



**September 06, 2025**

To,  
Bombay Stock Exchange Ltd  
Corporate Relationship Department  
1st Floor, New Trading Ring,  
Rotunda Building, P.J. Towers,  
Dalal Street, Fort, Mumbai- 400001  
(Scrip Code No: 531644)

**Subject:** Correction in Notice of 31st Annual General Meeting submitted on September 5, 2025 — Day of the week incorrectly mentioned

Dear Sir / Madam,

This is to inform you that the Notice of the **31st Annual General Meeting (AGM)** of the Company for the financial year 2024–25, submitted to the Stock Exchange(s) on **September 5, 2025**, contained a typographical error in relation to the **day of the week** mentioned against the date of the meeting.

In the earlier Notice, the **day** was inadvertently mentioned as **“Wednesday, 27th September 2024”**. **Please note that the date (27th September 2024) is correct — only the day of the week was incorrectly stated.** The correct wording should read **“Saturday, 27th September 2024.”**

There is **no change** in the date, time or venue of the AGM; the correction is purely typographical in nature. The revised Notice, incorporating the correction, is enclosed herewith for your record.

Kindly take the corrected Notice on record.

Thanking You,

**For Tokyo Finance Limited**

**Haresh Velji Shah**  
**Director**  
**DIN: 00008339**



# **TOKYO FINANCE LIMITED**

**31st ANNUAL REPORT 2024 - 2025**

CIN : L65923DD1994PLC009783

**BOARD OF DIRECTORS**

Shri Velji L. Shah (Chairman & Managing Director)  
Shri Haresh V. Shah  
Shri Viraj Devang Vohra  
Smt. Kinnari Sunny Charla  
Smt. Jagruti Mayurbhai Sanghvi

**AUDITORS**

U B G & Company  
Chartered Accountants

**BANKERS**

The Federal Bank Ltd.

**REGISTERED OFFICE**

Plot No.363/1 (1,2,3), Shree Ganesh Industrial Estate  
Kachigaum Road, Daman - 396210 (U.T.)

**REGISTRAR AND TRANSFER AGENT**

MUFG Intime India Pvt. Ltd. *(formerly Link Intime India Pvt. Ltd.)*  
C- 101, Embassy 247, L B S Marg,  
Vikhroli West, Mumbai-400083

THIRTY FIRST ANNUAL GENERAL MEETING	CONTENTS
27th September, 2025 Time : 12.00 Noon Venue : Through Video Conferencing and other audio/visual means.	Notice ..... 2 Directors Report ..... 17 Secretarial Audit Report..... 27 Management Discussion & Analysis ..... 31 Independent Auditors Report ..... 36 Balance Sheet ..... 48 Statement of Profit & Loss ..... 49 Cash Flow Statement ..... 50 Significant Accounting Policies & Notes.....52

## NOTICE

Notice is hereby given that the 31st Annual General Meeting of the shareholders of Tokyo Finance Limited (CIN-L65923DD1994PLC009783) will be held on Saturday, 27th September, 2025 at 12:00 Noon through Video Conferencing (VC) or Other Audio Visual Means (OVAM) to transact the following businesses: `

The venue of the meeting shall be deemed to be the Registered Office of the Company Plot No. 363/1(1, 2, 3), Shree Ganesh Industrial Estate, Kachigaum Road, Daman, Daman and Diu - 396210

### Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statement for the year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Haresh Velji Shah Director, who retires by rotation and being eligible, offers himself for re-appointment.

### Special Business:

3. To appoint Mrs. Jinali Rushin Modi (DIN:07533545) as an Independent Director (Non- Executive) of the Company.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Jinali Modi (DIN:07533545), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Non-executive Independent Director of the Company not liable to retire by rotation to hold office for term of five consecutive years from 27th September, 2025 to 26th September, 2030 .

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

4. To re-appoint Mr. Velji Lakhadhir Shah (DIN: 00007239) as Managing Director of the Company.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V and the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Velji Lakhadhir Shah (DIN: 00007239) who has attained the age of 70 years, as the Managing Director of the Company for a further period of Three (3) years on expiry of his present term of office i.e with effect from 7th February, 2026, on the following terms and conditions:

**Functions:** Subject to the Employment Agreement, Mr. Velji L. Shah shall be responsible for looking after the day-to-day business and affairs of the company.

**Remuneration:** Rs. 1,00,000/- p.m.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to alter or vary the terms and conditions of the said appointment and/or remuneration, including any monetary value thereof, subject to the limits prescribed under the Act and the rules made thereunder.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.”

5. To approve the re-appointment of Mr. Viraj Devang Vora (DIN: 08448823) as an Independent Director (Non-Executive) of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 16(1)(b), and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Viraj Devang Vora (DIN: 08448823) Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non Executive Director of the Company not liable to retire by rotation to hold office for second term of five consecutive years from 29th September, 2025 to 28th September, 2030.”

**For Tokyo Finance Limited**

**Velji Lakhadhir Shah**  
**Director**  
**DIN: 00007239**

**Date: 20th August, 2025**  
**Place: Mumbai**

## ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

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

This Statement sets out all material facts relating to the Business mentioned in the accompanying Notice:

#### Item No.3

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has proposed the appointment of Mrs. Jinali Rushin Modi (DIN: 07533545) as an Independent Director (Non-Executive) of the Company, for a term of five (5) consecutive years commencing from 27th September, 2025, subject to the approval of the members .

Mrs. Jinali Rushin Modi has consented to act as a Director of the Company and has confirmed that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the rules made thereunder. In the opinion of the Board, she fulfills the conditions specified in the Act for appointment as an Independent Director and is independent of the management.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No.3.

The Board of Directors recommends the resolution in relation to appointment of Mrs. Jinali Rushin Modi as an Independent Director of the Company, as set out in Item No. 3 for approval of the members by way of a Special Resolution.

#### Item No. 4

The Members are hereby informed that Mr. Velji Lakhadhir Shah was appointed as Managing Director for the term of 5 years and his term of office as Managing Director expires on 6th February, 2026.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 20th August, 2025 recommended the re-appointment of Mr. Velji Lakhadhir Shah (DIN: 00007239) as the Managing Director of the Company for a further term of 3 (three) years commencing from 7th February, 2026, subject to the approval of the members by way of a special resolution under Section 196(3) of the Companies Act, 2013, as he has attained the age of 70 years.

Mr. Shah has been associated with the Company since 1994 and has been instrumental in guiding the Company with his rich knowledge, vision, and managerial expertise.

The Board believes that his proven track record, deep understanding of the business operations, strong leadership qualities, and the valuable guidance he has been providing to the Company will immensely benefit the Company.

Considering his vast experience of over many years in the industry and his continued contribution to the growth of the Company, the Board is of the view that his re-appointment would be in the best interest of the Company.

Accordingly, the Board recommends the resolution set out in Item No. 4 of the accompanying Notice for the approval of the Members as a Special Resolution.

Except Mr. Velji Lakhadhir Shah, Mr. Haresh Shah, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The statement containing the information to be given to the members in terms of Schedule V to the Companies Act, 2013 is as under:

General Information:

- 1. Nature of Industry:** Non Banking Financial Company
- 2. Date or expected date of commencement of commercial production:** Company is already in operation
- 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- 4. Financial performance based on given indicators:** The Company recorded a turnover of Rs. 82.56 lakhs, as against Rs. 77.96 lakhs in the previous Financial Year. The net profit for F Y 2024-25 stood at Rs. 22.83 lakhs as against net profit of Rs. 108.76 lakhs in previous year.
- 5. Foreign investments or collaborations, if any:** None

#### ***I. INFORMATION ABOUT THE APPOINTEE***

- 1. Background details:** Mr. Velji Lakhadhir Shah is a Managing Director of the Company.
- 2. Past remuneration:** The remuneration drawn by him during the financial year ended March 2025 was Rs. 9,00,000 p.a
- 3. Recognition or Rewards:** NA
- 4. Job profile and his suitability:** NA
- 5. Remuneration proposed:** It is proposed to pay salary ranging between Rs. 100000 per month
- 6. Comparative remuneration profile:** Considering the responsibility shouldered by him for the enhancement of the business of the Company, proposed remuneration is commensurate with industry standards held in similar sized and similarly positioned business.
- 7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** He is the father of Haresh Velji Shah.

## **II. OTHER INFORMATION**

**1. Reasons of loss or inadequate profits: NA**

**2. Steps taken or proposed to be taken for improvement:** The net profit for F Y 2024-25 stood at Rs. 22.83 lakhs the approval is being taken as prudent measure .

**3. Expected increase in productivity and profits in measurable terms:** The Company steps into financial year 2025-26 with optimism and a sharpened strategic focus.

### **Item No. 5**

The Members of the Company had earlier approved the appointment of Mr. Viraj Devang Vora (DIN: 08448823) as an Independent Director of the Company for a term of Five (5) years commencing from 29th September, 2020 and ending on 28th September, 2025. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on the recommendation of the Nomination and Remuneration Committee, and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Viraj Devang Vora, being eligible for re-appointment as an Independent Director, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 29th September, 2025 to 28th September, 2030.

Mr. Vora has confirmed that he meets the criteria of independence as laid down under Section 149(6) of the Act and is not disqualified from being re-appointed as a Director. In the opinion of the Board, he possesses the requisite integrity, expertise, and experience, and fulfills the conditions for re-appointment as an Independent Director.

The Board considers that his continued association would be beneficial to the Company and recommends the resolution set out at Item No. 5 of the Notice for approval of the Members as a Special Resolution.

Except Mr. Viraj Devang Vora, none of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

## DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN ITEM NO 3, 4 AND 5.

“In compliance with the requirements of Secretarial Standard-2 (SS-2) issued by the Institute of Company Secretaries of India, the details required under the Listing Regulations and SS-2 in respect of Directors seeking appointment / re-appointment are provided below.”

Particulars	Mrs. Jinali Rushin Modi	Mr. Velji Shah	Mr. Viraj Devang Vora	Mr. Haresh Velji Shah
<b>Date of Birth</b>	21.12.1990	12.02.1948	15.06.1996	16.08.1974
<b>Age</b>	35 Years	77 Years	29 Years	51 Years
<b>Date of Appointment</b>	Being appointed for 1st time	07.02.2021	29.09.2020	22.11.1994
<b>Qualifications</b>	Master of Science in Psychology (Pursuing)* Jain University, Bangalore Diploma in Child Psychology with Special Needs Education* Bachelor of Commerce (B.Com)* Jai Hind College, Mumbai		Chartered Financial Analyst	
<b>Brief Resume and Experience</b>	<b>- Management &amp; Organization:</b> Proficient in coordinating and overseeing educational and administrative activities. <b>- Communication:</b> Strong verbal and written communication skills, with the ability to effectively interact with students, parents, and colleagues. <b>- Teamwork:</b> Experienced in working collaboratively with diverse teams to achieve common goals. <b>- Resourceful:</b> Ability to adapt to new challenges and find creative solutions in dynamic environments.	35+ years of experience in sales and business development, leading growth, customer relationships, and global market expansion.	Mr. Viraj is a Chartered Financial Analyst (CFA) with extensive experience in the finance industry, specializing in financial analysis, investment advisory, and portfolio management. He has expertise in equity research, corporate finance, valuation, and risk management, with strong knowledge of capital markets and regulatory frameworks. He has been actively involved in financial modeling, asset allocation, and investment strategy formulation, bringing valuable insights and professional expertise to the Company.	25+ years of experience in finance and operations, overseeing financial strategy, compliance, and operational efficiency.
<b>Expertise in specific functional areas</b>	Psychology	Sales and Business Development, Customer Relationship and Global Expansion	Finance Industry	Finance and Operations
<b>Terms and condition of appointment/ re-appointment</b>	Finance and Operations 5 years w.e.f 27th September, 2025 ; Not liable to retire by rotation	3 years w.e.f 7th February, 2026; liable to retire by rotation	5 years w.e.f 29th September, 2025 ; Not liable to retire by rotation	-
<b>Remuneration to be paid</b>	Nil	As per resolution	Nil	As per approved terms
<b>Remuneration last drawn</b>	-	Rs. 9,00,000/- p.a	-	Rs. 4,50,000 /- p.a.
<b>Directorship in other Public Limited Companies</b>	Nil	1.Tokyo Plast International Limited 2.Tokyo Constructions Limited 3.Tokyo Exim Limited	1. Tokyo Finance Limited 2. Stowrock Pharmaceuticals Private Limited	1.Tokyo Plast International Limited 2.Tokyo Constructions Limited 3.Tokyo Exim Limited
<b>Membership of Committees in another Public Limited Companies</b>	Nil	CSR Committee of Tokyo Plast International Limited.	-	-
<b>Cessation from listed entities (in past three years)</b>	-	-	-	-
<b>Shares held in the Company</b>	Nil	Nil	Nil	Nil
<b>Relationship with Directors, Manager and Key Managerial Personnel</b>	None			
<b>Number of Board Meetings attended during the Financial Year 2024-25</b>	NA	7	7	7

For and on Behalf of the Board of Directors  
Sd/-  
Velji Lakhadhir Shah  
Managing Director  
DIN: 00007239

Place: Mumbai  
Date: 20th August, 2025

## NOTES:

1. This AGM is being held pursuant to the MCA Circulars No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars'), has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
2. The Register of members and the share transfer books of the company will remain closed from 21st September, 2025 to 27th September, 2025 (both days inclusive).
3. Members are requested to notify the change in address or bank details or to update their e-mail Id. The said information should be submitted to the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), C- 101, Embassy 247, L B S Marg, Vikhroli West, Mumbai-400083. Phone No. 810 811 6767. Website: <https://in.mpms.mufig.com/>, email ID: [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com) if the shares are held in physical form and to the concerned Depository Participants ('DP'), if the shares are held in electronic form.
4. In line with the MCA General Circular dated May 5, 2020, the Notice of the AGM along with the Annual Report for the Financial Year 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 30th AGM has been uploaded on the website of the Company at [www.tokyofinance.in](http://www.tokyofinance.in)
5. Members desirous of obtaining any information concerning the accounts of the Company are requested to send their queries to the Company at least seven days before the date of the Meeting. Replies will be provided only at the meeting.
6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

### 7. Voting through electronic means:

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as substituted by The Companies (Management and Administration) Amendment Rules, 2015 & Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is offering remote e-voting facility to the members to enable them to cast their votes electronically from a place other than the venue of the AGM ('remote e-voting') provided by Central Depository Services Limited ('CDSL').

Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

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

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) read with MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- b) The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- c) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- d) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon request in electronic mode.
- e) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Registrar and Share Transfer Agents of the Company (RTA) i.e. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) in case the shares are held by them in physical form.
- f) As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's R & T Agents for assistance in this regard.
- g) Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nominations are requested to send their requests in Form SH 13 (which will be made available on request) to the RTA in case the shares are held in physical form and to their DP in case the shares are held by them in electronic form.

h) SEBI has mandated listed companies to issue securities in dematerialized form only, while processing service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates / folios; and transmission and transposition. In this regard, members are requested to make request in Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.

i) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 20th, 2025 may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or Issuer/RTA.

j) 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 September 18th, 2025 through email on [info.tokyofinance@gmail.com](mailto:info.tokyofinance@gmail.com) same will be replied by the Company suitably.

k) Remote E-Voting

In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Central Depository Services (India) Limited (CDSL) on all the resolutions set forth in the Notice.

l) Voting Results

i. The voting rights of members shall be in proportion to their shares of the paid up Equity Share Capital of the Company (i.e. One Vote for Every One Share held).

ii. The Company has appointed Mr. Virendra Bhatt, Practicing Company Secretary (Membership No.: 1157), Practicing Company Secretaries, to act as the scrutinizer.

iii. The Scrutinizer shall, immediately after the conclusion of voting at AGM, count the votes cast at AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

iv. The result declared along with the scrutinizer's report shall be placed on the notice board at the registered office of the Company and on the website of the Company. The Company shall also forward the results to BSE Limited, where the shares of the Company are listed.

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

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

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

- i. The voting period begins on September 24th, 2025 at 9:00 a.m and ends on September 26th, 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 September 20th, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System My Easi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System My Easi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000.

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

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

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

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

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the Tokyo Plast Finance Limited, on which you choose to vote.
- x. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting Only**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

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

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance before 15th September, 2025 mentioning their name, demat account number/folio number, email id, mobile number at [info.tokyofinance@gmail.com](mailto:info.tokyofinance@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **before 15th September, 2025** mentioning their name, demat account number/folio number, email id, mobile number at [info.tokyofinance@gmail.com](mailto:info.tokyofinance@gmail.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

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

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

## Board's Report

To,  
The Members,  
**Tokyo Finance Limited**

The Directors have pleasure in presenting before you the 31st Annual Report on the state of affairs of the Company together with the Audited Financial Statements, for the financial year ended on 31st March, 2025. This report covers the financial results and other developments during 1st April 2024 to 31st March 2025 in respect of Tokyo Finance Limited.

### 1. FINANCIAL RESULTS

The highlights of the financial results are as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from Operation	82.56	77.96
Other Income	0.20	83.30
<b>Total Income</b>	<b>82.76</b>	<b>161.26</b>
Total Expenditure	60.23	48.18
<b>Net Profit before tax</b>	<b>22.53</b>	<b>113.08</b>
Tax expenses	(0.30)	1.22
<b>Net Profit/ Loss after tax</b>	<b>22.83</b>	<b>108.76</b>

### 2. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

During the year, the Company continued its lending activities in line with its NBFC registration. Focus remained on maintaining a conservative credit profile, ensuring liquidity, and strengthening operational efficiency. The Company will continue to explore opportunities for sustainable growth while mitigating risks through prudent financial management.

The Company recorded a turnover of Rs. 82.56 lakhs, as against Rs. 77.96 lakhs in the previous Financial Year. The net profit for F Y 2024-25 stood at Rs. 22.83 lakhs as against net profit of Rs. 108.76 lakhs in previous year.

### 3. DEPOSITS

The Company has not accepted deposits during the financial year ended March 31, 2025 nor there were any unpaid/unclaimed deposits at the financial year ended on March 31, 2025 falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount of principal or interest is outstanding.

### 4. DIVIDEND DISTRIBUTION POLICY

Pursuant to Regulation 43A of the Listing Regulations, the Company has formulated a Dividend Distribution Policy, which is available on its website.

### 5. DIVIDEND AND TRANSFER TO IEPF

The Board of Directors thought it prudent not to recommend any Dividend for the financial year ended 31 March, 2025.

The Company was not required to transfer any unpaid/unclaimed amount of dividend to Investor Education and Protection Fund.

## **6. TRANSFER TO RESERVES**

No amounts were transferred to reserves.

## **7. CHANGE IN THE NATURE OF BUSINESS.**

There were no changes in the nature of business during the financial year ended March 31, 2025.

## **8. MATERIAL CHANGES AND COMMITMENT OCCURRED BETWEEN END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE TILL THE DATE OF THE REPORT, IF ANY AFFECTING FINANCIAL POSITION OF THE COMPANY.**

There are no material changes affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

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

During the year under review, there were no application made and proceeding initiated/pending under the Insolvency and Bankruptcy Code, 2016.

As on the date of this report, there is no application or proceeding pending against your company under the Insolvency and Bankruptcy Code, 2016.

## **10. DETAILS OF DIFFERENCE BETWEEN 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.**

As Company has not done any one time settlement during the year under review hence no disclosure is required.

## **11. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There are no significant material orders passed by the Regulators/Courts/Tribunals which would impact the going concern status of the Company and its future operations.

## **12. AUDITORS AND AUDITORS' REPORT**

### **A. Statutory Auditors**

Pursuant to the provisions of Section 139 of the Act read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. UBG & Co., Chartered Accountant, (Firm

Registration No. 141076W), were appointed as statutory at the Twenty-Eighth AGM till the conclusion of Thirty Third Annual general Meeting for the period of 5 years.

The Statements made by the Auditors in their report are self-explanatory and doesn't require any comments by the Board of Directors.

## **B. Secretarial Auditor**

The Board has appointed Mr. Virendra Bhatt, Practicing Company Secretary, (M. No.: 1157) as the Secretarial Auditor pursuant to the provision of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for Financial year 2024-25.

The Secretarial Audit Report for the financial year 2024-25 is attached herewith as Annexure –1.

The Secretarial Audit Report for the financial year ended 31st March, 2025 contains following Qualifications:

### **Board's Comments on Observations of Secretarial Auditor**

i. The Company has not complied with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 with respect to submission of Annual Report with the District Officer.

The non-submission was inadvertent and due to an oversight. The company shall take necessary steps to complete all the pending submissions.

ii. The Company has not filled the vacancy in the post of Company Secretary (KMP) and Compliance Officer within the timeline prescribed under section 203 of the Companies Act, 2013 and Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, respectively.

The delay was due to challenges in identifying a suitable and qualified candidate for the role. However, the position has since been filled and the Company is now in compliance. The Board has resolved to ensure that such key positions are filled in a timely manner in the future.

iii. The Company being an NBFC has not filed prescribed mandatory XBRL returns with Reserve Bank of India.

The delay occurred due to internal transition in the finance and compliance teams. The Company has taken steps to strengthen its regulatory compliance systems and monitoring mechanisms.

iv. The company has delayed in filing Form MGT-14 with MCA for resolution passed by the Board for revision in the remuneration of Managing Director.

The delay was inadvertent and due to an oversight. The form has been filed subsequently with additional fees. The Company is taking steps to improve its compliance tracking processes.

v. Intimation of cessation of Mr. Chamanlal Andrijibhai Kutchhi (DIN: 00058092) was submitted to the stock exchange beyond the prescribed time.

The delay was unintentional. Going forward, the Company ensure timely disclosures to the stock exchange as per SEBI (LODR) requirements.

vi. Mrs. Kinnari Sunny Charla (DIN: 10748676) was appointed as Independent Director without first being registered in the Independent Director's Data Bank.

The delay was inadvertent and due to an oversight.

vii. Mrs. Kinnari Sunny Charla (DIN: 10748676) was appointed as Independent Director of the Company by the Board on 2nd September 2024 and regularized by the shareholders at the AGM held 30th September 2024, however Form DIR-12 for her appointment was not filed with MCA as on 31st March 2025.

The non-filing was due to an administrative oversight. The necessary form is being filed along with applicable additional fees. The Company has now put in place internal controls to ensure timely statutory filings.

### **C. Internal Auditor**

Pursuant to Section 138 of the Companies Act 2013, the Board of Directors has appointed R. C. K. & Co. Cost Accountants FRN: 002587 as Internal Auditor of the Company for conducting the Internal Audit of the Company.

## **13. EXTRACT OF THE ANNUAL RETURN**

Pursuant to Section 134 (3) (a) of the Companies Act, 2013 the Company shall place the Annual Return for FY 2024-25 on its website [www.tokyofinance.in](http://www.tokyofinance.in) once the same is submitted to ROC.

## **14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EARNINGS AND OUTGO**

Your Company has not consumed energy of any significant level and accordingly, no additional investment was made for reduction of energy consumption during the year under review. Considering the nature of activities undertaken by your Company, no comment is made on technology absorption.

During the year under review there were no earnings in foreign exchange and there was no foreign exchange outgo.

## **15. DIRECTORS & KEY MANAGERIAL PERSONNEL**

### **A. Retirement by Rotation**

1. In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Haresh V. Shah, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

## **B. Proposed Appointments:**

1. The term of Mr. Velji Lakhadir Shah (DIN: 00007239) as Managing Director expires on 6th February, 2026. Keeping in view his expertise and skills and pursuant to recommendation of Nomination and Remuneration Committee, the re-appointment of Mr. Velji Lakhadir Shah as Managing Director for the term of 3 years w.e.f 7th February, 2026 is placed for Members approval.

2. Mr. Viraj Devang Vora (DIN: 08448823) was appointed as Independent Director of the Company by the members for a period of 5 consecutive years commencing from 29th September, 2020 and ending on 28th September, 2025.

As per Section 149(10) of the Act, Board of Directors recommends re-appointment of Mr. Viraj Devang Vora for another term of five consecutive years w.e.f 29th September, 2025.

3. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board recommends appointment of Mrs. Jinali Modi (DIN: 07533545) as Independent Director for the term of five consecutive years i.e. from September 27, 2025 to September 26, 2030.

## **C. Retirements**

The tenure of Mrs. Jagruti Mayurbhai Sanghvi (DIN- 07144651) who was appointed for Second Term as Non Executive Independent Directors w.e.f. 30th December, 2020 expires at the conclusion of ensuing Annual General Meeting; accordingly, she shall cease to be the Director of the Company. The Board of Directors places on record its appreciation for the association and contribution made by her during their tenure.

## **D. Changes during the year**

During the year under review,

Mrs. Swagata Vinayak Indulkar resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f. May 6, 2024.

Ms. Sonal Gandhi was appointed as the Company Secretary and Compliance Officer of the Company w.e.f. January 7, 2025, and resigned from the said position on May 15, 2025.

## **Key Managerial Personnel (KMP)**

In accordance with the provisions of Section 203 of the Companies Act, 2013, the following persons are designated as Key Managerial Personnel of the Company:

<b>Sr No.</b>	<b>Name</b>	<b>Designation</b>
1.	Velji Lakhadir Shah	Managing Director
2.	Kalpana Anant Ghate	Chief Financial Officer

## **B. Declaration by an Independent Director(s) and re- appointment**

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms conditions for the appointment of Independent Directors are available on the website of the Company [www.tokyofinance.in](http://www.tokyofinance.in)

## **C. Formal Annual Evaluation**

Schedule IV to the Companies Act, 2013, mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013, states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The Board has carried out an annual performance evaluation of its own performance, that of its Committees and the Directors individually.

## **D. Criteria for performance evaluation of Independent Directors and the Board**

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person are satisfactory for the position.
- c. The Company shall not appoint or continue the employment of any person as Wholetime Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

## **E. Directors' Responsibility Statement:**

In terms of Section 134(5) of the Companies Act, 2013 in relation to financial statements for the year ended 31st March 2025, the Board of Directors state that:

- a. In the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures
- b. The Directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d. The Directors had prepared the Annual Accounts on a going concern basis.
- e. They have laid down internal financial controls in the company that are adequate and were operating effectively.
- f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 16. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), namely:

SS-1: Meetings of the Board of Directors

SS-2: General Meetings

## 17. MEETINGS

### A. Board Meeting

During the year, the Board of Directors duly met Seven (7) times to discuss various matters, presence of each director and there directorship and membership in other public company is provided below.

During the year Four (4) Audit Committee, Two (2) Nomination & Remuneration committee, One (1) Stakeholders Relationship Committee meeting were convened and held.

Following is the Composition of the Board of Directors as on 31st March, 2025.

Name of Directors	Category	Attendance at		No. of Directorships in other Public Companies	No. of Committee positions held in other Public Companies	
		Board meetings	Last AGM (30th September, 2024)		As Chairman	As Member
Mr.Velji Lakhadir Shah Chairman & Managing Director DIN: 00007239	Executive, Non-Independent	7	No	4	-	-
Mr. Haresh Velji Shah DIN: 00008339	Executive, Non-Independent	7	Yes	4	-	-
Mrs. Jagruti Mayurbhai Sanghavi DIN: 07144651	Non- Executive, Independent	7	No	1	-	2
Mr.Viraj Devang Vora DIN: 08448823	Non- Executive, Independent	7	Yes	1	2	-
Mrs. Kinnari Sunny Charla DIN: 10748676	Non- Executive, Independent	4	Yes	1	-	2

(1) Excludes directorships in Private Limited Companies, Foreign Companies and Section 8 Companies.

(2) This includes only Chairmanships/Memberships of the Audit Committee and Stakeholders Relationship Committee of all listed and unlisted public limited companies as per Regulation 26 of the SEBI Listing Regulations.

## B. Independent Directors' Meeting

As per the requirement of Schedule IV to the Companies Act, 2013, the Independent Directors of the Company met on 22nd October, 2024, inter alia to:

- Review the performance of the non- Independent Directors and the Board of Directors as a whole;
- Review the performance of the Chairperson of the Company; taking into account the views of the Executive Directors.
- Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## 18. COMMITTEES OF BOARD

Board has three committees to attend various matters provided by the law i.e. Audit Committee Nomination & Remuneration Committee & Stakeholder Relationship Committee. Except Stakeholder Relationship Committee other committees consists entirely of independent directors.

