niyogin

August 26, 2025

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400001
BSE Scrip Code: 538772

Subject: **Intimation of the Notice of 37th Annual General Meeting and Annual Report of the Company for the FY 2025**

Reference: **Regulations 30, 34, 50 and 53 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')**

Dear Sir/Ma'am,

We hereby inform that the 37th Annual General Meeting (the 'AGM') of the members of the Company will be held on Wednesday, September 17, 2025 at 4:00 p.m. IST through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') in compliance with the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

Pursuant to Regulation 30, Regulation 34 and Regulation 53 of SEBI Listing Regulations, we submit herewith a copy of the Annual Report FY 2025 of the Company alongwith Notice of the 37th AGM, which is also being sent through electronic mode, to those members and debenture holders whose email addresses are registered with MUFG Intime India Private Limited (the "Registrar and Transfer Agent" of the Company)/ Depository Participant(s) in accordance with the applicable circulars. The documents are also uploaded on the website of the Company www.niyogin.com and www.evoting.nsdl.com.

Further, pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, 2015 a letter providing the web-link of the Annual Report FY 2025 is being sent to those members who have not registered their email addresses. Additionally, the web-link providing access to the statement containing the salient features of the documents, as specified in Section 136 of the Companies Act, 2013 and the rules made thereunder has been published in the newspaper for the access of the holders of non-convertible debentures issued by the Company in compliance with SEBI Circular no. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025.

The Company has engaged National Securities Depository Limited ('NSDL') for providing e-voting services and VC facility for this AGM. Details for e-voting are as follows:

Cut-off date for determining eligibility for the remote e-voting & e-voting at the AGM	Wednesday, September 10, 2024
E-voting start date and time	Friday, September 12, 2025 (9:00 a.m. IST)
E-voting end date and time	Tuesday, September 16, 2025 (5:00 p.m. IST)

The detailed instructions for e-voting, participation in the AGM through VC and remote e-voting have been provided in the notice of the AGM.

We request you to kindly take the above information on your records.

Thanking You,
Yours faithfully,
For Niyogin Fintech Limited

Tashwinder Harjap Singh
Digitally signed by Tashwinder Harjap Singh
Date: 2025.08.26 15:37:50 +05'30'

Tashwinder Singh
MD & CEO
DIN: 06572282

Encl: as above

niyogin

Structuring for Success, Scaling for the Future

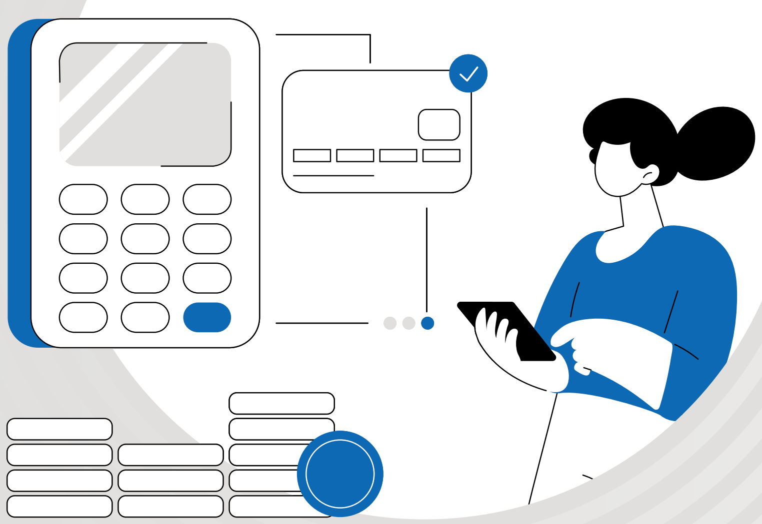
NIYOGIN FINTECH LIMITED
ANNUAL REPORT **2024-25**

INSIDE THIS REPORT

The annual report is also available online

Structuring for Success, Scaling for the Future

This financial year stands as a defining chapter in Niyogin's evolution — a year when vision was translated into decisive action, and a foundation was laid for the Company's next phase of growth. Under the banner "Structuring for Success, Scaling for the Future," Niyogin has undertaken a transformative journey, marked by strategic restructuring and operational acceleration, to unlock the full potential of its businesses and create enduring value for all stakeholders.



