



Date: 04th September, 2025

REF: MIFL/BSE/ANNUAL REPORT/2024-2025

To,
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001.

Kind Attn.: Corporate Relationship Department

Scrip Code: 537800

Script ID: MANGIND

Sub: Submission of Annual Report for Financial Year 2024-2025 of the Mangalam Industrial Finance Limited ("The Company")

Listing Regulation: Regulation 34 and all other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Dear Sir / Madam,

Pursuant to Regulation 34(1)(a) and all other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), as amended from time to time, we are submitting herewith the Annual Report of the Company for the Financial Year ended March 31, 2025 (2024-2025) comprising of inter-alia, 42nd Notice of Annual General Meeting (AGM) of the Company, Directors' Report along with its Annexures, Management Discussion & Analysis, Report on Corporate Governance and its Annexures, Independent Auditors' Reports on Standalone Financial Statements, Audited Financial Statements including Cash Flow Statements on Standalone basis and relevant notes attached thereto etc.

Further, the 42nd Annual General Meeting ('AGM') of the Shareholders of the Company is scheduled to be held on **Monday, 29th September, 2025 at 02.00 P.M. (IST)** through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM').

The Annual Report of the Company for FY 2024 - 2025 will be also available on the website of the Company at www.miflindia.com.

Kindly take on record the above information.

Thanking You.

Yours Faithfully
For Mangalam Industrial Finance Limited

Samoil Lokhandwala
Company Secretary and Compliance Officer

MANGALAM INDUSTRIAL FINANCE LIMITED
CIN No. : L65993WB1983PLC035815

Reg. Office : Old Nimta Road, Nandan Nagar, Belghoria, Kolkata West Bengal- 700083, India.

Corporate Office : Hall No.1, Mr Icon, Next To Milestone Vasna Bhayli, Road, Vadodra 391410. Gujarat, India

MO : +91 7203948909 | **Email:** compliance@miflindia.com | **Website :** www.miflindia.com

MANGALAM INDUSTRIAL FINANCE LIMITED

CIN: L65993WB1983PLC035815

42nd ANNUAL REPORT 2024-25

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CORPORATE INFORMATION

BOARD OF DIRECTORS

| Name of the Director | Designation |
|------------------------------------|--|
| Mr. Venkata Ramana Revuru | Executive Director, Chairman and Managing Director |
| Mr. Yatin Sanjay Gupte | Non-Executive Non-Independent Director |
| Mr. Vettukallel Avirachan Sojan | Non-Executive Non-Independent Director |
| Mrs. Mansi Jayendra Bhatt | Non-Executive Independent Woman Director |
| Mr. Paresh Prakashbhai Thakkar | Non-Executive Independent Director |
| Mr. Miteshkumar Ghanshyambhai Rana | Non-Executive Independent Director |

DIRECTOR RESIGNED

| Name of the Director | Designation |
|--|------------------------------------|
| Mr. Nikhil Bhagwanshanker Dwivedi (Resigned on 23 rd April, 2025) | Non-Executive Independent Director |

DETAILS OF KEY MANEGERIAL PERSONNEL

| Name of Key Managerial Personnel | Designation |
|--|--|
| Mr. Samoil Akilbhai Lokhandwala (Appointed on 01 st April, 2024) | Company Secretary and Compliance Officer |
| Mr. Akhtar Khatri (Resigned on 10 th April, 2024) | Chief Financial Officer (CFO) |
| Mr. Arun Pillai (Appointed on 24 th April, 2024) | Chief Financial Officer (CFO) |

| <u>REGISTERED OFFICE ADDRESS</u> | <u>CORPORATE OFFICE ADDRESS</u> |
|---|---|
| Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal – 700 083, India | Hall No-1, M R Icon, Next to Milestone, Vasna Bhayli Road, Vadodara, Gujarat – 391 410, India CIN: L65993WB1983PLC035815 Email: compliance@miflindia.com Website: www.miflindia.com |

| <u>STATUTORY AUDITORS</u> | <u>INTERNAL AUDITOR</u> | <u>SECRETARIAL AUDITOR</u> | <u>GST CONSULTANT</u> |
|---|--------------------------------|---|--|
| M/s. Mahesh Udhwani & Associates (Chartered Accountants) | M/s. Upadhyay & Company LLP | Mrs. Pooja Amit Gala (up to 21 st June, 2024) Mr. Kamal A Lalani (w.e.f. 21 st June, 2024) | Bhavesb Bhandari & Co. Consultants, Vadodara |

REGISTRAR AND SHARE TRANSFER AGENT

Purva Share Registry (India) Private Limited

Unit No. 9, Ground Floor,
Shiv Shakti Ind. Estt,
J. R. Boricha Marg,
Lower Parel East, Mumbai,
Maharashtra 400 011
Phone: 022- 3522 0056 / 4961 4132
Email id: support@purvashare.com
Website: www.purvashare.com

PRINCIPAL BANKERS

HDFC Bank Limited
Union Bank of India
ICICI Bank

LISTED ON

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal street,
Mumbai - 400 001, Maharashtra, India.

Scrip code: 537800

Scrip ID : MANGIND

ISIN No: INE717C01025

COMPOSITION OF COMMITTEES

1. AUDIT COMMITTEE

| DIN | NAME | DESIGNATION | POSITION IN COMMITTEE |
|------------|------------------------------------|--|------------------------------|
| 10177722 | Mrs. Mansi Jayendra Bhatt | Non-Executive - Woman Independent Director | Chairperson |
| 06770916 | Mr. Miteshkumar Ghanshyambhai Rana | Non-Executive Independent Director | Member |
| 08265981 | Mr. Paresh Prakashbhai Thakkar | Non-Executive Independent Director | Member |
| 07261150 | Mr. Yatin Sanjay Gupte | Non-Executive - Non Independent Director | Member |

2. NOMINATION AND REMUNERATION COMMITTEE

| DIN | NAME | DESIGNATION | POSITION IN COMMITTEE |
|------------|------------------------------------|--|------------------------------|
| 06770916 | Mr. Miteshkumar Ghanshyambhai Rana | Non-Executive Independent Director | Chairperson |
| 10177722 | Mrs. Mansi Jayendra Bhatt | Non-Executive - Woman Independent Director | Member |
| 08265981 | Mr. Paresh Prakashbhai Thakkar | Non-Executive Independent Director | Member |
| 07261150 | Mr. Yatin Sanjay Gupte | Non-Executive - Non Independent Director | Member |

3. STAKEHOLDERS RELATIONSHIP COMMITTEE

| DIN | NAME | DESIGNATION | POSITION IN COMMITTEE |
|----------|------------------------------------|--|-----------------------|
| 10177722 | Mrs. Mansi Jayendra Bhatt | Non-Executive - Woman Independent Director | Chairperson |
| 06770916 | Mr. Miteshkumar Ghanshyambhai Rana | Non-Executive Independent Director | Member |
| 07261150 | Mr. Yatin Sanjay Gupte | Non-Executive - Non Independent Director | Member |

4. RIGHTS ISSUE COMMITTEE

| DIN | NAME | DESIGNATION | POSITION IN COMMITTEE |
|----------|------------------------------------|--|-----------------------|
| 02809108 | Mr. Venkata Ramana Revuru | Chairman and Managing Director | Chairperson |
| 10177722 | Mrs. Mansi Jayendra Bhatt | Non-Executive - Woman Independent Director | Member |
| 06770916 | Mr. Miteshkumar Ghanshyambhai Rana | Non-Executive Independent Director | Member |
| 08265981 | Mr. Paresh Prakashbhai Thakkar | Non-Executive Independent Director | Member |
| 07261150 | Mr. Yatin Sanjay Gupte | Non-Executive - Non Independent Director | Member |



MANGALAM INDUSTRIAL FINANCE LIMITED

Corporate Identification Number (CIN): L65993WB1983PLC035815;

Registered Office: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal – 700 083, India

Corporate Office: Hall No-1, M R Icon, Next to Milestone Vasna Bhayli Road, Vadodara 391 410,
Gujarat, India

Tel: +91 7203948909 **Website:** www.miflindia.com | **Email ID:** compliance@miflindia.com.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 42nd (FORTY-SECOND) ANNUAL GENERAL MEETING (“AGM”) OF THE EQUITY SHAREHOLDERS OF MANGALAM INDUSTRIAL FINANCE LIMITED (“THE COMPANY”) WILL BE HELD ON MONDAY, 29TH SEPTEMBER, 2025 AT 14:00 P.M.(IST) THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO-VISUAL MEANS (‘OAVM’) FACILITY, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

ITEM NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025 TOGETHER WITH THE REPORTS OF BOARD OF DIRECTORS AND THE AUDITORS THEREON AND IN THIS REGARD, TO:

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

“RESOLVED THAT the Audited Standalone Financial Statements including Balance Sheet of the Company for the Financial Year ended 31st March, 2025, the Statement of Profit and loss, the Statement of Changes in Equity and cash flows for the year ended on that date together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

ITEM NO. 2: TO APPOINT MR. VENKATA RAMANA REVURU (DIN: 02809108), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AS A DIRECTOR OF THE COMPANY AND IN THIS REGARD:

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

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of The Companies Act, 2013; **Mr. Venkata Ramana Revuru (DIN: 02809108)**, who retires by rotation at this meeting, and being eligible, has offered himself for reappointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

ITEM NO. 3: APPOINTMENT OF MR. KAMAL A LALANI, A PROPRIETOR, PEER-REVIEWED PRACTICING COMPANY SECRETARY, AS SECRETARIAL AUDITORS OF THE COMPANY FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS AND FIX THEIR REMUNERATION:

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

“RESOLVED THAT pursuant to the provisions of Section 204 and all other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force); and as per the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, and subject to receipt of such other approvals, consents and permissions as may be required, the consent of the Shareholders of the Company, be and is hereby accorded for appointment of **Mr. Kamal A. Lalani, a proprietor and Peer Reviewed Practicing Company Secretary, (Membership No: A37774) (Peer Review Number: 6618/2025)** as the Secretarial Auditor of the Company for a term of **5 (Five)** consecutive Financial years commencing from **Financial Year 2025- 26 till financial year 2029-30**, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report(s) in accordance with the applicable laws and regulatory requirements at such remuneration as may be mutually agreed between the Board of Directors of the Company in consultation with Audit Committee and the Secretarial Auditors plus applicable Goods and Services Tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to alter the terms and conditions of appointment, including the remuneration of the Secretarial Auditor in such manner and to such extent as may be mutually agreed between the Board of Directors and the Secretarial Auditor, based on the recommendation of the Audit Committee and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the aforesaid resolution and for the matters connected therewith or incidental thereto.”

For Mangalam Industrial Finance Limited

SD/-

Venkata Ramana Revuru
Managing Director
DIN: 02809108

SD/-

Yatin Sanjay Gupte
Non-Executive Non- Independent Director
DIN: 07261150

CIN: L65993WB1983PLC035815

Registered Office: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal-700083, India,.

Corporate Office: Hall No-1, M R Icon, Next To Milestone Vasna Bhayli Road, Vadodara, Gujarat-391410, India,

Email: compliance@miflindia.com.

Place: Vadodara

Date: 30th August, 2025

NOTES:

- 1) The Explanatory Statement pursuant to Section 102(1) of The Companies Act, 2013 of the Companies Act, 2013 ("Act") together with the rules made thereunder relating to the Special business set out at **Item No. 3** of the notice is annexed thereto.
- 2) The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 09/2024 dated September 19, 2024, read with circulars issued earlier on the subject ('MCA Circulars') and SEBI vide its Circular No. SEBI/HO/CFD/ CFD-PoD2/P/CIR/2024/133 dated October 3, 2024, read with the circulars issued earlier on the subject ('SEBI Circulars'), has permitted the holding of the AGM through VC/OAVM without the physical presence of Shareholders at a common venue and relaxation in respect of sending physical copies of annual report to Shareholders till September 30, 2025. Accordingly, the **42nd AGM** of the Company is being held through VC/OAVM on **Monday, 29th September, 2025 at 14.00 P.M. (IST)**.
- 3) In terms of Section 152 of the Act, **Mr. Venkata Ramana Revuru (DIN: 02809108)**, retires by rotation at this AGM and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended his re-appointment. Requisite declarations have been received from Mr. Mr. Venkata Ramana Revuru in this regard. Mr. Venkata Ramana Revuru and his relatives are deemed to be interested in Item no. 2 of this Notice. None of the other Directors or Key Managerial / Management Personnel and / or their relatives are, in anyway, concerned or interested financially or otherwise, in Item no. 2 of this Notice.

In accordance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard – 2 on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India, the statement providing the requisite details in respect of re-appointment of Mr. Venkata Ramana Revuru as stated under Item No. 2 of the Notice is annexed as '**Annexure I**'.

- 4) In compliance with applicable provisions of the Act read with aforesaid applicable Circulars, the 42nd AGM of the Company being conducted through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
- 5) In accordance with the SS-2 read with Clarification/ Guidance on applicability of Secretarial Standards – 1 and 2 and amendments thereof dated April 1, 2024 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
- 6) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circulars in relation to e-Voting facility provided by entities, Company has engaged **National Securities Depository Limited ('NSDL')** for facilitating participation through VC/OAVM and providing facility of remote e-Voting and e-Voting facility at the AGM, as the authorized agency. The procedure for participating in the meeting through VC/OAVM is explained at **Note No. 29** below.
- 7) All the documents referred to in the Notice and explanatory statement will be available for electronic inspection without any fee by the Members **from Tuesday, 23rd September, 2025 up to the date of AGM, i.e. Monday, 29th September, 2025**. Members seeking to inspect such documents can send an e-mail to compliance@miflindia.com. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register

of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act will be available electronically for inspection by the Members during the AGM.

- 8) Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of The Companies Act, 2013. Shareholders can attend and participate in the AGM through VC/OAVM only.
- 9) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Monday, 22nd September, 2025 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.
- 10) **Pursuant to the circulars issued by MCA on conducting the AGM through VC/OAVM:**
 - a) Members can attend the meeting through log in credentials provided to them to connect to VC. Physical attendance of the Members at the Meeting venue has been dispensed with.
 - b) Appointment of proxy to attend and cast vote on behalf of the member is not available for this e-AGM and hence, the Route map, Proxy Form and Attendance Slip are not annexed to this Notice.
 - c) Body Corporates are entitled to appoint authorized representatives to attend the e-AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
- 11) The Shareholders can join the AGM through VC/ OAVM mode 15 minutes before commencement of the Meeting and at any time during the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Shareholders on first-come-first served basis. This will not include large shareholders (Shareholders holding 2% or more shareholding), Institutional Investors, Directors (including Chairpersons of the Audit/Stakeholders' Relationship Committees, Auditors, etc.), Key Managerial Personnel, who shall be allowed to attend the AGM without restriction of first come first served basis.
- 12) **Mr. Kamal A Lalani**, a Practicing Company Secretary (Membership No. 37774 and COP No. 25395), has been appointed as "Scrutinizer" at Meeting of Board of Directors held on **Saturday, 30th August, 2025** to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner and he has communicated her willingness to be appointed.
- 13) In pursuance of Section 112 and Section 113 of The Companies Act, 2013 ("the Act"), representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting. Institutional / Corporate Members intending to appoint an Authorized Representative to attend and vote on their behalf at the AGM are required to send a scanned copy (PDF/JPG format) of its Board or Governing body resolution/ authorization letter etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting at least 48 hours before the AGM. The said resolution/authorization shall be sent to the scrutinizer by e-mail through its registered e-mail address to cskamal2014@gmail.com. or upload on the VC portal / e-voting portal i.e. www.evoting.nsdl.com.
- 14) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **Monday, 22nd September, 2025 (cut-off date)**. Members shall have one vote for every one fully

paid share of the Company held by them as on the cut-off date. Members can vote for their entire voting rights as per their discretion.

- 15) Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Company/ list of Beneficial Owners as received from NSDL/Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") in respect of such joint holding will be entitled to vote.
- 16) Pursuant to the MCA Circulars, the Notice of the AGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company /Depositories and whose names appears in the Register of Members as on **Friday, 29th August, 2025**. Copy of the Notice of the AGM is also available for download on the website of the Company at <https://www.miflindia.com>, on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com and on the websites of the Stock Exchange, i.e. BSE at <https://www.bseindia.com>
- 17) Members who have not registered their email addresses with the Company/ RTA or their Depositories for receiving all communication (including Notice and Annual Report) from the Company electronically can get the same registered as follows:
 - i. Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register by visiting <https://purvashare.com/email-and-phone-updation/>
 - ii. Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depositories.
- 18) In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialization. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. 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; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the web link at <https://www.miflindia.com/investor-relations/info-for-shareholders/documents-for-shareholders>. It may be noted that any service request can be processed only after the folio is KYC compliant.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

| | |
|--|--|
| a. For shares held in electronic form : | To their Depository Participants (DPs) |
| b. For shares held in physical form : | To the Company/ Registrar and Transfer Agent of the Company in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. |

| | |
|--|--|
| | SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to registered by visiting https://www.purvashare.com/email-andphone-updation/ . |
|--|--|

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to aforesaid SEBI Circulars in Form ISR-1 and other Forms. These Forms are also available on the website of the Company at <https://www.miflindia.com/investor-relations/info-for-shareholders/documents-for-shareholders>.

Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR–1 and such other Forms, as may be applicable to them.

19) Members are requested to notify immediately:

- Any change in their residential address, Email ID, Contact Number, etc.
- Income-tax Permanent Account Number (PAN).

20) As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH - 13 with Registrar. In respect of shares held in Demat form, the nomination form may be filed with the respective DP. As per SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nominations with various forms are made available at the Company's website at <https://www.miflindia.com/investor-relations/info-for-shareholders/documents-for-shareholders>. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said form to their DP in case the shares are held in Demat Form and to the RTA in case the shares are held in physical form.

21) Members who would like to express their views/ ask questions during the AGM may register themselves as speaker by sending their request after cut-off date i.e **from Tuesday, 23rd September, 2025 up to Friday, 26th September, 2025**. Members who do not wish to speak during the AGM but have queries may send their queries, mentioning the name, securities Demat account number/ folio number, email id and , mobile number to compliance@miflindia.com send their queries after cut-off date i.e **from Tuesday, 23rd September, 2025 up to Friday, 26th September, 2025**. Only those Members who have registered themselves as speaker will be allowed to express their views/ ask questions during the AGM for a maximum time of two (02) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.

22) Members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.

- 23) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- 24) Members desirous of obtaining information/ details about the Financial Statements, are requested to write to the Company at least one week before the meeting, so that proper information can be made available at the time of meeting. The Members desirous of inspection of documents may write to the Company through E-mail and the same shall be sent to them electronically.
- 25) Members are requested to note that the Company's equity shares are under compulsory demat trading for all class of investors, as per the provisions of the SEBI Circular dated May 29, 2000. Members are therefore advised in their own interest to dematerialise their physical shareholding to avoid inconvenience and for better servicing by the Company.
- 26) Pursuant to Section 91 & other applicable provisions of the Companies Act, 2013 and in accordance with the Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Book of the Company shall remain closed from **Wednesday, 24th September, 2025 to Monday, 29th September, 2025 (both days inclusive)** for taking record of the Members of the Company for the purpose of ensuing 42nd Annual General Meeting.
- 27) Members may kindly note that in accordance with SEBI Master Circular for Online Resolution of Disputes in the Indian Securities Market bearing no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 31st July, 2023 (as amended from time to time), the Company has registered on the SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). SEBI has specified that a shareholder shall first take up his/ her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity or its RTA and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the SMART ODR Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Members may feel free to utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA). Members can access the SMART ODR Portal via the following link: <https://smartodr.in/login>. and the same can be accessed through Company's Website at <https://miflindia.com/contact>.
- 28) **Investor Grievance Redressal:-** The Company has designated an E-mail Id compliance@miflindia.com. in to enable investors to register their complaints, if any.
- 29) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**
- a) The remote e-voting period begins on **Friday, 26th September, 2025 at 09:00 A.M.** and ends on **Sunday, 28th September, 2025 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Monday, 22nd September, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, 22nd September, 2025**.

- b) 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.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for |

| | |
|--|--|
| | <p>IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <p>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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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.</p> |

| | |
|--|--|
| | <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

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

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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cskamal2014@gmail.com. with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Pritam Dutta, Senior Manager at pritamd@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@miflindia.com.

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@miflindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

1. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
2. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@miflindia.com. The same will be replied by the company suitably.

6. Registration as speaker shareholder:

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail ID mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at compliance@miflindia.com after cut-off date i.e **from Tuesday, 23rd September, 2025 up to Friday, 26th September, 2025**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANCE TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of The Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following explanatory statement sets out all material facts relating to the business mentioned under Item No 3 of the accompanying notice dated 30th August, 2025:

ITEM NO.3: APPOINTMENT OF MR. KAMAL A LALANI, A PROPRIETOR PRACTICING COMPANY SECRETARIES, PEER-REVIEWED PRACTICING COMPANY SECRETARY, AS SECRETARIAL AUDITORS OF THE COMPANY FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS AND FIX THEIR REMUNERATION:

Pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a listed entity is required to undertake Secretarial Audit by a peer reviewed Company Secretary or firms with majority of peer-reviewed partners, holding valid certificate of peer review issued by the Institute of Company Secretaries of India ('ICSI') and to appoint a Secretarial Audit firm for a period of five consecutive years, subject to approval of the Shareholders at the Annual General Meeting.

The Board of Directors at their meeting held on **March 10, 2025**, based on the recommendation of the Audit Committee have approved, appointment of **Mr. Kamal A. Lalani, Peer Reviewed Practicing Company Secretary**", [Membership No: **A37774**, COP No: **25395**, Peer Review No: **6618/2025**] as the Secretarial Auditors for a period of **5 (five)** consecutive years, commencing from **April 01, 2025 to March 31, 2030**, subject to approval of Members of the Company.

Mr. Kamal A. Lalani is a Peer-Reviewed Practicing Company Secretary based in Vadodara and the Proprietor of a professional firm specializing in corporate legal and regulatory advisory. He is an Associate Member of the Institute of Company Secretaries of India (ICSI), holding Membership No. A37774.

With a professional experience, Mr. Lalani possesses comprehensive expertise in advising corporate entities on a wide range of matters under the Companies Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, and the Foreign Exchange Management Act (FEMA). He is frequently invited to speak at various professional forums, seminars, and workshops, where he shares his insights on corporate laws and regulatory practices.

Mr. Lalani's peer-reviewed firm provides a broad spectrum of professional services, including but not limited to:

- Advisory on Corporate Laws, SEBI Regulations, FEMA, and Stock Exchange Compliance
- Secretarial Audits and Due Diligence for listed and unlisted companies
- Certification work under various statutory regulations
- Acting as Scrutinizer for shareholders' meetings
- Incorporation of Companies and LLPs, and ongoing regulatory compliance
- Advisory related to Initial Public Offerings (IPOs) and related compliance requirements

He holds a Bachelor's degree in Commerce (Honours) and is a qualified Company Secretary. Mr. Lalani continues to contribute actively to the field of corporate governance through his professional practice, advisory roles, and thought leadership across various industry platforms.

Mr. Kamal A. Lalani has confirmed that he is not disqualified and is eligible to be appointed as the Secretarial Auditor in accordance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The

scope of services to be provided by Mr. Lalani as Secretarial Auditor falls within the ambit of the aforesaid provisions and regulation, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

Terms & Conditions of appointment:

The terms and conditions of the appointment of Mr. Kamal A. Lalani include a term of 5 (Five) consecutive years commencing from April 01, 2025 to March 31, 2030 at a remuneration of Rs. ₹2,30,000/- (Rupees Two lacs Thirty Thousand only) plus applicable taxes, reimbursement of travelling and other out-of-pocket expenses for the financial year 2025-26 and as may be mutually agreed between the Board of Directors and the Secretarial Auditor for subsequent years.

In addition to the secretarial audit, Kamal A. Lalani shall provide other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditor. There is no material change proposed in the remuneration for the upcoming audit period compared to the current audit period.

The payment for permitted services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Board.

Accordingly, the Board recommends the Ordinary Resolution to the Shareholders in relation to appointment of Mr. Kamal A. Lalani, Practicing Company Secretary, as Secretarial Auditors of the Company for their approval, as set out at Item No. 3 of this Notice.

None of the Directors or Key Managerial / Management Personnel and their relatives are, in anyway, concerned or interested financially or otherwise, in the said resolution.

For Mangalam Industrial Finance Limited

SD/-

Venkata Ramana Revuru
Managing Director
DIN: 02809108

SD/-

Yatin Sanjay Gupte
Non-Executive Non- Independent Director
DIN: 07261150

CIN: L65993WB1983PLC035815

Registered Office: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal-700083, India,.

Corporate Office: Hall No-1, M R Icon, Next To Milestone Vasna Bhayli Road, Vadodara, Gujarat-391410, India,

Email: compliance@miflindia.com.

Place: Vadodara

Date: 30th August, 2025

‘Annexure-I’ to the Notice

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards-2 issued by Institute of Company Secretaries of India (“ICSI”)

| Particulars | Details |
|---|--|
| Name of Director | Mr. Venkata Ramana Revuru |
| Fathers' Name | Late Penchalaiah Revuru |
| DIN | 02809108 |
| Date of Birth/ Age | 01 st July 1975 & Age : 50 |
| Nationality | Indian |
| Qualification, Functional Expertise and Experience | <p>He is a Master of Business Administration from Sri Krishnadevaraya University, Andhra Pradesh and Post Graduate Diploma in Information Technology (PGDIT) from Manipal Academy of Higher Education, Karnataka.</p> <p>Mr. Venkata Ramana Revuru, possess more than 2 decades of experience in the field of sales, business development, product training, client servicing, marketing, portfolio management, market research, general administration and strategic planning and financial product.</p> <p>He is recognized as a proactive individual who can rapidly identify business problems, formulate tactical plans, initiate change and implement effective business strategies in challenging environments to enhance revenue generation, market share expansion and profitability.</p> |
| Years of Experience | More than Two Decades |
| Date of First Appointment on the Board of the Company | 03 rd June, 2021 |
| Shareholding in the company as on date of this report (including shareholding as a beneficial Owner) | 13,46,30,090 no. of equity shares |
| Terms and conditions of reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable | Re-appointment pursuant to Section 152 of the Companies Act, 2013. Please refer Corporate Governance Report section for remuneration. |
| Name of public limited Companies, where he is Director including this listed entity | I Secure Credit & Capital Services Limited |

| | |
|--|--|
| Directorship in other companies (excluding this Company, foreign companies and Section 8 companies) | <ul style="list-style-type: none"> • I Secure Credit & Capital Services Limited • Garudavega Earth & Artha Lyseis Private Limited • Garudayaan Logistics Private Limited • Garudavega Business Solutions Private Limited • Garuda Mart India Private Limited • Ashrama Vidyarthi Akshaya Seva Sadan Foundation |
| Number of Meetings of the Board attended during the year | During the FY 2024-25: Mr. Venkata Ramana Revuru was entitled to attend 08 Board Meetings out of which he has attended 07 Board Meetings |
| Relationship with other directorship and KMP | Mr. Venkata Ramana Revuru, Mr. Yatin Sanjay Gupte and Mr. Sojan Avirachan are Business Partners. |
| Memberships / Chairmanships of committee including this listed entity | 1. I- Secure Credit and Capital Services Limited ❖ Stakeholder Relationship Committee – Chairman |
| Listed entities from which he has resigned in the past three years | NIL |

DIRECTORS' REPORT

To

The Shareholders,

MANGALAM INDUSTRIAL FINANCE LIMITED

Your Board of Directors ("the Board") have pleasure in presenting the **42nd Annual Report** of *Mangalam Industrial Finance Limited* ("the Company" or "MIFL"), along with the **Audited Standalone Financial Statements** for the financial year ended **31st March, 2025**. The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 ("the Act"), read with the relevant rules issued thereunder.

1. COMPANY OVERVIEW:

Mangalam Industrial Finance Limited ("the Company"), incorporated in 1983 as a Public Limited Company, is registered with the Reserve Bank of India (RBI) as a Non-Deposit Taking Non-Banking Financial Company (NBFC) under Registration No. B.05.02961.

The Registered Office of the Company is situated at Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal – 700 083, India, while the Corporate Office is located at Hall No. 1, M R Icon, Next to Milestone, Vasna Bhayli Road, Vadodara, Gujarat – 391 410, India.

2. FINANCIAL HIGHLIGHTS:

The financial performance of your Company for the FY ended March 31, 2025, is summarized below:

(Amount ₹ in Lakhs)

| Particulars | Standalone | |
|---|-------------------------|--------------------------|
| | Current Year 2024-25 | Previous Year 2023-24 |
| Interest & Other Income | 355.96 | 261.45 |
| Profit Before Depreciation & Taxation & Exceptional Items | 206.08 | 29.04 |
| Exceptional Items | 0.00 | 0.00 |
| Profit Before Depreciation & Taxation | 206.08 | 29.04 |
| Less: Depreciation | 4.54 | 3.40 |
| Less: Current Tax | 55.27 | 6.66 |
| Less: Earlier Years Tax | 23.15 | 0.00 |
| Less: Deferred Tax | (0.07) | 0.21 |
| Profit / (Loss) After Taxation | 123.19 | 18.77 |
| Add: Balance Brought Forward from Previous Year | (729.70) | (735.46) |
| Less: Transferred to Statutory Reserve | 24.77 | 3.75 |

| | | |
|---|----------|----------|
| Less: Fair Valuation of Equity Instrument | 0.00 | 0.00 |
| Add: Other Adjustment | (109.28) | (9.26) |
| Less: Interim Dividend | 34.37 | 0.00 |
| Add: Contingent Provision For Standard Assets | 0.00 | 0.00 |
| Balance Carried to Balance Sheet | (774.94) | (729.70) |

The Financial Statements of the Company for the year under review have been prepared in compliance with the Indian Accounting Standards (Ind AS), as notified under the Companies (Indian Accounting Standards) Rules, 2015, read with Section 133 and other applicable provisions of the Companies Act, 2013, together with guidelines issued by the regulatory authorities, to the extent applicable.

3. **OPERATIONS/STATE OF COMPANY'S AFFAIRS:**

The Profit before tax during the year is ₹ 201.54 Lakhs against loss before tax ₹ 25.64 Lakhs in previous year. The Profit after tax is ₹ 123.19 Lakhs against loss of ₹ 18.77 Lakhs in previous year. In assessing the recoverability of loans, receivables and investments, the Company has considered internal and external sources of information, economic forecast and industry reports upto the date of approval of these financial results. Your Directors are identifying prospective areas and will make appropriate investments that will maximize the revenue of the Company in the current Financial Year.

❖ **BRIEF DESCRIPTION OF THE STATE OF COMPANY'S AFFAIRS**

The Company is registered as a **Non-Banking Finance Company (NBFC)** with the Reserve Bank of India and is primarily engaged in the business of financing and investment activities. Its operations are focused on providing financial assistance and exploring prudent investment opportunities, in line with applicable regulatory guidelines.

4. **TRANSFER TO RESERVES:**

The Company during the year under review, in accordance with Section 45-IC (1) of The Reserve Bank of India Act, 1934 has transferred an amount of ₹ 24.77 Lakhs to Statutory Reserve. As on 31st March, 2025, the balance in the Statutory Reserve is ₹ 61.57 Lakhs.

5. **CHANGES IN THE NATURE OF BUSINESS:**

During the year under review, the nature of business of the Company remained unchanged.

6. **DIVIDEND:**

The company has not declared a Final Dividend for the financial year 2024-25 in order to strengthen its financial position and increase its reserves.

❖ INTERIM DIVIDEND

During the Financial Year 2024-25, the Board of Directors of your Company, at its meeting held on **Friday, January 17, 2025**, approved and declared the First Interim Dividend at the rate of ₹0.01 per equity share (i.e., 1.00% of the paid-up value) on equity shares of face value ₹1 each.

Further Promoter(s) have voluntarily waived their right to receive this First Interim Dividend. This decision has been duly noted by the Company upon receiving the letter(s) on **18th January, 2025**. The total dividend pay-out an account of interim dividend was **Rs. 33,82,172.48 (Net Dividend) (Rupees Thirty Three lacs Eighty Two Thousand One hundred and Seventy Two Forty Eight Paise Only)**.

In accordance with the provisions of Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Record Date was fixed as **Tuesday, January 28, 2025**, for the purpose of determining the eligibility of shareholders to receive the said Interim Dividend.

The Interim Dividend was disbursed to the eligible shareholders within the statutory timelines prescribed under Section 123 and Section 127 of the Companies Act, 2013, read with the relevant Rules made thereunder, and in compliance with the applicable provisions of the SEBI Listing Regulations.

The payment was executed through electronic clearing services (ECS/NEFT/RTGS) for shareholders who had registered their bank mandates with the Depositories/Registrar and Transfer Agent, while physical dividend warrants were dispatched to other eligible shareholders at their registered addresses.

The declaration and timely payment of this Interim Dividend reflect the Board's consistent commitment towards enhancing shareholder value, rewarding shareholders for their trust and support, and maintaining compliance with all applicable regulatory and statutory requirements.

❖ DIVIDEND DISTRIBUTION POLICY

Since Company, not falling within the top 1000 listed entities by market capitalization, is not mandatorily required to formulate a Dividend Distribution Policy under Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The declaration and payment of the interim dividend have been made in accordance with the provisions of the Companies Act, 2013, specifically Section 123 and the rules framed thereunder, as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

7. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to the provisions of Section 124 and 125 of the Act and Investor Education and Protection fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) and other relevant provisions of the Act, dividends of a company that remain unpaid or unclaimed for a period of seven consecutive years from the date of such transfer to the Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund ("IEPF") set up by the Government of India. The unclaimed dividend for the financial year 2024-25 and all subsequent years must be claimed as early as possible failing which, it would be transferred to IEPF as per the (tentative) dates mentioned herein below:

| Dividend Year | Type | Dividend Per Share (In. `) | Dividend Declared | Date of Opening of Unpaid/ Unclaimed Dividend | Due date for Transfer to IEPF | Last date for Transfer of unclaimed Dividend to IEPF |
|---------------|------------------|---|-------------------|---|-------------------------------|--|
| 2024-25 | Interim Dividend | ₹0.01 per equity share (i.e., 1.00% of the paid-up value) | 1.00% | 15-02-2025 | 14-02-2032 | 13-01-2032 |

The statement of Unclaimed Dividend is available on Company's website at https://www.miflindia.com/investor-relations/dividend_dividend_details_pattern.

8. RIGHTS ISSUE:

- ❖ During the year under review, the Board of Directors of your Company, at its meeting held on **21st June, 2024**, approved the proposal to raise funds aggregating up to **₹49,00,00,000/- (Rupees Forty-Nine Crores only)** by way of a Rights Issue of equity shares to the eligible equity shareholders of the Company. The fund-raising initiative has been undertaken in compliance with the provisions of the Companies Act, 2013, the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, as amended from time to time.
- ❖ Subsequently, the Rights Issue Committee of the Company, at its meeting held on **20th December, 2024**, considered and approved the Draft Letter of Offer in relation to the proposed Rights Issue. The Draft Letter of Offer was duly filed with BSE Limited seeking their in-principle approval for the proposed issue and listing of equity shares arising therefrom.
- ❖ BSE Limited issued In-principle approval vide Ref: LOD/RIGHT/AM/FIP/69/2025-26 dated 16th April, 2025 for the proposed rights issue for an amount not exceeding ₹ 49.00 Crores.
- ❖ As on the date of this Report, the Company is in the process of finalizing the Letter of Offer for filing with BSE Limited and completing other related compliances as required under applicable regulatory provisions. The proceeds of the proposed Rights Issue, once completed, are intended to strengthen the capital base of the Company, augment its business operations, and enhance long-term shareholder value.

9. SHARE CAPITAL:

There were no changes in Authorized, Issued, Subscribed and Paid up Share Capital during the Financial Year 2024-25.

As on 31st March, 2025, the Authorized, Issued, Subscribed and Paid-up Share Capital of the company stood at:

(Amount in Rs.)

| Capital details | |
|--------------------------|--------------|
| Authorized share capital | 96,16,43,500 |
| Issued Share Capital | 96,16,43,500 |
| Subscribed Share Capital | 96,16,43,500 |
| Paid- up Share Capital | 96,16,43,500 |

Subsequent to the close of the financial year 2024–25, the Board of Directors of the Company, at its meeting held on 16th June, 2025, approved an increase in the Authorized Share Capital of the Company from ₹126,17,00,000/- (Rupees One Hundred Twenty-Six Crore Seventeen Lakhs only) divided into 126,17,00,000 equity shares of Re. 1/- each, to ₹150,00,00,000/- (Rupees One Hundred Fifty Crore only) divided into 150,00,00,000 equity shares of Re. 1/- each, by creation of additional 23,83,00,000 (Twenty-Three Crore Eighty-Three Lakhs) equity shares of Re. 1/- each. The said resolution was passed by Members of Company pursuant to Postal Ballot dated 18th July, 2025.

This increase in Authorized Share Capital has been undertaken to facilitate the proposed fund-raising activities of the Company and to provide adequate flexibility for future capital requirements, thereby supporting business expansion and long-term growth objectives.

❖ **UTILISATION OF PROCEEDS**

During the Financial Year ended 31st March, 2025, the Company has not raised any funds. Accordingly, in compliance with Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has submitted a *NIL Statement of Deviation/Variation*, confirming that there were no deviations or variations in the utilization of funds, as no funds were raised.

Further, the Company has obtained in-principle approval from BSE for a proposed Rights Issue. However, the Draft Letter of Offer has not yet been filed and the process is currently underway. Therefore, as on 31st March, 2025, no funds have been raised by the Company, and accordingly, a *NIL Statement of Deviation/Variation* has been filed.

❖ **BUYBACK OF SECURITIES**

During the year under review, the Company has not undertaken any buy-back of its securities. Accordingly, the disclosure under Section 68 of the Companies Act, 2013 and the rules made thereunder is not applicable.

❖ **SWEAT EQUITY**

During the year under review, the Company has not issued any Sweat Equity Shares. Accordingly, the disclosure requirements under Section 54 of the Companies Act, 2013 and the rules framed thereunder are not applicable.

❖ **BONUS SHARES**

During the year under review, the Company has not issued any Bonus Shares. Accordingly, the provisions relating to issuance of bonus shares under the Companies Act, 2013 and applicable regulations do not apply.

❖ EMPLOYEES STOCK OPTION PLAN

During the year under review, the Company has not granted or implemented any Stock Option Scheme to its employees, including Directors. Accordingly, the disclosures pertaining to ESOPs under the Companies Act, 2013 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are not applicable.

10. LISTING OF EQUITY SHARES:

The equity shares of the Company continue to remain listed on **BSE Limited (Scrip Code: 537800)**.

The Company has duly complied with all the listing requirements and has paid the annual listing fees for the financial year 2024–25 to BSE Limited within the prescribed timeline.

Also Annual listing fees for the FY 2025-26 has been paid by the Company to BSE Limited.

11. CREDIT RATING

During the financial year ended 31st March, 2025, the Company has not issued any debt securities nor has it accepted or renewed any fixed deposit schemes from the public.

Accordingly, there was no requirement to obtain a credit rating during the year under review.

12. MANAGEMENT- DIRECTORS AND KEY MANAGERIAL PERSONNEL:

As on 31st March, 2025, the Board of Directors of the Company comprised **Seven (07)** Directors, consisting of **One (01)** Executive Director, actively engaged in the day-to-day management of the Company, **Four (04)** Non-Executive Independent Directors, and **Two (02)** Non-Executive Non-Independent Directors.

The composition of the Board is in conformity with the requirements prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

Further, in compliance with the provisions of SEBI LODR, the Board has identified and mapped the skills, expertise, and core competencies of its Directors that are considered essential for effective functioning and long-term value creation in the context of the Company's business operations.

A detailed disclosure on the Board structure, committee composition, tenure of directors, and the matrix of skills and competencies forms part of the Corporate Governance Report, which is annexed to this Annual Report.

