



NALIN[®] LEASE FINANCE LIMITED

CIN : L65910GJ1990PLC014516

Date: 14th August, 2025

To,
BSE Ltd.
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai - 400 001
Company Code 531212

Subject: Notice of 34th Annual General Meeting (AGM) and Annual Report for the Financial Year 2024-25

Dear Sir,

This is to inform you that the Company has scheduled its 34th Annual General Meeting ("AGM") on Saturday, 13th September, 2025 at 03:30 p.m. IST through Video Conferencing ("VC")/ Other Audio Video Means ('OAVM') in accordance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI"). In this regard, please find enclosed herewith the Notice of 34th Annual General Meeting and Annual Report of the Company for the Financial Year 2024-25.

Please note that the electronic copy of the Notice of the 34th AGM and the Annual Report for the Financial Year 2024-25 is being sent by email to those Members whose email addresses are registered with the Company/Depositories. Further pursuant to Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter including the exact path, where complete details of the Annual Report & Notice of AGM are available is being sent to those Members whose email addresses are not registered with the Company /Depositories. The Notice of the 34th AGM and the Annual Report are also being uploaded on the website of the Company at www.nalinfin.co.in

Please take the same on your record.

Thanking you,

Yours faithfully,

For Nalin Lease Finance Limited



Nikul Patel

Chief Financial Officer

Enclosure: As above

34th

ANNUAL REPORT 2024-25



**NALIN LEASE
FINANCE LIMITED**

CIN: L65910GJ1990PLC014516

COMPANY INFORMATION & MANAGEMENT

The Board of Directors

- | | |
|-----------------------------------|--|
| 1. Dilipkumar Nalinkant Gandhi | - Chairman & Wholetime Director (with effect from 1st Aug. 25) |
| 2. Harsh Dilipkumar Gandhi | - Managing Director (with effect from 1st Aug. 25) |
| 3. Pallavi Dilipkumar Gandhi | - Wholetime Director |
| 4. Samirkumar Kantilal Shah | - Independent Director |
| 5. Ashwinbhai Maganbhai Prajapati | - Independent Director |
| 6. Hirenkumar Satishkumar Soni | - Independent Director |
| 7. Samsad Alam Khan | - Independent Director (with effect from 12th March 25) |

Chief Financial Officer

Nikulkumar Kantibhai Patel

Company Secretary

Swati Ajay Shah

Board Committees

Audit Committee

Stakeholder Relationship Committee

Nomination and Remuneration Committee

Statutory Auditors

M/s Paresh Thothawala & Co.

Chartered Accountant

Member No. 048435

Firm Registration No. 114777W

A-707, Times Square Arcade-II,

Nr. Avalon Hotel, Opp. Mann Party

Plot, Bodakdev, Ahmedabad, Gujarat-380 054.

Secretarial Auditor

Amrish N. Gandhi

34th ANNUAL GENERAL MEETING

Day : Saturday

Date : 13th September, 2025

Time : 3:30 P.M

Venue : through Video

Conference / Other Audio Visual Means.

Registrar & Share Transfer Agent MUFG INTIME INDIA PRIVATE LIMITED

5th Floor, 506 to 508, Amarnath

Business Centre – 1 (ABC-1), Beside

Gala Business Centre, Nr. St. Xavier's

College Corner, Off C G Road,

Ellisbridge, Ahmedabad - 380006,

E-mail:- ahmedabad@in.mpms.mufg.com

Tel. No. 079 - 2646 5179

Registered Office: NALIN LEASE FINANCE LIMITED

Ground Floor, Gandhi Nursing Home

Bldg, Dr.Nalinkant Gandhi Road,

Himatnagar, Gujarat 383001 In

Phone No. +91 2772 241264, 2422264

CIN: L65910GJ1990PLC014516

E-mail: info@nalinfin.co.in

www.nalinfin.co.in

COMPANY DIRECTOR



Dilipkumar Nalinkant Gandhi
Chairman & Wholetime Director



Harsh Dilipkumar Gandhi
Managing Director



Pallavi Dilipkumar Gandhi
Whole time Director



Samirkumar Kantilal Shah
Independent Director



Ashwinbhai Maganbhai Prajapati
Independent Director



Hirenkumar Satishkumar Soni
Independent Director



Samsad Alam Khan
Independent Director



NALIN LEASE FINANCE LIMITED

TEN YEARS AT A GLANCE

(Rs. in Lakhs)

Particulars	2024-25	2023-24	2022-23	2021-22	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16
TURNOVER	642.28	666.75	576.31	559.59	488.89	498.01	447.48	353.16	268.64	233.22
EBIDTA	501.00	576.27	422.03	370.22	353.08	363.33	336.52	224.19	159.33	120.12
PBT	442.69	517.09	399.72	350.73	330.86	276.74	235.70	141.21	136.61	109.63
PAT	352.34	384.98	299.26	260.05	252.43	198.94	172.24	101.29	92.65	70.98
EQUITYSHARE CAPITAL	655.82	655.82	655.82	655.82	655.82	655.82	655.82	326.20	326.20	326.20
RESERVES & SURPLUS	2849.86	2497.52	2112.54	1813.29	1586.03	1333.60	1134.66	759.58	658.29	576.94
KEY INDICATORS										
EARNING PER SHARE (Rs.)	5.37	5.87	4.56	3.97	3.85	3.03	2.63	3.11	2.84	2.18



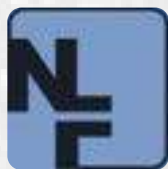
NALIN LEASE FINANCE LIMITED

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Registered Office:

Gandhi Nursing Home Bldg. Dr. Nalinkant Gandhi Road, Himatnagar, Gujarat, India, 383001

E-mail: info@nalinfin.co.in

Website: www.nalinfin.co.in

Phone: 02772 – 241264, 02772 - 242264

NOTICE OF THE 34th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 34th Annual General Meeting of Members of Nalin Lease Finance Limited will be held on Saturday, the 13th Day of September, 2025 at 03:30 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility, to transact the following business:

ORDINARY BUSINESS

1. Consideration and Adoption of Audited Financial Statements of the Company for the financial year ended on 31st March, 2025 and Reports of the Board of Directors ("the Board") and Auditors thereon:
To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:
"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended on 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby approved and adopted.
2. Re-appointment of Mr. Harsh Dilipkumar Gandhi (DIN: 03120638) as a Director liable to retire by rotation:
To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:
"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Harsh Dilipkumar Gandhi (DIN: 03120638), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS

3. Appointment of Secretarial Auditors of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s Amrish Gandhi & Associates, Practicing Company Secretaries (Firm Registration No. S2011GJ689900), be and are hereby appointed as Secretarial Auditors of the Company, for a term of 5 (five) consecutive years commencing from FY2025-26 to FY2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company (including any committee thereof) and the Secretarial Auditors."

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof), be and are hereby authorized to decide and finalize the terms and conditions of appointment, including the remuneration of the Secretarial Auditors, from time to time, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board of Directors,

Place: Himatnagar
Date: 29th July, 2025

Harsh Gandhi
Whole-time Director
DIN: 03120638

Registered Office:
Gandhi Nursing Home Bldg.
Dr. Nalinkant Gandhi Road,
Himatnagar, Gujarat, India, 383001

: NOTES :

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the ensuing Annual General Meeting (AGM) is annexed hereto.
2. As required by Regulation 36 of the SEBI (LODR) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Director retiring by rotation and seeking appointment / re-appointment at the ensuing AGM are given in the Annexure to the Notice of the AGM.
3. The Ministry of Corporate Affairs, Government of India ("MCA") has vide its circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars") allowing, inter alia, conducting of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, provisions of the Act and Listing Regulations, the 34th AGM of the Company is being conducted through VC/ OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 34th AGM shall be the Registered Office of the Company.

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

As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

4. In compliance with the aforementioned provisions of the Act and Listing Regulations, electronic copy of the Annual Report for the Financial Year 2024-25 is being sent to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes.

In case any Member is desirous of obtaining hard copy of the Annual Report for the financial year ended 31st March, 2025 and Notice of the 34th AGM of the Company, he/she may send request to the Company's e-mail address at info@nalinfin.co.in mentioning Folio No. /DP ID and Client ID.

Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Monday, 8th September, 2025 through email on info@nalinfin.co.in. The same will be replied by the Company suitably.

5. Pursuant to Section 113 of the Act, institutional/ corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, before e-Voting/attending AGM, to info@nalinfin.co.in.
6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by ICSI, Regulation 44 of Listing Regulations, and the Circulars issued by the

MCA dated April 8, 2020, April 13, 2020 and May 5, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 34th AGM and to those Members participating in the 34th AGM, to cast vote through e-Voting system during the AGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Private Limited ("MUFG") (formally known as Link Intime India Private Limited) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by MUFG.

7. The Board of Directors of the Company has appointed Amrish Gandhi , proprietor of M/S Amrish Gandhi & Associates, Company Secretary in Practice (FCS 8193 and CP No:5656) as Scrutinizer for conducting the voting process of remote e-Voting and e-Voting during AGM in a fair and transparent manner. The results of the e-Voting shall be declared to the Stock Exchanges within the timeframe prescribed under the Act and Listing Regulations. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
8. The Register of Members of the Company shall remain closed from Saturday, 6th September, 2025 to Saturday, 13th September, 2025 (both days inclusive).
9. Members holding shares in electronic form are advised to keep the bank details updated with the respective Depositories, viz., NSDL and CDSL. Member holding shares in physical form are requested to update bank details with the Company's Registrar and Share Transfer Agent ("RTA") –

MUFG Intime India Private Limited through email at rnt.helpdesk@in.mpms.mufg.com.

10. IEPF related information:

The details of unpaid and unclaimed dividends are available on the Company's website at www.nalinfco.in .

The concerned members/investors are advised to visit the website of the IEPF Authority www.iepf.gov.in or contact the Company's Registrar and Share Transfer Agents ("RTA") MUFG Intime India Private Limited through email at ahmedabad@in.mpms.mufg.com, for detailed procedure to lodge the claim with the IEPF Authority. Members are requested to note that the unclaimed dividends will be transferred to the IEPF Authority after the below mentioned last date to claim:

Financial Year	Declaration Date	Due Date
2020-21	07th September, 2021	2020-21

11. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form, for ease in portfolio management.
12. SEBI, vide its circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and 17 November, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from April 1, 2024, only upon furnishing the PAN, contact details including mobile number, bank account details and specimen signature.

13. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant ("DP") in case of holding in dematerialized form and to the Company's RTA in case of holdings in physical form.
14. As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH- 13 with RTA or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DP.
15. Members may please note that SEBI vide its Circular No. SEBI/ HO/ MIRSD/ MIRSD_RTAMB/ P/ CIR /2022 /8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only, while processing Investor service requests, service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; subdivision/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Further SEBI vide its circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests to the Company through email info@nalinfin.co.in or by writing to the Company's RTA at rnt.helpdesk@in.mpms.mufig.com by submitting a duly filled and signed Form ISR-4.
16. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023 (updated as on December 20, 2023) has specified that a Member shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the Member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the Member is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Members are requested to take note of the same.
17. E-Voting facility:

The e-voting period begins on Wednesday, 10th September, 2025 at 09:00 a.m. and ends on Friday, 12th September, 2025 at 5:00 p.m. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 06th September, 2025 may cast their vote electronically. The e-voting module shall be disabled by MUFG Intime India Private Limited ("MUFG") for voting thereafter.

A person whose name is recorded in the Register of Members or in the Beneficial Owners maintained by depositories as on the cut-off date i.e., Saturday, 06th September, 2025 shall be entitled to avail the facility of remote e-Voting as well as e-Voting system during the AGM. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ Beneficial Owner (in case of shares held in dematerialised form) as on the cut-off date i.e., Saturday, 06th September, 2025. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut- off date.

A person who is not a Member as on the cut- off date should treat this Notice for information purposes

only.

The e-Voting during the AGM will begin on 13th September, 2025 at 10:00 a.m. and will end on completion of 30 minutes from the time of the conclusion of the AGM. Within this period, all Members who are present at the AGM through VC facility and who have not yet exercised their vote through remote e-Voting, can exercise their vote electronically.

18. Non-Resident Indian members are requested to inform LI IPL / respective DPs, immediately of:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

19. Dispatch of Notice of AGM and Annual Report through Electronic Mode:

In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024- 25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories Participants. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.nalinfin.co.in, websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com.

20. Members are requested to send all their documents and communications pertaining to shares to the Registrar & Transfer (R&T) Agent of the Company:

MUFG Intime India Private Limited
(Formerly known as Link Intime India Private Limited)
5th Floor, 506 TO 508,
Amarnath Business Centre – 1 (ABC-1),
Beside Gala Business Centre,
Nr. St. Xavier's College Corner,
Off C G Road, Ellisbridge,
Ahmedabad - 380006.

Please quote on all such correspondence – "Unit NALIN LEASE FINANCE LIMITED." For Shareholders queries – Tel: 079 - 2646 5179, Email ID: ahmedabad@in.mpms.mufig.com , Website: www.in.mpms.mufig.com.

21. INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30th September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufig.com> & click on "Login".

- b) Select the "Company Name" and register with your following details:
- c) Select Check Box - Demat Account No. / Folio No. / PAN
- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- d) Click "Go to Meeting"
- You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

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

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

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

- a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favour/against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/against'.

f) After selecting the appropriate option i.e. Favour/against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

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

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

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

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

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.



Team InstaMeet
MUFG Intime India Private Limited
Formerly Link Intime India Private Limited

22. REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- a) Click on the "Login" tab available under 'Shareholder/Member' section.
- a) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

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

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode. Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as

under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Folio no. registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders holding shares in NSDL form, shall provide 'D' above
 - o Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's

Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:

1) Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) Investor's Name - Enter Investor's Name as updated with DP.

3) Investor PAN' - Enter your 10-digit PAN.

4) Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.

- d) Enter "16-digit Demat Account No."
 - e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / against, click on 'Submit'.
 - f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
- (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
 - b) After successful login, you will see "Notification for e-voting".
 - c) Select "View" icon for "Company's Name / Event number".
 - d) E-voting page will appear.
 - e) Download sample vote file from "Download Sample Vote File" tab.
 - f) Cast your vote by selecting your desired option 'Favour / against' in the sample vote file and upload the same under "Upload Vote File" option.
 - g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
- (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

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

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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.

- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on:
<https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".



Team InstaVote
 MUFG Intime India Private Limited
 Formerly Link Intime India Private Limited

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 2

Whole-time Director, Harsh Dilipkumar Gandhi (DIN: 03120638), retire by rotation at this Annual General Meeting, and being eligible, seeks re-appointment. Kindly refer to the annexure to the Notice for information in respect of re-appointment of Mr. Harsh Gandhi, pursuant to the Secretarial Standard on General Meetings. Your Directors recommend the Ordinary Resolution in this regard for approval of the Members.

Mr. Harsh Gandhi, and his relatives may be deemed to be interested in this Resolution. None of the other Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

Item No. 3

The Board at its meeting held on 07th May, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Amrish Gandhi & Associates, Practicing Company Secretaries, Ahmedabad, , a peer reviewed firm (Firm Registration No. S1996GJ018900) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 to FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Mr. Amrish Navinchandra Gandhi is the Proprietor of M/s. Amrish Gandhi & Associates, a reputed firm of Practising Company Secretaries based in Ahmedabad. With over 22 years of rich and diverse experience, he has been consistently delivering high-quality professional services in the domain of Corporate Laws and SEBI Regulations.

He specializes in conducting Secretarial Audits, Due Diligence Audits, and Compliance Audits for several reputed companies across industries. His firm is Peer Reviewed by the Institute of Company Secretaries of India (Peer Review No. 5814/2024), reflecting its commitment to maintaining the highest standards of professional excellence.

In addition to being a Fellow Member of ICSI, Mr. Gandhi is also a Registered Insolvency Professional, Registered Valuer, and a Social Auditor registered under the Insolvency and Bankruptcy Board of India (IBBI).

M/s. Amrish Gandhi & Associates has confirmed that the proprietor firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. Amrish Gandhi & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

In addition to the secretarial audit, M/s. Amrish Gandhi & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors. The Board recommends the approval of the Members for appointment of Secretarial Auditors and passing of the Ordinary Resolution set out at Item No. 3 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING AGM

[Pursuant to the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Item No 2

Name of the Director	HARSH DILIPKUMAR GANDHI
Director Identification Number	03120638
Date of Birth	15/05/1986
Date of Appointment	09/07/2010
Nationality	Indian
Qualifications	B.Com, M.B.A
Experience (including expertise in specific functional area) / Brief Resume	Having experience of more than 15 years in the management of the Company as Whole-time Director.
Skill & Capabilities required for the Role and the manner in which he meets such requirements	He has demonstrated expertise in strengthening operational efficiency and streamlining core financial processes, thereby contributing significantly to the Company's performance.
Terms and Conditions of Appointment/Re-appointment	As per the resolution at Item No. 2 of the Notice convening this meeting.
Details of remuneration sought to be paid	For remuneration details, please refer to the Board's Report
Details of remuneration last drawn	For remuneration details, please refer to the Board's Report.
Number of the equity shares held in the Company	9,72,601
No. of Board Meetings Attended	7 OUT OF 7
List of Directorships held in other Companies	2
Chairmanship/Membership of the Committees of the other Board	Nil
Relationship with other Directors / Key Managerial Personnel	Related to Mr. Dilipkumar Gandhi and Pallavi Gandhi, other KMPs of Company

By Order of the Board of Directors

Place : Himatnagar
Date : 29th July, 2025

Harsh Gandhi
Whole Time Director
DIN: 03120638

Registered Office:
Gandhi Nursing Home Bldg., Dr. Nalinkant Gandhi Road, Himatnagar, Gujarat, India, 383001

BOARD'S REPORT

To,
The Members of
Nalin Lease Finance Ltd,
Ground Floor, Gandhi Nursing Home Building,
Dr. Gandhi Road, Sabarkantha,
Himatnagar, Gujarat, 383001

The Directors are pleased to present to you the 34th Annual Report of **Nalin Lease Finance Limited** ("the Company") along with the audited financial statement for the financial year ended March 31, 2025.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/ PERFORMANCE OF THE COMPANY:

During the year under review, the Company registered a profit of Rs 4,42,68,620/- before tax for the year ended March 31, 2025, on a standalone basis. A summary of the financial performance of the Company on a standalone basis for the financial year ended March 31, 2025, is given below:
(Rs. In Thousands)

Particulars	Standalone	
	31-03-2025	31-03-2024
Revenue from Operations	64,228.40	66,675.26
Other Income	8722.06	10,642.45
Total Revenue	72,950.46	77,317.71
Total Expenditure	28,681.84	25,608.68
Profit Before Tax	44,268.62	51,709.03
Tax Expenses	9034.72	13211.52
Profit After Tax	35,233.90	38,497.51

The Standalone Financial Statements of the Company for the financial year ended March 31, 2025 have been prepared in accordance with the Indian Accounting Standard (Ind AS) as notified by the Ministry of Corporate Affairs and as amended from time to time.

During the year under review, on standalone basis, the total Income from the operation decreased by 5.65%. The same was Rs. 7,29,50,462/- for the current FY 2024-25 as compared to Rs. 7,73,17,710/- for the previous FY 2023-24. Total Net Profit decreased by 8.48%, the same was Rs.3,52,33,903/- for the current FY 2024-25 as compared to Rs. 3,84,97,510/- for the previous FY 2023-24.

2. TRANSFER TO RESERVES

The Company proposes to transfer a sum of ₹. 75,00,000 to General Reserve and Rs. 70,46,781 to Compulsory Reserve during the financial year ended March 31, 2025.

3. DIVIDEND

During the year under review, your Board does not recommend any dividend and wishes to plough back the profits.

4. TRANSFER OF UNCLAIMED DIVIDEND AND UNCLAIMED SHARES:

The Company was not required to transfer unpaid/unclaimed dividends during the year under review to the Investor Education and Protection Fund.

5. STATE OF THE COMPANY'S AFFAIRS:

The Company is engaged in the business of Gold Loan, Vehicle Loan and Business & Other Loans. There was no change in the nature of the business of the Company during the year under review.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

A detailed review of the operations, performance and future outlook of the Company is given in the Management's Discussion and Analysis appearing as "Annexure B" to this Report.

7. CORPORATE GOVERNANCE

Your Company has always striven to incorporate appropriate standards for good Corporate Governance. It has taken adequate steps to ensure that the provisions of Corporate Governance as prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 are complied with.

A detailed report on Corporate Governance is appearing as Annexure 'D' to this Report alongwith the Practicing Company Secretary's Certificate on its compliance by the Company.

8. ANNUAL RETURN:

The Annual Return of the Company as on March 31, 2025, in the Form MGT-7 in accordance with Section 92(3) and 134(3)(9) of the Act as amended from time to time and the Companies (Management and Administration) Rules, 2014 is available on the website of the Company at:

<https://www.nalinfco.in/reportdetail?rptid=3&menuid=1>

9. MATERIAL CHANGES AND COMMITMENT, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY THAT OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are no material changes or commitments affecting the financial position of the Company between the end of the financial year to which this financial statement relates and the date of this report.

10. DETAILS OF SUBSIDIARY, JOINT VENTURE, OR ASSOCIATE COMPANIES:

During the year under review, the Company does not have any Subsidiary Company/Joint Venture/Associate Company.

11. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Company has a professional Board with Executive Directors & Non-Executive Directors who bring the right mix of knowledge, skills, and expertise and help the Company in implementing the best Corporate Governance practices.

Mr. Harsh Dilipkumar Gandhi (DIN: 03120638), Director of the Company will retire by rotation at the ensuing 34th Annual General Meeting and being eligible offered him for re-appointment as per Section 152 of the Companies Act, 2013.

During the year under review, Mr. Ashwinbhai Maganbhai Prajapati and Mr. Hirenkumar Satishkumar Soni were appointed as Independent Directors of the Company with effect from 01st August, 2024 and their appointment was approved by the Members in the 33rd Annual General Meeting held on 21st September, 2024.

During the year under review, Mr. Samsad Alam Khan was appointed as Independent Director of the

Company with effect from 12th March, 2025 and his appointment was approved by the Members through Postal Ballot Process on 13th April, 2025.

During the year Mr. Narendrakumar Shah and Mr. Navinchandra Soni resigned as Independent Directors with effect from 21st September, 2024 due to completion of their Tenure.

12. DECLARATION BY INDEPENDENT DIRECTORS:

The Independent Directors have submitted their declaration of independence, stating that:

- a. They continue to fulfill the criteria of independence provided in Section 149 (6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) ; and
- b. There has been no change in the circumstances affecting his/ their status as Independent Directors of the Company.

