
- 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.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Interest expense includes issue costs that are initially recognised as part of the carrying value of the financial liability and amortised 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.

### O. Foreign currency transactions and balances

#### a. Initial recognition:

Foreign currency transactions are recorded in the reporting currency (which is Indian Rupees), by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

#### b. Conversion:

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

#### c. Exchange differences:

All exchange differences arising on settlement or translation of monetary items are recognized as income or as expenses in the period in which they arise.

### P. Earnings per share

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

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

### Q. Segmental reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the

chief operating decision maker evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

The Joint Managing Directors of the Holding Company assesses the financial performance and position of the Group and make strategic decisions and hence has been identified as being chief operating decision maker.

### R. Provisions

A provision is recognized when the Group has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the reporting date. These are reviewed at each reporting date and adjusted to reflect the current best estimates.

### S. Contingent liabilities and assets

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 Group 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 Group does not recognize a contingent liability but discloses its existence in the financial statements. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements if the inflow of the economic benefit is probable than it is disclosed in the financial statements.

### T. Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

### U. Good and service tax input credit

Goods and Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing / utilising the credits. The Company has opted to claim 50% of eligible input tax credit on inputs, capital goods and input services and the balance 50% is charged to the statement of profit and loss as per applicable provisions.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 4 Cash and cash equivalents

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Cash on hand	274.28	510.03
Foreign currency on hand	1.17	1.04
Balance with Bank (of the nature of cash and cash equivalents)	3,525.43	5,344.48
<b>Total</b>	<b>3,800.88</b>	<b>5,855.55</b>

### 5 Bank balances other than cash and cash equivalents

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Unclaimed dividend accounts	16.60	17.03
Bank deposit with original maturity for more than three months	4,957.36	2,007.00
<b>Total</b>	<b>4,973.96</b>	<b>2,024.03</b>

Note: 1) Fixed deposit earns interest at a fixed interest rate.

2) Bank deposits amounting to ₹ 2365.60 Lakhs (March 31, 2022 - 2,007.00 lakhs) pledged as lien against borrowings.

### 6 Receivables

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(i) Trade Receivable</b>		
Considered good - secured	-	-
Considered good - unsecured	3,900.46	1,599.91
Trade receivables which have significant increase in credit risk	18.57	18.57
Trade receivables credit impaired	-	-
<b>Gross</b>	<b>3,919.03</b>	<b>1,618.48</b>
Less: Allowances for impairment loss on credit impaired trade receivables (Refer Note 46)	(18.57)	(18.57)
<b>Total (Refer Note 46)</b>	<b>3,900.46</b>	<b>1,599.91</b>
<b>(ii) Other Receivables</b>		
Considered good - secured	-	-
Considered good - unsecured	-	46.96
Trade receivables which have significant increase in credit risk	-	-
Trade receivables credit impaired	-	-
<b>Total</b>	<b>-</b>	<b>46.96</b>
Less: Allowances for impairment loss on credit impaired trade receivables (Refer Note 46)	-	-
<b>Total</b>	<b>3,900.46</b>	<b>1,646.87</b>

- No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person.
- No trade receivables are due from firms or private Companies respectively in which any director is a partner, a director or a member. However, Other receivables balance as at March 31, 2023 includes ₹ Nil (March 31, 2022: ₹ 46.96 lakhs) due from firms or private Companies respectively in which any director is a partner, a director or a member.
- The Group has not entered in any supplier finance arrangements during the financial year 2022-23.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

**Aging of trade receivables**

Particulars	FY 2022-23						
	Unbilled	Not due	Outstanding for following periods from the due date				Total
			Less than 1 year	1-2 years	2-3 years	more than 3 years	
<b>Undisputed trade receivables:</b>							
Considered good	-	-	3,900.46	-	-	-	3,900.46
Which have significant increase in credit risk	-	-	18.57	-	-	-	18.57
Credit impaired	-	-	(18.57)	-	-	-	(18.57)
<b>Total</b>	<b>-</b>	<b>-</b>	<b>3,900.46</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,900.46</b>
<b>Disputed trade receivables</b>							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Particulars	FY 2021-22						
	Unbilled	Not due	Outstanding for following periods from the due date				Total
			Less than 1 year	1-2 years	2-3 years	more than 3 years	
<b>Undisputed trade receivables</b>							
Considered good	-	-	1,646.87	-	-	-	1,646.87
Which have significant increase in credit risk	-	-	18.57	-	-	-	18.57
Credit impaired	-	-	(18.57)	-	-	-	(18.57)
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1,646.87</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,646.87</b>
<b>Disputed trade receivables</b>							
Considered good	-	-	-	-	-	-	-
Which have significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Reconciliation of impairment loss allowance on trade receivables:**

(₹ in lakhs)

Particulars	Amount
Impairment allowance measured as per simplified approach	
Impairment allowance as per April 01, 2021	2.57
Add: Addition during the year	16.00
(Less): Reduction during the year	-
Impairment allowance as per March 31, 2022	18.57
Add: Addition during the year	-
(Less): Reduction during the year	-
Impairment allowance as per March 31, 2023	<b>18.57</b>

The managements expects no default in receipt of other receivables; also there is no history of default observed by the management. Hence, no ECL has been recognised on other receivables.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 7 Loans and Advances

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Amortised Cost</b>		
<b>Term Loans</b>		
Secured Loans (considered good)	18,275.26	13,711.41
Unsecured Loans (considered good)	23,720.16	15,568.48
<b>Total Gross (A) (Refer Note 7.1 and 46)</b>	<b>41,995.42</b>	<b>29,279.89</b>
Less: Impairment loss allowance (Refer Note 7.2 and 46)	(204.65)	(467.69)
<b>Total Net (A)</b>	<b>41,790.77</b>	<b>28,812.20</b>
(i) Secured by tangible assets	18,275.26	13,711.41
(ii) Secured by intangible assets	-	-
(iii) Covered by Bank/Government Guarantees	-	-
(iv) Unsecured	23,720.16	15,568.48
<b>Total Gross (B)</b>	<b>41,995.42</b>	<b>29,279.89</b>
Less: Impairment loss allowance	(204.65)	(467.69)
<b>Total Net (B)</b>	<b>41,790.77</b>	<b>28,812.20</b>
Loans in India		
(i) Public Sector	-	-
(ii) Others	41,995.42	29,279.89
Loans outside India	-	-
<b>Total Gross (C)</b>	<b>41,995.42</b>	<b>29,279.89</b>
Less: Impairment loss allowance	(204.65)	(467.69)
<b>Total Net (C)</b>	<b>41,790.77</b>	<b>28,812.20</b>

#### 7.1 The ageing analysis of loans (gross of provision) has been considered from the date the contractual payment falls due:

(₹ in lakhs)

Particulars	Stage 1	Stage 2	Stage 3
	Low Credit Risk	Significant increase in credit risk	Credit Impaired
	0-30 DPD	30-90 DPD	> 90 DPD
March 31, 2023			
Secured Loan	18,751.29	919.08	389.39
Unsecured Loan	20,477.60	530.19	927.87
<b>Total</b>	<b>39,228.89</b>	<b>1,449.27</b>	<b>1,317.26</b>
March 31, 2022			
Secured Loan	10,211.87	3,001.57	591.44
Unsecured Loan	14,601.17	547.63	326.21
<b>Total</b>	<b>24,813.04</b>	<b>3,549.20</b>	<b>917.65</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 7.2 The following table summarizes the changes in loss allowances measured using expected credit loss model:

(₹ in lakhs)

Particulars	Stage 1	Stage 2	Stage 3
	Low Credit Risk	Significant increase in credit risk	Credit Impaired
	0-30 DPD	30-90 DPD	More than 90 DPD
ECL Allowance -			
March 31, 2023			
Secured Loan	4.31	2.50	-
Unsecured Loan	33.85	9.68	154.31
<b>Total</b>	<b>38.16</b>	<b>12.18</b>	<b>154.31</b>
March 31, 2022			
Secured Loan	12.87	72.51	72.47
Unsecured Loan	52.14	25.62	232.08
<b>Total</b>	<b>65.01</b>	<b>98.13</b>	<b>304.55</b>

### 7.3 Details of loans and advances in the nature of loans granted to promoters, directors, key managerial personnel and related parties:

Particulars	As at March 31, 2023	As at March 31, 2022
<b>loans:</b>		
Promoters	-	-
Subsidiaries	-	-
Directors	-	-
Key-managerial personnel	-	-
Other related parties	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Advances:</b>		
Promoters	-	-
Subsidiaries	-	-
Directors	-	-
Key-managerial personnel	-	-
Other related parties	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Loans &amp; Advances repayable on demand:</b>		
Loans	-	-
Advances	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 8 Investments

(₹ in lakhs)

Particulars	March 31, 2023						
	Amortised cost	At fair value				Others (at cost)	Total
		Through other comprehensive income	Through profit and loss	Designated at fair value through profit and loss	Sub total		
		(1)	(2)	(3)	(4)	(5=2+3+4)	(6)
(i) Mutual Funds	-	-	4,138.50	-	4,138.50	-	4,138.50
(ii) Securities	-	-	-	-	-	722.50	722.50
(iii) Equity Instruments	-	-	-	-	-	-	-
Subsidiaries (Refer Note 8.1)	-	-	-	-	-	-	-
<b>Total Gross (A)</b>	<b>-</b>	<b>-</b>	<b>4,138.50</b>	<b>-</b>	<b>4,138.50</b>	<b>722.50</b>	<b>4,861.00</b>
(i) Investment outside India	-	-	-	-	-	-	-
(ii) Investment in India	-	-	4,138.50	-	4,138.50	722.50	4,861.00
<b>Total (B)</b>	<b>-</b>	<b>-</b>	<b>4,138.50</b>	<b>-</b>	<b>4,138.50</b>	<b>722.50</b>	<b>4,861.00</b>
Less: Impairment allowance (C)	-	-	-	-	-	-	-
<b>Total Net (A-C)</b>	<b>-</b>	<b>-</b>	<b>4,138.50</b>	<b>-</b>	<b>4,138.50</b>	<b>722.50</b>	<b>4,861.00</b>

(₹ in lakhs)

Particulars	March 31, 2022						
	Amortised cost	At fair value				Others (at cost)	Total
		Through other comprehensive income	Through profit and loss	Designated at fair value through profit and loss	Sub total		
		(1)	(2)	(3)	(4)	(5=2+3+4)	(6)
(i) Mutual Funds	-	-	2,503.70	-	2,503.70	-	2,503.70
(ii) Equity Instruments	-	-	-	-	-	-	-
Subsidiaries (Refer Note 8.1)	-	-	-	-	-	85.67	85.67
<b>Total Gross (A)</b>	<b>-</b>	<b>-</b>	<b>2,503.70</b>	<b>-</b>	<b>2,503.70</b>	<b>85.67</b>	<b>2,589.37</b>
(i) Investment outside India	-	-	-	-	-	-	-
(ii) Investment in India	-	-	2,503.70	-	2,503.70	85.67	2,589.37
<b>Total (B)</b>	<b>-</b>	<b>-</b>	<b>2,503.70</b>	<b>-</b>	<b>2,503.70</b>	<b>85.67</b>	<b>2,589.37</b>
Less: Impairment allowance (C)	-	-	-	-	-	-	-
<b>Total Net (A-C)</b>	<b>-</b>	<b>-</b>	<b>2,503.70</b>	<b>-</b>	<b>2,503.70</b>	<b>85.67</b>	<b>2,589.37</b>

There are no investments measured at FVOCI.

More information regarding the valuation methodologies can be found in Note 46

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****9 Other financial assets**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Security Deposits	151.14	99.69
Other advances*	525.70	472.05
Other Financial Assets	160.68	0.00
<b>Total</b>	<b>837.52</b>	<b>571.74</b>

\* Includes the amount recoverable from related party: Current year ₹ Nil (previous year ₹ Nil)

Gratuity fund: Current year ₹ 26.52 (previous year ₹ Nil) (Refer Note 38)

**10 Current Tax assets/(Liabilities)**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Current Tax assets</b>		
Advance income tax (Net of provisions of ₹ 779.59 lakhs (March 31, 2022 ₹ 667.97 lakhs)	729.80	246.43
<b>Current Tax liabilities</b>		
Provision for current tax (Net of advance tax of ₹ Nil lakhs (March 31, 2022 ₹ Nil lakhs)	(36.85)	(36.86)
<b>Total</b>	<b>692.95</b>	<b>209.57</b>

**11 Deferred tax assets/(liabilities) (net)**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred tax asset on account of:		
Impairment loss allowance	48.46	145.22
Provision on Employee Stock Option	48.16	54.11
Expenses allowable for tax purposes when paid	11.38	28.31
EIR impact on loans measured at amortised cost	38.41	65.22
Other Temporary Differences	-	0.20
Right of Use Assets	18.41	18.70
EIR impact of Subvention Income	-	1.73
Property, plant and equipment and other intangible assets - carrying amount		
Deferred tax liability on account of:		
Property, plant and equipment and other intangible assets - carrying amount	(0.16)	(19.91)
EIR impact of DSA Commission	(56.47)	(64.90)
EIR impact on debt instrument in the nature of borrowings measured at amortised cost	(45.55)	(103.40)
Liability component of Compound Financial Instrument	(43.38)	(35.32)
Other Temporary Differences	(8.68)	(6.02)
EIR impact of Subvention Income	(0.01)	
MAT Entitlement Credit	-	-
<b>Net deferred tax assets</b>	<b>10.57</b>	<b>83.93</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 11.1 Note (a): Summary of deferred tax assets/(liabilities)