❖ COMPOSITION OF BOARD OF DIRECTORS TILL DATE OF THE REPORT:

During the year under review, there is change in the composition of the Board as stated below:

| Sr. No. | Name of Directors | DIN | Category | Date of Appointment | Date of Regularization in AGM/EOGM/ Postal Ballot | Date of cessation |
|---------|------------------------------------|----------|--|---|---|-------------------|
| 1. | Mr. Venkata Ramana Revuru | 02809108 | Managing Director, Chairman, Executive Director (Promoter) | Original: 10-08-2021 Reappointed: 10-07-2024 | Original: 27-09- 2021 Reappointed 02-05-2024 | - |
| 2. | Mr. Yatin Sanjay Gupte | 07261150 | Non-Executive - Non Independent Director | 03-06-2021 | 27-09- 2021 | - |
| 3. | Mr. Vettukallel Avirachan Sojan | 07593791 | Non-Executive - Non Independent Director | 03-06-2021 | 27-09- 2021 | - |
| 4. | Mrs. Mansi Jayendra Bhatt | 10177722 | Non-Executive - Woman Independent Director | 25-05-2023 | 13-07-2023 | - |
| 5. | Mr. Paresh Prakashbhai Thakkar | 08265981 | Non-Executive Independent Director | 01-03-2024 | 02-05-2024 | - |
| 6. | Mr. Miteshkumar Ghanshyambhai Rana | 06770916 | Non-Executive Independent Director | 01-03-2024 | 02-05-2024 | - |
| 7. | Mr. Nikhil Bhagwanshanker Dwivedi | 08865234 | Non-Executive - Independent Director | 03-06-2021 | 27-09- 2021 | 23-04-2025 |

❖ **KEY MANAGERIAL PERSONNEL (KMP) TILL DATE OF THE REPORT**

In terms of Section 2(51) and 203 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended from time to time), the following are the details of the Key Managerial Personnel ("KMP") of the Company and the changes, if any, during the financial year under review:

| Sr. No. | Name of Key Managerial Personnel's | Designation | Date of Appointment | Date of cessation |
|---------|------------------------------------|--|---|-------------------|
| 1. | Mr. Venkata Ramana Revuru | Managing Director | Original: 10-08-2021 Reappointed: 10-07-2024 | - |
| 2. | Mr. Samoil Lokhandwala | Company Secretary and Compliance Officer | 01-04-2024 | - |

| | | | | |
|----|-------------------|-------------------------|------------|------------|
| 3. | Mr. Arun Pillai | Chief Financial Officer | 24-04-2024 | - |
| 4. | Mr. Akhtar Khatri | Chief Financial Officer | 29-06-2023 | 10-04-2024 |

There was no other change in the composition of the Board of Directors and Key Managerial Personnel during the FY 2024-25, except as stated above.

13. MEETINGS OF THE BOARD OF DIRECTORS

During the financial year under review, **08 (Eight)** meetings of the Board of Directors were duly convened and held. The time gap between two consecutive meetings were within the limit prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board Meetings during the financial year 2024–25 were held on the following dates:

| Date of Board Meetings | |
|----------------------------------|-----------------------------------|
| 1. 24 th April, 2024 | 5. 31 st August, 2024 |
| 2. 29 th May, 2024 | 6. 29 th October, 2024 |
| 3. 21 st June, 2024 | 7. 17 th January, 2025 |
| 4. 12 th August, 2024 | 8. 10 th March, 2025 |

❖ DETAILS OF THE ATTENDANCE OF THE DIRECTORS AT THE BOARD MEETINGS HELD DURING THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025 ARE AS FOLLOWS:

| Name of the Directors | Number of Board Meetings held during FY 2024-25 | Attended |
|---------------------------------|---|----------|
| Mr. Venkata Ramana Revuru | 08 | 07 |
| Mr. Yatin Sanjay Gupte | 08 | 05 |
| Mr. Sojan Vettukallel Avirachan | 08 | 08 |
| Mrs. Mansi Jayendra Bhatt | 08 | 08 |
| Mr. Paresh Prakashbhai Thakkar | 08 | 07 |

| | | |
|------------------------------------|----|----|
| Mr. Miteshkumar Ghanshyambhai Rana | 08 | 08 |
| Mr. Nikhil Bhagwanshanker Dwivedi | 08 | 06 |

14. **RETIRE BY ROTATION:**

In terms of the provisions of Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company, at least two-thirds of the total number of Directors (excluding Independent Directors) shall be liable to retire by rotation at every Annual General Meeting ("AGM"), and one-third of such Directors are required to retire from office at each AGM, but are eligible for re-appointment.

In accordance with the said provisions, **Mr. Venkata Ramana Revuru (DIN: 02809108)**, Executive Director of the Company, is liable to retire by rotation at the ensuing 42nd AGM. Being eligible, he has offered himself for re-appointment.

The details of the proposed re-appointment, together with a brief profile of **Mr. Venkata Ramana Revuru (DIN: 02809108)**, are provided in the Explanatory Statement pursuant to Section 102 of the Act, as well as in the disclosure under Regulation 36(3) of the SEBI (LODR) Regulations, 2015, which form part of the Notice convening the AGM.

Your Board recommends the re-appointment of Mr. Venkata Ramana Revuru as a Director of the Company, liable to retire by rotation.

15. **BOARD GOVERNANCE:**

The Company has established a well-defined framework of Board Governance Guidelines to ensure transparency, accountability, and effective oversight. These guidelines cover aspects such as Board composition and diversity, clear definition of independence, tenure and retirement of Directors, and the roles of the Chairman and Board Members.

The framework also governs the constitution and functioning of Committees, nomination and appointment processes, induction and training of Directors, and principles of fair remuneration. Further, the Company has adopted a Code of Conduct for all Directors and Senior Management, and conducts regular Board and Committee evaluations to assess performance and effectiveness.

Through this governance structure, the Board provides strategic direction while safeguarding the interests of shareholders and stakeholders, ensuring compliance with the Companies Act, 2013, SEBI (LODR) Regulations, and evolving best practices in corporate governance.

16. **BOARD DIVERSITY:**

The Company recognizes that a diverse Board of Directors is vital to effective decision-making, balanced governance, and long-term value creation for stakeholders. In line with this, the Board has adopted Board Diversity Guidelines, which emphasize the importance of bringing together individuals with varied perspectives, expertise, and backgrounds.

These guidelines take into account multiple parameters including skills, experience, knowledge base, industry expertise, age, gender, cultural and geographical background, and professional outlook. The objective is to create a balanced mix

of competencies that can collectively enhance the Board's effectiveness in guiding the Company's strategy and performance.

Further, the Company ensures compliance with all applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The Board firmly believes that diversity fosters innovation, encourages independent thinking, and enables the Company to better understand and respond to the expectations of its diverse set of stakeholders.

The Company remains committed to reviewing its diversity practices on a regular basis to ensure that the Board continues to reflect an optimal combination of attributes required for the Company's sustained growth and governance excellence.

17. DIRECTORS RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 134 OF THE COMPANIES ACT, 2013:

The company's directors provide the following statements, which they believe to be true and accurate based on the information they have available. These statements comply with the requirements of Section 134 of the Companies Act, 2013.

The company's board of directors confirms that it has complied with the requirements of Section 134(3)(c) of the Companies Act, 2013, regarding the directors' responsibility statement with regards to following:

- i. In the preparation of the annual accounts for the Financial Year ended 31st March, 2025 the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. That Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year ended 31st March, 2025;
- iii. The Directors have taken sufficient and proper care for the maintenance of adequate accounting records in accordance with the provisions of Act for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities;
- iv. The Directors have prepared the annual accounts for the Financial Year ended 31st March, 2025 on a going concern basis;
- v. That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;
- vi. That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

18. DECLARATION BY INDEPENDENT DIRECTORS AS ON MARCH 31, 2025:

In terms of the provisions of Section 149(6) of the Companies Act, 2013, read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has received necessary declarations from all its Independent Directors confirming that they meet the criteria of independence prescribed under the aforesaid provisions. These declarations were submitted in compliance with Section 149(7) of the Companies Act, 2013.

Further, as per the requirements of Section 150 of the Companies Act, 2013 and the rules framed thereunder, the Independent Directors of the Company have duly registered themselves with the databank maintained by the Indian

Institute of Corporate Affairs (IICA), Manesar. Those Independent Directors who were required to undertake the online proficiency self-assessment test have successfully completed and cleared the said test within the prescribed time period.

The Board of Directors, after a detailed assessment of the declarations submitted and on examination of disclosures regarding relationships and other relevant criteria, has confirmed that the following Non-Executive Directors of the Company qualify as Independent Directors:

| Name of the Directors | Category |
|--|--|
| Mrs. Mansi Jayendra Bhatt | Non-Executive Woman Independent Director |
| Mr. Paresh Prakashbhai Thakkar | Non-Executive Independent Director |
| Mr. Miteshkumar Ghanshyambhai Rana | Non-Executive Independent Director |
| Mr. Nikhil Bhagwanshanker Dwivedi (Resigned on 23 rd April, 2025) | Non-Executive Independent Director |

The Board of Directors is of the opinion that all Directors including the Independent Directors of the Company possess requisite proficiency, expertise and experience. The Board is of the opinion that the Independent Directors of the Company are professionally qualified and well experienced in their respective domains and meet the criteria regarding integrity, expertise, experience and proficiency. Their qualifications, specialized domain knowledge, strategic thinking & decision making and vast experience in varied fields has immensely contributed in strengthening the Company's processes to align the same with good industry practices.

❖ **SEPARATE MEETINGS OF INDEPENDENT DIRECTORS:**

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013, Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the SEBI (LODR) (Third Amendment) Regulations, 2024, vide Notification No. SEBI/LAD-NRO/GN/2024/218 dated 12th December, 2024, read with Schedule II, Part E (Discretionary Requirements), separate meetings of the Independent Directors of the Company were held on **08th February, 2025 and 27th March, 2025**.

At these meetings, the Independent Directors, inter alia, deliberated on the following matters:

- Evaluation of the performance of Non-Independent Directors and of the Board as a collective body;
- Assessment of the performance of the Chairman, taking into account the views of both Executive and Non-Executive Directors;
- Review of the quality, adequacy, timeliness, and content of information flow between the Management and the Board to ensure effective discharge of the Board's functions.

The Independent Directors also carried out the evaluation of the Chairman & Managing Director as well as the Non-Executive Directors. The outcome of the evaluation reflected overall satisfaction with the performance, governance practices, and the effectiveness of the Board and its leadership.

The Board of Directors further affirms that all Independent Directors of the Company meet the criteria of independence prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, and continue to function independently of the Management. It is further confirmed that all Independent Directors attended the aforesaid meetings.

19. CODE OF CONDUCT:

The Company has formulated and implemented a comprehensive Code of Conduct Policy applicable to all Board Members and Senior Management Personnel. This policy serves as a guiding framework to ensure ethical business practices, transparency, integrity, and accountability in all dealings of the Company.

The Board Members have affirmed their compliance with the Code, reflecting the Company's commitment to maintaining the highest standards of corporate governance.

The detailed policy on the Code of Conduct is available on the Company's website at: <https://www.miflindia.com/investor-relations/policies>.

❖ COMPLIANCE WITH THE CODE OF CONDUCT

A declaration signed by the Managing Director, affirming that all Directors and Senior Management Personnel of the Company have complied with the provisions of the Company's Code of Conduct for the financial year 2024-25, in accordance with the requirements of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms an integral part of this Annual Report.

❖ COMPLIANCE WITH SECRETARIAL STANDARDS

During the FY 2024-25, the Company has complied with the applicable provisions of the Secretarial Standards – 1 relating to 'Meetings of the Board of Directors' and Secretarial Standards – 2 relating to 'General Meetings' specified by the Institute of Company Secretaries of India and approved by the Central Government under Section 118 (10) of the Act.

20. BOARD COMMITTEES:

In order to adhere to the best corporate governance practices, to effectively discharge its functions and responsibilities and in compliance with the requirements of applicable laws, the Board of directors has constituted following committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Rights Issue Committee

The details with respect to powers, roles, terms of reference and changes in committee compositions, if any, of

Committees along with the dates on which meetings of Committees were held during the FY 2024-25 including the number of Meetings of the Committees that each Directors attended is provided in the 'Corporate Governance Report' which forms part of this Report.

Further as per Section 177(8) of the Act, as amended from time to time, there have been no instances during the year where recommendations of the Audit Committee were not accepted by the Board of Directors.

❖ **COMMITTEE MEETINGS (AS ON 31ST MARCH, 2025)**

Following are the details of Committee meetings held during the Financial Year 2024-25

| Name of the Committees | Number of Meetings held |
|---------------------------------------|--------------------------------|
| Audit Committee | 8 |
| Nomination and Remuneration Committee | 2 |
| Stakeholders Relationship Committee | 2 |
| Rights Issue Committee | 1 |

❖ **COMMITTEE RECOMMENDATIONS**

During the year under review, the Board of Directors considered and adopted all recommendations made by its Committees, in compliance with the provisions of the Companies Act, 2013 and applicable regulations. There were no instances where any recommendation of a Committee was not accepted by the Board.

21. BOARD PROCESSES, PROCEDURES AND PRACTICES:

- ❖ The Company recognizes that an effective Board is fundamental to sound governance and long-term success. The Board is composed of members with diverse expertise, knowledge, and perspectives, who are committed to their fiduciary duties and responsibilities. A structured governance framework guides the Board in steering the Company towards achieving its strategic objectives in an efficient and transparent manner.
- ❖ The functioning of the Board involves well-defined processes, including circulation of agendas, convening of meetings, deliberation on key matters, decision-making, and oversight of committees. In line with statutory requirements and best governance practices, the Board meets at least four times during the financial year, ensuring that the gap between two meetings does not exceed 120 days. Notices, detailed agenda papers, supporting notes, and other relevant information are circulated to Directors in advance to enable informed and timely decision-making. In exceptional cases, with the approval of the Board, certain items may be tabled at the meeting itself.
- ❖ During the meetings, the Chairman ensures adequate time for meaningful deliberations on all agenda items, particularly those involving strategic decisions. Constructive dialogue is encouraged, thereby enabling the Board to discharge its duties effectively.
- ❖ Further, the Company provides its Board and Committees with all material information as prescribed under

Regulation 17 and Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Such information is shared either in advance through agenda papers or presented during the meetings by way of detailed discussions and presentations. In cases involving unpublished price-sensitive information (UPSI), the same is circulated securely and only with the unanimous approval of the Board.

22. ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD & ITS COMMITTEES AND OF INDIVIDUALS

DIRECTORS:

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Executive and Non- Executive Directors of the Company as per Section 178 of the Act, as amended from time to time, and as per Regulation 19 of the Listing Regulations. The criteria was set based on various attributes, inter alia, profile, experience, contribution, dedication, knowledge, sharing of information with the Board, regularity of attendance, aptitude & effectiveness, preparedness & participation, team work, decision making process, their roles, rights, responsibilities in the Company, monitoring & managing potential conflict of interest of management, providing fair and constructive feedback & strategic guidance and contribution of each Director to the growth of the Company.

The Company has devised the Board's Performance Evaluation process along with performance evaluation criteria / form for Independent and Non-Independent Directors of the Company and criteria for evaluation of Board's / Committee's performance along with remarks and suggestions. The performance of the Board as a whole and Committees were evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

Independent Directors of the Company in their Separate meeting reviewed the performance of Non-Independent Directors and Chairman of the Company. The Independent Directors also discussed 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. The feedback of the Meeting was shared with the Chairman of the Company in the Board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual Directors was also discussed.

Criteria for performance evaluation of Board, that of its Committees and Individual Directors are provided in Corporate Governance Report which is forming part of this report.

23. FAMILIARIZATION PROGRAMMES:

The Board of Directors is provided with adequate opportunities to familiarize themselves with the Company, its management, and overall operations. As part of the familiarization programme, the Company organizes various programs, sessions, and seminars to keep Directors updated on industry trends, business processes, applicable laws, rules, regulations, and governance practices relevant to the Company's operations. Presentations covering key business areas, including strategy, risks, opportunities, and quarterly performance, are also shared to enable Directors to gain deeper insight into the Company's diverse activities and the industry in which it operates.

Further, at the time of their appointment, each Director is issued a formal letter clearly setting out their roles, functions, duties, responsibilities, and expectations from the Board. The familiarization programme for Independent Directors is specifically designed to help them effectively understand the Company's business model, management framework,

and operations, thereby enabling them to contribute meaningfully to the Board's deliberations.

The detailed policy on the familiarization programme is available on the website at <https://www.miflindia.com/investor-relations/policies>.

24. AUDIT COMMITTEE:

The Company has constituted an Audit Committee in compliance with the provisions of Section 177 of the Companies Act, 2013, the applicable rules framed thereunder, and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Audit Committee functions in accordance with its terms of reference as approved by the Board, which are aligned with the statutory requirements.

The Board of Directors confirms that all recommendations made by the Audit Committee during the financial year were accepted in full, and accordingly, no disclosure is required in respect of any non-acceptance of such recommendations.

The composition of the Audit Committee, along with details of its meetings and attendance of members during the year, is provided in the Corporate Governance Report, which forms part of this Annual Report.

❖ COMPOSITION OF THE AUDIT COMMITTEE AS ON 31ST MARCH, 2025:

| Name of the Members | Position on the Committee | Category | Date of Appointment in Committee |
|------------------------------------|----------------------------------|--|---|
| Mrs. Mansi Jayendra Bhatt | Chairperson | Non-Executive - Woman Independent Director | 25 th May, 2023 |
| *Mr. Nikhil Bhagwanshanker Dwivedi | Member | Non-Executive - Independent Director | 03 rd June, 2021 |
| Mr. Yatin Sanjay Gupte | Member | Non-Executive Non Independent Director | 03 rd June, 2021 |
| Mr. Paresh Prakashbhai Thakkar | Member | Non-Executive - Independent Director | 01 st March, 2024 |
| Mr. Miteshkumar Ghanshyambhai Rana | Member | Non-Executive - Independent Director | 29 th May, 2024 |

Note:

*Mr. Nikhil Bhagwanshanker Dwivedi, Member of Audit Committee, resigned from the post of Non-Executive Independent Director from the Board of the Company on 23rd April, 2025. He ceased to be Member of Audit Committee w.e.f. 23rd April, 2025.

❖ AUDIT COMMITTEE RECOMMENDATIONS

During the year under review, there were no instances where the recommendations of the Audit Committee were not accepted by the Board.

25. RISK MANAGEMENT:

The Company has formulated and implemented a comprehensive Risk Management Policy that provides a structured framework for identifying, assessing, monitoring, and mitigating potential risks that may impact its operations and business continuity. The policy not only sets out the Company's approach to managing financial, operational, compliance, and strategic risks but also defines the responsibilities of senior executives in risk monitoring, mitigation, and reporting. During the year under review, the management reviewed and updated the Risk Management Policy to further strengthen its effectiveness by aligning it with evolving industry practices, regulatory changes, and emerging business risks. This structured approach helps the Company safeguard its assets, ensure sustainable business growth, and strike an optimal balance between risk and reward while protecting and enhancing shareholder value.

In accordance with the provisions applicable to listed entities ranked between 1001 and 2000 by recognized stock exchanges, the constitution of a Risk Management Committee is discretionary, with its composition, roles, and responsibilities specified under the relevant regulations. Since the Company falls outside the mandatory threshold for such constitution, no separate Risk Management Committee was reconstituted during the financial year 2024–25. Nevertheless, the Board of Directors, through its established governance framework and existing Board Committees, continues to oversee and monitor key risks. This approach ensures that appropriate risk management practices, internal controls, and mitigation strategies remain in place to safeguard the Company's interests and support sustainable growth.

26. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

In compliance with Section 177(9) of the Companies Act, 2013, and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a robust Vigil Mechanism / Whistle Blower Policy, which has been duly communicated to all Directors and employees. The policy is also available on the Company's website at www.miflindia.com.

The Vigil Mechanism provides a secure channel for Directors and employees to report genuine concerns, including unethical practices, suspected or actual fraud, violations of the Company's Code of Conduct, and any instance of leakage or suspected leakage of Unpublished Price-Sensitive Information (UPSI). The mechanism ensures complete protection against victimization or retaliation for those who raise such concerns and, in exceptional cases, allows direct access to the Chairman of the Audit Committee.

During the financial year under review, no complaint was received under the Vigil Mechanism. Further, it is confirmed that no person was denied access to the Chairman of the Audit Committee. The policy of the whistle blower is posted on the company's website at <https://www.miflindia.com/investor-relations/policies>.

27. DISCLOSURE UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

Pursuant to Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, disclosures relating to the remuneration and other details of Directors, Key Managerial Personnel, and employees of the Company are annexed to this Report as **Annexure – B**.

It is further confirmed that during the year under review, the Company has not employed any individual drawing remuneration in excess of the limits prescribed under Rule 5(2) of the said Rules.

28. POLICY ON REMUNERATION:

In accordance with the provisions of Section 178 of the Companies Act, 2013 and other applicable provisions, if any, of the Act read with the Rules thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a comprehensive Nomination and Remuneration Policy for the appointment and remuneration of Directors, Key Managerial Personnel (KMP), and Senior Management.

As per the Policy, all proposals for appointment of Directors, KMP, and Senior Management are reviewed and recommended by the Nomination and Remuneration Committee (NRC) in its duly convened meetings before being placed before the Board for approval.

The key features of the NRC Policy are as follows:

- Laying down the objectives of the Policy in line with the Company's long-term goals and governance principles.
- Providing definitions for terms relevant to the Policy for better clarity and consistency.
- Establishing a framework for the appointment and removal of Directors, KMP, and Senior Management personnel.
- Outlining the guiding principles for determining the remuneration structure of Managerial Personnel, KMP, Senior Management, and other employees, ensuring fairness and competitiveness.
- Prescribing norms for determining the remuneration payable to Non-Executive and Independent Directors in line with applicable legal and regulatory provisions.

The Nomination and Remuneration Policy is made available on the Company's website at <https://www.miflindia.com/investor-relations/policies> for reference by stakeholders.

29. ACCEPTANCE OF PUBLIC DEPOSIT:

During the financial year under review, the Company, being a Non-Banking Financial Company (NBFC), has neither accepted nor renewed any deposits from the public or its employees, within the meaning of Section 73 of the Companies Act, 2013, and the Companies (Acceptance of Deposits) Rules, 2014.

30. DETAILS OF LOANS AVAILED FROM DIRECTORS OR THEIR RELATIVES:

As required under Clause (viii) of Rule 2 of Companies (Acceptance of Deposits) Rules, 2014, the details of loans availed by the Company from its Directors and/or from their relatives, are given below:

| Name of Director/ Relative of Director | Relation (Director/Relative of Director) | Outstanding balance as on 31st March, 2025 |
|---|---|--|
| Mr. Yatin Sanjay Gupte | Director & Promoter | 9,419/- |

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

In accordance with Section 186(11) of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, the Company, being an NBFC registered with the Reserve Bank of India and having as its main objects, as per the Memorandum of Association, the carrying on of investment activities and financing of industrial enterprises, is exempt from complying with the provisions of Section 186, except for subsection (1), in relation to loans granted, guarantees given, securities provided, or investments made by the Company.

Further, for details of investments made by the Company, if any, please refer Notes to the Audited Financial Statements of the Company for the financial year ended March 31, 2025.

32. CONTRACTS AND AGREEMENTS WITH RELATED PARTIES:

The Company is committed to the highest standards of corporate governance, transparency, and accountability in all its dealings. In line with this commitment, the Company conducts all related-party transactions (RPTs) strictly in the ordinary course of business and on an arm's length basis. The Board of Directors has approved a comprehensive Related Party Transactions Policy in accordance with the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), which is available on the Company's website at <https://www.miflindia.com/investor-relations/policies>.

During the financial year 2024-25, all transactions with related parties, as defined under Section 2(76), 188(1) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") were carried out in the ordinary course of business and at arm's length. All such transactions were reviewed and approved by the Audit Committee, ensuring full compliance with the Company's policy and regulatory requirements.

For the financial year 2024-25, all materially significant RPTs with promoters, directors, key managerial personnel, or other designated persons were placed before the Audit Committee for prior approval. Omnibus approval was obtained annually for transactions of a repetitive nature. Disclosures were made to the Board regularly, in accordance with IND AS 24, and further details can be referred to in Note 31 of the Standalone Financial Statements.

In compliance with Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has duly filed its half-yearly disclosures of related-party transactions with the Stock Exchange within the prescribed timelines. Pursuant to the amendment as notified by SEBI through a circular dated December 31, 2024 (SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185), the Company has also disclosed and filed all related-party transactions for the financial year ended March 31, 2025, in the Integrated Finance.

Details of contracts or arrangements with related parties during the financial year ended March 31, 2025, as specified under Section 188(1) of the Companies Act, 2013, are set out in **Annexure A** to this report.

33. CORPORATE SOCIAL RESPONSIBILITY:

The Company is not covered under the provisions of Section 135 of the Companies Act, 2013, and the Companies (Corporate Social Responsibility Policy) Rules, 2014, for the financial year 2024-25. Accordingly, the Company is not required to formulate a CSR policy or undertake any CSR initiatives during the year.

34. THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO THE PROVISIONS OF SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 (ACT) READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014:

The Company is not required to provide disclosures relating to the conservation of energy, technology absorption, or foreign exchange earnings and outgo, in accordance with Section 134(3)(m) of the Companies Act, 2013, and the Companies (Accounts) Rules, 2014.

35. AUDITORS, AUDIT QUALIFICATIONS AND BOARD'S EXPLANATIONS

❖ STATUTORY AUDITORS

The Company's statutory auditors play a vital role in upholding transparency, integrity, and compliance in financial reporting. At the 38th Annual General Meeting held on September 27, 2021, the shareholders appointed M/s. Mahesh Udhwani & Associates, Chartered Accountants, Vadodara (Firm Registration No. 129738W) as the statutory auditors of the Company for a term of two years, up to the conclusion of the 40th Annual General Meeting in 2023.

Subsequently, in accordance with regulatory requirements and based on the recommendation of the Audit Committee, the Board of Directors reappointed M/s. Mahesh Udhwani & Associates for a second term of three years, which will conclude at the 43rd Annual General Meeting of the Company. The terms of their engagement, including remuneration, were mutually agreed upon between the auditors and the Board.

The auditors have confirmed that they are eligible and qualified to continue as statutory auditors of the Company and comply with all conditions under Sections 139 and 141 of the Companies Act, 2013, as well as relevant guidelines issued by the Reserve Bank of India.

For the financial year 2024-25, the statutory auditors' report does not contain any qualifications, observations, or adverse remarks, indicating the Company's adherence to prescribed accounting standards and regulatory requirements.

The Board of Directors values the professional guidance and assurance provided by the auditors, which strengthens the Company's financial reporting processes, internal controls, and compliance framework. The engagement of experienced statutory auditors contributes to maintaining high standards of financial transparency, investor confidence, and corporate governance.

❖ INTERNAL AUDITOR

The Company has appointed M/s. Upadhyay & Company LLP, Chartered Accountants (Firm Registration No. 131136W) as its Internal Auditors in compliance with the provisions of Section 138(1) of the Companies Act, 2013, read with Rule 13 of the Companies (Accounts) Rules, 2014. The appointment reflects the Company's commitment to maintaining robust internal controls, risk management practices, and governance standards.

The Internal Auditors report directly to the Audit Committee of the Board, ensuring their independence and objectivity. The Audit Committee conducts a quarterly review of the audit findings, including the assessment of the adequacy and effectiveness of internal control measures and compliance with applicable laws and regulations. The Committee

evaluates the recommendations of the Internal Auditors and provides guidance for strengthening internal systems, operational efficiency, and financial reporting reliability.

Further, at its meeting held on 17th May, 2025, the Board of Directors approved the reappointment of M/s. Upadhyay & Company LLP as the Company's Internal Auditors for the financial year 2025-26. The continued engagement of a professionally qualified and experienced audit firm ensures continuity, in-depth understanding of the Company's operations, and sustained focus on enhancing the internal control environment.

❖ **SECRETARIAL AUDITOR**

Pursuant to Section 204 of the Companies Act, 2013, read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at its meeting held on 24th April, 2024, appointed M/s. Pooja Gala & Associates, Practicing Company Secretaries, as the Secretarial Auditor of the Company for conducting the Secretarial Audit for the financial year 2024-25.

Subsequently, based on the recommendation of the Audit Committee, the Board at its meeting held on 21st June, 2024, appointed CS Kamal A Lalani, Practicing Company Secretary, in place of M/s. Pooja Gala & Associates, to undertake the Secretarial Audit of the Company for the financial year 2024-25 with effect from 21st June, 2024.

Further, at its meeting held on 10th March, 2025, the Board of Directors approved the appointment of Mr. Kamal A. Lalani (M No: A37774) and (COP: 25395), Peer-Reviewed Practicing Company Secretary, as the Secretarial Auditor of the Company for a term of five consecutive financial years, from 1st April, 2025, to 31st March, 2030. This appointment has been made pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Meetings of Board and its Powers) Rules, 2014, based on the recommendation of the Audit Committee and the approval of the Board of Directors.

The appointment is subject to the approval of shareholders at the ensuing Annual General Meeting. The appointment of a peer-reviewed and experienced Secretarial Auditor underscores the Company's commitment to strong corporate governance, statutory compliance, and transparency in all secretarial and regulatory matters.

The Secretarial Auditor has submitted their report in Form MR-3 for the financial year ended 31st March, 2025, which forms part of the Directors Report as **Annexure D**. The report confirms that the Company has complied with all applicable provisions of the Companies Act, SEBI regulations, and other statutory requirements.

There is qualification made by the auditors in their Secretarial Audit Report of the Company for the financial year ended 31st March, 2025. The observation made in the Secretarial Audit Report are as per the following:

- ❖ During the period under review, the Company has submitted the required forms and returns with the Registrar of Companies (ROC)/Ministry of Corporate Affairs (MCA) within the prescribed time, except for a few e-forms which were submitted with additional fees.

Management's Response / Board's Comments:

The Board noted the observation of the Secretarial Auditor. The delay in filing of certain e-forms was inadvertent and occurred due to procedural/technical reasons. The Board further confirms that the said e-forms have since been filed with additional fees, thereby regularizing the compliance. The Company is in the process of further strengthening its internal monitoring mechanism to ensure timely filing of all statutory forms in future and avoid recurrence of such delays.

❖ REPORTING OF FRAUDS

During the financial year 2024-25, neither the Statutory Auditors nor the Secretarial Auditors have reported any instances of fraud committed against the Company by its officers or employees under Section 143(12) of the Companies Act, 2013. Accordingly, there are no matters related to fraud requiring disclosure in the Board's Report for the year.

❖ INTERNAL FINANCIAL CONTROLS

The Company has conducted a comprehensive audit for the financial year 2024-25 to ensure compliance with all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the circulars and guidelines issued thereunder.

In accordance with Section 134(3)(q) of the Companies Act, 2013, read with Rule 8(5)(viii) of the Companies (Accounts) Rules, 2014, the Company has established and maintained adequate internal control systems that are commensurate with its size, scale, nature, and complexity of operations. These systems are designed to safeguard all assets and investments against loss, theft, or unauthorized use, and provide reasonable assurance regarding the accuracy and reliability of financial and operational information.

The Company has devised systems to ensure compliance with the provisions of all applicable laws to the Company. During the year, M/s. Upadhyay & Company LLP, (Chartered Accountants) the Internal Auditor of the Company were assigned the responsibility for ensuring and reviewing the adequacy of legal compliance systems in the Company as required under the Act. Compliance with all laws applicable to the Company was checked by the Internal Auditor and no non-compliance with laws applicable to the Company was reported to the Company.

Further, the internal control framework ensures adherence to management policies, regulatory compliance, and proper monitoring of organizational processes, thereby strengthening governance and supporting effective decision-making across the Company.

❖ STAUTORY DISCLOSURES

A copy of the audited financial statements of the Company for the financial year 2024-25 will be made available to any member of the Company who requests the same at any point in time. In accordance with the applicable accounting standards, a Cash Flow Statement for the financial year 2024-25 is annexed to the Balance Sheet, providing a clear view of the Company's liquidity, financial position, and movement of funds during the year.

36. COST AUDIT AND COST RECORDS:

During the financial year under review, the maintenance of cost records and the requirement of a cost audit, as prescribed under Section 148(1) of the Companies Act, 2013, are not applicable to the business activities carried out by the Company.

37. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY :

The Company has established a robust and well-structured system of internal controls to ensure the reliability of financial reporting and the safeguarding of assets. Comprehensive policies, guidelines, and procedures are in place across all business processes, designed to maintain the accuracy of financial and operational records and support accountability throughout the organization.

The effectiveness of the internal control framework is assessed through a combination of internal audits, statutory audits, secretarial audits, including the statutory auditors' audit of internal financial controls over financial reporting. The Internal Audit Plan is dynamic, aligned with the Company's strategic objectives, and reviewed quarterly by the Audit Committee. The Audit Committee also monitors the progress of management actions arising from internal audit observations to ensure timely resolution.

Based on the evaluation of the internal financial controls, the work performed by the auditors and consultants, and the oversight by management and relevant Board Committees, the Board of Directors is satisfied that the Company's internal financial controls were adequate and effective during the financial year 2024-25. Throughout the year, these controls were regularly assessed, and no material weaknesses were identified in their design or operation.

38. INTERNAL AUDIT & CONTROL SYSTEMS:

The Company has a well-defined and documented internal control system, tailored to its size, scale, and nature of operations. This system is designed to provide reasonable assurance regarding the accuracy of transaction recording and the reliability of financial and operational information. Comprehensive checks and balances are in place to safeguard assets, ensure proper authorization and utilization, and accurately record all transactions in the Company's books. The Company continuously reviews and updates its processes and systems to respond effectively to evolving regulatory requirements and business conditions.

The Internal Auditors report directly to the Audit Committee, which, as of 31st March, 2025, comprised **Five (05)** directors: **One (01)** Non-Executive Non-Independent Director and **Four (04)** Non-Executive Independent Directors. The Audit Committee is regularly updated on the findings of internal audits and the corrective actions taken by management. It assesses the adequacy and effectiveness of the internal control system, recommends improvements where necessary, and obtains the internal auditor's opinion on the robustness of the control framework.

39. MATERIAL CHANGES AND COMMITMENTS, IF ANY, 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:

There were no material changes and commitments, if any, affecting the Financial Position of the Company which have occurred from the end of the Financial Year till the date of the Report.

40. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis (MD&A) Report, providing a comprehensive overview of the Company's operations, financial performance, and business outlook, is included as **Annexure C** to this Annual Report. It offers insights into key operational highlights, market trends, risks, and future strategies of the Company.

41. CORPORATE GOVERNANCE:

The Company has a long-standing legacy of ethical governance practices and remains committed to implementing robust corporate governance frameworks to ensure transparency, accountability, and the creation of long-term shareholder value.

In accordance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Corporate Governance practices followed by the Company, along with a Certificate from the Secretarial Auditor confirming compliance with the conditions of Corporate Governance as stipulated under Schedule V of the Listing Regulations, forms part of this Annual Report under the heading **"Report on Corporate Governance"**. This section highlights the Company's governance structure, Board composition, committee oversight, shareholder engagement, and adherence to best practices in corporate governance.

42. ANNUAL RETURN:

Pursuance to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, a copy of Annual Return in Form No. MGT-7 as required under The Companies Act, 2013 is uploaded on Company's website and can be accessed at <https://www.miflindia.com/investor-relations/corporate-announcement/annual-return-and-report>.

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

The company is dedicated to fostering a safe, healthy, and welcoming work environment for all employees, regardless of their gender, caste, creed, color, or social status. This commitment extends to all employees. During the financial year, no complaints were received regarding workplace conditions or discrimination.

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

44. AMENDMENT IN ARTICLES OF ASSOCIATION:

The Board of Directors of the Company, at its meeting held on 31st August, 2024, approved the adoption of a new set of Articles of Association (AOA) of the Company, in accordance with the Form of **Table F** prescribed under the Companies Act, 2013, to replace the existing Articles of Association.

The new AOA has been restructured and aligned with the provisions of the Companies Act, 2013, Secretarial Standards issued by the Institute of Company Secretaries of India, and other applicable laws. The revised AOA provides a

modernized framework for the management and administration of the Company, reflecting contemporary governance practices and regulatory requirements.

The adoption of the new AOA was considered expedient to wholly replace the existing AOA and bring clarity, transparency, and consistency to the governance framework of the Company.

The shareholders of the Company, at the 41st Annual General Meeting held on **Saturday, 28th September, 2024**, conducted through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), approved the adoption of the new set of AOA in compliance with the provisions of the Companies Act, 2013. This amendment ensures that the Company's governance framework remains current, robust, and in line with statutory requirements, and serves as a guiding document for the observance of all members.

45. AMENDMENT IN MEMORANDUM OF ASSOCIATION:

Subsequent to the close of the financial year 2024-25, the Board of Directors, at its meeting held on 16th June, 2025, approved an increase in the Authorized Share Capital of the Company from Rs. 126,17,00,000/- (Rupees One Hundred Twenty-Six Crore Seventeen Lakhs only), divided into 126,17,00,000 (One Hundred Twenty-Six Crore Seventeen Lakhs) equity shares of Re. 1/- each, to Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crore only), divided into 150,00,00,000 (One Hundred Fifty Crore) equity shares of Re. 1/- each. This increase was effected through the creation of additional 23,83,00,000 (Twenty-Three Crore Eighty-Three Lakhs) equity shares of Re. 1/- each.

Consequent to the increase in Authorized Share Capital, the Board also approved the alteration of **Clause V** of the Memorandum of Association (MOA) of the Company to reflect the revised share capital structure.

Pursuant to postal ballot results dated 18th July, 2025, the members of the Company approved the alteration of the MOA, substituting the existing Clause V with the revised Clause V, thereby formally effecting the increase in Authorized Share Capital.

46. POLICY ON PRESERVATION OF DOCUMENTS AND ARCHIVAL OF DOCUMENTS :

The Company has established a comprehensive Policy on Document Preservation and Archiving in compliance with Regulation 9 and Regulation 30(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy sets forth clear guidelines for the retention, maintenance, and preservation of records and documents that are material to the Company's operations and statutory compliance. The policy is accessible on the company's website at <https://www.miflindia.com/investor-relations/policies>.

47. INSIDER TRADING CODE:

In accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a comprehensive Code of Conduct for Prevention of Insider Trading. The Company has appointed its Company Secretary as the Compliance Officer, who is responsible for implementing the Code and ensuring adherence to the procedures for trading in the Company's securities. During the financial year 2024-25, the Company reviewed and updated its internal policies to align with the amendments introduced by SEBI in December 2024, which expanded the definition of connected persons, included unverified market-sensitive information as UPSI, and provided additional flexibility in trading plans. The Company has ensured compliance with these regulatory changes and has maintained a structured digital database to monitor and control the flow of unpublished price-sensitive information. During the year under

review, there were no instances of non-compliance with the Code, reflecting the Company's commitment to transparency, integrity, and the highest standards of corporate governance.

48. CEO/CFO CERTIFICATION:

In accordance with Regulation 17(8) read with Part B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from the Chief Financial Officer (CFO) and Managing Director of the Company, addressed to the Board of Directors, has been obtained. The certificate confirms the accuracy and completeness of the financial statements, including the Cash Flow Statement for the financial year ended 31st March, 2025, the adequacy of the internal control measures, and the matters reported to the Audit Committee. A copy of this certificate is included as part of this Annual Report under the heading "Report on Corporate Governance".

49. DECLARATION SIGNED BY THE MANAGING DIRECTOR STATING THAT THE MEMBERS OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT:

In accordance with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Report includes a declaration by the Managing Director confirming that all Directors and Senior Management Personnel of the Company have fully complied with the Company's Code of Conduct during the financial year 2024-25.

The Code of Conduct is available on website at <https://www.miflindia.com/investor-relations/policies>.

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

During the FY 2024-25, there was no application made nor any processing was pending under the Insolvency and Bankruptcy Code, 2016.

51. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOANS FROM BANKS AND FINANCIAL INSTITUTIONS

The Company has not entered into any one-time settlement arrangements for loans from Banks or Financial Institutions during the financial year under review. Consequently, details relating to the difference between the loan valuation at the time of settlement and the original loan valuation, along with the reasons thereof, are not applicable.

52. SHARE TRANSFER SYSTEM

In accordance with Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred, transmitted, or transposed only in dematerialized form with effect from 1st April, 2019. To eliminate risks associated with physical share certificates and to facilitate efficient portfolio management, shareholders holding shares in physical form are advised to convert their holdings into dematerialized form at the earliest.

Further, as per recent SEBI and MCA guidelines, all listed companies are required to ensure dematerialization of their equity shares to enhance transparency, safeguard investor interests, and simplify the transfer process. Shareholders are requested to liaise with the Company's Registrar and Share Transfer Agent or any SEBI-registered Depository Participant (DP) to complete the dematerialization process.

The Company continuously monitors the shareholding pattern to ensure compliance with statutory and regulatory requirements and to facilitate prompt processing of requests related to transmission, transfer, or dematerialization.

53. HOLDING, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES AS PER THE COMPANIES ACT, 2013:

During the financial year under review, the Company does not have any holding, subsidiary, joint venture, or associate companies.

54. INDIAN ACCOUNTING STANDARDS, 2015:

The accompanying financial statements have been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, and other applicable provisions of the Companies Act, 2013. The financial statements comply, in all material respects, with IND AS, ensuring accurate presentation of the Company's financial position, performance, and cash flows.

55. SECRETARIAL STANDARDS OF ICSI:

The Company is in full compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2), issued by the Institute of Company Secretaries of India and approved by the Central Government. These standards ensure proper governance, transparency, and adherence to statutory requirements in the conduct of Board and shareholder meetings.

56. ACKNOWLEDGEMENTS:

The Board of Directors wishes to place on record its sincere gratitude and appreciation for the unwavering support and cooperation received from the Company's members, business associates, the Reserve Bank of India, financial institutions, and other government authorities during the past financial year. Their guidance and encouragement have played a vital role in enabling the Company to achieve its operational and strategic objectives.