The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct. In terms of Section 150 of the Act and Rules framed thereunder, the Independent Directors have also confirmed their registration (including renewal of applicable tenure) and compliance of the online proficiency self- assessment test (unless exempted) with the Indian Institute of Corporate Affairs (IICA).

The Board opined and confirm, in terms of Rule 8 of the Companies (Accounts) Rules, 2014 that the Independent Directors are persons of high repute, integrity and possess the relevant expertise and experience in their respective fields.

13. COMPLIANCE WITH APPLICABLE SECRETARIAL STANDARDS:

The Company has duly followed the applicable Secretarial standards, relating to Meeting of the Board of Directors (SS-1) and General Meeting (SS-2), issued by the Institute of Company Secretaries of India (ICSI).

14. BOARD MEETINGS:

During the year under review, the Board met 7 times namely on 01/05/2024, 18/05/2024, 31/07/2024, 08/11/2024, 07/02/2025, 25/02/2025 and 12/03/2025.

The intervening gap between the two consecutive Board Meetings was within the prescribed period of 120 days as specified under the provisions of Section 173 of the Act and the Listing Regulations. Following is the attendance of each of the Directors at the Board Meetings held during the period under review:

Sr. No.	Date of Meeting	Total No of Directors as on date of meeting	Attendance	
			No. of Directors attended	% of Attendance
1	01/05/2024	6	6	100
2	18/05/2024	6	6	100
3	31/07/2024	6	6	100
4	08/11/2024	6	6	100
5	07/02/2025	6	6	100
6	25/02/2025	6	6	100
7	12/03/2025	7	7	100

15. COMMITTEES OF THE BOARD

a. AUDIT COMMITTEE

The composition of the Audit Committee and terms of reference are in compliance with the provisions of Section 177 of the Act. All members of the Committee are financially literate and have accounting or related financial management expertise.

The Terms of reference broadly includes the following:

- i) The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- ii) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- iii) Examination of the financial statement and the auditors' report thereon;
- iv) Approval or any subsequent modification of transactions of the company with related parties;
- v) Scrutiny of inter-corporate loans and investments;
- vi) Valuation of undertakings or assets of the company, wherever it is necessary;
- vii) Evaluation of internal financial controls and risk management systems;
- viii) Monitoring the end use of funds raised through public offers and related matters.

The Terms of reference of the Committee can be accessed at:

<https://www.nalinfco.in/upload/TERMS%20OF%20REFERENCE%20AUDIT%20COMMITTEE.pdf>

The Audit Committee consists of the following members:

Sr. No.	Name of Members	Designation	Category
1	Ashwinbhai Maganbhai Prajapati	Chairman	Independent & Non - Executive Director
2	Hirenkumar Satishkumar Soni	Member	Independent & Non - Executive Director
3	Dilipkumar Nalinkant Gandhi	Member	Managing (Executive) Director

During the year under review, the Audit Committee met 04 times namely on 01 May 2024, 31 July 2024, 08 November 2024 and 07 Feb 2025.

All the recommendations of the Audit Committee were accepted by the Board during the year under review.

Following is the detail of the attendance of each of the members of the Audit Committee at its Meeting held during the year under review:

Sr. No.	Date of Meeting	Total No of Members as on date of meeting	Attendance	
			No. of Members attended	% of Attendance
1	01/05/2024	3	3	100
2	31/07/2024	3	3	100
3	08/11/2024	3	3	100
4	07/02/2025	3	3	100

b. NOMINATION AND REMUNERATION COMMITTEE

The composition of the Nomination and Remuneration Committee and terms of reference are in compliance with the provisions of Section 178 of the Act.

The salient features of the policy, along with the web address of the policy, is: <https://www.nalinfco.in/upload/nomination-and-remuneration-policy%2028.06.2021.pdf>

The Nomination and Remuneration Policy of the Company contains the guidelines on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3).

The Nomination and Remuneration Committee consists of the following members:

Sr. No.	Name of Members	Designation	Category
1	Ashwinbhai Maganbhai Prajapati	Chairman	Independent & Non - Executive Director
2	Hirenkumar Satishkumar Soni	Member	Independent & Non - Executive Director
3	Samirkumar Kantilal Shah *	Member	Independent & Non - Executive Director

*Shri Samirkumar Kantilal Shah will cease to be the director of the Company from the closure of business hours of 34th Annual General Meeting due to completion of their second and final term of being Independent Director of the Company, thus vacating the committee and position as well.

During the year under review, the Nomination and Remuneration Committee met 03 times namely on 31/07/2024, 25/02/2025 and 12/03/2025. Following is the detail of the attendance of each of the members of the Nomination and Remuneration Committee at its Meeting held during the year under review:

Sr. No.	Date of Meeting	Total No of Members as on date of meeting	Attendance	
			No. of Members attended	% of Attendance
1	31/07/2024	3	3	100
2	25/02/2025	3	3	100
3	12/03/2025	3	3	100

a. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR)

The company does not fall under the criteria of net worth, turnover or profit for applicability of Corporate Social Responsibility (CSR) provisions as per Section 135 of the Companies Act, 2013; hence the same are not applicable to the Company for the period under review. Your Company is not required to adopt the CSR Policy or constitute CSR Committee during the year under review.

b. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Company has constituted the Stakeholders' Relationship Committee in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015.

The terms of reference of Stakeholders' Relationship Committee are as under:-

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

The composition of the Stakeholders' Relationship Committee is as under:

Sr. No.	Name of Members	Designation	Category
1	Ashwinbhai Maganbhai Prajapati	Chairman	Independent & Non - Executive Director
2	Hirenkumar Satishkumar Soni	Member	Independent & Non - Executive Director
3	Dilipkumar Nalinkant Gandhi	Member	Managing (Executive) Director

During the year under review, the Stakeholders' Relationship Committee met 04 times namely on 01/05/2024, 31/07/2024, 08/11/2024 and 07/02/2025. Following is the detail of the attendance of each of the members of the Nomination and Remuneration Committee at its Meeting held during the year under review:

Sr. No.	Date of Meeting	Total No of Members as on date of meeting	Attendance	
			No. of Members attended	% of Attendance
1	01/05/2024	3	3	100
2	31/07/2024	3	3	100
3	08/11/2024	3	3	100
4	07/02/2025	3	3	100

16. DIRECTOR'S RESPONSIBILITY STATEMENT:

As required under Section 134 of the Act (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Directors of the Company state that:

- in the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards had been followed along with the proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2025, and of its profit and loss for the financial year ended on that date;
- the Directors had 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;
- the Director had prepared the annual accounts for the financial year 2024-25 on a 'going concern' basis; and
- The Directors had devised proper systems to ensure compliance with the provisions of all the applicable laws and that such systems are adequate and operating effectively.

17. MAINTENANCE OF COST RECORDS:

The Company is not required to maintain Cost Records as specified by the Central Government under Section 148 (1) of the Act.

18. CAPITAL STRUCTURE:

There is no change in the Authorised Share Capital and Paid-up Share Capital of the Company during the year under review.

Shares with differential voting rights and sweat equity shares:

The Company has not issued shares with differential voting rights and sweat equity shares during the year under review.

19. PARTICULARS OF LOANS, GUARANTEES, OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

During the year under review the Company has not given any loan to any person or other body corporate, not given any guarantee or provided any security in connection with a loan to any other body corporate or person and not acquired by way of subscription, purchase or otherwise, the securities of any other body corporate.

There are no reportable transactions on which section 186 applies.

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES MADE PURSUANT TO SECTION 188 OF THE COMPANIES ACT, 2013:

Transaction with related parties were conducted in a transparent manner in the best interest of the Company and Stakeholders. All the transactions entered into with the related parties during the year under review were in the ordinary course of business and on an arm's length basis.

The details of Related Party Transactions is available under Note No. 38 of the Standalone Financial Statements for the year under review.

Pursuant to the provisions of Section 134(3)(h) of the Act, the particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Act and prescribed in Form AOC-2 of Companies (Accounts) Rules, 2014, is annexed to this Report as "Annexure A".

21. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:

The requisite information with regard to conservation of energy, technology absorption and foreign exchange earnings and outgo, in terms of the Section 134(3) (m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 is given below:

A) Conservation of Energy

Your Company being a Non-Banking Finance Company, its activities are not energy intensive. However your Company has taken adequate measures for conservation of energy, wherever required.

B) Technology Absorption

Your Company being a Non-Banking Finance Company, its activities do not require adoption of any specific technology. However, your Company has been in the forefront in implementing latest information technologies & tools towards enhancing our customer convenience. Mobile number validation system introduced has enhanced the quality of our KYC data captured in the system. This helps us provide the customers useful and informative SMS alerts on transactions, repayment reminders and missed call facilities so as to track their accounts offline also. With the infusion of technology, we walked ahead of time towards true Digital India and financial inclusion.

C) Foreign Exchange earnings and outgo

Total Foreign Exchange Earned: NIL

Total Foreign Exchange Used: NIL

22. STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The Company has in place a mechanism to identify, assess, monitor, and mitigate various risks to key business objectives which may threaten the existence of the Company. Major risks identified by the various functions are documented along with appropriate mitigating controls on a periodic basis.

23. DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:

During the year under review, the Company has not received any significant orders/ material orders passed by any of Regulators/ Courts/ Tribunals impacting the going concern status of the Company and its operations in future.

24. VIGIL MECHANISM /WHISTLE BLOWER POLICY:

The Company in accordance with the provisions of Section 177 (9) of the Act has established a robust Vigil Mechanism Policy for Directors and employees to report genuine concerns to the management viz., instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy and assist the Audit Committee. The Directors and employees are encouraged to come forward and express his/her concern(s) without fear of punishment or unfair treatment.

The Whistle Blower Policy/ Vigil Mechanism Policy of the Company is available on the website at https://www.nalinfm.co.in/upload/WHISTLE%20BLOWER%20POLICY_06062017.pdf

25. DEPOSITS:

During the year under review, the Company has not accepted any deposits within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

26. UNSECURED LOAN FROM DIRECTORS:

During the year under review, the Company has not borrowed an unsecured loan from any of the Directors of the Company.

27. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR MANAGEMENT:

The disclosures with respect to the remuneration of Directors and employees as required under Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the 'Rules') "Annexure D", forming part of this Report.

28. FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS:

The Independent Directors are regularly informed during meetings of the Board and Committees on the business strategy, business activities, manufacturing operations, updates and regulatory updates. The Directors when they are appointed are given a detailed orientation on the Company, industry, strategy, policies and Code of Conduct, regulatory matters, business, financial matters and human resource matters of the Company.

29. BOARD EVALUATION:

The annual evaluation of performance of the Board of Directors, its committees, Chairman and individual Directors for the year under review was conducted in accordance with the provisions of the Companies Act, 2013.

30. REGISTRAR AND SHARE TRANSFER AGENT:

During the year under review, MUFG Intime India Pvt. Ltd was the Registrar and Transfer Agent of the Company.

31. DETAILS OF EMPLOYEE STOCK OPTIONS:

The Company does not have any Employee Stock Option Scheme/ Plan.

32. STATUTORY AUDITORS:

The members at the 31st AGM of the Company had appointed M/s. Paresh Thothawala & Co., Chartered Accountants, Ahmedabad (FRN: 114777W), as a Statutory Auditors for a period of five years to hold office from the conclusion of 31st AGM until the conclusion of 36th AGM.

M/s Paresh Thothawala & Co has confirmed that they are not disqualified from continuing as Auditors of the Company.

33. SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board of Directors of the Company, have appointed M/S Amrishi Gandhi & Associates, Practising Company Secretary (Certificate of Practice No. 5656), as the Secretarial Auditor to conduct an audit of the secretarial records for the financial year 2024-25, based on consent received from them. The Secretarial Audit Report for the financial year 2024-25 under the Act read with the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 is set out in "Annexure E" to this Report.

34. EXPLANATIONS / COMMENTS ON QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE AUDITOR AND COMPANY SECRETARY IN THE AUDIT REPORTS

Statutory Auditor's Remarks:

There is no qualifications, reservations, adverse remark or disclaimer in Auditors Report.

Secretarial Auditor's remarks:

There is no qualifications, reservations, adverse remark or disclaimer in Auditors Report.

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

The Company is committed to providing a safe and conducive work environment to all of its employees and associates. The Company has created the framework for individuals to seek recourse and redressal to instances of sexual harassment. The Company has in place a Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH, 2013). The policy formulated by the Company for prevention of sexual harassment is available on the website of the Company at:

<https://www.nalinfina.in/upload/POLICY%20ON%20SEXUAL%20HARASSMENT%20AGAINST%20EMPLOYEES.pdf>

The Company has complied with the provision relating to the constitution of Internal Committee under POSH, 2013.

During the year under review, no complaint pertaining to sexual harassment at work place has been received by the Company.

36. DOWNSTREAM INVESTMENT

The Company neither have any Foreign Direct Investment (FDI) nor invested as any Downstream Investment in any other Company in India.

37. INTERNAL AUDIT

At the beginning of each financial year, an audit plan is rolled out with approval of the Company's Audit Committee. The plan is aimed at evaluation of the efficacy and adequacy of internal control systems and compliance thereof, robustness of internal processes, policies and accounting procedures and compliance with laws and regulations. Based on the reports of internal audit, process owners undertake corrective action in their respective areas. Significant audit observations and corrective actions are periodically presented to the Audit Committee of the Board.

38. INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS:

The Company has an adequate system of Internal Financial Control commensurate with its size and scale of operations, procedures and policies, ensuring efficient and orderly conduct of its business, including adherence to the Company's policy, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

Based on the assessment carried out by the Management and the evaluation of the results of the assessment, the Board is of the opinion that the Company has adequate Internal Financial Control System that is operating effectively during the year under review.

There were no instances of fraud which necessitates reporting of material misstatement to the Company's operations.

39. REPORTING OF FRAUDS:

During the year under review, there have been no frauds reported by the Statutory Auditors of the Company under sub-section (12) of Section 143 of the Act.

40. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

During the year under review and till date of this Report, the Company has neither made any application against anyone nor were any proceedings pending against the Company under the Insolvency and Bankruptcy Code, 2016.

41. DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

There is no application being ever made for One Time Settlement (OTS) with any banks or financial institution.

42. ACKNOWLEDGEMENT

The Board of Directors places on record its gratitude to the government and regulatory authorities, correspondent banks, for their support. The Board acknowledges the support of the shareholders and also places on record its sincere thanks to its valued client for its continued patronage. The Board also appreciates to all employees of the Company for their sincere work and commitment.

FOR AND ON BEHALF OF THE BOARD

Dilipkumar Gandhi
Managing Director
DIN: 00339595

Harsh Gandhi
Whole-time director
DIN: 03120638

Place: Himatnagar
Dated: 29th July, 2025

ANNEXURE 'A' TO BOARD'S REPORT

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

Form No. AOC-2: Material Related Party Transaction

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

Details of contracts or arrangements or transactions not at arm's length basis during the year ended on 31st March, 2025:

Not Applicable.

Details of material contracts or arrangement or transactions at arm's length basis during the year ended on 31st March, 2025:

Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto are required to be disclosed in Form AOC-2. The Form AOC – 2 envisages disclosure of material contracts or arrangements or transactions at arm's length basis. The details herein are as per the policy on dealing with related party transactions adopted by the Company.

Name of related party & Nature of Contract	Nature of relationship	Duration of Contract	Salient Terms	(Rs. In Thousands)
Dilipkumar N. Gandhi- Rent	Related party of the Company u/s 2(76) read with Section 188 of the Companies Act, 2013	1 year w.e.f. 1st April, 2024 to 31st March, 2025.	Material terms and conditions are based on the agreement which <i>inter-alia</i> includes the terms which are Marketlinked.	3045.42

Note:

1. Amount paid as advances, if any: Nil
For and on behalf of the Board of Directors,

FOR AND ON BEHALF OF THE BOARD

Dilipkumar Gandhi
Managing Director
DIN: 00339595

Harsh Gandhi
Whole-time director
DIN: 03120638

Place: Himatnagar
Dated: 29th July, 2025

ANNEXURE 'B' TO THE BOARD'S REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

(Pursuant to Regulation 34(2) (e) of SEBI (LODR) Regulations, 2015 and as per applicable provisions of the Companies Act, 2013)

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

The Non-Banking Financial Companies (NBFC) sector in India continues to be a pivotal segment of the financial system, especially in facilitating credit to traditionally underserved sectors such as rural, semi-urban, and informal market segments. Regulatory bodies such as the Reserve Bank of India (RBI) have implemented numerous reforms over recent years, aiming to enhance governance, accountability, capital adequacy, and digital adoption.

Key developments include stricter implementation of risk-based supervision, push for digital lending guidelines, alignment of asset classification norms with banks, and emphasis on enhanced disclosures. These measures aim to strengthen the sector's resilience and build public trust.

2. OPPORTUNITIES AND THREATS

Opportunities:

- Rising demand for micro and small-ticket credit in semi-urban and rural regions.
- Government's continued push for financial inclusion through schemes such as PMMY and Digital India.
- Increased reliance on digital lending and fintech collaboration offers scalability.
- Regulatory recognition of NBFCs' critical role in bridging credit gaps.

Threats:

- Rising competition from FinTech companies and traditional banks with deeper capital.
 - Asset quality pressures due to interest rate volatility and macroeconomic uncertainty.
 - Regulatory tightening, such as scale-based regulations, may limit operational flexibility.
 - Risk of borrower defaults in economically stressed periods, leading to NPA build-up.
-

3. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The Company operates under a single segment — financial services, primarily comprising vehicle loans, lease financing, and hire purchase schemes.

During FY 2024-25, the Company has witnessed stable demand across its lending products. The two-wheeler financing vertical and hire purchase facilities contributed significantly to disbursement volumes, especially in rural and tier-II regions.

4. OUTLOOK

The outlook for the NBFC sector remains cautiously optimistic. While external factors such as inflation, monetary tightening, and credit risk remain areas of concern, the long-term demand for credit remains intact, especially in informal markets.

Nalin Lease Finance Limited is strategically positioned to capitalize on this demand through:

- Deeper penetration in rural Gujarat,
- Continued focus on asset quality and customer-centricity,
- Digital operational enhancements, and
- Prudent financial management.

The Company aims to strengthen its balance sheet, widen its customer base, and maintain disciplined growth aligned with regulatory expectations.

5. RISKS AND CONCERNS

Risk management continues to be a focal point in Company strategy. Major risks include:

- Credit Risk: Potential defaults due to borrower stress in an uncertain economy.
- Interest Rate Risk: Rising borrowing costs may compress margins.
- Liquidity Risk: Ensuring timely fund access to meet obligations.
- Regulatory Risk: Adapting to evolving norms issued by RBI and SEBI.

To mitigate these, the Company has in place an internal risk control mechanism and a conservative lending policy.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a robust internal control framework covering financial reporting, operational procedures, statutory compliance, and risk assessment.

Regular audits are carried out by the Internal Auditor and reviewed by the Audit Committee to ensure the adequacy and effectiveness of controls. Any identified gaps are promptly addressed and monitored.

7. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

For the financial year 2024-25:

- Revenue from operations grew steadily, driven by consistent disbursements and controlled delinquencies.
 - Profit before tax (PBT) and Profit after tax (PAT) saw moderate improvement over the previous year, reflecting operational efficiency and improved loan recovery performance.
 - Net Worth of the Company remains strong, underpinned by retained earnings and prudent provisioning.
 - The Company maintained its focus on cost rationalization, leading to stable operating margins.
-

8. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Human capital is a vital asset of the Company. During the year, the Company:

- Invested in training programs to upskill operational and credit personnel,
- Continued initiatives for employee welfare and engagement,
- Maintained a collaborative work culture with no instances of labour unrest.

The employee strength as on 31st March 2025 stood at 17.

9. KEY FINANCIAL RATIOS

Particulars	FY 2024-25	FY 2023-24	% Change	Remarks (if >25%)
Liquidity Coverage Ratio	297.58%	230.04%	67.54%	The Liquidity Coverage Ratio has declined significantly due to increased short-term obligations as compared to High-Quality Liquid Assets (HQLA). The Company is taking corrective steps to strengthen its liquidity position through better cash flow planning and short-term asset-liability management
Tier-1 CRAR	0.97	0.88	10.23%	Not applicable

10. CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations, or predictions may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference include economic conditions, changes in government regulations, tax laws, and other incidental factors.

For and on behalf of the Board of Directors
Nalin Lease Finance Limited

Dilipkumar Gandhi
Managing Director
DIN: 00339595

Harsh Gandhi
Whole-time director
DIN: 03120638

Place: Himatnagar
Dated: 29th July, 2025

ANNEXURE 'C' TO BOARD'S REPORT

CORPORATE GOVERNANCE REPORT

The Directors present Corporate Governance Report of the Company for the year ended 31st March, 2025 in terms of Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

"Governance That DRIVE's Growth, Grounded in Purpose."

"At the heart of our operations, we believe that strong corporate governance is the cornerstone of sustainable success. Guided by the principles of ethics, trust, and transparency, our approach is rooted in our core values of delivering exceptional customer experiences, fostering resolute trust, driving ingenious entrepreneurship, and creating long-term value for all stakeholders. We are committed to maintaining the highest standards of accountability, ensuring that every decision is made with integrity and with the purpose of enhancing both organizational and societal well-being. By upholding these principles, we are not only securing the future of our company but also contributing to the lasting progress of the mining industry and the communities we serve."