Name of the committee	Composition of The committee	Highlights of duties, responsibilities and Activities
Audit committee	Mr. Viraj Devang Vora, Chairperson  Mrs. Kinnari Sunny Charla  Mrs. Jagruti Mayurbhai Sanghavi	<ul style="list-style-type: none"><li>The primary objective of the audit committee is to monitor and provide an effective supervision of the management's financial reporting process, to ensure accurate and timely disclosures, etc. The audit committee oversees the work carried out in the financial reporting process by the management, the internal auditors and the independent auditors.</li><li>The terms of reference of the Audit Committee are in accordance with the provisions of Section 177 of Companies Act 2013</li><li>All recommendations made by the audit committee during the year were accepted by the Board.</li><li>The Company has adopted the Whistleblower mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's Code of Conduct and Ethics. In accordance with the requirements of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company has formulated policies on related party transactions. The policies, including the Whistleblower Policy, are available on our website <a href="http://www.tokyofinance.in">www.tokyofinance.in</a></li></ul>
Nomination & Remuneration committee	Mr. Viraj Devang Vora, Chairperson  Mrs. Kinnari Sunny Charla  Mrs. Jagruti Mayurbhai Sanghavi	<ul style="list-style-type: none"><li>The committee oversees and administers executive compensation, operating under a written policy adopted by our Board of Directors.</li><li>The committee has designed and continuously reviews the nomination and remuneration policy for our Directors and senior executives to align both short-term and long-term remuneration with business objectives and to link remuneration with the achievement of measurable performance goals. The nomination and remuneration policy is available on our website at <a href="http://www.tokyofinance.in">www.tokyofinance.in</a></li></ul>
Stakeholders Relationship committee	Mr. Viraj Devang Vora, Chairperson  Mrs. Kinnari Sunny Charla  Mrs. Jagruti Mayurbhai Sanghavi	<ul style="list-style-type: none"><li>The committee reviews and ensures redressal of investor grievances.</li></ul>

## 19. VIGIL MECHANISM

Your Company has a well-defined “Whistle Blower Policy” and has established Vigil Mechanism to provide for adequate safeguards against victimization and has also made provisions for direct access to the Chairman of Audit Committee in appropriate cases. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.tokyofinance.in](http://www.tokyofinance.in)

## 20. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has adopted policy on prevention of sexual harassment in line with the requirements of the Sexual Harassment of Women at the work place (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints.

The Company is committed to providing a safe and conducive work environment to all its employees and associates. All women employees whether permanent, temporary or contractual are covered under the above policy.

Details of complaints received during the year under review under POSH Act are as under:

a. number of complaints of sexual harassment received during the financial year: None

b. number of complaints disposed of during the financial year: NA

c. number of complaints pending as on end of the financial year: None

d. number of complaints pending for more than ninety days: None

Further, The Company has complied with the provisions of Maternity Benefit Act, 1961 during the year under review.

## 21. CORPORATE SOCIAL RESPONSIBILITY

The Provisions of Section 135 of the Companies Act, 2013 read with Schedule VII and (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the company.

## 22. RELATED PARTY TRANSACTIONS (RPT'S)

All Related Party Transactions (RPTs) entered by the Company during the year under review, were on arms' length basis and in the ordinary course of business and did not attract provisions of section 188 of the Act. During the FY 2024-25, as required under section 177 of the Act, all RPTs were approved by the Audit Committee and the Company has not entered into any transactions with Related Parties which are not in its ordinary course of business or not on an arm's length basis and which require disclosure in this Report in terms of the provisions of Section 188(1) of the Act. A statement on “Related Party Disclosures” showing the disclosure of transactions with related parties as required under Indian Accounting Standard 24 (Ind AS 24) issued by Institute of Chartered Accountants of India, read with the Companies (Indian Accounting standards) Rules, 2015, are given in the Notes to the Financial Statement.

## 23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Pursuant to Section 186(11) of the Companies Act, 2013, the provisions of Section 186(4) of the Companies Act, 2013 requiring disclosure in the financial statements of the full particulars of the loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient of the loan or guarantee or security is not applicable to a non-banking financial company registered under Chapter III of the Reserve Bank of India Act, 1934 and whose principal business is acquisition of securities.

## 24. LISTING WITH STOCK EXCHANGE

Company is listed with Bombay Stock Exchange Ltd. Stock Code of the company is 531644 and ISIN Number for NSDL/CDSL (Dematerialized shares) is INE546D01018. Company confirms that it has paid the Annual Listing Fees for the year 2024-25.

## 25. DEMATERIALIZATION OF SHARES

87.46% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2025. The Company's Registrar is MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited)

situated at C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai-400083. Phone No. 810 811 6767. Website: <https://in.mpms.mufig.com/>, email ID: [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com)

The company has applied for de-listing from Ahmadabad stock exchange, as approved by the shareholder at the Annual General Meeting held on 29th September, 2009. The confirmation is awaited.

## **26. PARTICULARS OF EMPLOYEES:**

Pursuant to the provisions of Section 197(12) of the Companies Act, 2013 ("the Act") read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the relevant information is annexed to this Report as Annexure 2.

No employees during the financial year were covered under the provisions of Rule 5(2) (i), (ii) & (iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016

## **27. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT**

Management Discussions and Analysis Report for the year ended 31st March, 2025 is attached to this report as Annexure 3.

## **28. BUSINESS RISK MANAGEMENT**

The main identified risks at the Company are commercial risks, legal & regulatory risk. Your Company has established a comprehensive risk management policy to ensure that risk to the Company's continued existence as a going concern and to its development are identified and addressed on timely basis. Risk management strategy as approved by the board of directors is implemented by the management.

## **29. ACKNOWLEDGEMENT:**

Your Board place on record their appreciations of the whole hearted and sincere co-operation received by the Company during the year from the employees, customers/clients, bankers and various authorities at all levels.

**For and on Behalf of the Board of Directors  
Tokyo Finance Limited**

**Date: 20th August, 2025  
Place: Mumbai**

Velji L. Shah  
Chairman & Managing Director  
DIN:00007239

## ANNEXURE TO BOARD'S REPORT

### ANNEXURE - 1

Form No.: MR-3

#### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 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,  
**Tokyo Finance Limited**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Tokyo Finance Limited** having **CIN- L65923DD1994PLC009783** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provides 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 authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025:

- Complied with the statutory provisions listed hereunder and
- Proper Board-processes and compliance mechanism in place;

to the extent, in manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 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 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("the SEBI Act") viz:-
  - (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 (Listing Obligations and Disclosure Requirements) Regulation, 2015;

Though the following laws are prescribed in the format of the Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31st March, 2025:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- (b) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (vi) The Management has identified and confirmed the other laws as specifically applicable to the Company and that it has proper system to comply with the provisions of the respective Acts, Rules and Regulations;

I have also examined compliance with the applicable clauses of the following and I am of the opinion that the Company has prima facie complied with applicable provisions:

- (a) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India;
- (b) The Listing Agreements entered into by the Company with the Stock Exchanges read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has prima facie complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above subject to the following observations:

- viii. The Company has not complied with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 with respect to submission of Annual Report with the District Officer.
- ix. The Company has not filled the vacancy in the post of Company Secretary (KMP) and Compliance Officer within the timeline prescribed under section 203 of the Companies Act, 2013 and Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, respectively.
- x. The Company being an NBFC has not filed prescribed mandatory XBRL returns with Reserve Bank of India.
- xi. The company has delayed in filing Form MGT-14 with MCA for resolution passed by the Board for revision in the remuneration of Managing Director.
- xii. Intimation of cessation of Mr. Chimanlal Andrijibhai Kutchhi (DIN: 00058092) was submitted to the stock exchange beyond the prescribed time.
- xiii. Mrs. Kinnari Sunny Charla (DIN: 10748676) was appointed as Independent Director without first being registered in the Independent Director's Data Bank.
- xiv. Mrs. Kinnari Sunny Charla (DIN: 10748676) was appointed as Independent Director of the Company by the Board on 2 September 2024 and regularized by the shareholders at the AGM held 30 September 2024, however Form DIR-12 for her appointment was not filed with MCA as on 31 March 2025.

**I further report that:**

- 1. I have not examined the Financial Statements, Financial books, related financial Acts and Related Party Transactions etc., For these matters, I rely on the report of statutory auditors for Financial Statement for the financial year ended 31st March, 2025.
- 2. The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the audit period under review were prima facie carried out in compliance with the provisions of the Act.

3. As per the information provided, the Company has prima facie given adequate notice to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the Meeting.

4. I was informed and have observed from the minutes of the Board and Committee Meetings that all the decisions at the Meetings were prima facie carried out unanimously.

5. There are prima facie 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 subject to observations and qualifications, if any made by the Statutory Auditors in their report.

6. Basis of the information and documents provided to me, I am of the opinion that as on 31st March, 2025 the listed entity is in prima facie compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

7. The Management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers / records required by the concerned authorities and internal control of the concerned department.

I further report that during the period under review, there were no instances of:

- i. Public / Right / sweat equity, Debentures etc.;
- ii. Issue of equity shares under Employee Stock Option Scheme;
- iii. Buy-back of securities;
- iv. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013 which would have major bearing on the Company's affairs;
- v. Foreign Technical Collaborations;
- vi. Merger / amalgamation / reconstruction etc.;

I further report that:

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.

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

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of Company.

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 the 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 the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

7. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

**Date : 18/08/2025**

**Place: Mumbai**

**UDIN: A046804G001026741**

**Ashika Shetty**  
**Practicing Company Secretary**  
**ACS No.: 46804/ COP No.: 27779**  
**Peer Review Cert. No.: 6493/2025**

**“ANNEXURE 2”**

**PARTICULARS OF EMPLOYEES**

Ratio of remuneration of each Director to the median remuneration of employees of the Company for the financial year 2024-25, percentage increase of remuneration of each director and percentage increase in remuneration paid to whole-time directors:

Name of the Director/KMP	Designation	Total Remuneration paid in F.Y 2024-25	Ratio of remuneration of director to the median remuneration	% increase in remuneration
Velji Lakhadir Shah	Managing Director	9,00,000	20.00	100
Haresh Velji Shah	Director and CFO	4,50,000	–	–
Jagruti Mayurbhai Sanghavi	Independent Director	–	–	–
Viraj Devang Vora	Independent Director	–	1.00	–
Kinnari Sunny Charla	Independent Director	-	–	–
Chimanlal Andrbhai Kutchhi	Independent Director	–	–	–
Kalpana Anant Ghatе	CFO	5,04,000	11.20	13.51
Swagata Vinayak Indulkar	Company Secretary	54,903	1.22	–88.56
Sonal Gandhi	Company Secretary	70,161	1.56	–

- Percentage of increase in the median remuneration of the employees for the financial year: -40.70%
- No. of permanent employees on the role of the Company: 6 Employees

Employee Name	Designation	Remuneration Received	Nature of employment	Qualification and experience	Date of commencement of employment	Age	Previous employment	% of equity shares held	Relationship with any director/manager
Kalpana Anant Ghatе	CFO	5,04,000	Permanent	B.Com	22-12-2007	48	-	-	No relation
Sonal Gandhi	Company Secretary	70,161	Permanent	CS	07-01-2025	29	-	-	No relation
Amay Subhash Kochare	Office Boy	3,36,000	Permanent	Class 10th	01-04-2010	38	-	-	No relation
Vinayak Rajendra Supal	Office Boy	1,80,000	Permanent	B.Com	21-10-2011	25	-	-	No relation

**For and on Behalf of the Board of Directors  
Tokyo Finance Limited**

**Date: 20th August, 2025  
Place: Mumbai**

Velji L. Shah  
Chairman & Managing Director  
DIN: 00007239

## ANNEXURE — 3

### MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

#### STRUCTURE AND DEVELOPMENTS, OPPORTUNITIES AND THREATS, PERFORMANCE, OUTLOOK, RISKS AND CONCERNS:

NBFC's CRAR stood at 27.1 per cent in March 2025, continuing to remain well above the regulatory minimum requirement. The RoA ratio has further improved, supported by diversified asset growth, and the cost-to-income ratio maintained its declining trend due to enhanced operational efficiency and digital adoption throughout F.Y. 2024-25. Net interest margin (NIM) remained resilient, reflecting stable lending rates and prudent asset-liability management.

The interconnectedness between banks and NBFCs continued to deepen, with bank finance to NBFCs now representing 10.9% of total bank credit, up from 9.4% last year. The RBI maintains its caution regarding this growing interconnectedness and continues to encourage NBFCs to diversify funding sources and strengthen risk governance frameworks to address systemic risk concerns.

#### INDUSTRY STRUCTURE AND DEVELOPMENTS:

India's economy retained its robust growth trajectory in FY 2024-25, with healthy real GDP rates despite ongoing global uncertainties. The NBFC sector displayed remarkable resilience, further accelerating sectoral credit growth, particularly in retail, MSME, and vehicle financing segments. NBFCs grew at a CAGR of 15% during the year, increasing market share to 24% of total institutional credit. Banks accounted for approximately 69% and AIFIs held the residual 7% of credit market share. Widespread digital transformation and regulatory reforms have enabled NBFCs to penetrate underserved markets and drive financial inclusion.

#### OPPORTUNITIES & THREATS:

The regulatory landscape for NBFCs in 2025 remains demanding, with ongoing enhancements in prudential norms, ESG mandates, cyber security protocols, and consumer protection requirements. Regulatory expectations in digital oversight and risk management require NBFCs to invest in advanced analytics, compliance automation, and robust risk monitoring frameworks.

Key opportunities lie in expanding last-mile financial access, digital lending platforms, and new partnerships in MSME and underserved rural segments. NBFCs able to leverage technology and sustain strong governance will likely capture growth. Risks include systemic exposure due to interconnectedness with banks and financial markets, rising NPAs in unsecured retail lending, and intensified scrutiny across compliance and deposit safety, all of which require ongoing adaptation and strategic oversight.

#### INDIAN ACCOUNTING STANDARDS (IND AS):

The Ministry of Corporate Affairs (MCA), based on its notification in the Official Gazette vide Notification G.S.R. 111(E) and G.S.R. 365(E) dated February 16, 2015 and March 30, 2016 respectively, notified the Indian Accounting Standards (Ind AS) applicable to certain class of companies. Ind AS has replaced the Indian GAAP prescribed under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. These notifications are applicable to our company effective April 1, 2019.

#### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has adequate Internal Control System commensurate with its size and nature of business. All transactions are properly authorized, recorded and reported to the management. The internal control systems are designed to ensure that the financial statements are prepared based on reliable information. The Internal Audit is continuously conducted by in house Internal Audit department of the Company and Internal Audit Reports are reviewed by the Audit Committee of the Board periodically.

#### SEGMENT WISE PERFORMANCE:

The Company is operating in a single segment. Hence, no separate segment wise information is given.

## HUMAN RESOURCES DEVELOPMENT AND INDUSTRIAL RELATIONS:

The Company recognizes human resources as a key component for facilitating organizational growth and shareholder value creation. Various initiatives have been taken to strengthen human resources of the Company. Relation with the employees and workers were cordial. Your Company is dedicated to partnering with employees and strengthening its talent pool by providing them with growth and career enhancement opportunities.

### CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis and Directors Report describing the Company's strengths, strategies, projections and estimates, are forward-looking statements and progressive within the meaning of applicable laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors. Read-ers are cautioned not to place undue reliance on the forward looking statements.

### OUTLOOK

The NBFC sector is poised for steady growth in FY 2025–26, driven by strong credit demand, digital transformation, and regulatory support. The Company will focus on maintaining a robust capital base, prudent risk management, and leveraging technology for operational efficiency and business expansion.

### RISKS AND CONCERNS

Key risks include credit and liquidity pressures, regulatory changes, and cyber threats. The Company mitigates these risks through strong governance, diversified funding, and advanced risk monitoring frameworks

### DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.

The Company delivered a stable performance in FY 2024–25 with CRAR at 27.1%, improved RoA, resilient NIM, and a lower cost-to-income ratio. Portfolio growth in retail and MSME segments was achieved while maintaining a conservative credit profile.

### MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT

The Company invested in employee development and digital upskilling initiatives. Industrial relations remained cordial. As of March 31, 2025, the Company employed 6 employees.

### SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Particulars	2024-25	2023-24	Variance (%)	Explanation
Debt-Equity Ratio	0.03	0.02	+32.05 %	Due to increase in liabilities

### DISCLOSURE OF ACCOUNTING TREATMENT:

The financial statements of the Company have been prepared in accordance with the applicable Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs, pursuant to the provisions of Section 133 of the Companies Act, 2013 and the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. There has been no treatment different from that prescribed in the Accounting Standards in the preparation of the financial statements

## 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  
**Tokyo Finance Limited**  
363/1(1,2,3), Shree Ganesh Industrial Estate  
Kachigam Road, Daman, Daman and Diu, India, 396210

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Tokyo Finance Limited** having CIN: L65923DD1994PLC009783 and having registered office at 363/1(1,2,3), Shree Ganesh Industrial Estate Kachigam Road, Daman, Daman and Diu, India, 396210 (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 and 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](http://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 the Director	DIN	Original Date of appointment	Date of Appointment at Current Designation
1	Velji Lakhadir Shah	00007239	22/11/1994	05/02/2016
2	Haresh Velji Shah	00008339	22/11/1994	22/11/1994
3	Jagruti Mayurbhai Sanghavi	07144651	28/03/2015	30/09/2015
4	Viraj Devang Vora	08448823	29/09/2020	30/12/2020

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

Date: 20th August, 2025  
Place: Mumbai

UDIN: A001157G000519686

Virendra G. Bhatt  
Practicing Company Secretary  
ACS No.: 1157 / COP  
Peer Review Cert. No.: 6489/2025

## REPORT ON CORPORATE GOVERNANCE

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. At Tokyo Finance Limited it is imperative that our company affairs are managed in fair and transparent manner. This is vital to gain and retain the trust of our stakeholders.

Pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with the certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not mandatory for the time being for Companies having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year.

Since our Company falls in the ambit of aforesaid exemption, compliance with the certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not mandatory for our Company. Consequently our Company is not required to provide separate section on Corporate Governance.

However, our Company has complied with all the disclosures and requirements which are applicable under all the rules, regulations for the time being in force.

### AFFIRMATION OF COMPLIANCE WITH CODE OF CONDUCT

Pursuant to the requirements of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that the Company has received affirmations on compliance with Code of Conduct of the Company for the financial year ended 31st March, 2025 from all the Board Members and the Senior Management Personnel.

**Velji L. Shah**  
**Chairman & Managing Director**  
**DIN: 00007239**

**Place: Mumbai**  
**Date: 20th August, 2025**

## MD CERTIFICATION

I, **Velji Lakhadir Shah**, Chairman and Managing Director of Tokyo Finance Limited, certify that:

A. I have reviewed the financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:

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

2. These statements together present a true and fair view of the state of affairs of the company and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the company's code of Conduct.

C. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.

D. I have indicated to the auditors and the Audit Committee that there are:

- (i) No significant changes in internal control over financial reporting during the year;
- (ii) No significant changes in accounting policies during the year and
- (iii) No instances of fraud of which we have become aware and the involvement

Therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

**Place: Mumbai**  
**Date: 20th August, 2025**

**Velji Lakhadhir Shah**  
**Chairman & Managing Director**  
**DIN: 00007239**

## INDEPENDENT AUDITOR'S REPORT

To the Members of

**Tokyo Finance Limited**

### Report on the Audit of the Ind AS Financial Statements

#### Opinion

We have audited the Ind AS Financial Statements of Tokyo Finance Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2025, and the statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and notes to the Ind AS 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 Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment were of most significance in our audit of the Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	Auditor's Response
Whether interest income is correctly calculated. This is considered as Key Audit Matter as this is the most significant item in the statement of profit and loss.	<p>Principle Audit Procedures:</p> <p>We assessed the Company's process on interest income computation.</p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"><li>• Evaluated the design of internal controls relating to interest income computation.</li><li>• Selected a sample of continuing and new loan and tested the operating effectiveness of the internal control, relating to interest income computation.</li><li>• Performed analytical procedures for testing the accuracy of the revenue recorded.</li></ul>

## **Information Other than the Ind AS Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Ind AS Financial Statements and our auditor's report thereon.

Our opinion on the Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS Financial Statements or our knowledge obtained during the course of our 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.

### **Responsibility of Management for 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 Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the Ind AS 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 Ind AS Financial Statements.

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

- Identify and assess the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS Financial Statements, including the disclosures, and whether the Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **Report on Other Legal and Regulatory Requirements**

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

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

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 these books, except for the period from 01st April 2024 to 30th August 2024 wherein the accounting software did not have the audit trail feature enabled through this period for the matters stated in the paragraph h) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as stated in Note 37 to the financial statements).

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

d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on year taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

f) The modification relating to maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under Section 143(3)(b) and paragraph (h)(vi) below on reporting under Rule 11 (g).

g) 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"

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;
- 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. (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend 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.

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

(iii) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

v. The company has neither declared nor paid any dividend during the year.

vi. As more fully described in Note 37 to the financial statements, based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility upto 30th August, 2024 wherein the accounting software did not have the audit trail feature enabled through this period. Subsequently, further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of the accounting software and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

3. As required by the Companies (Amendment) Act, 2017, in our opinion, according to information and explanations given to us, and based on the audit procedures performed by us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 of the Act and the rules thereunder.

For **U B G & Co**  
Chartered Accountants  
Firm's Registration No. 141076W

Place : Mumbai  
Date : 29/04/2025

UDIN: 25140694BMHXGO4005

**Gaurav Parekh**  
Partner  
Membership No. 140694

## **“ANNEXURE A” TO INDEPENDENT AUDITOR'S REPORT**

The Annexure referred to in our Independent Auditor's Report to the members of the Company on the Ind AS Financial Statements for the year ended 31st March, 2025, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  
  
(B) The Company did not having any intangible assets. Accordingly, the provision of clause 3(i)(a)(B) of the Order is not applicable to the Company.
- (b) Property, Plant and Equipment have been physically verified by the management at reasonable intervals during the year and no material discrepancies were identified on such verification.
- (c) The company does not own any immovable property. Accordingly, the provision of clause 3(i)(c) of the Order is not applicable to it.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or 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 is a non-banking finance company, primarily giving loans and advances. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii)(a) Since the Company's principal business is to give loans. Accordingly, the provision of clause 3(iii)(a) of the Order is not applicable to the Company.
- (b) The Company, being a Non-Banking Financial Company ('NBFC'), registered under provisions of RBI Act, 1934. In our opinion and according to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees, provided during the year are, prima facie, not prejudicial to the Company's interest.
- (c) In our opinion and according to the information and explanations given to us, in respect of loans and advances in the nature of loans, the payment of interest has been stipulated, and receipt of interest is regular. However, there are no stipulation of schedule of repayment of principal and we are unable to make specific comment on the regularity of repayment of principal in such case.

- (d) In our opinion and according to the information and explanations given to us, in respect of loans and advances in the nature of loans, there are no amount over due in respect of interests as receipt of interest is regular. However, there are no stipulation of schedule of repayment of principal and we are unable to make specific comment on the overdue of principal in such case.
- (e) Since the Company's principal business is to give loans. Accordingly, the provision of clause 3(iii)(e) of the Order is not applicable to it.
- (f) According to the information and explanations given to us, the Company has granted loans and advances in the nature of loans repayable on demand or without specifying any terms or period of repayment. The details of the same are as follows:

	Other Parties	Promoters	Related Parties
Aggregate amount of loans / advances in nature of loans			
- Repayable on demand (A)	912.26	Nil	247.48
- Agreement does not specify any terms or period of repayment (B)	Nil	Nil	Nil
Total (A+B)	912.26	Nil	247.48
Percentage of loans / advances in nature of loans to the total loans	78.66%	0%	21.34%

- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans given, as applicable. The Company has not made any investments and not provided any guarantees and security during the year as specified under section 185 and section 186 of the Act.
- (v) According to the information and explanation provided to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the RBI or any Court or any other Tribunal against the Company in this regard.
- (vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the services of the Company. Accordingly, the provision of clause 3(vi) of the Order is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-Tax, Wealth Tax, Goods and Services Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues as applicable to company have generally been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-Tax, Wealth Tax, Goods and Services Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues as applicable to the company, were in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there is no amount payable in respect of Income Tax, Wealth Tax, Service Tax, Sales Tax, Goods and Services Tax, Customs duty and Excise duty which have not been deposited on account of any disputes.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not taken any term loans from any lender. Accordingly, clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates as defined under the Act. The Company does not hold any investment in any subsidiaries, Joint Venture or associate (as defined under the Act) during the year ended 31 March 2025.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, Joint Venture or associate companies (as defined under the Act). The Company does not hold any investment in any joint venture (as defined under the Act) during the year ended 31 March 2025.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality as outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, there were no whistle blower complaints received during the year by the Company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS Financial Statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.  
  
(b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) (a) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act 1934 and the Company has obtained the required registration.  
  
(b) According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid CoR from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.  
  
(c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, hence this clause is not applicable.  
  
(d) The Company does not belong to any Group having CIC, hence clause (xvi)(d) is not applicable to the Company.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit as well as in the immediately preceding financial year.
- (xviii) There has been resignation of the statutory auditors during the year. According to the information and explanations given to us, there have been no issues, objections or concerns raised by the outgoing statutory auditors of the Company.
- (xiv) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our

attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) The company was not having net worth of rupees five hundred crore or more, turnover of rupees one thousand crore or more, net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of section 135 of the Act not applicable to the company during the year. Accordingly, clause 3(xx) of the Order is not applicable.
- (xxi) Based on information and explanations given to us, the Company is not required to prepare consolidated financial statements as per section 129(3) of the Companies Act 2013. Accordingly reporting under clause 3(xxi) of the Order is not applicable to the Company.

For **U B G & Co**  
Chartered Accountants  
Firm's Registration No. 141076W

Place : Mumbai  
Date : 29/04/2025

UDIN: 25140694BMHXGO4005

**Gaurav Parekh**  
Partner  
Membership No. 140694

## **“ANNEXURE B” TO INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 2(f) under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date to the members of the Company on the accounts for the year ended 31st March, 2025)**

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

We have audited the internal financial controls over financial reporting of **Tokyo Finance Limited** (“the Company”) as of March 31, 2025 in conjunction with our audit of the Ind AS Financial Statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in “the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. 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 based on our audit conducted in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect

the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 **U B G & Co**  
Chartered Accountants  
Firm's Registration No. 141076W

Place : Mumbai  
Date : 29/04/2025

UDIN: 25140694BMHXGO4005

**Gaurav Parekh**  
Partner  
Membership No. 140694

# TOKYO FINANCE LIMITED

## BALANCE SHEET AS AT 31ST MAR 2025

(Amount in Rs. In lakhs)

Particulars	Note	As at 31-Mar-2025	As at 31-Mar-2024
<b>A. ASSETS</b>			
<b>1) Financial Assets</b>			
(a) Cash and cash equivalents	4	2.05	148.97
(b) Bank Balances other than (a) above	5	-	-
(c) Loans	6	1,156.84	988.95
<b>Total Financial Assets (A1)</b>		<b>1,158.89</b>	<b>1,137.92</b>
<b>2) Non-Financial Assets</b>			
(a) Current tax assets (Net)	11.0	18.23	14.67
(b) Deffered tax assets (Net)	11.2	-	-
(c) Property, Plant and Equipment	7	-	-
(d) Other non-financial assets	8	8.41	4.40
<b>Total Non-Financial Assets (A2)</b>		<b>26.64</b>	<b>19.07</b>
<b>Total Assets (A1+A2)</b>		<b>1,185.53</b>	<b>1,156.99</b>
<b>LIABILITIES AND EQUITY</b>			
<b>B. LIABILITIES</b>			
<b>1) Financial Liabilities</b>			
(a) Payables			
(i) Trade Payables			
(i) total outstanding dues of micro enterprises & small enterprises	9	0.23	0.03
(ii) total outstanding dues of creditors other than micro enterprises & small enterprises	9	0.42	-
(b) Other financial Liabilites	10	10.48	8.82
<b>Total Financial Liabilities (B1)</b>		<b>11.13</b>	<b>8.85</b>
<b>2) Non Financial Liabilities</b>			
(a) Current tax liabilities (Net)	11	-	-
(b) Provisions	12	14.05	11.18
(c) Other non-financial Liabilites	13	4.58	2.10
<b>Total Non-Financial Liabilities (B2)</b>		<b>18.63</b>	<b>13.28</b>
<b>Total Liabilities (B3=B1+B2)</b>		<b>29.76</b>	<b>22.13</b>
<b>C. EQUITY</b>			
(a) Equity Share Capital	14	694.28	694.28
(b) Other Equity	15	461.49	440.58
<b>Total Equity (C1)</b>		<b>1,155.77</b>	<b>1,134.86</b>
<b>Total Equity and Liabilities (B3+C1)</b>		<b>1,185.53</b>	<b>1,156.99</b>

The accompanying notes (1-38) form an integral part of the financial statements

As per our report of even date

**For and Behalf of Board**

For **UBG & Co.**

Chartered Accountants

Firm Registration No.141076W

**Velji L. Shah**  
(Chairman and M.D., DIN: 7239)

**Haresh V. Shah**  
(Director, DIN: 8339)

**Gaurav Parekh**  
Partner  
Membership No. 140694

**Kalpana Ghate**  
(C.F.O.)

**Sonal Gandhi**  
(CS)

**Place:** Mumbai  
**Date:** 29th April, 2025

# TOKYO FINANCE LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MAR 2025

(Amount in Rs. In lakhs)