The Board also acknowledges the dedication, commitment, and professionalism of the Company's employees at all levels, whose efforts have been critical in driving innovation, operational efficiency, and sustainable growth. Their contribution continues to strengthen the Company's competitive position and organizational resilience.

Further, the Board extends its appreciation to the shareholders, customers, and banking partners for their continued trust and support. The confidence of these stakeholders not only reinforces the Company's governance framework but also motivates the Board and management to pursue long-term value creation, transparency, and excellence in all aspects of business operations.

For Mangalam Industrial Finance Limited

SD/-

Venkata Ramana Revuru
Managing Director
DIN: 02809108

SD/-

Yatin Sanjay Gupte
Non-Executive Non- Independent Director
DIN: 07261150

Place: Vadodara

Date: 30th August, 2025

FORM NO. AOC 2

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

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

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

- (a) Name(s) of the related party and nature of relationship: **N.A.**
- (b) Nature of contracts/arrangements/transactions: **N.A.**
- (c) Duration of the contracts / arrangements / transactions: **N.A.**
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **N.A.**
- (e) Justification for entering into such contracts or arrangements or transactions: **N.A.**
- (f) Date(s) of approval by the Board: **N.A.**
- (g) Amount paid as advances, if any: **N.A.**
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188: **N.A.**

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

The details of contracts or arrangements or transactions at arm's length basis for the year ended 31st March, 2025 are as follows:

| Name of the Related Party | Nature of Relationship | Duration | Date of Approval of Board | Nature/Salient Terms of Contracts & Arrangements | Amount in ₹ (lakhs) |
|--|--|------------------------|----------------------------------|---|----------------------------|
| Ms. Kashish Purohit (Appointed on 17 th January, 2024 and Resigned on 30 th March 2024) | Company Secretary and Compliance Officer | Financial Year 2024-25 | - | Salary Paid | 0.03 |
| Ms. Samoil Lokhandwala (Appointed on 01 st April, 2024) | Company Secretary and Compliance Officer | Financial Year 2024-25 | 28-03-2024 | Salary Paid | 4.73 |
| Mr. Arun Pillai (Appointed on 24 th April, 2024) | Chief Financial Officer | Financial Year 2024-25 | 24-04-2024 | Salary Paid | 15.08 |

| | | | | | |
|--|---|------------------------|------------|---|--------|
| Mr. Akhtar Khatri (Resigned on 10 th April 2024) | Chief Financial Officer | Financial Year 2024-25 | 28-03-2024 | Salary Paid | 2.72 |
| Mr. Yatin Sanjay Gupte | Director & Promoter | Financial Year 2024-25 | 28-03-2024 | Loan Taken | 2.59 |
| | | Financial Year 2024-25 | 28-03-2024 | Loan Repaid | 2.67 |
| Wardwizard Solutions India Private Limited | Promoter | Financial Year 2024-25 | 28-03-2024 | Advance Given | 425.00 |
| | | Financial Year 2024-25 | 28-03-2024 | Loan Recovered | 92.72 |
| | | Financial Year 2024-25 | 28-03-2024 | Advance Repaid | 425.00 |
| | | Financial Year 2024-25 | 28-03-2024 | Income Received | 51.79 |
| | | Financial Year 2024-25 | 28-03-2024 | Service Received | 2.04 |
| Wardwizard Medicare Private Limited | Company in which director has an interest | Financial Year 2024-25 | 28-03-2024 | Loan Given | 245.00 |
| | | Financial Year 2024-25 | 28-03-2024 | Loan Recovered | 40.66 |
| | | Financial Year 2024-25 | 28-03-2024 | Income Received | 30.07 |
| | | Financial Year 2024-25 | 28-03-2024 | Processing Fees & Documentation Charges | 1.25 |
| I Secure Credit & Capital Services Limited | Company in which director has an interest | Financial Year 2024-25 | 28-03-2024 | Loan Recovered | 79.60 |
| | | Financial Year 2024-25 | 28-03-2024 | Income Received | 33.74 |
| Wardwizard Foods and Beverages Limited | Company in which director has an interest | Financial Year 2024-25 | 28-03-2024 | Service Received | 2.31 |
| | | | | Loan Given | 280.00 |
| | | | | Loan Recovered | 84.34 |
| | | | | Income Received | 8.64 |
| | | | | Processing Fees & Documentation Charges | 1.01 |

Note:

All the above transactions were approved by the Members of Audit Committee and by the Board of Directors of the Company wherever required.

For Mangalam Industrial Finance Limited

SD/-

Venkata Ramana Revuru

Managing Director

DIN: 02809108

SD/-

Yatin Sanjay Gupte

Non-Executive Non- Independent Director

DIN: 07261150

Place: Vadodara

Date: 30th August, 2025

ANNEXURE-B TO THE DIRECTORS' REPORT

Statement of Particulars as Per Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The remuneration and perquisites provided to the employees and Management are at par with the industry levels. The remunerations paid to the Managing Director and senior executives are reviewed and recommended by the Nomination and Remuneration Committee.

(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25.

| Sr. No. | Name of the Director and Key Managerial Personnel | Designation | Remuneration of Directors, Key Managerial Personnel for the financial year 2024-25 (Amount in ₹) | Ratio of the remuneration to the median remuneration of the employees |
|---------|--|--|--|---|
| 1. | Mr. Venkata Ramana Revuru | Managing Director, Chairman, Executive Director (Promoter) | NA | NA |
| 2. | Mr. Yatin Sanjay Gupte | Non-Executive - Non Independent Director | NA | NA |
| 3. | Mr. Vettukallel Avirachan Sojan | Non-Executive - Non Independent Director | NA | NA |
| 4. | Mr. Nikhil Bhagwanshanker Dwivedi (Resigned on 23 rd April, 2025) | Non-Executive - Independent Director | NA | NA |
| 5. | Mrs. Mansi Jayendra Bhatt | Non-Executive - Woman Independent Director | NA | NA |
| 6. | Mr. Paresh Prakashbhai Thakkar | Non-Executive Independent Director | NA | NA |
| 7. | Mr. Miteshkumar Ghanshyambhai Rana | Non-Executive Independent Director | NA | NA |
| 8. | Mr. Akhtar Khatri (Resigned on 10 th April 2024) | Chief Financial Officer | 2.72 | 0.70 |
| 9. | Ms. Kashish Purohit (Appointed on 17 th January, 2024 and | Company Secretary and Compliance Officer | 0.03 | 0.01 |

| | | | | |
|-----|---|--|-------|------|
| | Resigned on 30 th March 2024) | | | |
| 10. | Mr. Samoil Lokhandwala (Appointed on 01 st April, 2024) | Company Secretary and Compliance Officer | 4.73 | 1.22 |
| 11. | Mr. Arun Pillai (Appointed on 24 th April, 2024) | Chief Financial Officer | 15.08 | 3.88 |

NA – Not Applicable

Median remuneration of Employees: ₹ 388,592/-

- (ii) **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year 2024-25.**

| Sr. No. | Name of the Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager | Designation | Percentage increase in remuneration |
|---------|---|--|-------------------------------------|
| 1. | Mr. Venkata Ramana Revuru | Managing Director, Chairman, Executive Director (Promoter) | NA |
| 2. | Mr. Yatin Sanjay Gupte | Non-Executive - Non Independent Director | NA |
| 3. | Mr. Vettukallel Avirachan Sojan | Non-Executive - Non Independent Director | NA |
| 4. | Mr. Nikhil Bhagwanshanker Dwivedi (Resigned on 23 rd April, 2025) | Non-Executive - Independent Director | NA |
| 5. | Mrs. Mansi Jayendra Bhatt | Non-Executive - Woman Independent Director | NA |
| 6. | Mr. Paresh Prakashbhai Thakkar | Non-Executive Independent Director | NA |
| 7. | Mr. Miteshkumar Ghanshyambhai Rana | Non-Executive Independent Director | NA |
| 8. | Mr. Akhtar Khatri (Resigned on 10 th April 2024) | Chief Financial Officer | NA |
| 9. | Ms. Kashish Purohit (Appointed on 17 th January, 2024 and Resigned on 30 th March 2024) | Company Secretary and Compliance Officer | NA |

| | | | |
|-----|---|--|----|
| 10. | Mr. Samoil Lokhandwala (Appointed on 01 st April, 2024) | Company Secretary and Compliance Officer | NA |
| 11. | Mr. Arun Pillai (Appointed on 24 th April, 2024) | Chief Financial Officer | NA |

NA – Not Applicable

- (iii) **The percentage increase/decrease in the median remuneration of employees in the financial year is 42.66%.**
- (iv) **The number of permanent employees on the rolls of Company.**
There are Six (06) permanent employees on the rolls of the Company.
- (v) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration if any : Not Applicable**
- (vi) **Affirmation that the remuneration is as per the remuneration policy of the Company: Yes**
The Company affirms that the remuneration is as per the remuneration policy of the Company.
- (vii) During the year, there were no employees in the Company who have drawn or have received a remuneration aggregate not less than ₹ 1.20 crores and none of the employees who were appointed for a part of the financial year is in receipt of remuneration of ₹ 80 lakhs or more (₹ 8.5 Lakhs per month for any part of that year).
- (viii) There is inadequate profit during the financial year, so Managing Director of the Company has not received and not taken any remuneration as per the terms and conditions mentioned in the Agreement. Apart from the Managing Director; the employees had drawn the salary during the financial year under review.
- (ix) The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5 (2) of The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

The information required under provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. Having regard to the provisions of Section 134 and Section 136 of the Companies Act, 2013, the Reports and Accounts are being sent to the Members excluding such information. However, the said information is available for inspection by the Members in electronics mode. Shareholders may write to the Company at compliance@miflindia.com in that regard, by mentioning "Request for Inspection" in the subject of the email.

For Mangalam Industrial Finance Limited

SD/-

Venkata Ramana Revuru
Managing Director
DIN: 02809108

Place: Vadodara

Date: 30th August, 2025

SD/-

Yatin Sanjay Gupte
Non-Executive Non- Independent Director
DIN: 07261150

ANNEXURE-C TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Directors are pleased to present the Management Discussion and Analysis Report ("MDAR") for the financial year ended March 31, 2025. This Report provides an overview of the Company's operational and financial performance during the year, along with key achievements, business environment, opportunities, risks, challenges, and future outlook. The analysis is intended to offer stakeholders a comprehensive understanding of the Company's strategies, performance drivers, and prospects going forward.

GLOBAL ECONOMIC SCENARIO:

The global economy in 2024 demonstrated remarkable resilience amidst persistent headwinds, with growth stabilizing at 3.2%. Several large economies displayed strength despite challenges arising from geopolitical tensions, elevated interest rates, tightening financial conditions, and the increasing frequency of extreme weather events. However, these factors, alongside rising protectionism, have weighed on global trade and industrial output, creating a subdued outlook for the coming years.

The United States recorded a robust 2.8% growth, exceeding earlier estimates, supported by strong consumer spending and favorable financial conditions. India maintained its position as the world's fastest-growing major economy, expanding by 6.5%, driven by sustained domestic demand, rising investments, and resilience across key sectors such as information technology, services, agriculture, and manufacturing. In contrast, the Euro Area struggled with weak momentum, largely due to Germany's slowdown amid subdued manufacturing output and lingering trade uncertainties. China's growth moderated to 4.8%, constrained by structural challenges in the property sector and weakening consumer confidence.

The trade landscape became increasingly uncertain with the announcement of new US tariffs and expected retaliatory measures from trading partners, pushing tariff levels to historic highs. These developments are anticipated to disrupt trade flows and dampen global growth projections. Central banks across advanced and emerging economies have therefore remained cautious, balancing the need to ease monetary policy with the imperative of addressing inflationary pressures and financial stability risks. The IMF noted that while global financial conditions remain broadly accommodative, differentiation persists: equities in advanced markets have rallied on expectations of more business-friendly policies in the US, whereas emerging markets have faced tighter conditions due to the strengthening of the US dollar.

Global inflationary pressures eased during 2024, with headline inflation falling from 6.8% to 5.9%. Advanced economies experienced faster disinflation owing to effective monetary tightening, while inflation in emerging markets moderated more gradually. Looking ahead, global headline inflation is projected to decline further, reaching 4.3% in 2025 and 3.6% in 2026. Meanwhile, heightened geopolitical instability and market volatility drove a sharp 25.5% increase in gold prices, reaffirming its role as a safe-haven asset and hedge against uncertainty.

Global growth is projected to moderate to 2.8% in 2025 and 3.0% in 2026, with emerging markets and developing economies expected to expand by 3.7% in 2025 and 3.9% in 2026. However, countries most affected by trade

disruptions, particularly China, are likely to face significant growth downgrades. Against this backdrop, the global economic landscape is set to undergo structural shifts as countries recalibrate priorities and policies to balance growth with fiscal prudence, debt sustainability, and reduction of inequalities.

Source: Economic Survey, Ministry of Finance, Jan 2025 and IMF, World Economic Outlook, April 2025 .

INDIAN ECONOMIC REVIEW AND OUTLOOK

Despite a backdrop of global stagnation, heightened geopolitical uncertainties, and the growing threat of tariff wars fuelled by protectionist trends, the Indian economy has continued to stand out as the world's fastest-growing major economy. The country's demographic dividend and the rising affluence of its middle class have underpinned resilience across key growth drivers, including private consumption, the services sector, and capital and forex markets. These structural strengths have enabled India to withstand global headwinds more effectively than many of its peers.

As per the first advance estimates released by the National Statistical Office (NSO), Ministry of Statistics & Programme Implementation (MoSPI), India's real Gross Domestic Product (GDP) growth for FY25 is projected at 6.4%. On the demand side, Private Final Consumption Expenditure (PFCE) at constant prices is expected to expand by 7.3%, reflecting a broad-based recovery in domestic consumption and a notable revival in rural demand.

The International Monetary Fund (IMF), in its *World Economic Outlook Update* (January 2025), reaffirmed India's position as the fastest-growing major economy, projecting GDP growth of 6.5% in both 2025 and 2026. This positive growth trajectory is supported by resilient domestic demand, a thriving services sector, and sustained investment momentum. The IMF has highlighted India's favourable demographics, expanding middle-class income, and ongoing policy reforms as key enablers of its robust performance.

While global challenges persist in the form of trade disruptions, geopolitical risks, and tighter financial conditions, India's stable macroeconomic fundamentals, deepening consumer base, and continued emphasis on infrastructure development have reinforced confidence in its growth outlook. Furthermore, the external sector remains a critical source of resilience, with substantial foreign exchange reserves and steady capital inflows strengthening India's ability to navigate global economic uncertainties and maintain stability.

Sources: National Statistical Office (NSO), Ministry of Statistics & Programme Implementation (MoSPI); International Monetary Fund (IMF), *World Economic Outlook Update, January 2025*.

FORWARD LOOKING STATEMENTS

The statements made in the Management Discussion and Analysis regarding the Company's financial condition and operational performance may include forward-looking information relating to its objectives, expectations, projections, market and industry trends, strategic initiatives, and technological developments, as defined under applicable securities laws and regulations. These forward-looking statements are inherently subject to risks, uncertainties, and assumptions about future events. They are based on current forecasts and expectations concerning future performance, which may not necessarily materialize as anticipated.

The Company makes no assurance that these assumptions or expectations will prove to be accurate, and actual results may vary significantly from those expressed or implied in such statements.

INDUSTRY STRUCTURE AND DEVELOPMENTS

The NBFC sector plays a vital role in India's financial ecosystem by extending credit to a broad range of economic segments, including those that may be underserved by traditional banks. In parallel, NBFCs maintain strong linkages with commercial banks, mutual funds, and insurance companies, supporting financial stability and ensuring a well-diversified funding base. Assets under management (AUM) for NBFCs are projected to grow at a healthy pace of 15–17% over FY2025 and FY2026. Although this marks a slight deceleration from the impressive 23% growth seen in FY2024, it remains above the long-term average annual growth rate of 14% recorded during FY2014–2024.

Since FY2019, the NBFC sector has navigated a series of challenges, beginning with the collapse of a major NBFC and the resulting liquidity strain, followed by the impact of the COVID-19 pandemic and, more recently, the tightening of monetary policy in response to elevated inflation. However, these pressures have gradually subsided over the past two years. As per the RBI's Financial Stability Report (December 2024), the sector remains resilient, backed by strong capital adequacy (Capital to Risk Weighted Assets Ratio at 26.1% as of September 2024), healthy profitability indicators (Net Interest Margin at 5.1% and Return on Assets at 2.9%), and improving asset quality (Gross Non-Performing Assets at 3.4% of gross advances).

NBFCs are currently adapting to an evolving regulatory environment and increased oversight by the central bank. Since November 2023, the rise in risk weights on bank lending to NBFCs has led to a moderation in their Assets Under Management growth. However, with this regulatory measure set to be rolled back at the start of FY2026, access to bank funding is expected to improve. In response to reduced bank credit availability, NBFCs have turned to alternative funding avenues such as capital market instruments, foreign currency borrowings, and securitization. While these sources have helped diversify funding, the greater dependence on non-bank channels has raised the cost of capital, thereby putting pressure on profitability.

Despite facing various challenges, NBFCs have continued to maintain sufficient provisions for non-performing assets, reflecting effective loan resolution strategies and improvements in asset quality. Furthermore, the ongoing regulatory adjustments—driven by the RBI's increased emphasis on customer protection, operational compliance, and transparent pricing disclosures—are expected to influence and refine the sector's lending practices going forward.

BUSINESS PERFORMANCE AND SEGMENT REPORTING

The analysis presented herein relates to the financial performance of the Company for the year ended March 31, 2025. The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder, as amended from time to time. The significant accounting policies adopted in the preparation of the financial statements are provided in the notes to the standalone financial statements.

SUMMARY OF FINANCIAL PERFORMANCE

During the financial year 2024-25; the company achieved operating revenue amounting to ₹ 355.96 lakhs, which is higher than the financial year 2023-24; operating revenue amounting to ₹ 261.30 lakhs.

Net profit for the financial year 2024-25; is ₹ 123.19 lakhs which is 556.31% higher than the financial year 2023-24 i.e. ₹ 18.77 lakhs.

- **Revenue**

| (INR in lakhs) | FY 2024-25 | FY 2023-24 | Change |
|-------------------|------------|------------|-----------|
| Operating Revenue | 355.96 | 261.30 | 36.23% |
| Other Income | 0.00 | 0.16 | (100.00%) |

- **Impairment Provisions (Loans)**

| (INR in lakhs) | FY 2024-25 | FY 2023-24 | Change |
|-------------------------------|------------|------------|----------|
| Impairment Provisions (Loans) | 4.97 | 30.30 | (83.60%) |
| % of Revenue | 1.40% | 11.60% | NA |

- **Employee benefit expenses**

| (INR in lakhs) | FY 2024-25 | FY 2023-24 | Change |
|---------------------------|------------|------------|----------|
| Employee Benefits Expense | 36.96 | 60.56 | (38.97%) |
| % of Revenue | 10.38% | 23.17% | NA |

- **Depreciation & Amortization expenses**

| (INR in lakhs) | FY 2024-25 | FY 2023-24 | Change |
|-------------------------------------|------------|------------|--------|
| Depreciation & Amortization Expense | 4.54 | 3.40 | 33.53% |
| % of Revenue | 1.28% | 1.30% | NA |

- **Other expense**

| (INR in lakhs) | FY 2024-25 | FY 2023-24 | Change |
|----------------|------------|------------|----------|
| Other Expense | 107.94 | 141.56 | (23.75%) |
| % of Revenue | 30.32% | 54.17% | NA |

VISION

In the year ahead, our vision is to strengthen our position as a leading Non-Banking Financial Company (NBFC) by harnessing advanced technologies and offering innovative financial solutions tailored to our clients' diverse needs. Through ongoing digital transformation, we have enhanced operational efficiency, elevated the customer experience, and accelerated loan disbursement processes—enabling our clients to achieve their financial objectives more seamlessly and effectively.

We are also dedicated to driving sustainable growth by upholding responsible lending practices and strengthening our risk management frameworks. Our vision encompasses broadening our product offerings to include a more diverse

range of financial services—such as personal loans, vehicle loans, business loans, and housing loans—designed to meet the evolving needs of our customers. By fostering strong relationships with stakeholders and investing in the continuous development of our team, we aspire to build a resilient, customer-focused NBFC that makes a meaningful contribution to the economic advancement of the communities we serve.

SEGMENT WISE PERFORMANCE

The Company is into single segment reporting.

ROAD AHEAD & FUTURE OUTLOOK

Looking ahead, the Company remains optimistic about its prospects. We will be exploring newer growth avenues like:

- Vehicles finance, particularly financing of two-wheeler and three-wheeler electric vehicles manufactured by the group Company;
- Working Capital requirements;
- General Corporate purpose;
- Investment in its group Company specifically in the hospitality sector; herbal & ayurvedic products, financial products, frozen foods & aviation sector;
- Temporary lending of loans & advances;
- Investment in marketable securities/mutual funds, etc.
- Investment in real estate sector

INTERNAL CONTROL AND ADEQUACY OF INTERNAL CONTROL

The Company firmly believes that robust internal control is essential for sound corporate governance and that autonomy must operate within a system of checks and balances. Accordingly, the Company has implemented a comprehensive internal control framework aimed at continually evaluating the adequacy, effectiveness, and efficiency of its financial and operational controls. Regular audits of all functions are conducted by the internal auditors to ensure compliance with applicable laws, regulations, and internal policies and procedures.

The management remains committed to maintaining a robust internal control environment that is aligned with the size and complexity of the business. This framework provides assurance regarding compliance with internal policies, applicable laws and regulations, and safeguards the Company's assets and resources. Company policies are regularly reviewed and updated to reflect changes in the business environment and evolving regulatory requirements. The Board periodically reviews compliance with internal control systems as well as findings from internal audit reports.

Based on the internal financial control framework and compliance systems established and maintained by the Company, along with the work carried out by the Internal, Statutory, Secretarial, and Information Systems Auditors, external consultants, and the reviews conducted by the management and the Audit Committee, it is affirmed that the Company has robust internal financial controls. These controls are adequate, effective, and appropriate for the nature and scale of its operations, with no material weaknesses identified.

OPPORTUNITY

Non-Banking Financial Companies (NBFCs) hold significant growth potential within the financial sector. One of their key strengths lies in the flexibility to serve targeted market segments and provide a diverse range of financial services with fewer regulatory limitations compared to traditional banks. Notable opportunities include venturing into niche areas such as microfinance for underserved populations and offering specialized lending solutions tailored to the unique needs of specific industries.

Consumer finance presents a major growth opportunity, fueled by the expanding middle class and rising demand for personal loans, credit cards, and other consumer credit offerings. Furthermore, rural and agricultural finance holds considerable promise, as it plays a vital role in promoting rural development and extending financial access to previously underserved communities.

NBFCs are well-positioned to seize opportunities across various segments, including niche financial services, consumer lending, rural and agricultural finance, digital transformation, and collaborations with fintechs. Growing demand for housing finance and MSME lending offers significant potential, while areas like trade finance and infrastructure funding present avenues for further expansion. Diversifying into green finance and offering services such as credit rating and analytics can also enhance their value proposition. Leveraging digital technologies to improve customer experience will be key to gaining a competitive advantage. By staying innovative and adaptive, NBFCs can effectively serve underserved markets and meet the evolving financial needs of both individuals and businesses.

THREATS

In terms of threats, we believe that elevated interest rates could impact funding costs, potentially slowing down credit uptake and increasing credit costs. Additionally, heightened competition from the banking sector may affect the growth of NBFCs like ours.

As an NBFC, the Company faces several specific threats, including:

1. Funding Constraints and Cost of Capital:

Access to debt capital markets and borrowing costs are closely linked to the credit ratings of both the Company and the sovereign. Any adverse revision in these ratings could limit financing options and increase the cost of funds.

2. Rising Competition:

The MSME lending segment is witnessing intensified competition from banks, fintech players, and emerging NBFCs. While the sector remains significantly underpenetrated, sustaining a competitive advantage will require continuous investments in technology, faster disbursement capabilities, and superior customer service.

3. Macroeconomic and Market Volatility

Global uncertainties, interest rate fluctuations, or an economic slowdown could weaken customer repayment capacity, dampen investor sentiment, and adversely affect loan performance. Such conditions may lead to higher delinquency levels, impacting both profitability and asset quality.

4. Regulatory and Policy Risks

NBFCs operate in a dynamic regulatory environment. Recent changes, including higher risk weights on bank exposures to NBFCs, have added to borrowing costs. Further regulatory interventions or compliance requirements may constrain growth opportunities or increase operational expenses.

5. Credit Rating Dependence

Capital-raising ability is directly influenced by the credit ratings of the Company and India's sovereign rating. Any downgrade could adversely affect market access, increase borrowing costs, and put pressure on liquidity and expansion plans.

RISKS AND CONCERNS

The Company remains committed to a strong risk management framework aimed at proactively identifying and addressing material risks while strengthening resilience in a dynamic business environment. Our objective is to maintain a consistent approach to risk management that ensures an optimal balance between risk and return, thereby safeguarding the interests of the organization and its shareholders.

The Company is exposed to a broad spectrum of risks, including credit, market, operational, and reputational risks. Each category is managed through well-defined risk management policies, with oversight ensured through periodic monitoring by the Board's subcommittees.

1. Credit risk:

The Company's credit management framework is governed by well-defined Credit Policies and a Board-approved Delegation of Authority Matrix. Credit risk is assessed, monitored, and managed both at the individual borrower level and across the overall loan portfolio. This structured approach strengthens the credit decision-making process and ensures comprehensive oversight of the portfolio.

2. Market Risk:

Market risk refers to the possibility of changes in the fair value or future cash flows of financial instruments due to variations in market variables such as interest rates, credit conditions, and other external factors. The Company is mainly exposed to interest rate risk and liquidity risk. To effectively manage these exposures, the Company conducts regular reviews and makes necessary adjustments to its business model.

3. Liquidity Risk:

Liquidity risk refers to the potential inability of the Company to meet its financial obligations to banks or financial institutions, regardless of location, currency, or timing. This risk can arise in three specific forms for the Company.

To mitigate liquidity risk, the Company has diversified its funding sources and adopts a strategy of matching its funding profile with the tenor and repayment schedules of its receivables. It also maintains close oversight of projected cash flows and overall liquidity. Robust internal control mechanisms and contingency plans are in place to ensure effective management of liquidity-related challenges.

4. **Interest Rate Risk:**

Interest rate risk arises from the possibility that changes in market interest rates could adversely affect the Company's financial position. In the short term, such fluctuations influence the Company's Net Interest Income, while over the long term, they can impact cash flows related to assets, liabilities, and off-balance sheet exposures. These changes may lead to repricing mismatches, potentially affecting the Company's net worth.

To manage this risk, the Company maintains a well-balanced portfolio of borrowings with varied tenors and interest rate structures.

5. **Strategic Risk:**

Strategic or business risk pertains to the potential challenges arising from the formulation and execution of the organization's strategic plans.

6. **Information Technology risk :**

The Company is actively progressing in its digitalization journey, aiming to leverage digital technologies to enhance customer experience, boost operational efficiency, and strengthen IT risk management. However, increased digital reliance brings exposure to cyber threats, including computer viruses, malicious software, phishing attacks, denial-of-service incidents, application vulnerabilities, and other security breaches that could disrupt operations or compromise sensitive internal and customer data.

To safeguard against these risks, the Company has established a comprehensive information and cyber security framework designed to protect its IT systems and infrastructure. Dedicated committees are responsible for regularly reviewing and monitoring the Company's IT security measures and ensuring preparedness against emerging cyber threats.

Additionally, the Company has implemented a structured risk management policy and review framework, providing oversight of various risk mitigation practices and ensuring a proactive approach to managing cyber and IT-related risks.

REVIEW OF OPERATIONS OF THE COMPANY

The financial operations of the company for the financial year ended on 31st March, 2025 are as under:

(₹ in lakhs)

| Particulars | Standalone | |
|--|------------|------------|
| | FY 2024-25 | FY 2023-24 |
| Net Sales/ Income from Operations | 355.96 | 261.30 |
| Other Income | 0.00 | 0.16 |
| Total Income | 355.96 | 261.45 |
| Total Expenses | 154.42 | 235.82 |
| Profit/(Loss) from operations before exceptional items and Tax | 201.54 | 25.64 |
| Profit/(Loss) from operations after exceptional items and before Tax | 201.54 | 25.64 |
| Profit/(Loss) before Tax | 201.54 | 25.64 |
| Tax Expense | 78.36 | 6.87 |
| Net profit after Tax | 123.19 | 18.77 |

HUMAN RESOURCES

Human resource management plays a critical role in fostering a productive and cohesive work environment. With such a small team, each member's contribution is vital, making it essential to focus on attracting and retaining top talent. Our recruitment strategy emphasizes finding individuals who not only possess the required skills and experience but also align well with our company culture. By offering competitive compensation and clear pathways for career advancement, we aim to ensure high levels of job satisfaction and long-term commitment from our team members.

Employee development and engagement are also central to our HR approach. We prioritize regular feedback and performance evaluations to align individual goals with our company's objectives and to identify opportunities for professional growth. Providing access to relevant training and encouraging a collaborative atmosphere helps enhance both skills and morale. Additionally, managing compliance with employment laws and handling administrative tasks such as payroll and benefits efficiently ensures smooth operations and supports a positive work environment. By focusing on these key areas, we aim to build a strong, motivated team that drives the success of our NBFC.

The Company's employee count (on roll) stood at **6 (Six)** as on March 31, 2025.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

The details of significant changes in key financial ratios are as under:

| Particulars | FY 2024-25 | FY 2023-24 |
|---------------------------------|------------|------------|
| Current Ratio | 0.75:1 | 4.22:1 |
| Debt Equity Ratio | 0.00:1 | 0.00:1 |
| Operating Profit/(Loss) Margin* | 56.62% | 9.81% |
| Net Profit Margin* | 34.61% | 7.18% |
| Return on Net worth* | 0.04 | 0.01 |

*Impairment Allowance on outstanding amount of loans and advances at the rate of 10% on Loan amount of Rs. 7,93,44,844.21/-, 30% on Loan amount of Rs 62,07,023.02/-, 100% on Loan amount of Rs. 7,17,57,874.14 /- (Since there is no recovery during the period) and 0.25% on Loan amount of Rs 20,75,89,994.57 /-. So during the year additional provision has been made of Rs. 4.97 Lakhs.

COMPLIANCE

The Compliance Department of the Company serves as the cornerstone of the organization's regulatory and governance framework, ensuring that all operations are conducted in strict accordance with the legal and regulatory standards established by financial authorities, including the Reserve Bank of India (RBI) and other relevant regulatory bodies. Its mandate goes beyond mere adherence to existing regulations; the department also anticipates, interprets, and prepares for new regulatory developments that may impact the Company's operations and strategic initiatives.

Working in close collaboration with all business units, the Compliance Department ensures that operational activities are fully compliant, thereby minimizing legal and regulatory risks while strengthening the Company's overall governance architecture. The department proactively educates and trains employees across the organization on

regulatory requirements, compliance best practices, and emerging risks, fostering a culture of integrity and accountability.

Key responsibilities of the department include conducting internal audits, preparing comprehensive compliance reports, and recommending timely corrective actions wherever necessary. Acting as a bridge between the Company and regulatory authorities, the Compliance Department ensures that all communications are accurate, timely, and transparent, thereby maintaining trust and credibility with regulators, investors, and customers.

By embedding compliance into the organizational culture, the department not only safeguards the Company against potential violations but also supports its long-term stability, sustainable growth, and reputation in the financial sector. Its proactive and preventive approach ensures that the Company remains agile, resilient, and well-prepared to meet evolving regulatory expectations.

CAUTIONARY STATEMENT

This Management Discussion and Analysis (MD&A) contains forward-looking statements that reflect our current views with respect to future events and financial performance. These statements are based on certain assumptions and expectations of future events that may or may not be accurate or realized. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Actual results, performance, or achievements could differ materially from those expressed or implied in these forward-looking statements due to a variety of factors including, but not limited to, changes in the regulatory environment, economic conditions, market trends, and other risks associated with the Company's business operations. Readers are cautioned not to place undue reliance on these forward-looking statements and are advised to refer to the risk factors outlined in this report.

For Mangalam Industrial Finance Limited

SD/-

Venkata Ramana Revuru
Managing Director
DIN: 02809108

SD/-

Yatin Sanjay Gupte
Non-Executive Non- Independent Director
DIN: 07261150

Place: Vadodara

Date: 30th August, 2025

FORM NO. MR – 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

MANGALAM INDUSTRIAL FINANCE LTD

(CIN: L65993WB1983PLC035815)

Old Nimta Road, Nandan Nagar,

Belghoria, Kolkata, West Bengal, India, 700083

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MANGALAM INDUSTRIAL FINANCE LTD (hereinafter called “the Company”)**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, I hereby report that in my opinion, the Company during the audit period covering the **financial year ended on 31st March, 2025**, has complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:-

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder (Including any statutory modification (s) or re-enactments (s) thereof, for the time being in force);
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder (Including any statutory modification (s) or re-enactments (s) thereof, for the time being in force);
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder (Including any statutory modification (s) or re-enactments (s) thereof, for the time being in force);
- (iv) Foreign Exchange Management Act, 1999 (FEMA) and the Rules and Regulations made there under to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB) (Including any statutory modification (s) or re-enactments (s) thereof, for the time being in force);
- (v) Rules, regulations, directions and guidelines issued by the Reserve Bank of India as are applicable to the Company;

- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') (Including any statutory modification (s) or re-enactments (s) thereof, for the time being in force): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – **Not applicable during Audit Period;**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021:- **Not applicable during Audit Period;**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - **To the extent applicable to the Company;**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 – **Not applicable during the Audit Period;**
 - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 – **Not applicable to the Company during the Audit Period.**
- (vii) **Other applicable laws:** Based on the information provided and the representation made by the Company and its officers and also on the review of the compliance reports taken on record by the Board of Directors of the Company, in my opinion, adequate systems and process exist in the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations as applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to the Board and General Meeting;
- (ii) The Listing Agreements entered into by the Company with BSE Limited (BSE) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations').

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

a) Under the Companies Act, 2013 & Rules framed thereunder are:

- *During the period under review, the Company has submitted the required forms and returns with the Registrar of Companies (ROC)/ Ministry of Corporate Affairs (MCA), within the prescribed time except few e-forms, which were submitted with additional fees.*

I further report that: -

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

Adequate notice is given to all the Directors / Committee Members to schedule the Board / Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting.

Majority decisions are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors.

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

I further report that during the audit period, following major event/action having a major bearing on the Company's affairs occurred in pursuance of the above referred Laws, rules, regulations and guidelines, standards etc.

1. On 28th September, 2024, at the Annual General Meeting, the members of the company had approved the following major agenda under Special Business as:

Ordinary Resolution(s):

- Approval for Material Related Party Transaction(s) with Wardwizard Properties Holding Pvt Ltd under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulation, 2015 and IND AS 24.
- Approval for Material Related Party Transaction(s) with LCL Aviation Private Limited under Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 and IND AS 24.
- Approval for Material Related Party Transaction(s) with Wardwizard Entertainment Private Limited under Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 and IND AS 24.

Special Resolution(s):

- Power to create charge on the assets of the company to secure borrowings up to 150 crores pursuant to Section 180(1)(a) of the Companies Act, 2013.
- Adoption of new set of Articles of Association of the Company.

2. On 02nd May, 2024, through Postal Ballot, the members of the company had approved the following major agenda under Special Business by passing special resolution(s):

- Regularization of appointment of Paresh Prakashbhai Thakkar (DIN: 08265981) as Non-Executive Independent Director of the Company.
- Regularization of appointment of Miteshkumar Ghanshyambhai Rana (DIN: 06770916) as Non-Executive Independent Director of the Company.
- Approval for Material Related Party Transaction(s) under section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 and IND AS 24.
- Re-appointment of Mr. Venkata Ramana Revuru (DIN: 02809108) as Managing Director of the Company.

Place: Vadodara

Date: 30/08/2025

| | |
|--------------------|----------------------------|
| Name of PCS | : KAMAL LALANI |
| C. P. No. | : 25395 |
| ACS | : 37774 |
| P. R. No. | : 6618/2025 |
| UDIN | : A037774G001121417 |

This report is to be read with my letter of even date which is annexed as “**Annexure – A**” and forms an integral part of this report.

"Annexure – A"

To,

The Members

MANGALAM INDUSTRIAL FINANCE LTD

(CIN: L65993WB1983PLC035815)

Old Nimta Road, Nandan Nagar,

Belghoria, Kolkata, West Bengal, India, 700083

My report of even date is to be read along with this letter: -

1. Maintenance of the secretarial records 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 followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the 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 the Corporate and other applicable Laws, Rules, Regulations and 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 of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

KAMAL A LALANI

Practicing Company Secretary

ACS - 37774

C. P. No. 25395

PR: 6618/2025

UDIN : A037774G001121417

Date: 30/08/2025

Place: Vadodara

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

At Mangalam Industrial Finance Limited, we believe that sound corporate governance is the cornerstone of sustainable growth and the bedrock of trust with our stakeholders. Our commitment extends beyond mere compliance; it is a fundamental part of our culture, driving ethical conduct, effective oversight, and long-term value creation.

Our governance framework is meticulously designed to ensure a balance of authority, accountability, and transparency. It is anchored by the following core principles:

Ethical Leadership and Integrity: Fostering a culture where fair and transparent business practices are paramount, guided by the highest standards of professional conduct.

Performance and Accountability: Ensuring a clear line of sight on performance metrics and holding management accountable for the company's strategic goals and operational results.

Comprehensive Compliance: The Company have its corporate governance practice in a manner to achieve the objectives of principles as envisaged in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Timely and Transparent Disclosure: Providing clear, accurate, and timely financial and management information to empower our stakeholders.

Effective Board Oversight: Maintaining an active, dynamic, and well-informed Board of Directors that provides robust strategic guidance and monitors executive performance.

Board Composition and Diversity: Ensuring a well-rounded Board with a strategic blend of Promoter, Executive, and Independent Directors, bringing diverse expertise and perspectives to our decision-making.

The Board, supported by its dedicated committees, diligently fulfills its fiduciary duties to all our stakeholders. We are focused on fostering an environment that supports not only financial success but also ethical leadership, sustainability, and responsible corporate citizenship. We are constantly striving to benchmark our practices against emerging global standards to ensure our governance remains robust and future-ready.

2. BOARD OF DIRECTORS:

The Board of Directors is fundamental to maintaining good governance, a role that ensures ethical business practices, transparency, and accountability. This commitment ultimately helps create long-term value for all company stakeholders. As a group of experienced leaders and visionaries, the board is responsible for providing strategic direction and guidance to the company.

In essence, the Board's function is to oversee the company's operations and strategy. The members use their collective wisdom to steer the company toward its goals while upholding the highest standards of corporate

governance. This oversight is crucial for building trust with investors and the public, reinforcing the company's reputation, and securing its future success.

As of **March 31st, 2025**, the Board consisted of **Seven (07)** Directors, including **One (01)** Executive Director, **Four (04)** Non- Executive Independent Directors (including One-Woman Independent Director), and **Two (2)** Non-Executive Non- independent Directors, who are eminent individuals with excellent qualifications, professional expertise and extensive experience and they have made outstanding contributions to the industry.

The Board of Directors is composed of professionals with expertise in their respective fields, bringing a wide range of skills and experience to the company. There are no institutional nominee directors. The Board has an Executive Chairman and four independent directors, who together constitute more than half of the Board's total strength.

All independent directors have confirmed that their tenure is in line with the relevant acts and regulations. They have also provided annual confirmations that they meet the independence criteria outlined in Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 149(6) of the Act. Based on these confirmations, the board is confident that the independent directors meet the necessary conditions and are independent of management.

The Board maintains an optimal combination of independent, women, executive, and non-executive directors, in compliance with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. Board members have complete and unrestricted access to all company information. They are free to express their views on agenda items and can discuss any matter during meetings with the Chairperson's permission.

a) The composition and category of the Board of Directors is as follows:

As of **March 31, 2025**, the company's Board of Directors consists of **Seven (07)** members.

None of these directors serve on the Board of more than ten Public Limited Companies, more than seven Listed Entities, or as an independent director in more than seven Listed Companies. If they also serve as a Whole-time or Managing Director in a Listed Company, they do not act as an independent director in more than three equity Listed Companies.