D – Delightful Customer Experience

R – Resolute Trust

I – Ingenious Entrepreneurship

V – Value Creation

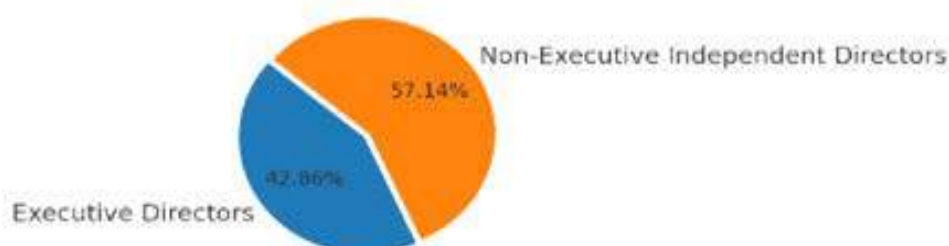
E – Ethics at the Core

BOARD OF DIRECTORS

As on **31st March, 2025**, the Board consists of **Seven** Directors as follows:

Sr. No.	Category	Name of Director	% of Total Board Size
1	Executive Directors	Mr. Dilipkumar Nalinkant Gandhi Mrs. Pallaviben Dilipkumar Gandhi Mr. Harsh Dilipkumar Gandhi	42.86%
2	Non -Executive Independent Directors	Mr. Samirkumar Kantilal Shah Mr. Samsad Alam Khan Mr. Ashwinbhai Maganbhai Prajapati Mr. Hirenkumar Satishkumar Soni	57.14%

BOARD COMPOSITION



BRIEF DETAILS OF BOARD OF DIRECTORS

Brief profile of Directors of the Company including their category, shareholding in the Company, number of other Directorships including name of listed entities where he/she is a director alongwith the category of their directorships, committee positions held by them in other companies as a Member or Chairperson, areas of expertise and other details are given below:

Name and Designation of Director(s) (DIN)	Date of Appointment, Shareholding Other Directorship and Committee Position(s) in the Company	Directorship in other equity listed company(ies) and category of directorship
MR. DILIPKUMAR NALINKANT GANDHI Executive Director Chairperson related to Promoter (DIN: 00339595)	Appointed 01/08/2005	NIL
	Shareholding 28,40,970	
	Other Directorship 2	
	Committee membership(s)/ chairmanship(s) in other company(ies) NIL	
MR. PALLAVIBEN DILIPKUMAR GANDHI Executive Director (Promoter) (DIN: 00339639)	Appointed 15/10/1992	NIL
	Shareholding 5,62,057	
	Other Directorship NIL	
	Committee membership(s)/ chairmanship(s) in other company(ies) NIL	
MR. HARSH DILIPKUMAR GANDHI Executive Director (Promoter) (DIN: 03120638)	Appointed 09/07/2010	NIL
	Shareholding 9,72,601	
	Other Directorship 2	
	Committee membership(s)/ chairmanship(s) in other company(ies) NIL	
MR. SAMIRKUMAR KANTILAL SHAH Non-Executive Independent Director (DIN: 07215030)	Appointed 15/04/2015	NIL
	Shareholding NIL	
	Other Directorship NIL	
	Committee membership(s)/ chairmanship(s) in other company(ies) NIL	
MR. SAMSAD ALAM KHAN Non-Executive Independent Director (DIN: 10591431)	Appointed 12/03/2025	NIL
	Shareholding NIL	
	Other Directorship NIL	
	Committee membership(s)/ chairmanship(s) in other company(ies) NIL	

MR. ASHWINBHAI MAGANBHAI PRAJAPATI Non-Executive Independent Director (DIN: 10519641)	Appointed 01/08/2024	NIL
	Shareholding NIL	
	Other Directorship NIL	
	Committee membership(s)/ chairmanship(s) in other company(ies) NIL	
MR. HIRENKUMAR SATISHKUMAR SONI Non-Executive Independent Director (DIN: 10688271)	Appointed 01/08/2024	NIL
	Shareholding NIL	
	Other Directorship NIL	
	Committee membership(s)/ chairmanship(s) in other company(ies) NIL	

Notes:

- 1) Mr. Samsad Alam Khan was appointed as an Additional Director, designated as an Independent Director of the Company w.e.f. 12th March, 2025.
- 2) None of the directors of the Company were related to each other except Mr. Dilipkumar N. Gandhi, who is Mrs. Pallaviben D. Gandhi's husband and Mr. Harsh Dilipkumar Gandhi's father.

BOARD MEETINGS AND PROCEDURES

A) Scheduling and Selection of Agenda items for Board Meetings

- i. The meetings are being convened by giving appropriate advance notice after obtaining the approval of the Chairman of the Board. Detailed agenda, management reports and other explanatory statements are circulated in advance amongst the members for facilitating meaningful, informed and focused decisions.
- ii. Where it is not practicable to attach any document or an agenda is of price sensitive in nature, the same is placed on the table with the approval of Chairman of the Board. In special and exceptional circumstances, additional or supplemental item(s) on the agenda are permitted. Sensitive subject matters are discussed at the meeting without written materials being circulated.
- iii. As per convenience of the Members of the Board and Committees, the Meetings are usually held at the Company's registered office at Himatnagar, Dist. Sabarkantha, Gujarat.
- iv. The Members of the Board have complete access to all information of the Company. The Board is also free to recommend inclusion of any matter in agenda for discussion. Senior Management Officials are called to provide inputs to the items discussed by the Board as and when required.

B) Recording minutes of proceedings at the Board / Committee Meetings

Minutes of the proceedings of each Board/ Committee Meeting are recorded and the same are approved in the next Board/ Committee Meeting. The minutes of the proceedings of the meetings are entered in the minutes book and the same are signed by the Chairman as prescribed in the Companies Act, 2013 and the Rules made thereunder and as per the Secretarial Standards issued by the Institute of Company Secretaries of India.

C) Compliance

The Compliance Officer while preparing the agenda notes is responsible for and is required to ensure adherence to all the applicable provisions of law, rules, guidelines etc. The Compliance Officer has to ensure compliance to all the applicable provisions of the Companies Act, 2013, SEBI Guidelines, Listing Regulations and other statutory requirements pertaining to the capital market. The Board of Directors reviews quarterly Compliance Report confirming adherence to all applicable laws, rules, regulations and guidelines.

BOARD INDEPENDENCE

In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the Management.

CHANGES IN THE BOARD

- **Mr. Navinchandra Chandulal Soni** (DIN: 03123355), and Mr. Narendrakumar Dalsukhdas Shah (DIN: 00314044), Non-Executive Independent Directors, ceased to be directors of the Company w.e.f. 21/09/2024. The Board placed on record their appreciation for the assistance and guidance provided by both of them during their tenure as Non-Executive Independent Directors of the Company.

- **Mr. Samsad Alam Khan** (DIN: 10591431) was appointed as Additional Non-Executive Independent Director of the Company by the Board of Directors at their meeting held on 12th March, 2025 for a period of 5 (five) years with effect from 12th March, 2025, subject to approval of the members of the Company.

The Company has sought the approval of the members by way of Special Resolution through notice of postal ballot dated 12th March, 2025 for the appointment of Mr. Samsad Alam Khan as Non-Executive Independent Director of the Company for a period of 5 (Five) years with effect from 12th March, 2025, which was duly passed and concluded on 13th April, 2025 by the members of the Company.

- **Mr. Dilipkumar Nalinkant Gandhi** (DIN: 00339595) was re-appointed as Whole-Time Director & Chairman of the Company by the Board of Directors at their meeting held on 12th March, 2025 for a period of 5 (Five) years w.e.f. 1st August, 2025, subject to approval of the members of the Company.

The Company has sought the approval of the members by way of Special Resolution through notice of postal ballot dated 12th March, 2025 for the re-appointment of Mr. Dilipkumar N. Gandhi as Whole-Time Director & Chairman of the Company for a period of 5 (Five) years with effect from 1st August, 2025, which was duly passed and concluded on 13th April, 2025 by the members of the Company.

- **Mr. Harsh Dilipkumar Gandhi** (DIN: 03120638) was re-appointed as Managing Director of the Company by the Board of Directors at their meeting held on 12th March, 2025 for a period of 5 (Five) years w.e.f. 1st August, 2025, subject to approval of the members of the Company.

The Company has sought the approval of the members by way of Special Resolution through notice of postal ballot dated 12th March, 2025 for the re-appointment of Mr. Dilipkumar N. Gandhi as Managing Director of the Company for a period of 5 (Five) years with effect from 1st August, 2025, which was duly passed and concluded on 13th April, 2025 by the members of the Company.

- **Mr. Harsh Dilipkumar Gandhi** (DIN: 03120638) Executive Director is retiring at the ensuing AGM and being eligible, offers himself for re-appointment.

- **Mr. Ashwinbhai Maganbhai Prajapati** (DIN: 10519641) and Mr. Hirenkumar Satishkumar Soni (DIN:10688271) were appointed as Additional Non-Executive Independent Directors of the Company by

the Board of Directors at their meeting held on 31st July, 2024 for a period of 5 (five) years with effect from 1st August, 2024, subject to approval of the members of the Company. The Company sought the approval of the members by way of Special Resolution through Notice of 33rd Annual General Meeting dated 31st July, 2024 for the appointment of Mr. Ashwinbhai Maganbhai Prajapati and Mr. Hirenkumar Satishkumar Soni as Non-Executive Independent Directors of the Company for a period of 5 (Five) years with effect from 1st August, 2024, which was duly passed on 21st September, 2024 by the members of the Company.

BOARD MEETINGS AND ATTENDANCE

During the year 2024-25, 7 (Seven) Board Meetings were held as against the statutory requirement of four meetings.

The details of Board meetings and attendance of Directors at these meetings and at last Annual General Meeting (AGM) are given below:-

Name of Directors	Last AGM held on 21 st September ,2024	Board Meetings held on						
		1 st May 2024	18 th May, 2024	31 st July 2024	08 th Nov 2024	07 th Feb 2025	25 th Feb 2025	12 th March 2025
Mr. Hirenkumar Satishkumar Soni *	Yes	NA	NA	NA	Yes	Yes	Yes	Yes
Mr. Dilipkumar Nalinkant Gandhi	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mrs. Pallaviben Dilipkumar Gandhi	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Harsh Dilipkumar Gandhi	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Ashwinbhai Maganbhai Prajapati *	Yes	NA	NA	NA	Yes	Yes	Yes	Yes
Mr. Samirkumar Kantilal Shah	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Samsad Alam Khan *	NA	NA	NA	NA	NA	NA	NA	Yes
Mr. Narendrakumar Dalsukhdas Shah #	Yes	Yes	Yes	Yes	NA	NA	NA	NA
Mr. Navinchandra Chandulal Soni #	Yes	Yes	Yes	Yes	NA	NA	NA	NA

Note: # Mr. Navinchandra Chandulal Soni and Mr. Narendrakumar Dalsukhdas Shah, resigned from the Board due to their Tenure Completion w.e.f. 21st September, 2024.

*Mr. Samsad Alam Khan was appointed as an Additional Director, designated as an Independent Director of the Company w.e.f. 12th March, 2025. Mr. Hirenkumar Satishkumar Soni and Mr. Ashwinbhai Maganbhai Prajapati were appointed as Additional Directors, designated as Independent Directors of the Company w.e.f. 1st August, 2024.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

Separate meeting of Independent Directors was held on 28th March, 2025 to evaluate the performance of Non-Independent Directors and the Board as a whole as well as the performance of the Chairman of the Company.

CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

The Company has received a certificate from M/s. Amrish Gandhi & Associates, Practicing Company Secretaries, as required under the Listing Regulations, confirming that none of the Directors on Board has debarred or disqualified from being appointed or continuing as Director of the Companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority as stipulated under Regulation 34(3) of the Listing Regulations, is attached to this report.

CODE OF CONDUCT

The Board of Directors of the Company has laid down a "Code of Conduct" for all Board Members including Independent Directors and Members of Senior Management of the Company. The Code of Conduct is posted on the website of the Company and can be accessed through web link:

<https://www.nalinfm.co.in/upload/Code%20of%20conduct%20-%20nalinfm%20lease.pdf>

The Board Members including Independent Directors and Senior Management have affirmed compliance with the "Code of Conduct" for the financial year ended on 31st March, 2025.

PREVENTION OF INSIDER TRADING CODE

The Board of Directors of the Company have approved the policy on the Code of Conduct for Prevention of Insider Trading & Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as per the SEBI (Prohibition of Insider Trading) Regulations, 2015 as posted on the website of the Company and can be accessed through web link:

<https://www.nalinfm.co.in/reportdetail?rptid=23&menuid=4>

The Compliance Officer of the Company is responsible for adherence to "Code of Conduct for Prohibition of Insider Trading Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information."

WHISTLE BLOWER POLICY

The Company has in place a Whistle Blower Policy and has established the necessary Vigil Mechanism for employees and Directors to report concerns about unethical behaviour / practices. Employees may use this channel to report concerns related to discrimination, retaliation and harassment and are assured of complete anonymity and confidentiality.

During the year under review, no such case was reported. No employee of the Company has been denied access to the Audit Committee.

The detail of such mechanism is communicated to all the Directors and Employees and the Whistle Blower Policy is also uploaded on the website of the Company and can be accessed through web-link:

https://www.nalinfm.co.in/upload/WHISTLE%20BLOWER%20POLICY_06062017.pdf

CEO/CFO CERTIFICATE

The Executive Director/CEO and the Chief Financial Officer of the Company have furnished the requisite certificate to the Board of Directors under Regulation 17(8) of Listing Regulations. The said certificate is a part of the Annual Report.

POLICY FOR DETERMINING MATERIALITY FOR DISCLOSURES

In line with requirements under Regulation 30 of the Listing Regulations, the Company has framed a policy on disclosure of material events and information as per the Listing Regulations, which is available on our website:

[https://www.nalinfco.in/upload/policy%20for%20determination%20of%20materiality%20of%20events%20or%20information%20required%20under%20clause%20\(ii\),%20sub-regulation%20\(4\)%20of%20regulation%2030.pdf](https://www.nalinfco.in/upload/policy%20for%20determination%20of%20materiality%20of%20events%20or%20information%20required%20under%20clause%20(ii),%20sub-regulation%20(4)%20of%20regulation%2030.pdf)

The objective of this policy is to have uniform disclosure practices and ensure timely, adequate and accurate disclosure of material events and information on an ongoing basis.

AUDIT COMMITTEE

The Audit Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company. The Committee's purpose is to oversee the quality and integrity of accounting, auditing, and financial reporting process including review of the internal audit reports and action taken report.

The terms of reference and role of the Audit Committee is in accordance with the amendments to Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations. The terms of reference of the Audit Committee inter alia include the following:

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- 3) Approval of payment to statutory auditors for any other services rendered by the Statutory Auditors;
- 4) Reviewing, with the management, the annual financial statements and the Auditors Report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b) Changes, if any, in accounting policies and practices and reasons for the same
 - c) Major accounting entries involving estimates based on the exercise of judgment by the Management
 - d) Significant adjustments made in the financial statements arising out of audit findings
 - e) Compliance with listing and other legal requirements relating to financial statements
 - f) Disclosure of any related party transactions modified opinion(s) in the draft audit report
- 5) Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval;
- 6) Reviewing, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights

- issue, and making appropriate recommendations to the Board to take up steps in this matter;
- 7) Review and monitor the Auditors' independence and performance, and effectiveness of audit process;
- 8) Approval or any subsequent modification of transactions of the Company with related parties;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the Company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13) Reviewing the adequacy of internal audit function, including reporting structure coverage and frequency of internal audit;
- 14) Discussion with the internal auditors of any significant findings and follow up there on;
- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- 16) Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17) To look into the reasons for substantial defaults in the payment to the shareholders (in case of non-payment of declared dividends) and creditors;
- 18) To review the functioning of the Whistle Blower mechanism;
- 19) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- 20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- 21) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances /investments existing as on the date of coming into force of this provision;
- 22) To review compliance with the provisions of SEBI (PIT) Regulations, 2015 and verify that the systems for internal control are adequate and are operation effectively.
- 23) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

In addition to the above, the following information of the Company will be reviewed by the Audit Committee:

- 1) Management Discussion and Analysis of financial condition and results of operations;
- 2) Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- 3) Internal audit reports relating to internal control weaknesses; and
- 4) Appointment, removal and terms of remuneration of the Internal Auditors.

The Audit Committee comprises of experts specializing in accounting/financial management. The composition of the Audit Committee is as under:

Sr. No.	Name of Members	Designation	Category
1	Ashwinbhai Maganbhai Prajapati	Chairman	Independent & Non- Executive Director
2	Hirenkumar Satishkumar Soni	Member	Independent & Non- Executive Director
3	Dilipkumar Nalinkant Gandhi	Member	Managing (Executive) Director

Meetings and attendance during the year:

Members	Attendance at Committee Meeting held on			
	1 st May 2024	31 st July 2024	8 th Nov 2024	7 th Feb 2025
Ashwinbhai Maganbhai Prajapati	Yes	Yes	Yes	Yes
Hirenkumar Satishkumar Soni	Yes	Yes	Yes	Yes
Dilipkumar Nalinkant Gandhi	Yes	Yes	Yes	Yes

The meetings of the Audit Committee are usually attended by the Whole-time Director, the Executive Director and the Chief Financial Officer of the Company. The representatives of the Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee Meetings. The Compliance Officer acts as the Secretary of the Committee

NOMINATION AND REMUNERATION COMMITTEE

The constitution and terms of reference of Nomination and Remuneration Committee of the Company are in compliance with provisions of Section 178 of Companies Act, 2013 and Regulation 19 of Listing Regulations.

Terms of reference of Nomination and Remuneration Committee as amended by the Board are as under:

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a) use the services of an external agencies, if required;
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) Consider the time commitments of the candidates.
- 2) Formulation of criteria for evaluation of Independent Directors and the Board;
 - 3) Devising a policy on Board diversity;
 - 4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
 - 5) Review whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
 - 6) Recommend to the Board, all remuneration, in whatever form, payable to senior management.

The composition of the

Nomination & Remuneration Committee is as under:

Sr. No.	Name of Members	Designation	Category
1	Ashwinbhai Maganbhai Prajapati	Chairman	Independent & Non - Executive Director
2	Hirenkumar Satishkumar Soni	Member	Independent & Non - Executive Director
3	Samirkumar Kantilal Shah*	Member	Independent & Non - Executive Director

*Shri Samirkumar Kantilal Shah will cease to be the director of the Company from the closure of business hours of 34th Annual General Meeting due to completion of their second and final term of being Independent Director of the Company, thus vacating the committee and position as well.

Meetings and attendance during the year:

Members	Attendance at Committee Meeting held on		
	31 st July, 2024	25 th February, 2025	12 th March, 2025
Ashwinbhai Maganbhai Prajapati	Yes	Yes	Yes
Hirenkumar Satishkumar Soni	Yes	Yes	Yes
Samirkumar Kantilal Shah	Yes	Yes	Yes

The Compliance Officer acts as the Secretary of the Committee.

NOMINATION AND REMUNERATION POLICY

The Company has adopted a Policy relating to the remuneration for Directors, Key Managerial Personnel and other employees of the Company, which is uploaded on the website of the Company

<https://nalinfin.co.in/upload/nomination-and-remuneration-policy%2028.06.2021.pdf>.

The Remuneration of the Executive Directors is determined by the Nomination and Remuneration Committee within the permissible limits of the Companies Act, 2013 and as approved by Board and shareholders.

The Company's remuneration policy is driven by the success and performance of the managerial personnel. While reviewing the remuneration of managerial personnel, Key Managerial Personnel (KMPs) and Senior Managerial Personnel (SMPs), the Committee takes into account the following:

- Financial position of the Company
- Scales prevailing in the industry
- Appointee's qualification and expertise
- Past performance
- Past remuneration etc.

PERFORMANCE EVALUATION

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of the Individual Directors and the Board. The framework of performance evaluation of the Independent Directors will capture the following points:

- Leadership & stewardship abilities;
- Contributing to clearly defined corporate objectives & plans;
- Communication of expectations & concerns clearly with subordinates;
- Obtain adequate, relevant & timely information from external sources;
- Review & approval achievement of strategic and operational plans, objectives, budgets;
- Regular monitoring of corporate results against projections;
- Identify, monitor & mitigate significant corporate risks;
- Assess policies, structures & procedures;
- Direct, monitor & evaluate KMPs, senior officials;
- Review management's succession plan;
- Effective meetings;

Assuring appropriate board size, composition, independence, structure;
Clearly defining roles & monitoring activities of committees; and
Review of corporation's ethical conduct.

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of Committees.

A separate exercise was carried out to evaluate the performance of individual Directors, including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process. The Committee has also reviewed the performance of the KMPs and SMPs as per the said policy of the Company for the year under review.

REMUNERATION OF DIRECTORS

The Non-Executive Directors/Independent Directors do not have any material pecuniary relationship or transactions with the Company.

The details of remuneration paid to the Executive Directors areas under:

Name	Salary (Rs.) (in thousand)	Perquisites & Retirement Benefits	Commission Payable
Dilipkumar Nalinkant Gandhi	2,330.0	Perquisites & Retirement benefits as per terms of appointment and subject to overall ceiling of the Companies Act, 2013.	Nil
Pallaviben Dilipkumar Gandhi	1,970.0		Nil
Harsh Dilipkumar Gandhi	1,850.0		Nil

There is no payment towards Bonus, Stock Options, Pension or any other to above said Executive Directors.

The details of remuneration paid to Non-Executive Directors are as under:

Name	Sitting Fees for 2024 -25		Commission on Annual basis for the year 2024 -25	Total (Rs.)
	Board Meeting	Committee Meeting		
Mr. Navinchandra Soni	Nil	Nil	Nil	Nil
Mr. Narendrakumar Shah	Nil	Nil	Nil	Nil
Mr. Samirkumar Shah	Nil	Nil	Nil	Nil
Mr. Ashwin Prajapati	Nil	Nil	Nil	Nil
Mr. Hirenkumar Soni	Nil	Nil	Nil	Nil
Mr. Samsad Alam Khan	Nil	Nil	Nil	Nil

STAKEHOLDER'S RELATIONSHIP COMMITTEE

The constitution and terms of reference of Stakeholders Relationship Committee of the Company are in compliance with the provisions of Section 178 of Companies Act, 2013 and Regulation 20 of Listing Regulations.

The terms of reference of Stakeholders' Relationship Committee are as under:-

- 1) Resolving the grievances of the security holders of the listed entity, including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- 2) Review of measures taken for effective exercise of voting rights by shareholders.
- 3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- 5) Carry out any other function as may be referred by the Board from time to time or endorsed by any statutory notification /amendment or modifications as may be applicable.

The composition of the Stakeholder's Relationship Committee is as under:

Sr. No.	Name of Members	Designation	Category
1	Ashwinbhai Maganbhai Prajapati	Chairman	Independent & Non - Executive Director
2	Hirenkumar Satishkumar Soni	Member	Independent & Non - Executive Director
3	Dilipkumar Nalinkant Gandhi	Member	Managing (Executive) Director

Meetings and attendance during the year:

Members	Attendance at Committee Meeting held on			
	1 st May 2024	31 st July 2024	8 th Nov 2024	7 th Feb 2025
Ashwinbhai Maganbhai Prajapati	Yes	Yes	Yes	Yes
Hirenkumar Satishkumar Soni	Yes	Yes	Yes	Yes
Dilipkumar Nalinkant Gandhi	Yes	Yes	Yes	Yes

The Compliance Officer acts as the Secretary of the Committee.