(₹ in lakhs)

Particulars	As at April 1, 2021	(Charged)/Credited to P & L	(Charged)/Credited to OCI	Utilised	As at March 31, 2022
Impairment loss allowance	128.20	17.02	-	-	145.22
Provision on Employee Stock Option	74.90	(20.79)	-	-	54.11
Expenses allowable for tax purposes when paid	18.17	10.32	(0.18)	-	28.31
EIR impact on loans measured at amortised cost	32.43	32.79	-	-	65.22
Other Temporary Differences	1.46	(1.26)	-	-	0.20
Right of use assets	-	18.70	-	-	18.70
EIR impact of subvention income	-	1.73	-	-	1.73
Property, plant and equipment and other intangible assets - carrying amount	(22.78)	2.87	-	-	(19.91)
EIR impact of DSA Commission	(28.59)	(36.33)	-	-	(64.91)
EIR impact on debt instrument in the nature of borrowings measured at amortised cost	(44.35)	(59.05)	-	-	(103.40)
Liability component of Compound Financial Instrument	(29.10)	(6.23)	-	-	(35.32)
Other Temporary Differences	(11.12)	5.10	-	-	(6.02)
<b>MAT Entitlement Credit</b>	-	-	-	-	-
<b>Net deferred tax assets/(liability)</b>	<b>119.25</b>	<b>(35.12)</b>	<b>(0.18)</b>	<b>-</b>	<b>83.93</b>

Particulars	As at April 1, 2022	(Charged)/Credited to P & L	(Charged)/Credited to OCI	Utilised	As at March 31, 2023
Impairment loss allowance	145.22	(96.76)	-	-	48.46
Provision on Employee Stock Option	54.11	(5.94)	-	-	48.16
Expenses allowable for tax purposes when paid	28.31	(15.35)	(1.27)	(0.31)	11.38
EIR impact on loans measured at amortised cost	65.22	(26.81)	-	-	38.41
Other Temporary Differences	0.20	(0.20)	-	-	-
Right of use assets	18.70	(0.30)	-	-	18.41
EIR impact of subvention income	1.73	(1.73)	-	-	-
Property, plant and equipment and other intangible assets - carrying amount	(19.91)	19.75	-	-	(0.16)
EIR impact of DSA Commission	(64.91)	8.43	-	-	(56.48)
EIR impact on debt instrument in the nature of borrowings measured at amortised cost	(103.40)	57.84	-	-	(45.55)
Liability component of Compound Financial Instrument	(35.32)	(8.06)	-	-	(43.38)
Other Temporary Differences	(6.02)	(2.66)	-	-	(8.68)
<b>MAT Entitlement Credit</b>	-	-	-	-	-
<b>Net deferred tax assets/(liability)</b>	<b>83.93</b>	<b>(71.78)</b>	<b>(1.27)</b>	<b>(0.31)</b>	<b>10.57</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

**12 (a) Property, plant and equipment**  
**(b) Right of use assets**

(₹ in lakhs)

Particulars	(a) Property, plant and equipment					(b) Right of use assets	
	Computers	Motor Cars	Office Equipment	Furniture and Fixtures	Leasehold Improvements	Total	Right to Use
<b>For the year ended March 31, 2023</b>							
<b>Gross Carrying Amount</b>							
Cost as at April 1, 2022	181.09	24.80	254.93	260.93	400.06	1,121.82	852.19
Additions	53.63	-	215.85	151.46	353.00	773.94	167.05
Adjustments	-	-	-	-	-	-	-
Disposals	8.52	-	-	-	-	8.52	-
<b>Gross carrying value as of March 31, 2023</b>	<b>226.19</b>	<b>24.80</b>	<b>470.79</b>	<b>412.39</b>	<b>753.06</b>	<b>1,887.23</b>	<b>1,019.24</b>
<b>Accumulated Depreciation</b>							
<b>Accumulated Depreciation as at April 1, 2022</b>	<b>77.13</b>	<b>1.88</b>	<b>46.09</b>	<b>24.68</b>	<b>72.43</b>	<b>222.20</b>	<b>214.81</b>
Depreciation charge during the year	55.30	3.90	72.88	35.15	170.75	337.97	221.41
Disposals	-	-	-	-	-	-	-
Impairment loss	-	-	-	-	-	-	-
<b>Accumulated depreciation as of March 31, 2023</b>	<b>132.43</b>	<b>5.78</b>	<b>118.97</b>	<b>59.83</b>	<b>243.17</b>	<b>560.17</b>	<b>436.22</b>
<b>Net carrying value as of March 31, 2023</b>	<b>93.77</b>	<b>19.02</b>	<b>351.81</b>	<b>352.56</b>	<b>509.89</b>	<b>1,327.06</b>	<b>583.02</b>



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Particulars	(a) Property, plant and equipment						(b) Right of use assets	
	Computers	Motor Cars	Office Equipment	Furniture and Fixtures	Leasehold Improvements	Total	Right to Use	Total
<b>For the year ended March 31, 2022</b>								
<b>Gross Carrying Amount</b>								
Cost as at April 1, 2021	111.71	0.17	101.35	153.98	122.76	489.97	549.18	549.18
Additions	69.38	24.63	153.58	106.95	277.30	631.84	192.76	192.76
Adjustments	-	-	-	-	-	-	110.25	110.25
Disposals	-	-	-	-	-	-	-	-
<b>Gross carrying value as of March 31, 2022</b>	<b>181.09</b>	<b>24.80</b>	<b>254.93</b>	<b>260.93</b>	<b>400.06</b>	<b>1,121.81</b>	<b>852.19</b>	<b>852.19</b>
<b>Accumulated Depreciation</b>								
<b>Accumulated Depreciation as at April 1, 2021</b>	35.03	-	9.94	2.00	19.99	66.96	30.36	30.36
Depreciation charge during the year	42.10	1.88	36.15	22.68	52.44	155.25	184.46	184.46
Disposals	-	-	-	-	-	-	-	-
Impairment loss	-	-	-	-	-	-	-	-
<b>Accumulated depreciation as of March 31, 2022</b>	<b>77.13</b>	<b>1.88</b>	<b>46.09</b>	<b>24.68</b>	<b>72.43</b>	<b>222.21</b>	<b>214.81</b>	<b>214.81</b>
<b>Net carrying value as of March 31, 2022</b>	<b>103.96</b>	<b>22.92</b>	<b>208.84</b>	<b>236.25</b>	<b>327.63</b>	<b>899.60</b>	<b>637.38</b>	<b>637.38</b>

\* Revaluations of right to use assets: The right of use assets has been revalued by the Group itself instead of any independent registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****(c) Capital work-in-progress**

(₹ in lakhs)

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Capital work in progress	73.39	194.23
<b>Total</b>	<b>73.39</b>	<b>194.23</b>

**(d) Intangible assets under development**

(₹ in lakhs)

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Intangible assets under development	2,819.27	2,232.37
<b>Total</b>	<b>2,819.27</b>	<b>2,232.37</b>

**Aging of Capital work-in-progress and Intangible assets under development**

(₹ in lakhs)

<b>Particulars</b>	<b>Less than one year</b>	<b>1 - 2 year</b>	<b>2 - 3 year</b>	<b>More than 3 Year</b>	<b>Total</b>
i. Projects in progress					
Capital work in progress	73.39	-	-	-	73.39
Intangible assets under development	2,819.27	-	-	-	2,819.27
<b>Total</b>	<b>2,892.65</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,892.65</b>
ii. Projects temporarily suspended					
Capital work in progress	-	-	-	-	-
Intangible assets under development	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 13 Other intangible assets

(₹ in lakhs)

Particulars	Computer software	Total
<b>For the year ended March 31, 2023</b>		
Gross Carrying Amount		
Cost as at April 1, 2022	947.07	947.07
Additions	-	-
Disposals	-	-
<b>Gross carrying value as of March 31, 2023</b>	<b>947.07</b>	<b>947.07</b>
<b>Accumulated Depreciation</b>		
Accumulated Depreciation as at April 1, 2022	226.71	226.71
Depreciation charge during the year	211.74	211.74
Disposals	-	-
Impairment loss	-	-
Accumulated depreciation as of March 31, 2023	438.45	438.45
<b>Net carrying value as of March 31, 2023</b>	<b>508.62</b>	<b>508.62</b>
<b>For the year ended March 31, 2022</b>		
Gross Carrying Amount		
Cost as at April 1, 2021	283.41	283.41
Additions	663.66	663.66
Disposals	-	-
<b>Gross carrying value as of March 31, 2022</b>	<b>947.07</b>	<b>947.07</b>
<b>Accumulated Depreciation</b>		
Accumulated Depreciation as at April 1, 2021	91.72	91.72
Depreciation charge during the year	134.99	134.99
Disposals	-	-
Impairment loss	-	-
Accumulated depreciation as of March 31, 2022	226.71	226.71
<b>Net carrying value as of March 31, 2022</b>	<b>720.36</b>	<b>720.36</b>

### 14 Other non-financial assets

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Prepaid expense	762.52	437.42
Advance to vendors	8.99	33.58
Advance to employees	41.01	11.55
Balances with statutory/government authorities	95.94	170.56
<b>Total</b>	<b>908.46</b>	<b>653.11</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****15 Payables**

(₹ in lakhs)

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>Trade payables</b>		
Total outstanding dues of micro enterprises and small enterprises	39.53	133.31
Total outstanding dues of creditors other than micro enterprises and small enterprises	172.56	242.86
<b>Total</b>	<b>212.09</b>	<b>376.17</b>
<b>Other payables</b>		
Total outstanding dues of micro enterprises and small enterprises	26.28	37.79
Total outstanding dues of creditors other than micro enterprises and small enterprises	9.67	169.19
<b>Total</b>	<b>35.95</b>	<b>206.98</b>

- i) The Group has not entered in any supplier finance arrangements during the financial year 2022-23.
- ii) Information required to be disclosed in accordance with Micro, Small and Medium Enterprises Development Act, 2006 has been determined based on the parties identified on the basis of information available with the Group. Accordingly, the disclosures relating to amounts unpaid as at the year ended together with interest paid /payable are furnished below:

(₹ in lakhs)

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
The principal amount remaining unpaid to supplier as at the end of the year	65.82	171.10
The interest due thereon remaining unpaid to supplier as at the end of the year	-	-
The amount of interest paid in terms of Section 16, along with the amount of payment made to the supplier beyond the appointed day during the year	-	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
The amount of interest accrued during the year and remaining unpaid at the end of the year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006	-	-

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

Particulars	FY 2022-23						
	Unbilled	Not due	Outstanding for following periods from the due date				Total
			Less than 1 year	1-2 years	2-3 years	more than 3 years	
Undisputed trade payables:							
Micro enterprises and small enterprises	-	-	65.82	-	-	-	65.82
Others	(39.50)	-	221.72	-	-	-	182.22
<b>Total</b>	<b>(39.50)</b>	<b>-</b>	<b>287.54</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>248.04</b>
Disputed trade payables							
Micro enterprises and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

(₹ in lakhs)

Particulars	FY 2021-22						
	Unbilled	Not due	Outstanding for following periods from the due date				Total
			Less than 1 year	1-2 years	2-3 years	more than 3 years	
Undisputed trade payables							
Micro enterprises and small enterprises	-	-	171.10	-	-	-	171.10
Others	19.62	-	392.43	-	-	-	412.05
<b>Total</b>	<b>19.62</b>	<b>-</b>	<b>563.53</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>583.15</b>
Disputed trade payables							
Micro enterprises and small enterprises	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
<b>Total</b>							

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****16 Debt Securities**

(₹ in lakhs)

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
At Amortised Cost		
Unsecured		
Compulsorily Convertible Debentures	-	126.98
Secured		
Non Convertible Debentures - Privately Placed	374.12	3,694.49
<b>Total</b>	<b>374.12</b>	<b>3,821.46</b>
Deb Securities within India	374.12	3,821.46
Deb Securities outside India	-	-
<b>Total</b>	<b>374.12</b>	<b>3,821.46</b>

**Debt Securities Disclosure**

i) Privately placed redeemable non-convertible debenture

(₹ in lakhs)

<b>Tenure (from the date of the Balance Sheet)</b>	<b>Rate of Interest</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
(i) 24-36 Months [of ₹ 10,00,000/- each]	11.00%	-	375.00
(ii) 12-24 Months [of ₹ 10,00,000/- each]	11.00%	360.00	125.00
(iii) 12-24 Months [of ₹ 10,00,000/- each]	11.39%	-	1,500.00
(iv) 12-24 Months [of ₹ 1,000/- each]	11.61%	-	1,500.00
<b>Gross</b>		360.00	3,500.00
Less: Effective Interest Rate Adjustment		14.12	194.49
<b>Net</b>		<b>374.12</b>	<b>3,694.49</b>

**Nature of Security****i) Non-convertible debenture @ 11%**

The facility is secured by exclusive hypothecation of standard loans & advances receivables to maintain a security cover of 1.20 times.