Furthermore, no director on the Board is a member of more than 10 committees or a chairperson of more than 5 committees across all the Indian Listed Entities where they hold a directorship, in compliance with Regulation 26(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations of 2015. In accordance with Section 149 of the Companies Act, 2013 read with Rule 3 of The Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17(1)(a) of the same SEBI regulations, the company has appointed an Independent Woman Director (Non-Executive).

| Sr. No. | Name of the Directors | DIN No | Category |
|---------|---------------------------|----------|---|
| 1. | Mr. Venkata Ramana Revuru | 02809108 | Managing Director, Chairman, Executive Director(Promoter) |

| | | | |
|----|---------------------------------------|----------|--|
| 2. | Mr. Yatin Sanjay Gupte | 07261150 | Non-Executive Non-Independent Director |
| 3. | Mr. Sojan Vettukallel Avirachan | 07593791 | Non-Executive Non-Independent Director |
| 4. | Mrs. Mansi Jayendra Bhatt | 10177722 | Non-Executive - Woman Independent Director |
| 5. | # Mr. Paresh Prakashbhai Thakkar | 08265981 | Non-Executive Independent Director |
| 6. | ## Mr. Miteshkumar Ghanshyambhai Rana | 06770916 | Non-Executive Independent Director |
| 7. | *Mr. Nikhil Bhagwanshanker Dwivedi | 08865234 | Non-Executive Independent Director |

Notes:

Mr. Paresh Prakashbhai Thakkar (DIN: 08265981) was appointed as Additional Non-Executive Independent director with effective from Board Meeting dated 01st March, 2024. The appointment of Mr. Paresh Prakashbhai Thakkar (DIN: 08265981) has already been regularized and approved for the period of five years by the members of the Company pursuant of Postal Ballot Results ("Postal Ballot") dated 02nd May, 2024 as per the requirements of the Act and Listing Regulations and all other applicable laws.

Mr. Miteshkumar Ghanshyambhai Rana (DIN: 06770916) was appointed as Additional Non-Executive Independent director with effective from Board Meeting dated 01st March, 2024. The appointment of Mr. Miteshkumar Ghanshyambhai Rana (DIN: 06770916) has already been regularized and approved for the period of five years by the members of the Company pursuant to Postal Ballot Results ("Postal Ballot") dated 02nd May, 2024 as per the requirements of the Act and Listing Regulations and all other applicable laws.

*** Mr. Nikhil Bhagwanshanker Dwivedi (DIN: 08865234)** resigned as an Non-Executive Independent Director w.e.f. closure of business hours on 23rd April, 2025, due to his necessity to frequently travel abroad. Further, he also confirmed that there were no other material reasons other than those mentioned above, for his resignation as Non-Executive Independent Director from the Company.

b) The attendance of each director at the meeting of the Board of Directors and the last Annual General Meeting (AGM) :

The details of the attendance of each of Directors at the Board Meetings held during the financial year 2024-25 and at the last Annual General Meeting (AGM) held on **Saturday, 28th September, 2024** are given below:

| Name of the Directors | DIN | Designation/ Category | Number of Board Meetings | | Attendance at the last AGM (28 th September, 2024) |
|------------------------------|----------|--------------------------|--------------------------|----------|---|
| | | | Entitled to attend | Attended | |
| Mr. Venkata Ramana Revuru | 02809108 | ED, CMD, P | 08 | 07 | Yes |

| | | | | | |
|---|----------|-----------|----|----|-----|
| Mr. Yatin Sanjay Gupte | 07261150 | NED-NID | 08 | 05 | Yes |
| Mr. Sojan Vettukallel Avirachan | 07593791 | NED-NID | 08 | 08 | No |
| Mr. Nikhil Bhagwanshanker Dwivedi (Resigned on 23 rd April, 2025) | 08865234 | NED-ID | 08 | 06 | Yes |
| Mrs. Mansi Jayendra Bhatt | 10177722 | NED-ID(W) | 08 | 08 | Yes |
| Mr. Paresh Prakashbhai Thakkar | 08265981 | NED-ID | 08 | 07 | Yes |
| Mr. Miteshkumar Ghanshyambhai Rana | 06770916 | NED-ID | 08 | 08 | Yes |

ABBREVIATIONS:

| | |
|---|---|
| ED: Executive Director | NED-NID: Non-Executive Director – Non- Independent Director |
| CMD, P: Chairman and Managing Director, Promoter | NED-ID: Non-Executive Director – Independent Director NED-ID (W) : Non-Executive Woman Director – Independent Director |

c) Other Directorships & Membership in committee:

| Name of the Directors | In the Other Public companies * | No. of Audit Committee and Stakeholders Relationship Committee *** | |
|--|---------------------------------|--|-------------|
| | | Member | Chairperson |
| Mr. Venkata Ramana Revuru | 1 | 1 | 1 |
| Mr. Yatin Sanjay Gupte | 4 | 5 | 0 |
| Mr. Sojan Vettukallel Avirachan | 1 | 1 | 0 |
| **Mr. Nikhil Bhagwanshanker Dwivedi (Resigned on 23 rd April, 2025) | - | 2 | 0 |

| | | | |
|------------------------------------|---|---|---|
| Mrs. Mansi Jayendra Bhatt | 4 | 9 | 3 |
| Mr. Paresh Prakashbhai Thakkar | 4 | 9 | 3 |
| Mr. Miteshkumar Ghanshyambhai Rana | 4 | 9 | 1 |

* Includes Directorships in all Indian Public Companies incorporated under The Companies Act, 2013 excluding Mangalam Industrial Finance Limited.

** Directorship and Membership details till the tenure of Director in the Company including Mangalam Industrial Finance Limited

*** Only Audit Committee and Stakeholders Relationship Committee as provided in Regulation 26(1) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Mangalam Industrial Finance Limited.

❖ **Names of the Listed Companies wherein the Directors of the Company are Directors:**

| Name of the Director | No. of Directorships in other Listed Companies* | Name of the Listed Companies in which Directors of the Companies are Directors | Category of Directorship |
|---------------------------------|---|---|---|
| Mr. Venkata Ramana Revuru | 1 | I- Secure Credit and Capital Services Limited | Non-Executive Non-Independent Director |
| Mr. Yatin Sanjay Gupte | 4 | 1. Wardwizard Innovations & Mobility Limited 2. I- Secure Credit and Capital Services Limited 3. Wardwizard Foods and Beverages Limited 4. Wardwizard Healthcare Limited (Formerly known as Ayoki Merchantile Limited) | Managing Director, Chairman, Executive Director Non-Executive Non-Independent Director Non-Executive Non-Independent Director Non-Executive Non-Independent Director |
| Mr. Sojan Vettukallel Avirachan | 1 | I- Secure Credit and Capital Services Limited | Managing Director, Chairman, Executive Director |

| | | | |
|--|---|---|--|
| Mrs. Mansi Jayendra Bhatt | 4 | 1. Wardwizard Innovations & Mobility Limited 2. I- Secure Credit and Capital Services Limited 3. Wardwizard Foods and Beverages Limited 4. Wardwizard Healthcare Limited (Formerly known as Ayoki Merchantile Limited) | Non-Executive Woman Independent Director Non-Executive Woman Independent Director Non-Executive Woman Independent Director Non-Executive Woman Independent Director |
| Mr. Paresh Prakashbhai Thakkar | 4 | 1. Wardwizard Innovations & Mobility Limited 2. I- Secure Credit and Capital Services Limited 3. Wardwizard Foods and Beverages Limited 4. Wardwizard Healthcare Limited (Formerly known as Ayoki Merchantile Limited) | Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director |
| Mr. Miteshkumar Ghanshyambhai Rana | 3 | 1. Wardwizard Innovations & Mobility Limited 2. I- Secure Credit and Capital Services Limited 3. Wardwizard Healthcare Limited (Formerly known as Ayoki Merchantile Limited) | Non-Executive Independent Director Non-Executive Independent Director Non-Executive Independent Director |
| Mr. Nikhil Bhagwanshanker Dwivedi (Resigned on 23 rd April, 2025) | - | - | - |

* Excluding Mangalam Industrial Finance Limited

d) Number of Board Meetings and Dates on which held:

During the financial year 2024-25 (April 1, 2024, to March 31, 2025), **Eight (08)** Board Meetings were conducted. All meetings were held in compliance with The Companies Act, 2013, as the maximum gap between any two consecutive meetings did not exceed the prescribed 120 days.

Furthermore, the company consistently adheres to the Secretarial Standards on Board Meetings (SS-1) issued by the Institute of Company Secretaries of India, in addition to the requirements of the Act and the SEBI Listing Regulations.

The specific dates of these meetings are documented for your reference.

| Date of Board Meetings | |
|----------------------------------|-----------------------------------|
| 1. 24 th April, 2024 | 5. 31 st August, 2024 |
| 2. 29 th May, 2024 | 6. 29 th October, 2024 |
| 3. 21 st June, 2024 | 7. 17 th January, 2025 |
| 4. 12 th August, 2024 | 8. 10 th March, 2025 |

e) Disclosure of relationship between Directors inter-se:

| Sr. No. | Name of Directors | Relationship | Category |
|---------|--|--|-------------|
| 1. | Mr. Venkata Ramana Revuru | Mr. Venkata Ramana Revuru, Mr. Yatin Sanjay Gupte and Mr. Vettukallel Avirachan Sojan are business partners. | ED, CMD (P) |
| 2. | Mr. Yatin Sanjay Gupte | Mr. Yatin Sanjay Gupte, Mr. Venkata Ramana Revuru and Mr. Vettukallel Avirachan Sojan are business partners. | NED-NID |
| 3. | Mr. Sojan Vettukallel Avirachan | Mr. Vettukallel Avirachan Sojan, Mr. Venkata Ramana Revuru and Mr. Yatin Sanjay Gupte and are business partners. | NED-NID |
| 4. | Mrs. Mansi Jayendra Bhatt | Independent Director - No relations with other Directors | NED-ID(W) |
| 5. | Mr. Paresh Prakashbhai Thakkar | Independent Director - No relations with other Directors | NED-ID |
| 6. | Mr. Miteshkumar Ghanshyambhai Rana | Independent Director - No relations with other Directors | NED-ID |
| 7. | Mr. Nikhil Bhagwanshanker Dwivedi (Resigned on 23 rd April, 2025) | Independent Director - No relations with other Directors | NED-ID |

f) Number of shares and convertible instruments held by non-executive directors:

The equity shares held by the company's non-executive directors as of March 31, 2025, are as follows:

| Name of the Directors | No. of equity shares (face value ₹ 1.00 each) held in the Company |
|--|---|
| Mr. Yatin Sanjay Gupte | 7,46,57,272 |
| Mr. Sojan Vettukallel Avirachan | 25,00,27,310 |
| Mrs. Mansi Jayendra Bhatt | NIL |
| Mr. Paresh Prakashbhai Thakkar | NIL |
| Mr. Miteshkumar Ghanshyambhai Rana | NIL |
| Mr. Nikhil Bhagwanshanker Dwivedi (Resigned on 23 rd April, 2025) | NIL |

Further as on March 31, 2025, none of the Directors of the Company hold any convertible instruments (including warrants, convertible debentures, or any other instruments) that would entitle them to subscribe to the equity shares of the Company.

g) Web-link where details of familiarization programmes imparted to Independent Directors is disclosed:

Our company provides new independent directors with a comprehensive orientation program. This program is designed to cover:

- **Roles and Responsibilities:** The specific roles, rights, responsibilities, and duties of an independent director.
- **Company Overview:** An overview of the company, its industry, business model, and operations.
- **Other Information:** Any other pertinent information relevant to their role.

Further details on this familiarization program can be found on our website: <https://www.miflindia.com/investor-relations/policies>.

h) Chart or a matrix setting out the skills/expertise/competence of the Board of Directors:

In compliance with SEBI's listing regulations, our Board has identified the key skills, expertise, and competencies required for effective governance within our industry. These essential skills are categorized as follows:

| | |
|--|--|
| Strategic Planning & Business Strategy | Financial Services Industry Expertise |
| Regulatory Compliance & Oversight | Credit and Risk Management |
| Corporate Governance & Ethics | Stakeholder Engagement & Public Policy |
| Audit & Financial Reporting | Management of Business Strategy |

| | |
|---|------------------------------------|
| Technology & Digital Transformation | Human Capital Management & Culture |
| Cyber security Leadership | Customer Experience Management |
| Directors' Qualifications and Understanding of Business – The directors possess the requisite qualifications to comprehend the company's businesses, strategies, policies, values, and culture. They effectively assess its risks, strengths, opportunities, and threats to ensure compliance and robust corporate governance. | |

❖ **Professional Background/Qualifications of Directors:**

| | |
|---|---|
| <p>Mr. Venkata Ramana Revuru Managing Director, Chairman, Executive Director</p> <p>Mr. Venkata Ramana Revuru is the Chairman and Managing Director (Promoter) of the Company. He has been looking after the overall affairs and operations of the Company. He is a Master of Business Administration from Sri Krishnadevaraya University, Andhra Pradesh and Post Graduate Diploma in Information Technology (PGDIT) from Manipal Academy of Higher Education, Karnataka.</p> <p>He has approximately 22+ years of field of sales, business development, product training, client servicing, marketing, portfolio management, market research, general administration and strategic planning and financial products, multiple bonds, infrastructure, term deposits, and loans.</p> <p>Mr. Venkata Ramana Revuru embodies the essence of leadership, exemplifying the importance of vision in navigating the dynamic landscape of the industry.</p> | <p>Mr. Yatin Sanjay Gupte, Non-Executive Non-Independent Director</p> <p>Mr. Yatin Sanjay Gupte holds an Honorary Doctorate in Social Service and an MBA in Insurance & Risk Management. He is a Master of Business Administration (M.B.A Exe.) in Insurance from Bhartiya Shiksha Parishad, Uttar Pradesh.</p> <p>Mr. Yatin Sanjay Gupte, possess more than 2 decades of experience in the field of Sales and Marketing, Business Development, Insurance, Technology and Client Servicing. An honorary doctorate in social service and MBA holder in Insurance & Risk Management, he has experience of close to two decades in the various fields of business, sales and much more.</p> <p>He founded Wardwizard Group in the year 2016 and under his leadership being Chairman and Managing Director Wardwizard Innovations and Mobility Limited became the first ever EV company which got listed on The BSE in the year 2019.</p> |
| <p>Mr. Sojan Vettukallel Avirachan Non-Executive Non-Independent Director</p> <p>Mr. Sojan Vettukallel Avirachan has more than 17 years of experience working with various financial firm, handled loan portfolio, Managing various branch office of the company, retail/consumer finance .</p> <p>He has expertise in the field of investment in quoted/unquoted securities/mutual funds/</p> | <p>Mrs. Mansi Jayendra Bhatt Non-Executive Woman Independent Director</p> <p>Mrs. Mansi Bhatt is a dedicated and experienced Chartered Accountant with a wealth of knowledge and expertise in various areas of taxation, auditing, accounting, finance management, and compliance. With over a decade of professional experience, she has been serving as the Proprietor at Mansi Bhatt & Associates since April 2011.</p> |

| | |
|--|---|
| <p>government securities, lending activities, micro finance activities.</p> <p>Mr. Sojan is the Chairman and Managing Director of I Secure Credit & Capital Services Limited.</p> | <p>Throughout her career, she has served as a Statutory Auditor for various entities, including Co-Operative Societies and Private Limited Companies. In her role as an Income Tax Auditor, she has worked with a diverse range of clients. Throughout her career, she has appeared before Tax Authorities on behalf of clients, providing representation and resolving various tax-related matters. She possesses extensive experience in finalizing and scrutinizing books of accounts and have also been involved in GST compliance and audit. She has also supported clients in preparing project reports and managing their finances effectively.</p> <p>As part of her commitment to professional development and knowledge sharing, she serves as a faculty member at the Vadodara Branch of the Institute of Chartered Accountants of India (ICAI). She has delivered seminars and workshops on various accounting and auditing topics. Overall, her diverse expertise in taxation, auditing, and compliance, combined with commitment to professional growth and involvement in extracurricular activities, enables her to provide valuable insights and solutions to clients. She is dedicated to delivering high-quality services and contributing to the success of organizations and individuals in achieving their financial goals.</p> |
| <p>Mr. Miteshkumar Ghanshyambhai Rana Non-Executive Independent Director</p> <p>Mr. Miteshkumar Ghanshyambhai Rana, aged 38, is an associate member of Institute of Company Secretaries of India and has also completed Master of Commerce in Accounting and Financial Management from Maharaja Sayajirao University of Vadodara. He is sole proprietor of Mitesh Rana & Co. Practicing Company Secretaries. He possesses more than 10+ years' experience in the field of consultation and rendering professional services for corporate compliances, corporate laws and planning.</p> | <p>Mr. Paresh Prakashbhai Thakkar Non-Executive Independent Director</p> <p>Mr. Paresh Prakashbhai Thakkar is a professional practicing in the field of Legal and Taxation since last more than 16+ Years as an Advocate and Tax Consultant with special emphasize on Corporate, Civil, Criminal, Revenue, Consumer and Commercial Law practice. He is Fellow member of The Institute of Cost & Management Accountants of India.</p> <p>He had wide and varied client base for in Legal and Taxation Field including companies, institutions and individuals. He is Founder and pioneer of Thakkar & Associates located in Vadodara.</p> |

| | |
|--|--|
| He is also associated as Trustee of Constellation Education and Charitable Foundation and responsible for administration and management. | He will be joining as an Independent Director in the Company with various committees in compliance with the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. |
|--|--|

❖ **Names of Directors possessing the skills/expertise/competence as specified by the Board of Directors**

| Industry Skills | Name of the Director possessing the skill/expertise/competence |
|---|--|
| Strategic Planning & Business Strategy ,Financial Services Industry Expertise, Credit and Risk Management, Technology & Digital Transformation, Cyber security Leadership | Mr. Venkata Ramana Revuru, Mr. Yatin Sanjay Gupte and Mr. Sojan Vettukallel Avirachan |
| Governance and Collective Skills | Name of the Director possessing the skill/expertise/competence |
| Corporate Governance & Ethics, Audit & Financial Reporting, Regulatory Compliance & Oversight, Stakeholder Engagement & Public Policy | Mr. Venkata Ramana Revuru, Mr. Yatin Sanjay Gupte, Mr. Vettukallel Avirachan Sojan, Mrs. Mansi Jayendra Bhatt, Mr. Miteshkumar Ghanshyambhai Rana and Mr. Paresh Prakashbhai Thakkar |
| Personal Attributes | Name of the Director possessing the skill/expertise/competence |
| Management of Business Strategy, Customer Experience Management, Qualification and Understanding of Business, Human Capital Management & Culture | Mr. Venkata Ramana Revuru, Mr. Yatin Sanjay Gupte, Mr. Vettukallel Avirachan Sojan, Mrs. Mansi Jayendra Bhatt, Mr. Miteshkumar Ghanshyambhai Rana and Mr. Paresh Prakashbhai Thakkar |

i) **Confirmation from the Board of Directors:**

All Independent Directors of the Company have provided the required declarations and disclosures under Section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations, 2015. They have confirmed that they meet the independence criteria specified in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Additionally, they have stated that they are not aware of any circumstance or situation that could compromise their ability to perform their duties with objective and independent judgment.

Following the receipt and verification of these declarations, the Board has concluded that the Independent Directors possess integrity, relevant expertise, and experience. Consequently, they are confirmed to be independent of the company's management.

Based on the confirmations received from the Directors, the following Non-Executive Directors are Independent as of March 31, 2025:

| Name of Independent Directors | Category |
|--------------------------------------|---|
| Mrs. Mansi Jayendra Bhatt | Non- Executive Woman Independent Director |

| | |
|---|-------------------------------------|
| Mr. Paresh Prakashbhai Thakkar | Non- Executive Independent Director |
| Mr. Miteshkumar Ghanshyambhai Rana | Non- Executive Independent Director |
| Mr. Nikhil Bhagwanshanker Dwivedi (Resigned on 23 rd April, 2025) | Non- Executive Independent Director |

❖ Separate Meetings of Independent Directors

In compliance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013, Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the SEBI (LODR) (Third Amendment) Regulations, 2024 vide Notification No. SEBI/LAD-NRO/GN/2024/218 dated 12th December, 2024, read with Schedule II, Part E (Discretionary Requirements), Separate meetings of the Independent Directors of the Company were held on **08th February, 2025 and 27th March, 2025**.

At the said meetings, the Independent Directors, inter alia, reviewed and discussed the following matters:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman, taking into consideration the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, adequacy, content, and timeliness of the flow of information between the Management and the Board, which is necessary for the Board to discharge its functions effectively and reasonably.

The Independent Directors carried out the performance evaluation of the Chairman & Managing Director as well as the Non-Executive Directors. The Directors expressed their overall satisfaction with the evaluation process and its outcome.

The Board of Directors further confirms that all Independent Directors meet the conditions of independence as laid down under the SEBI (LODR) Regulations, 2015 and continue to be independent of the management.

It is further confirmed that all the Independent Directors attended the aforesaid meetings.

j) Detailed reasons for resignation of Independent Directors:

During the **financial year 2024-25**, no Independent Director resigned from the Board of the Company.

However, subsequent to the closure of the financial year, **Mr. Nikhil Bhagwanshanker Dwivedi (DIN: 08865234)** tendered his resignation from the position of Independent Director of the Company with effect from **23rd April, 2025**.

| Name of Independent Director | DIN | Date and Reason of Resignation* |
|-----------------------------------|----------|--|
| Mr. Nikhil Bhagwanshanker Dwivedi | 08865234 | A) Date of Resignation : 23 rd April, 2025 B) Reason of Resignation : Due to his necessity to frequently travel abroad |

Note: *Resigned Director confirmed in his Resignation letter that there are no other material reasons other than those provided in the above table.

3. BOARD COMMITTEES

The Committees of the Board function in accordance with their respective terms of reference, which define their composition, scope, powers, duties, and responsibilities.

Based on the recommendations, suggestions, and observations of these Committees, the Board of Directors takes informed decisions on the matters placed before it.

The Chairpersons of the respective Committees regularly apprise the Board of the discussions and deliberations held at the Committee meetings.

As on **March 31, 2025**, the Company had **Four (04) Board Committees**, namely:

- A) Audit Committee
- B) Nomination and Remuneration Committee
- C) Stakeholders Relationship Committee
- D) Rights Issue Committee

The Company Secretary acts as the Secretary to the above mentioned Committees.

A) AUDIT COMMITTEE :

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of The Companies Act, 2013 ('the Act') and Regulation 18 read with Part C of Schedule II of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the members of the Committee have wide experience of Finance, Accounts & Audit.

a) Brief description of terms of reference

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

❖ Role of Audit Committee shall include the following:

1. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a) matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of The Companies Act, 2013;
 - b) changes, if any, in accounting policies and practices and reasons for the same;

- c) major accounting entries involving estimates based on the exercise of judgment by management;
 - d) significant adjustments made in the financial statements arising out of audit findings;
 - e) compliance with listing and other legal requirements relating to financial statements;
 - f) disclosure of any related party transactions;
 - g) modified opinion(s) in the draft audit report;
5. reviewing with the management, the quarterly financial statements before submission to the Board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
 7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 8. approval or any subsequent modification of transactions of the listed entity with related parties;
 9. scrutiny of inter-corporate loans and investments;
 10. valuation of undertakings or assets of the listed entity, wherever it is necessary;
 11. evaluation of internal financial controls and risk management systems;
 12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. discussion with internal auditors of any significant findings and follow up there on;
 15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. to review the functioning of the whistle blower mechanism;
 19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
 21. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

22. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

❖ **The Audit Committee shall mandatorily review the following information:**

- a) management discussion and analysis of financial condition and results of operations;
- b) management letters / letters of internal control weaknesses issued by the statutory auditors;
- c) internal audit reports relating to internal control weaknesses; and
- d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- e) statement of deviations:
 - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - ii. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

All the recommendations made by the Committee during the year under review, were accepted by the Board.

In addition, reviewing of such other functions as envisaged under Section 177 of The Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended and Regulation 18 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

b) Composition, name of members and chairperson during the FY 2024-25 (As on 31st March, 2025)

As on **31st March, 2025**, the Audit Committee of the Board comprised **Five (05) Directors**, consisting of **Four (04)** Independent Directors and **One (01)** Non-Executive, Non-Independent Director. Mrs. Mansi Jayendra Bhatt serves as the Chairperson of the Committee.

All members of the Audit Committee possess the requisite qualifications and have sound knowledge in the areas of finance, accounting practices, policies, and internal controls, thereby enabling them to effectively contribute to the Committee's deliberations.

The Chairperson of the Committee, Mrs. Mansi Jayendra Bhatt, was present at the Annual General Meeting held on **Saturday, 28th September, 2024**, which was conducted through Video Conferencing (VC).

The Company Secretary of the Company acts as the Secretary to the Audit Committee.

The Audit Committee was re-constituted **Once (01)** on **29th May, 2024**, during the financial year 2024-25.

❖ **Composition of the Audit Committee are as under:**

| Name of the Members | Position on the Committee | Category | Date of Appointment in Committee | Cessation date |
|------------------------------------|---------------------------|--|----------------------------------|------------------------------|
| Mrs. Mansi Jayendra Bhatt | Chairperson | Non-Executive - Woman Independent Director | 25 th May, 2023 | - |
| *Mr. Nikhil Bhagwanshanker Dwivedi | Member | Non-Executive - Independent Director | 03 rd June, 2021 | 23 rd April, 2025 |
| Mr. Yatin Sanjay Gupte | Member | Non-Executive Non Independent Director | 03 rd June, 2021 | - |
| Mr. Paresh Prakashbhai Thakkar | Member | Non-Executive - Independent Director | 01 st March, 2024 | - |
| Mr. Miteshkumar Ghanshyambhai Rana | Member | Non-Executive - Independent Director | 29 th May, 2024 | - |

Note:

*Mr. Nikhil Bhagwanshanker Dwivedi, Member of Audit Committee, resigned from the post of Non-Executive Independent Director from the Board of the Company on 23rd April, 2025. He ceased to be Member of Audit Committee w.e.f. 23rd April, 2025.

c) Meetings and attendance during the year ended on 31st March, 2025.

During the period, Audit Committee met **Eight (08) times**. The maximum gap between any two meetings was not more than one hundred and twenty days. The necessary quorum was present for all the meetings.

The dates on which the Audit Committee Meetings were held and convened during the FY 2024-2025 are as follows:

| Date of Audit Committee Meetings | |
|----------------------------------|-----------------------------------|
| 1. 24 th April, 2024 | 5. 31 st August, 2024 |
| 2. 29 th May, 2024 | 6. 29 th October, 2024 |
| 3. 21 st June, 2024 | 7. 17 th January, 2025 |
| 4. 12 th August, 2024 | 8. 10 th March, 2025 |

❖ **The Attendance of Members are as follows:**

| Name of the Members | Number of Audit Committee Meetings held during tenure of Directors | Attended |
|------------------------------------|---|-----------------|
| Mrs. Mansi Jayendra Bhatt | 08 | 08 |
| Mr. Yatin Sanjay Gupte | 08 | 06 |
| Mr. Paresh Prakashbhai Thakkar | 08 | 08 |
| Mr. Miteshkumar Ghanshyambhai Rana | 06 | 06 |
| Mr. Nikhil Bhagwanshanker Dwivedi | 08 | 06 |

B) NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (NRC) has been constituted by the Board as per requirements of Section 178 of the Act and Regulation 19 read with Para A Part D of Schedule II of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

a) Brief description of terms of reference

The terms of reference of the NRC, inter alia includes:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- 1A For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - i. use the services of an external agencies, if required;
 - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - iii. consider the time commitments of the candidates.
2. formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. devising a policy on diversity of board of directors;

4. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. Recommend to the board, all remuneration, in whatever form, payable to senior management.
7. To ensure 'fit and proper' status of proposed directors and that there is no conflict of interest in appointment of Directors on Board of the Company and Key Managerial Personnel.

b) **Composition, name of members and chairperson during the FY 2024-25 (As on 31st March, 2025)**

As on 31st March, 2025, the Nomination and Remuneration Committee (NRC) of the Board comprised **Five (05)** Directors, consisting of **Four (04)** Independent Directors and **One (01)** Non-Executive, Non-Independent Director. Mr. Miteshkumar Ghanshyambhai Rana serves as the Chairperson of the Committee.

The Chairperson of the Committee, Mr. Miteshkumar Ghanshyambhai Rana, was present at the Annual General Meeting held on **Saturday, 28th September, 2024**.

The Company Secretary of the Company acts as the Secretary to the Committee.

During the financial year 2024-25, there was no reconstitution of the Nomination and Remuneration Committee.

❖ **Composition of the Nomination and Remuneration Committee are as under:**

| Name of the Members | Position on the Committee | Category | Date of Appointment in Committee | Cessation date |
|------------------------------------|---------------------------|--|----------------------------------|------------------------------|
| Mr. Miteshkumar Ghanshyambhai Rana | Chairperson | Non-Executive - Independent Director | 01 st March, 2024 | - |
| Mr. Yatin Sanjay Gupte | Member | Non-Executive Non Independent Director | 12 th August, 2022 | - |
| Mrs. Mansi Jayendra Bhatt | Member | Non-Executive - Woman Independent Director | 25 th May, 2023 | - |
| Mr. Paresh Prakashbhai Thakkar | Member | Non-Executive - Independent Director | 01 st March, 2024 | - |
| *Mr. Nikhil Bhagwanshanker Dwivedi | Chairperson | Non-Executive - Independent Director | 03 rd June, 2021 | 23 rd April, 2025 |

Note: *Mr. Nikhil Bhagwanshanker Dwivedi, Member of Nomination and Remuneration Committee, resigned from the post of Non-Executive Independent Director from the Board of the Company on 23rd April, 2025. He is no longer Member of Nomination and Remuneration Committee w.e.f. 23rd April, 2025.

c) Meetings and attendance during the year ended on 31st March, 2025

During the period, Nomination and Remuneration Committee met **Two (02)** times. The necessary quorum was present for all the meetings.

The dates on which the Nomination and Remuneration Committee Meetings were held and convened during the FY 2024-2025 are as follows:

| Date of Nomination and Remuneration Committee Meetings | |
|--|-----------------------------------|
| 1. 24 th April, 2024 | 2. 17 th January, 2025 |

❖ The Attendance of Directors are as follows:

| Name of the Members | Number of Nomination and Remuneration Committee Meetings held during tenure of Directors | Attended |
|------------------------------------|--|----------|
| Mr. Miteshkumar Ghanshyambhai Rana | 02 | 02 |
| Mr. Yatin Sanjay Gupte | 02 | 01 |
| Mrs. Mansi Jayendra Bhatt | 02 | 02 |
| Mr. Paresh Prakashbhai Thakkar | 02 | 02 |
| Mr. Nikhil Bhagwanshanker Dwivedi | 02 | 02 |

d) Performance evaluation criteria for independent directors

In accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee has laid down the criteria for performance evaluation of Executive and Non-Executive Directors. The evaluation framework is based on various parameters, inter alia, profile, experience, contribution, dedication, knowledge, sharing of information with the Board, regularity of attendance, aptitude and effectiveness, preparedness and participation, teamwork, decision-making process, discharge of roles, rights and responsibilities, monitoring and managing potential conflict of interest, providing fair and constructive feedback, strategic guidance, and overall contribution to the growth of the Company.

The Company has devised a structured process for performance evaluation of the Board, its Committees, and individual Directors, including separate criteria for Independent and Non-Independent Directors. The performance of the Board and Committees was evaluated by the Board after seeking inputs from Committee members, based on criteria such as composition of Committees, effectiveness of meetings, and overall functioning.

In a separate meeting, Independent Directors reviewed the performance of Non-Independent Directors and the Chairman of the Company. They also evaluated the quality, quantity, and timeliness of the flow of information between the management and the Board, which is essential for the Board to effectively discharge its duties. The feedback and observations of the Independent Directors were shared with the Chairman and deliberated upon in the subsequent Board Meeting, where the performance of the Board, its Committees, and individual Directors was also discussed.

C) STAKEHOLDERS RELATIONSHIP COMMITTEE {SECTION 178(5) OF THE COMPANIES ACT, 2013 READ WITH REGULATION 20 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015}:

The Stakeholder Relationship Committee (SRC) has been constituted by the Board as per requirements of Section 178(5) of the Act and Regulation 20 read with Para B of Part D of Schedule II of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

❖ Role of Stakeholders Relationship Committee

The Committee is responsible for assisting the Board of Directors in the Board's overall responsibilities relating to attending and redressal of the grievances of the security holders of the Company, The Committee in particular looks into:

- 1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- 2) Review of measures taken for effective exercise of voting rights by shareholders.
- 3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- 4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- 5) Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.
- 6) Any other matter that can facilitate better investor services and relations.

a) Composition of the Committee, Meetings and Attendance as on 31st March, 2025.

As on 31st March 2025, the Stakeholders' Relationship Committee ("SRC") of the Company comprised **Four (04)** Non-Executive Directors, of which **Three (03)** were Independent Directors. The Committee was chaired by Mrs. Mansi Jayendra Bhatt, Independent Director.

At the Annual General Meeting held on **Saturday, 28th September 2024**, Mrs. Mansi Jayendra Bhatt, in her capacity as the Chairperson of the Committee, was present to address the queries raised by the shareholders, thereby ensuring effective shareholder engagement.

The Company Secretary acts as the Secretary to the Committee and provides necessary support for its functioning.

During the financial year 2024–25, there was no reconstitution of the Stakeholders’ Relationship Committee.

❖ **Composition of the Stakeholder Relationship Committee are as under:**

| Name of the Members | Position on the Committee | Category | Date of Appointment in Committee | Cessation date |
|------------------------------------|---------------------------|--|----------------------------------|------------------------------|
| Mrs. Mansi Jayendra Bhatt | Chairperson | Non-Executive - Woman Independent Director | 25 th May, 2023 | - |
| Mr. Yatin Sanjay Gupte | Member | Non-Executive Non Independent Director | 03 rd June, 2021 | - |
| Mr. Miteshkumar Ghanshyambhai Rana | Member | Non-Executive - Independent Director | 01 st March, 2024 | - |
| *Mr. Nikhil Bhagwanshanker Dwivedi | Member | Non-Executive - Independent Director | 03 rd June, 2021 | 23 rd April, 2025 |

Note: *Mr. Nikhil Bhagwanshanker Dwivedi, Member of Stakeholder Relationship Committee, resigned from the post of Non-Executive Independent Director from the Board of the Company on 23rd April, 2025. He is no longer Member of Stakeholder Relationship Committee w.e.f. 23rd April, 2025.

❖ **Meetings and attendance during the year ended on 31st March, 2025**

During the period, Stakeholder Relationship Committee met **Two (2)** times. The necessary quorum was present for all the meetings.

The dates on which the Stakeholder Relationship Committee Meetings were held and convened during the FY 2024-2025 are as follows:

| Date of Stakeholder Relationship Committee Meetings | |
|---|-----------------------------------|
| 1. 24 th April, 2024 | 2. 17 th January, 2025 |

The Attendance of Directors are as follows:

| Name of the Members | Number of Stakeholder Relationship Committee Meetings held during tenure of Directors | Attended |
|---------------------------|---|----------|
| Mrs. Mansi Jayendra Bhatt | 02 | 02 |

| | | |
|------------------------------------|----|----|
| Mr. Yatin Sanjay Gupte | 02 | 01 |
| Mr. Miteshkumar Ghanshyambhai Rana | 02 | 02 |
| Mr. Nikhil Bhagwanshanker Dwivedi | 02 | 02 |

b) Name and designation of the compliance officer: The details of Compliance Officer are as follows:

| Name of the Compliance Officer | Designation | Date of Appointment |
|--------------------------------|-------------------|------------------------------|
| Mr. Samoil Lokhandwala | Company Secretary | 01 st April, 2024 |

c) Number of shareholders' complaints received during the financial year:

In accordance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company Secretary of the Company acts as the Compliance Officer and is responsible for overseeing the effective redressal of investor grievances. Shareholders may lodge their queries or complaints by writing to the Company at compliance@miflindia.com.

The Securities and Exchange Board of India (SEBI) has established a centralized web-based complaint redressal system known as SCORES, which facilitates investors to lodge and monitor their complaints online. Complaints received through SCORES are taken up by the Company and addressed in a timely and efficient manner.

The status of investor complaints for the financial year 2024–25 is as under:

| Particulars | No. of Complaints |
|--|-------------------|
| Complaints pending as on April 01, 2024 | NIL |
| Complaints received during the period April 01, 2024 to 31 st March, 2025 | NIL |
| Complaints identified and reported under Regulation 13(3) of Listing Regulations. | NIL |
| Complaints disposed of during the year ended 31 st March, 2025 | NIL |
| Complaints unresolved as of March 31, 2025. | NIL |

The status of security holders' grievances is periodically reviewed by the Stakeholders' Relationship Committee, and the minutes of the Committee are placed before the Board for noting.

The Company has implemented robust measures to enhance the efficiency of grievance resolution and ensures that all investor concerns are addressed promptly. The Company utilizes the **SEBI Complaints Redress System (SCORES)**, a centralized web-based platform introduced by SEBI, which enables investors to lodge, track, and monitor their complaints online.

SCORES provides a transparent and streamlined mechanism, with features such as a centralized complaint database, online submission of action-taken reports by companies, and real-time status tracking. The Company remains committed to resolving all investor complaints received through SCORES within the prescribed timelines.

❖ **Online Dispute Resolution (ODR) Mechanism**

SEBI, vide Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 (further updated on December 20, 2023), has introduced a framework for online resolution of disputes in the Indian securities market. Under this framework, the existing dispute resolution mechanism has been streamlined under the aegis of Stock Exchanges and Depositories by expanding their scope and by establishing a common Online Dispute Resolution Portal ("ODR Portal"). This portal leverages online conciliation and arbitration for effective resolution of disputes in the securities market.

In line with the aforesaid SEBI Circulars, shareholders are advised to first take up their grievances with the Company or its Registrar and Transfer Agent (RTA). In case the response is not received or is found unsatisfactory, shareholders may initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

In compliance with SEBI Circular, the Company has sent email communication to the shareholders intimating them the mechanism to facilitate online resolution of all kinds of disputes arising in the Indian securities market. The said Circular can be accessed by the members from the Company's website at <https://www.miflindia.com/contact> or on the website of RTA https://www.purvashare.com/media/documents/SEBI_Circular_31072023.

During the Financial year 2024-25, no complaints reported under the ODR portal.

D) RISK MANAGEMENT COMMITTEE {REGULATION 21 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015}:

The composition of Risk Management Committee as required under Regulation 21 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

E) RIGHTS ISSUE COMMITTEE:

❖ **Composition, name of members and chairperson; (As on 31st March, 2025)**

The Rights Issue Committee of the Board was constituted through a resolution passed at the meeting of the Board of Directors held on **25th May 2023**. As on 31st March 2025, the Committee comprised **Five (05)** Directors, consisting of **One (01)** Executive Director, **One (01)** Non-Executive Non-Independent Director, and **Three (03)** Non-Executive

Independent Directors. The Committee is chaired by **Mr. Venkata Ramana Revuru**, Executive Director who provides leadership in guiding the proceedings of the Committee.

The Committee is entrusted with the responsibility of overseeing matters relating to the Rights Issue, monitoring its implementation, and ensuring compliance with applicable statutory and regulatory requirements.

During the financial year 2024–25, the Rights Issue Committee was reconstituted Once (01) on **21st June 2024**.

Composition of the Rights Issue Committee are as under:

| Name of the Members | Position on the Committee | Category | Date of Appointment in Committee | Cessation date |
|------------------------------------|---------------------------|--|----------------------------------|----------------|
| Mr. Venkata Ramana Revuru | Chairperson | Executive Director | 25 th May, 2023 | - |
| Mrs. Mansi Jayendra Bhatt | Member | Non-Executive Woman Independent Director | 25 th May, 2023 | - |
| Mr. Yatin Sanjay Gupte | Member | Non-Executive Non Independent Director | 25 th May, 2023 | - |
| Mr. Paresh Prakashbhai Thakkar | Member | Non-Executive - Independent Director | 01 st March, 2024 | - |
| Mr. Miteshkumar Ghanshyambhai Rana | Member | Non-Executive - Independent Director | 21 st June, 2024 | - |

❖ **Meetings and attendance during the year ended on 31st March, 2025**

During the period, Rights Issue Committee met **One (01)** time with adequate quorum was present for the meeting.

The date on which the Rights Issue Committee Meeting were held and convened during the FY 2024-2025 are as follow:

| Date of Rights Issue Committee Meeting |
|--|
| 1. 20 th December, 2024 |

The Attendance of Directors are as follows:

| Name of the Members | Number of Rights Issue Committee Meetings held during tenure of Directors | Attended |
|---------------------------|---|----------|
| Mr. Venkata Ramana Revuru | 01 | 01 |

| | | |
|------------------------------------|----|----|
| Mrs. Mansi Jayendra Bhatt | 01 | 01 |
| Mr. Yatin Sanjay Gupte | 01 | 01 |
| Mr. Paresh Prakashbhai Thakkar | 01 | 01 |
| Mr. Miteshkumar Ghanshyambhai Rana | 01 | 01 |

F) SENIOR MANAGEMENT:

Pursuant to the provisions of **SEBI Circular No. SEBI/LAD-NRO/GN/2023/117 dated January 17, 2023**, read with **Regulation 16(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, as amended from time to time, the Company confirms that no officers were designated as part of the Senior Management of the Company during the period under review.