Details of shareholders' complaints received, solved and pending

The below complaints were received from the SEBI SCORE by the Company during the Financial Year 2024-25

Complaints Pending as on 31 st March, 2025	0
Complaints received during the Year	0
Complaints resolved during the Year	0
Complaints pending as on 31 st March, 2025	0

GENERAL BODY MEETINGS

Annual General Meetings

The Location, Date and Time of the last Three Annual General Meetings held are, as under:

Year	Venue	AGM	Date	Day	Time
2023 -24	Meeting conducted through Video	AGM	21.09 2024	Saturday	3:30 P.M
2022 -23	Conferencing ("VC") /Other Audio Visual	AGM	16.09.2023	Saturday	03:00 p.m.
2021 -22	Means ("OAVM")	AGM	27.09.2022	Tuesday	12:00 p.m.

*Deemed Venue - Registered Office of the Company at Gandhi Nursing Home Bldg. Dr. Nalinkant Gandhi Road, Himatnagar, Gujarat, India, 383001

The Special Resolution(s) passed by the Company are as under:

Year	Resolution
2023 -24	- Appointment of Shri Ashwinbhai Maganbhai Prajapati as an Independent Director of the company. - Appointment of Shri Hirenkumar Satishkumar Soni as an independent Director
2022 -23	No Special Resolutions were passed.
2021 -22	Re-appointment of Smt. Pallaviben Dilipkumar Gandhi (DIN: 00339639) as a Whole -Time Director of the Company for a period of five (5) years w.e.f. 01 st August, 2022

Postal Ballot

During the year under review, the Company has passed following Resolutions through Postal Ballot concluded on 13th April, 2025.

Sr No.	Description Of Resolution	Votes in favour of The resolution (%)	Votes against The resolution (%)
1	Appointment of Shri Samsad Alam Khan (DIN: 10591431) as an Independent Director (Special Resolution)	100	0
2	Change in Designation and Re - appointment of Shri Dilipkumar Nalinkant Gandhi (DIN: 00339595) as a Whole-Time Director and Chairman (Special Resolution)	100	00
3	Change in Designation and Re - appointment of Shri Harsh Dilipkumar Gandhi (DIN: 03120638) as Managing Director (Special Resolution)	100	0

The voting results along with the scrutinizer's report were announced to BSE Limited at www.bseindia.com, where the equity shares to the Company are listed. Additionally, the results were displayed on the Company's website at <http://www.nalinfin.co.in>

The Company engaged the services of MUFG Intime India Private Limited for the purpose of providing e-voting facility to all the members to enable them to cast their vote electronically.

Mr. Amrish N. Gandhi (FCS 8193 and CP No: 5656), proprietor of M/s. Amrish Gandhi & Associates., Company Secretary in Practice, Ahmedabad, was appointed as the scrutinizer to scrutinize the postal ballot process only by voting through electronic means (remote e-voting) in a fair and transparent manner.

PROCEDURE FOR POSTAL BALLOT

All the Postal Ballot procedures were carried out as per the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014, ('Rules'), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') and other applicable laws and regulations (including any statutory modification(s) and/ or re-enactment(s) thereof for the time being in force).

MEANS OF COMMUNICATION

i.	Half yearly report sent to each shareholders residence.	No
ii.	In which newspapers quarterly results were normally published.	Western Times (English & Gujarati)
iii.	Any website where results or official news are displayed.	www.nalinfin.co.in
iv.	The presentation made to institutional investors or to the analysts.	No.
v.	Whether Management Discussion and Analysis is part of Annual Report or not	Yes, contained in the Board's Report

GENERAL SHAREHOLDER INFORMATION

i) AGM – date, time and venue

Saturday, 13th September, 2024 at 03:30 p.m. IST through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM"). The place of the meeting deemed to be at Registered Office of the Company at Gandhi Nursing Home Bldg., Dr. Nalinkant Gandhi Road; Himatnagar – 383001

ii) Financial Year 1st April to 31st March

iii) Book Closure Date

Saturday, 06th September, 2025, to Wednesday, 13th September, 2025 (both days inclusive)

Listing on Stock Exchange

The Company's shares are listed on the following stock exchange:

BSE Limited, P. J. Towers, 25th Floor, Dalal Street, Mumbai - 400 001.

The listing fees for the year 2024-25 for the above Stock Exchange has been paid in time and the shares of the Company have been neither de-listed nor suspended from trading during the year under review.

Registrar to an Issue and Share Transfer Agent (RTA)

The Company has appointed SEBI Registered Category-I Registrar and Share Transfer Agent (RTA) and such details are as under:

MUFG Intime India Private Limited
(formally known as Link Intime India Private Limited)
5th Floor, 506 TO 508,
Amarnath Business Centre – 1 (ABC-1),
Beside Gala Business Centre,Nr. St. Xavier's College Corner,
Off C G Road, Ellisbridge, Ahmedabad - 380006,
E-mail:- ahmedabad@in.mpms.mufg.com
Tel. No. 079 - 2646 5179

SHARE TRANSFER SYSTEM

All share transmission, issue of duplicate shares, name deletion and such other related matters were processed and completed by Registrar & Transfer Agent within a stipulated period from the date of receipt thereof provided all the documents are in order.

In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants.

SHAREHOLDING PATTERN AS AT 31ST MARCH, 2025

Category		No of shares held	% of Shareholding
A.	Promoters' Holding		
1.	-Indian Promoters		
	- Individual	4573670	69.75
	- HUF	85036	1.29
	- Corporate Bodies	23159	0.35
	-Foreign Promoters	0	0.00
	Sub Total (a)	4681865	71.39
B.	Non-Promoters' Holding		
2.	Institutions		
a.	Mutual Funds/ UTI	0	0.00
b.	FinancialInstitutions/ Banks	0	0.00
	Sub Total (b)	0	0.00
3.	Non-Institutions		
a.	Bodies Corporate	11023	0.17
b.	Indian Public	1788761	27.27
c.	Non-Resident Indians	60520	0.92
d.	HUF	16011	0.25
e.	Any Other	0	0.00
	Sub Total (c)	1730815	28.61
	GRAND TOTAL (a+b+c)	6558180	100.00

Distribution of Shareholding as on 31st March, 2025

SERIAL #	SHARES RANGE			NUMBER OF SHAREHOLDERS	% OF TOTAL SHAREHOLDERS	TOTAL SHARES FOR THE RANGE	% OF ISSUED CAPITAL
1	1	to	500	3086	87.8201	342336	5.2200
2	501	to	1000	210	5.9761	164578	2.5095
3	1001	to	2000	110	3.1303	157625	2.4035
4	2001	to	3000	41	1.1668	102918	1.5693
5	3001	to	4000	11	0.3130	38364	0.5850
6	4001	to	5000	12	0.3415	55304	0.8433
7	5001	to	10000	20	0.5692	147132	2.2435
8	10001	to	*****	24	0.6830	5549923	84.6260
Total				3514	100.0000	6558180	100.0000

Dematerialization of Shares and Liquidity:-

As on 31st March, 2025 6415980 shares have been dematerialized from representing 97.83% of total shares. The Company's shares are traded on BSE Limited, Mumbai.

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

Outstanding GDR/ADR/Warrants or convertible instruments: Nil

Address for Correspondence:

Nalin Lease Finance Limited
Gandhi Nursing Home Bldg.,
Dr. Nalinkant Gandhi Road,
Himatnagar -383 001

OTHER DISCLOSURES

Disclosure on materially significant related party transactions

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of the Company's business.

All Related Party Transactions are placed before the Audit Committee and the Board for approval. Prior approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature and in the ordinary course of the Company's business. Transactions with related parties are disclosed in the notes to accounts to the financial statements.

The Form No. AOC-2 envisages disclosure of material contracts or arrangement or transaction at arm's length basis is annexed with as Annexure 'A'.

The web link for the Policy on dealing with Related Party Transactions is

<https://www.nalinfin.co.in/upload/Policy%20on%20dealing%20with%20related%20party%20transactions.pdf>

Details of Non- Compliance by the Company

During last three years, there was neither non-compliance made by the Company nor any penalty nor

strictures imposed on the Company by any Stock Exchange(s) or the SEBI or any other statutory authority, on any matter related to capital markets.

Policy for Determining Material Subsidiaries

During the year under review, it is not applicable to the Company.

Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)

During the period under review, the Company has not raised any funds through preferential allotment or qualified institutions placement.

Whether the Board has accepted any Recommendations of the Committees of the Board

During the year under review, the Board of Directors confirms that it has accepted all recommendations received from all its Committees.

Fees paid to Statutory Auditor

A total fee of Rs. 2.40 Lakhs was paid by the Company, on a consolidated basis, for all services to Paresh Thothawala & Co., Statutory Auditors.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

No complaints filed during the year and pending as on 31st March, 2025 as given in the Boards' report.

Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount'

During the period under review, it is not applicable to the Company.

Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.

During the period under review, it is not applicable to the Company

Non-Compliance of any requirement of Corporate Governance Report

During the year, the Company has fully complied with the mandatory requirements of Corporate Governance Report.

The status on the compliance with the discretionary requirements as specified in Listing Regulations and Part E of Schedule II of Listing Regulations is as under

Shareholder Rights:

Half-yearly and other quarterly financial results are published in newspapers. Quarterly results as approved by the Board are disseminated to BSE Limited (www.bseindia.com) and uploaded on the website of the Company at www.nalinf.co.in.

Modified opinion(s) in audit report:

The Financial Statements of the Company for the Financial Year ended on 31st March, 2025 are with unmodified audit opinion.

Reporting of Internal Auditor:

The Internal Auditors of the Company are permanent invitees to the Audit Committee Meeting for reporting their findings of the internal audit to the Audit Committee Members.

COMPLIANCE CERTIFICATE FROM PRACTICING COMPANY SECRETARY REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

Shri Amrish Gandhi & Associates., Company Secretary in Practice, has issued a certificate as required under the Listing Regulations. The Certificate is annexed herewith as a part of the Report.

UNCLAIMED DIVIDEND

Section 125 of the Companies Act, 2013, mandates that companies transfer dividend that has been unclaimed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). In accordance with following schedule, the dividend for the years mentioned as follows, if unclaimed within a period of seven years, will be transferred to IEPF.

Financial Year	Date of Declaration	Date of Payment	Unclaimed Amount (Rs.)	Date on which Dividend will become part of IEPF
2020 -2021	07 th September, 2021	14 th September, 2021	80,218	12 th October, 2028

Transfer of unclaimed equity shares to IEPF Authority:

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules) and amendments thereof, the shares on which dividend has not been claimed for seven consecutive years or more, then such shares are required to be transferred to Investor Education and Protection Fund (IEPF) Authority after complying with the procedure laid down under the Rules.

To know necessary guidelines and procedures for claiming the dividend and shares from IEPF Authority, please login into <http://www.iepf.gov.in/IEPFA/refund.html>.

AGREEMENTS RELATING TO COMPANY

During the year under review, there are no agreements with any party which impact the management or control of the Company or impose any restriction or create any liability upon the Company.

INTERNAL CONTROLS

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory/regulatory compliances.

DISCLOSURE OF ACCOUNTING TREATMENTS

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards as notified by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

For and on behalf of the Board of Directors,

Dilipkumar Gandhi
Managing Director
DIN: 00339595

Harsh Gandhi
Whole-time director
DIN: 03120638

Place: Himatnagar
Dated: 29th July, 2025

Declaration regarding affirmation of Code of Conduct

In terms of the requirement of the Schedule V of the SEBI (LODR) Regulations, 2015, this is to confirm that all the members of the

Board and Senior Management Personnel have affirmed Compliance with the Code of Conduct for the year ended on 31st March, 2025.

Dilipkumar Gandhi
Managing Director
DIN: 00339595

Harsh Gandhi
Whole-time director
DIN: 03120638

Place: Himatnagar
Dated: 29th July, 2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
Nalin Lease Finance Limited
Gandhi Nursing Home Bldg.,
Dr. Nalinkant Gandhi Road,
Himatnagar -383001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Nalin Lease Finance Limited having CIN: L65910GJ1990PLC014516** and having registered office at Gandhi Nursing Home Bldg., Dr. Nalinkant Gandhi Road, Himatnagar 383001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In 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 as stated below for the Financial Year ending on **31st March, 2025** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of Appointment
1.	Ashwinbhai Maganbhai Prajapati	10519641	01/08/2024
2.	Dilipkumar Nalinkant Gandhi	00339595	01/08/2005
3.	Pallaviben Dilipkumar Gandhi	00339639	15/10/1992
4.	Harsh Dilipkumar Gandhi	03120638	09/07/2010
5.	Samsad Alam Khan	10591431	12/03/2025
6.	Samirkumar Kantilal Shah	07215030	15/04/2015
7.	Hirenkumar Satishkumar Soni	10688271	01/08/2024

Ensuring the eligibility of 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 our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Amrish Gandhi & Associates
Practising Company Secretaries**

**Amrish N. Gandhi
(Proprietor)**

M. No: F8193 | CP No: 5656

Peer Review Cert. No: 5814/2024

UDIN Number UDIN F008193G000882946

**Date : 29th July, 2025
Place: Ahmedabad**

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

(In terms of Regulation 34(3) and Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Nalin Lease Finance Limited
Gandhi Nursing Home Bldg.,
Dr. Nalinkant Gandhi Road,
Himatnagar 383001

I, Amrish Gandhi, Proprietor, Amrish Gandhi & Associates, Practicing Company Secretary, have examined the compliance of conditions of Corporate Governance by **Nalin Lease Finance Limited** ('the Company') for the year ended on **March 31, 2025** as stipulated in Chapter IV and referred in Regulation 15 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

The compliance of 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 compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In my opinion and to the best of my information according to the explanations and information furnished to me, I certify that the Company has complied with the conditions of corporate governance, to the extent applicable and as stipulated in the above-mentioned Listing Regulations.

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

**For Amrish Gandhi & Associates
Practising Company Secretaries**

**Amrish N. Gandhi
(Proprietor)**

M. No: F8193 | CP No: 5656

Peer Review Cert. No: 5814/2024

UDIN Number UDIN F008193G000882946

**Date : 29th July, 2025
Place: Ahmedabad**

CHIEF EXECUTIVE OFFICE (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATE

To,
The Board of Directors,
Nalin Lease Finance Limited,
Himatnagar, Sabarkantha,
Gujarat-383 001.

We, the undersigned, in our respective capacities as Executive Director and Chief Financial Officer of Nalin Lease Finance Limited ("the Company") to the best of our knowledge and belief, certify that:

- a) We have reviewed financial statements and cash flow statement for the financial year ended on 31st March, 2025 and that to the best of my knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended on 31st March, 2025 which are fraudulent, illegal or violative of the Company's Code of Conduct or ethics policy.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we confirm that no deficiencies in the design or operation of such internal controls of which we are aware were noticed during the year.
- d) We have indicated to the Auditors and the Audit Committee:-
 - i) There are no significant changes in internal control over financial reporting during the financial year ended on 31st March, 2025;
 - ii) There are no significant changes in accounting policies during the financial year ended on 31st March, 2025; and
 - iii) There are no instances of significant fraud of which the Management have become aware and the involvement, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board of Directors,

Dilipkumar Gandhi
Managing Director
DIN: 00339595

Harsh Gandhi
Whole-time director
DIN: 03120638

Place: Himatnagar
Dated: 29th July, 2025

ANNEXURE 'D' TO BOARD'S REPORT

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

Sr. No.	Name of Directors and KMPs	Designation	% increase in Remuneration in FY 2024-25	Ratio of Remuneration to Median Remuneration of Employees
A	DIRECTORS			
1	Mr. Ashwinbhai Maganbhai Prajapati	Independent Director	-	-
2	Mr. Dilipkumar Nalinkant Gandhi	Chairman & Executive Director	4.02	10.5
3	Mrs. Pallaviben Dilipkumar Gandhi	Executive Director	4.79	8.87
4	Mr. Harsh Dilipkumar Gandhi	Executive Director	5.11	8.33
5	Mr. Hirenkumar Satishkumar Soni	Independent Director	-	-
6	Mr. Samirkumar Kantilal Shah	Independent Director	-	-
7	Mr. Samsad Alam Khan	Independent Director	-	-
B	KEY MANAGEMENT PERSONNEL			
1	Mr. Nikulkumar Kantibhai Patel	Chief Financial Officer	7.58	1.27
2	Mrs. Swati Ajay Shah	Company Secretary	Nil	0.54

Notes :

1. There were 17 permanent employees on the rolls of Company as on 31st March, 2025.
2. The median remuneration of employees of the Company during the Financial Year was Rs. 2.22 Lakhs. There was an increase of 0.45% in the median remuneration of the employees.
3. There was an increase of 0.63% in average percentage salaries of employees (other than the managerial personnel) in the last Financial Year i.e. 2024-25 whereas the increase in the key managerial personnel remuneration for the same Financial Year was 5.21%.
4. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
5. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees of the Company.

For and on behalf of the Board of Directors,

Dilipkumar Gandhi
Managing Director
DIN: 00339595

Harsh Gandhi
Whole-time director
DIN: 03120638

Place: Himatnagar
Dated: 29th July, 2025

ANNEXURE – 'E' TO BOARD'S REPORT
Form No. MR-3
Secretarial Audit Report
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[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]

To,
The Members,
Nalin Lease Finance Limited
Gandhi Nursing Home Bldg.,
Dr. Nalinkant Gandhi Road,
Himatnagar -383001.

Dear Sir / Madam,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Nalin Lease Finance Limited (CIN: L65910GJ1990PLC014516) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's Books, Papers, Minute books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised 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, 2025**, 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; Minutes Books, Forms and Returns filed and other records maintained by the Company, for the financial year ended on 31st March 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 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 (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB); - As reported to us there were no FDI, ODI and ECB transactions in the Company during the Audit period.;
- (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; (Not applicable to the Company during the Audit Period.)
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the Audit Period.)

- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the Company during the Audit Period.)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993- The Company has appointed SEBI Registered Category I Registrar & Share Transfer Agent.
 - (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 (Buyback of Securities) Regulations, 2018. (Not Applicable to the Company during the Audit Period).
- (vi) Further, as per representation of management letter, considering its nature of business, process and location, the following Acts are specifically applicable to the Company. There are adequate systems and processes in the Company to monitor and ensure compliance.
- (a) The Reserve Bank of India Act, 1934;
 - (b) Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016;
 - (c) Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015;
 - (d) Master Direction- Reserve Bank of India (Non-Banking Financial Company-Scale Based Regulation) Directions, 2023 (Limited to Corporate Governance Compliance)

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

- (i) The Mandatory Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder.

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

We further report that:

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

Due Notice were served on all Directors entitled to receive notice in accordance with section 173(3) of the Companies Act, 2013 for holding Board and Committee meetings. Agenda and detail notes on Agenda were sent to the Directors, 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.

We further report that as per the minutes of the meetings duly recorded and signed by the Chairman, the decisions were carried at meetings without any dissent.

Based on the Compliance mechanism established by the Company and on the basis of certificates placed before the Board and taken on record by the Directors at their meetings, we further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that;

The Company, at its 33rd Annual General Meeting held on 21st September, 2024, passed an Ordinary Resolution for the appointment of Smt. Pallavi D. Gandhi (DIN: 00339639), who retired by rotation and, being eligible, offered herself for re-appointment, and Special Resolutions for the appointment of Shri Ashwinbhai Maganbhai Prajapati (DIN: 10519641) and Shri Hirenkumar Satishkumar Soni (DIN: 10688271) as Independent Directors of the Company for a term of five consecutive years.

The Company, through the Postal Ballot process concluded on 13th April, 2025, approved by way of Special Resolutions the appointment of Shri Samsad Alam Khan (DIN: 10591431) as an Independent Director, the change in designation and re-appointment of Shri Dilipkumar Nalinkant Gandhi (DIN: 00339595) as Whole-Time Director and Chairman, and the change in designation and re-appointment of Shri Harsh Dilipkumar Gandhi (DIN: 03120638) as Managing Director.

**For Amrish Gandhi & Associates
Practising Company Secretaries**

**Amrish N. Gandhi
(Proprietor)**

M. No: F8193 | CP No: 5656

Peer Review Cert. No: 5814/2024

UDIN Number UDIN F008193G000882946

Date : 29th July, 2025

Place: Ahmedabad

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

ANNEXURE TO SECRETARIAL AUDIT REPORT

To,
The Members,
Nalin Lease Finance Limited
Gandhi Nursing Home Bldg.,
Dr. Nalinkant Gandhi Road,
Himatnagar 383001

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and the 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. I believe that the processes and the practices, I followed provided a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. The Compliance of applicable financial laws like direct and indirect laws have not been reviewed in this Audit since the same have been subject to review by Statutory Financial Audit and Other designated professionals.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My 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 Amrish Gandhi & Associates
Practising Company Secretaries**

**Amrish N. Gandhi
(Proprietor)**

M. No: F8193 | CP No: 5656

Peer Review Cert. No: 5814/2024

UDIN Number UDIN F008193G000882946

**Date : 29th July, 2025
Place: Ahmedabad**

INDEPENDENT AUDITOR'S REPORT

To,
THE MEMBERS OF,
NALIN LEASE FINANCE LIMITED
Himatnagar
CIN -L65910GJ1990PLC014516

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **NALIN LEASE FINANCE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2025, and the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of Significant Accounting Policies and other Explanatory Information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016;

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Key audit matters	How our audit addressed the key audit matter
<p>a) Impairment of financial assets (expected credit losses) (as described in note 3.4 of the Ind AS financial statements)</p> <p>Ind AS 109 requires the Company to recognise impairment loss allowance towards its financial assets (designated at amortised cost) using the expected credit loss (ECL) approach. Such ECL allowance is required to be measured considering the guiding principles of Ind AS 109 including:</p> <ul style="list-style-type: none"> • unbiased, probability weighted outcome under various scenarios; • time value of money; • impact arising from forward looking macro-economic factors and; • availability of reasonable and supportable information without undue costs. <p>Applying these principles involves significant estimation in various aspects, such as:</p> <ul style="list-style-type: none"> • grouping of borrowers based on homogeneity by using appropriate statistical techniques; • staging of loans and estimation of behavioral life; • determining macro-economic factors impacting credit quality of receivables; • estimation of losses for loan products with no/minimal historical defaults. <p>Considering the significance of such allowance to the overall financial statements and the degree of estimation involved in computation of expected credit losses, this area is considered as a key audit matter.</p>	<p>We read and assessed the Company's accounting policies for impairment of financial assets and their compliance with Ind AS 109.</p> <p>We tested the criteria for staging of loans based on their past-due status to check compliance with requirement of Ind AS 109. Tested a sample of performing (stage 1) loans to assess whether any loss indicators were present requiring them to be classified under stage 2 or 3 and vice versa.</p> <p>We evaluated the reasonableness of the Management estimates by understanding the process of ECL estimation and tested the controls around data extraction and validation.</p> <p>Tested the ECL model, including assumptions and underlying computation.</p> <p>Assessed the floor/minimum rates of provisioning applied by the Company for loan products with inadequate historical defaults.</p> <p>Audited disclosures included in the Ind AS financial statements in respect of expected credit losses.</p>
<p>b) Compliance and disclosure requirements</p> <p>Compliance and disclosure requirements under the applicable Indian Accounting Standards (Ind AS), Reserve Bank of India (RBI) guidelines and other applicable statutory, regulator and financial reporting framework.</p>	<p>Assessed the systems and processes laid down by the Company to appropriately ensure compliance and disclosures as per the applicable Ind AS, RBI guidelines and other applicable statutory, regulatory and financial reporting framework. Designed and performed audit procedures to assess the completeness and correctness of the details disclosed having regard to the assumptions made by the Management in relation to the applicability and extent of disclosure requirements. Relied on internal records of the Company and external confirmations wherever necessary.</p>

Information Other than the Standalone Financial Statements and Auditor's Report thereon (Other Information)

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Corporate Overview, Board's Report, Management Discussion and Analysis Report and Report on Corporate Governance in the Annual Report of the Company for the financial year 2024-25, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other Information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

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

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

As a part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- (a) 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.
- (b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (d) 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.
- (e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone 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 financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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

As required by Section 143(3) of the Act, based on our audit we report that:-

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended, Except Ind AS-19 on retirement benefits as provision for gratuity is not based on actuarial valuation but on other rational basis while provision for other benefits such as leave encashment has not been made, the effect of the same cannot be quantified, to that extent profit for the year and balance of Profit & Loss account is overstated.