Particulars	Note	As at 31-Mar-2025	As at 31-Mar-2024
<b>I. REVENUE FROM OPERATIONS</b>			
Interest Income	16	82.56	77.96
<b>Total Revenue from Operations (I)</b>		<b>82.56</b>	<b>77.96</b>
<b>II. OTHER INCOME (II)</b>	17	<b>0.20</b>	<b>83.30</b>
<b>III. TOTAL INCOME (III = I+II)</b>		<b>82.76</b>	<b>161.26</b>
<b>IV. EXPENSES</b>			
Finance Costs	18	0.04	0.02
Employees Benefits Expenses	19	37.26	32.53
Depreciation and Amortisation Expenses	20	-	0.08
Other Expenditure	21	22.93	15.55
<b>Total Expenses (IV)</b>		<b>60.23</b>	<b>48.18</b>
<b>V. NET PROFIT/ (LOSS) BEFORE TAX (V = III -IV)</b>		<b>22.53</b>	<b>113.08</b>
<b>VI. TAX EXPENSES</b>			
Current tax	22	-	3.10
Deferred tax charge / (credit)	22	-	-
Prior Period taxes	22	(0.30)	1.22
<b>Total Tax Expense (VI)</b>		<b>(0.30)</b>	<b>4.32</b>
<b>VII. PROFIT/(LOSS) FOR THE YEAR (VII = V-VI)</b>		<b>22.83</b>	<b>108.76</b>
<b>VIII. OTHER COMPREHENSIVE INCOME</b>			
A (i) Items that will not be reclassified to profit or loss			
- Remeasurements of post-employment benefit obligations		(1.92)	1.68
(ii) Income Tax relating to items that will not be reclassified to profit or loss		-	-
<b>Total (VIII-A)</b>		<b>(1.92)</b>	<b>1.68</b>
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income Tax relating to items that will be reclassified to profit or loss		-	-
<b>Total (VIII-B)</b>		<b>-</b>	<b>-</b>
<b>Other Comprehensive Income for the Year (VIII = VIII-A + VIII-B)</b>		<b>(1.92)</b>	<b>1.68</b>
<b>IX. TOTAL COMPREHENSIVE INCOME FOR THE YEAR (IX = VII+VIII)</b>		<b>20.91</b>	<b>110.44</b>
Earnings per equity share			
Basic	25	0.33	1.57
Diluted		0.33	1.57

The accompanying notes (1-38) form an integral part of the financial statements

As per our report of even date

**For and Behalf of Board**

For **UBG & Co.**

Chartered Accountants

Firm Registration No.141076W

**Velji L. Shah**  
(Chairman and M.D., DIN: 7239)

**Haresh V. Shah**  
(Director, DIN: 8339)

**Gaurav Parekh**  
Partner  
Membership No. 140694

**Kalpana Ghate**  
(C.F.O.)

**Sonal Gandhi**  
(CS)

**Place:** Mumbai  
**Date:** 29th April, 2025

# TOKYO FINANCE LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2025

(Amount in Rs. In lakhs)

Particulars	As at 31-Mar-2025	As at 31-Mar-2024
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit before tax	22.53	113.08
<b>Adjustments for :</b>		
Depreciation and Amortisation expenses	-	0.08
Profit on Sale of Property, Plant and Equipments	-	(82.85)
Impairment loss allowances	0.42	0.19
Amount Written Off	-	-
Interest on Bank FDs	-	(0.05)
Finance Cost	0.04	0.02
<b>Operating Profit before Working Capital changes</b>	<b>22.99</b>	<b>30.47</b>
<b>Adjustments for :</b>		
(Increase)/decrease in Loans	(171.11)	(74.85)
(Increase)/decrease in Other non Financial Assets	(4.01)	(3.90)
Increase/(decrease) in Payables	0.62	0.03
Increase/(decrease) in Other Financial Liability	1.65	5.48
Increase/(decrease) in Other non - Financial liabilities	2.48	1.79
Increase/(decrease) in Provisions	0.95	1.92
<b>Cash from/(used in) Operating Activities</b>	<b>(146.43)</b>	<b>(39.06)</b>
Direct Taxes paid	(0.46)	(3.50)
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b>(146.89)</b>	<b>(42.56)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property, Plant and Equipment	-	-
Receipt from Sale of Property, Plant and Equipment	-	30.21
Interest on Bank FDs Received	-	0.05
Investment in FD	-	-
Receipts from sale of Investments	-	-
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>	<b>-</b>	<b>30.26</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from / (Payments towards) Borrowings (Net)	-	-
Receipt of Calls in Arrears	-	0.03
Finance Cost Paid	(0.03)	(0.02)
<b>NET CASH USED IN FINANCING ACTIVITIES (C)</b>	<b>(0.03)</b>	<b>0.01</b>
<b>Net Increase/ (Decrease) in Cash And Cash Equivalents (A) + (B) + (C)</b>	<b>(146.92)</b>	<b>(12.29)</b>
Cash and Cash Equivalents (Opening)	148.97	161.26
<b>Cash and Cash Equivalents (Closing)</b>	<b>2.05</b>	<b>148.97</b>

The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows. The above statement of Cash Flows should be read in conjunction with the accompanying notes.

The accompanying notes (1-38) form an integral part of the financial statements

As per our report of even date

**For and Behalf of Board**

For **UBG & Co.**  
Chartered Accountants  
Firm Registration No.141076W

**Velji L. Shah**  
(Chairman and M.D., DIN: 7239)

**Haresh V. Shah**  
(Director, DIN: 8339)

**Gaurav Parekh**  
Partner  
Membership No. 140694

**Kalpna Ghate**  
(C.F.O.)

**Sonal Gandhi**  
(CS)

**Place:** Mumbai  
**Date:** 29th April, 2025

# TOKYO FINANCE LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2025

(Amount in Rs. In lakhs)

Particulars	As at 31-Mar-2025	As at 31-Mar-2024	
<b>EQUITY SHARE CAPITAL</b>			
Balance at the beginning	<b>694.28</b>	694.28	
Changes in equity share capital due to prior period errors			
Restated balance at the beginning of the year	<b>694.28</b>	694.28	
Changes in equity share capital	-	-	
Balance at the end	<b>694.28</b>	694.28	
	<b>Statutory Reserve</b>	<b>Retained Earnings *</b>	<b>Total</b>
<b>OTHER EQUITY</b>			
Balance as at 31 March 2023 **	160.16	169.98	330.14
Profit for the year	-	108.76	108.76
Other Comprehensive Income for the year	-	1.68	1.68
Transfer to/from retained earnings	27.62	(27.62)	-
<b>Balance as at 31 March 2024</b>	<b>187.78</b>	<b>252.80</b>	<b>440.58</b>
Profit for the year	-	22.83	22.83
Other Comprehensive Income for the year	-	(1.92)	(1.92)
Transfer to/from retained earnings	5.23	(5.23)	-
<b>Balance as at 31 March 2025</b>	<b>193.01</b>	<b>268.48</b>	<b>461.49</b>

\* including remeasurement of net defined benefit plans

\*\* there are no changes in other equity due to prior period errors

The accompanying notes (1-38) form an integral part of the financial statements

As per our report of even date

**For and Behalf of Board**

For **UBG & Co.**  
Chartered Accountants  
Firm Registration No.141076W

**Velji L. Shah**  
(Chairman and M.D., DIN: 7239)

**Haresh V. Shah**  
(Director, DIN: 8339)

**Gaurav Parekh**  
Partner  
Membership No. 140694

**Kalpana Ghate**  
(C.F.O.)

**Sonal Gandhi**  
(CS)

**Place:** Mumbai  
**Date:** 29th April, 2025

## 1. CORPORATE INFORMATION:

The Tokyo Finance Limited ('The Company') was incorporated on 22nd November, 1994 under the provisions of the Companies Act 1956. The Company is having registered office at 363/1(1,2,3), Shree Ganesh Industrial Estate, Kachigam Road, Daman- 396 210 (U.T.) and engaged in the business of Non- Banking Finance. The company is a Non-Deposit taking, Non-Systemically Important ("ND-NSI") registered with Reserve Bank of India (RBI).

## 2. SIGNIFICANT ACCOUNTING POLICIES:

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The financial statements were approved for issue by Board of Directors on 29th April, 2025

### 2.1) Basis of Preparation:

#### i. Compliance with IND AS :

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with rule 4 of the Companies (Indian Accounting standards) Rules, 2015 and other relevant provisions of the act.

#### ii. Historical cost convention :

The financial statements have been prepared under the historical cost convention using the accrual method of accounting basis, except for certain financial instruments and defined benefit plan asset/liabilities that are measured at fair values at the end of each reporting period as explained in the significant accounting policies below.

All assets and liabilities have been classified as current or noncurrent as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

### 2.2) Segment Reporting :

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director and Finance Director of the Company. The Company has identified activity of providing finance as its only primary reportable segment.

### 2.3) Foreign currency transactions :

#### i. Functional and presentation currencies :

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian currency (INR), which is the Company's functional and presentation currency.

#### ii. Transactions and balances :

Foreign currency transactions are translated into the functional currency at the exchange rates on the date of transaction. Foreign exchange gains and losses resulting from settlement of such transactions and from translation of monetary assets and liabilities at the year-end exchange rates are generally recognized in the profit and loss. They are deferred in equity if they relate to qualifying cash flow hedges.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis.

Non-monetary foreign currency items are carried at cost and accordingly the investments in shares of foreign subsidiaries are expressed in Indian currency at the rate of exchange prevailing at the time when the original investments are made or fair values determined.

## **2.4) Revenue recognition :**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and there exists reasonable certainty of its recovery. Revenue is measured at the fair value of the consideration received or receivable as reduced for estimated customer credits and other similar allowances.

### **i. Interest Income :**

Interest income is recognised in the Statement of Profit and Loss and for all financial instruments except for those classified as held for trading or those measured or designated as at fair value through profit or loss (FVTPL) is measured using the effective interest method (EIR) and when it is probable that the company will collect the consideration.

### **ii. Dividend**

Dividend income is recognised when the Company's right to receive dividend is established by the reporting date and no significant uncertainty as to collectability exists.

### **iii. Net gain or fair value change :**

Any differences between the fair values of the financial assets classified as fair value through the profit or loss, held by the Company on the balance sheet date is recognised as an unrealised gain/loss in the statement of profit and loss. In cases there is a net gain in aggregate, the same is recognised in "Net gains or fair value changes" under revenue from operations and if there is a net loss the same is disclosed "Expenses", in the statement of profit and loss.

### **iv. Income from financial instruments at FVTPL:**

Income from financial instruments at FVTPL includes all gains and losses from changes in the fair value of financial assets and financial liabilities at FVTPL except those that are held for trading.

### **v. Other operational revenue:**

Other operational revenue represents income earned from the activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

## **2.5) Income Tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the Balance Sheet method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum Alternative Tax (MAT) credit, which is equal to the excess of MAT (calculated in accordance with provisions of Section 115JB of the Income tax Act, 1961) over normal income-tax is recognized as an item in deferred tax asset by crediting the Statement of Profit and Loss only when and to the extent there is convincing evidence that the Company will be able to avail the said credit against normal tax payable during the period of fifteen succeeding assessment years.

## **2.6) Property, Plant and Equipment :**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation and impairment loss, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Capital work-in-progress comprises cost of fixed assets that are not yet ready for their intended use at the year end.

## **Depreciation methods, estimated useful lives and residual value :**

Depreciation is calculated on a pro-rata basis on the straight line method so as to write-down the cost of property, plant and equipment to its residual value systematically over its estimated useful life based on useful life of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013.

Estimated useful lives, residual values and depreciation methods are reviewed annually, taking into account commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate

## **2.7) Intangible Assets :**

Intangible Assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment loss, if any.

### **Amortization :**

Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use.

The estimated useful life and amortization method are reviewed at the end of each annual reporting period, with the effect of any changes in the estimate being accounted for on a prospective basis.

Expenditure on research is recognized as an expense when it is incurred. Development costs of products are also charged to the Statement of Profit and Loss unless all the criteria for capitalization as set out on Paragraph 21 and 22 of Ind AS 38 have been met by the Company.

## **2.8) Lease :**

### **As a Lessee**

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of IndAS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

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

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised substance fixed lease payments.

The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The Company has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

During the year there are no assets of taken by company on lease.

### **As a Lessor**

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

During the year there are no assets of company given on lease.

## **2.9) Financial Instruments**

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Recognised financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

A financial asset and a financial liability is offset and presented on net basis in the balance sheet when there is a current legally enforceable right to set-off the recognised amounts and it is intended to either settle on net basis or to realise the asset and settle the liability simultaneously.

(i) Financial Assets :

### **i. Classification :**

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

Classification of debt assets will be driven by the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

## **ii. Measurement :**

At initial recognition, the company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

## **Debt instruments**

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset.

**- Amortised Cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income.

**- Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cashflows and for selling the financial assets, where the assets cash flow represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income.

**- Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

## **Equity instruments**

The Company has accounted for its investment in Equity Instruments at cost. Dividends from such investments are recognised in profit or loss as other income when the company's right to receive the dividend is established.

## **iii. Derecognition of financial assets :**

A financial asset is derecognised only when

- The company has transferred the rights to receive cash flows from the financial asset or
- The Company retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients .

Where the entity has transferred an asset, the company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

## **(ii) Financial Liabilities :**

Financial liabilities, including derivatives, which are designated for measurement at FVTPL are subsequently measured at fair value. Financial guarantee contracts are subsequently measured at the amount of impairment loss allowance or the amount recognised at inception net of cumulative amortisation, whichever is higher.

All other financial liabilities including loans and borrowings are measured at amortised cost using Effective Interest Rate (EIR) method.

A financial liability is derecognised when the related obligation expires or is discharged or cancelled.