G) REMUNERATION OF DIRECTORS:

The Company's Nomination and Remuneration Committee (NRC) has formulated a well-defined policy that sets out the framework for the appointment of Directors, Key Managerial Personnel (KMP), and Senior Management personnel. The policy lays down the guiding principles for selection criteria, compensation structure, and the promotion of board diversity.

The objective of the policy is to ensure a fair and transparent process that aligns the interests of the shareholders with that of the Company, while providing a competitive and equitable compensation framework. It emphasizes the identification of individuals with the requisite skills, knowledge, experience, integrity, and diverse perspectives who can contribute effectively to the functioning of the Board and overall governance of the Company.

The remuneration philosophy of the Company is designed to reward performance and merit, with periodic reviews of achievements, and remains consistent with prevailing industry practices and regulatory requirements.

- i. None of the Independent Directors or Non-Executive Directors have any pecuniary relationship or transactions with the Company, its Promoters, or its Management, which, in the opinion of the Board, could impair their independence or exercise of objective judgment.
- ii. The criteria for making payment to Non-Executive Directors is available on the website of the Company i.e. <https://www.miflindia.com/investor-relations/policies>.

iii. Remuneration paid to Non- Executive Directors.

The Non-Executive Directors are entitled to receive sitting fees for attending meetings of the Board and its Committees.

The details of remuneration by way of sitting fees paid to the Non-Executive Directors for the financial year ended 31st March, 2025 are as under:

| Name of the Directors | Category | Sitting Fees (Amount (₹) in Lakhs) |
|--|--|---------------------------------------|
| Mr. Yatin Sanjay Gupte | Non-Executive Non Independent Director | 0.00 |
| Mr. Sojan Vettukallel Avirachan | Non-Executive Non Independent Director | 0.00 |
| Mrs. Mansi Jayendra Bhatt | Non-Executive - Woman Independent Director | 1.00 |
| Mr. Paresh Prakashbhai Thakkar | Non-Executive Independent Director | 1.00 |
| Mr. Miteshkumar Ghanshyambhai Rana | Non-Executive Independent Director | 1.00 |
| Mr. Nikhil Bhagwanshanker Dwivedi (Resigned on 23 rd April, 2025) | Non-Executive Independent Director | 0.75 |

❖ **Remuneration paid to the Managing Director and Executive Director during the year is as follows:**

(₹ In lakhs)

| Name of the Director and Designation | Category | Salary | Benefits | Bonuses | Pension | Service Contracts | Notice | Total |
|--------------------------------------|---|--------|----------|---------|---------|---|--------|-------|
| Mr. Venkata Ramana Revuru | Executive Director, Managing Director, Chairman | NIL | NIL | NIL | NIL | Reappointed for Further term of Two (02) years w.e.f 10 th July, 2024 to 09 th July, 2026 | NIL | NIL |

There were no severance fees and stock option plan.

The appointment of **Mr. Venkata Ramana Revuru (DIN: 02809108)** as Chairman and Managing Director was initially made for a period of three (3) years, commencing from **10th August, 2021 to 09th July, 2024**, pursuant to the terms and conditions as set out in the agreement dated **12th August, 2021**, and the resolution passed by the Board at its meeting held on **10th August, 2021**, which was subsequently approved by the Members at the Annual General Meeting held on **27th September, 2021**.

Further, the Board of Directors, at its meeting held on 28th March, 2024, approved the re-appointment of Mr. Venkata

Ramana Revuru as Managing Director of the Company for a term of two (2) years, effective from **10th July, 2024 to 09th July, 2026**, upon the expiry of his current term. The said re-appointment was duly approved by the shareholders of the Company through Postal Ballot, the results of which were declared on **02nd May, 2024**.

❖ **Criteria for Nomination as per Nomination Remuneration Committee**

The Nomination and Remuneration Committee ("the Committee") is entrusted with the responsibility of formulating and recommending to the Board a policy relating to the appointment of Directors, including Independent Directors, Key Managerial Personnel (KMP), and Senior Management Personnel. The Committee follows a structured process in this regard, which includes:

- Ensuring that any individual proposed to be appointed as a Director / Independent Director / KMP / Senior Management Personnel is not disqualified under the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any other applicable law for the time being in force.
- In case of Independent Directors, verifying that the appointee satisfies the criteria of independence as prescribed under the Companies Act, 2013, the rules framed thereunder, and the SEBI Listing Regulations.
- Recommending the appointment of Executive Directors in accordance with the applicable provisions of law and the terms of their service contracts.
- Ensuring that the level and composition of remuneration is reasonable, sufficient, and linked to performance, while maintaining clear alignment with appropriate performance benchmarks and the long-term interests of the Company and its stakeholders.
- Reviewing and carrying out performance evaluation of Directors and making suitable recommendations to the Board regarding their appointment, continuation, or removal, based on such evaluation.

4) GENERAL BODY MEETINGS:

a) The details of date, Venue and time of the last three Annual General Meetings held are as under:

| Financial year Ended | Date | Time (IST) | Venue |
|----------------------|----------------------------------|------------|---|
| 2023-2024 | 28 th September, 2024 | 13.00 p.m. | Through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") without the physical Presence of the Members at a common venue, in compliance with General Circulars issued by Ministry of Corporate Affairs (MCA Circulars). |
| 2022-2023 | 02 nd September, 2023 | 15.30 p.m. | Through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") without the physical Presence of the Members at a common venue, in compliance with General Circulars issued by Ministry of Corporate Affairs (MCA Circulars). |

| | | | |
|-----------|----------------------------------|------------|---|
| 2021-2022 | 26 th September, 2022 | 13.00 p.m. | Through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") without the physical Presence of the Members at a common venue, in compliance with General Circulars issued by Ministry of Corporate Affairs (MCA Circulars). |
|-----------|----------------------------------|------------|---|

b) Special Resolutions passed during the previous three Annual General Meetings:

| Financial Year | Date | Time (IST) | Resolutions Passed |
|----------------|----------------------------------|------------|--|
| 2023-2024 | 28 th September, 2024 | 13.00 p.m. | 1) Power to create charge on the assets of the Company to secure borrowings up to 150 Crores pursuant to Section 180(1)(A) of The Companies Act, 2013. (Special Business — Special Resolution). 2) Adoption of new set of Articles of Association of the Company (Special Business — Special Resolution). |
| 2022-2023 | 02 nd September, 2023 | 15.30 p.m. | 1) Approval for Material Related Party Transaction (s) under Section 188 of The Companies Act, 2013 and Regulation 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and IND AS 24. (Special Business — Special Resolution). 2) Increasing Borrowing Limits of The Board of Directors of The Company Under Section 180 of The Companies Act, 2013 (Special Business — Special Resolution). 3) Authorization to make Loan(s) and give guarantee(s), provide security (ies) or make Investments under Section 186 of The Companies Act, 2013 (Special Business — Special Resolution). 4) Authorization to advance any loan or give any guarantee or provide any security under Section 185 of The Companies Act, 2013 (Special Business — Special Resolution). |
| 2021-2022 | 26 th September, 2022 | 13.00 p.m. | 1) Approval for Material Related Party Transaction (s) under Section 188 of The Companies Act, 2013 and Regulation 23 of The SEBI (LODR) Regulations, 2015. (Special Business — Special Resolution). |

| | | | |
|--|--|--|---|
| | | | <p>2) Increasing Borrowing Limits of The Board of Directors of The Company Under Section 180 of The Companies Act, 2013 (Special Business — Special Resolution).</p> <p>3) Authorization to make Loan(s) and give guarantee(s), provide security (ies) or make Investments under Section 186 of The Companies Act, 2013 (Special Business — Special Resolution).</p> <p>4) Authorization to advance any loan or give any guarantee or provide any security under Section 185 of The Companies Act, 2013 (Special Business — Special Resolution).</p> |
|--|--|--|---|

c) **Special Resolutions passed during Financial Year 2024-25 through Postal Ballot:**

| Financial Year | Date of Notice of Postal Ballot | Postal Ballot Results date | Resolutions Passed |
|----------------|---------------------------------|----------------------------|--|
| 2024-2025 | 28 th March, 2024 | 02 nd May, 2024 | <p>1) Regularization of Appointment of Paresh Prakashbhai Thakkar (DIN: 08265981) as Non-Executive Independent Director of the Company. (Special Business — Special Resolution).</p> <p>2) Regularization of Appointment of Miteshkumar Ghanshyambhai Rana (DIN: 06770916) as Non-Executive Independent Director of the Company (Special Business — Special Resolution).</p> <p>3) Approval for Material Related Party Transaction(s) under section 188 of The Companies Act, 2013 and Regulation 23 of The SEBI (Listing Obligations and Disclosure Requirements), 2015 and IND AS 24 (Special Business — Special Resolution).</p> <p>4) Re-appointment of Mr. Venkata Ramana Revuru (DIN: 02809108) as Managing Director of The Company (Special Business — Special Resolution).</p> |

❖ **The details of voting pattern of the Special Resolutions passed through Postal Ballot are as follows -**

1. **Regularization of Appointment of Paresh Prakashbhai Thakkar (DIN: 08265981) as Non-Executive Independent Director of the Company.**

The details of voting pattern are as under:

| Particulars | Total No. of valid votes | Votes Assenting the Resolution | % Votes cast | Votes Assenting the Resolution | % Votes cast |
|------------------------------------|--------------------------|--------------------------------|--------------|--------------------------------|--------------|
| Votes cast through Electronic Mode | 66,90,20,903 | 66,89,85,249 | 99.9947 | 35,654 | 0.0053 |
| Votes cast through Physical Mode | 0 | 0 | 0 | 0 | 0 |
| Total | 66,90,20,903 | 66,89,85,249 | 99.9947 | 35,654 | 0.0053 |

The resolution was passed with requisite majority.

2. Regularization of Appointment of Miteshkumar Ghanshyambhai Rana (DIN: 06770916) as Non-Executive Independent Director of the Company.

The details of voting pattern are as under:

| Particulars | Total No. of valid votes | Votes Assenting the Resolution | % Votes cast | Votes Assenting the Resolution | % Votes cast |
|------------------------------------|--------------------------|--------------------------------|--------------|--------------------------------|--------------|
| Votes cast through Electronic Mode | 66,90,20,404 | 66,89,84,393 | 99.9946 | 36,011 | 0.0054 |
| Votes cast through Physical Mode | 0 | 0 | 0 | 0 | 0 |
| Total | 66,90,20,404 | 66,89,84,393 | 99.9946 | 36,011 | 0.0054 |

The resolution was passed with requisite majority.

3. Approval for Material Related Party Transaction(s) under section 188 of The Companies Act, 2013 and Regulation 23 of The SEBI (Listing Obligations and Disclosure Requirements), 2015 and IND AS 24.

The details of voting pattern are as under:

| Particulars | Total No. of valid votes | Votes Assenting the Resolution | % Votes cast | Votes Assenting the Resolution | % Votes cast |
|------------------------------------|--------------------------|--------------------------------|--------------|--------------------------------|--------------|
| Votes cast through Electronic Mode | * 44,13,161 | 43,51,597 | 98.6050 | 61,564 | 1.3950 |
| Votes cast through Physical Mode | 0 | 0 | 0 | 0 | 0 |
| Total | * 44,13,161 | 43,51,597 | 98.6050 | 61,564 | 1.3950 |

Note: *Mr. Venkata Ramana Revuru (Managing Director) holding 13,46,30,090 Equity shares , Mr. Yatin Sanjay Gupte, (Director) holding 10,55,52,952 equity shares, Sojan Avirachan (Director) holding 25,00,27,310 Equity shares, Wardwizard Solution India Private Limited Holding 12,66,94,780 Equity shares and Garuda Mart India Private Limited holding 4,76,98,610 Equity shares are interested in the above mentioned resolution, hence e-voting done by them is not considered.

The resolution was passed with requisite majority.

4. Re-appointment of Mr. Venkata Ramana Revuru (DIN: 02809108) as Managing Director of the Company.

The details of voting pattern are as under:

| Particulars | Total No. of valid votes | Votes Assenting the Resolution | % Votes cast | Votes Assenting the Resolution | % Votes cast |
|------------------------------------|--------------------------|--------------------------------|----------------|--------------------------------|---------------|
| Votes cast through Electronic Mode | *48,66,88,274 | 48,66,50,741 | 99.9923 | 37,533 | 0.0077 |
| Votes cast through Physical Mode | 0 | 0 | 0 | 0 | 0 |
| Total | *48,66,88,274 | 48,66,50,741 | 99.9923 | 37,533 | 0.0077 |

Note: *Mr. Venkata Ramana Revuru (Managing Director) holding 13,46,30,090 Equity shares , and Garuda Mart India Private Limited holding 4,76,98,610 Equity shares are interested in the above mentioned resolution, hence e-voting done by them is not considered.

The resolution was passed with requisite majority.

d) Person who conducted the postal ballot exercise:

The Board of Directors of the Company at its meeting held on 28th March, 2024 had appointed Mrs. Pooja Amit Gala, Practicing Company Secretary, having Membership No. ACS 69393 and COP No. 25845 to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner in accordance with the provisions of the Act read with rules and the MCA circulars.

e) Procedure for postal ballot:

In accordance with Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the provisions of Secretarial Standard–II (SS–2) on General Meetings issued by the Institute of Company Secretaries of India, relevant MCA Circulars, applicable SEBI Circulars, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company conducted a Postal Ballot during the year under review to seek approval of the Members on the resolutions as set out in the Postal Ballot Notice.

The Company provided remote e-voting facility to its Members through NSDL in compliance with the electronic voting framework prescribed under law. In accordance with the MCA and SEBI circulars, the Postal Ballot Notice and

e-voting instructions were disseminated only in electronic form to those Members whose email addresses were registered with the Depositories, Registrar & Transfer Agent (RTA), or the Company. No physical copies of the Notice, Postal Ballot forms, or pre-paid envelopes were dispatched. For wider investor participation, the Postal Ballot Notice was also uploaded on the websites of the Company, the Stock Exchange(s) where the Company's equity shares are listed, and the e-voting service provider.

The cut-off date was fixed in accordance with statutory requirements to determine the eligibility of Members entitled to vote. Voting rights were reckoned on the basis of the paid-up value of equity shares held by Members as on the said cut-off date. The e-voting window remained open for the prescribed duration, enabling Members to cast their votes electronically in a secure and time-bound manner.

A Scrutinizer, duly appointed by the Board in terms of the Companies Act, 2013 and the applicable rules, supervised the entire voting process. After completion of scrutiny, the Scrutinizer submitted a consolidated report of voting results to the Company Secretary, duly authorized by the Chairman. Based on the report, the results of the Postal Ballot were declared and communicated forthwith to the Stock Exchange(s), and simultaneously uploaded on the website of the Company at www.miflindia.com, as well as the website of the e-voting service provider, thereby ensuring transparency and wider dissemination of information.

The resolutions set out in the Postal Ballot Notice were passed with the requisite majority, reflecting the confidence and support of the Members in the business and governance of the Company. The Postal Ballot process reaffirms the Company's commitment to adopting transparent, efficient, and shareholder-friendly practices in accordance with the regulatory framework.

f) Extra-Ordinary General Meeting

During the Financial Year 2024-25, the Company did not convene any Extra-Ordinary General Meeting (EGM). All matters requiring the approval of the Members were transacted either at the duly convened Annual General Meeting or through the Postal Ballot process in compliance with the provisions of the Companies Act, 2013, applicable Rules, relevant MCA Circulars, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other statutory requirements.

Accordingly, no EGM was held during the year under review, either through physical presence of members or via electronic mode such as Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

5) MEANS OF COMMUNICATION:

The Company has been disseminating its Annual Reports, Notices, and other statutory communications to shareholders through e-mail, post, and/or courier services. In line with the applicable circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI), the Notice and Annual Report for the Financial Year 2024-25 were circulated electronically (via e-mail) to shareholders whose e-mail addresses were registered with the Company/Depositories. Further, upon receipt of specific requests from shareholders, physical copies of the Annual Report were also dispatched through courier/post.

The Notice and Annual Report for FY 2024-25 are also available on the Company's website at: <https://www.miflindia.com/investor-relations/corporate-announcement/annual-return-and-report>.

The Quarterly, Half-Yearly, and Annual Financial Results of the Company are published in widely circulated newspapers, including Business Standard and Financial Express (Kolkata and Ahmedabad editions), and Arthik Lipi (Bengali edition). The financial results and other statutory communications are also made available on the Company's website: www.miflindia.com.

In compliance with Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company makes timely disclosures of all material information and events having a bearing on the performance or operations of the Company. All such disclosures are filed electronically through BSE Listing Centre and are also made available on the website of BSE Limited where the Company's shares are listed.

During the year under review, the Company did not organize any investor meetings, conference calls, or presentations with institutional investors or analysts.

❖ **Ministry of Corporate Affairs (MCA)**

The Company has complied with all statutory requirements under the Companies Act, 2013 and the applicable Rules made thereunder. During the year under review, the Company has duly filed all requisite forms, returns, and other statutory documents with the Ministry of Corporate Affairs (MCA) within the prescribed timelines.

In particular, the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 have been filed with the MCA in XBRL (Extensible Business Reporting Language) format, as mandated under the Companies (Filing of Documents and Forms in Extensible Business Reporting Language) Rules, 2011, ensuring transparency, standardization, and ease of access for stakeholders.

Further, the Company has also filed its Annual Return (Form MGT-7), Board Reports and related attachments (Form AOC-4/XBRL), and other applicable statutory filings during the year. The Company ensures that all MCA filings are accurate, up-to-date, and in full compliance with the provisions of the Act.

The Board of Directors reaffirms its commitment to maintaining high standards of statutory compliance and corporate governance by ensuring timely submissions of all regulatory filings.

6) GENERAL SHAREHOLDER INFORMATION:

a) Annual General Meeting: 42nd Annual General Meeting (Financial year 01st April, 2024 to 31st March, 2025)

- Day and Date : **Monday, 29th September, 2025**
- Time : **14: 00 P.M. (IST)**
- Venue : Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without the physical presence of the Members pursuant to MCA circulars. For details please refer to Notice of 42nd AGM.

b) Financial Year: 01st April, 2025 to 31st March, 2026

| Financial Calendar for 2025-26 (Tentative) | 01 st April, 2025 to 31 st March, 2026 |
|--|--|
| Adoption of Quarterly/Half yearly/Yearly Results for the quarter ending | |
| 1st quarter ended on 30th June, 2025 | On or before 14 th August, 2025 |
| 2nd quarter ended on 30th September, 2025 | On or before 14 th November, 2025 |
| 3rd quarter ended on 31st December, 2025 | On or before 14 th February, 2026 |
| Audited financial results for the year ended on 31st March, 2026 | On or before 30 th May, 2026 |

- c) **Dividend Payment date:** No Final dividend has been proposed and recommended by the Board of Directors of the Company for Financial Year 2024-25.

❖ **Interim Dividend**

During the Financial Year 2024-25, the Board of Directors of the Company, at its meeting held on **Friday, January 17, 2025**, declared a First Interim Dividend of ₹0.01 per equity share (i.e., 1.00% of the paid-up value) on equity shares of face value ₹1 each.

For the purpose of determining the eligibility of members entitled to receive the said dividend, the Record Date was fixed as **Tuesday, January 28, 2025**, in accordance with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The payment of the said Interim Dividend was completed on or before **Friday, February 14, 2025**, in full compliance with the provisions of the Companies Act, 2013, applicable Rules, and the Listing Regulations.

The Board placed on record its continued commitment to enhancing shareholder value while maintaining compliance with all applicable statutory and regulatory requirements.

❖ **Book closure date**

Pursuant to Section 91 & other applicable provisions of the Companies Act, 2013 and in accordance with the Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Book of the Company shall remain closed from **Wednesday, 24th September, 2025 to Monday, 29th September, 2024 (both days inclusive)**.

- d) **Name and address of Stock Exchange:**

Name and address of Stock Exchange where Company's equity shares are listed at:

| Name and Address of the Stock Exchange | Scrip Code | Scrip Symbol | ISIN No. |
|--|------------|--------------|--------------|
| BSE Limited Phiroze Jeejeebhoy Towers, Dalal street, Mumbai - 400 001, Maharashtra, India. | 537800 | MANGIND | INE717C01025 |

The listing fees for the FY 2024-25 has been paid to the above stock exchange within the stipulated time limit.

Also Annual listing fees for the FY 2025-26 has been paid by the Company to BSE Limited.

e) There was no suspension of trading in the Securities, i.e., Equity Shares of the Company during the financial year 2024-25.

f) Registrars to an Issue & Share Transfer Agents:

Purva Sharegistry (India) Pvt Ltd

Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt,

J. R. Boricha Marg, Lower Parel East, Mumbai,

Maharashtra 400 011

Phone: 022- 3522 0056 / 4961 4132

Email id: support@purvashare.com.

Website: www.purvashare.com.

g) Share transfer system:

The equity shares of the Company are compulsorily traded in dematerialised form on the stock exchanges. In compliance with Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, transfer of shares in physical mode is not permitted. Accordingly, shareholders holding shares in physical form, if any, are advised to dematerialise their holdings by opening a demat account with a Depository Participant. The Company has appointed a common Registrar and Transfer Agent (RTA) to carry out all activities relating to share registry in both physical and electronic form, including dematerialisation and other investor service requests. Shares lodged with the RTA are processed and returned within the stipulated timelines.

It may be noted that pursuant to the SEBI (LODR) (Third Amendment) Regulations, 2024 [SEBI/LAD-NRO/GN/2024/218 dated 12th December, 2024], the requirement under Regulation 40(9) to obtain a certificate from a practicing Company Secretary confirming the timely issue of share transfer certificates has been dispensed with. The Company, however, continues to maintain robust systems and processes to ensure timely and effective servicing of all shareholder requests.

Further, in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, listed entities are required to issue securities only in dematerialised form while processing service requests such as issuance of duplicate certificates, endorsements, transmission, or transposition. Upon completion of such processing, the Company issues a Letter of Confirmation to the shareholder in lieu of a physical certificate. This letter remains valid for a period of 120 days, during which the shareholder must submit a request to their Depository Participant for dematerialisation of the said securities.

In line with these regulatory requirements, the Company continues to encourage its members to hold their shares in dematerialised form, which not only facilitates smooth and faster transactions but also enhances transparency, security, and ease of shareholding. The Company remains fully compliant with SEBI regulations and is committed to providing efficient and timely services to its shareholders.

h) Distribution of Shareholding:

Shareholding pattern as on 31st March, 2025:

| Sr. No. | Category | No of Shares Held | Percentage of Shareholding |
|--------------|----------------------------------|---------------------|----------------------------|
| 1. | Resident Individual | 36,44,32,246 | 37.90 |
| 2. | Promoters And Promoters Group: - | | |
| a | Individuals | 45,93,14,672 | 47.76 |
| b | Corporate | 12,06,03,228 | 12.54 |
| 3. | LLP | 5,01,740 | 0.05 |
| 4. | Bodies Corporate | 25,56,027 | 0.27 |
| 5. | Clearing Members | 9,99,097 | 0.10 |
| 6. | Non-Resident Indians (Non-Repat) | 21,59,476 | 0.22 |
| 7. | Non-Resident Indians (Repat) | 41,21,942 | 0.43 |
| 8. | Hindu Undivided Family | 69,54,723 | 0.72 |
| 9. | Societies | 349 | 0.00 |
| Total | | 96,16,43,500 | 100.00 |

❖ Distribution of shareholding as on 31st March, 2025

| Category (Amount) | Number | % of Total | Amount (in ₹) | % of Total |
|--------------------------|-----------------|---------------|---------------------|---------------|
| Up to 5,000 | 1,48,467 | 93.1242 | 8,42,93,101 | 8.7655 |
| 5,001 – 10,000 | 5,103 | 3.2008 | 3,95,38,735 | 4.1116 |
| 10,001 – 20,000 | 2,828 | 1.7738 | 4,10,19,997 | 4.2656 |
| 20,001 – 30,000 | 1,150 | 0.7213 | 2,90,96,665 | 3.0257 |
| 30,001 – 40,000 | 462 | 0.2898 | 1,62,18,325 | 1.6865 |
| 40,001 – 50,000 | 395 | 0.2478 | 1,84,57,846 | 1.9194 |
| 50,001 – 1,00,000 | 606 | 0.3801 | 4,44,31,613 | 4.6204 |
| 1,00,001 - Above | 418 | 0.2622 | 68,85,87,218 | 71.6052 |
| Total | 1,59,429 | 100.00 | 96,16,43,500 | 100.00 |

i) Dematerialization of shares and liquidity:

The Company's shares are available for dematerialization with both the Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Equity shares were dematerialized as on 31st March, 2025. Details are as follows:

| Particulars | Fully paid shares | % of Total equity |
|-------------|-------------------|-------------------|
| NSDL | 42,80,66,130 | 44.51 |
| CDSL | 53,31,32,070 | 55.44 |
| Physical | 4,45,300 | 0.05 |
| Total | 96,16,43,500 | 100.00 |

❖ **Nomination facility for Shareholding**

In terms of the provisions of Section 72 of the Companies Act, 2013 and the relevant rules framed thereunder, the facility of making a nomination is available to the Members of the Company in respect of the shares held by them. Nomination provides the right to a shareholder to appoint a person (nominee) who will be entitled to the shares and all rights incidental thereto in the event of the death of the shareholder.

Members holding shares in physical form who wish to avail themselves of this facility may obtain the prescribed Form SH-13 (Nomination Form) download the same from the Company's website at <https://www.miflindia.com/investor-relations/info-for-shareholders/documents-for-shareholders>. Duly filled and signed nomination forms are required to be submitted to the Registrar and Transfer Agent (RTA) of the Company.

In the case of Members holding shares in dematerialised form, the nomination has to be registered with their respective Depository Participant (DP), with whom the demat account is maintained, by submitting the prescribed form and supporting documents as required.

Members are advised to avail of this facility so as to secure the rights of their nominees and to ensure smooth transmission of their shareholding, thereby avoiding any inconvenience to their legal heirs in the event of unforeseen circumstances.

j) Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments:

As on **31st March, 2025**, the Company did not have any outstanding Global Depository Receipts (GDRs), American Depository Receipts (ADRs), warrants, or any other convertible instruments.

k) Commodity price risk or foreign exchange risk and hedging activities:

The Company is not engaged in any commodity trading business and has not undertaken any hedging activities during the year under review. Accordingly, the disclosures relating to commodity price risk and hedging activities are not applicable to the Company.

l) Plant location:

Mangalam Industrial Finance Limited is registered as a **Non-Banking Finance Company (NBFC)** and, accordingly, does not operate any manufacturing facilities.

m) Address for correspondence:

Company Secretary and Compliance Officer

Mr. Samoil Akilbhai Lokhandwala

Mangalam Industrial Finance Limited

CIN: L65993WB1983PLC035815

Corporate Office Address : Hall No-1, M R Icon, Next to Milestone,
Vasna Bhayli Road, Vadodara, Gujarat – 391 410, India

Email: compliance@miflindia.com

Telephone No.: +91 7203948909

Web-site: www.miflindia.com

n) Credit Rating:

During the financial year ended **31st March, 2025**, the Company has not issued any debt securities nor has it accepted or offered any fixed deposit programs. Accordingly, the Company has not raised funds through borrowings or deposits from investors. In view of the above, there was no requirement to obtain a credit rating during the year under review.

7) OTHER DISCLOSURES:

a) Related Party Transactions:

All Related Party Transactions (RPTs) entered into by the Company during the financial year were in the ordinary course of business and on an arm's length basis. The transactions were carried out in compliance with the applicable provisions of the Companies Act, 2013 (including Section 188 and the relevant rules made thereunder) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

The Company has a duly approved Policy on Related Party Transactions, framed in accordance with Regulation 23 of the SEBI LODR and the provisions of the Act. This policy lays down a robust framework for identifying, reviewing, and approving related-party transactions, ensuring that such transactions are in the best interest of the Company and its stakeholders. The policy is available on the Company's website.

All related-party transactions are placed before the Audit Committee for prior approval, and significant/material related-party transactions (if any) are further placed before the Board of Directors and, where necessary, the shareholders for approval in accordance with applicable law. The Audit Committee reviews these transactions on a quarterly basis to ensure compliance and transparency.

The particulars of related-party transactions, as required under the applicable Accounting Standards (Ind AS-24 "Related Party Disclosures"), have been disclosed in the Notes to the Standalone Financial Statements of the Company.

Related Party Transaction policy is placed on the Company's website at <https://www.miflindia.com/investor-relations/policies>.

❖ **Material Related Party Transactions:**

During the financial year ended **31st March, 2025**, the Company did not enter into any material related-party transactions which could have had a potential conflict with the interests of the Company at large. All related-party transactions undertaken during the year were in the ordinary course of business and on an arm's length basis.

b) Details of non-compliance:

During the last three financial years, there were no cases of non-compliance by the Company. Consequently, no penalties, strictures, or adverse actions were imposed on the Company by the Stock Exchanges, SEBI, or any other statutory authority on any matter relating to the capital markets.

c) Details of establishment of Vigil Mechanism / Whistle Blower Policy:

The Company has established a Whistleblower Policy and Vigil Mechanism in compliance with the provisions of Section 177(9) and 177(10) of the Companies Act, 2013, and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). This framework provides an avenue for all stakeholders—including directors, employees, vendors, customers, and other business associates—to report genuine concerns regarding unethical behavior, actual or suspected fraud, financial irregularities, or any violation of the Company's Code of Conduct and Ethics Policy.

The mechanism is designed with adequate safeguards against victimization of whistleblowers and ensures that concerns can be raised without fear of retaliation or adverse action. It also provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases, thereby strengthening the independence and transparency of the mechanism.

The Vigil Mechanism is overseen by the Audit Committee, which reviews the functioning of the policy on a periodic basis. All concerns received under this mechanism are dealt with in a fair, confidential, and time-bound manner, and appropriate corrective actions are taken wherever necessary.

During the financial year under review, the Company confirms that:

- No person has been denied access to the Audit Committee under the vigil mechanism;
- There were no cases reported under the whistleblower mechanism requiring intervention at the Board or Committee level;
- The policy continues to reinforce a culture of professionalism, integrity, transparency, honesty, and ethical conduct across all levels of the organization.

The Whistleblower Policy is available on the Company's website at <https://www.miflindia.com/investor-relations/policies>, in line with the disclosure requirements of the SEBI LODR.

d) Details of compliance with Mandatory requirements and Non-Mandatory requirements:

The Company has complied with all the mandatory requirements of the Listing Regulations for FY 2024-25 and details of discretionary requirements as specified in Para E of Schedule II of Listing Regulations are mentioned below:

❖ The Board

As per Para A of Part E of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, a non- executive Chairman* of the Board may be entitled to maintain a Chairman's Office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties.

*** The Chairman of the Company is an Executive Director and hence this provision is not applicable to us.**

I. Appointment of Woman Director

In accordance with Regulation 17(1)(a) of the SEBI LODR Regulations, which mandates the presence of at least one woman director on the Board of every listed entity, the Company has successfully complied with this requirement.

For the financial year 2024-25, the Company, being ranked between 1001 and 2000 as per the list prepared by the recognized stock exchanges, has adhered to the regulatory requirement. While the earlier provision allowed such companies to "endeavour to have" a woman director, this has now transitioned to a mandatory requirement. Accordingly, the Company is pleased to confirm that **Mrs. Mansi Jayendra Bhatt (DIN: 10177722)** was appointed as a woman director on the Board with effect from 25th May, 2023. Her appointment ensures that the Board's composition is in full alignment with the statutory requirements and reinforces the Company's commitment to gender diversity and inclusive leadership.

❖ Shareholder's Rights

In view of the evolving shareholder profile and active trading of the Company's equity shares on the Stock Exchanges, the Company ensures transparent and timely dissemination of information. As a prudent measure, the quarterly and half-yearly financial results are displayed on the Company's website and simultaneously published in newspapers in accordance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

Further, in terms of Regulation 44 of SEBI LODR, the voting results of shareholder meetings are submitted to the Stock Exchanges and also uploaded on the Company's website: www.miflindia.com, thereby ensuring wider accessibility for investors and stakeholders.

❖ Modified opinion(s) in audit report

The Statutory Auditors have expressed an unmodified opinion on the Company's financial statements for the financial year, indicating that the accounts present a true and fair view of the Company's financial position and performance in accordance with the applicable accounting standards and statutory requirements.

❖ Separate posts of Chairman and CEO

The Company does not have a separate designation for Chairman and Managing Director/Chief Executive Officer (MD/CEO), with the same individual discharging the responsibilities of both roles in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

❖ **Reporting of Internal Auditor**

The Internal Auditor of the Company reports functionally to the Chief Financial Officer (CFO) and has direct access to the Audit Committee, ensuring independence in evaluation and effective reporting on the adequacy of internal controls, risk management, and governance processes.

❖ **Independent Directors' Meetings**

In accordance with the recent amendment to Schedule II, Part E, the Company ensures that independent directors of top 2,000 listed entities, based on market capitalization, hold at least two meetings annually without the presence of non-independent directors and members of the management.

During the financial year 2024–25, the independent directors of the Company convened the requisite number of meetings on **08th February, 2025 and 27th March, 2025**.

All independent directors were encouraged to attend these meetings, fostering transparency, accountability, and effective oversight. The deliberations and outcomes of these meetings are communicated to the Board, ensuring that the perspectives of independent directors are appropriately considered in the decision-making processes of the Company.

This practice reflects the Company's continued commitment to sound corporate governance and adherence to best practices.

❖ **Risk Management Committee**

As per the provisions applicable to listed entities ranked from 1001 to 2000 by recognized stock exchanges, the formation of a Risk Management Committee is discretionary, with composition, roles, and responsibilities specified under the relevant regulations.

The Company, being ranked outside the mandatory threshold for constitution of such a committee, has not reconstituted a Risk Management Committee during the financial year 2024–25. The Board, however, continues to oversee and monitor risks through its existing governance framework and other Board Committees, ensuring effective risk management and internal control systems are in place.

e) Commodity price risk or foreign exchange risk and hedging activities:

The Company does not engage in any commodity-related business and has not undertaken any hedging activities during the financial year 2024–25. Accordingly, the provisions relating to commodity trading and hedging are not applicable to the Company.

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

During the Financial Year ended 31st March, 2025, the Company has not raised any funds. Accordingly, in compliance with Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has

submitted a *NIL Statement of Deviation/Variation*, confirming that there were no deviations or variations in the utilization of funds, as no funds were raised.

Further, the Company has obtained in-principle approval from BSE for a proposed Rights Issue. However, the Draft Letter of Offer has not yet been filed and the process is currently underway. Therefore, as on 31st March, 2025, no funds have been raised by the Company, and accordingly, a *NIL Statement of Deviation/Variation* has been filed.

- g) The Company has received a certificate dated **30th August, 2025**, from Mr. Kamal Lalani, Practicing Company Secretary, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors by the Securities and Exchange Board of India (SEBI), the Ministry of Corporate Affairs, or any other statutory authority. A copy of the said certificate is enclosed with this Report.
- h) During the Financial Year 2024–25, there were no instances where the Board of Directors did not accept the recommendations made by any of its Committees.
- i) The details of fees paid to M/s. Mahesh Udhvani & Associates, Chartered Accountants, the Statutory Auditors of the Company, on a consolidated basis, for the Financial Year ended 31st March, 2025, are provided below.

(Amount (₹) in lakhs)

| Sr. No. | Payments to the Statutory Auditors (excluding taxes) | Fees paid |
|--------------|--|-----------|
| 1 | Statutory Audit fees paid for Audit of the Company | 4.00 |
| 2 | Fees paid for other services | 0.00 |
| 3 | Reimbursement of expenses | 0.00 |
| Total | | 4.00 |

- j) **Disclosures in relation to The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**

| Sr. No | Particulars | No of complaints |
|--------|--|------------------|
| 1 | Number of complaints filed during the financial year | NIL |
| 2 | Number of complaints disposed off during the financial year | NA |
| 3 | Number of complaints pending as on end of the financial year | NIL |

k) Disclosure by Listed entity and its subsidiaries of “loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount”:

During the financial year 2024-25, the company has given loans to the company in which directors are interested. Refer Note 31 of the Standalone Financial Statements for details of amount of Loans and Advances given to firms/companies in which directors are interested.

l) Details of material subsidiaries of the listed entity, including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:

In accordance with the definition of “Material Subsidiary” as provided under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company does not have any Material Subsidiary as on 31st March, 2025.

8) COMPANY HAS COMPLIED WITH THE REQUIREMENTS OF SCHEDULE V: Corporate Governance Report: sub-paras (2) to (10) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

❖ Prevention of Insider Trading

The Company has adopted a comprehensive Code of Conduct for Prevention of Insider Trading to regulate trading in the securities of the Company by its Directors, officers, and other designated persons. The Code, which is reviewed and amended by the Board from time to time, aims to prevent misuse of Unpublished Price Sensitive Information (UPSI) and to ensure fair practices in dealing with the Company’s securities.

Under the Code, all Directors and designated employees are required to obtain pre-clearance before dealing in the Company’s shares and are prohibited from trading while in possession of UPSI or during the period when the Trading Window is closed. The Company has also implemented a robust digital and structured database system for maintaining and monitoring UPSI, in line with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015, including amendments introduced in 2024–25, ensuring enhanced security and traceability of sensitive information.

All Directors and designated employees have confirmed compliance with the Code during the year under review. The Board ensures that the Code remains aligned with current regulatory amendments, internal governance practices, and emerging market requirements.

9) DETAILS OF ADOPTION OF DISCRETIONARY REQUIREMENTS:

The Company has complied with all the discretionary requirements of Corporate Governance as specified in Para E of Schedule II of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

| | |
|--|---|
| The Board | <ul style="list-style-type: none"> ❖ As per Para A of Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a non-executive Chairperson of the Board may be entitled to maintain a Chairperson's office at the Company's expense and be reimbursed for expenses incurred in the performance of their duties. However, since the Chairperson of the Company is an Executive Director, this provision is not applicable. ❖ The Company has complied with the regulatory requirement of having at least one woman director on the Board. In accordance with the provisions of Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandates the presence of at least one woman director on the board of every listed entity, the Company has ensured adherence to this requirement. This reflects the Company's commitment to gender diversity and inclusive leadership, while strengthening governance and enhancing decision-making at the Board level. |
| Shareholder's Rights | <p>In view of the dynamic shareholder base and active trading of the Company's equity shares on the Stock Exchanges, the Company is committed to ensuring transparent and timely dissemination of information. Accordingly, the quarterly and half-yearly financial results are promptly uploaded on the Company's website and simultaneously published in leading newspapers, in line with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").</p> <p>Additionally, pursuant to Regulation 44 of SEBI LODR, the results of all shareholder voting, including those conducted through e-voting, are submitted to the Stock Exchanges and made available on the Company's website at www.miflindia.com, ensuring easy access to information for all investors and stakeholders.</p> |
| Modified opinion(s) in audit report | The Statutory Auditors have issued an unmodified opinion, confirming that the Company's financial statements give a true and fair view in accordance with applicable standards and laws. |
| Separate posts of Chairman and CEO | The Company does not have separate Chairman and MD/CEO roles, with one individual discharging both responsibilities. |
| Reporting of Internal Auditor | The Internal Auditor reports to the CFO and has direct access to the Audit Committee, ensuring independent evaluation and reporting. |
| Independent Directors' Meetings | In line with the recent amendment to Schedule II, Part E, the Company ensures that independent directors hold at least two meetings annually without the presence of non-independent directors and management. The Company has complied with this requirement, reinforcing transparency and effective oversight. |

| | |
|----------------------------------|--|
| Risk Management Committee | For listed entities ranked 1001 to 2000, the formation of a Risk Management Committee is discretionary. The Company has not constituted such a committee during FY 2024–25, with the Board continuing to oversee risk management through existing governance structures. |
|----------------------------------|--|

10) THE DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 ARE AS FOLLOWS:

| Regulation No. | Particulars of Regulations | Compliance status (Yes/No) |
|-----------------|--|----------------------------|
| 17 | Board of Directors | Yes |
| 17A | Maximum number of Directorships | Yes |
| 18 | Audit Committee | Yes |
| 19 | Nomination and Remuneration Committee | Yes |
| 20 | Stakeholders Relationship Committee | Yes |
| 21 | Risk Management Committee | Not Applicable |
| 22 | Vigil mechanism | Yes |
| 23 | Related Party Transactions | Yes |
| 24 | Corporate Governance requirements with respect to subsidiary of listed entity | Not Applicable |
| 24A | Secretarial Audit and Secretarial Compliance Report | Yes |
| 25 | Obligations with respect to Independent Directors | Yes |
| 26 | Obligations with respect to employees including senior management, key managerial personnel, directors and promoters | Yes |
| 26A | Vacancies in respect of certain Key Managerial Personnel | Yes |
| 27 | Other Corporate Governance requirements | Yes |
| 46(2)(b) to (i) | Website | Yes |

11) CODE OF CONDUCT:

The Board of Directors has established a comprehensive Code of Conduct that sets out the ethical standards and professional responsibilities expected of all Board members and employees of the Company. This Code of Conduct is designed to ensure integrity, transparency, and accountability in all dealings and is accessible on the Company's website for reference.