**ii) Privately placed unsecured compulsorily convertible debenture**

(₹ in lakhs)

<b>Tenure (from the date of the Balance Sheet)</b>	<b>Rate of Interest</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
(i) Upto 18 Months [of ₹ 22.26/- each]	2%	-	2,042.40
(ii) Upto 18 Months [of ₹ 80.00/- each]	10%	-	6,582.89
<b>Gross</b>		-	8,625.29
Less: Equity component of compound financial instrument		-	(7,685.52)
Less: Accrued Interest Adjustment		-	(812.79)
<b>Net</b>		<b>-</b>	<b>126.98</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****17 Borrowings (other than debt securities)**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>At amortised cost</b>		
<b>Secured</b>		
<b>Term Loan from Banks</b>		
- from Banks	12,809.80	12,125.94
- from Financial Institutions	29,056.32	12,522.76
<b>Bank Over draft</b>	1,882.87	-
<b>Unsecured</b>		
Loans repayable on demand from other parties	-	-
Lease Liability (Refer Note 49)	128.55	177.49
<b>Total (A)</b>	<b>43,877.54</b>	<b>24,826.19</b>
Borrowings India	43,877.54	24,826.19
Borrowings outside India	-	-
<b>Total (B)</b>	<b>43,877.54</b>	<b>24,826.19</b>
Current borrowings	-	1,249.45
Current maturities of Long term borrowings	41,866.12	10,851.29
Long term borrowings	2,011.42	12,725.45
<b>Total (C)</b>	<b>43,877.54</b>	<b>24,826.19</b>

The Group has not defaulted in the repayment of borrowings and interest as at Balance Sheet date.

**Borrowings Disclosure****i) Term loans from Banks & Financial Institutions**

(₹ in lakhs)

Tenure (from the date of the Balance Sheet)	Terms of Repayment	Rate of Interest	As at March 31, 2023	As at March 31, 2022
49-60 Months	Monthly Instalments		-	355.76
37-48 Months	Monthly Instalments	12.05% - 14.0%	731.32	1,482.56
37-48 Months	Quarterly Instalments	11.80%	249.98	-
25-36 Months	Quarterly Instalments	11.55% - 13.85%	916.67	156.25
25-36 Months	Monthly Instalments	10.55% - 14.50%	3,540.92	3,500.37
13-24 Months	Quarterly Instalments	10.85% - 14.40%	2,929.00	625.00
13-24 Months	Monthly Instalments	10.55% - 14.95%	11,073.42	7,732.26
Upto 12 Months	Bullet Instalments	6.75% - 10.95%	1,955.99	-
Upto 12 Months	Monthly Instalments	10.55% - 15.70%	18,081.13	11,475.74
Upto 12 Months	Quarterly Instalments	10.85% - 14.00%	6,344.96	625.00
<b>Gross</b>			<b>45,823.39</b>	<b>25,952.94</b>
Less: Effective Interest Rate Adjustment			(3,175.14)	(468.30)
Less: Capital Contribution by the Holding Company in the Form of Corporate Guarantee			(782.13)	(835.94)
<b>Net</b>			<b>41,866.12</b>	<b>24,648.70</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Nature of Security

The facility is secured on a first and exclusive charge basis by way of hypothecation over the portfolio loans in such a way that the security cover of 1.10 to 1.33 times is met. Further, the Group has provided additional security by way of lien on Fixed Deposits and Corporate Guarantee in certain cases.

### ii) Bank Overdraft

(₹ in lakhs)

Tenure (from the date of the Balance Sheet)	Rate of Interest	As at March 31, 2023	As at March 31, 2022
Upto 12 Months	10.95%	1,882.87	-

### Nature of Security

The facility is secured by pledge of gold ornaments.

## 18 Other financial liabilities

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Unpaid dividends	14.95	17.03
Loan Pending Disbursal	1.32	-
Payable to employees	14.84	7.43
Other financial liabilities	99.44	192.92
<b>Total</b>	<b>130.55</b>	<b>217.38</b>

## 19 Provisions

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Gratuity (Refer Note 38)	0.61	43.74
Leave encashment (Refer Note 38)	45.76	57.08
PF and ESIC (Refer Note 38)	12.48	10.18
<b>Total</b>	<b>58.85</b>	<b>111.00</b>

## 20 Other non-financial liabilities

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Advance from customers and others	340.68	247.91
Liability towards Statutory Dues	449.23	115.54
Unearned income	-	-
<b>Total</b>	<b>789.91</b>	<b>363.45</b>



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 21 Equity share capital

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>a. Authorised Share Capital</b>		
25,00,00,000 (March 31, 2022: 25,00,00,000) Equity Shares of ₹ 2 each	5,000.00	5,000.00
<b>Total</b>	<b>5,000.00</b>	<b>5,000.00</b>
<b>b. Issued, Subscribed and Paid-up:</b>		
11,62,14,716 (March 31, 2022: 8,88,38,939) Equity Shares of ₹ 2 each	2,324.29	1,776.78
<b>Total</b>	<b>2,324.29</b>	<b>1,776.78</b>

#### c. Reconciliation of number of equity shares:

(₹ in lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Balance as at the beginning of the year	8,88,38,939	1,776.78	7,64,62,145	1,529.24
Issued during the year	2,73,75,277	547.51	1,23,76,794	247.54
<b>Balance as at the end of the year</b>	<b>11,62,14,216</b>	<b>2,324.29</b>	<b>8,88,38,939</b>	<b>1,776.78</b>

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

(₹ in lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Wilson Holdings Private Limited (earlier known as 'Truvalue Agro Ventures Private Limited')	6,56,78,273	56.51%	5,78,69,685	65.14%
Aviator Emerging Market Fund	70,52,500	6.07%	-	-
<b>Total</b>	<b>7,27,30,773</b>	<b>62.58%</b>	<b>5,78,69,685</b>	<b>65.14%</b>

#### e. Shares of the Company held by the Holding Company

Particulars	As at March 31, 2023	As at March 31, 2022
Wilson Holdings Private Limited (earlier known as 'Truvalue Agro Ventures Private Limited')	6,56,78,273	5,78,69,685
<b>Total</b>	<b>6,56,78,273</b>	<b>5,78,69,685</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****f. Details of shareholding of promoters:**

Particulars	As at March 31, 2023		
	Number of shares	Percentage of total No of shares	Percentage of change during the year
Wilson Holdings Private Limited (earlier known as 'Truvalue Agro Ventures Private Limited')	6,56,78,273	56.51%	-8.63%
<b>Total</b>	<b>6,56,78,273</b>	<b>56.51%</b>	<b>-8.63%</b>

Particulars	As at March 31, 2022		
	Number of shares	Percentage of total No of shares	Percentage of change during the year
Wilson Holdings Private Limited (earlier known as 'Truvalue Agro Ventures Private Limited')	5,78,69,685	65.14%	3.78%
<b>Total</b>	<b>5,78,69,685</b>	<b>65.14%</b>	<b>3.78%</b>

**g. Aggregate number of shares issued for consideration other than cash**

Particulars	Number of shares	Number of shares
Shares issued as consideration for acquisition of subsidiary	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**h. Shares reserved for issues under options**

(₹ in lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No of Shares	Amount in ₹	No of Shares	Amount in ₹
Equity shares of ₹ 2 each reserved for issue under employee stock option scheme	26,71,356	53.43	41,51,219	83.02

**i. Terms and rights attached to equity shares**

The Group has only one class of equity shares having a par value of ₹ 2/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be proportional to the number of equity shares held by the shareholders.

**j. The Group has not allotted any bonus shares for the period of 5 years immediately preceding March 31, 2023.****k. Proposed dividends on equity shares**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Proposed dividend on equity shares for the year ended on March 31, 2023: ₹ 0.01 per share (March 31, 2022: ₹ 0.01 per share)	11.62	8.88

**l. Refer Note 41 - Capital for the Company's objectives, policies and processes for managing capital**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****22 Other equity**

(₹ in lakhs)

<b>Particulars</b>	<b>Note</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Securities Premium	(i)	14,716.50	4,497.14
Retained earnings	(ii)	992.56	1,047.94
Employee stock option outstanding reserve	(iii)	211.84	194.48
Statutory reserve created u/s 45-IC of Reserve Bank of India Act, 1934	(iv)	549.32	437.55
Money received against share warrants	(v)	915.65	450.00
Share application money pending allotment	(vi)	-	1.64
Equity component of compound financial instruments	(vii)	-	7,685.52
Capital Contribution towards corporate guarantee	(viii)	1,898.76	1,116.63
<b>Total</b>		<b>19,284.63</b>	<b>15,430.90</b>

**(i) Securities premium**

Securities premium is used to record the premium on issue of shares. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

(₹ in lakhs)

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Balance at the beginning of the year	4,497.14	2,027.51
Add: premium received on issue of shares	10,219.36	2,469.63
<b>Balance at the end of the year</b>	<b>14,716.50</b>	<b>4,497.14</b>

**(ii) Retained earnings**

Retained Earnings are the profits of the Group earned till date net of appropriations.

(₹ in lakhs)

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Balance at the beginning of the year	1,047.94	715.82
Profit for the year	63.14	398.48
Remeasurement of defined benefit plans (net of tax)	4.04	0.98
Transfer to statutory reserve created u/s 45-IC of Reserve Bank of India Act, 1934	(111.77)	(146.48)
Left Employee vested expenses reversed	-	86.79
Dividends	(10.80)	(7.67)
Dividend distribution tax	-	-
ESOP's granted to employees of Subsidiary Company	-	-
<b>Balance at the end of the year</b>	<b>992.56</b>	<b>1,047.94</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****(iii) Employee stock option outstanding reserves**

Employee stock option outstanding reserves is created as required by Ind AS 102 'Share Based Payments' on the Employee Stock Option Scheme operated by the Group for employees of the group

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	194.48	269.21
Add: Share based payment expense	95.39	(22.45)
Add: ESOP's granted to employees of Subsidiary Company	14.52	70.25
Less: Share based payment expense reversed for resigned employees	-	(86.79)
Less: Transfer to securities premium on account of exercise of Options	(92.55)	(35.75)
<b>Balance at the end of the year</b>	<b>211.84</b>	<b>194.48</b>

**(iv) Statutory reserve created u/s 45-IC of Reserve Bank of India Act, 1934**

The Group maintains statutory reserve u/s 45-IC of Reserve Bank of India Act, 1934 under which a specified amount is transferred from retained earnings

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	437.55	291.07
Add: Profit transferred during the year	111.77	146.48
<b>Balance at the end of the year</b>	<b>549.32</b>	<b>437.55</b>

**(v) Money received against share warrants**

money received against share warrants is to be made since shares are yet to be allotted against the share warrants

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	450.00	500.00
Add: Warrants issued during the year	465.65	-
Less: Options exercised during the year	-	50.00
<b>Balance at the end of the year</b>	<b>915.65</b>	<b>450.00</b>

**(vi) Share application money pending allotment**

The amount received on the application on which allotment is not yet made

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	1.64	2.92
Add: Application money received during the year	-	1.64
Less: Allotment made during the year	1.64	(2.92)
<b>Balance at the end of the year</b>	<b>-</b>	<b>1.64</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### (vii) Equity component of compound financial instruments

This represent the equity component of compound financial instruments

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	7,685.52	4,376.42
Add: Equity component of compound financial instruments	(7,685.52)	3,309.10
<b>Balance at the end of the year</b>	<b>-</b>	<b>7,685.52</b>

### (viii) Capital Contribution towards corporate guarantee

This represent the Capital Contribution towards corporate guarantee

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	1,116.63	279.17
Add: Capital Contribution by the Holding Company in the Form of Corporate Guarantee	782.13	837.46
<b>Balance at the end of the year</b>	<b>1,898.76</b>	<b>1,116.63</b>

## 23 Interest income

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on loans (at amortised cost)	9,187.82	4,432.93
Interest on deposit with banks (at amortised cost)	119.06	99.64
Other interest Income	6.40	3.74
<b>Total</b>	<b>9,313.28</b>	<b>4,536.31</b>

## 24 Fees and commission Income

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Income from loan services	1.32	151.47
Income from other services	2,909.29	2,721.68
<b>Total</b>	<b>2,910.61</b>	<b>2,873.15</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Revenue from contracts with customers

Below is the revenue from contracts with customers and reconciliation to statement of profit and loss

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Type of Services		
Fee and commission income	2,910.61	2,873.15
<b>Total revenue from contract with customers</b>	<b>2,910.61</b>	<b>2,873.15</b>
Geographical markets		
India	2,910.61	2,873.15
Outside India	-	-
Total revenue from contract with customers	2,910.61	2,873.15
Timing of revenue recognition		
Services transferred at a point in time	2,910.61	2,873.15
Services transferred over time	-	-
<b>Total revenue from contracts with customers</b>	<b>2,910.61</b>	<b>2,873.15</b>

### Contract balance

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Trade receivables	3,881.89	1,581.33
Contract Assets	-	-

The Group does not have any contract assets or liability, hence disclosures related to it has not been presented.