## **2.10) Write Off :**

Loans and debt securities are written off when the Company has no reasonable expectations of recovering the financial asset (either in its entirety or a portion of it). This is 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 subject to the write-off. A write-off constitutes a derecognition event. The Company may apply enforcement activities to financial assets written off. Recoveries resulting from the Company's enforcement activities will result in impairment gains. Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

## **2.11) Impairment :**

The Company recognises loss allowances for ECLs on the financial instruments that are not measured at FVTPL viz. Loans

## **Credit-impaired financial assets**

A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Credit-impaired financial assets are referred to as Stage 3 assets. Evidence of credit impairment includes observable data about the following events:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- the lender of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lender would not otherwise consider;
- the disappearance of an active market for a security because of financial difficulties; or
- the purchase of a financial asset at a deep discount that reflects the incurred credit losses

It may not be possible to identify a single discrete event—instead, the combined effect of several events may have caused financial assets to become credit-impaired. The Company assesses whether debt instruments that are financial assets measured at amortised cost or FVTOCI are

credit-impaired at each reporting date. To assess if corporate debt instruments are credit impaired, the Company considers factors such as bond yields, credit ratings and the ability of the borrower to raise funding.

A loan is considered credit-impaired when a concession is granted to the borrower due to a deterioration in the borrower's financial condition, unless there is evidence that as a result of granting the concession the risk of not receiving the contractual cash flows has reduced significantly and there are no other indicators of impairment. For financial assets where concessions are contemplated but not granted the asset is deemed credit impaired when there is observable evidence of credit-impairment including meeting the definition of default. The definition of default (see below) includes unlikelihood to pay indicators and a back-stop if amounts are overdue for 90 days or more.

### **Significant increase in credit risk**

The Company monitors all financial assets that are subject to the impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk the Company will measure the loss allowance based on lifetime rather than 12-month ECL.

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument at the reporting date based on the remaining maturity of the instrument with the risk of a default occurring that was anticipated for the remaining maturity at the current reporting date when the financial instrument was first recognised. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort, based on the Company's historical experience and expert credit assessment.

Given that a significant increase in credit risk since initial recognition is a relative measure, a given change, in absolute terms, in the Probability of Default will be more significant for a financial instrument with a lower initial PD than compared to a financial instrument with a higher PD.

As a back-stop when loan asset becomes 90 days past due, the Company considers that a significant increase in credit risk has occurred and the asset is in stage 2 of the impairment model, i.e. the loss allowance is measured as the lifetime ECL in respect of such loan, which is reviewed annually.

### **Definition of default**

Critical to the determination of ECL is the definition of default. The definition of default is used in measuring the amount of ECL and in the determination of whether the loss allowance is based on 12-month or lifetime ECL, as default is a component of the probability of default (PD) which affects both the measurement of ECLs and the identification of a significant increase in credit risk.

The Company considers the following as constituting an event of default:

- the borrower is past due more than 90 days on any material credit obligation to the Company; or
- the borrower is unlikely to pay its credit obligations to the Company in full.

The definition of default is appropriately tailored to reflect different characteristics of different types of assets.

When assessing if the borrower is unlikely to pay its credit obligation, the Company takes into account both qualitative and quantitative indicators. The information assessed depends on the type of the asset, for example in corporate lending a qualitative indicator used is the admittance of bankruptcy petition by National Company Law Tribunal, which is not relevant for retail lending. Quantitative indicators, such as overdue status and non-payment on another obligation of the same counterparty are key inputs in this analysis. The Company uses a variety of sources of information to assess default which are either developed internally or obtained from external sources. The definition of default is applied consistently to all financial instruments unless information becomes available that demonstrates that another default definition is more appropriate for a particular financial instrument.

ECLs are required to be measured through a loss allowance as follows:

- 12-month ECL, i.e. lifetime ECL that result from those default events on the financial instrument that are possible within 12 months after the reporting date, (referred to as Stage 1); or
- full lifetime ECL, i.e. lifetime ECL that result from all possible default events over the life of the financial instrument, (referred to as Stage 2 and Stage 3).

A loss allowance for full lifetime ECL is required for a financial instrument if the credit risk on that financial instrument has increased significantly since initial recognition (and consequently to credit impaired financial assets). For all other financial instruments, ECLs are measured at an amount equal to the 12-month ECL.

The Company measures ECL on an individual basis, or on a collective basis for portfolios of loans that share similar economic risk characteristics.

## **2.12) Presentation of allowance for ECL in the Balance Sheet :**

Loss allowances for ECL are presented in the statement of financial position as follows:

- for financial assets measured at amortised cost: as a deduction from the gross carrying amount of the assets;
- for debt instruments measured at FVTOCI: no loss allowance is recognised in Balance Sheet as the carrying amount is at fair value.

## **2.13) Trade and other payables:**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

## **2.14) Borrowings :**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

## **2.15) Borrowing Cost :**

General and specific borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale.

Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

## **2.16) Employee Benefits:**

### **i. Short term obligations:**

Liabilities for wages and salaries, including nonmonetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services upto the end of the reporting and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

### **ii. Provident fund:**

The Company makes contribution to the Governments Provident Fund Scheme, a defined contribution scheme, administered by Government Provident Fund Authorities. The Company has no obligation to the scheme beyond its monthly contributions.

### **iii. Gratuity:**

Liabilities with regard to the gratuity benefits payable in future are determined by actuarial valuation at each Balance Sheet date using the Projected Unit Credit method and contributed to Employees Gratuity Fund. Actuarial gains and losses arising from changes in actuarial assumptions are recognized in other comprehensive income and shall not be reclassified to the Statement of Profit and Loss in a subsequent period.

## **2.17) Provisions and Contingent Liabilities:**

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

A contingent asset is disclosed, where an inflow of economic benefits is probable. An entity shall not recognise a contingent asset unless the recovery is virtually certain.

## **2.18) Cash and Cash Equivalents:**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other shortterm, 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.

## **2.19) Impairment of assets:**

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

## **2.20) Earnings Per Share:**

- i. Basic earnings per share: Basic earnings per share is calculated by dividing :
  - the profit attributable to owners of the Company
  - by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.
- ii. Diluted earnings per share: Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
  - the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
  - the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

## **2.21) New accounting pronouncements:**

Ministry of Corporate Affairs ('MCA') notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March 2025, MCA has notified amendments to Ind AS 116, 'Leases', relating to sale and leaseback transactions, which is applicable w.e.f. 1st April 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it is not likely to have any significant impact in its financial statements.

## **3. CRITICAL ESTIMATES AND JUDGEMENTS:**

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the group's accounting policies. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The preparation of the financial statements in conformity with GAAP requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities

and disclosures relating to contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. These estimates and associated assumptions are based on historical experience and management's best knowledge of current events and actions the Company may take in future.

Information about critical estimates and assumptions that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities are included in the following notes:

- 1) Impairment loss allowance on loans (Note 6)
- 2) Estimation of defined benefit obligations (Note 26)
- 3) Estimation of current tax expenses and payable (Note 11)
- 4) Estimation of provisions and contingencies (Note 12 and 23)

### **3.1) Impairment loss allowance on loans**

While creating impairment loss allowance on loans require judgement in deciding whether loan asset qualifies to be impair based on various observable events as mentioned in notes above and the quantum of allowance to be create or reversed.

### **3.2) Estimation of defined benefit obligations**

The liabilities of the company arising from employee benefit obligations and the related current service cost, are determined on an actuarial basis using various assumptions. Refer note 26 for significant assumptions used.

### **3.3) Estimation of current and deferred tax expenses and payable**

The Company's tax charge is the sum of total current and deferred tax charges. Taxes recognized in the financial statements reflect management's best estimate of the outcome based on the facts known at the balance sheet date. These facts include but are not limited to interpretation of tax laws of various jurisdictions where the company operates. Any difference between the estimates and final tax assessments will impact the income tax as well as the resulting assets and liabilities.

### **3.4) Estimation of provisions and contingencies:**

Provisions are liabilities of uncertain amount or timing recognised where a legal or constructive obligation exists at the balance sheet date, as a result of a past event, where the amount of the obligation can be reliably estimated and where the outflow of economic benefit is probable. Contingent liabilities are possible obligations that may arise from past event whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which are not fully within the control of the company. The Company exercises judgement and estimates in recognizing the provisions and assessing the exposure to contingent liabilities relating to pending litigations. Judgement is necessary in assessing the likelihood of the success of the pending claim and to quantify the possible range of financial settlement. Due to this inherent uncertainty in the evaluation process, actual losses may be different from originally estimated provision.

(Amount in Rs. In lakhs)

Particulars	As at 31-Mar-2025	As at 31-Mar-2024
<b>4 CASH AND CASH EQUIVALENTS</b>		
(i) Cash Balance on Hand	<b>0.87</b>	0.02
(ii) Balances with Banks	<b>1.18</b>	148.95
<b>Total</b>	<b>2.05</b>	148.97

(Amount in Rs. In lakhs)

Particulars	As at 31-Mar-2025	As at 31-Mar-2024
<b>5 BANK BALANCES OTHER THAN NOTE 4 ABOVE</b>		
(i) Deposits with Bank with maturity more than 3 months	-	-
<b>Total</b>	-	-
<b>6 LOANS</b>		
<b>(A)</b>		
<b>At Amortised Cost</b>		
Loans to Others (Repayable on Demand)	<b>1,159.74</b>	991.43
	<b>1,159.74</b>	991.43
Less: Impairment loss allowance	<b>(2.90)</b>	(2.48)
<b>Total (A)</b>	<b>1,156.84</b>	988.95
<b>(B)</b>		
<b>At Amortised Cost</b>		
Secured	-	-
Unsecured	<b>1,159.74</b>	991.43
	<b>1,159.74</b>	991.43
Less: Impairment loss allowance	<b>(2.90)</b>	(2.48)
<b>Total (B)</b>	<b>1,156.84</b>	988.95
<b>(C)</b>		
<b>(I) Loans in India</b>		
<b>At Amortised Cost</b>		
Public Sectors	-	-
Others	<b>1,159.74</b>	991.43
	<b>1,159.74</b>	991.43
Less: Impairment loss allowance	<b>(2.90)</b>	(2.48)
<b>Total (I)</b>	<b>1,156.84</b>	988.95
<b>(II) Loans in Outside India</b>		
<b>At Amortised Cost</b>		
Public Sectors	-	-
Others	-	-
	-	-
Less: Impairment loss allowance	-	-
<b>Total (II)</b>	-	-
<b>Total (C) = (I)+(II)</b>	<b>1,156.84</b>	988.95

Note : The loans or advances outstanding as on 31-Mar-25 and 31-Mar-24, in the nature of loans, are granted to promoters, directors, KMPs and the related parties (as defined under the Companies Act 2013), either severally or jointly with any other person are as follows:

(Amount in Rs. In lakhs)

Particulars	Amount	% to the total Loans
<b>As at 31-Mar-2025</b>		
Promoter	-	-
Directors	-	-
KMPs	-	-
Other Related Parties	<b>247.48</b>	<b>21.34%</b>
<b>As at 31-Mar-2024</b>		
Promoter	-	-
Directors	-	-
KMPs	-	-
Other Related Parties	<b>186.43</b>	<b>18.85%</b>

**7 PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK IN PROGRESS**

(Amount in Rs. In lakhs)

Particulars	Owned Assets				
	Office Premises	Office Premises	Computers	Furniture & Fixture	Total
<b>GROSS CARRYING VALUE</b>					
Cost as on 1 April, 2023	42.65	1.52	1.88	0.04	46.09
Additions/ Adjustments	-	-	-	-	-
Disposals	(42.65)	-	-	-	(42.65)
Balance as at March 31, 2024	-	<b>1.52</b>	<b>1.88</b>	<b>0.04</b>	<b>3.44</b>
Additions/ Adjustments	-	-	-	-	-
Disposals	-	-	-	-	-
Balance as at March 31, 2025	-	<b>1.52</b>	<b>1.88</b>	<b>0.04</b>	<b>3.44</b>
<b>ACCUMULATED DEPRECIATION</b>					
Balance at 1 April, 2023	20.21	1.52	1.88	0.04	23.65
Depreciation for the year	0.08	-	-	-	0.08
Disposals	(20.29)	-	-	-	(20.29)
Balance as at March 31, 2024	-	<b>1.52</b>	<b>1.88</b>	<b>0.04</b>	<b>3.44</b>
Depreciation for the year	-	-	-	-	-
Disposals	-	-	-	-	-
Balance as at March 31, 2025	-	<b>1.52</b>	<b>1.88</b>	<b>0.04</b>	<b>3.44</b>
<b>NET CARRYING VALUE</b>					
At 31 March, 2024	-	-	-	-	-
At 31 March, 2025	-	-	-	-	-

No revaluation of any class of asset is carried out during the year.

There are no immovable properties are held in the name of the Company as on 31st March, 2025

(Amount in Rs. In lakhs)

Particulars	As at 31-Mar-2025	As at 31-Mar-2024
<b>8 OTHER NON-FINANCIAL ASSETS</b>		
(i) Advance to Creditors		
(ii) Prepaid Expenses	0.30	0.27
(iii) Advance to Employees	0.05	-
<b>Total</b>	8.06	4.13
	8.41	4.40
<b>9 TRADE PAYABLES</b>		
(i) Due of Micro And Small Enterprises	0.23	0.03
(ii) Others - Trade Payables	0.42	-
<b>Total</b>	0.65	0.03

**Foot Notes:**

(i) According to the information available with the management on the basis of intimation received from the suppliers regarding their status under the micro, small and medium Enterprises Development Act, 2006 (MSMED ACT), the Company has amounts due to Micro and small Enterprises under the said act as follows:

Principal Amount Payable	0.23	0.03
Interest amount due and remaining unpaid	0.01	-
Interest Paid	-	-
Payment Beyond the appointed day during the year	1.04	-
Interest due and payable for the period for the delay	0.01	-
Interest accrued and remaining unpaid	0.01	-
Amount of further interest remaining due and payable succeeding years	0.01	-

(ii) Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

(iii) Trade payable aging schedule :

(Amount in Rs. In lakhs)

Particulars	Outstanding for following periods from the transaction date				
	less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>Aging as at March 31, 2025</b>					
MSME	0.23	-	-	-	0.23
Others	0.42	-	-	-	0.42
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
<b>Aging as at March 31, 2024</b>					
MSME	0.03	-	-	-	0.03
Others	-	-	-	-	-
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

(Amount in Rs. In lakhs)

	As at 31-Mar-2025	As at 31-Mar-2024
<b>10 OTHER FINANCIAL LIABILITIES</b>		
(i) Interest Accrued but not due on borrowings	-	-
(ii) Others - Other financial liabilities	10.48	8.82
<b>Total</b>	10.48	8.82
<b>11 TAXES ASSETS AND LIABILITIES</b>		
(i) Current Tax Assets (Net)		
Advance tax and tax deducted at source (net of provisions)	18.23	14.67
(ii) Current Tax Liability (Net)		
Tax Provision (net of Advance tax and tax deducted at source)	-	-

(Amount in Rs. In lakhs)

Particulars	As at 31-Mar-2025	As at 31-Mar-2024
<b>12 PROVISIONS</b>		
(i) Provisions for employee benefits	14.05	11.18
<b>Total</b>	14.05	11.18
<b>13 OTHER NON-FINANCIAL LIABILITIES</b>		
(i) Statutory dues	4.58	2.10
(ii) Other payables	-	-
<b>Total</b>	4.58	2.10
<b>14 EQUITY SHARE CAPITAL</b>		
(i) Authorised Capital		
72,50,000 Equity Shares of Rs. 10/- each	725.00	725.00
(31 March 2024: 72,50,000 Shares)		
<b>Total</b>	725.00	725.00
(ii) Issued, Subscribed and Paid up		
68,18,900 Equity Shares of Rs. 10/- each fully paid up	681.89	681.89
(31 March 2024: 68,18,900 Shares)		
1,51,200 Equity Shares of Rs. 10/- each not fully paid up	12.39	12.39
(31 March 2024: 1,51,200 Shares)		
<b>Total</b>	694.28	694.28

**Foot Notes:****i) Rights, preferences and restrictions attaching to each class of shares:**

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend has not been proposed by the Board of Directors. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount, in proportion to their shareholding.