At the heart of this transformation is the landmark composite scheme of arrangement, approved by the Board earlier this year, which paves the way for the emergence and independent listing of two focused entities: a Tech-Enabled NBFC (Niyogin Fintech) and a Payments Technology Company (iServeU). This restructuring goes beyond a corporate action — it is a strategic move to streamline the organization, enhance operational agility, and provide investors with distinct, pure-play opportunities. By separating the lending and payments technology arms, Niyogin is enabling each business to pursue growth strategies tailored to their unique strengths.

The NBFC will now be able to scale its data-driven, partnership-led lending platform with sharper management focus & access to capital, while iServeU will deepen its leadership in digital payments and infrastructure, unencumbered by the regulatory complexities of a multi-vertical group.

This structural clarity will foster greater accountability and efficiency. The demerger allows for targeted capital allocation, simplified fundraising, and improved governance — each entity can now attract investors aligned with its specific growth trajectory and risk profile. The transition is supported by a robust leadership realignment, with entrepreneurial talent placed in key roles to drive execution and innovation. Further, the successful conversion of warrants, bringing in fresh equity, has further fortified the balance sheet, providing the financial muscle needed to pursue ambitious growth plans.

Operationally, both businesses have demonstrated strong momentum. The Tech-Enabled NBFC has delivered record disbursements, with AUM surging. Its embedded lending model — powered by fintech partnerships and proprietary AI capabilities — has proven resilient, enabling superior underwriting, lower customer acquisition costs, and access to underserved segments.

Simultaneously, iServeU has achieved a significant milestone by a decisive pivot to high-margin SaaS and Technology Service Provider revenues. The business has secured marquee contracts, expanded its device order book and reinforcing its position as a market leader in payments infrastructure.

Looking ahead, the composite scheme is a catalyst for unlocking the intrinsic value of Niyogin's businesses. **With focused leadership, a streamlined organization, and energized teams, both Niyogin Fintech and iServeU are poised to chart independent, high-growth trajectories in their respective domains.** As the Company enters FY26, the commitment to disciplined execution, innovation, and value creation is stronger than ever, ensuring that Niyogin is not only structured for success but also primed to scale for the future.

ABOUT US

Defining Niyogin

We are an innovative fintech and lending Company based in India, holding the distinction of being an early-stage, publicly listed entity. Our core mission is to leverage technology and strategic partnerships to deliver financial products to underserved rural communities and micro-businesses, empowering them through accessible solutions.

The name "Niyogin" is derived from the Sanskrit word for 'empowerment', reflecting our deep understanding of the everyday challenges faced by small businesses, MSMEs, and rural communities across India. Our overarching vision is to make a meaningful impact on these enterprises by providing digital solutions supported by the trust and reliability of our extensive partner network. By building a highly engaged, transaction-intensive ecosystem, we aim to reduce delivery costs and enhance decision-making capabilities.