## 25 Net gain on fair value changes

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>(A) Net gain on financial instruments at fair value through profit or loss</b>		
<b>(i) On Trading Portfolio</b>		
- Investments	77.46	164.67
- Derivatives	-	-
<b>(ii) Others</b>	10.29	-
<b>Total Net Gain on Fair Value Changes (B)</b>	<b>87.75</b>	<b>164.67</b>
Fair value changes:		
Realised	77.46	-
Unrealised	10.29	164.67
<b>Total Net Gain on Fair Value Changes (C)</b>	<b>87.75</b>	<b>164.67</b>

\* Fair value changes in this schedule are other than those arising on account of accrued interest income/expense.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 26 Other Income

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Rent income	-	-
Net gain/(loss) on derecognition of property, plant and equipment and investment property	-	-
Dividend income	3.15	-
Recovery from written off accounts	4.10	5.39
Miscellaneous income	61.58	18.68
<b>Total</b>	<b>68.83</b>	<b>24.07</b>

### 27 Finance costs

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
On Financial liabilities measured at amortised cost		
Interest on borrowings (other than debt securities)	4,778.29	2,122.52
Interest on debt securities	275.43	294.04
Other interest expense		
Interest on lease liabilities	25.52	18.67
Interest on taxes	-	0.74
<b>Total</b>	<b>5,079.24</b>	<b>2,435.97</b>

### 28 Fees and commission expense

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Commission	132.48	69.27
<b>Total</b>	<b>132.48</b>	<b>69.27</b>

### 29 Impairment on financial instruments

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Loans	(263.04)	(4.35)
Receivable	(77.11)	93.61
Bad debts written off	181.73	118.08
<b>Total</b>	<b>(158.42)</b>	<b>207.34</b>

The table below shows the ECL charges on financial instruments for the year recorded in the statement of profit and loss based on evaluation stage:

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****For the year ended March 31, 2023**

(₹ in lakhs)

Particulars	General Approach			Simplified Approach	Total
	Stage 1	Stage 2	Stage 3		
Loans and advances to customers	(26.85)	(85.95)	(150.24)	-	(263.04)
Receivables	-	-	-	-	-
<b>Total impairment loss</b>	<b>(26.85)</b>	<b>(85.95)</b>	<b>(150.24)</b>	<b>-</b>	<b>(263.04)</b>

**For the year ended March 31, 2022**

(₹ in lakhs)

Particulars	General Approach			Simplified Approach	Total
	Stage 1	Stage 2	Stage 3		
Loans and advances to customers	(28.25)	(76.47)	100.36	-	(4.35)
Receivables	-	-	-	16.50	16.50
<b>Total impairment loss</b>	<b>(28.25)</b>	<b>(76.47)</b>	<b>100.36</b>	<b>16.50</b>	<b>12.15</b>

**30 Employee benefits expenses**

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and wages	2,591.45	1,647.45
Gratuity Expenses (Refer Note 38)	32.25	28.07
Contribution to provident and other funds	131.66	102.34
Share Based Payments to employees	94.81	47.81
Staff welfare expenses	45.14	28.19
<b>Total</b>	<b>2,895.31</b>	<b>1,853.86</b>

**31 Depreciation, amortization and impairment**

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation of property, plant and equipment (Refer Note 12)	559.38	339.70
Amortization of intangible assets (Refer Note 13)	211.74	134.99
<b>Total</b>	<b>771.12</b>	<b>474.69</b>



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****32 Others expenses**

(₹ in lakhs)

<b>Particulars</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Rent, Rates and taxes	202.14	160.97
Repairs and maintenance	39.12	5.31
Energy Costs	37.32	21.93
Communication costs	36.28	20.48
Printing and stationery	44.53	21.80
Advertisement and publicity	89.65	139.75
Director's fees, allowances, and expenses	74.42	65.21
Auditor fees and expenses [Refer Note 32.1]	52.43	49.45
Legal and professional charges	1,890.58	590.00
Insurance	80.73	65.51
Other expenditure:		
- Annual Maintenance Charges	27.31	38.10
- Brokerage	106.41	197.97
- CSR	10.00	-
- GST Input Tax Credit written off	243.35	123.34
- Office Expenses	64.30	42.55
- Processing fee on co-lending business	5.36	23.72
- Software Licences Expenses	31.49	27.96
- Travel & Conveyance	128.56	101.39
- Website & Server Maintenance Expenses	125.78	105.04
- Miscellaneous Expenditure	124.43	37.75
<b>Total</b>	<b>3,414.19</b>	<b>1,838.23</b>

**32.1 Auditor fees and expenses**

(₹ in lakhs)

<b>Particulars</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
<b>As Auditor:</b>		
- Statutory audit fees	20.00	15.75
- Limited review fees	8.00	10.25
- Tax audit fees	2.00	2.00
- Reimbursement of expenses	1.43	0.32
<b>In other capacity:</b>		
- Certification	21.00	21.14
<b>Total</b>	<b>52.43</b>	<b>49.45</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****33 Income tax expense**

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Current tax		
Current tax on profits for the period	111.62	285.25
Adjustments for current tax of prior periods	-	-
Mat credit entitlement (Refer Note 11)	-	-
<b>Total Current Tax</b>	<b>111.62</b>	<b>285.25</b>
Deferred tax expense (income)		
Decrease in deferred tax assets (Refer Note 11)	70.52	35.11
Total deferred tax expense/(benefit)	70.52	35.11
<b>Total tax expense</b>	<b>182.14</b>	<b>320.36</b>

**Reconciliation of the total tax charge:**

The tax charge shown in the statement of profit and loss differs from the tax charge that would apply if all profits had been charged at Indian corporate tax rate.

A reconciliation between the tax expense and the accounting profit multiplied by India's domestic tax rate for the year ended March 31, 2023 and year ended March 31, 2022 is, as follows:

**Reconciliation of effective tax rate:**

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit before income tax expense	246.55	718.84
<b>Enacted income tax rate in India applicable to the Company 27.82% (March 31, 2022 - 27.82%)</b>	68.59	199.98
<b>Tax effect of:</b>		
Permanent Disallowances	15.19	7.94
Deferred tax assets not created on OCI	1.27	0.18
Deferred tax assets not created on loss of subsidiary	129.50	-
Difference in tax rates for short term capital gains	(8.62)	(18.27)
Provision for ESOP & Others	(23.79)	45.83
Tax in respect of earlier period	-	-
<b>Total tax expense</b>	<b>182.14</b>	<b>235.67</b>
<b>Effective tax rate</b>	<b>73.88%</b>	<b>32.79%</b>

**Amounts recognised directly in equity**

No aggregate amounts of current and deferred tax have arisen in the reporting period which have been recognised in equity.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 34 Earnings per share

Basic earnings per share (EPS) is calculated by dividing the net profit for the year attributable to equity holders of Group by the weighted average number of equity shares outstanding during the year.

Diluted EPS is calculated by dividing the net profit attributable to equity holders of Group (after adjusting for interest on the convertible preference shares and interest on the convertible bond, in each case, net of tax) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit attributable to the equity holders of the Group (A)	63.14	398.48
Weighted Average number of equity shares for calculating Basic EPS (In lakhs) (B)	8,96,85,958	7,73,09,164
Adjustment for calculation of Diluted EPS on account of Diluted potential ordinary shares (C)	2,11,84,845.42	2,11,84,845.42
Weighted Average number of equity shares for calculating Diluted EPS (In lakhs) (D= B+C)	11,08,70,803	9,84,94,009
Basic earnings per equity shares in ₹ (face value of ₹ 2/- per share) (A) / (B)	0.06	0.52
Diluted earnings per equity shares in ₹ (face value of ₹ 2/- per share) (A) / (D)	0.06	0.45

### 35 Contingent liabilities & commitments

(₹ in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Claims against the Company not acknowledged as debts		
Income tax matters under dispute	67.18	65.99
Commitments		
a) Capital commitments	-	1.65
(Estimated amount of contracts remaining to be executed on capital account and not provided for)	-	-
b) Loan sanction but undrawn	20.00	198.95
<b>Total Commitments</b>	<b>20.00</b>	<b>200.60</b>

### 36 Derivatives

The Group has no transactions / exposure in derivatives in the current and previous year. The Group has no unhedged foreign currency exposure as on March 31, 2023: Nil (March 31, 2022: Nil).

### 37 Uncertainties relating to the Global Health Pandemic from COVID-19 ("Covid-19")

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

The Group had granted moratorium upto six months on the payment of instalments falling due between March 01, 2020 and August 31, 2020 to all eligible borrowers based on the Board approved moratorium policy read with the Reserve Bank of India (RBI) guidelines dated March 27, 2020 and May 23, 2020 relating to 'COVID-19 - Regulatory Package' and RBI guidelines on EMI moratorium dated April 17, 2020. Further, period for which moratorium was granted had not been considered for computing days past due (DPD) as on March 31, 2021. Extension of such moratorium benefit to borrowers as per the COVID-19 Regulatory package of the RBI and DPD freeze for such period by itself is not considered to result in significant increase in credit risk as per Ind AS 109 for staging of accounts. The Group continued to recognize interest income during the moratorium period and in the absence of other credit risk indicators, the granting of a moratorium period does not result in accounts becoming past due and automatically triggering Stage 2 or Stage 3 classification criteria.

The COVID -19 pandemic has significantly affected various sectors of Indian economy. The prolonged lockdown imposed by the government due to Covid-19 pandemic has affected the Group's business operations. During the year, the Group has scaled up the growth in the low risky sector. Further, there has been good collection efficiencies post completion of the moratorium period and none of the customers approached for one time restructuring benefit allowed under the Resolution Framework by Reserve Bank of India dated August 6, 2020 for COVID related stress to the borrowers. Basis the abovementioned factors, the Group estimates that no additional Expected Credit Loss (ECL) provision on Loans is required on account of COVID - 19 during the quarter and year ended March 31, 2022. However, the actual impact may vary due to prevailing uncertainty caused by the pandemic. The Group's management is continuously monitoring the situation and the economic factors affecting the operations of the Group.

### 38 Employee benefits

#### (a) Compensated absences

The compensated absences charge for the year ended March 31, 2023 of Rs 24.01 lakhs (March 31, 2022 Rs 25.55 lakhs) has been charged in the Statement of Profit and Loss.

The liability for compensated absences based on actuarial valuation amounting as at the year ended March 31, 2023 is ₹ 44.81 lakhs (March 31, 2022 : ₹ 50.37 lakhs)

#### (b) Post employment obligations

##### I. Defined contribution plans

The Group has classified the various benefits provided to employees as under:

- Provident Fund
- Employees' Pension Scheme 1995
- Employee State Insurance Scheme

The Group makes Provident fund and Employee State Insurance Scheme contributions which are defined contribution plans for qualifying employees. The provident fund and the state defined contribution plan are operated by the Regional Provident Fund Commissioner. Under the schemes, the Group is required to contribute a specified percentage of payroll cost to fund the benefits. These funds are recognized by the Income Tax authorities.

The expense recognised during the period towards defined contribution plan:

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Contribution to Provident Fund	73.75	67.41
Contribution to Employees' Pension Scheme 1995	53.04	32.01
Contribution to Employee State Insurance Scheme	4.88	2.82
<b>Total</b>	<b>131.67</b>	<b>102.24</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### II. Defined benefit plans

#### Gratuity

The Group provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service, subject to a payment ceiling of ₹ 20 lakhs. The gratuity plan is a funded plan.

The Group has a defined benefit plan in India (Funded). The Group's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund.

The Fund is managed by a trust which is governed by the Board of Trustees. The Board of Trustees are responsible for the administration of the plan assets and for the definition of the investment strategy.

During the year, there are no plan amendments, curtailments and settlements.

The actuarial valuation of the defined benefit obligation was carried out at the balance sheet date. The present value of the defined benefit obligations and the related current service cost and past service cost were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date:

(₹ in lakhs)		
Defined benefit plans	For the year ended March 31, 2023	For the year ended March 31, 2022
	Gratuity (funded)	Gratuity (funded)
<b>Expenses recognised in statement of profit and loss during the year:</b>		
Current service cost	29.52	26.78
Past service cost	-	-
Liability Transferred in/ Divestments	(4.85)	(7.82)
Liability Transferred Out/ Divestments	4.85	7.82
Net interest cost / (income) on the net defined benefit liability / (asset)	2.73	1.02
<b>Total expenses</b>	<b>32.25</b>	<b>27.80</b>
<b>Expenses recognised in other comprehensive income</b>		
Actuarial (gains) / losses due to demographic assumption changes	-	0.01
Actuarial (gains) / losses due to financial assumption changes	-	-
Actuarial (gains)/ losses due to experience on defined benefit obligations	2.74	(1.24)
Return on plan assets excluding Interest income	2.57	0.05
<b>Total expenses</b>	<b>5.31</b>	<b>(1.16)</b>
<b>Net asset /(liability) recognised as at balance sheet date:</b>		
Present value of defined benefit obligation at the end of the period	(64.01)	(49.60)
Fair value of plan assets	90.53	5.86
<b>Net (Liability)/Asset Recognized in the Balance Sheet</b>	<b>26.52</b>	<b>(43.74)</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

<b>Movements in present value of defined benefit obligation</b>		
Present value of defined benefit obligation at the beginning of the year	49.57	22.69
Current service cost	29.52	26.78
Liability Transferred Out/ Divestments	-	7.82
Liability Transferred In/ Divestments	4.85	(7.82)
Interest cost	3.10	1.34
Actuarial (gains) / loss	(18.20)	(1.24)
Benefits paid	-	-
<b>Present value of defined benefit obligation at the end of the year</b>	<b>68.84</b>	<b>49.57</b>
<b>Movements in fair value of the plan assets</b>		
Opening fair value of plan assets	0.27	-
Interest Income	0.37	0.33
Expected returns on plan assets	-	-
Expected returns on plan assets excluding Interest income	(0.46)	(0.05)
Actuarial (gains) / loss on plan assets	-	-
Contribution from employer	-	-
Benefits paid	-	-
<b>Closing fair value of the plan asset</b>	<b>0.18</b>	<b>0.27</b>

**Maturity profile of defined benefit obligation****Funding arrangements and funding policy**

The Group has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance Group carries out a funding valuation based on the latest employee data provided by the Group. Any deficit in the assets arising as a result of such valuation is funded by the Group.