**ii) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:**

Particulars	As at 31-Mar-2025		As at 31-Mar-2024	
	No of Eq. Shares	Amount in Rs.	No of Eq. Shares	Amount in Rs.
Shares outstanding at the beginning of the year	6,970,100	69,428,000	6,970,100	69,425,500
Shares issued during the year	-	-	-	-
Call in Arrears Received	-	-	-	2,500
Shares bought back during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>6,970,100</b>	<b>69,428,000</b>	<b>6,970,100</b>	<b>69,428,000</b>

**iii) The details of shareholders holding more than 5% shares :**

Name of Shareholder	As at 31-Mar-2025		As at 31-Mar-2024	
	No of Eq. Sh. Held	% of Holding	No of Eq. Sh. Held	% of Holding
Priyaj H. Shah	1,824,854	26.18	1,824,854	26.18
Dharmil H. Shah	2,068,851	29.68	1,793,851	25.74
Priti H. Shah	632,927	9.08	613,786	8.81

**iv) Shareholding and Change in shareholding percentages of promoters**

Promoter	% Change during the year	As at 31-Mar-2025		As at 31-Mar-2024	
		No of Eq. Sh. Held	% of Holding	No of Eq. Sh. Held	% of Holding
Kamlesh M. Khirani	-	19,600	0.28	19,600	0.28
Priti H. Shah	0.27	632,927	9.08	613,786	8.81
Dharmil H. Shah	3.94	2,068,851	29.68	1,793,851	25.74
Priyaj H. Shah	-	1,824,854	26.18	1,824,854	26.18
Velji L. Shah	-	-	-	-	-
Hareesh V. Shah	-	-	-	-	-

**v) Details of Calls unpaid**

Particulars	As at 31-Mar-2025		As at 31-Mar-2024	
	No of Eq. Sh.	Amount in Rs. In Lakhs	No of Eq. Sh.	Amount in Rs. In Lakhs
Directors / officers	-	-	-	-
Others	151,200	2.73	151,200	2.73

(Amount in Rs. In lakhs)

Particulars	As at 31-Mar-2025	As at 31-Mar-2024
<b>15 OTHER EQUITY</b>		
(i) Reserves & Surplus		
Statutory Reserve	193.01	187.78
Retained Earnings	268.48	252.80
<b>Total</b>	<b>461.49</b>	<b>440.58</b>
(i) <b>RESERVES &amp; SURPLUS</b>		
Statutory reserve pursuant to Section 45-IC of the RBI Act, 1934		
Balance As Per Last Balance Sheet - RBI Reserve	187.78	160.16
Add: Transfer from Retained Earnings	5.23	27.62
Balance at the end of the year - RBI Reserve	193.01	187.78
Retained Earnings		
Balance As Per Last Balance Sheet - Retained Reserve	252.80	169.98
Add: Profit for the year	20.91	110.44
Less: transfer to statutory reserve	(5.23)	(27.62)
Balance at the end of the year - Retained Reserve	268.48	252.80

**Nature & Purpose of Reserves:**

a) Statutory reserve pursuant to Section 45-IC of the RBI Act, 1934: 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 account and before any dividend is declared.

b) Retained Earnings: Retained Earnings comprises of the Company's prior years' undistributed earnings and is permitted to be distributed to shareholders as part of dividend.

(Amount in Rs. In lakhs)

	2024-25	2023-24
<b>16 REVENUE FROM OPERATIONS</b>		
On financial assets measured at amortised cost:		
(i) Interest on Loans	82.56	77.96
<b>Total</b>	<b>82.56</b>	<b>77.96</b>
<b>17 OTHER INCOME</b>		
(i) Profit on Sale of Property, Plant and Equipments	-	82.85
(ii) Interest on Bank Deposits	-	0.05
(iii) Interest on Income tax refund	0.20	0.40
<b>Total</b>	<b>0.20</b>	<b>83.30</b>
<b>18 FINANCE COSTS</b>		
On financial liabilities measured at amortised cost:		
(i) Interest on borrowings	-	-
(ii) Other interest expenses	0.04	0.02
<b>Total</b>	<b>0.04</b>	<b>0.02</b>
<b>19 EMPLOYEE BENEFITS EXPENSE</b>		
(i) Salary and Wages	34.77	30.58
(ii) Company Contribution to PF, ESI and Other Funds	-	-
(iii) Gratuity Expenses	1.87	1.95
(iv) Staff Welfare Expenses	0.62	-
<b>Total</b>	<b>37.26</b>	<b>32.53</b>
<b>20 DEPRECIATION AND AMORTISATION</b>		
(i) Depreciation during the year	-	0.08
<b>Total</b>	<b>-</b>	<b>0.08</b>

	2024-25	2023-24
<b>21 OTHER EXPENSES</b>		
Rent, taxes and energy costs	0.60	0.60
Repairs and maintenance - Others	0.26	-
Communication Costs	0.60	0.60
Printing and stationery	0.61	0.43
Advertisement and publicity	0.74	0.63
Auditor's fees and expenses#1	1.25	1.25
Legal and professional	7.48	2.27
Conveyance	0.86	0.78
Amount Written Off	1.09	1.22
Listing & Custodian Fees	3.70	3.48
Membership and Subscription fees	0.09	0.77
Other Fees/Penalty	1.48	-
Registrar & Shares transfer fees	1.31	1.33
Director Setting Fees	0.45	-
Provision for Standard Loans	0.42	0.19
Provision for Sub-Standard Loans	-	-
Other Expenses	1.99	2.00
<b>Total</b>	<b>22.93</b>	<b>15.55</b>
<b>#1 Auditor's fees and expenses</b>		
Audit fees	1.25	1.25
Tax Audit fees	-	-
Others	-	-
<b>22 INCOME TAX</b>		
<b>(a) Income tax expense in the Statement of Profit and loss comprises:</b>		
Current taxes	-	3.10
Deferred taxes	-	-
Prior Period taxes	(0.30)	1.22
<b>Income tax expense</b>	<b>(0.30)</b>	<b>4.32</b>
<b>(b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March, 2025 and 31 March, 2024:</b>		
Accounting profit before tax	22.53	113.10
Tax at India's statutory income tax rate of 26%	5.86	29.40
<b>Tax effect of amounts which are not deductible (taxable) in calculating taxable income:</b>		
Effect of MAT Credit Entitlement	(5.86)	(26.30)
Effect of Prior Period tax	(0.30)	1.22
<b>Income tax expense</b>	<b>(0.30)</b>	<b>4.32</b>
<b>23 CONTINGENT LIABILITY</b>		
<b>(To the extent not provided for)</b>	<b>-</b>	<b>-</b>
<b>24 COMMITMENTS</b>	<b>-</b>	<b>-</b>
<b>25 EARNINGS PER SHARE</b>		
Computed in accordance with Ind AS 33 "Earnings per Share":-		
<b>(i) Basic and Diluted Earnings Per Share (Rs.)</b>		
Profit for the year (Rs.)	22.83	108.78
Weighted Average No of Equity Shares (Nos.)	6,942,800	6,942,723
Nominal Value of shares outstanding (Rs.)	10	10
Basic and Diluted Earning per share (Rs.)	0.33	1.57
<b>(ii) Weighted average number of shares used as the denominator (Nos.)</b>		
Opening Balance	6,942,723	6,942,550
Shares Issued / Calls in arrears received	77	173
Shares Brought Back	-	-
Closing Balance	6,942,800	6,942,723

	2024-25	2023-24
<b>26 EMPLOYEE BENEFITS : DISCLOSURE PURSUANT TO IND AS-19</b>		
<b>A. Defined Contribution Plans :</b>		
The Company has contributed under defined contribution plan recognised as expenses during the year. The contributions payable by the Company to these plans at the rate specified in the rules of the scheme.		
I) Employer's Contribution to Provident Fund	-	-
<b>B. Defined Benefit Plan :</b>		
The Company provides the Group Gratuity Scheme under defined benefit plans for qualifying employees. The gratuity is payable to all eligible employee on retirement, subject to completion of five years of the continuous employee, death or termination of employee that is based on last drawn salary and tenure of employment. Liabilities in gratuity plan are determined by actuarial valuation on the balance sheet date.		
<b>a) The principal assumptions used in actuarial valuation are as below:</b>		
Discount Rate	6.75%	7.10%
Rate of return on Plan Assets	-	-
Expected rate of increase in compensation level	7.00%	7.00%
<b>b) Changes in the present value of obligations</b>		
Opening Present Value of obligations	10.04	9.77
Interest Cost	0.68	0.69
Current Service Cost	1.19	1.26
Benefits Paid	(0.34)	-
Past Service Cost	-	-
Actuarial loss/(gain) on obligations	1.92	(1.68)
Change in financial assumptions	-	-
Closing Present Value of Obligations	13.49	10.04
<b>c) Changes in Fair Value of Plan Assets</b>		
Opening Fair Value of Plan Assets	-	-
Investment Income	-	-
Employer Contribution	-	-
Employee Contribution	-	-
Benefits Paid	-	-
Actuarial loss/(gain) on plan assets	-	-
Closing Fair Value of Plan Assets	-	-
<b>d) Liability recognised in the Balance Sheet</b>		
Present value of obligations as at the end of the year	13.49	10.04
Fair value of Plan Assets as the end of the year	-	-
Funded Status	-	-
Net (Assets)/Liability Recognised in the Balance Sheet	13.49	10.04
<b>e) Expenses Recognised in Profit &amp; Loss</b>		
Interest Cost	0.68	0.69
Current Service Cost	1.19	1.26
Expenses to be recognised in the Statement of Profit and Loss account	1.87	1.95
<b>f) Expenses recognised in Other Comprehensive Income</b>		
Actuarial (gain)/loss - obligation	1.92	(1.68)
Actuarial (gain)/loss - plan assets	-	-
Total Actuarial (gain)/loss	1.92	(1.68)

## 27 SEGMENT INFORMATION

### Operating Segments:

An operating segment is a component of an entity:

(a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity),

(b) whose operating results are regularly reviewed by the entity's chief operating decision maker (CODM) to make decisions about resources to be allocated to the segment and assess its performance, and

(c) for which discrete financial information is available.

The Company is undertaking activity of providing finance and is predominantly affected to some extent of the customers profile. The director of the Company has been identified as the Chief Operating Decision Maker (CODM). The CODM evaluates the segments based on their revenue growth, earnings before interest, tax and depreciation and return on capital employed.

The differences in its finance do not qualify as its reportable segment. The company reviews its financials only based on its lendings, recovery and interest earned. Thus, based on such the Company's assessment, the Company reports segment information under one segment, namely, finance activity which is its business segment and accordingly segment revenue is reported by the customer location as below:

### Information about geographical areas :

All the customers ( borrowers) of the company are located in India. Also all the non current assets of the company are located in India.

(Amount in Rs. In lakhs)

Information about major customers:	2024-25	2023-24
Segmentwise Aggregate information of Revenue from transactions with a single external customer amount to 10 per cent or more of an entity's revenues	76.56	51.66

## 28 RELATED PARTY TRANSACTIONS

### (i) Name of related parties and nature of relationship:

#### a. Key management personnel (KMP):

Velji L. Shah  
Kalpana Ghate  
Swagata Indulkar (Till 06/05/2024)  
Sonal Gandhi ( From 07/01/2025 till 15/05/2025 )  
Haresh V Shah

#### b. Others - Entities in which above (a) has significant influence :

Tokyo Plast International Limited

### (ii) Transactions with related parties:

#### a. Management Compensation :

(Amount in Rs. In lakhs)

Particulars	2024-25	2023-24
Short Term employee benefits	20.47	15.48
Post-employment Benefits	-	-
Other long term benefits	-	-
Termination benefits	-	-
Shares based payments benefits	-	-
	20.47	15.48

The above remuneration to Key management personnel compensation does not include contribution to gratuity fund, as this contribution is a lump sum amount for all relevant employees based on actuarial valuation.

**b. Other Transactions:**

(Amount in Rs. In lakhs)

Particulars	2024-25	2023-24
Loans and advances Given <i>Tokyo Plast International Limited</i>	<b>100.00</b> <b>100.00</b>	190.00 190.00
Loans and advances Received <i>Tokyo Plast International Limited</i>	<b>(56.00)</b> <b>(56.00)</b>	(14.23) (14.23)
Interest Received <i>Tokyo Plast International Limited</i>	<b>18.95</b> <b>18.95</b>	11.84 11.84
Reimbursement of Expenses <i>Tokyo Plast International Limited</i>	<b>1.20</b> <b>1.20</b>	1.20 1.20

Note : Other transactions with KMP for year 2024-25 is NIL (2023-24 : NIL)

**(iii) Balances outstanding at the year end of Related Parties :**

(Amount in Rs. In lakhs)

Particulars	2024-25	2023-24
Loans and advances Given <i>Tokyo Plast International Limited</i>	<b>247.48</b> <b>247.48</b>	186.43 186.43

Note : Balance Outstanding for transaction with KMP as at 31-Mar-25 is NIL (31-Mar-24 : NIL)

**29 FAIR VALUE MEASUREMENTS****(i) Financial Instruments by Category**

Particulars	As at 31-Mar-2025		
	FVPL	FVOCI	Amortised Cost
<b>Financial Assets:</b>			
Cash and cash equivalents	-	-	2.05
Bank Balance other than above	-	-	-
Loans	-	-	1,156.84
<b>Total Financial Assets</b>	-	-	1,158.89
<b>Financial Liabilities:</b>			
Payables			0.65
Other financial Liabilities	-	-	10.48
<b>Total Financial Liabilities</b>	-	-	11.13

Particulars	As at 31-Mar-2024		
	FVPL	FVOCI	Amortised Cost
<b>Financial Assets:</b>			
Cash and cash equivalents	-	-	148.97
Bank Balance other than above	-	-	-
Loans	-	-	988.95
<b>Total Financial Assets</b>	-	-	1,137.92
<b>Financial Liabilities:</b>			
Payables			0.03
Other financial Liabilities	-	-	8.82
<b>Total Financial Liabilities</b>	-	-	8.85

**(ii) Assets and Liabilities that are disclosed at FVTPL or Amortised Cost for which Fair values are disclosed are classified as Level 3.**

If one or more of the significant inputs is not based on observable market data, the respective assets and liabilities are considered under Level 3.