(e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 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**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

(h) 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 does not have any pending litigations which would impact its financial position in its 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

(iv) a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

(v) The Company has not declared or paid any dividend during the year ended 31 March 2025.

(vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which does not have a feature of audit trail (edit log) facility.

For Paresh Thothawala & Co.
Chartered Accountants
Firm Registration No: 114777W

Paresh K Thothawala
Partner
Membership No. 048435

UDIN: 25048435BMJAUW8417

Place: Ahmedabad
Date: 07-05-2025

“ANNEXURE A” TO THE INDEPENDENT AUDITORS' REPORT

(The Annexure referred to in Independent Auditors' Report to the members of the Nalin Lease Finance Limited on the standalone financial statements for the year ended March 31, 2025.)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the Standalone financial statements of the Company and taking into consideration the information and explanations given to us, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (a) Property, Plant and Equipment have been physically verified by the Management during the year and no material discrepancies were identified on such verification.
- (b) According to the information and explanations given by the Management, the title deeds of immovable properties included in property, plant and equipment/fixed assets are held in the name of the Company.
- (c) The Company does not held any immovable properties. (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee)
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended 31 March, 2025.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company's business does not involve inventories except except Stationery & Adhesive Stamp and, accordingly, the requirements under clause 3(ii)(a) of the Order are not applicable to the Company and hence not commented upon.
- (b) The Company has not been sanctioned working capital limits in excess of ₹ five crore in aggregate from banks during the year on the basis of security of current assets of the Company, accordingly, the requirements under clause 3(ii)(b) of the Order are not applicable to the Company.
- (iii) During the year, the Company has made investments in and granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties. The Company has not provided any guarantee or security to any other entity during the year. With respect to such investments and loans and advances:
 - (a) The Company's principal business is to give loans, and hence reporting under clause 3(iii)(a) of the Order is not applicable.
 - (b) The investments made and the terms and conditions of the grant of all the loans and advances in the nature of loans, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.
 - (c) In respect of loans and advances in the nature of loans (together referred to as "loan assets"), the schedule of repayment of principal and payment of interest has been stipulated. **Note 3.4** to the Financial Statements explains the Company's accounting policy relating to impairment of financial assets which include loans assets. Disclosures in respect of such loans have been provided in **Note 27 to 29** to the Financial Statements.

- (d) The total amount overdue for more than 90 days, in respect of loans and advances in the nature of loans, as at the year-end is ₹ 7065.55 thousands. Reasonable steps are been taken by the Company for recovery of the principal and interest as stated in the applicable Regulations and Loan agreements.
- (e) The Company's principal business is to give loans, and hence reporting under clause 3(iii)(e) of the Order is not applicable.
- (f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
- (iv) According to information and explanation given to us, the Company has not advanced loans or made investments in or provided guarantees or security to parties covered by section 185 and 186 of the Act. Hence reporting under paragraph 3(iv) of the Order is not applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company being a non-banking financial company registered with the Reserve Bank of India, the provisions of sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014, as amended, with regard to the deposits accepted are not applicable to the Company. We are informed by the Management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, in respect of the services rendered by the Company. Hence, reporting under clause 3(vi) of the Order is not applicable.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
- (a) Undisputed statutory dues, including Goods and Service tax (GST), Provident Fund, Employees' State Insurance, Income-tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of GST, Provident Fund, Employees' State Insurance, Income-tax, cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.
- (c) There were no dues referred in sub clause (a) above which have not been deposited on account of disputes as at March 31, 2025.
- (viii) According to the information and explanations given to us, no transactions relating to previously unrecorded income were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during the year.
- (ix) According to the information and explanations given to us, in respect of borrowings:
- (a) The Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or

- government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
 - (d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 - (e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause 3(ix)(e) of the Order is not applicable.
 - (f) The Company does not have any subsidiary or associate or joint venture and hence reporting on clause 3(ix)(f) of the Order is not applicable.
 - (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
 - (b) The Company has not made any preferential allotment or private placement of shares/fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
 - (xi) (a) According to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
 - (b) No report under section 143(12) of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and upto the date of this report.
 - (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.
 - (xii) The Company is not a Nidhi Company and hence, reporting under clause 3(xii) of the Order is not applicable.
 - (xiii) According to the information and explanations given to us, the Company is in compliance with Section 188 and 177 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements, etc. as required by the applicable accounting standards.
 - (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
 - (b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto March 31, 2025.
 - (xv) According to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence, provisions of section 192 of the Act are not applicable.
 - (xvi) (a) The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are applicable to the Company and we report that the Company has registered as required.

- (b) The Company has conducted Non-Banking Financial activities obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. The company is Non-Systemically Important Non-Deposit taking non-banking financing company (NBFC) registered with Reserve Bank of India ("RBI") with Registration no. 01.00242.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company. Hence, reporting under clause 3(xviii) of the Order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, Asset Liability Maturity (ALM) pattern, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) Corporate Social Responsibility (CSR) clause as per Companies Act, 2013 is not applicable to the company. Accordingly, reporting under clause 3(xx) of the Order is not applicable.
- (xxi) According to the information and explanations given to us, the Company does not have subsidiary, associate and joint venture. Accordingly, reporting under clause 3(xxi) of the Order is not applicable.

For Paresh Thothawala & Co.
Chartered Accountants
Firm Registration No: 114777W

Paresh K Thothawala
Partner
Membership No: 048435

UDIN: 25048435BMJAUW8417

Place: Ahmedabad
Date: 07-05-2025

“ANNEXURE B” TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of Nalin Lease Finance Limited (“the Company”) as of March 31, 2025 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone Ind AS financial statements 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 as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these standalone Ind AS financial statements 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 over financial reporting with reference to these standalone Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these standalone Ind AS financial statements.

Meaning of internal financial controls over financial reporting with reference to these Standalone Ind AS financial statements

A Company's internal financial control over financial reporting with reference to these standalone Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting

with reference to these standalone Ind AS financial statements includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of Management and Directors of the Company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent limitations of internal financial controls over financial reporting with reference to these standalone Ind AS financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these standalone Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone Ind AS financial statements 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 over financial reporting with reference to these standalone Ind AS financial statements and such internal financial controls over financial reporting with reference to these standalone Ind AS financial statements were operating effectively as at 31 March 2025, 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 Paresh Thothawala & Co.
Chartered Accountants
Firm Registration No: 114777W

Paresh K Thothawala
Partner
Membership No: 048435

UDIN: 25048435BMJAUW8417

Place: Ahmedabad
Date: 07-05-2025

**NALIN LEASE FINANCE LIMITED****CIN:L65910GJ1990PLC014516****BALANCE SHEET AS AT 31st MARCH, 2025**

(` in thousands)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
Assets			
1. Financial Assets			
(a) Cash and Cash Equivalents	4	187.23	3,037.45
(b) Bank Balance other than (a) above	5	7,252.38	130.22
(c) Investments	6	46,361.61	98,690.83
(d) Loans	7	297,214.07	240,538.32
(e) Other Financial Assets	8	1,096.95	176.83
2. Non Financial Assets			
(a) Inventories	9	184.80	525.00
(b) Current Tax Assets (Net)		8,797.95	10,409.62
(c) Deferred Tax Assets (Net)	10	-	-
(d) Right of Use Asset	11	3,642.18	6,373.82
(e) Property, Plant & Equipment	12	8,865.89	9,705.80
(g) Other Non Financial Assets	13	2,889.91	2,812.41
Total Assets		376,492.97	372,400.30
Liabilities and Equity			
Liabilities			
1. Financial Liabilities			
(a) Trade Payables			
Total outstanding dues to micro enterprises and small enterprises		-	-
Total outstanding dues to creditors other than micro enterprises and small enterprises		-	-
(b) Borrowings (Other than debt securities)	14	11,272.75	36,617.68
(c) Lease Liabilities	15	3,860.72	6,523.19
(d) Other financial Liabilities	16	481.85	1,054.12
2. Non-financial Liabilities			
(a) Current Tax Liabilities (net)		10,157.40	10,995.66
(b) Deferred Tax Liabilities (Net)	10	125.71	1,849.01
(c) Provisions	17	27.00	27.00
3. Equity			
(a) Equity Share Capital	18	65,581.80	65,581.80
(b) Other Equity	19	284,985.74	249,751.84
Total Liabilities and Equity		376,492.97	372,400.30

Statement of Significant Accounting Policies

1 to 3

See accompanying notes forming part of the financial statements

4 to 56

In terms of our report of even date attached

For Paresh Thothawala & Co.

Chartered Accountants

Firm Registration No: 114777W

For and on behalf of the Board of Directors of

Nalin Lease Finance Ltd.

Paresh K Thothawala

Partner

Membership No. 048435

Dilip N Gandhi
Managing Director
DIN- 00339595

Pallavi D Gandhi
Wholetime Director
DIN- 00339639

Swati A Shah
Company Secretary

Nikulkumar K Patel
Chief Financial Officer

Harsh D Gandhi
Wholetime Director
DIN- 03120638

Date: 07-05-2025

Place: Ahmedabad

Date: 07-05-2025

Place: Himatnagar

**NALIN LEASE FINANCE LIMITED****CIN:L65910GJ1990PLC014516****STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2025**

(' in thousands)

Particulars	Note No.	Year Ended March 31, 2025	Year Ended March 31, 2024
Revenue from operations	20		
(i) Interest Income		59,004.58	55,389.08
(ii) Other revenue from operations		4,852.03	4,048.80
(iii) Net Gain/Loss on Fair Value Changes		371.79	7,237.37
(I) Total revenue from operations		64,228.40	66,675.26
(II) Other income	21	8,722.06	10,642.45
(III) Total Income (I+II)		72,950.46	77,317.71
Expenses			
(i) Finance Cost	22	4,239.65	4,252.79
(ii) Impairment on financial instruments	23	2,911.45	2,566.23
(iii) Employee Benefits Expenses	24	10,146.42	9,131.15
(iv) Depreciation, amortization and impairment	12	1,591.66	1,664.99
(v) Other expenses	25	9,792.66	7,993.51
(IV) Total expenses		28,681.84	25,608.68
(V) Profit before tax (III-IV)		44,268.62	51,709.03
(VI) Tax expense:			
Current tax		10,157.40	10,995.66
Deferred tax		(1,723.30)	2,012.40
Provision for taxes related to earlier periods		600.61	203.46
Total tax expenses	10	9,034.72	13,211.52
(VII) Profit for the period (V-VI)		35,233.90	38,497.51
(VIII) Other Comprehensive Income		-	-
(IX) Total Comprehensive Income for the year (VII+VIII)		35,233.90	38,497.51
(X) Earnings per equity share			
Basic	26	5.37	5.87
Diluted		5.37	5.87

Statement of Significant Accounting Policies

1 to 3

See accompanying notes forming part of the financial statements

4 to 56

In terms of our report of even date attached

For Paresh Thothawala & Co.

Chartered Accountants

Firm Registration No: 114777W

For and on behalf of the Board of Directors of

Nalin Lease Finance Ltd.

Paresh K Thothawala

Partner

Membership No. 048435

Dilip N Gandhi
Managing Director
DIN- 00339595Pallavi D Gandhi
Wholetime Director
DIN- 00339639Swati A Shah
Company SecretaryNikul Kumar K Patel
Chief Financial OfficerHarsh D Gandhi
Wholetime Director
DIN- 03120638

Date: 07-05-2025

Place: Ahmedabad

Date: 07-05-2025

Place: Himatnagar

**NALIN LEASE FINANCE LIMITED****CIN:L65910GJ1990PLC014516****STATEMENT OF CHANGE IN EQUITY****A. EQUITY SHARE CAPITAL**

(` in thousands)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Balance at the beginning of the year	65,581.80	65,581.80
Change in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the year	65,581.80	65,581.80
Changes in equity share capital during the year [refer note no. 18.3]	-	-
Balance at the end of the year	65,581.80	65,581.80

B. OTHER EQUITY

For the year ended March 31, 2025

(` in thousands)

Particular	Note No.	Reserves and surplus				
		Securities Premium	Retained earnings	Statutory Reserve	General Reserve	Total Other equity
Balance as at April 1, 2024	19	20,798.90	78,297.18	50,013.79	100,641.98	249,751.84
Changes in accounting policy or prior period errors		-	-	-	-	-
Restated balance as at April 1, 2024		20,798.90	78,297.18	50,013.79	100,641.98	249,751.84
Profit after tax			35,233.90			35,233.90
Transfer to Statutory reserve from retained earnings		20,798.90	113,531.08	50,013.79	100,641.98	284,985.74
			(7,046.78)	7,046.78		-
Transfer to General Reserve			(7,500.00)		7,500.00	-
Balance as at March 31, 2025	19	20,798.90	98,984.30	57,060.57	108,141.98	284,985.74

For the year ended March 31, 2024

(` in thousands)

Particular	Note No.	Reserves and surplus				
		Securities Premium	Retained earnings	Statutory Reserve	General Reserve	Total Other equity
Balance as at April 1, 2023	19	20,798.90	54,999.17	42,314.28	93,141.98	211,254.33
Changes in accounting policy or prior period errors		-	-	-	-	-
Restated balance as at April 1, 2023		20,798.90	54,999.17	42,314.28	93,141.98	211,254.33
Profit after tax			38,497.51			38,497.51
Transfer to Statutory reserve from retained earnings		20,798.90	93,496.68	42,314.28	93,141.98	249,751.84
			(7,699.50)	7,699.50		-
Transfer to General Reserve			(7,500.00)		7,500.00	-
Balance as at March 31, 2024	19	20,798.90	78,297.18	50,013.79	100,641.98	249,751.84

In terms of our report of even date attached
For Paresh Thothawala & Co.
Chartered Accountants
Firm Registration No: 114777W

For and on behalf of the Board of Directors of
Nalin Lease Finance Ltd.

Paresh K Thothawala
Partner
Membership No. 048435

Dilip N Gandhi
Managing Director
DIN- 00339595

Pallavi D Gandhi
Wholetime Director
DIN- 00339639

Swati A Shah
Company Secretary

Nikulkumar K Patel
Chief Financial Officer

Harsh D Gandhi
Wholetime Director
DIN- 03120638

Date: 07-05-2025
Place: Ahmedabad

Date: 07-05-2025
Place: Himatnagar

**NALIN LEASE FINANCE LIMITED****CIN:L65910GJ1990PLC014516****CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2025**
(Pursuant to the Listing Agreement with Stock Exchange)

(₹ in thousands)

Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
A CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax	44,268.62	51,709.03
Adjustments for :		
Depreciation and amortisation	1,591.66	1,664.99
Interest income	(59,004.58)	(55,389.08)
Dividend Income	(7.63)	(31.40)
Finance cost	3,856.71	3,894.22
Lease Interest cost	382.95	358.56
Impairment on financial instruments	(540.94)	272.09
Gain/Loss on Fair Value Changes	(371.79)	(7,237.37)
Loss on sale of Fixed Assets	45.36	-
Bad Debts & Written off	720.76	473.05
Gain/Loss on Sale of Shares & Securities	(4,072.46)	(1,377.41)
Operating profit before working capital changes	(13,131.35)	(5,663.31)
Adjustment for Changes in Working Capital:		
(Increase) / decrease in loans	(56,855.56)	(16,332.99)
(Increase) / decrease in other bank balances	(7,122.16)	50.00
(Increase) / Decrease in inventories	340.20	164.30
(Increase) / Decrease in financial assets	(920.12)	3,041.52
(Increase) / Decrease in other non financial assets	(77.50)	(1,942.34)
(Increase) / Decrease in right of use asset	2,731.64	(6,373.82)
Increase / (Decrease) in financial liabilities	(572.27)	47.74
Increase / (Decrease) in provisions	-	(1.70)
Cash generated from operations	(75,607.13)	(27,010.60)
Interest income received	59,004.58	55,389.08
Finance cost paid	(3,856.71)	(3,894.22)
Income tax paid (net)	(9,984.60)	(13,083.46)
Net cash generated from operating activities (A)	(30,443.86)	11,400.80
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(797.11)	(705.24)
Dividend Income	7.63	31.40
Purchase of Investment	56,773.47	(44,359.36)
Net cash used in investing activities (B)	55,983.99	(45,033.20)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds of Borrowings other than debt securities	4,026.42	21,906.06
Repayment of Borrowings other than debt securities	(29,371.35)	(710.93)
(Payment) / Proceeds of Lease Liabilities (Including interest)	(3,045.42)	6,164.63
Net cash generated from financing activities (C)	(28,390.35)	27,359.76
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(2,850.22)	(6,272.64)
Cash and cash equivalent at the beginning of the year	3,037.45	9,310.08
Cash and cash equivalent at the end of the year	187.23	3,037.45

The above Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 'Statement of Cash Flows'.

Components of cash and cash equivalents are disclosed in note no. 4.

Change in liabilities arising from financing activities

(₹ in thousands)

Particulars	As at	
	31/03/2025	31/03/2024
Opening Balance of Financial Liabilities	43,140.88	15,422.55
Cash Flow	(28,390.35)	27,359.76
Non-cash changes*	382.95	358.56
Total Liabilities from Financial Liabilities	15,133.47	43,140.88

* Non-cash changes represents the effect of amortization of transaction cost.

In terms of our report of even date attached

For Paresh Thothawala & Co.

Chartered Accountants

Firm Registration No: 114777W

Paresh K Thothawala

Partner

Membership No. 048435

Swati A Shah
Company SecretaryFor and on behalf of the Board of Directors of
Nalin Lease Finance Ltd.Dilip N Gandhi
Managing Director
DIN- 00339595Pallavi D Gandhi
Wholtime Director
DIN- 00339639Nikul Kumar K Patel
Chief Financial OfficerHarsh D Gandhi
Wholtime Director
DIN- 03120638

Date: 07-05-2025

Place: Ahmedabad

Date: 07-05-2025

Place: Himatnagar



Notes to Financial Statements For the Year Ended on March 31, 2025

Note 1 : Corporate Information:

Nalin Lease Finance Limited ('NLFL' or 'the company') was incorporated on October 11, 1990 in Himatnagar, Gujarat. The company is Non-Systemically Important Non-Deposit taking non-banking financing company (NBFC) registered with Reserve Bank of India ("RBI") with Registration no. 01.00242. The company provides a wide range of fund based services including gold loans, vehicle loans, business loans etc.

The audited financial statements were subject to review and recommendation of Audit Committee and approval of Board of Directors. On 07 May 2025, Board of Directors of the Company approved and recommended the audited financial statements for consideration and adoption by the shareholders in its Annual General Meeting.

Note 2 : Basis of preparation and presentation

2.1 : Statement of Compliance:

The financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) issued by Ministry of Corporate Affairs in exercise of the powers conferred by section 133 read with sub-section (1) of section 210A of the Companies Act, 2013 along with other relevant provisions of the Act, and the Master Direction – Reserve Bank of India (Non-Banking Financial Company –Scale Based Regulation) Directions, 2023 ("the NBFC Master Directions") issued by RBI. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied along with compliance with other statutory promulgations require a different treatment.

2.2 : Basis of preparation:

The financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period.

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

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at reporting date

Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the valuation of assets or liabilities

2.3 : Presentation of financial statements::

The financial statement of the company are prepared and presented as per Schedule III (Division III) of the Companies Act, 2013 ("the Act") applicable for Non-Banking Finance Companies ("NBFC"), as notified by the MCA. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows". The Company classifies its assets and liabilities as financial and non-financial and presents them in the order of liquidity. An analysis regarding expected recovery or settlement within 12 months after the reporting date and more than 12 months after the reporting date is presented in notes to the financial statements. Financial assets and financial liabilities are generally reported on a gross basis except when, there is an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event and the parties intend to settle on a net basis in the following circumstances:

- i. The normal course of business
- ii. The event of default
- iii. The event of insolvency or bankruptcy of the Company and/or its counterparties

The financial statements are presented in Indian Rupees (INR) which is also its functional currency and all values are rounded to the nearest thousands, except when otherwise indicated.

Critical accounting estimates and judgments

The preparation of the Company's financial statements requires Management to make use of estimates and judgments. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those based on Management's estimates. Accounting estimates and judgments are used in various line items in the financial statements for e.g.:

- # Business model assessment [Refer note no. 3.4(i)(a)]
- # Fair value of financial instruments [Refer note no. 3.14, and 28]
- # Effective interest rate (EIR) [Refer note no. 3.1(i)]
- # Impairment of financial assets [Refer note no. 3.4(i), and 27]
- # Provisions and contingent liabilities [Refer note no. 3.10 and 35]
- # Provision for tax expenses [Refer note no. 3.6]
- # Residual value, useful life and indicators of impairment and recoverable value of property, plant and equipment [Refer note no. 3.7 and 3.9]

Note 3 : Summary of significant accounting policies:

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

3.1 : Revenue recognition:

i) Interest Income

The Company recognises interest income using Effective Interest Rate (EIR) on all financial assets subsequently measured at amortised cost or fair value through other comprehensive income (FVOCI). EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortised cost of a financial liability.