The average outstanding term of the obligations (years) as at valuation date is 4 years

**Expected cash flows over the next (valued on undiscounted basis):**

1st Following Year	7.16	2.29
2nd Following Year	3.29	3.20
3rd Following Year	7.17	3.88
4th Following Year	9.18	5.73
5th Following Year	9.97	7.18
Sum of Years 6 To 10	33.89	25.10
Sum of Years 11 and above	32.43	43.28

**Quantitative sensitivity analysis for significant assumptions is as below:**

(₹ in lakhs)

Increase / (decrease) on present value of defined benefit obligation at the end of the year	68.84	49.57
(i) +1% increase in discount rate	(3.26)	(3.32)
(ii) -1% decrease in discount rate	3.61	3.79
(iii) +1% increase in rate of salary increase	3.46	3.73
(iv) -1% decrease in rate of salary increase	(3.22)	(3.35)
(v) +1% increase in rate of Employee Turnover	(1.23)	(1.19)
(vi) -1% decrease in rate of Employee Turnover	1.24	1.21

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Sensitivity analysis method

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

### Risks associated with defined benefit plan

Gratuity is a defined benefit plan and Group is exposed to the following risks:

**Interest rate risk:** A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

**Salary Risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

**Investment Risk:** The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

**Asset Liability Matching Risk:** The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

**Mortality risk:** Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

**Concentration Risk:** Plan is having a concentration risk as all the assets are invested with the insurance Company and a default will wipe out all the assets. Although probability of this is very less as insurance Companies have to follow regulatory guidelines.

### Composition of plan assets

Qualifying policy with Tata AIA Life Insurance Company Limited	100%	100%
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### Asset liability matching strategies

The Group contributes to the insurance policy based on estimated liability of next financial year end. The projected liability statements is obtained from the actuarial valuer.

Actuarial assumptions:	For the year ended March 31, 2023	For the year ended March 31, 2022
1. Expected Return on Plan Assets	7.31%	6.09%
2. Discount rate	7.31%	6.09%
3. Expected rate of salary increase	6.50%	6.50%
4. Rate of Employee Turnover	18.00%	18.00%
5. Mortality Rate During Employment	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Notes:

- The rate used to discount post-employment benefit obligations is determined by reference to market yields at the end of the reporting period on government bonds.
- The estimates of future salary increases considered in the actuarial valuation take account of seniority, promotion and other relevant factors, such as supply and demand in the employment market.
- The Group expects to make a nil contribution to the defined benefit plans (gratuity - funded) during the next financial year.
- The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 8 years.

### 39 Segment Reporting

Operating segment are components of the group whose operating results are regularly reviewed by the Chief Operating Decision Maker ("CODM") of the Company to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

The Group operates in a two reportable business segment i.e. Fund Based Activities and Advisory Services, which has similar risks and returns for the purpose of Ind AS 108 – "Operating segments".

Particulars	(₹ in lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>SEGMENT-WISE REVENUE, RESULTS AND CAPITAL EMPLOYED</b>		
Segment revenue		
Fund based activities	9,432.13	5,927.60
Advisory services	2,776.54	1,637.89
<b>Total</b>	<b>12,208.67</b>	<b>7,565.48</b>
Less : Inter segment revenue	-	-
Revenue from operations	12,208.67	7,565.48
<b>Segment results</b>		
Profit before tax from each segment :		
Fund based activities	(468.38)	405.94
Advisory services	747.95	435.74
<b>Total</b>	<b>279.56</b>	<b>841.68</b>
Add: Other Un-allocable Income net of expenditure	(33.01)	(122.84)
Profit before tax	246.55	718.84
Less: Income taxes	183.41	320.36
Profit after tax	63.14	398.48
<b>Capital employed</b>		
Segment assets		
Fund based activities	56,779.48	38,098.00
Advisory services	830.10	859.23
Unallocated	9,515.20	8,209.94
<b>Total</b>	<b>67,124.78</b>	<b>47,167.17</b>
<b>Segment liabilities</b>		
Fund based activities	45,103.42	29,515.86
Advisory services	375.62	406.78
Unallocated	36.84	36.85
<b>Total</b>	<b>45,515.88</b>	<b>29,959.49</b>



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

<b>Capital expenditure</b>		
Fund based activities	473.71	2,494.30
Advisory services	153.71	1,120.63
<b>Depreciation and amortisation</b>		
Fund based activities	636.34	327.12
Advisory services	134.78	147.56
Unallocated		
<b>Finance Cost</b>		
Fund based activities	5,079.24	2,435.97
Advisory services	-	-
Unallocated	-	-
<b>Other non-cash expenditure</b>		
Fund based activities	(158.42)	207.34
Advisory services	-	-

**Geographic Segment**

All the assets of the Group and source of revenue of the Group is within India and hence, no separate geographical segment is identified.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 40 Maturity analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. With regard to loans and advances to customers, the Group uses the same basis of expected repayment behaviour as used for estimating the EIR.

(₹ in lakhs)

Assets	As at March 31, 2023			As at March 31, 2022		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
<b>Financials Assets</b>						
Cash and cash equivalents	3,800.88	-	3,800.88	5,855.55	-	5,855.55
Bank balances other than cash and cash equivalents	3,459.98	1,513.98	4,973.96	896.00	1,128.03	2,024.03
Receivables						-
(i) Trade Receivables	3,900.46	-	3,900.46	1,599.91	-	1,599.91
(ii) Other Receivables	-	-	-	46.96	-	46.96
Loans*	24,672.39	17,118.38	41,790.77	19,829.58	8,982.62	28,812.20
Investments	4,138.50	-	4,138.50	2,503.70	85.67	2,589.37
Other Financials Assets	837.52	-	837.52	571.74	-	571.74
<b>Non Financials Assets</b>						
Current Tax Assets (Net)	-	729.80	729.80	-	246.43	246.43
Deferred Tax Assets (Net)	-	10.57	10.57	-	83.93	83.93
Investment Property						
Property, Plant and Equipment	-	1,327.06	1,327.06	-	899.60	899.60
Right of use assets	-	583.02	583.02	-	637.38	637.38
Capital work -in- progress	-	73.39	73.39	-	194.23	194.23
Intangible assets under development	-	2,819.27	2,819.27	-	2,232.37	2,232.37
Other Intangible assets	-	508.62	508.62	-	720.36	720.36
Other non-financials assets	-	908.46	908.46	653.11	-	653.11
Non-current assets and disposal group held for sale	-	-	-	-	-	-
<b>Total Assets</b>	<b>40,809.73</b>	<b>25,592.54</b>	<b>66,402.27</b>	<b>31,956.55</b>	<b>15,210.63</b>	<b>47,167.17</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

Liabilities	As at March 31, 2023			As at March 31, 2022		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
<b>Financial Liabilities</b>						
Payables						
I) Trade payables	212.10		212.10	376.17	-	376.17
II) Other payables	35.95		35.95	206.98	-	206.98
Debt Securities	374.12	-	374.12	-	3,821.46	3,821.46
Borrowings (Other than Debt Securities)	28,264.95	15,612.59	43,877.54	12,100.74	12,725.45	24,826.19
Other financial liabilities	130.55	-	130.55	217.38	-	217.38
<b>Non-Financial Liabilities</b>						
Current tax liabilities(Net)	36.85	-	36.85	36.86	-	36.86
Provisions	12.48	46.37	58.85	10.18	100.81	111.00
Other non-financial liabilities	789.91	-	789.91	363.45	-	363.45
<b>Total Liabilities</b>	<b>29,856.91</b>	<b>15,658.96</b>	<b>45,515.87</b>	<b>13,311.76</b>	<b>16,647.73</b>	<b>29,959.49</b>
<b>Net</b>	<b>10,952.81</b>	<b>9,933.58</b>	<b>20,886.40</b>	<b>18,644.79</b>	<b>(1,437.10)</b>	<b>17,207.68</b>

**41 Capital Management**

The primary objective of the Group's capital management is to ensure that it maintains an efficient capital structure and maximize shareholder value. The Group manages its capital structure and makes adjustments in light of changes in economic conditions, annual operating plans and long term and other strategic investment plans. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders or issue new shares capital securities. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2023. The Group monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings less cash and cash equivalents. Equity comprises all components of equity including share premium and all other equity reserves attributable to the equity share holders.

The Group's adjusted net debt to equity ratio is as follows.

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Debt	44,251.65	28,647.66
Less: cash and cash equivalents	(3,800.88)	(5,855.55)
Less: Bank balances other than cash and cash equivalents	(4,973.96)	(2,024.03)
Adjusted net debt	35,476.81	20,768.06
<b>Total Equity</b>	<b>21,608.92</b>	<b>17,207.68</b>
Adjusted net debt to adjusted equity ratio	1.64	1.21

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 42 Events after reporting date

There have been no events after the reporting date that require disclosure in these financial statements.

### 43 Change in liabilities arising from financing activities

(₹ in lakhs)

Particulars	April 1, 2022	Cash Flows	Changes in fair values	Exchange difference	Other**	As at March 31, 2023
Debt securities	3,821.46	-	-	-	(3,447.34)	374.12
Borrowings (other than debt securities)*	24,648.70	19,463.24	-	-	(542.93)	43,569.01
Lease Liabilities	177.49	(216.09)	-	-	167.15	128.55
Deposits	-	-	-	-	-	-
<b>Total liabilities from financing activities</b>	<b>28,647.65</b>	<b>19,247.15</b>	<b>-</b>	<b>-</b>	<b>(3,823.12)</b>	<b>44,071.68</b>

Particulars	April 1, 2021	Cash Flows	Changes in fair values	Exchange difference	Other**	As at March 31, 2022
Debt securities	601.98	9,582.89	-	-	(6,363.41)	3,821.46
Borrowings (other than debt securities)*	7,382.11	18,763.37	-	-	(1,496.78)	24,648.70
Lease Liabilities	68.73	(111.88)	-	-	220.64	177.49
Deposits	-	-	-	-	-	-
<b>Total liabilities from financing activities</b>	<b>8,052.82</b>	<b>28,234.38</b>	<b>-</b>	<b>-</b>	<b>(7,639.55)</b>	<b>28,647.65</b>

\*Other than lease liabilities

\*\*Other column includes creation of lease liabilities, Ind AS Adjustments & adjustments on account of Capital Contribution by the Holding Company in the Form of Corporate Guarantee.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 44 Related party disclosures

#### A. Names of related parties with whom transactions have taken place & description of relationship:

Description of relationship	Name of the related party
<b>Parent Company</b>	M/s. Wilson Holdings Private Limited
<b>Fellow Subsidiary:</b>	Wilson Financial Services Private Limited (Wholly owned Subsidiary of Wilson Holdings Private Limited) Wilson Investment Advisers Private Limited
<b>Key Management Personnel (KMP)</b>	Mr. Karan Neale Desai, Whole Time Director and Chief Business Officer*** (Upto June 30, 2022)
	Mr. Nirmal Vinod Momaya, Independent Director
	Mr. Krishipal Tarachand Raghuvanshi, Independent Director
	Mr. Rakesh Inderjeet Sethi, Independent Director
	Ms. Manjari Kacker, Independent Director (Upto October 30, 2021)
	Mr. Rajiv Prem Kapoor, Non-Executive Director*
	Mr. Rohanjeet Singh Juneja, Managing Director and Chief Executive Officer**
	Ms. Minaxi Kishore Mehta, Non-Executive Non-Independent Director (Upto June 17, 2022)
	Mr. Atwood Porter Collins, Non-Executive Non-Independent Director (w.e.f. July 31, 2021)
	Ms. Abha Kapoor, Independent Director (w.e.f. March 30, 2022)
	Ms. Rushina Mehta, Non Executive Non-Independent Director (w.e.f. June 17, 2022)
	Ms. Geetu Verma, Independent Director (w.e.f. May 31, 2022)
	Mr. Sanjay Kukreja, Chief Financial Officer (w.e.f. August 1, 2020)
	Mr. Fredrick Pinto, Company Secretary (Upto September 30, 2021)
	Ms. Ruchi Thakkar, Company Secretary (w.e.f. September 29, 2021)
	Ms. Sonal Sharma, Company Secretary (w.e.f. October 14, 2022)
	Mr. Lalit Mohan Chendvankar, Chief Compliance Officer and Legal Head (w.e.f. October 14, 2022)****
<b>Other Related Parties</b>	Ms. Minaxi Mehta (Promoter of Wilson Holdings Private Limited)
	Mr. Nimir Kishore Mehta (Relative of Promoter of Wilson Holdings Private Limited)
	Wilson Investment Adviser Pvt Ltd (Promoter of Parent Company Having Significant Influence)
	Prolific Ventures Pvt Ltd (Promoter of Parent Company Having Significant Influence)
	Exerfit Wellness Private Limited (Director Having Significant Influence)

\*Change in designation of Mr. Rajiv Kapoor from Independent Director to Non-Executive Non-Independent Director with effect from March 30, 2022

\*\* Change in designation of Mr. Rohanjeet Singh Juneja from Joint Managing Director to Managing Director and Chief Executive Officer with effect from March 12, 2022

\*\*\*Change in designation of Mr. Karan Neale Desai from Joint Managing Director to Whole Time Director and Chief Business Officer with effect from March 12, 2022

\*\*\*\*Change in designation of Mr. Lalit Mohan Chendvankar from Company Secretary to Legal Head with effect from October 14, 2022. There is no changes as Chief Compliance Officer with effect from October 1, 2021

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****B. Details of related party transactions:**

(₹ in lakhs)