In line with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subsequent amendments, the Company confirms that all members of the Board have reviewed and affirmed their adherence to the Code of Conduct for the financial year ended 31st March, 2025.

Further, as part of the compliance process, each Board member has submitted a declaration confirming their conformity with the Code, thereby reinforcing the Company's commitment to ethical practices, good governance, and fostering a culture of accountability across all levels of the organization.

12) ACCOUNTING STANDARD

The Company has prepared its financial statements in accordance with the applicable Accounting Standards as prescribed under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. These standards have been consistently followed to ensure true and fair presentation of the Company's financial position and performance.

For details of the significant accounting policies adopted by the Company, please refer to the standalone financial statements included in this Annual Report.

13) CEO CERTIFICATION:

In accordance with Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has received a certificate duly signed by the Chief Financial Officer and Managing Director, as prescribed under Schedule V of the Regulations. This certificate has been placed before the Board and forms an integral part of the Annual Report.

14) CERTIFICATE ON CORPORATE GOVERNANCE:

A compliance certificate has been received from Mr. Kamal A Lalani, Practicing Company Secretary (Membership Registration No. 37774), Mumbai, pursuant to Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming compliance with the conditions of Corporate Governance. This certificate forms an integral part of the Annual Report.

15) RECONCILIATION OF SHARE CAPITAL AUDIT:

In accordance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, the Company conducts a Reconciliation of Share Capital Audit (RSCA) on a quarterly basis. This audit is performed by a qualified Practicing Company Secretary to ensure that the total issued and paid-up share capital of the Company is accurately reconciled

with the shareholding recorded with the depositories—National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)—as well as with the physical share certificates held by shareholders.

The RSCA process confirms that the aggregate of physical shares and dematerialized shares held in NSDL and CDSL matches the total issued and listed share capital of the Company. The report generated for each quarter is submitted to the Stock Exchanges within the prescribed time frame, in compliance with regulatory requirements, thereby ensuring transparency, accuracy, and integrity in the maintenance of the Company's share capital records.

16) DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

In terms of Regulation 39 of the Listing Regulations, the Company reports the following details in respect of equity shares lying in the Demat Suspense Account/Unclaimed shares account as on March 31, 2025:

- ❖ aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year; - NIL
- ❖ number of shareholders who approached listed entity for transfer of shares from suspense account during the year; - NIL
- ❖ number of shareholders to whom shares were transferred from suspense account during the year; - NIL
- ❖ aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; - NIL
- ❖ that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares. - NIL

17) DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES:

The Company has not entered into any agreements under Clause 5A of Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Mangalam Industrial Finance Limited

SD/-
Venkata Ramana Revuru
Managing Director
DIN: 02809108

SD/-
Yatin Sanjay Gupte
Non-Executive Non- Independent Director
DIN: 07261150

Place: Vadodara
Date: 30th August, 2025

CODE OF CONDUCT DECLARATION

Declaration Pursuant to Regulation 34(3) read with Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to confirm that the Company has adopted Code of Conduct for its employees including for the Executive and Non- Executive Directors of the Company and Senior Management Personnel. The Code of Conduct and Business Ethics is posted on the Company's website.

I confirm that in respect of the financial year ended 31st March, 2025, the Company has received from the Senior Management of the Company and the Members of the Board, declaration of compliance with the Code of Conduct as applicable to them.

**On behalf of the Board of Directors
Mangalam Industrial Finance Limited**

**Place: Vadodara
Date: 30th August, 2025**

**SD/-
Venkata Ramana Revuru
Managing Director
DIN: 02809108**

CFO Compliance Certificate

(Regulation 17(8) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors,
Mangalam Industrial Finance Limited
Vadodara

Dear Sir/Madam,

In pursuance to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We, Venkata Ramana Revuru (DIN: 02809108), Chairman & Managing Director (CMD) and Arun Pillai, Chief Financial Officer (CFO) to the best of our knowledge and belief, certify that:

- a) We have reviewed Audited Financial Statements and the Cash Flow Statement for the Financial Year ended 31st March, 2025 and that to the best of our knowledge and belief:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that there are no:
 - I. there is no significant changes that have occurred in the internal control over financial reporting during the year;
 - II. there have been no significant changes in accounting policies during the year;
 - III. there have been no instances of significant fraud nor there was any involvement of the management or an employee having a significant role in the Company's internal control system over financial reporting; and
 - IV. there were no deficiencies in the design or operation of internal controls, which could adversely affect the Company's ability to record, process, summarise and report financial data nor there were any material weaknesses in internal controls over financial reporting nor any corrective actions with regards to deficiencies, as there were none.

- e) We declare that all Board members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the current year.

For Mangalam Industrial Finance Limited

SD/-

Venkata Ramana Revuru
Managing Director
DIN: 02809108

Arun Pillai
Chief Financial Officer

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
MANGALAM INDUSTRIAL FINANCE LIMITED
(CIN: L65993WB1983PLC035815)
Old Nimta Road, Nandan Nagar,
Belghoria, Kolkata, West Bengal, India, 700083.

Dear Sir/Madam,

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **MANGALAM INDUSTRIAL FINANCE LIMITED** bearing CIN- L65993WB1983PLC035815 and having its Registered Office at Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal, India, 700083 (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, Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and 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 Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such other Statutory Authority:

| Sr. No. | Name of Directors | DIN | Date of Appointment in Company* | Date of Resignation |
|---------|--------------------------------|----------|---------------------------------|---------------------|
| 1. | Venkata Ramana Revuru | 02809108 | 03/06/2021 | - |
| 2. | Sojan Vettukallel Avirachan | 07593791 | 03/06/2021 | - |
| 3. | Yatin Sanjay Gupte | 07261150 | 03/06/2021 | - |
| 4. | Mansi Jayendra Bhatt | 10177722 | 25/05/2023 | - |
| 5. | Miteshkumar Ghanshyambhai Rana | 06770916 | 01/03/2024 | - |
| 6. | Paresh Prakashbhai Thakkar | 08265981 | 01/03/2024 | |
| 7. | Nikhil Bhagwanshanker Dwivedi | 08865234 | 03/06/2021 | 23/04/2025 |

*The date of appointment is as per the MCA Portal.

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

DATE : 30TH, AUGUST 2025

PLACE : VADODARA

NAME OF PCS : KAMAL A LALANI

C. P. NO. : 25395

ACS : 37774

P R. No. : 6618/2025

UDIN : A037774G001121296

CERTIFICATE ON CORPORATE GOVERNANCE

**(Pursuant to Regulation 34(3) and Schedule V Para E of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,

The Members of

MANGALAM INDUSTRIAL FINANCE LIMITED

(CIN: L65993WB1983PLC035815)

Old Nimta Road, Nandan Nagar,

Belghoria, Kolkata, West Bengal, India, 700083

I have examined the compliance of the conditions of Corporate Governance by **MANGALAM INDUSTRIAL FINANCE LIMITED, ("the Company")** CIN: L65993WB1983PLC035815, having Registered Office at Old Nimta Road, Nandan Nagar, Belghoria, Kolkata, West Bengal, India, 700083 (hereinafter referred to as "the Company"), for the Financial Year ended on 31st March, 2025, as stipulated in Regulation 17 to 27 and clause (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, collectively referred to as "SEBI Listing Regulations, 2015.

In my opinion and to the best of my information and according to the explanations given to us, and representations made by the management, I certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of Listing Regulations for the year ended on March 31, 2025.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. My examination was limited to the procedures and implementation thereof adopted by the Company, for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

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

DATE: 30/08/2025

PLACE: VADODARA

KAMAL A LALANI

PRACTICING COMPANY SECRETARY

C. P. No.: 25395

P. R. NO.: 6618/2025

UDIN: A037774G001121441

Annual Secretarial Compliance Report for the Financial Year ended 2024-25

To,
Mangalam Industrial Finance Limited
Old Nimita Road, Nandan Nagar, Belghoria, Kokata,
West , Bengal, 700083, India.

Subject: Annual Secretarial Compliance Report for the Financial Year ended 2024-25.

Dear Sir / Madam,

We have been engaged by Mangalam Industries Finance Limited , (hereinafter referred to as the "Company") bearing CIN: L65993WB1983PLC035815 whose equity shares are listed on BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time read with SEBI's Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and relevant circulars issued by the Securities and Exchange Board of India ("SEBI") from time to time and to issue the Annual Secretarial Compliance Report thereon.

It is responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the company with provisions of all applicable SEBI Regulations and Circulars / Guidelines issued from time to time and issue a report thereon. My audit was conducted in accordance with the Guidance note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

The Annual Secretarial Compliance Report is enclosed.

Kamal A. Lalani
Practicing Company Secretary
Proprietor
ACS No.: 37774
C.P No: 25395
Peer Review No.: 6618/2025
Place: Vadodara
Date: 30/05/2025

SECRETARIAL COMPLIANCE REPORT
MANGALAM INDUSTRIAL FINANCE LIMITED
(CIN: L65993WB1983PLC035815)
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025

I, Kamal A, Lalani, a firm of Practicing Company Secretaries have examined: -

- (a) All the documents and records made available to me, and explanation provided by **MANGALAM INDUSTRIAL FINANCE LIMITED** ("The Listed Entity");
- (b) The filings / submissions made by the Listed Entity to the Stock Exchanges;
- (c) Website of the Listed Entity; and
- (d) Any other documents/ filings, as may be relevant, which have been relied upon to make this Report;

for the financial year ended on 31st March, 2025 ("Review Period") in respect of compliance with the provisions of: -

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, Circulars and Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the Circulars/ Guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; as amended from time to time;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; as amended from time to time.
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; as amended from time to time— **Not Applicable for review period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; as amended from time to time – **Not Applicable for review period;**

- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; as amended from time to time - **Not Applicable for review period;**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; as amended from time to time;
- (h) Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulation, 1993; as amended from time to time;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; as amended from time to time;
- (j) Securities and Exchange Board of India (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations, 2008; as amended from time to time- **Not Applicable for review period;**

and circulars / guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| S r. N o . | Compliance Require- ment (Regu- lations/ circulars/ guidelines including specific clause) | Regu- lation/ Circula r No. | Deviation s | Acti on Tak en by | Type of Action | Details of Violatio n | Fine Amoun t | Obser- vations/ Remarks of the Practicing Company Secretary (PCS) | Man- age- ment Re- sponse | Remarks |
|------------------------|---|--------------------------------------|----------------|-------------------------------|---|--------------------------------|--------------------|--|---------------------------------------|---------|
| | | | | | Advisor y/ Clarific ation/ Fine/ Show Cause Notice/ Warnin g, etc. | | | | | |
| NIL | | | | | | | | | | |

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations/Remarks of the Practicing Company Secretary (PCS) in the previous reports) | Observations made in the Secretarial Compliance report for the year ended 31 st March 2024 | Compliance requirement (Regulations / circulars/ guidelines including specific clause) | Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---------|---|---|--|--|--|---|
| Nil | | | | | | |

I. I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

| Sr. No. | Particulars | Compliance status (Yes/No/NA) | Observations/Remarks by PCS* |
|---------|--|-------------------------------|------------------------------|
| 1. | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI). | Yes | None |
| 2. | Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/ guidelines issued by SEBI. | Yes | None |

| | | | |
|-----|---|---|--|
| 7. | Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations. | Yes | None |
| 8. | Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by Audit Committee. | a) Yes b) NA | None None |
| 9. | Disclosure of events or information: The listed entity has provided all the required disclosure (s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | None |
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | None |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: The No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under | NA | <i>As per the confirmation provided to us by the company there is no Action taken by SEBI or Stock Exchange.</i> |

| | | | |
|-----|---|----|--|
| | SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column. | | |
| 12. | Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. | NA | No resignation of statutory auditors from the Company during the audit period. |
| 13. | Additional Non-compliances, if any: No additional non-compliance observed for any of the SEBI regulation/circular/guidance note, etc. except as reported above. | NA | As per the verification & confirmation provided to us by the company, no additional non-compliance observed. |

- Observations/ Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

I further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.: Not Applicable

Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

DATE : 29TH MAY 2025

PLACE : VADODARA

SIGNATURE : _____

NAME OF PCS : KAMAL A LALANI

C. P. NO. : 25395

FCS : 37774

P R. No. : 6618/2025

UDIN : A037774G000481811

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MANGALAM INDUSTRIAL FINANCE LIMITED

I. Report on the Audit of the Standalone Financial Statements

1. Opinion

- A. We have audited the accompanying Standalone Financial Statements of **MANGALAM INDUSTRIAL FINANCE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").
- B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit and changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

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

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the standalone Ind AS financial statements

as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

| KEY AUDIT MATTER | HOW THE MATTER WAS ADDRESSED IN OUR AUDIT |
|---|--|
| <p>Impairment of financial assets (expected credit losses)- Refer to the accounting policies in Note 2(xiii), 5, 21 to the Ind AS Financial Statement.</p> <p>Ind AS 109 requires the Company to recognise impairment allowance towards its financial assets (Designated at amortised cost and fair value through other comprehensive income) using the expected credit loss (ECL) approach. Such ECL allowance is required to be measured considering the guiding principles of Ind AS 109 including:</p> <ul style="list-style-type: none"> • unbiased, probability weighted outcome under various scenarios; • time value of money; • impact arising from forward looking macro- economic factors and; • Availability of reasonable and supportable information without undue costs. <p>Applying these principles involves significant estimation in various aspects, such as:</p> <ul style="list-style-type: none"> • grouping of borrowers based on homogeneity • staging of loans and estimation of behavioural life; | <ul style="list-style-type: none"> • We read and assessed the Company's accounting policies for impairment of financial assets and their compliance with Ind AS 109 and RBI Directives for provisions on loan assets. • We tested the criteria for staging of loans based on their past-due status to check compliance with requirement of Ind AS 109. Tested a sample of performing (stage 1) loans to assess whether any loss indicators were present requiring them to be classified under stage 2 or 3 and vice versa. • We evaluated the reasonableness of the management estimates by understanding the process of ECL estimation and tested the controls around data extraction and validation |

| | |
|--|---|
| <ul style="list-style-type: none"> determining macro-economic factors <p>Estimation of losses for loan products with no/ minimal historical defaults.</p> <p>In management's view and considering the guidance provided by the Institute of Chartered Accountants of India (ICAI), providing moratorium to borrowers based on RBI directives, by itself is not considered to result in a SICR for such borrowers. The Company has recorded Provision for impairment for 702.12 lakhs as part of its ECL, and is based on various variables along with the yardstick as given by The RBI & ICAI, which could result in actual credit loss being different than that being estimated.</p> | <p>Assessed disclosures included in the Ind AS financial statements in respect of expected credit losses.</p> |
|--|---|

5. Information Other than the Standalone Financial Statements and Auditor's Report Thereon

- A. 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 Standalone Financial Statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon
- B. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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.

6. Responsibilities of Management and Board of Directors for the Standalone Financial Statements

- A. The Company's Management and Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance

of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are responsible for overseeing the Company's financial reporting process.

7. Auditor's Responsibilities for the Audit of the Standalone Financial Statements

- A. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS Financial Statements.
- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - i) 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.
 - ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
 - iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern
 - v) 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.
- C. Materiality is the magnitude of misstatements in the Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in
 - i) planning the scope of our audit work and in evaluating the results of our work; and
 - ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.
- D. 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.
- E. 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.
- F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone 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.

II. Report on Other Legal and Regulatory Requirements

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

- A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account
- D. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- E. On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- F. With respect to the adequacy of the internal financial controls with reference to Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls with reference to financial statements.
- G. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act.
- H. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - a) The Company has disclosed the impact of pending litigations on its financial position in its Ind As Financial Statements.
 - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses

- c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- d)
 - i. The Management has represented, to best of their knowledge and belief, that 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, to best of their knowledge and belief, that 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.
 - iii. Based on audit procedures, that have been considered reasonable and appropriate in the circumstances, performed by us, nothing has come to our notice that has caused us to believe that the representation stated here under para iv and v contain any material misstatement.
- e) The interim dividend declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.
- f) Based on our examination which included test checks the company have used an 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. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**".

FOR Mahesh Udhwani & Associates
Chartered Accountants
FRN: 129738W

Mahesh Udhwani
Partner
UDIN: 25047328BMHXXC9903
Date : 17/05/2025
Place: Vadodara

ANNEXURE - A TO THE AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of **MANGALAM INDUSTRIAL FINANCE LIMITED**. ("The Company") as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls 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 with reference to financial statements and such internal financial controls with reference to financial statements were operating effective as at March 31, 2025, based on 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.

We have considered the opinion reported above in determining the nature, timing and extent of audit tests applied in our audit of the financial statements of the Company, and the above opinion does not affect our opinion on the financial statements of the company.

FOR Mahesh Udhwani & Associates

Chartered Accountants

FRN: 129738W

Mahesh Udhwani

Partner

UDIN: 25047328BMHXXC9903

Date : 17/05/2025

Place: Vadodara

ANNEXURE 'B' TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of MANGALAM INDUSTRIAL FINANCE LIMITED.)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
(B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has carried out physical verification of Property, Plant and Equipment and right-of-use assets, according to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) Based on our examination of records available there is no immovable property (other than taken on lease) disclosed in the financial statements, hence reporting as per Order is not applicable.
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
 - (a) The company is in the business of providing loans and does not have any physical inventories. Accordingly, the provision of Clause 3(ii)(a) of the Order is not applicable to it.
 - (b) In our opinion and according to the information and explanations given to us, the Company does not have sanctioned working capital limits from banks or financial institutions which are secured on the basis of security. Accordingly, the provision of Clause 3(ii)(b) of the Order is not applicable to it.
- iii.

- (a) Since the Company's principal business is to give loans, the provisions of Clause 3(iii)(a) of the Order are not applicable to it.
- (b) The Company has not made any investment or provided guarantee or security, and hence reporting under 3(iii) (b) of the Order is not applicable.
- (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 schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular during the year. However in some cases where delay was noticed it was been repaid within the time limit provided by management which are normal in course of lending business. Refer Note 5 and Annexure B of the financial statements for summarized details of loans.
- (d) The total amount overdue for more than ninety days, in respect of loans and advances in the nature of loans, as at the year end is 690.71 lakhs. Reasonable steps are being taken by the Company for recovery of the principal and interest.
- (e) Since the Company's principal business is to give loans, the provisions of Clause (3)(iii)(e) of the Order are not applicable to it.
- (f) In our opinion and according to the information and explanations given to us, the Company has not granted loans or advances that were either repayable on demand or without specifying any terms or period of repayment. However, Company provide loans to Promoters/Related Parties (as defined in section 2(76) of the Act). The details are as under:

| Type of Borrower | As at 31st March, 2025 | |
|------------------|---|--|
| | Amount of loan or advance in the nature of loan outstanding | Percentage to the total Loans and Advances in the nature of loan |
| Promoter | 355.30 Lakhs | 0.10% |
| Directors | - | - |
| KMPs | - | - |
| Related parties | 835.93 Lakhs | 22.91% |

- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act with respect to the loans given, investments made, guarantees given and security

provided.

- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year in terms of directives issued by the Reserve Bank of India or the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, reporting under clause paragraph 3(v) of the Order is not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
 - (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Income Tax, and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service tax, and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.
- viii. In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, we confirm that we have not come across any transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix.
 - (a) In our opinion, the Company has not defaulted in repayment of loans or other borrowings to financial institutions, banks, government and dues to debenture holders or in the payment of interest thereon to any lender.
 - (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority or any other lender.
 - (c) The Company has utilized the term loan for the purpose for which it has been raised.

- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
 - (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
 - (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associates' companies and hence reporting on clause 3(ix) (f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x) (a) of the Order is not applicable.
- (b) During the year, the Company has not made preferential allotment (part balance) of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x) (b) of the Order is not applicable.
- xi. (a) In our opinion and according to the information and explanations given to us, there has been no fraud by the Company or any fraud on the Company that has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
 - (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the reports of the Internal Auditor issued to the Company for the period under audit in determining the nature, timing and extent of our

audit procedures.

- xv. According to the information and explanations given to us, in our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

(b) The company has not conducted any Non –Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from Reserve Bank of India as per Reserve Bank of India Act, 1934.

(c) In our opinion & according to the information and explanations given to us, the company is not Core Investment Company as defined in the regulations made by the Reserve Bank of India and hence reporting under clause 3(xvi) (c) & (d) is not applicable.
- xvii. The Company has not incurred cash losses during the current & previous financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that 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. According to Section 135, Corporate Social Responsibility (CSR) is not applicable to the company, and hence reporting under clause 3(xx) of the Order is not applicable.

- xxi. The reporting under clause 3(xxi) of the order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

FOR Mahesh Udhwani & Associates
Chartered Accountants
FRN:129738W

Mahesh Udhwani
Partner
M.No. 047328
UDIN: 25047328BMHXXC9903
Date : 17/05/2025
Place: Vadodara

MANGALAM INDUSTRIAL FINANCE LIMITED

BALANCE SHEET AS AT MARCH 31, 2025

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Sr. No | Particulars | Note No. | As at 31.03.2025 | As at 31.03.2024 |
|--------|---|----------|------------------|------------------|
| | ASSETS | | | |
| (1) | Financial Assets | | | |
| (a) | Cash and cash equivalents | 3 | 6.44 | 85.45 |
| (b) | Receivables | | | |
| | (I) Trade Receivables | | - | - |
| | (II) Other Receivables | 4 | 3.35 | 2.75 |
| (c) | Loans | 5 | 2946.88 | 2685.69 |
| (d) | Investments | 6 | 0.00 | 0.00 |
| (e) | Other Financial assets | 7 | - | 49.00 |
| (2) | Non-financial Assets | | | |
| (a) | Current tax assets (Net) | 8 | 32.53 | 27.24 |
| (b) | Deferred tax Assets (Net) | 9 | 4.09 | 4.03 |
| (c) | Property, Plant and Equipment | 10 | 4.43 | 7.08 |
| (d) | Intangible assets | 11 | 8.65 | 10.28 |
| (e) | Other Non -financial assets | 12 | 25.03 | 11.76 |
| | Total Assets | | 3031.41 | 2883.27 |
| | LIABILITIES AND EQUITY | | | |
| | LIABILITIES | | | |
| (1) | Financial Liabilities | | | |
| (a) | Derivative financial instruments | | - | - |
| (b) | Payables | 13 | | |
| | (I) Trade Payables | | | |
| | (i) Total outstanding dues of micro enterprises and small enterprises | | - | - |
| | (ii) Total outstanding dues of creditors other than micro enterprises and small enterprises | | - | - |
| | (II) Other Payables | | | |
| | (i) Total outstanding dues of micro enterprises and small enterprises | | 22.27 | 5.80 |
| | (ii) Total outstanding dues of creditors other than micro enterprises and small enterprises | | 5.31 | 8.39 |
| (2) | Non-Financial Liabilities | | | |
| (a) | Current tax liabilities (Net) | 14 | 55.27 | 8.13 |
| (b) | Provisions | 15 | 3.33 | 3.38 |
| (c) | Deferred tax liabilities (Net) | 9 | - | - |
| (d) | Other non-financial liabilities | 16 | 3.30 | 4.45 |
| (3) | EQUITY | | | |
| (a) | Equity Share capital | 17 | 9616.44 | 9616.44 |
| (b) | Other Equity | 18 | (6674.51) | (6763.32) |
| | Total Liabilities and Equity | | 3031.41 | 2883.27 |
| | Material Accounting policies | The | | |
| | Notes referred above are an integral part of the Balance Sheet | 1-37 | | |

As per our Report of even date.
FOR Mahesh Udhvani & Associates
Chartered Accountants
Firm Reg. No : 129738W

Sd/-
CA. Mahesh Udhvani
(Partner)
M. No. : 047328

Date: 17/05/2025
Place: Vadodara

For and on Behalf of the Board of Directors
Mangalam Industrial Finance Limited

Sd/-
VENKATA RAMANA REVURU
Managing Director
(DIN : 02809108)

Sd/-
ARUN PILLAI
Chief Financial Officer
BMZPP9042B

Sd/-
YATIN SANJAY GUPTA
Non-Executive Non-Independent Director
(DIN :07261150)

Sd/-
SAMOIL LOKHANDWALA
Company Secretary
ASLPL1459M

MANGALAM INDUSTRIAL FINANCE LIMITED

Statement of Profit and Loss for the year ended 31st March, 2025

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Sr. No | Particulars | Note No. | For the year ended 31.03.2025 | For the year ended 31.03.2024 |
|----------------|--|----------|-------------------------------|-------------------------------|
| | Revenue from operations | 19 | | |
| (i) | Interest Income | | 351.50 | 258.16 |
| (ii) | Dividend Income | | 0.00 | 0.10 |
| (iii) | Loan Processing & Documentation charges including amortization cost | | 4.46 | 3.14 |
| (I) | Total Revenue from operations | | 355.96 | 261.40 |
| | | | | |
| (II) | Other Income | 20 | 0.00 | 0.06 |
| (III) | Total Income (I+II) | | 355.96 | 261.45 |
| | | | | |
| | Expenses | | | |
| (i) | Impairment Provisions (Loans) | 21 | 4.97 | 30.30 |
| (ii) | Employee Benefits Expenses | 22 | 36.96 | 60.56 |
| (iii) | Depreciation, amortization and impairment | 23 | 4.54 | 3.40 |
| (iv) | Others expenses | 24 | 107.94 | 141.56 |
| (IV) | Total Expenses (IV) | | 154.42 | 235.82 |
| (V) | Profit / (loss) before exceptional items and tax (III - IV) | | 201.54 | 25.64 |
| (VI) | Exceptional items | | - | - |
| (VII) | Profit/(loss) before tax (V -VI) | | 201.54 | 25.64 |
| | Tax Expense: | | | |
| (VIII) | (1) Current Tax | | 55.27 | 6.66 |
| | (2) Earlier years tax | | 23.15 | 0.00 |
| | (3) Deferred Tax | | (0.07) | 0.21 |
| (IX) | Profit / (loss) for the period from continuing operations(VII-VIII) | | 123.19 | 18.77 |
| (X) | Profit/(loss) from discontinued operations | | - | - |
| (XI) | Tax Expense of discontinued operations | | - | - |
| (XII) | Profit/(loss) from discontinued operations(After tax) (X-XI) | | - | - |
| (XIII) | Profit/(loss) for the period (IX+XII) | | 123.19 | 18.77 |
| | | | | |
| (XIV) | Other Comprehensive Income | | | |
| (A) | (i) Items that will not be reclassified to profit or loss (specify items and amounts) | | - | - |
| | (ii) Income tax relating to items that will not be reclassified to profit or loss | | - | - |
| | Subtotal (A) | | - | - |
| (B) | (i) Items that will be reclassified to profit or loss (specify items and amounts) | | - | - |
| | (ii) Income tax relating to items that will be reclassified to profit or loss | | - | - |
| | Subtotal (B) | | - | - |
| | Other Comprehensive Income (A + B) | | - | - |
| (XV) | Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and other Comprehensive Income for the period) | | 123.19 | 18.77 |
| (XVI) | Earnings per equity share (for continuing operations) | | | |
| | Basic (Rs.) | | 0.013 | 0.002 |
| | Diluted (Rs.) | | 0.013 | 0.002 |
| (XVII) | Earnings per equity share (for discontinued operations) | | | |
| | Basic (Rs.) | | - | - |
| | Diluted (Rs.) | | - | - |
| (XVIII) | Earnings per equity share (for continuing and discontinued operations) | | | |
| | Basic (Rs.) | 25 | 0.013 | 0.002 |
| | Diluted (Rs.) | 25 | 0.013 | 0.002 |
| | Material Accounting policies | The | | |
| | Notes referred above are an integral part of the Statement of Profit and Loss | 1-37 | | |

As per our Report of even date
FOR Mahesh Udhwani & Associates
Chartered Accountants
Firm Reg. No : 129738W

Sd/-
CA. Mahesh Udhwani
(Partner)
M. No. : 047328

Date: 17/05/2025
Place: Vadodara

For and on Behalf of the Board of Directors
Mangalam Industrial Finance Limited

Sd/-
VENKATA RAMANA REVURU
Managing Director
(DIN : 02809108)

Sd/-
YATIN SANJAY GUPTA
Non-Executive Non-Independent Director
(DIN :07261150)

Sd/-
ARUN PILLAI
Chief Financial Officer
BMZPP9042B

Sd/-
SAMOIL LOKHANDWALA
Company Secretary
ASLPL1459M

MANGALAM INDUSTRIAL FINANCE LIMITED

Cash Flow Statement For the Year Ended 31st March, 2025

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Sr. No | Particulars | Year Ended 31.03.2025 | Year Ended 31.03.2024 |
|--------|--|-----------------------|-----------------------|
| (A) | CASH FLOW FROM OPERATING ACTIVITIES | | |
| | Profit Before Taxation | 201.54 | 25.64 |
| | Total Comprehensive Income for the period | | |
| | Adjustment for: | | |
| | Depreciation | 4.54 | 3.40 |
| | Dividend Income | 0.00 | (0.10) |
| | Impairment Provisions (Loans) | 4.97 | 30.30 |
| | Operating Profit before Working Capital Changes | 211.06 | 59.24 |
| | Adjustment for :- | | |
| | Change in Other Financial Liabilities/Other Payable | (0.06) | (1.37) |
| | Change In Trade Payable/Other Payable | 13.39 | 1.94 |
| | Change in Other Non Financial Liabilities | (1.15) | 2.68 |
| | Change in Other Non Financial Assets | (13.27) | (7.67) |
| | Change in Trade Receivables/Other Asset | (0.61) | 0.30 |
| | Change in Other Financial Assets | 49.00 | (49.00) |
| | Change in Loans and Advances | (266.16) | (1,121.17) |
| | Change in Current Tax Assets | (13.42) | (27.89) |
| | Cash Generated from Operations | (21.22) | (1,142.94) |
| | Less : Direct Taxes Paid | 23.15 | - |
| | Cash Inflow(+)/Outflow(-) before Extra Ordinary Items | (44.37) | (1,142.94) |
| | Add(+)/Deduct(-) Prior Period Adjustments | - | - |
| | Net Cash Inflow(+)/Outflow(-) in Operating Activities | (44.37) | (1,142.94) |
| (B) | CASH FLOW FROM INVESTING ACTIVITIES | | |
| | Dividend Income | 0.00 | 0.10 |
| | Purchase of Fixed Asset | (0.27) | (1.70) |
| | Net Cash Inflow(+)/Outflow(-) in Investing Activities | (0.27) | (1.60) |
| (C) | CASH FLOW FROM FINANCING ACTIVITIES | | |
| | Dividend Paid | (34.37) | - |
| | Net Cash Inflow(+)/Outflow(-) in Financing Activities | (34.37) | 0.00 |
| (D) | NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C) | (79.01) | (1,144.54) |
| (E) | OPENING CASH AND CASH EQUIVALENTS | 85.45 | 1229.99 |
| (F) | CLOSING CASH AND CASH EQUIVALENTS | 6.44 | 85.45 |

As per our Report of even date.
FOR Mahesh Udhwani & Associates
Chartered Accountants
Firm Reg. No : 129738W

Sd/-
CA. Mahesh Udhwani
(Partner)
M. No. : 047328

Date: 17/05/2025
Place: Vadodara

For and on Behalf of the Board of Directors
Mangalam Industrial Finance Limited

Sd/-
VENKATA RAMANA REVURU
Managing Director
(DIN : 02809108)

Sd/-
ARUN PILLAI
Chief Financial Officer
BMZPP9042B

Sd/-
YATIN SANJAY GUPTA
Non-Executive Non-Independent Director
(DIN :07261150)

Sd/-
SAMOIL LOKHANDWALA
Company Secretary
ASLPL1459M

MANGALAM INDUSTRIAL FINANCE LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

A Equity Share Capital

(1) Current Reporting Period

(₹ in Lakhs)

| Balance at the beginning of the current reporting period | Changes in Equity Share Capital due to prior period errors | Restated balance at the beginning of the current reporting period | Changes in equity share capital during the current year | Balance at the end of the current reporting period |
|--|--|---|---|--|
| 9616.44 | - | 9616.44 | - | 9616.44 |

(2) Previous reporting period

(₹ in Lakhs)

| Balance at the beginning of the current reporting period | Changes in Equity Share Capital due to prior period errors | Restated balance at the beginning of the current reporting period | Changes in equity share capital during the current year | Balance at the end of the current reporting period |
|--|--|---|---|--|
| 9616.44 | - | 9616.44 | - | 9616.44 |

B Other Equity

(1) Current reporting period

(₹ in Lakhs)

| | Share application money pending allotment | Equity component of compound financial instruments | Reserves and Surplus | | | | | | Equity Instruments through Other Comprehensive Income | Effective portion of Cash Flow Hedges | Revaluation Surplus | Exchange differences on translating the financial statements of a foreign operation | Fair Valuation of Equity Investments | Money received against share warrants | Total |
|---|---|--|----------------------|--------------|--|-------------------|----------------------|--------------------|---|---------------------------------------|---------------------|---|--------------------------------------|---------------------------------------|------------|
| | | | Capital Reserve | Reserve Fund | Special Reserve (Pursuant to Section 451C of The Reserve Bank of India Act, 1934) | Retained Earnings | Amalgamation Reserve | Impairment Reserve | | | | | | | |
| Balance at the beginning of the current reporting period | - | - | 3.71 | 1.09 | 36.80 | (729.70) | 10.50 | 9.34 | - | - | - | - | (6095.05) | - | (6,763.32) |
| Changes in accounting policy/prior period errors | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Restated balance at the beginning of the current reporting period | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Total Comprehensive Income for the current year | - | - | 3.71 | 1.09 | 36.80 | (729.70) | 10.50 | 9.34 | - | - | - | - | (6095.05) | - | (6763.32) |
| Dividends* | - | - | - | - | - | (34.37) | - | - | - | - | - | - | - | - | (34.37) |
| Profit of the year (net of taxes) | - | - | - | - | - | 123.19 | - | - | - | - | - | - | - | - | 123.19 |
| Transfer to Special Reserve | - | - | - | - | 24.77 | (24.77) | - | - | - | - | - | - | - | - | - |
| Transfer from Retained Earnings | - | - | - | - | - | (109.28) | - | 109.28 | - | - | - | - | - | - | - |
| Balance at the end of the current reporting period | - | - | 3.71 | 1.09 | 61.57 | (774.94) | 10.50 | 118.62 | - | - | - | - | (6095.05) | - | (6674.51) |

*The Company declared interim dividend on 17.01.2025 @ 0.01 paise (1%) per equity shares bearing face value of Rs 1 each for FY 2024-25

MANGALAM INDUSTRIAL FINANCE LIMITED.
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

(2) Previous reporting period

(₹ in Lakhs)

| | Share application money pending allotment | Equity component of compound financial instruments | Reserves and Surplus | | | | | | Equity Instruments through Other Comprehensive Income | Effective portion of Cash Flow Hedges | Revaluation Surplus | Exchange differences on translating the financial statements of a foreign operation | Fair Valuation of Equity Investments | Money received against share warrants | Total |
|---|---|--|----------------------|--------------|--|-------------------|----------------------|--------------------|---|---------------------------------------|---------------------|---|--------------------------------------|---------------------------------------|-----------|
| | | | Capital Reserve | Reserve Fund | Special Reserve (Pursuant to Section 45IC of The Reserve Bank of India Act, 1934) | Retained Earnings | Amalgamation Reserve | Impairment Reserve | | | | | | | |
| Balance at the beginning of the current reporting period | - | - | 3.71 | 1.09 | 33.05 | (735.46) | 10.50 | - | - | - | - | - | (6095.05) | - | (6782.17) |
| Changes in accounting policy/prior period errors | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Restated balance at the beginning of the current reporting period | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Total Comprehensive Income for the current year | - | - | 3.71 | 1.09 | 33.05 | (735.46) | 10.50 | - | - | - | - | - | (6095.05) | - | (6782.17) |
| Dividends | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Profit of the year (net of taxes) | - | - | - | - | - | 18.77 | - | - | - | - | - | - | - | - | 18.77 |
| Transfer to Special Reserve | - | - | - | - | 3.75 | (3.75) | - | - | - | - | - | - | - | - | - |
| Transfer from Retained Earnings | - | - | - | - | - | (9.25) | - | 9.34 | - | - | - | - | - | - | 0.09 |
| Contingent Provision for Standard Assets | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Balance at the end of the current reporting period | - | - | 3.71 | 1.09 | 36.80 | (729.70) | 10.50 | 9.34 | - | - | - | - | (6095.05) | - | (6763.32) |

As per our Report of even date.
FOR Mahesh Udhwani & Associates
Chartered Accountants
Firm Reg. No : 129738W

For and on behalf of the Board
Mangalam Industrial Finance Limited

Sd/-
CA. Mahesh Udhwani
(Partner)
M. No. : 047328

Sd/-
VENKATA RAMANA REVURU
Managing Director
(DIN : 02809108)

Sd/-
YATIN SANJAY GUPTA
Non-Executive Non-Independent Director
(DIN : 07261150)

Sd/-
ARUN PILLAI
Chief Financial Officer
BMZPP9042B

Sd/-
SAMOIL LOKHANDWALA
Company Secretary
ASLPL1459M

Date: 17/05/2025
Place: Vadodara

MANGALAM INDUSTRIAL FINANCE LIMITED

Significant Accounting Policies and Notes to Financial Statements

1 CORPORATE INFORMATION

MANGALAM INDUSTRIAL FINANCE LIMITED (the "Company") was incorporated on February 8, 1983 is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956 and is listed at Bombay Stock Exchange Limited (BSE). The Company is registered under section 45-IA of The Reserve Bank of India Act, 1934 to commence/carry on the business of a Non-Banking Financial Institution. The Company is registered with the Reserve Bank of India ("RBI") as Non-Deposit taking Non-Systemically Important (NBFC-ND-NSI), Investment and Credit Company ("ICC"). The registration details are as follows:

| | |
|---------------------------------|------------------------|
| RBI | B.05.02961 /21.08.2001 |
| Corporate Identity Number (CIN) | L65993WB1983PLC035815 |

Under Scale Based Regulations (SBR), the RBI categorized the Company in Base Layer (NBFC-BL) Master Direction- Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation)Directions,2023.

The financial statements of the Company for the year ended March 31, 2025 were approved for issue in accordance with the resolution of the Board of Directors on May 17, 2025.

2 BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

i Statement of compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (INDAS) as per the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) Rules, 2016, notified under Section 133 of the Companies Act, 2013 (the "Act"), other relevant provisions of the Act, guidelines issued by the Reserve Bank of India as applicable and other accounting principles generally accepted in India. Any application guidance / clarifications / directions issued by RBI or other regulators are implemented as and when they are issued / applicable, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied.

ii Presentation of financial statements

The Balance Sheet, Statement of Profit and Loss and Statement of Changes in Equity are prepared and presented in the format prescribed in the Division III of Schedule III of the Companies Act,2013 (the 'Act'). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS.

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

iii Basis of Preparation

The financial statements have been prepared under the historical cost convention, as modified by the application of fair value measurements required or allowed by relevant

accounting standards. Accounting policies have been consistently applied to all periods presented, unless otherwise stated.

The financial statements are prepared on a going concern basis, as the management is satisfied that the Company shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on the going concern assumption. In making this assessment, the management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources.

Measurement of fair values:

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

| Items | Measurement Basis |
|--|------------------------------|
| Certain financial assets and liabilities | Fair value |
| Property, plant and equipment | Value in use under Ind AS 36 |

Fair value for measurement and/or disclosure purposes for certain items in these financial statements is determined considering following methods: Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- a) Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at measurement date.
- b) Level 2: inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- c) Level 3: inputs are unobservable inputs for the valuation of assets or liabilities that the Company can access at measurement date. For details relating to valuation model and framework used for fair value measurement and disclosure of financial instrument refer to note 30.

iv Use of estimates and judgements

The preparation of financial statements requires the management of the Company to make judgements, assumptions and estimates that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses for the reporting period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in the financial statements have been disclosed as applicable in the respective notes to accounts. Accounting estimates could change from period to period. Future results could differ from these estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Judgements:

Information about judgements made in applying accounting policies that have a most significant effect on the amount recognised in the financial statements is included following notes:

- classification of financial assets: assessment of the business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment during the year ending March 31, 2025 is included in the following notes:

Note (10) - useful life of property, plant, equipment and intangibles.

Note (9) - recognition of deferred tax assets: availability of future taxable profit against which carry forward deferred tax asset can be setoff

Note (30) - determination of the fair value of financial instruments with significant unobservable inputs.

v Recognition of Income

Revenue generated from the business transactions (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration to be received or receivable by the Company. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers.