The Company recognises interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. In case of credit-impaired financial assets [as set out in note no. 3.4(i)] regarded as 'stage 3', the Company recognises interest income on the amortised cost net of impairment loss of the financial asset at EIR. If the financial asset is no longer credit-impaired [as outlined in note no. 3.4(i)], the Company reverts to calculating interest income on a gross basis.

Delayed payment interest (penal interest) levied on customers for delay in repayments/non payment of contractual cashflows is recognised on realisation.

ii) Dividend income

Dividend income on equity shares is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

iii) Other revenue from operations

The Company recognises revenue from contracts with customers (other than financial assets to which Ind AS 109 'Financial Instruments' is applicable) based on a comprehensive assessment model as set out in Ind AS 115 'Revenue from contracts with customers'. The Company identifies contract(s) with a customer and its performance obligations under the contract, determines the transaction price and its allocation to the performance obligations in the contract and recognises revenue only on satisfactory completion of performance obligations. Revenue is measured at fair value of the consideration received or receivable.

(a) Fees and commission

The Company recognises service and administration charges towards rendering of additional services to its loan customers on satisfactory completion of service delivery.

Fees on value added services and products are recognised on rendering of services and products to the customer.

Distribution income is earned by selling of services and products of other entities under distribution arrangements. The income so earned is recognised on successful sales on behalf of other entities subject to there being no significant uncertainty of its recovery.

Foreclosure charges are collected from loan customers for early payment/closure of loan and are recognised on realisation.

Late Fees charges are collected from loan customers for late payment of loan instalment and are recognised on realisation.

Cheque return charges are collected from loan customers for cheque return of loan instalment and are recognised on realisation.

Postage charges are collected from loan customers for postage and courier expenses and recognised on realisation.

(b) Sale of services

The Company, on de-recognition of financial assets where a right to service the derecognised financial assets for a fee is retained, recognises the fair value of future service fee income over service obligations cost on net basis as service fee income in the statement of profit or loss and, correspondingly creates a service asset in Balance Sheet. Any subsequent increase in the fair value of service assets is recognised as service income and any decrease is recognised as an expense in the period in which it occurs. The embedded interest component in the service asset is recognised as interest income in line with Ind AS 109 'Financial instruments'.

Other revenues on sale of services are recognised as per Ind AS 115 'Revenue From Contracts with Customers' as articulated above in 'other revenue from operations'.

(c) Recoveries of financial assets written off

The Company recognises income on recoveries of financial assets written off on realisation or when the right to receive the same without any uncertainties of recovery is established.

iv) Taxes

Incomes are recognised net of the Goods and Services Tax, wherever applicable.

3.2 : Expenditures:

(i) Finance costs

Borrowing costs on financial liabilities are recognised using the EIR [refer note no. 3.1(i)].

(ii) Fees and commission expenses

Fees and commission expenses which are not directly linked to the sourcing of financial assets, such as commission/incentive incurred on value added services and products distribution, recovery charges and fees payable for management of portfolio etc., are recognised in the Statement of Profit and Loss on an accrual basis.

(iii) Taxes

Expenses are recognised net of the Goods and Services Tax except where credit for the input tax is not statutorily permitted.

3.3 : Cash and cash equivalents:

Cash and cash equivalents include cash on hand, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.4 : Financial instruments:

A financial instrument is defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Trade receivables and payables, loan receivables, investments in securities and subsidiaries, debt securities and other borrowings, preferential and equity capital etc. are some examples of financial instruments.

All the financial instruments are recognised on the date when the Company becomes party to the contractual provisions of the financial instruments. For tradable securities, the Company recognises the financial instruments on settlement date.

(i) Financial assets

Financial assets include cash, or an equity instrument of another entity, or a contractual right to receive cash or another financial asset from another entity. Few examples of financial assets are loan receivables, investment in equity and debt instruments, trade receivables and cash and cash equivalents.

Initial measurement

All financial assets are recognised initially at fair value including transaction costs that are attributable to the acquisition of financial assets except in the case of financial assets recorded at FVTPL where the transaction costs are charged to profit or loss.

Subsequent measurement

The Company classifies its financial assets into various measurement categories. The classification depends on the contractual terms of the financial assets' cash flows and the Company's business model for managing financial assets.

a) Financial assets measured at amortised cost

A financial asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

To make the SPPI assessment, the Company applies judgment and considers relevant factors such as the nature of portfolio, and the period for which the interest rate is set.

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. 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 financial assets going forward.

The business model of the Company for assets subsequently measured at amortised cost category is to hold and collect contractual cash flows. However, considering the economic viability of carrying the delinquent portfolios on the books of the Company, it may enter into immaterial and/or infrequent transactions to sell these portfolios to banks and/or asset reconstruction companies without affecting the business model of the Company.

After initial measurement, such financial assets are subsequently measured at amortised cost on effective interest rate (EIR). For further details, refer note no. 3.1(i). The expected credit loss (ECL) calculation for debt instruments at amortised cost is explained in subsequent notes in this section.

b) Financial assets measured at fair value through other comprehensive income (FVOCI)

A financial asset is measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets measured at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

Derecognition

The Company derecognizes a financial asset when the contractual cash flows from the asset expire or it transfers its rights to receive contractual cash flows from the financial asset in a transaction in which substantially all the risks and rewards of ownership are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.

Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' model (ECL), for evaluating impairment of financial assets other than those measured at Fair value through profit and loss.

Overview of the Expected Credit Loss (ECL) model

Expected Credit Loss, at each reporting date, is measured through a loss allowance for a financial asset:

- # At an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.
- # At an amount equal to 12-month expected credit losses, if the credit risk on a financial instrument has not increased significantly since initial recognition.

Lifetime expected credit losses means expected credit losses that result from all possible default events over the expected life of a financial asset.

12-month expected credit losses means the portion of Lifetime ECL that represent the ECLs that result from default events on financial assets that are possible within the 12 months after the reporting date.

The Company performs an assessment, at the end of each reporting period, of whether a financial assets credit risk has increased significantly since initial recognition. When making the assessment, the change in the risk of a default occurring over the expected life of the financial instrument is used instead of the change in the amount of expected credit losses.

Based on the above process, the Company categorises its loans into three stages as described below:

For non-impaired financial assets

Stage 1 is comprised of all non-impaired financial assets which have not experienced a significant increase in credit risk (SICR) since initial recognition. A 12-month ECL provision is made for stage 1 financial assets. In assessing whether credit risk has increased significantly, the Company compares the risk of a default occurring on the financial asset as at the reporting date with the risk of a default occurring on the financial asset as at the date of initial recognition.

Stage 2 is comprised of all non-impaired financial assets which have experienced a significant increase in credit risk since initial recognition. The Company recognises lifetime ECL for stage 2 financial assets. In subsequent reporting periods, if the credit risk of the financial instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then entities shall revert to recognizing 12 months ECL provision.

For impaired financial assets:

Financial assets are classified as stage 3 when there is objective evidence of impairment as a result of one or more loss events that have occurred after initial recognition with a negative impact on the estimated future cash flows of a loan or a portfolio of loans. The Company recognises lifetime ECL for impaired financial assets.

The Company recognises a financial asset to be credit impaired and in stage 3 by considering relevant objective evidence, primarily whether:

- # Contractual payments of either principal or interest are past due for more than 90 days;
- # The loan is otherwise considered to be in default.

Restructured loans, where repayment terms are renegotiated as compared to the original contracted terms due to significant credit distress of the borrower, are classified as credit impaired. Such loans continue to be in stage 3 until they exhibit regular payment of renegotiated principal and interest over a minimum observation period, typically 12 months– post renegotiation, and there are no other indicators of impairment. Having satisfied the conditions of timely payment over the observation period these loans could be transferred to stage 1 or 2 and a fresh assessment of the risk of default be done for such loans.

Interest income is recognised by applying the EIR to the net amortised cost amount i.e. gross carrying amount less ECL allowance.

The Company recognises loss allowance for ECLs on Loans and advances to customers as per Income recognition, Asset Classification and Provisioning (IRACP) norms notified by RBI.

A more detailed description of the methodology used for ECL is covered in the 'credit risk' section of note no. 27.

Estimation of Expected Credit Loss

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

Probability of Default (PD) - The Probability of Default is an estimate of the likelihood of default over a given time horizon. The Company uses historical information where available to determine PD. Considering the different products and schemes, the Company has bifurcated its loan portfolio into various pools. For certain pools where historical information is available, the PD is calculated considering fresh slippage of past years. For those pools where historical information is not available, the PD/ default rates as stated by external reporting agencies is considered.

Exposure at Default (EAD) - The Exposure at Default is an estimate of the exposure at a future default date, considering expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments.

Loss Given Default (LGD) – The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral.

Forward looking information

While estimating the expected credit losses, the Company reviews macro-economic developments occurring in the economy and market it operates in. On a periodic basis, the Company analyses if there is any relationship between key economic trends like GDP, unemployment rates, benchmark rates set by the Reserve Bank of India, inflation etc. with the estimate of PD, LGD determined by the Company based on its internal data. While the internal estimates of PD, LGD rates by the Company may not be always reflective of such relationships, temporary overlays, if any, are embedded in the methodology to reflect such macro-economic trends reasonably.

To mitigate its credit risks on financial assets, the Company seeks to use collateral, where possible. The collateral comes in various forms, such as cash, securities, letters of credit/guarantees, vehicles, etc. However, the fair value of collateral affects the calculation of ECL. The collateral is majorly the property for which the loan is given. The fair value of the same is based on data provided by third party or management judgements.

Loans are written off (either partially or in full) when there is no realistic prospect of recovery. 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.

(ii) Financial liabilities

Financial liabilities include liabilities that represent a contractual obligation to deliver cash or another financial assets to another entity, or a contract that may or will be settled in the entities own equity instruments. Few examples of financial liabilities are trade payables, debt securities and other borrowings.

Initial measurement

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

Subsequent measurement

After initial recognition, all financial liabilities are subsequently measured at amortised cost using the EIR [Refer note no. 3.1(i)]. Any gains or losses arising on derecognition of liabilities are recognised in the Statement of Profit and Loss.

Derecognition

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 de-recognition 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.

(iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet only if there is an enforceable legal right to offset the recognised amounts with an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

3.5 : Investments in Subsidiaries, Associates and Joint Ventures:

Investment in subsidiaries is recognised at cost and are not adjusted to fair value at the end of each reporting period as allowed by Ind AS 27 'Separate financial statement'. Cost of investment represents amount paid for acquisition of the said investment and a proportionate recognition of the fair value of shares granted to employees of subsidiary under a group share based payment arrangement.

The Company assesses at the end of each reporting period, if there are any indications that the said investment may be impaired. If so, the Company estimates the recoverable value/amount of the investment and provides for impairment, if any i.e. the deficit in the recoverable value over cost.

Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the changes in fair value through other comprehensive income (FVOCI).

3.6 : Taxes:

(i) Current tax

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

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

(ii) Deferred tax

Deferred tax is provided using the Balance Sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that taxable profits will be available against which the deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets, if any, are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside profit or loss is recognised either in OCI or in other equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

3.7 : Property, plant and equipment:

Property, plant and equipment are carried at historical cost of acquisition less accumulated depreciation and impairment losses, consistent with the criteria specified in Ind AS 16 'Property, Plant and Equipment'. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Advances paid towards the acquisition of fixed assets, outstanding at each reporting date are shown under other non-financial assets. The cost of property, plant and equipment not ready for its intended use at each reporting date are disclosed as capital work-in-progress.

Subsequent expenditure related to the asset are added to its carrying amount or recognised as a separate asset only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

Depreciation

Depreciation on Property, Plant and Equipment is calculated using Straight line method (SLM) to write down the cost of property and equipment to their residual values over their estimated useful lives which is in line with the estimated useful life as specified in Schedule II of the Companies Act, 2013.

Nature of Assets	Management estimate of Useful life	Useful life as per Schedule II
Computer Equipment	3 Years	3 Years
Office Equipment*	3 Years	5 Years
Buildings	60 Years	60 Years
Furniture & Fixtures	10 Years	10 Years
Vehicles	8 Years	8 Years
Electrical installations	10 Years	10 Years



*The company has estimated useful life which is different from schedule II useful life based on technical advice obtained by the management.

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

Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

3.8 : Intangible assets and amortisation thereof :

Intangible assets, representing softwares are initially recognised at cost and subsequently carried at cost less accumulated amortisation and accumulated impairment. The intangible assets are amortised using the straight line method over a period of five years, which is the Management's estimate of its useful life. The useful lives of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.9 : Impairment of non-financial assets:

An assessment is done at each Balance Sheet date to ascertain whether there is any indication that an asset may be impaired. If any such indication exists, an estimate of the recoverable amount of asset is determined. If the carrying value of relevant asset is higher than the recoverable amount, the carrying value is written down accordingly.

3.10 : Provisions and contingent liabilities:

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. The Company also discloses present obligations for which a reliable estimate cannot be made. When 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.

3.11 : Foreign currency translation:

The Company's financial statements are presented in Indian Rupee, which is also the Company's functional currency.

Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are re-translated using the exchange rate prevailing at the reporting date. Nonmonetary 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.

Exchange differences

All exchange differences are accounted in the Statement of Profit and Loss.

3.12 : Retirement and other employee benefits:

(i) **Short term employee benefits:** Employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits and are expensed in the period in which the employee renders the related service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

(ii) **Post-employment benefits:** (a) **Defined contribution plans:** The Company's superannuation scheme, state governed provident fund scheme, employee state insurance scheme and employee pension scheme are defined contribution plans. The contribution paid/ payable under the schemes is recognised during the period in which the employee renders the related service.

The Company has adopted the policy of accounting for retirement & other employee benefits on actual payment basis. As explained by the Company, PF & ESIC is not applicable to the Company.

3.13 : Leases:

With effect from 1 April 2019, the Company has applied Ind AS 116 'Leases' for all long term and material lease contracts covered by the Ind AS. The Company has adopted modified retrospective approach as stated in Ind AS 116 for all applicable leases on the date of adoption.

Measurement of Lease Liability

At the time of initial recognition, the Company measures lease liability as present value of all lease payments discounted using the Company's incremental cost of borrowing and directly attributable costs. Subsequently, the lease liability is –

- (i) increased by interest on lease liability;
- (ii) reduced by lease payments made; and
- (iii) remeasured to reflect any reassessment or lease modifications specified in Ind AS 116 'Leases', or to reflect revised fixed lease payments.

Measurement of Right-of-use assets

At the time of initial recognition, the Company measures 'Right-of-use assets' as present value of all lease payments discounted using the Company's incremental cost of borrowing w.r.t said lease contract. Subsequently, 'Right-of-use assets' is measured using cost model i.e. at cost less any accumulated depreciation and any accumulated impairment losses adjusted for any remeasurement of the lease liability specified in Ind AS 116 'Leases'.

Depreciation on 'Right-of-use assets' is provided on straight line basis over the lease period.

3.14 : Fair value measurement:

The Company measures its qualifying financial instruments at fair value on each Balance Sheet date.

Fair value is the price that would be received against sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place in the accessible principal market or the most advantageous accessible market as applicable.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into Level I, Level II and Level III based on the lowest level input that is significant to the fair value measurement as a whole. For a detailed information on the fair value hierarchy, refer note no. 28.

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

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

3.15 : Statement of cash flows:

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

- (i) changes during the period in operating receivables and payables transactions of a non-cash nature
- (ii) non-cash items such as depreciation, provisions, deferred taxes, unrealised gains and losses; and
- (iii) all other items for which the cash effects are investing or financing cash flows.

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

3.16 : Earnings per share:

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.



3.17 : Operating cycle for current and non-current classification:

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3.18 : Segments:

The Company is engaged primarily on the business of “Financing” only, taking into account the risks and returns, the organization structure and the internal reporting systems, in India. All other activities of the Company revolve around the main business. This in the context of Ind AS 108 – Operating Segments reporting is considered to constitute one reportable segment.

3.19 : Recent pronouncements:

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to existing Ind AS 116 – Leases, relating to sale and leaseback transactions, w.e.f. April 1, 2024. The Company has determined, based on its evaluation, that it does not have any significant impact in its financial statements.



NALIN LEASE FINANCE LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE PERIOD ENDED ON MARCH 31, 2025

Note 4: Cash and cash equivalents

(` in thousands)

Particulars	As at	
	31/03/2025	31/03/2024
Cash on hand	161.44	1,053.13
Balance with banks in current accounts	25.79	1,984.31
	187.23	3,037.45

Note 5: Bank balance other than note 4 above

(` in thousands)

Particulars	As at	
	31/03/2025	31/03/2024
<u>Fixed deposits with bank</u>		
Maturing after period of three months	7,172.16	50.00
<u>Balance in other escrow accounts</u>		
Unpaid (Unclaimed) Dividend Account	80.22	80.22
	7,252.38	130.22

Note 6: Investments

(` in thousands)

Particulars	As at	
	31/03/2025	31/03/2024
<u>Quoted Investment</u>		
Investments in Mutual Funds- Fair Value through P&L	38,172.45	39,544.28
Investments in Debt Securities- Fair Value through P&L	2,184.02	24,881.19
Investments in Equity instruments- Fair Value through P&L	-	1,782.53
<u>Unquoted Investment</u>		
Investments in Debt Securities- At amortised cost	6,005.14	32,482.84
	46,361.61	98,690.83
<u>i) Investments outside India</u>	-	-
<u>ii) Investments in India</u>	46,361.61	98,690.83
	46,361.61	98,690.83

Note 7: Loans

(` in thousands)

Particulars	As at	
	31/03/2025	31/03/2024
	At amortised cost	At amortised cost
A) Secured		
i) Vehicle Loan	102,673.95	90,431.83
ii) Gold Loan	194,586.33	152,211.40
Total (A) Gross	297,260.28	242,643.24
Less: Impairment loss allowance	2,334.94	2,707.20
Total (A) - Net	294,925.34	239,936.04
B) Unsecured		
i) Business & Education Loan	2,369.26	603.80
Total (B) Gross	2,369.26	603.80
Less: Impairment loss allowance	80.54	1.51
Total (B) - Net	2,288.73	602.29
Total (A+B) - Net	297,214.07	240,538.32
C) Out of above		
I) Loans in India		
i) Public sectors	-	-
ii) Others	299,629.54	243,247.03
II) Loans outside India	-	-
Total (C) Gross	299,629.54	243,247.03
Less: Impairment loss allowance	2,415.48	2,708.71
Total (C) - Net	297,214.07	240,538.32
	297,214.07	240,538.32

Category of Loans

(' in thousands)

Particulars	As at	
	31/03/2025	31/03/2024
	At amortised	At amortised
	cost	cost
A) Loans repayable on demand		
i) Gold Loan	194,586.33	152,211.40
ii) Business & Education Loan	2,369.26	603.80
Total (A) Gross	196,955.59	152,815.20
Less: Impairment loss allowance	892.50	2,421.66
Total (A) - Net	196,063.09	150,393.54
B) Term Loans		
i) Vehicle Loan	102,673.95	90,431.83
Total (B) Gross	102,673.95	90,431.83
Less: Impairment loss allowance	1,522.98	287.05
Total (B) - Net	101,150.97	90,144.78
Total (A+B) - Net	297,214.07	240,538.32
	297,214.07	240,538.32

Note 8: Other Financial assets

(' in thousands)

Particulars	As at	
	31/03/2025	31/03/2024
Interest accrued on fixed deposits with banks and investment in debt securities	47.68	176.83
Advances to dealer	1,049.27	-
	1,096.95	176.83

Note 9: Inventories

(' in thousands)

Particulars	As at	
	31/03/2025	31/03/2024
Sp. Adhesive Stamp	172.70	512.00
Stationery Stock	12.10	13.00
	184.80	525.00

Note 10: Deferred Tax Assets / (liabilities) (Net)
Reconciliation of tax expenses and profit before tax multiplied by corporate tax rate

(' in thousands)

Particulars	As at	
	31/03/2025	31/03/2024
Accounting Profit Before Tax	44,268.62	51,709.03
Applicable tax rate	25.17%	25.17%
Computed tax expense	11,141.53	13,014.13
Tax effect of:		
Short / (Excess) provision for tax relating to prior years	600.61	203.46
Others	(2,707.42)	(6.07)
Tax expenses recognised in the statement of profit and loss	9,034.72	13,211.52
Effective tax rate	20.41%	25.55%

Deferred tax assets/(Liabilities) (net) recorded in Balance Sheet

(' in thousands)

Particulars	As at	
	31/03/2025	31/03/2024
Deferred tax to the following:		
Deferred tax assets		
Disallowance u/s 37 of the Income Tax Act, 1961	(55.92)	(66.84)
Fairvalue of Investment	(93.57)	(1,821.50)
Impairment on financial instruments	(687.50)	(458.33)
Financial instruments measured at EIR	(96.38)	(90.24)
Depreciation and amortisation	41.19	76.93
Gross deferred tax assets (a)	(892.18)	(2,359.99)
Deferred tax liabilities		
Other temporary differences	766.47	510.98
Gross deferred tax liabilities (b)	766.47	510.98
Deferred tax assets/(liabilities), net (a-b)	(125.71)	(1,849.01)
	(125.71)	(1,849.01)

Changes in deferred tax assets/(Liabilities) recorded in profit or loss

(' in thousands)

Particulars	Year ended	
	31/03/2025	31/03/2024
Deferred tax relates to the following:		
Disallowance u/s 37 of the Income Tax Act, 1961	10.91	-
Fairvalue of Investment	1,727.93	(1,862.80)
Impairment on financial instruments	(229.17)	(458.33)
Financial instruments measured at EIR	(6.14)	(90.24)
Depreciation and amortisation	(35.73)	(112.00)
Other temporary differences	255.49	510.98
	1,723.30	(2,012.40)

Note 11: Right of Use Asset

(' in thousands)

Particulars	As at	
	31/03/2025	31/03/2024
Gross carrying amount (Office building)		
Opening gross carrying amount	8,194.91	-
Add: Additions	-	8,194.91
Less: Disposals / Adjustments	-	-
Closing gross carrying amount (A)	8,194.91	8,194.91
Accumulated depreciation		
Opening accumulated depreciation	1,821.09	-
Add: Depreciation and impairment	2,731.64	1,821.09
Less: Disposals / Adjustments	-	-
Closing accumulated depreciation (B)	4,552.73	1,821.09
Net carrying amount (A-B)	3,642.18	6,373.82
	3,642.18	6,373.82

Note 13: Other Non-financial Assets

(' in thousands)

Particulars	As at	
	31/03/2025	31/03/2024
Balances with Government Authorities	158.17	37.42
Prepaid Expenses	2,705.28	2,755.87
Other Receivables	26.46	19.12
	2,889.91	2,812.41

Note 14: Borrowings (Other than debt securities)

(' in thousands)

Particulars	As at	
	31/03/2025	31/03/2024
	At amortised cost	At amortised cost
a) Loans repayable on demand		
i) from banks		
Over Draft* (Secured by Fixed Deposit)	4,026.42	-
ii) from financial institutions		
Vehicle Term Loan* (Secured by Vehicle)	3,607.59	4,317.68
Over Draft* (Secured by Company's Mutual Funds Investment)	3,638.74	9,900.00
ii) from related party		
Loan from Directors and Relatives (Unsecured)	-	22,400.00
Total (A)	11,272.75	36,617.68
Borrowings in India	11,272.75	36,617.68
Borrowings outside India	-	-
Total (B)	11,272.75	36,617.68
	11,272.75	36,617.68

* Note: Over draft facility from Bajaj Finance Ltd are secured by Mutual fund investment of the Company. The Tenure of the Loan is 36 Months. Bajaj Finance Ltd shall review the Facility account at the end of every 12 months from date of first disbursement and shall be entitled to revise any of the terms of sanction. In the event, Borrower is not acceptable to the revised sanction terms, Borrower shall have the right to prepay the Facility without any Prepayment Charges.