<b>Name of the related party</b>	<b>Nature of Transaction</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
<b>Parent Company</b>			
M/s. Wilson Holdings Private Limited (Formerly known as M/s. Truvalue Agro Ventures Private Limited)	Interest expense	3.61	-
	Reimbursement of expenses	8.30	-
	Loans Taken	-	-
	Loans repaid	-	-
	Interest Income	-	0.12
	Loans Given	-	-
	Loans repayment received	-	-
	Issue of share warrants	-	-
	Conversion of share warrants into Equity	500.00	-
	Conversion of UCCD into Equity	2,061.29	2,438.71
	Issue of Equity	-	-
	Issue of UCCD	-	-
	Capital Contribution towards corporate guarantee	890.88	765.77
<b>Fellow Subsidiary</b>			
Wilson Financial Services Private Limited (from July 31, 2018) (Wholly owned Subsidiary of Wilson Holdings Private Limited)	Fees Paid	-	31.59
Wilson Investment Adviser Pvt Ltd	Professional Fees paid	33.70	23.30
<b>Key Management Personnel (KMP)</b>			
Mr. Karan Neale Desai	Remuneration and Short-term employee benefits*	22.40	66.58
	Reimbursement of expenses	1.42	6.63
	Issue of share warrants	-	-
	share-based payment	-	-
	Conversion of share warrants into Equity	289.60	-
Mr. Narendra Kumar Tater	Remuneration and Short-term employee benefits*	-	-
	Reimbursement of expenses	-	-
Mr. Vijay Mohan Reddy	Remuneration and Short-term employee benefits*	-	-

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

<b>Name of the related party</b>	<b>Nature of Transaction</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
	Reimbursement of expenses	-	-
Mr. Rohanjeet Singh Juneja	Remuneration and Short-term employee benefits*	140.88	64.84
	Reimbursement of expenses	14.08	29.88
	Conversion of share warrants into Equity	400.00	-
	share-based payment	60.00	23.23
Mr. Sanjay Kukreja	Remuneration and Short-term employee benefits*	63.68	49.00
	Reimbursement of expenses	3.15	7.60
Mr. Fredrick Pinto	Remuneration and Short-term employee benefits*	-	11.97
	Reimbursement of expenses	-	2.65
Mr. Lalit Mohan Chendvankar	Remuneration and Short-term employee benefits*	47.82	43.92
	Reimbursement of expenses	5.37	4.09
Ms. Sonal Sharma	Remuneration and Short-term employee benefits*	7.80	-
	Reimbursement of expenses	-	-
Ms. Ruchi Thakkar	Remuneration and Short-term employee benefits*	9.02	7.17
	Reimbursement of expenses	0.37	-
Mr. Ashish Sharad Dalal	Sitting fees and commission	-	-
Mr. Nirmal Vinod Momaya	Sitting fees and commission	6.80	11.55
Mr. Krishipal Tarachand Raghuvanshi	Sitting fees and commission	11.30	9.05
Mrs. Manjari Kacker	Sitting fees and commission	-	9.55
Mr. Rakesh Inderjeet Sethi	Sitting fees and commission	10.80	10.05
Mr. Rajiv Kapoor	Sitting fees and commission	10.80	12.05
Mrs. Minaxi Kishore Mehta	Sitting fees and commission	1.00	8.30
Mr. Atwood Porter Collins	Sitting fees and commission	3.80	5.30
Ms. Rushina Mehta	Sitting fees and commission	4.80	-
Ms. Geetu Verma	Sitting fees and commission	4.30	-
Ms. Abha Kapoor	Sitting fees and commission	9.80	1.30
<b>Other Related Parties</b>			
Mrs. Minaxi Mehta	Conversion of share warrants into Equity	500.00	-
	Rent paid	4.01	4.34
	Reimbursement of expenses	0.40	0.53
Mr. Nimir Kishore Mehta	Rent paid	5.30	16.29
	Reimbursement of expenses	0.61	3.44
Prolific Ventures Pvt Ltd	Rent paid	88.24	46.02

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

<b>Name of the related party</b>	<b>Nature of Transaction</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
	Rent pre-paid	27.31	-
	Reimbursement of expenses	5.91	6.99
	Security deposit	4.44	21.92
	ROU Asset	2.53	78.89
Exerfit Wellness Private Limited	Staff Welfare expenses	-	2.87
	Sale of fixed assets	-	0.08

\*As the future liability for gratuity and compensated absences is provided on an actuarial basis for the Company as a whole, the amount pertaining to individual is not ascertainable and therefore not included above.

**C. Details of balances outstanding for related party transactions:**

(₹ in lakhs)

<b>Name of the related party</b>	<b>Nature of Transaction</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
<b>Parent Company</b>			
M/s. Wilson Holdings Private Limited (Formerly known as M/s. Truvalue Agro Ventures Private Limited)	Short Term borrowing taken	-	-
	Equity Share Capital	8,592.11	6,030.82
	Share Warrants	-	125.00
	UCCD	-	2,061.29
	Capital Contribution towards corporate guarantee	1,918.87	1,047.69
	Interest paid on UCCD	-	88.80
<b>Fellow Subsidiary</b>			
Wilson Investment Adviser Pvt. Ltd.	Trade Payables	-	9.48
<b>Key Management Personnel (KMP)</b>			
Mr. Ashish Sharad Dalal	Sitting fees and commission	-	-
Mr. Nirmal Vinod Momaya	Sitting fees and commission	0.72	1.17
Mr. Krishipal Tarachand Raghuvanshi	Sitting fees and commission	0.72	1.17
Mrs. Manjari Kacker	Sitting fees and commission	-	1.17
Mr. Rakesh Inderjeet Sethi	Sitting fees and commission	0.72	1.17
Mr. Rajiv Kapoor	Sitting fees and commission	0.72	1.17
Mr. Atwood Porter Collins	Sitting fees and commission	0.64	1.03



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

<b>Name of the related party</b>	<b>Nature of Transaction</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Ms. Abha Kapoor	Sitting fees and commission	0.72	1.17
Ms. Rushina Mehta	Sitting fees and commission	0.72	-
Ms. Geetu Verma	Sitting fees and commission	0.72	-
Mr. Karan Neale Desai	Reimbursement of expenses	-	0.12
	Equity Share Capital	293.24	3.63
	Share Warrants	-	100.00
Mr. Rohanjeet Singh Juneja	Reimbursement of expenses	2.71	0.31
	Share Warrants	-	100.00
	Equity Share Capital	465.00	5.00
<b>Other Related Parties</b>			
Mrs. Minaxi Mehta	Share Warrants	-	125.00
	Trade Payables	(2.08)	0.07
	Equity Share Capital	500.00	-
Mr. Nimir Kishore Mehta	Trade Payables	(3.53)	0.79
	Other receivable	2.20	-
Prolific Ventures Pvt Ltd	Trade Payables	(0.24)	1.88
	Security deposit	33.26	28.82

\*As the future liability for gratuity and compensated absences is provided on an actuarial basis for the Company as a whole, the amount pertaining to individual is not ascertainable and therefore not included above.

**D The options granted and outstanding for the key managerial personnel as of March 31, 2023 and March 31, 2022 is as provided below:**

<b>Name of the KMP</b>	<b>Grant Date</b>	<b>Expiry date</b>	<b>Exercise Price</b>	<b>Shares outstanding</b>	
				<b>Mar-23</b>	<b>Mar-22</b>
Mr. Karan Neale Desai	05-11-2018	04-11-2025	6.00	-	16,35,700
Mr. Karan Neale Desai	17-12-2019	16-12-2026	10.00	-	11,82,555
Mr. Rohanjeet Singh Juneja	17-12-2019	16-12-2026	10.00	21,87,500	29,50,000
Mr. Karan Neale Desai	31-07-2020	01-08-2028	10.00	-	3,75,000
Mr. Rohanjeet Singh Juneja	31-07-2020	01-08-2028	10.00	3,75,000	3,75,000
<b>Total</b>				<b>25,62,500</b>	<b>65,18,255</b>

**E** The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 45 Fair Value Measurement

#### A. Accounting classification and fair values

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

(₹ in lakhs)

Financial Assets and Liabilities as at March 31, 2023	Carrying Amount				Fair Value			
	Fair value through profit and loss account	Fair value through other comprehensive Income	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>								
Cash and cash equivalents	-	-	3,800.88	3,800.88	-	-	-	-
Bank balances other than cash and cash equivalents	-	-	4,973.96	4,973.96	-	-	-	-
Receivables	-	-			-	-	-	-
Trade receivables	-	-	3,900.46	3,900.46	-	-	-	-
Other receivables	-	-	-	-	-	-	-	-
Loans	-	-	41,790.77	41,790.77	-	-	-	-
Investments	4,138.50	-	722.50	4,861.00	4,138.50	-	-	4,138.50
Other financials assets	-	-	837.52	837.52	-	-	-	-
<b>Total</b>	<b>4,138.50</b>	<b>-</b>	<b>56,026.09</b>	<b>60,164.59</b>	<b>4,138.50</b>	<b>-</b>	<b>-</b>	<b>4,138.50</b>
<b>Financial Liabilities</b>								
Payables								
Trade payables	-	-	212.10	212.10	-	-	-	-
Other payables	-	-	35.95	35.95	-	-	-	-
Debt Securities	-	-	374.12	374.12	-	-	-	-
Borrowings (Other than debt securities)	-	-	43,877.54	43,877.54	-	-	-	-
Other financial liabilities	-	-	130.55	130.55	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>44,630.25</b>	<b>44,630.25</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

Financial Assets and Liabilities as at March 31, 2022	Carrying Amount				Fair Value			
	Fair value through profit and loss account	Fair value through other comprehensive Income	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>								
Cash and cash equivalents	-	-	5,855.55	5,855.55	-	-	-	-
Bank balances other than cash and cash equivalents	-	-	2,024.03	2,024.03	-	-	-	-
Receivables								
Trade receivables	-	-	1,599.91	1,599.91	-	-	-	-
Other receivables	-	-	46.96	46.96	-	-	-	-
Loans	-	-	28,812.20	28,812.20	-	-	-	-
Investments	2,503.70	-	85.67	2,589.37	2,503.70	-	-	2,503.70
Other financial assets	-	-	571.74	571.74	-	-	-	-
<b>Total</b>	<b>2,503.70</b>	<b>-</b>	<b>38,996.07</b>	<b>41,499.76</b>	<b>2,503.70</b>	<b>-</b>	<b>-</b>	<b>2,503.70</b>
<b>Financial Liabilities</b>								
Payables								
Trade payables	-	-	376.17	376.17	-	-	-	-
Other payables	-	-	206.98	206.98	-	-	-	-
Debt Securities	-	-	3,821.46	3,821.46	-	-	-	-
Borrowings (Other than debt securities)	-	-	24,826.19	24,826.19	-	-	-	-
Other financial liabilities	-	-	217.38	217.38	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>29,448.19</b>	<b>29,448.19</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**B. Measurement of fair value**

The following methods and assumptions were used to estimate the fair values:

- The carrying amounts of trade receivables, trade payables, other receivables, cash and cash equivalent including other bank balances, other financial assets and other financial liabilities, etc. are considered to be the same as their fair values, due to current and short term nature of such balances.
- Financial instruments with fixed interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances if required, are taken to account for expected losses of these instruments. Thus, Amortised cost shown in A, above, is after adjusting ECL amount.

**c. Fair Value Hierarchy**

The fair value of financial instruments as referred to above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

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

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

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

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### C. Valuation techniques used to determine fair value

#### Investments in Mutual Funds

The fair values of investments in mutual funds is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

### D. Transfers between Level 1 and Level 2 and between Level 1 and Level 3

There were no transfers between level 1 and 2 and between Level 1 and Level 3 during the period. The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels at the end of the reporting period.

## 46 Financial Risk Management

The Group has in place comprehensive risk management policy in order to identify measure, monitor and mitigate various risks pertaining to its business. Along with the risk management policy, an adequate internal control system, commensurate to the size and complexity of its business, is maintained to align with the philosophy of the Group. Together they help in achieving the business goals and objectives consistent with the Group's strategies to prevent inconsistencies and gaps between its policies and practices. The Board of Directors/committees reviews the adequacy and effectiveness of the risk management policy and internal control system. The Group's financial risk management is an integral part of how to plan and execute its business strategies.

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

- Credit risk
- Liquidity risk and
- Market risk
- Climate related risk

### (A) Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's trade and other receivables. The carrying amounts of financial assets represent the maximum credit risk exposure.

#### i) Trade and Other Receivables

Trade receivables are typically unsecured and are derived from revenue earned from customers located in India. Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business.

Summary of the Group's exposure to credit risk by age of the outstanding from various customers is as follows:

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Outstanding for a period not exceeding six months	3,186.03	1,567.50
Outstanding for a period exceeding six months	733.01	50.97
Gross Trade Receivables	3,919.04	1,618.47
Less: Impairment Loss	(18.57)	(18.57)
Net Trade Receivables	3,900.47	1,599.90

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

On account of adoption of Ind AS 109, the Group uses expected credit loss model to assess the impairment loss. The Group computes the expected credit loss allowance as per simplified approach for trade receivables based on available external and internal credit risk factors such as the ageing of its dues, market information about the customer and the Group's historical experience for customers. The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is based on the ageing of the receivable days and the rates as given in the provision matrix.

### ii) Loans and financial assets measured at amortized cost

The ageing analysis of loans (gross of provision) has been considered from the date the contractual payment falls due :

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
0-30 Days Past Due		
Secured	18,751.29	10,211.87
Unsecured	20,477.60	14,601.17
30-90 Days Past due		
Secured	919.08	3,001.57
Unsecured	530.19	547.63
More than 90 Days Past Due		
Secured	389.39	591.44
Unsecured	927.87	326.21
<b>Total</b>	<b>41,995.42</b>	<b>29,279.89</b>

The Group reviews the credit quality of its loans based on the ageing of the loan at the period end. Since the Group is into small ticket loan business, there is no significant credit risk of any individual customer that may impact Group adversely, and hence the Group has calculated its ECL allowances on a collective basis.