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

Step 1: Identify contract(s) with a customer

Step 2: Identify performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

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

Recognition of interest income

Interest consists of consideration for (i) the time value of money; (ii) for the credit risk associated with the principal amount outstanding; (iii) for other basic lending risks and costs; and (iv) profit margin. a) if fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets, then the difference is recognised in profit or loss on initial recognition (i.e. day 1 profit or loss); Interest income and expense are recognised using the effective interest method. The effective interest rate (EIR) is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to the gross carrying amount of the financial asset or amortised cost of the financial liability.

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

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit impaired

financial assets (i.e. at the amortised cost of the financial asset after adjusting for any expected credit loss allowance (ECLs)). The Company assesses the collectability of the interest on credit impaired assets at each reporting date. Based on the outcome of such assessment, the interest income accrued on credit impaired financial assets are either accounted for as income or written off as per the write off policy of the Company.

The interest cost is calculated by applying the EIR to the amortised cost of the financial liability. The 'amortised cost' of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured on initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any expected credit loss allowance. The 'gross carrying amount of a financial asset' is the amortised cost of a financial asset before adjusting for any expected credit loss allowance.

vi Dividend income

Dividend income is recognised when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.

vii Syndication, advisory & other fees

Syndication, advisory & other fees are recognized as income when the performance obligation as per the contract with customer is fulfilled and when the right to receive the payment against the services has been established.

viii Origination fees

Origination fees, which the Company has received/recovered at time of granting of a loan, is considered as a component for computation of the effective rate of interest (EIR) for the purpose of computing interest income, except when it is not an integral part of loan.

ix Net gain/(loss) on Fair value changes

Any differences between the fair values of financial assets classified as fair value through the profit or loss, held by the Company on the balance sheet date is recognised as an unrealised gain or loss as a gain or expense respectively.

Similarly, any realised gain or loss on sale of financial instruments measured at FVTPL and debt instruments measured at FVOCI is recognised in net gain / loss on fair value changes.

x Recoveries of Financial assets written off

The company recognizes income on recoveries of financial assets written off on realization or when the right to receive the same without any uncertainties of recovery is established.

xi Leases

Leases are classified as operating lease where significant portion of risks and reward of ownership of assets acquired under lease is retained by the lessor.

Leases of assets under which substantially all the risks and rewards of ownership are effectively retained by the lessee are classified as finance lease.

Asset given on lease:

Assets given under finance lease are recognised as a receivable at an amount equal to the net investment in the lease. Lease rentals are apportioned between principal and interest on the internal rate of return. The principal amount received reduces the net investment in the lease and interest is recognised as revenue. Under operating leases (excluding amount for services such as insurance and maintenance), lease rentals are recognised on a straight-line basis over the lease term, except for increase in line with expected inflationary cost increases.

Asset taken on lease:

The Company's assets taken on lease primarily consist of leases for properties.

As a lessee, the Company previously classified leases as operating or finance leases based on its assessment of whether the lease transferred substantially all the risks and rewards of ownership. Under Ind AS 116, the Company recognises right-of-use assets and lease liabilities for certain type of its leases.

The Company presents right-of-use assets and lease liabilities separately on the face of the Balance sheet. Lease payments (including interest) have been classified as financing cashflows.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use asset is subsequently measured at cost less any accumulated depreciation and accumulated impairment loss, if any, and adjusted for certain re-measurements 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. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

When a right-of-use asset meets the definition of investment property, it is presented in investment property.

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.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payment made. The carrying amount of lease liability is remeasured to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. A change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not be exercised.

The Company has applied judgement to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Company is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right of use assets recognised. The discounted rate is generally based on incremental borrowing rate specific to the lease being evaluated.

xii Finance Costs

The Company recognises interest expense on the borrowings as per EIR methodology which is calculated by considering any ancillary costs incurred and any premium payable on its maturity.

Interest expense includes origination costs that are initially recognised as part of the carrying value of the financial liability and amortized over the expected life using the EIR. It also includes expenses related to borrowing which are not part of effective interest as not directly related to loan origination.

xiii Financial Instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet on trade date when the Company becomes a party to the contractual provisions of the instrument. A loan is recorded upon remittance of the funds to the counterparty/obligor. Recognised financial assets and financial liabilities are initially measured at fair value. Transaction costs and revenues that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at Fair Value Through Profit and Loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs and revenues directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in the statement of profit or loss.

If the transaction price differs from fair value at initial recognition, the Company will account for such difference as follows:

- a) if fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets, then the difference is recognised in profit or loss on initial recognition (i.e. day 1 profit or loss);
- b) in all other cases, the fair value will be adjusted to bring it in line with the transaction price (i.e. day 1 profit or loss will be deferred by including it in the initial carrying amount of the asset or liability).

After initial recognition, the deferred gain or loss will be released to profit or loss on a rational basis, only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability

(1) Financial assets

Classification

On initial recognition, depending on the Company's business model for managing the financial assets and its contractual cash flow characteristics, a financial asset is classified as measured at:

- 1) amortised cost;
- 2) fair value through other comprehensive income (FVTOCI); or

3) fair value through profit and loss (FVTPL).

Initial recognition and measurement

A financial asset is recognised on trade date initially at cost of acquisition net of transaction cost and income that is attributable to the acquisition of the financial asset. Cost equates the fair value on acquisition. A financial asset measured at amortised cost and a financial asset measured at fair value through other comprehensive income is presented at gross carrying value in the Financial Statements. Unamortised transaction cost and incomes and impairment allowance on financial asset is shown separately under the heading "Other non-financial asset", "Other non-financial liability" and "Provisions" respectively.

Assessment of Business model

An assessment of the applicable business model for managing financial assets is fundamental to the classification of a financial asset. The Company determines the business models at a level that reflects how financial assets are managed together to achieve a particular business objective. The Company's business model does not depend on management's intentions for an individual instrument; therefore, the business model assessment is performed at a higher level of aggregation rather than on an instrument-by instrument basis. The Company could have more than one business model for managing its financial instruments which reflect how the Company manages its financial assets in order to generate cash flows. The Company's business models determine whether cashflows will result from collecting contractual cash flows, selling financial assets or both. The Company considers all relevant information available when making the business model assessment. The Company takes into account all relevant evidence available such as:

- 1) how the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel and board of directors;
 - 2) the risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way in which those risks are managed; and
 - 3) how managers of the business are compensated (e.g. whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).
- 4) At initial recognition of a financial asset, the Company determines whether newly recognised financial assets are part of an existing business model or whether they reflect the commencement of a new business model. The Company reassesses its business models at each reporting period to determine whether the business model/(s) have changed since the preceding period. For the current and prior reporting period the Company has not identified a change in its business model.

Based on the assessment of the business models, the Company has identified the three following choices of classification of financial assets:

- a) Financial assets that are held within a business model whose objective is to collect the contractual cash flows ("Asset held to collect contractual cash-flows"), and that have contractual cash flows that are solely payments of principal and interest on then principal amount outstanding (SPPI), are measured at amortised cost;
- b) Financial assets that are held within a business model whose objective is both to collect the contractual cash flows and to sell the assets, ("Contractual cash flows of Asset collected through hold and sell model") and that have contractual cash flows that are SPPI, are subsequently measured at FVTOCI.

c) All other financial assets (e.g. managed on a fair value basis, or held for sale and equity investments are subsequently measured at FVTPL.

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

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

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

- Contingent events that would change the amount or timing of cash flows;
- Terms that may adjust the contractual coupon rate, including variable interest rate features;
- Prepayment and extension features; and
- Terms that limit the Company's claim to cash flows from specified assets.

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

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

Financial asset at amortised cost

Amortised cost of financial asset is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. For the purpose of testing SPPI, principal is the fair value of the financial asset at initial recognition. That principal amount may change over the life of the financial asset (e.g. if there are repayments of principal). Contractual cash flows that do not introduce exposure to risks or volatility in the contractual cash flows on account of changes such as equity prices or commodity prices and are related to a basic lending arrangement, do give rise to SPPI. An originated or an acquired financial asset can be a basic lending arrangement irrespective of whether it is a loan in its legal form. The EIR amortisation is included in finance income in the profit and loss statement. The losses arising from impairment are recognised in the profit and loss statement.

Financial asset at Fair Value through Other Comprehensive Income (FVTOCI)

Loans & Advances:

After initial measurement, basis assessment of the business model as “Contractual cash flows of asset collected through hold and sell model and SPPI”, & equity instruments such financial assets are classified to be measured at FVTOCI. Contractual cash flows that do introduce exposure to risks or volatility in the contractual cash flows due to changes such as equity prices or commodity prices and are unrelated to a basic lending arrangement, do not give rise to SPPI. The EIR amortisation is included in finance income in the profit and loss statement. The losses arising from impairment are recognised in the profit and loss statement. The carrying value of the financial asset is fair valued by discounting the contractual cash flows over contractual tenure basis the internal rate of return of a new similar asset originated in the month of reporting and such unrealised gain/loss is recorded in other comprehensive income (OCI). Where such a similar product is not originated in the month of reporting, the closest product origination is used as a proxy. Upon sale of the financial asset, actual gain/loss realised is recorded in the profit and loss statement and the unrealised gain/ loss recorded in OCI are recycled to the statement of profit and loss.

Investments in equity instruments:

At initial recognition an entity at its sole option may irrevocably designate an investment in an equity instrument as FVOCI, unless the asset is:

- Held for trading, or
- Contingent consideration in a business combination.

Dividends are recognized when the entity’s right to receive payment is established, it is probable the economic benefits will flow to the entity and the amount can be measured reliably. Dividends are recognized in profit and loss unless they clearly represent recovery of a part of the cost of the investment, in which case they are included in OCI. Changes in fair value are recognized in OCI and are never recycled to profit and loss, even if the asset is sold or impaired.

Financial asset at fair value through profit and loss (FVTPL)

Financial asset, which does not meet the criteria for categorization at amortized cost or FVTOCI, is classified as FVTPL. In addition, the Company may elect to classify a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as ‘accounting mismatch’). Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Investment in security receipt, mutual fund, non-cumulative redeemable preference shares and cumulative compulsorily convertible preference shares

Investment in security receipt, mutual fund, non-cumulative redeemable preference shares and cumulative compulsorily convertible preference shares are classified as FVTPL and measured at fair value with all changes recognised in the statement of profit and loss. Upon initial recognition, the Company, on an instrument-by-instrument basis, may elect to classify equity instruments other than held for trading either as FVTOCI or FVTPL. Such election is subsequently irrevocable. If FVTOCI is elected, all fair value changes on the instrument, excluding dividends, are recognized in OCI. There is no recycling of the gains or losses from OCI to the statement of profit and loss, even upon sale of investment. However, the Company may transfer the cumulative gain or loss within other equity upon realisation.

Reclassifications within classes of financial assets

A change in the business model would lead to a prospective re-classification of the financial asset and accordingly the measurement principles applicable to the new classification will be applied. During the current financial year and previous accounting period there was no change in the business model under which the Company holds financial assets and therefore no reclassifications were made.

Undrawn loan commitments

Undrawn loan commitments are commitments under which, over the duration of the commitment, the Company is required to provide a loan with pre-specified terms to the customer. Undrawn loan commitments are in the scope of the ECL requirements.

Financial guarantee contract:

A financial guarantee contract requires the Company to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are initially measured at their fair values and, if not designated as at FVTPL and not arising from a transfer of a financial asset, are subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with Ind AS 109; and
- the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the Company's revenue recognition policies. The company has not designated any financial guarantee contracts as FVTPL.

Company's ECL for financial guarantee is estimated based on the present value of the expected payments to reimburse the holder for a credit loss that it incurs. The shortfalls are discounted by the interest rate relevant to the exposure.

The Measurement of ECLs

The Company records allowance for expected credit losses for all loans and other financial assets not held at fair value through profit or loss (FVTPL) in this section all referred to as 'financial instruments'. Equity instruments are not subject to impairment under Ind AS 109. The mechanics of the ECL calculations are outlined below and the key elements are as follows:

Exposure-At-Default (EAD): The Exposure at Default is the amount the Company is entitled to receive as on reporting date including repayments due for principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities.

Probability of Default (PD): The Probability of Default is an estimate of the likelihood of default of the exposure over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.

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

The ECL allowance is applied on the financial instruments depending upon the classification of the financial instruments as per the credit risk involved. ECL allowance is computed on the below mentioned basis:

12-month ECL: 12-month ECL is the portion of Lifetime ECL that represents the ECL that results from default events on a financial instrument that are possible within the 12 months after the reporting date. 12-month ECL is applied on stage 1 assets.

Lifetime ECL: Lifetime ECL for credit losses expected to arise over the life of the asset in cases of credit impaired loans and in case of financial instruments where there has been significant increase in credit risk since origination. Lifetime ECL is the expected credit loss resulting from all possible default events over the expected life of a financial instrument. Lifetime ECL is applied on stage 2 and stage 3 assets.

The Company computes the ECL allowance either on individual basis or on collective basis, depending on the nature of the underlying portfolio of financial instruments.

For Financial assets as required under applicable RBI Directions for its credit portfolio/Loans are impaired as per the directions (Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016). The Company has grouped its loan portfolio into corporate loans, SME loans and Commercial vehicle loans.

As required by RBI Circular reference no. RBI/2019-20/170 DOR (NBFC).CC.PD.No. 109/22.10.106/ 2019-20 dated March 13, 2020; where impairment allowance under Ind AS 109 is lower than the provisioning required as per extant prudential norms on Income Recognition, Asset Classification and Provisioning (IRACP) including borrower/beneficiary wise classification, provisioning for standard as well as restructured assets, NPA ageing, etc., the Company shall appropriate the difference from their net profit or loss after tax to a separate 'Impairment Reserve'.

Upgradation of accounts classified as Stage 3/Non-performing assets (NPA) - The Company upgrades loan accounts classified as Stage 3/ NPA to 'standard' asset category only if the entire arrears of interest, principal and other amount are paid by the borrower and there is no change in the accounting policy followed by the company in this regard. With regard to upgradation of accounts classified as NPA due to restructuring, the instructions as specified for such cases as per the said RBI guidelines shall continue to be applicable

Impairment of Financial Assets:

The Company is required to recognise Expected Credit Losses (ECLs) based on forward looking information for all financial assets at amortised cost, lease receivables, debt financial assets at fair value through other comprehensive income, loan commitments and financial guarantee contracts. No impairment loss is applicable on equity investments.

At the reporting date, an allowance (or provision for loan commitments and financial guarantees) is required on stage 1 assets at 12 month ECLs. If the credit risk has significantly increased since initial recognition (Stage 1), an allowance (or provision) should be recognised for the lifetime ECLs for financial instruments for which the credit risk has increased significantly since initial recognition (Stage 2) or which are credit impaired (Stage 3)

The Company applies a three-stage approach to measure ECL on financial assets accounted for at amortised cost and FVOCI. Assets migrate through the following three stages based on the change in credit quality since initial recognition.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortised cost. 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.

Evidence that a financial asset is credit-impaired includes the following observable data:

- a) Significant financial difficulty of the borrower or issuer;
- b) A breach of contract such as a default or past due event;
- c) The restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- d) It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- e) The disappearance of an active market for a security because of financial difficulties

Impairment of Trade receivables

Impairment allowance on trade receivables is made on the basis of lifetime credit loss method, in addition to specific provisions considering the uncertainty of recoverability of certain receivables.

Write-off

Impaired loans and receivables are written off, against the related allowance for loan impairment on completion of the Company's internal processes and when the Company concludes that there is no longer any realistic prospect of recovery of part or all the loan. For loans that are individually assessed for impairment, the timing of write off is determined on a case by case basis. A write-off constitutes a de-recognition event. The Company has a right to apply enforcement activities to recover such written off financial assets. Subsequent recoveries of amounts previously written off are credited to the statement of profit and loss.

Modification and De-recognition of financial assets

Modification of financial assets

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

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

De-recognition of financial assets

A financial asset or a part of financial asset is derecognised when the rights to receive cash flows from the financial asset have expired. The Company also derecognises the

financial asset if it has both transferred the financial asset and the transfer qualifies for derecognition.

The Company has transferred the financial asset if, and only if, either:

- The Company has transferred its contractual rights to receive cash flows from the financial asset; or
- It retains the rights to the cash flows, but has assumed an obligation to pay the received cash flows.

A transfer only qualifies for derecognition if either:

- The Company has transferred substantially all the risks and rewards of the asset; or
- The Company has neither transferred nor retained substantially all the Risks and rewards of the asset, but has transferred control of the asset.

The Company considers control to be transferred if and only if, the transferee has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without imposing additional restrictions on the transfer.

When the Company has neither transferred nor retained substantially all the risks and rewards and has retained control of the asset, the asset continues to be recognised only to the extent of the Company's continuing involvement, in which case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Off-setting of financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously backed by past practice.

(2) Financial Liabilities & Equity

Classification as debt or equity

Financial liabilities and equity instruments issued are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity Instruments

An Equity Instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in the statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial Liabilities

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for

trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 - "Financial Instruments".

Financial liabilities measured at amortised cost

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method except for those designated in an effective hedging relationship.

Amortised cost is calculated by taking into account any discount or premium and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of Profit and Loss. 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 using the EIR method.

Derecognition of financial Liabilities in following circumstances:

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in profit or loss.

xiv Cash and cash equivalents

Cash, Cash equivalents and bank balances include fixed deposits (with an original maturity of three months or less from the date of placement), margin money deposits, and earmarked balances with banks which are carried at amortised cost. Short term and liquid investments which are not subject to more than insignificant risk of change in value, are included as part of cash and cash equivalents.

xv Property plant and equipment (PPE)

PPE

Recognition and measurement

Property, Plant and Equipment (PPE) are stated at cost less accumulated depreciation and impairment losses, if any. Estimated cost of dismantling and removing the item and restoring the site on which its located does not arise for owned assets. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the year till such assets are ready to be put to use. Any trade discounts and rebates are deducted in arriving at the purchase price. Gains or losses arising from derecognition of such assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

Subsequent expenditure

Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with

the item will flow to the Company and that the cost of the item can be reliably measured. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repair and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation

Depreciation commences when the assets are ready for their intended use. It is recognised to write down the cost of assets less their residual values over their useful lives, using the straight-line method basis. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The Company has adopted the useful life as specified in Schedule II to the Companies Act, 2013.

Depreciation on assets purchased / sold during the period is recognised on a pro-rata basis to the Statement of Profit and Loss till the date of sale.

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

Intangible assets

a) Recognition and Measurement

An intangible asset is recognised only when its cost can be measured reliably and it is probable that the expected future economic benefits that are attributable to it will flow to the Company. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation. Expenses on software support and maintenance are charged to the Statement of Profit and Loss during the year in which such costs are incurred. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition.

b) Intangible assets under development

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Intangible assets under development".

c) Amortisation

Intangible assets are amortised using the straight-line method over a period of 10 years, which is the management's estimate of its useful life. The amortisation period and the amortisation method are reviewed at least as at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

Capital work-in-progress

PPE not ready for the intended use on the date of the Balance Sheet are disclosed as “capital work-in-progress” and carried at cost, comprising direct cost, related incidental expenses and attributable interest.

Investment Property

Properties held to earn rentals and/or capital appreciation are classified as Investment properties and are reported at cost, including transaction costs. Subsequent to initial recognition it's measured at cost less accumulated depreciation and accumulated impairment losses, if any. When the use of an existing property changes from owner - occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on the de-recognition of property is recognised in the Statement of Profit and Loss in the same period.

Impairment of Assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible, intangible assets & Investment property to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of Profit and Loss.

De-recognition of property, plant and equipment and intangible asset

An item of property, plant, and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the

difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Statement of Profit and Loss.

Right of Use

Under Ind AS 116, the company recognises right-of-use assets and lease liabilities for certain types of leases.

The Company presents right-of-use assets and lease liabilities separately on the face of the Balance sheet. The Company recognises a right-of-use asset & a lease liability at the leases commence date. The right-of-use assets is initially measured at cost and subsequently at cost less any accumulated depreciation and accumulated impairment loss, if any, and adjusted for certain re-measurement of the lease liability. When a right-of-use asset meets the definition of Investment property, it is presented in investment property. The right-of-use asset is initially measured at cost and subsequently measured at fair value, in accordance with the Company's accounting policies.

xvi Non-Current Assets held for sale

Non-current assets are classified as held for sale if their carrying amount is intended to be recovered principally through a sale (rather than through continuing use) when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset and the sale is highly probable and is expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

Once classified as Held for sale, the assets are no longer amortised or depreciated.

xvii Retirement and other employee benefits

Defined Contribution Plans

Contribution as per the Employees Provident Funds and Miscellaneous Provisions Act, 1952 towards Provident Fund and Pension Fund is not applicable to the company. Hence no provision made for this and other employee benefits.

Defined Benefit Plans:

The company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the company. No Provision has been made on account of gratuity as tenure required as per governing law is not concluded.

The company has complied with Ind AS 19 'Employee Benefits'. There is no present obligation of any post-employment benefit including gratuity during the year. Therefore, no actuarial gain or loss arose at the end of the year.

Short-term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include benefits such as salaries, wages, short term compensated absence, etc. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

xviii Provisions, Contingent Liabilities and Contingent Assets**Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A provision for onerous contracts is recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

In case of litigations, provision is recognised once it has been established that the Company has a present obligation based on information available up to the date on which the Company's financial statements are finalised and may in some cases entail seeking expert advice in making the determination on whether there is a present obligation.

Contingent Liabilities

Contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. Company does not recognised contingent liability but discloses its existence in the financial statements.

Contingent Assets

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

xix Commitments

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

estimated amount of contracts remaining to be executed on capital account and not provided for;

b) uncalled liability on shares and other investments partly paid;

c) funding related commitment to subsidiaries / associate;

d) other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

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

xx Taxation

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the Statement of Profit and Loss, other comprehensive income, or directly in equity when they relate to items that are recognized in the respective line items.

Current tax

Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from, or paid to, the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted, or substantively enacted, by the reporting date in the countries where the Company operates and generates taxable income.

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

Deferred tax

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

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

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

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

xxi Statement of Cash Flows

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

- a) Change during the period in operating receivables and payables transactions of a non-cash nature;
- b) non-cash items such as depreciation, impairment, deferred taxes, unrealised foreign currency gains and losses, and undistributed profits of associates and joint ventures; and
- c) all other items for which the cash effects are investing or financing cash flows.

xxii Segment Reporting

The Company is predominantly engaged in a single reportable segment of 'Investment and Credit Company (ICC) as per Ind AS 108 - Segment Reporting.

xxiii Earnings per Share ('EPS')

The Company reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share. Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

MANGALAM INDUSTRIAL FINANCE LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2025

Note:3 CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

| Particulars | As at March 31st, 2025 | As at March 31st, 2024 |
|--|------------------------|------------------------|
| Cash on hand | 0.68 | 0.75 |
| Balances with banks (in the nature of cash and cash equivalents) | 5.76 | 84.70 |
| Cheques, drafts on hand | | |
| Fixed Deposit with Bank | | |
| Total | 6.44 | 85.45 |

Note 4. Other Receivables

(₹ in lakhs)

| Particulars | As at March 31st, 2025 | As at March 31st, 2024 |
|---|------------------------|------------------------|
| (Unsecured unless otherwise stated) | | |
| Trade Receivables considered good – Secured | | |
| Trade Receivables considered good – Unsecured | 3.35 | 2.75 |
| Trade Receivables which have significant increase in Credit Risk; and | | |
| Trade Receivables – credit impaired | | |
| Total | 3.35 | 2.75 |

Other Receivables ageing schedule

As at March 31, 2025

(₹ in lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|--|------------------|-----------|-----------|-------------------|-------|
| | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i)Undisputed Trade receivables – considered good | 1.91 | 0.60 | 0.85 | - | - | 3.35 |
| (ii)Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (iii)Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| (iv)Disputed Trade Receivables–considered good | - | - | - | - | - | - |
| (v)Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - |

Other Receivables ageing schedule

As at March 31, 2024

(₹ in lakhs)

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|--|------------------|-----------|-----------|-------------------|-------|
| | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| (i)Undisputed Trade receivables – considered good | 1.90 | 0.85 | - | - | - | 2.75 |
| (ii)Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (iii)Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| (iv)Disputed Trade Receivables–considered good | - | - | - | - | - | - |
| (v)Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - |

Note: Trade Receivables are subject to confirmation and reconciliation. Management believes that any discrepancies, if they exist, will be immaterial

MANGALAM INDUSTRIAL FINANCE LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2025

Note:5 Loans

(₹ in Lakhs)

| Particulars | As at 31st March, 2025 | | | | | | As at 31st March, 2024 | | | | | |
|--|------------------------|---------------|----------------|---|------------|-----------------|------------------------|---------------|----------------|---|-------------|-----------------|
| | Amortised cost | At Fair Value | | | Sub- Total | Total | Amortised cost | At Fair Value | | | Sub- total | Total |
| | | Through OCI | Through P or L | Designated at fair value through P or L | | | | Through OCI | Through P or L | Designated at fair value through P or L | | |
| | 1 | 2 | 3 | 4 | 5=(2+3+4) | 6 = (1 + 5) | 7 | 8 | 9 | 10 | 11=(8+9+10) | 12=(7+11) |
| Loans | | | | | | | | | | | | |
| (A) | | | | | | | | | | | | |
| (i) Bills Purchased and Bills Discounted | - | - | - | - | - | - | - | - | - | - | - | - |
| (ii) Loans repayable on Demand | 3649.00 | - | - | - | - | 3,649.00 | 3,382.84 | - | - | - | - | 3,382.84 |
| (iii) Term Loans | - | - | - | - | - | - | - | - | - | - | - | - |
| (iv) Leasing | - | - | - | - | - | - | - | - | - | - | - | - |
| (v) Factoring | - | - | - | - | - | - | - | - | - | - | - | - |
| (vi) Others(to be specified) | - | - | - | - | - | - | - | - | - | - | - | - |
| Total (A) -Gross | 3649.00 | - | - | - | - | 3,649.00 | 3,382.84 | - | - | - | - | 3,382.84 |
| Less:Impairment loss allowance | 702.12 | - | - | - | - | 702.12 | 697.15 | - | - | - | - | 697.15 |
| Total (A)- Net | 2946.88 | - | - | - | - | 2,946.88 | 2,685.69 | - | - | - | - | 2,685.69 |
| (B) | | | | | | | | | | | | |
| (i) Secured by tangibleassets | - | - | - | - | - | - | - | - | - | - | - | - |
| (ii)Secured by intangibleassets | - | - | - | - | - | - | - | - | - | - | - | - |
| (iii)Covered byBank/GovernmentGuarantees | - | - | - | - | - | - | - | - | - | - | - | - |
| (iv)Unsecured | 3649.00 | - | - | - | - | 3649.00 | 3,382.84 | - | - | - | - | 3,382.84 |
| Total (B)- Gross | 3649.00 | - | - | - | - | 3649.00 | 3,382.84 | - | - | - | - | 3,382.84 |
| Less:Impairment lossallowance | 702.12 | - | - | - | - | 702.12 | 697.15 | - | - | - | - | 697.15 |
| Total (B)- Net | 2946.88 | - | - | - | - | 2946.88 | 2,685.69 | - | - | - | - | 2,685.69 |
| (C) (I) | | | | | | | | | | | | |
| Loans in India | | | | | | | | | | | | |
| (i) Public Sector | - | - | - | - | - | - | - | - | - | - | - | - |
| (ii) Others (to be specified) | 3649.00 | - | - | - | - | 3649.00 | 3,382.84 | - | - | - | - | 3,382.84 |
| Total (C)-Gross | 3649.00 | - | - | - | - | 3649.00 | 3,382.84 | - | - | - | - | 3,382.84 |
| Less:Impairment lossallowance | 702.12 | - | - | - | - | 702.12 | 697.15 | - | - | - | - | 697.15 |
| Total(C)(I)-Net | 2946.88 | - | - | - | - | 2946.88 | 2,685.69 | - | - | - | - | 2,685.69 |
| (C)(II) | | | | | | | | | | | | |
| Loans outside India | | | | | | | | | | | | |
| Less:Impairment loss allowance | - | - | - | - | - | - | - | - | - | - | - | - |
| Total (C)(II)- Net | - | - | - | - | - | - | - | - | - | - | - | - |
| Total C(I)and C(II) | 2946.88 | - | - | - | - | 2946.88 | 2,685.69 | - | - | - | - | 2,685.69 |

Following disclosures shall be made where loans or advances 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 that are:

| Type of Borrower | As at 31st March, 2025 | | As at 31st March, 2024 | |
|------------------|---|--|---|--|
| | Amount of loan or advance in the nature of loan outstanding | Percentage to the total Loans and Advances in the nature of loan | Amount of loan or advance in the nature of loan outstanding | Percentage to the total Loans and Advances in the nature of loan |
| Promoter | 355.30 | 9.74 | 400.85 | 11.85 |
| Directors | - | - | - | - |
| KMPs | - | - | - | - |
| Related parties* | 835.93 | 22.91 | 451.85 | 13.36 |

*Refer note No. 31

Note: None of the loans are measured at fair value at each reporting date. Accordingly the above disclosure has been given for loans carried at Amortised Cost in lines with format as prescribed in Division III of Schedule III to the Companies Act, 2013.

MANGALAM INDUSTRIAL FINANCE LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2025

Note:6 Investments

(₹ in Lakhs)

| Particulars | Face value per unit | As at March 31, 2025 | | As at March 31, 2024 | |
|---|---------------------|-----------------------|-------------|-----------------------|-------------|
| | | No. of units | Amount | No. of units | Amount |
| (A) | | | | | |
| Mutual Funds | - | - | - | - | - |
| Government Securities | - | - | - | - | - |
| Other Approved Securities | - | - | - | - | - |
| IRB Inv Fund | - | - | - | - | - |
| Debt Securities | - | - | - | - | - |
| Equity Instruments: | - | - | - | - | - |
| -Subsidiaries | - | - | - | - | - |
| -Associates | - | - | - | - | - |
| -Joint Venure | - | - | - | - | - |
| -Others: | - | - | - | - | - |
| - Investments in Equity Shares | | | | | |
| (Valued at Fair Value through OCI) (Unquoted) | | | | | |
| -Brg Iron & Steel Co Pvt Ltd | - | 20,00,000.00 | 0.00 | 20,00,000.00 | 0.00 |
| -Bhuvée Stenovate Pvt Ltd | - | 12,25,000.00 | 0.00 | 12,25,000.00 | 0.00 |
| -Rabirun Vinimay Pvt Ltd | - | 1,38,87,500.00 | 0.00 | 1,38,87,500.00 | 0.00 |
| Total | - | 1,71,12,500.00 | 0.00 | 1,71,12,500.00 | 0.00 |
| Less: Allowance for Impairment loss | - | | | | |
| Total (A) | - | - | 0.00 | - | 0.00 |
| (B) | | | | | |
| (a) Investment in India | - | - | 0.00 | - | 0.00 |
| (b) Investment Outside India | - | - | - | - | - |
| Total (B) | | | | | |
| Total | - | - | 0.00 | - | 0.00 |

Note:7 Other Financial assets

(₹ in Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--------------|----------------------|----------------------|
| BSE DEPOSIT | - | 49.00 |
| Total | - | 49.00 |

Note:8 Current Tax Assets

(₹ in Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|------------------------|----------------------|----------------------|
| Tax Deducted at Source | 32.53 | 27.24 |
| MAT Credit | - | - |
| Total | 32.53 | 27.24 |

MANGALAM INDUSTRIAL FINANCE LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2025

Note:9 The Major Components of Deferred Tax Assets and Liabilities as at March 31, 2025 are as follows:

(₹ in Lakhs)

| Particulars | As at March 31st, 2025 | As at March 31st, 2024 |
|--------------------------|------------------------|------------------------|
| Deferred Tax Asset (Net) | 4.09 | 4.03 |
| Total | 4.09 | 4.03 |

Note: 10 Property, Plant and Equipments

(₹ in Lakhs)

| Particulars | PPE | | |
|--|------------------------|------------------|-----------------------|
| | Computer & Peripherals | Office Equipment | Total Tangible Assets |
| Balance as on 31st March, 2024 | 8.29 | 0.38 | 8.67 |
| Additions | - | - | - |
| Disposals | - | - | - |
| Reclassification / Adjustments | - | - | - |
| Balance as on 31st March, 2025 | 8.29 | 0.38 | 8.67 |
| Additions | - | - | - |
| Disposals | - | - | - |
| Reclassification / Adjustments | - | - | - |
| Balance as on 31st March, 2025 | 8.29 | 0.38 | 8.67 |
| Accumulated Depreciation And Amortisation | | | |
| Balance as on 31st March, 2024 | 1.51 | 0.08 | 1.59 |
| Charge for the year | 2.58 | 0.07 | 2.66 |
| Disposals | - | - | - |
| Reclassification / Adjustments | - | - | - |
| Balance as on 31st March, 2025 | 4.09 | 0.15 | 4.25 |
| NET CARRYING VALUE | | | |
| As At 31st March, 2024 | 6.78 | 0.30 | 7.08 |
| As At 31st March, 2025 | 4.20 | 0.23 | 4.43 |

Note: 11 Intangible Asset

(₹ in Lakhs)

| Particulars | Intangible Asset | |
|--|------------------|-------------------------|
| | Software | Total Intangible Assets |
| Balance as on 31st March, 2024 | 13.78 | 13.78 |
| Additions | 0.27 | 0.27 |
| Disposals | - | - |
| Reclassification / Adjustments | - | - |
| Balance as on 31st March, 2025 | 14.05 | 14.05 |
| Accumulated Depreciation And Amortisation | | |
| Balance as on 31st March, 2024 | 3.51 | 3.51 |
| Charge for the year | 1.88 | 1.88 |
| Disposals | - | - |
| Reclassification / Adjustments | - | - |
| Balance as on 31st March, 2025 | 5.39 | 5.39 |
| NET CARRYING VALUE | | |
| As At 31st March, 2024 | 10.28 | 10.28 |
| As At 31st March, 2025 | 8.65 | 8.65 |

Note:12 Other Non-Financial Assets

(₹ in Lakhs)

| Particulars | As at March 31st, 2025 | As at March 31st, 2024 |
|------------------------------|------------------------|------------------------|
| Duties and Taxes | 16.31 | 11.36 |
| Deferred Right Issue Expense | 8.63 | - |
| Advance for Expense | 0.09 | 0.40 |
| Total | 25.03 | 11.76 |

MANGALAM INDUSTRIAL FINANCE LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2025

Note:13 : Payables

(₹ in Lakhs)

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|------------------------|------------------------|
| Other Payables | | |
| total outstanding dues of micro enterprises and small enterprises (refer Note No. 13.1) | 22.27 | 5.80 |
| total outstanding dues of creditors other than micro enterprises and small enterprises | 5.31 | 8.39 |
| Total | 27.59 | 14.19 |

13.1 Dues of Micro Enterprises and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006

(₹ in Lakhs)

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|------------------------|------------------------|
| a) The principal amount and interest due thereon remaining unpaid to any supplier | - | - |
| - Principal | 22.27 | 5.80 |
| - Interest on above Principal | - | - |
| b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of payment made to the supplier beyond the appointed day | - | - |
| c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006 | - | - |
| d) The amount of interest accrued and remaining unpaid | - | - |
| e) The amount of further interest remaining due and payable even in the succeeding year until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006 | - | - |
| Total | 22.27 | 5.80 |

Disclosure of payable to vendors as defined under the " Micro, Small and Medium Enterprises Development Act, 2006, is based on the information available with the company regarding the status of registration of such vendors under the said Act.

Note: Trade Payables are subject to confirmation and reconciliation. Management believes that any discrepancies, if they exist, will be immaterial

Note:14 : Current tax liabilities (Net)

(₹ in Lakhs)

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|----------------------|------------------------|------------------------|
| Income Tax Provision | 55.27 | 8.13 |
| Total | 55.27 | 8.13 |

Note:15 : Provisions

(₹ in Lakhs)

| Particulars | As at March 31st, 2025 | As at March 31st, 2024 |
|--------------------------------------|------------------------|------------------------|
| Outstanding Liabilities for Expenses | 3.33 | 3.38 |
| Total | 3.33 | 3.38 |

Note:16 : Other Non-Financial Liabilities

(₹ in Lakhs)

| Particulars | As at March 31st, 2025 | As at March 31st, 2024 |
|--------------------------|------------------------|------------------------|
| Professional Tax Payable | 0.11 | 0.13 |
| GST/RCM Payable | 0.09 | 0.18 |
| TDS Payable | 3.09 | 4.14 |
| Total | 3.30 | 4.45 |

MANGALAM INDUSTRIAL FINANCE LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2025

Note:17 Equity Share Capital

(₹ in Lakhs)

| Particulars | As at March 31st, 2025 | As at March 31st, 2024 |
|---|------------------------|------------------------|
| Authorised: 1,26,17,00,000 Equity Shares of (₹) 1/- each | 12617.00 | 12617.00 |
| Total | 12617.00 | 12617.00 |
| Issued Subscribed and Paid Up: 96,16,43,500 Equity Shares of (₹) 1/- each | 9616.44 | 9616.44 |
| Total | 9616.44 | 9616.44 |

a) Reconciliation of the number of equity shares outstanding

(₹ in Lakhs)

| Equity Shares | As at March 31st, 2025 | | As at March 31st, 2024 | |
|------------------------------|------------------------|----------------|------------------------|----------------|
| | No of Shares | Amount in ₹ | No of Shares | Amount in ₹ |
| At the beginning of the year | 96,16,43,500 | 9616.44 | 96,16,43,500 | 9616.44 |
| Add: Issued during the year | - | - | - | - |
| At the end of the year | 96,16,43,500 | 9616.44 | 96,16,43,500 | 9616.44 |

b) The Company has only one class of equity share having par value of Re 1/- per share. Each holder of Equity share is entitled to one vote per share. In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts, if any. The Distribution will be in proportion to the number of equity share held by the shareholders.

c) No equity shares have been issued for consideration other than cash.

d) Details of shareholders holding more than 5% shares in the company

| Particulars | As at March 31st, 2025 | | As at March 31st, 2024 | |
|--|------------------------|-----------|------------------------|-----------|
| | Number of Shares | % Holding | Number of Shares | % Holding |
| Sojan V Avirachan | 25,00,27,310 | 26.00% | 25,00,27,310 | 26.00% |
| Yatin Sanjay Gupte | 7,46,57,272 | 7.76% | 10,55,52,952 | 10.98% |
| Venkata Ramana Revuru | 13,46,30,090 | 14.00% | 13,46,30,090 | 14.00% |
| Wardwizard Solutions India Private Limited | 7,34,10,057 | 7.63% | 12,66,94,780 | 13.17% |

As per records of the Company, including its register of shareholders/members, the above shareholding represents legal ownership of shares.