(iii) Fair value of financial assets and liabilities measured at amortised cost

Particulars	As at 31-Mar-2025		As at 31-Mar-2024	
	Carrying value	Fair Value	Carrying value	Fair Value
<b>Financial Assets:</b>				
Cash and cash equivalents	2.05	2.05	148.97	148.97
Bank Balance other than above	-	-	-	-
Loans	1,156.84	1,156.84	988.95	988.95
<b>Total Financial Assets</b>	<b>1,158.89</b>	<b>1,158.89</b>	<b>1,137.92</b>	<b>1,137.92</b>
<b>Financial Liabilities:</b>				
Payables	0.65	0.65	0.03	0.03
Other financial Liabilities	10.48	10.48	8.82	8.82
<b>Total Financial Liabilities</b>	<b>11.13</b>	<b>11.13</b>	<b>8.85</b>	<b>8.85</b>

30 DISCLOSURE PURSUANT TO IND AS 107 FINANCIAL INSTRUMENTS: DISCLOSURES:

(a) Expected credit loss - Loans:

	As at 31-Mar-2025			As at 31-Mar-2024		
	Gross Carrying Amount	Expected Credit Loss	Carrying amount net of impairment provision	Gross Carrying Amount	Expected Credit Loss	Carrying amount net of impairment provision
<b>Stage-1</b>	<b>1,159.74</b>	<b>2.90</b>	<b>1,156.83</b>	991.43	2.48	988.95
<b>Stage-2</b>	-	-	-	-	-	-
<b>Stage-3</b>	-	-	-	-	-	-

Stage- 1 : Financial assets for which credit risk has not increased significantly since initial recognition (Loss allowance measured at 12 month expected credit losses)

Stage- 2 : Financial assets for which credit risk has increased significantly and not credit-impaired (Loss allowance measured at lifetime expected credit losses)

Stage- 3 : Financial assets for which credit risk has increased significantly and credit-impaired (Loss allowance measured at lifetime expected credit losses)

(b) Reconciliation of loss allowance provision - Loans:

	Stage - 1	Stage - 2	Stage -3	Total
Loss allowance as on March 31, 2023	2.29	-	95.34	97.63
New Assets Originated	0.47	-	-	0.47
Amount Written Off	-	-	(95.34)	(95.34)
Transfer to Stage - 1	-	-	-	-
Transfer to Stage - 2	-	-	-	-
Transfer to Stage - 3	-	-	-	-
Impact on year end ECL of Exposure transferred between stages during the year	-	-	-	-
Increase / (Decrease) in provision on existing financial assets (Net of recovery)	(0.28)	-	-	(0.28)
Loss allowance as on March 31, 2024	2.48	-	-	2.48
New Assets Originated	0.37	-	-	0.37
Amount Written Off	-	-	-	-
Transfer to Stage - 1	-	-	-	-
Transfer to Stage - 2	-	-	-	-
Transfer to Stage - 3	-	-	-	-
Impact on year end ECL of Exposure transferred between stages during the year	-	-	-	-
Increase / (Decrease) in provision on existing financial assets (Net of recovery)	0.05	-	-	0.05
Loss allowance as on March 31, 2025	2.90	-	-	2.90

## 31 FINANCIAL RISK MANAGEMENT

### Financial risk factors

The Company activities exposes it to a variety of financial risk namely credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effect on its financial performance.

#### (a) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk primarily arises from Trade receivables and Loans, Cash and cash equivalents and Deposit with banks.

The Company exposure to the credit risk is limited as follows:

#### Loans

i) The Company's customers base consists of a large corporate customers and business enterprenures. Hence credit risk is not high.

ii) Customer's credit risk is managed by the company's established policies, procedures and control relating to customer's credit risk management. Before accepting any new customer, the Company has appropriate level of control procedures to assess the potential customer's credit quality. The credit-worthiness of its customers are reviewed based on their financial position, past experience and other factors. Outstanding loan receivables are regularly monitored. The credit risk related to the loan is mitigated by setting appropriate payment terms and credit period, and by setting and monitoring internal limits on exposure to individual customers.

iii) As required by IndAS 109 company recognises Expected Credit Loss Allowances

iv) The gross carrying amount of Loan is Rs. 1159.74 lakhs as at 31st March, 2025, Rs. 991.43 lakhs as at 31st March, 2024.

Reconciliation of Expected Credit Loss Allowances

(Amount in Rs. In lakhs)		
Particulars	2024-25	2023-24
Loss allowance at the beginning of the year	2.48	97.63
Add: Changes in loss allowances	0.42	(95.15)
Loss allowance at the end of the year	2.90	2.48

#### Financial Assets other than Loans

i) The Company places its cash and cash equivalents and deposits with banks with high investment grade ratings which limits the amount of credit exposure with bank and conducts ongoing evaluation of the credit worthiness of the bank with which it does business. Given the high credit ratings of these financial institutions, the Company does not expect these financial institutions to fail in meeting their obligations.

ii) In case of Investments, security deposits, advances and receivables given by the company provision is taken on a case to case basis depending on circumstances with respect to non recoverability of the amount.

iii) The gross carrying amount of Financial Assets other than Loans are Rs. 2.05 lakhs as at 31st March, 2025, Rs. 148.97 lakhs as at 31st March, 2024.

#### (c) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities. The Company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2025:

(Amount in Rs. In lakhs)				
Particulars	Carrying Amount	Up to 1 Year	Beyond 1 Year	Total
Trade and other payables	11.13	11.13	-	11.13
<b>Total (as at March 31, 2025)</b>	<b>11.13</b>	<b>11.13</b>	<b>-</b>	<b>11.13</b>
Trade and other payables	8.85	8.85	-	8.85
<b>Total (as at March 31, 2024)</b>	<b>8.85</b>	<b>8.85</b>	<b>-</b>	<b>8.85</b>

## 32 CAPITAL MANAGEMENT

The capital structure of the Company consists of net debt and total equity of the Company. The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Company's risk management committee reviews the capital structure of the Company considering the cost of capital and the risks associated with each class of capital.

### 33 DISCLOSURE PURSUANT TO IND AS 7 “STATEMENT OF CASH FLOWS”

#### CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES CAPITAL MANAGEMENT

(Amount in Rs. In lakhs)

Particulars	2024-25	2023-24
Borrowings (Other Than Debt Securities)		
Opening Balance	-	-
Cash Flows	-	-
Others	-	-
Closing Balance	-	-

### 34 ADDITIONAL DISCLOSURE AS PER RBI CIRCULARS

(Amount in Rs. In lakhs)

Particulars	As at 31-Mar-2025		As at 31-Mar-2024	
	Amount outstanding	Amount overdue	Amount outstanding	Amount overdue
<b>Liabilities side :</b>				
(1) Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:				
(a) Debentures:-				
Secured-	-	-	-	-
Unsecured	-	-	-	-
(Other than falling within the meaning of public deposits)				
(b) Deferred Credits	-	-	-	-
(c) Term Loans	-	-	-	-
(d) Inter-corporate loans and borrowing	-	-	-	-
(e) Commercial Paper	-	-	-	-
(f) Public Deposits*	-	-	-	-
(g) Other Loans	-	-	-	-
(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):				
(a) In the form of Unsecured debentures	-	-	-	-
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-	-	-
(c) Other public deposits	-	-	-	-
Please see Note 1 below				

(Amount in Rs. In lakhs)

Particulars	As at 31-Mar-2025 Amount outstanding	As at 31-Mar-2024 Amount outstanding
<b>Assets side : (net of provisions)</b>		
(3) Break-up of Loans and Advances including bills receivables (Other than those included in (4) below) :		
(a) Secured	-	-
(b) Unsecured	1,156.84	988.95
(4) Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
(i) Leased assets including lease rentals under Sundry debtors :		
(a) Financial lease	-	-
(b) Operating lease	-	-
(ii) Stock on hire including hire charges under sundry debtors:		
(a) Assets on hire	-	-
(b) Repossessed Assets	-	-
(iii) Other loans counting towards AFC activities		
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-
(5) Break-up of Investments :		
<i>Current Investments:</i>		
1. Quoted		
(i) Shares :		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others	-	-
2. Unquoted		
(i) Shares :		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others	-	-
<b>Long Term Investments :</b>		
1. Quoted		
(i) Shares :		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others	-	-
2. Unquoted		
(i) Shares :		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others	-	-

(Amount in Rs. In lakhs)

Particulars	As at 31-Mar-2025			As at 31-Mar-2024		
	Secured	Unsecured	Total	Secured	Unsecured	Total
(6) Borrower group-wise classification of assets financed as in (3) and (4) above : (Amount Net of Provisions)						
1. Related parties**						
(a) Subsidiaries	-	-	-	-	-	-
(b) Companies in the same group	-	-	-	-	-	-
(c) Other related parties	-	246.86	246.86	-	185.96	185.96
2. Other than related parties	-	909.98	909.98	-	802.99	802.99
Please see Note 2 below						

(Amount in Rs. In lakhs)

Particulars	As at 31-Mar-2025		As at 31-Mar-2024	
	Market Value/ Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):				
1. Related parties**				
(a) Subsidiaries		-	-	-
(b) Companies in the same group		-	-	-
(c) Other related parties		-	-	-
2. Other than related parties		-	-	-
** As per Accounting Standard of ICAI (Please see Note 3)				

(Amount in Rs. In lakhs)

Particulars	As at 31-Mar-2025 Amount outstanding	As at 31-Mar-2024 Amount outstanding
(8) Other information		
(i) Gross Non-Performing Assets		
(a) Related parties	-	-
(b) Other than related parties	-	-
(ii) Net Non-Performing Assets		
(a) Related parties	-	-
(b) Other than related parties	-	-
(iii) Assets acquired in satisfaction of debt	-	-

**Notes:**

- As defined in point xxv of paragraph 3 of Chapter -II of these Directions.
- Provisioning norms shall be applicable as prescribed in these Directions.
- All notified Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/ fair value/ NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term (amortised cost in the case of Ind AS) or current (fair value in the case of Ind AS) in (5) above

### 35 ADDITIONAL DISCLOSURE AS PER RBI CIRCULARS:

(Amount in Rs. In lakhs)

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
<b>Performing Assets</b>						
Standard	Stage 1	1,159.74	2.90	1,156.84	2.90	-
	Stage 2	-	-	-	-	-
Subtotal		1,159.74	2.90	1,156.84	2.90	-
<b>Non-Performing Assets (NPA)</b>						
Substandard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		-	-	-	-	-
<b>Loss</b>	Stage 3	-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
<b>Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms</b>	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
<b>Total</b>	Stage 1	1,159.74	2.90	1,156.84	2.90	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	<b>Total</b>	<b>1,159.74</b>	<b>2.90</b>	<b>1,156.84</b>	<b>2.90</b>	<b>-</b>

### 36 ADDITIONAL DISCLOSURES AS NOTIFIED BY MCA PURSUANT TO AMENDED SCHEDULE III :

The following additional information (other than what is already disclosed elsewhere) is disclosed in terms of amendments dated March 24, 2021 in Schedule III to the Companies Act 2013 with effect from 1st day of April, 2021:-

a. The company has no subsidiary prescribed under the Act and hence clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable to the company

b. There is no Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013

c. Disclosure in Relation to Undisclosed Income During the year, the Company has not surrendered or disclosed any income in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961). Accordingly, there are no transaction which are not recorded in the books of accounts.

d. The company was not having net worth of rupees five hundred crore or more, turnover of rupees one thousand crore or more, net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of section 135 of the Act not applicable to the company during the year.

#### e. Financial ratios :

(i) RBI requires NBFC's to maintains a minimum capital to risk weighted assets ratio (CRAR) consisting of Tier I and Tier II capital of 15% of the aggregate risk weighted assets. Since, the Company (NBFC) is a "NBFC-ND-NSI" hence it is not required to compute the financial ratios CRAR, Tier-I CRAR, Tier-II CRAR

(ii) Liquidity Coverage Ratio

(Amount in Rs. In lakhs)

Particulars	2024-25	2023-24
Total Outside Liabilities	29.76	22.13
Owned Funds	1,155.77	1,134.86
Leverage Ratio	0.03	0.02

f. The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall :

- (i) 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
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

g. The Company has not received any funds from any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (i) 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
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

h. There is no proceeding initiated or pending against the company during the year for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

i. The company is not declared wilful defaulter by any bank or financial Institution or any other lenders.

j. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

k. There are no creation or satisfaction of charges as at 31st March, 2025 pending with ROC beyond the statutory period.

l. The Company has no transactions with Struck Off Companies.

m. The Company has no borrowings Sanctioned in excess of Rs. 5 Crores from banks or financial institutions on the basis of security of current assets.

**37 AUDIT TRAIL NOTE:** The Company has used accounting software for maintaining Its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded In the software, except for the period upto 30th August, 2024 as the Company was in the process of evaluating options for implementing and migrating to accounting software with audit trail feature for maintaining its books of account to comply with the prescribed requirements. Further no instance of audit trail feature being tampered with was noted in respect of the accounting software.

**38 PREVIOUS YEAR FIGURES:**

Previous year figures have been regrouped/reclassified whenever necessary, to make them comparable with the current year figures.

As per our report of even date

**For and Behalf of Board**

For **UBG & Co.**  
Chartered Accountants  
Firm Registration No.141076W

**Velji L. Shah**  
(Chairman and M.D., DIN: 7239)

**Haresh V. Shah**  
(Director, DIN: 8339)

**Gaurav Parekh**  
Partner  
Membership No. 140694

**Kalpana Ghate**  
(C.F.O.)

**Sonal Gandhi**  
(CS)

**Place:** Mumbai  
**Date:** 29th April, 2025