### Inputs considered in the ECL model

In assessing the impairment of financial loans under Expected Credit Loss (ECL) Model, the assets have been segmented into three stages. The three stages reflect the general pattern of credit deterioration of a financial instrument. The differences in accounting between stages, relate to the recognition of expected credit losses and the measurement of interest income.

The Group categorizes loan assets into stages primarily based on the Months Past Due status.

Stage 1 : 0-30 days past due

Stage 2 : 31-90 days past due

Stage 3 : More than 90 days past due

### (i) Definition of default

The Group considers a financial asset to be in "default" and therefore Stage 3 (credit impaired) for ECL calculations when the borrower becomes 90 days past due on its contractual payments.

### (ii) Exposure at default

"Exposure at Default" (EAD) represents the gross carrying amount of the assets subject to impairment calculation.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### (iii) Estimations and assumptions considered in the ECL model

#### Measurement of Expected Credit Losses

The Group has applied a three-stage approach to measure expected credit losses (ECL) on debt instruments accounted for at amortised cost. Assets migrate through following three stages based on the changes in credit quality since initial recognition:

- (a) Stage 1: 12- months ECL: For exposures where there is no 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 recognized.
- (b) Stage 2: Lifetime ECL, not credit-impaired: For credit exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired, a lifetime ECL is recognized.
- (c) Stage 3: Lifetime ECL, credit-impaired: Financial assets are assessed as credit impaired upon occurrence of one or more events that have a detrimental impact on the estimated future cash flows of that asset. For financial assets that have become credit-impaired, a lifetime ECL is recognized and interest revenue is calculated by applying the effective interest rate to the amortised cost.

At each reporting date, the Group assesses whether there has been a significant increase in credit risk of its financial assets since initial recognition by comparing the risk of default occurring over the expected life of the asset. In determining whether credit risk has increased significantly since initial recognition, the Group uses information that is relevant and available without undue cost or effort. This includes the Group's internal credit rating grading system, external risk ratings and forward-looking information to assess deterioration in credit quality of a financial asset.

The Group assesses whether the credit risk on a financial asset has increased significantly on an individual and collective basis. For the purpose of collective evaluation of impairment, financial assets are grouped on the basis of shared credit risk characteristics, taking into account accounting instrument type, credit risk ratings, date of initial recognition, remaining term to maturity, industry, geographical location of the borrower, collateral type, and other relevant factors. For the purpose of individual evaluation of impairment factors such as internally collected data on customer payment record, utilization of granted credit limits and information obtained during the periodic review of customer records such as audited financial statements, budgets and projections are considered.

In determining whether the credit risk on a financial asset has increased significantly, the Group considers the change in the risk of a default occurring since initial recognition. The default definition used for such assessment is consistent with that used for internal credit risk management purposes.

The Group considers defaulted assets as those which are contractually past due 90 days, other than those assets where there is empirical evidence to the contrary. Financial assets which are contractually past due 30 days are classified under Stage 2 - life time ECL, not credit impaired, barring those where there is empirical evidence to the contrary. The Group considers financial instruments (typically the retail loans) to have low credit risk if they are rated internally or externally within the investment grade. An asset migrates down the ECL stage based on the change in the risk of a default occurring since initial recognition. If in a subsequent period, credit quality improves and reverses any previously assessed significant increase in credit risk since origination, then the loan loss provision stage reverses to 12-months ECL from lifetime ECL.

The Group measures the amount of ECL on a financial instrument in a way that reflects an unbiased and probability-weighted amount. The Group considers its historical loss experience and adjusts the same for current observable data. The key inputs into the measurement of ECL are the probability of default, loss given default and exposure at default. These parameters are derived from the Group's internally developed statistical models and other historical data.

#### Macroeconomic Scenarios

In addition, the Group uses reasonable and supportable information on future economic conditions including macroeconomic factors such as CPI and repo rate. Since incorporating these forward looking information increases the judgment as to how the changes in these macroeconomic factor will affect ECL, the methodology and assumptions are reviewed regularly.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### (iv) Policy for write off of Loan assets

The gross carrying amount of a financial asset is written off when there is no realistic prospect of further recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made from written off assets under "Other Income" in Statement of profit and loss.

**An analysis of changes in the gross carrying amount and the corresponding ECLs as follows :**

#### Gross exposure reconciliation

(₹ in lakhs)

Particulars	Stage 1	Stage 2	Stage 3	Total
<b>Gross carrying amount balance as at April 1, 2021</b>	<b>8,827.05</b>	<b>1,171.69</b>	<b>443.49</b>	<b>10,442.23</b>
New loans originated during the year	21,495.63	2,300.20	258.99	24,054.82
Transfers to Stage 1	87.32	-	-	87.32
Transfers to Stage 2	(570.16)	417.12	-	(153.04)
Transfers to Stage 3	(146.35)	-	212.06	65.72
Write-offs	-	-	(118.08)	(118.08)
Assets derecognised or repaid (excluding write offs and includes interest accruals adjusted)	(4,880.46)	(339.81)	121.18	(5,099.08)
<b>Gross carrying amount balance as at March 31, 2022</b>	<b>24,813.04</b>	<b>3,549.20</b>	<b>917.65</b>	<b>29,279.89</b>
New loans originated during the year	50,290.55	2,533.87	69.93	52,894.35
Transfers to Stage 1	216.72	-	-	216.72
Transfers to Stage 2	(335.83)	(255.10)	-	(590.93)
Transfers to Stage 3	(678.02)	-	1,052.23	374.21
Write-offs	-	-	(181.72)	(181.72)
Assets derecognised or repaid (excluding write offs and includes interest accruals adjusted)	(35,803.46)	(3,729.45)	(557.65)	(40,090.56)
<b>Gross carrying amount balance as at March 31, 2023</b>	<b>38,503.00</b>	<b>2,098.52</b>	<b>1,300.44</b>	<b>41,901.96</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### Reconciliation of ECL balance

(₹ in lakhs)

Particulars	Stage 1	Stage 2	Stage 3	Total
<b>ECL Allowance- Opening Balance as at April 1, 2021</b>	<b>93.26</b>	<b>174.59</b>	<b>204.19</b>	<b>472.04</b>
New loans originated during the year	43.84	9.32	189.28	242.44
Transfers to Stage 1	8.14	-	-	8.14
Transfers to Stage 2	(24.99)	(1.76)	-	(26.75)
Transfers to Stage 3	(31.03)	32.49	17.15	18.61
Impact on year end ECL of exposures transferred between stages during the year and reversal of ECL on account of recovery and write offs	(24.21)	(116.50)	(106.07)	(246.78)
Amounts Written off	-	-	-	-
<b>ECL Allowance- Closing Balances as on March 31, 2022</b>	<b>65.01</b>	<b>98.14</b>	<b>304.55</b>	<b>467.69</b>
New loans originated during the year	25.99	7.28	12.45	45.72
Transfers to Stage 1	20.09	-	-	20.09
Transfers to Stage 2	0.89	(60.04)	-	(59.15)
Transfers to Stage 3	2.78	36.45	(0.18)	39.06
Impact on year end ECL of exposures transferred between stages during the year and reversal of ECL on account of recovery and write offs	(77.90)	(68.36)	(162.51)	(308.77)
Amounts Written off	-	-	-	-
<b>ECL Allowance- Closing Balances as on March 31, 2023</b>	<b>36.86</b>	<b>13.47</b>	<b>154.31</b>	<b>204.64</b>

### iii. Cash and bank balances

The Group held cash and cash equivalent and other bank balance of ₹ 8,774.44 lakhs at March 31, 2023 (March 31, 2022: ₹ 7,879.58 lakhs). The same are held with bank and financial institution counterparties with good credit rating. Also, Group invests its short term surplus funds in bank fixed deposit which carry no market risks for short duration, therefore does not expose the Group to credit risk.

### iv. Others

Apart from trade receivables ,loans, cash and bank balances and Investment measured at amortised cost , the Group has no other financial assets which carries any significant credit risk.

## (B) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### (i) Maturities of financial assets and liabilities

The table below analyses the Group's financial liabilities and financial assets into relevant maturity groupings based on the remaining period as at the reporting date to contractual maturity date. The amount disclosed in the below table are the contractual un-discounted cash flows and exclude the impact of future interest payments.

(₹ in lakhs)

<b>Contractual maturities of financial assets March 31, 2023</b>	<b>1 year or less</b>	<b>1-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Cash and cash equivalents	3,800.88	-	-	3,800.88
Bank balances other than cash and cash equivalents	4,973.96	-	-	4,973.96
Receivables				
Trade receivables	3,919.03	-	-	3,919.03
Other receivables	-	-	-	-
Loans	24,672.39	13,099.00	4,224.03	41,995.42
Investments	4,138.50	-	-	4,138.50
Other Financials Assets	837.52	-	-	837.52
<b>Total</b>	<b>42,342.28</b>	<b>13,099.00</b>	<b>4,224.03</b>	<b>59,665.31</b>
<b>Contractual maturities of financial liabilities March 31, 2023</b>	<b>1 year or less</b>	<b>1-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Payables				
Trade payables	212.10	-	-	212.10
Other payables	35.95	-	-	35.95
Debt Securities	374.12	-	-	374.12
Borrowings (other than debt securities)	-	-	43,877.54	43,877.54
Other financial liabilities	130.55	-	-	130.55
<b>Total</b>	<b>752.72</b>	<b>-</b>	<b>43,877.54</b>	<b>44,630.26</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

<b>Contractual maturities of financial assets March 31, 2022</b>	<b>1 year or less</b>	<b>1-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Cash and cash equivalents	5,855.55	-	-	5,855.55
Bank balances other than cash and cash equivalents	2,024.03	-	-	2,024.03
Receivables				
Trade receivables	1,599.91	-	-	1,599.91
Other receivables	46.96	-	-	46.96
Loans	19,829.58	6,116.73	2,865.89	28,812.20
Investments	2,503.70	-	85.67	2,589.37
Other financial assets	571.74	-	-	571.74
<b>Total</b>	<b>32,431.48</b>	<b>6,116.73</b>	<b>2,951.56</b>	<b>41,499.76</b>
<b>Contractual maturities of financial liabilities March 31, 2022</b>	<b>1 year or less</b>	<b>1-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Payables				
Trade payables	376.17	-	-	376.17
Other payables	206.98	-	-	206.98
Debt Securities	126.98	3,319.49	375.00	3,821.46
Borrowings (Other than Debt Securities)	-	-	24,826.19	24,826.19
Other financial liabilities	217.38	-	-	217.38
<b>Total</b>	<b>927.51</b>	<b>3,319.49</b>	<b>25,201.19</b>	<b>29,448.19</b>

(₹ in lakhs)

<b>Contractual maturities of financial assets April 1, 2021</b>	<b>1 year or less</b>	<b>1-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Cash and cash equivalents	3,222.53	-	-	3,222.53
Bank balances other than cash and cash equivalents	957.87	82.50	490.00	1,530.37
Receivables				
Trade receivables	596.91	-	-	596.91
Other receivables	112.10	-	-	112.10
Loans	4,145.61	3,179.00	3,117.61	10,442.22
Investments	1,103.25	-	-	1,103.25
Other financial assets	93.20	-	-	93.20
<b>Total</b>	<b>10,231.47</b>	<b>3,261.50</b>	<b>3,607.61</b>	<b>17,100.58</b>
<b>Contractual maturities of financial liabilities April 1, 2021</b>	<b>1 year or less</b>	<b>1-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
Payables				
Trade payables	183.30	-	-	183.30
Other payables	69.61	-	-	69.61
Debt Securities	-	505.00	-	505.00
Borrowings (Other than Debt Securities)	1,156.42	4,749.16	1,960.12	7,865.70
Other financial liabilities	58.12	-	-	58.12
<b>Total</b>	<b>1,467.45</b>	<b>5,254.16</b>	<b>1,960.12</b>	<b>8,681.73</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### (C) Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Group's exposure to, and management of, these risks is explained below.

#### (i) Foreign currency risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. The Group caters mainly to the Indian Market. Most of the transactions are denominated in the Group's functional currency i.e. Rupees. Hence the Group is not materially exposed to Foreign Currency Risk.

#### (ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cashflows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt obligation at floating interest rates. The Group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

#### Interest rate risk exposure

The exposure of the Group's borrowing to interest rate changes at the end of the reporting year are as follows:

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Fixed rate borrowings	11,005.16	25,949.69
Floating rate borrowings	33,117.95	-

#### Interest Rate Sensitivity:

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

#### The interest rate profile of the Group's interest bearing financial instruments is as follows:

Particulars	For the year ended March 31, 2023	
	100bps Increase	100bps decrease
Financial Liability		
Variable rate Instrument		
Floating Rate Borrowings	(331.18)	-

#### (iii) Price Risk

The Group's exposure to mutual fund is exposed to price risk and classified in the balance sheet at fair value through profit or loss. 100 bps increase in Net Assets Value (NAV) would increase profit before tax by approximately ₹ 41.39 lakhs (March 31, 2022: ₹ 25.04 lakhs). A similar percentage decrease would have resulted equivalent opposite impact.