Disclosure of shareholding of promoters as at March 31, 2025 is as follows:

| Promoter name | As at March 31st, 2025 | | As at March 31st, 2024 | | % Change during the year |
|--|------------------------|------------------|------------------------|------------------|--------------------------|
| | No. of Shares | %of total shares | No. of Shares | %of total shares | |
| Sojan V Avirachan | 25,00,27,310 | 26.00% | 25,00,27,310 | 26.00% | 0.00% |
| Yatin Sanjay Gupte | 7,46,57,272 | 7.76% | 10,55,52,952 | 10.98% | -29.27% |
| Venkata Ramana Revuru | 13,46,30,090 | 14.00% | 13,46,30,090 | 14.00% | 0.00% |
| Wardwizard Solutions India Private Limited | 7,34,10,057 | 7.63% | 12,66,94,780 | 13.17% | -42.06% |
| Garuda Mart India Private Limited | 4,71,93,171 | 4.91% | 4,76,98,610 | 4.96% | -1.06% |
| TOTAL | 57,99,17,900 | | 66,46,03,742 | | |

Disclosure of shareholding of promoters as at March 31, 2024 is as follows:

| Promoter name | As at March 31st, 2024 | | As at March 31st, 2023 | | % Change during the year |
|--|------------------------|-------------------|------------------------|-------------------|--------------------------|
| | No. of Shares | % of total shares | No. of Shares | % of total shares | |
| Sojan V Avirachan | 25,00,27,310 | 26.00% | 25,00,27,310 | 26.00% | 0.00% |
| Yatin Sanjay Gupte | 10,55,52,952 | 10.98% | 12,61,52,952 | 13.12% | -16.33% |
| Venkata Ramana Revuru | 13,46,30,090 | 14.00% | 13,46,30,090 | 14.00% | 0.00% |
| Wardwizard Solutions India Private Limited | 12,66,94,780 | 13.17% | 13,97,94,780 | 14.54% | -9.37% |
| Garuda Mart India Private Limited | 4,76,98,610 | 4.96% | 5,76,98,610 | 6.00% | -17.33% |
| TOTAL | 66,46,03,742 | | 70,83,03,742 | | |

MANGALAM INDUSTRIAL FINANCE LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2025

Note:18 Other Equity

(₹ in Lakhs)

| Particulars | As at March 31st, 2025 | As at March 31st, 2024 |
|--|------------------------|------------------------|
| Capital Reserve | 3.71 | 3.71 |
| Reserve Fund | 1.09 | 1.09 |
| Special Reserve (RBI) | 61.57 | 36.80 |
| General Reserve (Amalgamation Reserve) | 10.50 | 10.50 |
| Retained Earnings | (774.94) | (729.70) |
| Fair Valuation of Equity Instrument | (6095.05) | (6095.05) |
| ECL | 118.62 | 9.34 |
| Total | (6674.51) | (6763.32) |

(₹ in Lakhs)

| a) Capital Reserve | As at March 31st, 2025 | As at March 31st, 2024 |
|--------------------------|------------------------|------------------------|
| Opening | 3.71 | 3.71 |
| Addition during the year | - | - |
| Total | 3.71 | 3.71 |

(₹ in Lakhs)

| b) Reserve Fund | As at March 31st, 2025 | As at March 31st, 2024 |
|--------------------------|------------------------|------------------------|
| Opening | 1.09 | 1.09 |
| Addition during the year | - | - |
| Total | 1.09 | 1.09 |

(₹ in Lakhs)

| c) Special Reserve (RBI) | As at March 31st, 2025 | As at March 31st, 2024 |
|--------------------------|------------------------|------------------------|
| Opening | 36.80 | 33.05 |
| Addition during the year | 24.77 | 3.75 |
| Total | 61.57 | 36.80 |

(₹ in Lakhs)

| d) General Reserve (Amalgamation Reserve) | As at March 31st, 2025 | As at March 31st, 2024 |
|---|------------------------|------------------------|
| Opening | 10.50 | 10.50 |
| Addition during the year | - | - |
| Total | 10.50 | 10.50 |

(₹ in Lakhs)

| e) Retained Earnings | As at March 31st, 2025 | As at March 31st, 2024 |
|---|------------------------|------------------------|
| Opening | (729.70) | (735.46) |
| Profit before tax during the year | 201.54 | 25.64 |
| Add: Profit on Sale of Equity Instruments Fair Valued through OCI | - | - |
| Less: Provision of Income Tax | 78.42 | 6.58 |
| Less: Other Adjustment | 109.28 | 9.34 |
| Less: Deferred Tax | (0.07) | 0.21 |
| Less: Contingent Provision for Standard Assets | - | - |
| Less: Transfer to Statutory Reserve | 24.77 | 3.75 |
| Less: Dividend Paid | 34.37 | - |
| Total | (774.94) | (729.70) |

(₹ in Lakhs)

| f) Fair valuation of Equity Instruments | As at March 31st, 2025 | As at March 31st, 2024 |
|---|------------------------|------------------------|
| Opening | (6095.05) | (6095.05) |
| Addition during the year | - | - |
| Transfer to Retained Earnings | - | - |
| Total | (6095.05) | (6095.05) |

(₹ in Lakhs)

| g) Impairment Reserve | As at March 31st, 2025 | As at March 31st, 2024 |
|-------------------------------|------------------------|------------------------|
| Opening | 9.34 | - |
| Addition during the year | 109.28 | 9.34 |
| Transfer to Retained Earnings | - | - |
| Total | 118.62 | 9.34 |

MANGALAM INDUSTRIAL FINANCE LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2025

Note: 19 :Revenue From Operations

(₹ in Lakhs)

| Particulars | For Year ended March 31st, 2025 | For Year ended March 31st, 2024 |
|---|------------------------------------|------------------------------------|
| On Financial Asset measured at Amortised Cost | | |
| Interest on Loans | 351.50 | 258.16 |
| Loan Processing & Documentation charges including amortization cost | 4.46 | 3.14 |
| Dividend Income | - | 0.10 |
| Total | 355.96 | 261.40 |

Note: 20 :Other Income

(₹ in Lakhs)

| Particulars | For Year ended March 31st, 2025 | For Year ended March 31st, 2024 |
|-------------------|------------------------------------|------------------------------------|
| Other Misc Income | 0.00 | 0.06 |
| Total | 0.00 | 0.06 |

Note: 21 :Impairment Provisions (Loans)

(₹ in Lakhs)

| Particulars | For Year ended March 31st, 2025 | For Year ended March 31st, 2024 |
|---|------------------------------------|------------------------------------|
| Impairment Provisions (Loans) on Financial Instruments measured at Amortized Cost | 4.97 | 30.30 |
| Total | 4.97 | 30.30 |

Note: 22 : Employee Benefit Expenses

(₹ in Lakhs)

| Particulars | For Year ended March 31st, 2025 | For Year ended March 31st, 2024 |
|------------------|------------------------------------|------------------------------------|
| Salary and Wages | 36.96 | 60.56 |
| Total | 36.96 | 60.56 |

Note: 23 : Depreciation, amortization and impairment

(₹ in Lakhs)

| Particulars | For Year ended March 31st, 2025 | For Year ended March 31st, 2024 |
|------------------|------------------------------------|------------------------------------|
| Tangible Asset | 2.65 | 1.28 |
| Intangible Asset | 1.89 | 2.12 |
| Total | 4.54 | 3.40 |

Note:24 : Other Expenses

(₹ in Lakhs)

| Particulars | For Year ended March 31st, 2025 | For Year ended March 31st, 2024 |
|---|------------------------------------|------------------------------------|
| Advertisement Expenses | 1.29 | 4.04 |
| Internal Audit Fees | 7.20 | 7.00 |
| Audit Fees and expenses (refer note 24.1) | 4.00 | 5.60 |
| Annual Custody Fees | 2.59 | 1.00 |
| Annual Fees | 5.75 | 0.20 |
| Asset Written Off | - | 9.97 |
| Bank Charges | 0.30 | 0.04 |
| Boarding & Lodging Exp | - | 0.07 |
| Director Sitting Fees | 3.75 | 4.39 |
| Interest on Statutory Liabilities | 0.39 | 0.34 |
| Legal & Professional Fees | 51.29 | 48.28 |
| Postage & Courier | 0.01 | 0.02 |
| Printing & Stationery | 0.26 | 0.61 |
| Rent, Rates & Taxes | 15.25 | 13.27 |
| Travelling Expenses | - | 0.44 |
| ROC listing fees & Compliance cost | 0.53 | 43.76 |
| Software Maintenance Charges | 9.52 | 1.11 |
| Other Expenses | 5.81 | 1.42 |
| Total | 107.94 | 141.56 |

Note:24.1 : Auditor's Fees and Expenses

(₹ in Lakhs)

| Particulars | For Year ended March 31st, 2025 | For Year ended March 31st, 2024 |
|-----------------------------|------------------------------------|------------------------------------|
| Statutory Audit Fees | 4.00 | 3.50 |
| Other Professional Services | - | 2.10 |
| Total | 4.00 | 5.60 |

MANGALAM INDUSTRIAL FINANCE LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2025

Note: 25 Earnings Per Equity Share

| Particulars | Year ended 31st March, 2025 | Year ended 31st March, 2024 |
|--|--------------------------------|--------------------------------|
| (a) Profit after tax attributable to Equity Shareholders (₹) | 1,23,18,661 | 18,76,508 |
| (b) Weighted average number of Equity Shares | 96,16,43,500 | 96,16,43,500 |
| (c) Nominal Value of Equity per share (₹) | 1.00 | 1.00 |
| (d) Basic Earnings per share (a)/(b) (₹) | 0.013 | 0.002 |

Earnings per share (EPS)

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

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders (after adjusting profit impact of dilutive potential equity shares, if any) by the aggregate of weighted average number of equity shares outstanding during the year and the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

Note: 26 Maturity Analysis of Assets and Liabilities

The table below shows an analysis of assets and liabilities according to when they are expected to be recovered or settled:

(₹ in lakhs)

| Assets | As at 31st March, 2025 | | | As at 31st March, 2024 | | |
|---|------------------------|-----------------|---------|------------------------|-----------------|---------|
| | Within 12 Months | After 12 Months | Total | Within 12 Months | After 12 Months | Total |
| Cash and Cash Equivalents | 6.44 | - | 6.44 | 85.45 | - | 85.45 |
| Receivables | 3.35 | - | 3.35 | 2.75 | - | 2.75 |
| Loans | 572.44 | 2374.44 | 2946.88 | 427.85 | 2257.84 | 2685.69 |
| Other Financial Assets | - | - | - | 49.00 | - | 49.00 |
| Current Tax Assets (Net)/ Deferred tax asset | 36.63 | - | 36.63 | 31.27 | - | 31.27 |
| Property, Plant and Equipment including intangibles | - | 13.08 | 13.08 | - | 17.36 | 17.36 |
| Other Non-Financial Assets | 25.03 | - | 25.03 | 11.76 | - | 11.76 |

| Liabilities | As at 31st March, 2025 | | | As at 31st March, 2024 | | |
|--|------------------------|-----------------|-------|------------------------|-----------------|-------|
| | Within 12 Months | After 12 Months | Total | Within 12 Months | After 12 Months | Total |
| Payables | 27.59 | - | 27.59 | 14.19 | - | 14.19 |
| Other Financial Liabilities | - | - | 0.00 | - | - | - |
| Other Non-Financial Liabilities including Provisions | 61.90 | - | 61.90 | 15.96 | - | 15.96 |

Note: 27 Capital Management & Disclosure

The Company maintains adequate capital to cover risks inherent in the business and is meeting the capital adequacy requirements of regulator, Reserve Bank of India ('RBI'). The adequacy of the Company's capital is monitored using, among other measures, the regulations issued by RBI.

The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value. The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

MANGALAM INDUSTRIAL FINANCE LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2025

Note: 28 Risk Management

Whilst risk is inherent in the Company's activities, it is managed through an integrated risk management framework including ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Company's continuing profitability and each individual within the Company is accountable for the risk exposures relating to his or her responsibilities. The Company is mainly exposed to market risk, Operational Risk, liquidity risk and credit risk. It is also subject to various operating and business risks. The Board of Directors are responsible for the overall risk management approach and for approving the risk management strategies and principles.

(a) Market Risk

The Company is exposed to equity price risk arising from its equity instruments held as stock in trade. Equity price risk is related to the change in market reference price of the investment in equity securities. The Company considers factors such as track record, market reputation, fundamental and technical analysis for dealing in such instruments.

Market Risk is the possibility of loss arising from changes in the value of a financial instrument as a result of changes in market variables such as interest rates, exchange rates and other asset prices. The Company's exposure to market risk is a function of asset liability management and interest rate sensitivity assessment. The company is exposed to interest rate risk and liquidity risk, if the same is not managed properly. The company continuously monitors these risks and manages them through appropriate risk limits.

(b) Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people or systems, or from external events. The operational risks of the Company are managed through comprehensive internal control systems and procedures. Failure of managing operational risk might lead to legal / regulatory implications due to non-compliance and lead to financial loss due to control failures. While it is not practical to eliminate all the operational risk, the Company has put in place adequate control framework by way of segregation of duties, well defined process, staff training, maker and checker process, authorisation and clear reporting structure. The effectiveness of control framework is assessed by internal audit on a periodic basis.

(c) Liquidity Risk

Liquidity is the Company's capacity to fund increase in assets and meet both the expected and unexpected obligations without incurring unacceptable losses. Liquidity risk is the inability to meet such obligations as they become due without adversely affecting the company's financial conditions. The Asset Liability Management Policy of the Company stipulates a broad framework for Liquidity risk management to ensure that the Company can meet its liquidity obligations.

The Company maintains a portfolio of highly marketable and diverse assets that are assumed to be easily liquidated in the event of an unforeseen interruption in cash flow. The liquidity position of the company is assessed under a variety of scenarios giving due consideration to stress factors relating to both the market in general and risk specifics to the Company. Basis the liquidity position assessed under various stress scenarios; the Company reviews the following to effectively handle any liquidity crisis:

* Adequacy of contingency funding plan in terms of depth of various funding sources, time to activate, cost of borrowing, etc

* Availability of unencumbered eligible assets.

Maturity profile of undiscounted cash flows for financial liabilities as on balance sheet date have been provided below:

(₹ in lakhs)

| Particulars | As at 31st March, 2025 | | | |
|------------------------------|------------------------|----------------|----------------|----------------|
| | Less than 3 months | 3 to 12 months | > 12 months | Total |
| Financial Assets | | | | |
| Cash and Cash Equivalents | 6.44 | - | - | 6.44 |
| Receivables | 1.91 | 0.60 | 0.85 | 3.35 |
| Investments | 0.00 | - | - | 0.00 |
| Loans | 140.68 | 431.76 | 2374.44 | 2946.88 |
| Other Financial Assets | - | - | - | 0.00 |
| Total | 149.02 | 432.36 | 2375.29 | 2956.67 |
| Financial Liabilities | | | | |
| Payables | 27.59 | - | - | 27.59 |
| Other Financial Liabilities | - | - | - | 0.00 |
| Total | 27.59 | - | - | 27.59 |

(₹ in lakhs)

| Particulars | As at 31st March, 2024 | | | |
|------------------------------|------------------------|----------------|----------------|----------------|
| | Less than 3 months | 3 to 12 months | > 12 months | Total |
| Financial Assets | | | | |
| Cash and Cash Equivalents | 85.45 | - | - | 85.45 |
| Receivables | 2.75 | - | - | 2.75 |
| Investments | 0.00 | - | - | 0.00 |
| Loans | 92.47 | 335.38 | 2257.84 | 2685.69 |
| Other Financial Assets | - | 49.00 | - | 49.00 |
| Total | 180.67 | 384.38 | 2257.84 | 2822.89 |
| Financial Liabilities | | | | |
| Payables | 14.19 | - | - | 14.19 |
| Other Financial Liabilities | - | - | - | - |
| Total | 14.19 | - | - | 14.19 |

MANGALAM INDUSTRIAL FINANCE LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2025

(d) Credit Risk

Credit risk is the risk that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligations. The Company has established a credit quality review process to provide early identification of possible changes in the creditworthiness of counterparties. The credit quality review process aims to allow the Company to assess the potential loss as a result of the risks to which it is exposed and take corrective actions.

Write off policy

Financial assets are written off either partially or in their entirety only when the Company has stopped pursuing the recovery. Any subsequent recoveries are credited to impairment on financial instrument in statement of profit and loss.

Reconciliation of Expected Credit Loss (ECL) allowance on loans is given below:

(₹ in lakhs)

| Particulars | As at 31st March, 2025 | | | As at 31st March, 2024 | | |
|---------------------------------|------------------------|---------|--------|------------------------|---------|--------|
| | Stage 1 & 2 | Stage 3 | Total | Stage 1 & 2 | Stage 3 | Total |
| ECL allowance - opening balance | 1.34 | 695.80 | 697.15 | 128.70 | 538.14 | 666.84 |
| Additions | 0.13 | 4.85 | 4.97 | (127.35) | 157.66 | 30.30 |
| Amounts written off | | | | | | |
| ECL allowance - closing balance | 1.47 | 700.65 | 702.12 | 1.34 | 695.80 | 697.15 |

Note :29. Disclosure pursuant to Indian Accounting Standard 12 - "Income Tax"

(₹ in lakhs)

| Particulars | Year ended | Year ended |
|--|------------------|------------------|
| | 31st March, 2025 | 31st March, 2024 |
| Accounting profit before tax | 201.54 | 25.64 |
| Less : Brought Forward Losse and Unabsorbed Depreciation of Previous Years | - | - |
| Accounting profit before tax | 201.54 | 25.64 |
| Corporate tax rate as per Income Tax Act, 1961 | 27.82% | 26.00% |
| Expected income tax expense as statutory income tax rate | 56.07 | 6.67 |
| Tax effect of amounts which are not deductible / (taxable) in calculating taxable income | 3.54 | 20.60 |
| Income tax expense of earlier years | 23.15 | - |
| Tax effect on various other items | (4.40) | - |
| Total effect of tax adjustments | 22.29 | 20.60 |
| Tax as per Normal Provision of Income Tax | 78.36 | 27.27 |
| Total Tax Expenses recognised in statement of Profit and loss | 78.36 | 6.87 |

MANGALAM INDUSTRIAL FINANCE LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2025

Note: 30 Financial instruments by category

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2(xiii) to the financial statements.

(₹ in Lakhs)

| Particulars | As at 31st March, 2025 | | | | As at 31st March, 2024 | | | |
|------------------------------------|------------------------|--|---------|---------|------------------------|--|---------|---------|
| | Carrying Amount | Levels of Input used in Fair valuation | | | Carrying Amount | Levels of Input used in Fair valuation | | |
| | | Level 1 | Level 2 | Level 3 | | Level 1 | Level 2 | Level 3 |
| Financial Assets | | | | | | | | |
| | | | | | | | | |
| At Amortised Cost | | | | | | | | |
| Cash and Cash Equivalants | 6.44 | - | - | - | 85.45 | - | - | - |
| Loans | 2946.88 | - | - | - | 2685.69 | - | - | - |
| Other Receivables | 3.35 | - | - | - | 2.75 | - | - | - |
| Other Financial assets | 0.00 | - | - | - | 49.00 | - | - | - |
| | | | | | | | | |
| At FVTPL: | | | | | | | | |
| Investment in Mutual Fund | - | - | - | - | - | - | - | - |
| Investment in Equity (Quoted) | - | - | - | - | - | - | - | - |
| Other Approved Securities (Quoted) | - | - | - | - | - | - | - | - |
| | | | | | | | | |
| AT FVTOCI: | | | | | | | | |
| Investment in Equity (Unquoted) | 0.00 | - | - | - | 0.00 | - | - | - |
| | | | | | | | | |
| Financial Liabilities | | | | | | | | |
| | | | | | | | | |
| At Amortised Cost | | | | | | | | |
| Other Payables | 27.59 | - | - | - | 14.19 | - | - | - |
| Other financial liabilities | - | - | - | - | - | - | - | - |
| | | | | | | | | |
| Borrowings | - | - | - | - | - | - | - | - |
| | | | | | | | | |

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

MANGALAM INDUSTRIAL FINANCE LIMITED.

Notes forming part of the Financial Statements for the year ended 31st March, 2025

Note: 31 :Disclosure pursuant to Indian Accounting Standard 24 - "Related Party Disclosures"

a) List of Related Parties and Relationship:

| Key Management Personnel & Other Director: | |
|--|--|
| Venketa Ramana Revuru | Managing Director & Chairperson (Appointed on 03rd June 2021) |
| Sojan Avirachan | Non-Executive - Non Independent Director (Appointed on 03rd June 2021) |
| Yatin Sanjay Gupte | Non-Executive - Non Independent Director (Appointed on 03rd June 2021) |
| Kashish Purohit | Company Secretary and Compliance officer (Resigned on 30th March 2024) |
| Samoil Akilbhai Lokhandwala | Company Secretary and Compliance officer (Appointed on 1st April 2024) |
| Akhtar Khatri | Chief Financial Officer (Resigned on 10th April 2024) |
| Arun Pillai | Chief Financial Officer (Appointed on 24th April 2024) |
| Wardwizard Solutions India Pvt Ltd. | Promoter company (Promoter from 19th November,2020) |
| Garuda Mart India Private Limited | Promoter company (Promoter from 19th November,2020) |
| Wardwizard Medicare Private Limited | Company in which director having Interest |
| I Secure Credit & Capital Services Limited | Company in which director having Interest |
| Wardwizard Foods and Beverages Ltd | Company in which director having Interest |

MANGALAM INDUSTRIAL FINANCE LIMITED.

Notes forming part of the Financial Statements for the year ended 31st March, 2025

b) Related Party Disclosure

(₹ in Lakhs)

| Related Party | Parent (as per ownership or control) | | Subsidiaries | | Promoters | | Key Management Personnel | | Relatives of Key Management Personnel | | Others* | | Total | |
|---|--------------------------------------|------------------------|------------------------|------------------------|------------------------|------------------------|--------------------------|------------------------|---------------------------------------|------------------------|------------------------|------------------------|------------------------|------------------------|
| Items | As at March 31st, 2025 | As at March 31st, 2024 | As at March 31st, 2025 | As at March 31st, 2024 | As at March 31st, 2025 | As at March 31st, 2024 | As at March 31st, 2025 | As at March 31st, 2024 | As at March 31st, 2025 | As at March 31st, 2024 | As at March 31st, 2025 | As at March 31st, 2024 | As at March 31st, 2025 | As at March 31st, 2024 |
| Borrowings | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Deposits | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Placement of deposits | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Loan Taken | - | - | - | - | 2.59 | 1.42 | - | - | - | - | - | - | 2.59 | 1.42 |
| Loan Repaid | - | - | - | - | 2.67 | 1.24 | - | - | - | - | - | - | 2.67 | 1.24 |
| Equity Investments Received | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Salary Paid | - | - | - | - | - | - | 22.56 | 33.82 | - | - | - | - | 22.56 | 33.82 |
| Loans Given | - | - | - | - | - | - | - | - | - | - | 525.00 | 560.00 | 525.00 | 560.00 |
| Loans Recovered | - | - | - | - | - | - | - | - | - | - | 297.32 | 125.72 | 297.32 | 125.72 |
| Purchase of fixed/other assets | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Sale of fixed/other assets | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Interest paid | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Income Received | - | - | - | - | - | - | - | - | - | - | 126.49 | 62.97 | 126.49 | 62.97 |
| Processing Fees & Documentation Charges | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Services Received | - | - | - | - | - | - | - | - | - | - | 4.35 | 4.29 | 4.35 | 4.29 |
| Advance | - | - | - | - | - | - | - | - | - | - | 425.00 | 0.25 | 425.00 | 0.25 |
| Advance Recovered | - | - | - | - | - | - | - | - | - | - | 425.00 | - | 425.00 | - |

c) The related party balances and transactions for the year ended March 31, 2025 are summarized as follows:

(₹ in Lakhs)

| Particulars | Relationship | As at March 31st, 2025 | As at March 31st, 2024 |
|--|---|------------------------|------------------------|
| Samoil Lokhandwala | Company Secretary | 0.36 | - |
| Yatin Gupte | Director & Promoter | 0.09 | 0.17 |
| Akhtar Khatri | Chief Financial Officer | - | 0.95 |
| Kashish Purohit | Company Secretary | - | 0.30 |
| Wardwizard Foods and Beverages Ltd_Rent | Company in which director having Interest | 0.53 | 0.32 |
| Wardwizard Medicare Private Limited_Loan | Company in which director having Interest | 363.07 | 132.59 |
| Wardwizard Medicare Private Limited_Debtors | Company in which director having Interest | 1.47 | 0.00 |
| Wardwizard Solutions India Pvt Ltd (Loan Given) | Promoter | 355.30 | 400.85 |
| Wardwizard Foods and Beverages Ltd_Loan | Company in which director having Interest | 202.50 | - |
| I Secure Credit & Capital Services Limited | Company in which director having Interest | 270.36 | 319.26 |
| I Secure Credit & Capital Services Limited Debtor | Company in which director having Interest | - | 1.90 |
| Wardwizard Solutions India Pvt Ltd Creditor (Rent) | Promoter | 0.68 | 1.37 |
| | | 1194.36 | 857.71 |

MANGALAM INDUSTRIAL FINANCE LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2025

Note: 32 Additional Regulatory information as per Division III of Schedule III of Companies Act, 2013

| | |
|---|---|
| Title deeds of Immovable Property not held in name of the Company | There is no immovable property hence this clause is not applicable. |
| Capital-Work-in Progress (CWIP) | There is no CWIP hence this clause is not applicable. |
| Intangible assets under development | There is no any Intangible assets under development hence this clause is not applicable. |
| Details of Benami Property held | There is no proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder hence this clause is not applicable. |
| Wilful Defaulter | Any bank or financial Institution or other lender is not declared company as Wilful Defaulter in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India till date hence this clause is not applicable to the said company. |
| Relationship with Struck off Companies | There is no relationship with stuck off companies. Hence, this clause is not applicable. |
| Registration of charges or satisfaction with Registrar of Companies | The Company is regularly updated with ROC for any registration or satisfaction of charges. |
| Compliance with number of layers of companies | This clause is not applicable to the said company. |
| Ratio Calculations | Refer following table for details |
| Compliance with approved Scheme(s) of Arrangements | This clause is not applicable. |
| Utilisation of Borrowed funds and share premium | No such advanced or loaned or invested funds by company |

Analytical Ratios

| Ratio | Numerator | Denominator | As at March 31st, 2025 | As at March 31st, 2024 | % Variance | Reason for Variance (If Above 25%) |
|--|-------------------|----------------------|------------------------|------------------------|------------|------------------------------------|
| Capital to Risk-Weighted assets ratio (CRAR) | Adjusted Networth | Risk Weighted Assets | 96.83 | 100.85 | (4.02) | - |
| Tier I CRAR | NA | NA | NA | NA | NA | NA |
| Tier II CRAR | NA | NA | NA | NA | NA | NA |
| Liquidity Coverage Ratio | NA | NA | NA | NA | NA | NA |

NOTE-33. DISCLOSURE OF DETAILS AS REQUIRED BY RBI/2022-23/26 DOR.ACC.REC.NO.20/21.04.018/2022-23 - DISCLOSURES IN FINANCIAL STATEMENTS- NOTES TO ACCOUNTS OF NBFCs DATED APRIL 19, 2022

A) Exposure

1) Exposure to real estate sector

(₹ in Lakhs)

| Particulars | As at March 31st, 2025 | As at March 31st, 2024 |
|--|------------------------|------------------------|
| i) Direct exposure | | |
| a) Residential Mortgages – | | |
| Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund based (NFB) limits. | - | - |
| b) Commercial Real Estate | | |
| Lending secured by mortgages on commercial real estate (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits | - | - |
| c) Investments in Mortgage - Backed Securities (MBS) and other securitized exposures – | | |
| i. Residential | - | - |
| ii. Commercial Real Estate | - | - |
| ii) Indirect Exposure | | |
| Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies. | - | - |
| Total Exposure to Real Estate Sector | - | - |

MANGALAM INDUSTRIAL FINANCE LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2025

2) Exposure to capital market

(₹ in Lakhs)

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

MANGALAM INDUSTRIAL FINANCE LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2025

3) Sectoral exposure

(₹ in Lakhs)

| Particulars | | As at March 31st, 2025 | | | As at March 31st, 2024 | | |
|-------------|---|---|---------------|---|---|---------------|---|
| No. | Sectors | Total Exposure (includes on balance sheet and off-balance sheet exposure) | Gross NPAs | Percentage of Gross NPAs to total exposure in that sector | Total Exposure (includes on balance sheet and off-balance sheet exposure) | Gross NPAs | Percentage of Gross NPAs to total exposure in that sector |
| 1) | Agriculture and Allied Activities | - | - | - | - | - | - |
| 2) | Industry | | | | | | |
| i | MSME | 1,069.00 | - | - | 684.57 | - | - |
| ii | Trading | - | - | - | - | - | - |
| | others-Manufacturing | 381.91 | 255.26 | 66.84% | 255.26 | 255.26 | 100% |
| | Total of Industry (i + ii +...) | 1450.91 | 255.26 | 17.59% | 939.83 | 255.26 | 27.16% |
| 3) | Services | | | | | | |
| i | Shipping | 57.67 | 57.67 | 100% | 57.67 | 57.67 | 100% |
| ii | NBFC | 1224.17 | 21.78 | 1.78% | 1498.94 | 20.08 | 1.34% |
| iii | others-Whole sale trade (Other than food procurement) | 298.77 | - | - | 333.99 | - | 0% |
| iv | Commercial Real Estate | 97.54 | 1.90 | 1.95% | 80.31 | 1.90 | 2.36% |
| | Total of Service (i + ii +...) | 1678.15 | 81.35 | 4.85% | 1970.91 | 79.65 | 4.04% |
| 4) | Personal Loans | | | | | | |
| i | Individual | 519.94 | 381.17 | 73.31% | 472.10 | 380.97 | 80.70% |
| ii | others | - | - | - | - | - | - |
| | Total of personal Loan (i + ii +...) | 519.94 | 381.17 | 73.31% | 472.10 | 380.97 | 80.70% |
| 5) | Others, if any (please specify) | - | - | - | - | - | - |

Note :

- i. The disclosures as above is based on the sector-wise and industry-wise bank credit (SIBC) return submitted by scheduled commercial banks to the Reserve Bank and published by Reserve Bank as 'Sectoral Deployment of Bank Credit'.

4) Intra-group exposures

(₹ in Lakhs)

| NBFCs shall make the following disclosures for the current year with comparatives for the previous year | | As at March 31st, 2025 | As at March 31st, 2024 |
|---|--|------------------------|------------------------|
| i) | Total amount of intra-group exposures | 1191.23 | 852.70 |
| ii) | Total amount of top 20 intra-group exposures | 1191.23 | 852.70 |
| iii) | Percentage of intra-group exposures to total exposure of the NBFC on borrowers/customers | 32.65% | 25.21% |

| 5) Unhedged foreign currency exposure | As at March 31st, 2025 | As at March 31st, 2024 |
|--|------------------------|------------------------|
| NBFCs shall disclose details of its unhedged foreign currency exposures. Further, it shall also disclose their policies to manage currency induced risk. | NA | NA |

MANGALAM INDUSTRIAL FINANCE LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2025

b) Disclosure of complaints

1 Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

| Sr. No. | Particulars | As at March 31st, 2025 | As at March 31st, 2024 |
|---|---|------------------------|------------------------|
| | Complaints received by the NBFC from its customers | | |
| 1 | Number of complaints pending at beginning of the year | NA | NA |
| 2 | Number of complaints received during the year | NA | NA |
| 3 | Number of complaints disposed during the year | NA | NA |
| | 3.1 Of which, number of complaints rejected by the NBFC | NA | NA |
| 4 | Number of complaints pending at beginning of the year | NA | NA |
| | Maintainable complaints received by the NBFC from Office of Ombudsman | | |
| | Number of maintainable complaints received by the NBFC from Office of Ombudsman | | |
| 5 | 5.1 Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman | NA | NA |
| | | NA | NA |
| | 5.2 Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman | NA | NA |
| | | NA | NA |
| | 5.3 Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC | NA | NA |
| | | NA | NA |
| 6 | Number of Awards unimplemented within the stipulated time (other than those appealed) | NA | NA |
| | | NA | NA |
| Note: Maintainable complaints refer to complaints on the grounds specifically mentioned in Integrated Ombudsman Scheme, 2021 (Previously The Ombudsman Scheme for Non-Banking Financial Companies, 2018) and covered within the ambi of the Scheme. | | | |
| It shall only be applicable to NBFCs which are included under The Reserve Bank - Integrated Ombudsman Scheme, 2021 | | | |

MANGALAM INDUSTRIAL FINANCE LIMITED

Notes forming part of the Financial Statements for the year ended 31st March, 2025

| 2 Top five grounds of complaints received by the NBFCs from customers | | | | | |
|---|---|---|---|---|--|
| Grounds of complaints, (i.e. complaints relating to) | Number of complaints pending at the beginning of the year | Number of complaints received during the year | % increase/decrease in the number of complaints received over the previous year | Number of complaints pending at the end of the year | Of 5, number of complaints pending beyond 30days |
| 1 | 2 | 3 | 4 | 5 | 6 |
| As at March 31st, 2025 | | | | | |
| Ground - 1 | NA | | | | |
| Ground - 2 | | | | | |
| Ground - 3 | | | | | |
| Ground - 4 | | | | | |
| Ground - 5 | | | | | |
| Other | | | | | |
| Total | | | | | |
| As at March 31st, 2024 | | | | | |
| Ground - 1 | NA | | | | |
| Ground - 2 | | | | | |
| Ground - 3 | | | | | |
| Ground - 4 | | | | | |
| Ground - 5 | | | | | |
| Other | | | | | |
| Total | | | | | |

Note 34: Provision for Gratuity is not made since Payment of Gratuity Act, 1972 is not applicable on the company since the number of employees in our company is below ten.

Note 35: The company has not recognised any Deferred Tax Assets on Fair Value Changes of Investments as there is no reasonable certainty that there will be sufficient taxable income / gain that would arise in future that could be set off against the unabsorbed capital loss.

Note 36: Previous year figures have been regrouped or rearranged wherever necessary.

Note 37: Disclosure as required under Annexure II of Master Direction - Core Investment Companies (Reserve Bank), Direction, 2016 - "Schedule to the Balance Sheet of a non-deposit taking Core Investment Company" is enclosed separately under Annexure A.

Disclosure as required by RBI circular no. RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13th March, 2020 is enclosed separately under Annexure B.

As per our Report of even date.
FOR Mahesh Udhvani & Associates
Chartered Accountants
Firm Reg. No : 129738W

For and on Behalf of the Board of Directors
Mangalam Industrial Finance Limited

Sd/-

CA. Mahesh Udhvani
(Partner)
M. No. : 047328

Date: 17/05/2025
Place: Vadodara

Sd/-
VENKATA RAMANA REVURU

Managing Director
(DIN : 02809108)

Sd/-
ARUN PILLAI
Chief Financial Officer
BMZPP9042B

Sd/-
YATIN SANJAY GUPTA

Non-Executive Non-Independent Director
(DIN :07261150)

Sd/-
SAMOIL LOKHANDWALA
Company Secretary
ASLPL1459M

MANGALAM INDUSTRIAL FINANCE LIMITED

Notes to the Financial Statements for the year ended 31st March, 2025

Annexure A

(₹ in lakhs)

| Particulars | As at 31st March, 2025 | | As at 31st March, 2024 | |
|--|------------------------|----------------|------------------------|----------------|
| | Amount Outstanding | Amount Overdue | Amount Outstanding | Amount Overdue |
| Liabilities Side: | | | | |
| 1. Loans and advances availed by the NBFCs 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) Other Loans | - | - | - | - |

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|--|------------------------|------------------------|
| | Amount outstanding | Amount outstanding |
| Asset side: | | |
| 2. Break up of Loans and Advances including bills receivables (other than those included in (3) below): | | |
| (a) Secured | - | - |
| (b) Unsecured (Refer Note 1) | 2,946.88 | 2,685.69 |
| 3. Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities: | | |
| (i) Lease assets including lease rentals under sundry debtors: | | |
| (a) Financial Lease | - | - |
| (b) Operating Lease | - | - |
| (ii) Stock on hire including hire charges under sundry debtors: | | |
| (a) Assets on hire | - | - |
| (b) Repossessed Assets | - | - |
| (iii) Other loans counting towards asset financing activities: | | |
| (a) Loans where assets have been repossessed | - | - |
| (b) Loans other than (a) above | - | - |
| 4. Break-up of Investments: (Refer Note 2) | | |
| Current Investments: | | |
| 1. Quoted: | | |
| (i) Shares: (a) Equity | - | - |
| (b) Preference | - | - |
| (ii) Debentures and Bonds | - | - |
| (iii) Units of Mutual Funds | - | - |
| (iv) Government Securities | - | - |
| (v) Others (Please specify) | - | - |
| 2. Unquoted: | | |
| (i) Shares: (a) Equity | - | - |
| (b) Preference | - | - |
| (ii) Debentures and Bonds | - | - |
| (iii) Units of Mutual Funds | - | - |
| (iv) Government Securities | - | - |
| (v) Others (Please specify) | - | - |
| Long Term Investments: | | |
| 1. Quoted: | | |
| (i) Shares: (a) Equity | - | - |
| (b) Preference | - | - |
| (ii) Debentures & Bonds | - | - |
| (iii) Units of Mutual Fund | - | - |
| (iv) Government Securities | - | - |
| (v) Others (Please specify) | - | - |
| 2. Unquoted: | | |
| (i) Shares: (a) Equity | - | - |
| (b) Preference | - | - |
| (ii) Debentures & Bonds | - | - |
| (iii) Units of Mutual Fund | - | - |
| (iv) Government Securities | - | - |
| (v) Others (Please specify) | - | - |

MANGALAM INDUSTRIAL FINANCE LIMITED
Notes to the Financial Statements for the year ended 31st March, 2025

Annexure A (continued)

5. Borrow group-wise classification of all leased assets, stock on hire and loans and advances: (₹ in lakhs)

| Category | As at 31st March, 2025 Amount of net of Provisions | | | As at 31st March, 2024 Amount of net of Provisions | | |
|---------------------------------|---|-----------------|-----------------|---|-----------------|-----------------|
| | Secured | Unsecured | Total | Secured | Unsecured | Total |
| 1. Related Parties** | | | | | | |
| (a) Subsidiaries | - | - | - | - | - | - |
| (b) Companies in the same group | - | 1,190.92 | 1,190.92 | - | 852.56 | 852.56 |
| (c) Other related parties | - | - | - | - | - | - |
| 2. Other than related parties | - | 1,755.96 | 1,755.96 | - | 1,833.13 | 1,833.13 |
| Total | - | 2,946.88 | 2,946.88 | - | 2,685.69 | 2,685.69 |

6. Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): (₹ in lakhs)

| Category | As at 31st March, 2025 | | As at 31st March, 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) |
| 1. Related Parties** | | | | |
| (a) Subsidiaries | - | - | - | - |
| (b) Companies in the same group | - | - | - | - |
| (c) Other related parties | - | - | - | - |
| 2. Other than related parties | - | - | - | - |
| Total | - | - | - | - |

** As per Ind AS of ICAI

7. Other Information (₹ in lakhs)

| Particulars | As at 31st March, 2025 | As at 31st March, 2024 |
|---|------------------------------|------------------------------|
| (i) Gross Non-Performing Assets | | |
| (a) Related parties | - | - |
| (b) Other than related parties | 717.78 | 715.88 |
| (ii) Net Non-Performing Assets | | |
| (a) Related parties | - | - |
| (b) Other than related parties | 17.12 | 19.27 |
| (iii) Assets acquired in satisfaction of debt | - | - |

Notes:

- Pursuant to implementation of Ind AS, all disclosures are in compliance of the same. Loans are disclosed net of ECL.
- The same as disclosed in the Balance Sheet under Other Financial Assets in compliance with Ind AS 109.
- Previous years' figures have been disclosed as per Ind AS.

MANGALAM INDUSTRIAL FINANCE LIMITED

Notes to the Financial Statements for the year ended 31st March, 2025

Annexure B

Comparison between provisions required under IRACP and impairment allowances made under Ind AS 109 is given below:

(₹ in lakhs)

| Asset Classification as per RBI Norms | Asset Classification as per Ind AS 109 | Gross Carrying Amount as per Ind AS 109 | Loss Allowances (Provisions) as required under Ind AS 109 | Net Carrying Amount | Provision required as per IRACP Norms | Difference between Ind AS 109 and IRACP Norms |
|---|--|---|---|---------------------|---------------------------------------|---|
| Performing Assets | | | | | | |
| Standard | Stage 1 | 2,869.35 | 1.44 | 2,867.91 | 5.19 | (3.75) |
| | Stage 2 | - | - | - | - | - |
| Subtotal (A) | | 2,869.35 | 1.44 | 2,867.91 | 5.19 | (3.75) |
| Non- Performing Assets(NPA) | | | | | | |
| Substandard | Stage 2 | 62.07 | 0.03 | 62.04 | 97.97 | (97.93) |
| Subtotal for sub-standard (B) | | 62.07 | 0.03 | 62.04 | 97.97 | (97.93) |
| | | | | | - | - |
| Doubtful - upto 1 year | Stage 3 | - | - | - | - | - |
| 1 to 3 years | Stage 3 | 717.58 | 700.65 | 16.93 | 717.58 | (16.93) |
| More than 3 years | Stage 3 | - | - | - | - | - |
| Subtotal for doubtful (C) | | 717.58 | 700.65 | 16.93 | 717.58 | (16.93) |
| Loss (D) | Stage 3 | - | - | - | - | - |
| Subtotal for NPA (E) = (B)+(C) | | 779.65 | 700.68 | 78.97 | 815.54 | (114.87) |
| | | | | | - | - |
| Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms | Stage 1 | - | - | - | - | - |
| | Stage 2 | - | - | - | - | - |
| | Stage 3 | - | - | - | - | - |
| Subtotal | | - | - | - | - | - |
| | | | | | | |
| Total | Stage 1 | 2,869.35 | 1.44 | 2,867.91 | 5.19 | (3.75) |
| | Stage 2 | 62.07 | 0.03 | 62.04 | 97.97 | (97.93) |
| | Stage 3 | 717.58 | 700.65 | 16.93 | 717.58 | (16.93) |
| | Total | 3,649.00 | 702.12 | 2,946.88 | 820.73 | (118.62) |

As per our Report of even date
FOR Mahesh Udhvani & Associates
Chartered Accountants
Firm Reg. No : 129738W

For and on Behalf of the Board of Directors
Mangalam Industrial Finance Limited

Sd/-
CA. Mahesh Udhvani
(Partner)
M. No. : 047328

Sd/-
VENKATA RAMANA REVURU
Managing Director
(DIN : 02809108)

Date: 17.05.2025

Sd/-
ARUN PILLAI
Chief Financial Officer
BMZPP9042B

Sd/-
YATIN SANJAY GUPTA
Non-Executive Non-Independent Director
(DIN :07261150)

Sd/-
SAMOIL AKILBHAI LOKHANDWALA
Company Secretary
ASLPL1459M