* Note: Vehicle Term loan from BMW Financial Services Pvt Ltd is secured by hypothecation of vehicle as collateral security. Co-borrower of the vehicle term loan is Mr. Harsh Dilipkumar Gandhi (director). The duration of Loan is 36 Months.

The Company has not defaulted in repayment of principal and interest to its lenders.

**NALIN LEASE FINANCE LIMITED****NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE PERIOD ENDED ON MARCH 31, 2025****a) Term Loans (Vehicle Loan facility from financial institutions)****Terms of repayment**

(` in thousands)

Particulars	Rate of Interest	As at	
		31/03/2025	31/03/2024
Secured by hypothecation of Motor vehicle with repayable in 36 monthly Installment.	10.75%	3,607.59	4,317.68

b) Loans repayable on demand (Over Draft Facility from Bank & financial institutions)**Terms of repayment**

(` in thousands)

Particulars	Rate of Interest	As at	
		31/03/2025	31/03/2024
Secured by Company's mutual funds	10.50%	3,638.74	9,900.00
Secured by ICICI Bank FD	8.25%	1,824.96	-
Secured by HDFC Bank FD	8.25%	2,201.46	-

c) Unsecured Loans repayable on demand (Loan from Directors and Relatives)**Terms of repayment**

(` in thousands)

Particulars	Rate of Interest	As at	
		31/03/2025	31/03/2024
Unsecured Loan from directors	11.00%	-	22,400.00

Note 15: Lease Liabilities

(` in thousands)

Particulars	As at	
	31/03/2025	31/03/2024
Opening balance of Lease Liabilities	6,523.19	-
Add: Additions / Renewal during the year	-	8,194.91
Less: Terminated / Withdrawal during the year	-	-
Add: Interest Expense on Lease Liabilities	382.95	358.56
Less: Payments of Lease Liabilities	3,045.42	2,030.28
Closing balance of Lease Liabilities	3,860.72	6,523.19
	3,860.72	6,523.19

Note 16: Other Financial Liabilities

(` in thousands)

Particulars	As at	
	31/03/2025	31/03/2024
Unclaimed Dividend	80.22	80.22
Auction Surplus Refundable	85.49	717.69
Payable for Expenses	280.54	256.21
Other Financial Liabilities	35.60	-
	481.85	1,054.12

Note 17: Provisions

(` in thousands)

Particulars	As at	
	31/03/2025	31/03/2024
Opening balance of Provision	27.00	28.70
Add: Created during the year	27.00	27.00
Less: Used during the year	27.00	28.70
Closing balance of Provision	27.00	27.00
	27.00	27.00

Note 18: Equity Share Capital

18.1 The reconciliation of equity shares outstanding at the beginning and at the end of the period

(` in thousands)

Particulars	As at	
	31/03/2025	31/03/2024
Authorised Capital		
93,50,000 Equity shares of `10/-each	93,500.00	93,500.00
Issued & Subscribed and Paid up		
65,58,180 Equity shares of `10/-each	65,581.80	65,581.80
	65,581.80	65,581.80

18.2 Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of ` 10/- per share. All these shares have the same rights and preferences with respect to the payment of dividend, repayment of capital and voting. The Company declares and pays dividends in Indian rupees. The interim dividend is declared and approved by Board of Directors. The final dividend proposed by the Board of Directors and is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

18.3 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

(` in thousands)

Particulars	In Numbers	Amount
As at 01 April, 2024	6,558,180	65,581.80
Share issued during the year	-	-
As at 31 March, 2025	6,558,180	65,581.80

Particulars	In Numbers	Amount
As at 01 April, 2023	6,558,180	65,581.80
Share issued during the year	-	-
As at 31 March, 2024	6,558,180	65,581.80

18.4 Details of Equity shareholders holding more than 5% shares in the company

Particulars	31/03/2025	31/03/2024
	No. of Shares held	
Dilipkumar Nalinkant Gandhi	2,840,970	2,840,970
Harsh Dilipkumar Gandhi	972,601	972,632
Pallaviben Dilipkumar Gandhi	562,057	562,057
	% holding in the class	
Dilipkumar Nalinkant Gandhi	43.32%	43.32%
Harsh Dilipkumar Gandhi	14.83%	14.83%
Pallaviben Dilipkumar Gandhi	8.57%	8.57%

18.5 Details of shareholding of Promoters

Equity Shares held by promoters at the end of the 31.03.2025				% change during the year
Sr No.	Promoter Name	No. of Share	% of total shares	
1	Dilipkumar Nalinkant Gandhi	2,840,970	43.32%	0.00%
2	Harsh Dilipkumar Gandhi	972,601	14.83%	0.00%
3	Pallaviben Dilipkumar Gandhi	562,057	8.57%	0.00%
4	Manali Harshkumar Gandhi	173,542	2.65%	0.00%
5	Falguniben Krishnakant Shah	24,500	0.37%	0.00%
6	Dilipkumar Nalinkant Gandhi HUF	56,560	0.86%	0.00%
7	Harsh Dilipkumar Gandhi HUF	28,476	0.43%	0.00%

Equity Shares held by promoters at the end of the 31.03.2024				% change during the year
Sr No.	Promoter Name	No. of Share	% of total shares	
1	Dilipkumar Nalinkant Gandhi	2,840,970	43.32%	0.00%
2	Harsh Dilipkumar Gandhi	972,632	14.83%	0.00%
3	Pallaviben Dilipkumar Gandhi	562,057	8.57%	0.00%
4	Manali Harshkumar Gandhi	173,542	2.65%	0.00%
5	Falguniben Krishnakant Shah	24,500	0.37%	0.00%
6	Dilipkumar Nalinkant Gandhi HUF	56,560	0.86%	0.45%
7	Harsh Dilipkumar Gandhi HUF	28,476	0.43%	0.22%

Note 19: Other Equity

(` in thousands)

Particulars	As at	
	31/03/2025	31/03/2024
(A) SECURITIES PREMIUM	20,798.90	20,798.90
TOTAL (A)	20,798.90	20,798.90
(B) GENERAL RESERVE		
Opening Balance	100,641.98	93,141.98
Add: Profit transferred from Profit & Loss for the year	7,500.00	7,500.00
TOTAL (B)	108,141.98	100,641.98

(C) STATUTORY RESERVE (U/S 45 IC of RBI ACT)		
Opening Balance	50,013.79	42,314.28
Add: Profit transferred from Profit & Loss for the year	7,046.78	7,699.50
TOTAL (C)	57,060.57	50,013.79
(D) RETAINED EARNINGS		
Opening Balance	78,297.18	54,999.17
Add: Profit for the year	35,233.90	38,497.51
Less: Transfer to General Reserve	7,500.00	7,500.00
Less: Transfer to Compulsory Reserve	7,046.78	7,699.50
TOTAL (D)	98,984.30	78,297.18
TOTAL (A+B+C+D)	284,985.74	249,751.84

19.1 Nature and purpose of reserve

Securities Premium

Securities premium is used to record the premium on issue of shares. It can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.

Statutory Reserve (u/s 45 IC of RBI Act)

The Company created a reserve pursuant to section 45 IC the Reserve Bank of India Act, 1934 by transferring amount not less than twenty per cent of its net profit every year as disclosed in the Statement of Profit and Loss and before any dividend is declared.

General Reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of profit for the period at a specified percentage in accordance with applicable regulations. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

Retained earnings

This Reserve represents the cumulative profits of the Company. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.



NALIN LEASE FINANCE LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE PERIOD ENDED ON MARCH 31, 2025

Note 12: Property, Plant & Equipments

(` in thousands)

Particulars	Air Conditioner	Furniture & Fixtures	Office Equipment	Computers*	Vehicles	Solar System	Total
Gross block- at cost							
As at April 01, 2023	874.52	2,155.84	3,172.49	2,022.87	9,584.53	-	17,810.26
Additions	99.75	66.14	252.80	286.55	-	926.74	1,631.98
Disposals	-	-	-	-	-	-	-
As at March 31, 2024	974.27	2,221.99	3,425.29	2,309.42	9,584.53	926.74	19,442.24
Additions	150.96	182.87	330.88	132.39	-	-	797.11
Disposals	-	144.50	298.88	463.85	-	-	907.23
As at March 31, 2025	1,125.23	2,260.36	3,457.30	1,977.95	9,584.53	926.74	19,332.11
Accumulated depreciation							
As at April 01, 2023	699.09	1,765.44	2,910.96	1,813.57	882.37	-	8,071.44
Charge for the year	84.30	155.96	89.25	138.64	1,138.16	58.69	1,664.99
Disposals	-	-	-	-	-	-	-
As at March 31, 2024	783.39	1,921.40	3,000.21	1,952.21	2,020.54	58.69	9,736.44
Charge for the year	27.72	96.92	143.44	126.72	1,138.16	58.69	1,591.66
Disposals	-	137.28	283.93	440.66	-	-	861.87
As at March 31, 2025	811.11	1,881.04	2,859.72	1,638.28	3,158.70	117.38	10,466.23
Net Block							
As at March 31, 2024	190.88	300.59	425.09	357.21	7,563.99	868.05	9,705.80
As at March 31, 2025	314.12	379.32	597.59	339.68	6,425.83	809.36	8,865.89

* Includes Server and networking



NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE PERIOD ENDED ON MARCH 31, 2025

Note 20: Revenue from Operations

(` in thousands)

Particulars	Year ended	
	31/03/2025	31/03/2024
Interest Income		
Interest Income on Gold Loan	32,180.19	26,970.96
Interest Income on Vehicle Loan	26,296.00	26,646.04
Interest received on Business & Other Loans	528.40	1,772.08
	59,004.58	55,389.08
Other Revenue from Operations		
Miscellaneous Charges and receipts	1,349.12	629.53
Late Fees Charges	1,668.90	1,991.89
Bad Debt recovered	1,834.01	1,427.38
	4,852.03	4,048.80
Net Gain/Loss on Fair Value Changes		
Net Gain/Loss on Fair Value Changes	371.79	7,237.37
	371.79	7,237.37
	64,228.40	66,675.26

Note 21: Other Income

(` in thousands)

Particulars	Year ended	
	31/03/2025	31/03/2024
Other Interest income	4,641.98	4,969.86
Interest on Income tax Refund	-	157.41
Income from Dividend	7.63	31.40
Net Gain/Loss on Sale of Shares & Securities	4,072.46	1,377.41
Commission Income from Finance Service	-	4,106.36
	8,722.06	10,642.45

Note 22: Finance Cost

(` in thousands)

Particulars	Year ended	
	31/03/2025	31/03/2024
On financial liabilities measured at amortised cost		
Bank Interest & Charges	223.51	1,345.02
Other Interest Cost	3,618.05	2,244.05
Loan Processing Charges	15.15	305.15
Lease Interest cost	382.95	358.56
	4,239.65	4,252.79

Note 23: Impairment on Financial Instruments

(` in thousands)

Particulars	Year ended	
	31/03/2025	31/03/2024
On financial instruments measured at amortised cost:		
Bad Debts & Written off	720.76	473.05
Loan Assets	(540.94)	272.09
Right of Use Asset	2,731.64	1,821.09
	2,911.45	2,566.23

Note 24: Employee Benefit Expense

(` in thousands)

Particulars	Year ended	
	31/03/2025	31/03/2024
Salary & Conveyance	3,875.50	3,214.50
Staff Welfare Expense	120.92	36.65
Director Remuneration	6,150.00	5,880.00
	10,146.42	9,131.15

Note 25: Other Expenses

(` in thousands)

Particulars	Year ended	
	31/03/2025	31/03/2024
Advertisement & Marketing Expense	958.05	215.36
Payment to auditors (Refer note below)	240.00	210.00
CIBIL Charges	265.85	131.29
Cash Back to Customer (against advance interest payment)	84.52	58.87
Computer & Software Expense	126.24	32.25
Demate Charges & Stock Exchange Listing Fee	514.79	515.46
Electricity Expense	287.98	253.29
GST Expense	535.06	506.02
Insurance Expense	4,666.40	2,120.74
Kasar & Round off	(1.36)	1.40
Legal & Professional Fees	287.23	537.52
Loss on sale of Gold auction	57.13	551.44
Loss on sale of Fixed Assets	45.36	-
Office & General Expense	51.49	27.43
Professional Tax	35.60	33.08
Postage & Courier Expense	232.23	440.27
Rent Expense	-	873.33
Repairs & Annual Maintenance Expense	106.19	106.42
Sp Adhesive Stamp Expense	489.90	611.80
Stationery & Printing Expense	291.84	271.49
Telephone Expense	218.17	242.99
Vehicle & Travelling Expense	286.22	241.53
Website Maintenance Expense	13.76	11.52
	9,792.66	7,993.51

Payment to Auditor

(` in thousands)

Particulars	Year ended	
	31/03/2025	31/03/2024
Statutory Audit	70.00	70.00
Tax Audit	40.00	40.00
Limited Review	40.00	40.00
Other Services	90.00	60.00
	240.00	210.00

Note 26: Earning per Share

(` in thousands)

Particulars	Year ended	
	31/03/2025	31/03/2024
i: Net Profit for the year	35,233.90	38,497.51
ii: Basic No of Equity Share	6,558,180	6,558,180
iii: Basic & Diluted Earnings per Share	5.37	5.87
iv: Face Value per Equity Share	10	10

Note 27 : Disclosure pursuant to Ind AS 107 “Financial Instruments: Disclosures”: Financial risk management

The Company's principal financial liabilities comprise borrowings and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include loan and advances, cash and cash equivalents that derive directly from its operations.

The Company is exposed to credit risk, liquidity risk and market risk. The Company's board of directors has an overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company's risk management committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The major risks are summarised below:

1- Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party to financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and loans. The carrying amounts of financial assets represent the maximum credit risk exposure. The Company's major income generating activity is gold loan, vehicle loan, business loans and others. Therefore credit risk is a principal risk. Credit risk mainly arises from loans and advances to customers that are an asset position. The Company considers all elements of credit risk exposure such as counterparty default risk, risk of not taking collateral against loans, geographical risk and sector risk for risk management purposes.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry. The risk management committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information etc.

Policies and procedure for credit risk for different products

The Company addresses credit risk by following different processes for different product:

Gold Loan

a) Credit risk on Gold loan is considerably reduced as collateral is in the form of Gold ornaments which can be easily liquidated and there is only a distant possibility of losses due to adequate margin of 25% or more retained while disbursing the loan. Credit risk is further reduced through a quick but careful collateral appraisal and loan approval process. Hence overall, the Credit risk is normally low.

b) Sanctioning powers for Gold Loans is delegated to Manager of the company. Sanctioning powers is used only for granting loans for legally permitted purposes. The maximum Loan to Value stipulated by the Reserve Bank of India does not exceed under any circumstances.

c) Gold ornaments brought for pledge is the primary responsibility of Manager. Extra care is taken if the gold jewellery brought for pledge by any customer at any one time or cumulatively is more than 20 gm. Manager records the questions asked to the customer for ascertaining the ownership of the gold jewellery and also the responses given by the customer in a register for future reference.

d) Auctions are conducted as per the Auction Policy of the Company and the guidelines issued by Reserve Bank of India. Auction is generally conducted before loan amount plus interest exceeds realizable value of gold. After reasonable time is given to the customers for release after loan becomes overdue and exhausting all efforts for persuasive recovery, auction is resorted to as the last measure in unavoidable cases. Company has the right to recover dues remaining even after set off of amount received on auctions from the customer. Any excess amount received on auctions over and above the dues are refunded to the customer.

Vehicle Loan

The credit risk management policy of the Group seeks to have following controls and key metrics that allows credit risks to be identified, assessed, monitored and reported in a timely and efficient manner in compliance with regulatory requirements:

- i) Standardize the process of identifying new risks and designing appropriate controls for these risks
- ii) Minimize losses due to defaults or untimely payments by borrowers
- iii) Maintain an appropriate credit administration and loan review system
- iv) Design appropriate credit risk mitigation techniques

The Company's exposure to credit risk for loans and advances by type of counterparty is as follows:
(' in thousands)

Particulars	Gross Carrying Amount	
	31/03/2025	31/03/2024
Gold Loan	194,586.33	152,211.40
Vehicle Loan	102,673.95	90,431.83
Business & Education Loan	2,369.26	603.80
	299,629.54	243,247.03

An impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. For the purposes of this analysis, the loan receivables are categorised into Company's based on days past due. Each Company is then assessed for impairment using the ECL model as per the provisions of Ind AS 109 - financial instruments. The Company recognises loss allowance for ECLs on Loans and advances to customers as per Income recognition, Asset Classification and Provisioning (IRACP) norms notified by RBI.

Staging:

As per the provision of Ind AS 109 general approach all financial instruments are allocated to stage 1 on initial recognition. However, if a significant increase in credit risk is identified at the reporting date compared with the initial recognition, then an instrument is transferred to stage 2. If there is objective evidence of impairment, then the asset is credit impaired and transferred to stage 3.

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



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Stage	Assets	% of Provision	Ageing
Stage-1	Standard	0.25%	0-90 Days
Stage-2			
Stage-3	Sub-Standard	10.00%	90+ days
	Doubtful	20.00%	
	Loss	100.00%	

Disclosure on Asset Classification: As per the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, the Company has revised its asset classification norms for Non-Performing Assets (NPA).

NPAs were classified as overdue for a period of more than 180 days up to FY 2023-24. From FY 2024-25 NPAs will be classified as overdue for a period of more than 90 days.

Movement of ECL (‘ in thousands)

Particulars	31/03/2025	31/03/2024
Opening Provision of ECL	2,708.71	2,439.96
Addition during the year	-	268.75
Utilization / Reversal during the year	293.23	-
Closing provision for ECL	2,415.48	2,708.71

ECL sensitivity to future economic conditions (‘ in thousands)

Particulars	31/03/2025	31/03/2024
Gross carrying amount of loans	299,629.54	243,247.03
Reported ECL	2,415.48	2,708.71
Reported ECL coverage	0.81%	1.11%

2- Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due. The Company's objective is to provide financial resources to meet its business objectives in a timely, cost effective and reliable manner and to manage its capital structure. A balance between continuity of funding and flexibility is maintained through the use of various types of borrowings.

The company's principal sources of liability are cash and cash equivalents, cash flow from operations and available unutilised credit limit sanctioned by bank and nbfc. The company believes that cash flow from operations and the working capital is sufficient to meet its current requirements and accordingly no liquidity risk is perceived.

Maturity profile of financial liabilities : as at March 31, 2025

(‘ in thousands)

Particulars	Carrying Amount	Less than 1 year	1 to 2 year	More than 2 Years	Total
Borrowings (Other than debt securities)	11,272.75	11,272.75	-	-	11,272.75
Lease Liabilities	3,860.72	2,860.63	1,000.09	-	3,860.72
Other financial Liabilities	481.85	481.85	-	-	481.85
Total	15,615.32	14,615.22	1,000.09	-	15,615.32

as at March 31, 2024

Particulars	Carrying Amount	Less than 1 year	1 to 2 year	More than 2 Years	Total
Borrowings (Other than debt securities)	36,617.68	33,010.09	3,607.59	-	36,617.68
Lease Liabilities	6,523.19	2,662.47	2,860.63	1,000.09	6,523.19
Other financial Liabilities	1,054.12	1,054.12	-	-	1,054.12
Total	44,195.00	36,726.68	6,468.22	1,000.09	44,195.00

3- Market rate risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. In the case of the Company, market risk primarily impacts financial instruments measured at fair value through profit or loss. Market risk includes interest rate risk and foreign currency risk.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have exposure to the risk of changes in market interest rate as it has debt obligations with fixed interest rates which are measured at amortised cost.

b) Foreign currency risk

The Company does not have any instrument denominated or traded in foreign currency. Hence, such risk does not affect the Company.

4- Price risk

For Gold Loan

Sudden fall in the gold price and fall in the value of the pledged gold ornaments can result in some of the customers to default if the loan amount and interest exceeds the market value of gold. This risk is in part mitigated by a minimum 25% margin retained on the value of jewellery for the purpose of calculation of the loan amount. Further, we appraise the jewellery collateral solely based on the weight of its gold content, excluding weight and value of the stone studded in the jewellery. In addition, the sentimental value of the gold jewellery to the customers may induce repayment and redemption of the collateral even if the value of gold ornaments falls below the value of the repayment amount. An occasional decrease in gold prices will increase price risk significantly on account of our adequate collateral security margins. However, a sustained decrease in the market price of gold can additionally cause a decrease in the size of our loan portfolio and our interest income.

For Market Listed Investments measured at fair value through P&L

The Company's quoted equity, Mutual fund and other market link investment carry a risk of change in prices. To manage its price risk arising from investments in equity, Mutual fund and other market link securities, the Company periodically monitors the sectors it has invested in, performance of the investee companies and measures mark- to- market gains/(losses).