### (C) Climate related risk

During the financial year March 31, 2023, the Board have updated extensively on climate change related risks through presentations at the board meeting, and this has been assessed that the climate change not affecting significantly the Group's operations in future.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****47 Disclosure related to leases****(A) Additions to right to use**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Lease hold Property	167.05	303.01

**(B) Carrying value of right of use assets at the end of the reporting year**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	637.38	518.82
Additions	167.05	303.01
Deletion	-	-
Depreciation charge for the year	221.41	184.46
<b>Balance at the end of the year</b>	<b>583.02</b>	<b>637.38</b>

**(C) Maturity analysis of lease liabilities**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Less than one year	96.50	150.33
One to five years	32.05	451.43
More than five years	-	98.20
<b>Total discounted lease liabilities at reporting period</b>	<b>128.55</b>	<b>699.96</b>
<b>Lease liabilities included in the statement of financial position at the year ended</b>	<b>128.55</b>	<b>177.49</b>

**(D) Amounts recognised in statement of profit or loss**

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Interest on lease liabilities	25.52	18.68
Expenses relating to short-term leases	152.91	90.04
Expenses relating to leases of low-value assets	-	-
<b>Total</b>	<b>178.43</b>	<b>108.73</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### (E) Amounts recognised in the statement of cash flows

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Operating Activity	152.91	90.04
Financial Activity	216.09	111.88
<b>Total Cash outflow for leases</b>	<b>369.00</b>	<b>201.92</b>

#### Sub Lease

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. For operating leases, rental income is recognised on a straight line basis over the term of the relevant lease.

### 48 Employee Stock Options Scheme (ESOP)

The Group has granted Employee Stock Options (ESOP) under the Employee Stock Option Scheme 2018 (ESOP 2018) to employees of The Group. These options are vested during 4 years from the grant date and exercisable within 4 years from vesting date. In the case of resignation of the employee, the grants lapse (if not exercised) after the date of resignation from service. Vesting of options is subject to continued employment with The Group. The plan is an equity settled plan. The employee compensation expense for the year has been determined on fair value basis as on March 31, 2021. The said ESOPs will start its vesting period from November 5, 2019. The details of which are as follows.

ESOP Scheme	Particulars	Date of Grant	Date of Board Approval	Total options granted
ESOP Scheme 2018	Grant 1	05-Nov-18	05-Nov-18	55,88,550
ESOP Scheme 2018	Grant 2	22-May-19	22-May-19	5,68,710
ESOP Scheme 2018	Grant 3	17-Dec-19	17-Dec-19	41,82,555
ESOP Scheme 2018	Grant 4	31-Jul-20	31-Jul-20	7,50,000
ESOP Scheme 2018	Grant 5	31-Jul-20	31-Jul-20	6,75,000

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022	For the year ended March 31, 2023	For the year ended March 31, 2022
Series Reference	2019-2023	2020-2024	2020-2024	2020-2024	2020-2024	2020-2024	2020-2024	2020-2024	2020-2024	2020-2024
	T-1	T-2	T-3	T-4	T-5					
Fair value of the option range	23.39 - 23.98	31.44 - 34.87	41.36 - 44.82	51.81 - 65.38	51.81 - 65.38					
Exercise price	6	10	10	10	14					
Vesting period (see table below)	12 to 48 months	12 to 48 months	12 to 48 months	12 to 48 months	12 to 48 months					
Method of settlement	Equity	Equity	Equity	Equity	Equity					
<b>Options outstanding as at beginning of reporting period</b>	<b>5,12,802</b>	<b>25,04,415</b>	<b>3,13,417</b>	<b>4,11,600</b>	<b>29,50,000</b>	<b>41,82,555</b>	<b>3,75,000</b>	<b>7,50,000</b>	<b>-</b>	<b>6,75,000</b>
Options granted during the year	-	-	-	-	-	-	-	-	-	-
Options lapse during the year	-	-	-	-	-	-	-	-	-	-
Options Forfeited during the year	51,625	16,50,630	1,44,556	-	7,62,500	11,82,555	-	3,75,000	-	6,07,500
Options exercised during the year	3,86,859	3,40,983	1,34,323	98,183	-	50,000	-	-	-	67,500
<b>Options outstanding as at end of reporting period</b>	<b>74,318</b>	<b>5,12,802</b>	<b>34,538</b>	<b>3,13,417</b>	<b>21,87,500</b>	<b>29,50,000</b>	<b>3,75,000</b>	<b>3,75,000</b>	<b>-</b>	<b>-</b>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Manner of vesting: In a graded manner over a 4 year period with 10%, 20%, 30% and 40% of the grants vesting in each year commencing from the start date of the first tranche.

In respect of stock options granted pursuant to The Group's stock option scheme, the fair value of the options is treated as discount and accounted as "Expenses on Employee Stock Option Plan" over the vesting period.

Expenses on Employee Stock Option Plan debited to Statement of Profit and Loss during the year 2022-23 is ₹ 95.39 lakhs (2021-22 ₹ (22.45) lakhs)

### 48.1 Fair valuation :

The fair value of options have been calculated on the date of the grant, using Black-Scholes model by an external firm of valuer.

The key assumptions used in Black-Scholes model for calculating fair value as on the date of the grant are:

Grant Date	Risk Free Interest Rate	Expected Life	Expected Volatility	Dividend Yield	Price of Underlying share at the time of option grant
05-Nov-18	7.35% - 7.46%	4.5 to 6 years	46.1%-47.9%	0.0229	43.8
22-May-19	6.86% - 7.41%	4.5 to 6 years	46.50%	0.0073	61.5
17-Dec-19	6.86% - 7.41%	4.5 to 6 years	46.50%	0.0073	73.9
31-Jul-20	5.13% - 5.64%	4.5 to 6 years	45.00%	0.0052	98.5

### 48.2 Total carrying amount at the end of the year in Employee Stock Options under other equity

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Total carrying amount	196.73	194.48

## 49 Additional information, as required under schedule III of the Company Act, 2013 of enterprises consolidated as subsidiaries:

(₹ in lakhs)

As on March 31, 2023								
Name of the Enterprise	Net Assets i.e Total Assets minus Total Liabilities		Share In Profit or Loss		Share In OCI		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount (₹)	As % of Consolidated Profit or Loss	Amount (₹)	As % of Consolidated Profit or Loss	Amount (₹)	As % of Consolidated Profit or Loss	Amount (₹)
<b>Parent</b>								
Trucap Finance Limited [Formerly Dhanvarsha Finvest Limited]	103.08%	22,275.45	877.95%	554.35	100.00%	4.49	831.88%	558.84
<b>Subsidiaries</b>								
DFL Technologies Private Limited	11.68%	2,524.07	(777.94%)	(491.20)	-	-	(731.87%)	(491.66)
<b>Total</b>	<b>-</b>	<b>24,799.52</b>	<b>-</b>	<b>63.15</b>	<b>-</b>	<b>4.49</b>	<b>-</b>	<b>67.18</b>
Adjustments arising out of Consolidation:	(14.77%)	(3,190.61)	0.01%	0.01	-	(0.45)	(0.01%)	(0.00)
<b>Consolidated Figures</b>	<b>100%</b>	<b>21,608.92</b>	<b>100%</b>	<b>63.14</b>	<b>100%</b>	<b>4.04</b>	<b>100%</b>	<b>67.18</b>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(₹ in lakhs)

As on March 31, 2022

Name of the Enterprise	Net Assets i.e Total Assets minus Total Liabilities		Share In Profit or Loss		Share In OCI		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount (₹)	As % of Consolidated Profit or Loss	Amount (₹)	As % of Consolidated Profit or Loss	Amount (₹)	As % of Consolidated Profit or Loss	Amount (₹)
<b>Parent</b>								
Trucap Finance Limited [Formerly Dhanvarsha Finvest Limited]	101.08%	17,394.12	185.00%	737.21	100.00%	(4.81)	183.35%	732.40
<b>Subsidiaries</b>								
DFL Technologies Private Limited	13.45%	2,313.66	(85.00%)	(338.73)	-	-	(83.35%)	(332.94)
<b>Total</b>	<b>-</b>	<b>19,707.78</b>	<b>-</b>	<b>398.48</b>	<b>-</b>	<b>(4.81)</b>	<b>-</b>	<b>399.46</b>
Adjustments arising out of Consolidation:	(14.53%)	(2,500.10)	0.00%	0.01	-	5.79	0.00%	0.00
<b>Consolidated Figures</b>	<b>100%</b>	<b>17,207.68</b>	<b>100%</b>	<b>398.48</b>	<b>100%</b>	<b>0.98</b>	<b>100%</b>	<b>399.46</b>

- 50** Hon'ble Supreme Court, in a public interest litigation (Gajendra Sharma vs. Union of India & Anr). vide an interim order dated September 3, 2020, has directed that accounts which were not declared NPA till August 31, 2020 shall not be declared as NPA till further orders. However, such accounts had been classified as stage 3 in accordance with Note No.9 and provision had been made accordingly.

The interim order stood vacated on March 23, 2021 vide the judgement of the Hon'ble Supreme Court in the matter of Small Scale Industrial manufacturers Association v/s UOI & Ors. and other connected matters. In accordance with the instructions in paragraph 5 of the RBI circular no. RBI/2021-22/17 DOR. STR. REC. 4/ 21.04.048/ 2021-22, dated April 07, 2021 issued in this connection. Since, the Company was already classifying the NPA accounts as Stage 3 and provision was made accordingly, without considering the above mentioned asset classification benefit for accounting purpose, there is no change in asset classification on account of the interim order dated March 23, 2021.

- 51** In accordance with the instructions in aforementioned RBI circular dated April 7, 2021, and the Indian Banks Association (IBA) advisory letter dated April 19, 2021, the Group has put in place the Board approved policy to refund / adjust the interest on interest charged during the moratorium period of March 01, 2020 to August 31, 2020 to eligible borrowers under the abovementioned circular and advisory. The Group has no borrowers who are eligible for benefit as per the abovementioned RBI circular and IBA advisory.
- 52** During the year ended March 31, 2021, the Group has not invoked resolution plans to relieve COVID-19 pandemic related stress to any of its borrowers. Therefore, disclosure as per the format prescribed as per the notification no. RBI/2020-21/16 DOR.NO.BRBC/3.21.04.048/2020-21 dated August 6, 2020 for the year ended March 31, 2021 is not applicable to the Group.
- 53** The Code on Social Security, 2020 (the Code) has been enacted, which would impact contribution by the Group towards Provident Fund and Gratuity. The effective date from which changes are applicable is yet to be notified and the rules thereunder are yet to be announced. The actual impact on account of this change will be evaluated and accounted for when notification becomes effective.

**54 Financial Ratios**

Particulars	As at March 31, 2023	As at March 31, 2022
Current ratio	NA	NA
Debt equity ratio	2.05	1.65
Leverage ratio	2.21	1.78

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

### 55 Other Regulatory informations

- (i) Title deeds of immovable properties not held in name of the company:  
The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in note(s) [\*] [add additional references for investment properties and other line items where applicable] to the financial statements, are held in the name of the Group.
- (ii) Registration of charges or satisfaction with Registrar of Group:  
There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.
- (iii) Utilisation of borrowings availed from banks and financial institutions:  
The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans was taken.

### 56 Corporate social responsibility As per the provisions of Section 135 of the Companies Act 2013 :

(₹ in lakhs)		
Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Gross amount required to be spent during the year		
Amount spent during the year:		
a. On purposes other than construction/acquisition of any assets	10.00	-
b. Paid in cash	-	-
c. Yet to be paid in cash	-	-
<b>Total</b>	<b>10.00</b>	<b>-</b>

### 57 a) Details of benami property held:

No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

### b) Borrowing secured against current assets:

The Group has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Group with banks and financial institutions are in agreement with the books of accounts.

### c) Wilful defaulter:

The Group have not been declared wilful defaulter by any bank or financial institution or government or any government authority.

### d) Relationship with struck off companies:

The Group has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

### e) Compliance with number of layers of companies:

The Group has complied with the number of layers prescribed under the Companies Act, 2013.

### f) Compliance with approved scheme(s) of arrangements:

The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.



**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023****g) Utilisation of borrowed funds and share premium:**

The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate beneficiaries) or
- b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries) or
- b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries

**h) Undisclosed income:**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

**i) Details of crypto currency or virtual currency:**

The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.

**j) Valuation of PP&E, intangible asset and investment property:**

The Group has not revalued its property, plant and equipment (excluding right-of-use assets) or intangible assets or both during the current or previous year.

**58** Figures for the previous year have been regrouped/reclassified/rearranged wherever necessary to make them comparable to those for the current year.

For and on behalf of the Board of Directors of  
TRUCAP FINANCE LIMITED [Formerly Dhanvarsha Finvest Limited]  
CIN: L24231MH1994PLC334457

For Bansal Bansal & Co  
Chartered Accountants  
ICAI FRN 100986W

Sd/-  
Jatin Bansal  
Partner  
Membership No. 135399  
Mumbai  
Date : May 23, 2023

Sd/-  
Rohanjeet Singh Juneja  
Managing Director & CEO  
DIN: 08342094

Sd/-  
Sanjay Kukreja  
Chief Financial Officer

Sd/-  
Rushina Mehta  
Non-Executive Non-Independent Director  
DIN: 01042204

Sd/-  
Sonal Sharma  
Company Secretary  
M. No. A33260



TruCap Finance Ltd

# TRU Heroes



**TruCap Finance Limited**  
(formerly Dhanvarsha Finvest Limited)

**Regd. Off.:** 3<sup>rd</sup> Floor, A Wing, D. J. House, Old Nagardas Road, Andheri (East), Mumbai – 400 069  
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