Sensitivity Analysis

(₹ in thousands)

Particulars	Carrying Value	Fair Value	Impact in statement of profit and loss	
			1 % increase	1 % decrease
As at March 31, 2025				
Investment in Mutual Funds	38,172.45	38,172.45	381.72	(381.72)
Investment in Market linked Debt Securities	2,184.02	2,184.02	21.84	(21.84)
As at March 31, 2024				
Investment in equity shares (quoted)	1,782.53	1,782.53	17.83	(17.83)
Investment in Mutual Funds	39,544.28	39,544.28	395.44	(395.44)
Investment in Market linked Debt Securities	24,881.19	24,881.19	248.81	(248.81)

5- Prepayment risk

Prepayment risk is the risk that the Company will incur a financial loss because its customers and counterparties repay or request repayment earlier or later than expected, such as fixed rate loans like ours when interest rates fall.

Note 28 : Other disclosure pursuant to Ind AS 107 "Financial Instruments: Disclosures":

a) Category-wise classification for applicable financial assets and financial liabilities: (₹ in thousands)

Particulars	Amortised Cost	Fair Value through OCI	Fair Value through P&L
As at March 31, 2025			
Financial Assets			
Cash and Cash Equivalents	187.23	-	-
Bank Balance other than Cash and Cash Equivalents	7,252.38	-	-
Investments	6,005.14	-	40,356.47
Loans	297,214.07	-	-
Other Financial Assets	1,096.95	-	-
Financial Liabilities			
Borrowings (Other than debt securities)	11,272.75	-	-
Lease Liabilities	3,860.72	-	-
Other financial Liabilities	481.85	-	-
As at March 31, 2024			
Financial Assets			
Cash and Cash Equivalents	3,037.45	-	-
Bank Balance other than Cash and Cash Equivalents	130.22	-	-
Investments	32,482.84	-	66,208.00
Loans	240,538.32	-	-
Other Financial Assets	176.83	-	-
Financial Liabilities			
Borrowings (Other than debt securities)	36,617.68	-	-
Lease Liabilities	6,523.19	-	-
Other financial Liabilities	1,054.12	-	-

b) Fair value of financial assets and financial liabilities: (₹ in thousands)

Particulars	31/03/2025		31/03/2024	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets				
Cash and Cash Equivalents (at amortised cost)	187.23	187.23	3,037.45	3,037.45
Bank Balance other than Cash & Cash Equivalents (at amortised cost)	7,252.38	7,252.38	130.22	130.22
Investments (at fair value through P&L)	40,356.47	40,356.47	66,208.00	66,208.00
Investments (at amortised cost)	6,005.14	6,005.14	32,482.84	32,482.84
Loans* (at amortised cost)	297,214.07	297,214.07	240,538.32	240,538.32
Other Financial Assets (at amortised cost)	1,096.95	1,096.95	176.83	176.83
	352,112.24	352,112.24	342,573.65	342,573.65
Financial Liabilities				
Borrowings (Other than debt securities) (at amortised cost)	11,272.75	11,272.75	36,617.68	36,617.68
Lease Liabilities (at amortised cost)	3,860.72	3,860.72	6,523.19	6,523.19
Other financial Liabilities (at amortised cost)	481.85	481.85	1,054.12	1,054.12
	15,615.32	15,615.32	44,195.00	44,195.00

Note: Carrying amounts of cash and cash equivalents, borrowings and other financial liabilities as at March 31, 2025 and March 31, 2024 approximate the fair value because of their short term nature. The carrying amounts of loans given and borrowings taken for short term are considered to be close to the fair value.

* In the absence of unobservable market for these loan assets, the fair value have been determined from the perspective of the Company's asset considering the changes in performance and risk indicators (including delinquencies and interest rate)



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c) Fair value hierarchy of financial assets and financial liabilities:

(` in thousands)

Particulars	Fair Value			
	Level 1	Level 2	Level 3	Total
As at March 31, 2025				
Financial Assets				
Loans (at amortised cost)	-	-	297,214.07	297,214.07
Investments (at amortised cost)	-	-	6,005.14	6,005.14
Investments (at fair value through P&L)	40,356.47	-	-	40,356.47
Other Financial Assets (at amortised cost)	-	-	1,096.95	1,096.95
	40,356.47	-	304,316.16	344,672.63
Financial Liabilities				
Borrowings (Other than debt securities) (at amortised cost)	-	-	11,272.75	11,272.75
Lease Liabilities (at amortised cost)	-	-	3,860.72	3,860.72
Other financial Liabilities (at amortised cost)	-	-	481.85	481.85
	-	-	15,615.32	15,615.32
As at March 31, 2024				
Financial Assets				
Loans (at amortised cost)	-	-	240,538.32	240,538.32
Investments (at amortised cost)	-	-	32,482.84	32,482.84
Investments (at fair value through P&L)	66,208.00	-	-	66,208.00
Other Financial Assets (at amortised cost)	-	-	176.83	176.83
	66,208.00	-	273,197.99	339,405.99
Financial Liabilities				
Borrowings (Other than debt securities) (at amortised cost)	-	-	36,617.68	36,617.68
Lease Liabilities (at amortised cost)	-	-	6,523.19	6,523.19
Other financial Liabilities (at amortised cost)	-	-	1,054.12	1,054.12
	-	-	44,195.00	44,195.00

The Company has not disclosed the fair values for cash and cash equivalents and Bank balances other than cash and cash equivalents as these are short term in nature and their carrying amounts are a reasonable approximation of fair value.

Measurement of fair values

i) Valuation techniques and significant unobservable inputs

The carrying amounts of financial assets and liabilities which are at amortised cost are considered to be the same as their fair values as there is no material differences in the carrying values presented.

ii) Financial instruments - fair value

The fair value of financial instruments 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 measurement).

The categories used are as follows:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices;

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

Level 3: If one or more of significant input is not based on observable market data, the instrument is included in level 3.

iii) Transfers between levels I and II

There has been no transfer in between level I and level II.

d) Maturity profile of assets and liabilities:

as at March 31, 2025

(` in thousands)

Particulars	Within 12 Months	After 12 Months	Total
Financial Assets			
Cash and Cash Equivalents	187.23	-	187.23
Bank Balance other than Cash & Cash Equivalents	7,252.38	-	7,252.38
Investments	2,747.85	43,613.76	46,361.61
Loans	241,723.48	55,490.59	297,214.07
Other Financial Assets	1,096.95	-	1,096.95
Non Financial Assets			
Inventories	184.80	-	184.80
Current Tax Assets (Net)	8,797.95	-	8,797.95
Deferred Tax Assets (Net)	-	-	-
Right of Use Asset	-	3,642.18	3,642.18
Property, Plant & Equipments	-	8,865.89	8,865.89
Other Non Financial Assets	2,889.91	-	2,889.91
Total	264,880.56	111,612.42	376,492.97
Financial Liabilities			
Borrowings (Other than debt securities)	11,272.75	-	11,272.75
Lease Liabilities	2,860.63	1,000.09	3,860.72
Other financial Liabilities	481.85	-	481.85
Non Financial Liabilities			
Current Tax Liabilities (net)	10,157.40	-	10,157.40
Deferred Tax Liabilities (Net)	-	125.71	125.71
Provisions	27.00	-	27.00
Total	24,799.62	1,125.80	25,925.43



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as at March 31, 2024

(` in thousands)

Particulars	Within 12 Months	After 12 Months	Total
Financial Assets			
Cash and Cash Equivalents	3,037.45	-	3,037.45
Bank Balance other than Cash & Cash Equivalents	130.22	-	130.22
Investments	20,529.13	78,161.71	98,690.83
Loans	192,714.85	47,823.47	240,538.32
Other Financial Assets	176.83	-	176.83
Non Financial Assets			
Inventories	525.00	-	525.00
Current Tax Assets (Net)	10,409.62	-	10,409.62
Deferred Tax Assets (Net)	-	-	-
Right of Use Asset	-	6,373.82	6,373.82
Property, Plant & Equipments	-	9,705.80	9,705.80
Other Non Financial Assets	2,812.41	-	2,812.41
Total	230,335.50	142,064.80	372,400.30
Financial Liabilities			
Borrowings (Other than debt securities)	33,010.09	3,607.59	36,617.68
Lease Liabilities	2,662.47	3,860.72	6,523.19
Other financial Liabilities	1,054.12	-	1,054.12
Non Financial Liabilities			
Current Tax Liabilities (net)	10,995.66	-	10,995.66
Deferred Tax Liabilities (Net)	-	1,849.01	1,849.01
Provisions	27.00	-	27.00
Total	47,749.34	9,317.32	57,066.66

Note 29 : Loss Allowances (Provisions) as required under Ind AS 109:

(` in thousands)

Asset Classification as per RBI Norms	Asset Classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5) = (3)-(4)	(6)	(7) = (4)-(6)
Performing Assets						
Standard	Stage 1	291,843.23	983.03	290,860.21	983.03	-
Non-Performing Assets						
Sub Standard	Stage 3	7,014.16	701.42	6,312.74	701.42	-
Doubtful Assets	Stage 3	51.40	10.28	41.12	10.28	-
Loss Assets	Stage 3	720.76	720.76	-	720.76	-
Total	Stage 1	291,843.23	983.03	290,860.21	983.03	-
	Stage 3	7,786.31	1,432.45	6,353.86	1,432.45	-
	Total	299,629.54	2,415.48	297,214.07	2,415.48	-

Note 30 : Other disclosures required as per Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023:

1-Percentage of loans granted against collateral of gold jewellery to total assets:

(` in thousands)

Particulars	31/03/2025	31/03/2024
Gold Loans granted against collateral of gold jewellery (principal portion)	194,172.02	147,312.15
Total assets of the Company	376,492.97	372,400.30
Percentage of Gold Loans to Total Assets	51.57%	39.56%

2-Details of the Auctions conducted with respect to Gold Loan:

The Company auctioned 121 loan accounts (Previous Year: 96 accounts) during the financial year. The outstanding dues on these loan accounts were ` 7,987.99 thousands (March 31, 2024: ` 7,053.27 thousands) till the respective date of auction. The Company realised ` 9,475.54 thousands (March 31, 2024: ` 6,651.46 thousands) on auctioning of gold jewellery taken as collateral security on these loans. Company confirms that none of its sister concerns participated in the above auctions.

3-Details of Special Mention Accounts (SMA) with the three sub-categories as given in the table below:

(` in thousands)

SMA Sub-Categories	Basis of Classification	31/03/2025	31/03/2024
SMA-0	Principal or interest not overdue for more than 30 days but account showing signs of incipient stress	11,409.13	23,439.22
SMA-1	Principal or interest payment overdue between 31-60 days	4,239.22	10,686.62
SMA-2	Principal or interest payment overdue between 61-90 days	1,631.86	4,647.05

Note: The Company has adopted a revised NPA classification norm of more than 90 days overdue from FY 2024-25, in accordance with RBI's Master Direction for NBFCs, replacing the earlier norm of more than 180 days applicable for FY 2023-24. Hence for FY 2023-24 SMA-2 is classified overdue between 61-180 days.



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4a-Registration obtained from financial sector regulators:

Regulator	Registration Number
Reserve Bank of India	01.00242

4b-Penalties levied by the above Regulators:

Particulars	31/03/2025	31/03/2024
Penalties levied by Regulators	Nil	Nil

5-Exposures:

i) Exposure to Real Estate Sector

(` in thousands)

Particulars	31/03/2025	31/03/2024
i) Direct exposure		
a) Residential Mortgages – Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund based (NFB) limits.	-	-
(b) Commercial Real Estate - Lending secured by mortgages on commercial real estates (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.). Exposure would also include non- fund based (NFB) limits:	-	-
(c) Investments in Mortgage Backed Securities (MBS) and other securitised exposures -		
i. Residential	-	-
ii. Commercial Real Estate	-	-
ii) Indirect Exposure		
Fund based and non-fund based exposures on National Housing Bank and Housing Finance Companies	-	-
Total Exposure to Real Estate Sector	-	-

ii) Exposure to Capital Market

(` in thousands)

Particulars	31/03/2025	31/03/2024
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	38,172.45	29,240.42
ii) Advances against shares/bonds/debentures or other securities or on clean basis to individuals for investment in shares (including IPOs/ ESOPs), convertible bonds, convertible debentures, and units of equity oriented mutual funds	-	-
iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	-	-
iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares/ convertible bonds/convertible debentures/units of equity oriented mutual funds does not fully cover the advances	-	-
v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers	-	-
vi) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources	-	-
vii) Bridge loans to companies against expected equity flows / issues	-	-
viii) Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	-	-
ix) Financing to stockbrokers for margin trading	-	-
x) All exposures to Alternative Investment Funds:	-	-
(i) Category I	-	-
(ii) Category II	-	-
(iii) Category III	-	12,086.40
Total exposure to capital market	38,172.45	41,326.81

ii) Sectoral exposure

(` in thousands)

Particulars	As at March 31, 2025			As at March 31, 2024		
	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	-	-	-	-	-	-
2. Industry						
i.	-	-	-	-	-	-
ii.	-	-	-	-	-	-
Others	-	-	-	-	-	-
Total of Industry	-	-	-	-	-	-
3. Services						
Others	-	-	-	-	-	-
Total of Service	-	-	-	-	-	-
4. Personal Loans						
Others	105,043.21	7,047.03		91,035.63	61.12	
Total of Personal Loans	105,043.21	7,047.03	6.71%	91,035.63	61.12	0.07%
Others						
5. Gold Loans	194,586.33	739.28		152,211.40	4,170.99	
Total of Others	194,586.33	739.28	0.38%	152,211.40	4,170.99	2.74%

Note for NPA : The Company has adopted a revised NPA classification norm of more than 90 days overdue from FY 2024-25, in accordance with RBI's Master Direction for NBFCs, replacing the earlier norm of more than 180 days applicable for FY 2023-24



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NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE PERIOD ENDED ON MARCH 31, 2025

6-Intra-group exposures: Not Applicable. The Company does not have any holding, subsidiary or associate company.

7-Unhedged foreign currency exposure: Nil. The Company does not have any unhedged foreign currency exposure.

8-Disclosure of complaints: Nil complaints were received during the current financial year and the previous financial year.

Note 31 : Capital Management:

The objective of the Company's Capital Management is to maximise shareholder value, safeguard business continuity and support the growth of its subsidiaries. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are met through loans and operating cash flows generated. The debt equity ratio is 0.07 as at March 31, 2025 (as at March 31, 2024 is 0.18)

Note 32 : Segment Reporting:

The Company is engaged primarily on the business of "Financing" only, taking into account the risks and returns, the organization structure and the internal reporting systems. All the operations of the Company are in India. All non-current assets of the Company are located in India Accordingly, there are no separate reportable segments as per Ind AS 108 – "Operating segments".

Note 33 : Under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act") which came into force from October 2, 2006, certain disclosures are required to be made relating to micro, small and medium enterprises. There have been no reported cases of delays in payments to micro and small enterprises or of interest payments due to delays in such payments.

The disclosure as required by section 22 of MSMED Act has been given below:

Particulars	31/03/2025	31/03/2024
Principal amount payable to suppliers as at year-end	-	-
Interest due thereon as at year end	-	-
Interest amount for delayed payments to suppliers pursuant to provisions of MSMED Act actually paid during the year, irrespective of the year to which the interest relates	-	-
Amount of delayed payment actually made to suppliers during the year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
Interest accrued 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 enterprises for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006.	-	-

Note 34 : Contingent liabilities and commitments:

Particulars	31/03/2025	31/03/2024
Contingent Liabilities	-	-

Note 35 : Expenditure in foreign currency & unhedged exposure:

Particulars	31/03/2025	31/03/2024
Foreign Currency Expenditure	-	-
Unhedged Foreign Currency Exposure	-	-

Note 36 : Contribution to political parties during the year 2024-24 is Rs. NIL

Note 37 : There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at March 31, 2025

Note 38 : Related Party Disclosure:

Related party disclosures as required by Ind AS 24 - Related Party Disclosures.

A) Name of the related party and description of the relationship with whom transaction taken place:

Key Management Personnel (Directors)	Designation
1. Dilipkumar Nalinkant Gandhi	Chairman & Managing Director
2. Harsh Dilipkumar Gandhi	Whole-time director
3. Pallaviben Dilipkumar Gandhi	Whole-time director
4. Samirkumar Kantilal Shah	Independent Director
5. Samsad Alam Khan	Independent Director (w.e.f March 12, 2025)
6. Ashwinbhai Maganbhai Prajapati	Independent Director
7. Hirenkumar Satishkumar Soni	Independent Director
8. Navinchandra Chandulal Soni	Independent Director (Retired on September 21, 2024)
9. Narendrakumar Dalsukhdas Shah	Chairman & Independent Director (Retired on September 21, 2024)

Key Management Personnel (other than Directors)	Designation
1. Nikulkumar Kantibhai Patel	Chief Financial Officer
2. Swati Ajay Shah	Company Secretary



NALIN LEASE FINANCE LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE PERIOD ENDED ON MARCH 31, 2025

Details of related party transactions during the year ended 31 March, 2025

(` in thousands)

Nature of Transaction with Related Parties (Excluding Reimbursement)	2024-25		2023-24	
	Transaction Value	Outstanding amount carried in the Balance Sheet	Transaction Value	Outstanding amount carried in the Balance Sheet
<u>Dilipkumar Nalinkant Gandhi</u>				
Director remuneration	2,330.00		2,240.00	
Rent	3,045.42		2,903.61	
Interest	870.01		504.94	
Loan taken	7,850.00	-	26,500.00	12,400.00
Loan repaid	21,120.01		14,604.94	
<u>Pallaviben Dilipkumar Gandhi</u>				
Director remuneration	1,970.00	-	1,880.00	-
Interest	671.90		225.64	
Loan taken	11,975.00	-	27,500.00	3,450.00
Loan repaid	16,096.90		25,025.64	
<u>Harsh Dilipkumar Gandhi</u>				
Director remuneration	1,850.00		1,760.00	
Interest	378.72		757.07	
Loan taken	35,750.00	-	48,310.00	6,550.00
Loan repaid	42,678.72		44,117.07	
<u>Nikulkumar Kantibhai Patel</u>				
Salaries and Allowances	284.00	-	264.00	-
<u>Swati Ajay Shah</u>				
Salaries and Allowances	120.00	-	120.00	-

Note: Related parties and the transactions have been identified on the basis of the declaration received by the management and other records available.

Note 39 : Events after the reporting period:

There have been no events after the reporting date that require disclosure in the financial statements.

Note 40 : In the opinion of the Board of Directors, the Current Assets, Loans and Advances have value on realisation in the ordinary course of business, at least equal to the amount at which they are stated in the foregoing Balance Sheet and adequate provision for all known liabilities on the Company has been made.

Note 41 : The Company does not hold any immovable property as on 31 March 2025. All the lease agreements are duly executed in favour of the Company for properties where the Company is the lessee.

Note 42 : Derivatives: There are no derivative instruments in the Company for the year ended 31 March 2025.

Note 43 : No proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder, as at 31 March 2025.

Note 44 : The Company is not a declared wilful defaulter by any bank or financial Institution or other lender, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India, during the year ended 31 March 2025.

Note 45 : The Company does not have any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31 March 2025.

Note 46 : Analytical Ratios

Ratio	Numerator	Denominator	Current year	Previous year
Capital to risk-weighted assets ratio (CRAR) (times)	Tier 1 Capital + Tier 2 Capital	Risk weighted assets	0.97	0.88
Tier I CRAR (times)	Core Capital	Risk weighted assets	0.97	0.88
Tier II CRAR*	Supplementary Capital	Risk weighted assets	NA	NA
Liquidity Coverage Ratio (%)**	Stock of high quality liquid assets	Total net cash outflows over the next 30 calendar days	297.58%	230.04%

Tier-II CRAR* ratio is not applicable to the company because the company does not have supplementary capital.

Variance in Liquidity Coverage Ratio (%) ** is more than 25% due to reason that in the current year company has obtained additional overdraft facility from financial institution.

Note 47 : The Company has borrowings from banks and financial institutions on the basis of security of current assets and the quarterly returns filed by the Company with the banks and financial institutions are in accordance with the books of accounts of the Company for the respective quarters.

Note 48 : The Company has taken borrowings from banks and financial institutions and utilised them for the specific purpose for which they were taken as at the Balance sheet date.

Note 49 : There have been no transactions which have not been recorded in the books of accounts, that have been surrendered or disclosed as income during the year ended 31 March 2025, in the tax assessments under the Income Tax Act, 1961. There have been no previously unrecorded income and related assets which were to be properly recorded in the books of account during the year ended 31 March 2025.

Note 50 : As a part of normal lending business, the company grants loans and advances on the basis of security / guarantee provided by the Borrower/ co-borrower. These transactions are conducted after exercising proper due diligence.



NALIN LEASE FINANCE LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE PERIOD ENDED ON MARCH 31, 2025

Note 51 : The Company has not traded or invested in Crypto currency or Virtual Currency during the year ended 31 March 2025.

Note 52 : Registration of charges or satisfaction with Registrar of Companies (ROC): All charges or satisfaction are registered with ROC within the statutory period for the financial years ended March 31, 2025. No charges or satisfactions are yet to be registered with ROC beyond the statutory period.

Note 53 : Compliance with number of Layers of companies: The Company has not violated with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 for the financial years ended March 31, 2025.

Note 54 : Miscellaneous

Registration obtained from other financial sector regulators

The Company is registered with RBI and has all its operations in India, it has not obtained registration from any other financial sector regulators during the year.

Group structure: Not Applicable. The Company does not have any holding, subsidiary or associate company.

Net Profit or Loss for the period, prior period items and changes in accounting policies: The Company does not have any prior period items / change in accounting policies during the current year other than disclosed in financials.

Revenue Recognition: There have been no circumstances in which revenue recognition has been postponed pending the resolution of significant uncertainties.

Consolidated Financial Statements (CFS): The Company does not have any subsidiary, associate or joint venture accordingly CFS is not applicable.

Note 55 : There were no instances of fraud reported during the year ended 31 March 2025.

Note 56 : Figures of previous year have been reworked/regrouped/reclassified wherever necessary.

In terms of our report of even date attached
For Paresh Thothawala & Co.
Chartered Accountants
Firm Registration No: 114777W

For and on behalf of the Board of Directors of
Nalin Lease Finance Ltd.

Paresh K Thothawala
Partner
Membership No. 048435

Dilip N Gandhi
Managing Director
DIN- 00339595

Pallavi D Gandhi
Wholetime Director
DIN- 00339639

Swati A Shah
Company Secretary

Nikulkumar K Patel
Chief Financial Officer

Harsh D Gandhi
Wholetime Director
DIN- 03120638

Date: 07-05-2025
Place: Ahmedabad

Date: 07-05-2025
Place: Himatnagar



NALIN LEASE FINANCE LIMITED

CIN: L65910GJ1990PLC014516

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