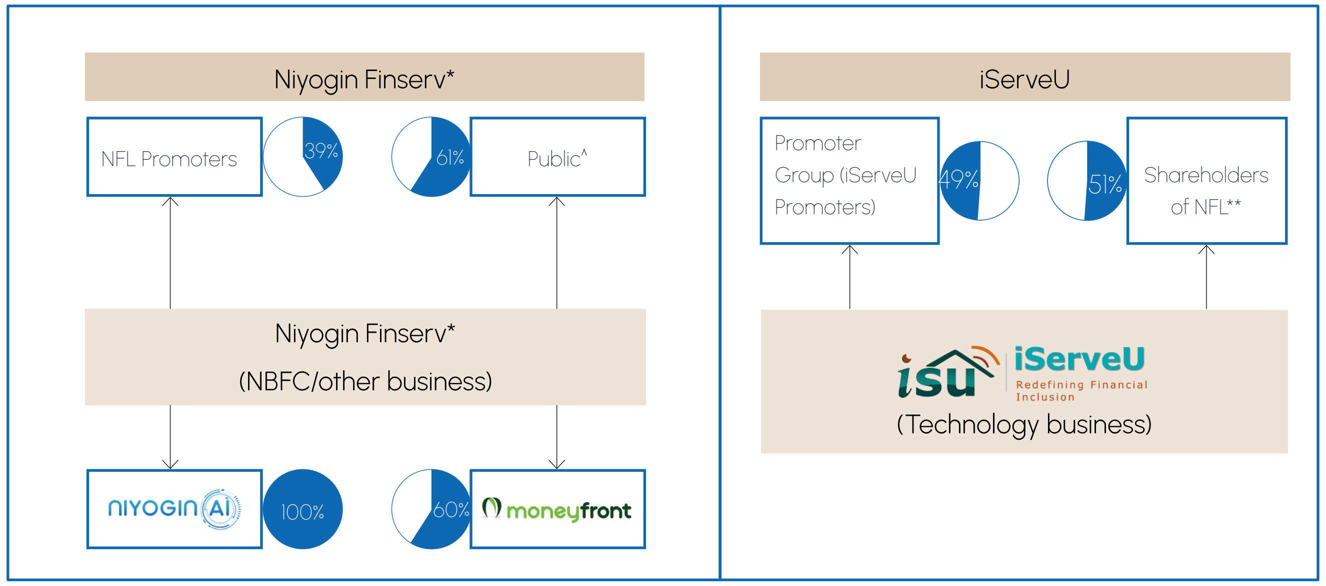
Driven by a strong commitment to technology, Niyogin offers a comprehensive platform tailored to the diverse needs of rural and emerging urban MSMEs. We promote financial inclusion, extend credit facilities, provide investment opportunities, and deliver SaaS services — all supported by our unique blend of physical and digital distribution channels.

Defining Transformation: Board Approval of Composite Scheme

This year marks a transformative milestone in our journey, following the Board's approval of a composite scheme and the restructuring of our corporate framework. We are executing a two-pronged objective: first, by spinning off and listing our tech-enabled NBFC business, including investments in Moneyfront, Niyogin AI, and preference shares held in iServeU; and second, by merging the residual holding Company, Niyogin Fintech, into our payments infrastructure arm, iServeU. This strategic transformation will result in the listing of two distinct, pure-play entities, streamlining our organization and enhancing operational agility.

By separating our lending and payments technology & infrastructure businesses, Niyogin empowers each business to pursue independent growth strategies tailored to their unique strengths.

Proposed Corporate Structure



*Newly incorporated 100% subsidiary
** including holding of existing Promoter Group of NFL + iServeU Promoter Group holding in NFL
^Including iServeU promoter holding in NFL

Organizational DNA

Mission

Our mission is to empower MSMEs and individuals with a cost-effective and holistic financial support system. We provide seamless access to financial products and solutions by leveraging innovative technology and a dedicated network of partners propelling them towards sustainable growth and success.

Vision

Our vision is to become India's leading financial solutions provider, ensuring financial empowerment for India's small businesses by seamlessly integrating innovative products, strategic partnerships, and cutting-edge technology to deliver exceptional customer experiences.

Core Values

We uphold our values more than just words on a page. They are the heartbeat of our organization, shaping our interactions with our stakeholders and customers and driving our commitment to excellence.

Trust
Trust is the bedrock of our business. It underpins every interaction we have with employees, customers, and partners.

Innovation
We're financial service providers constantly pushing boundaries to deliver cutting-edge solutions that transform the way people manage their finances.

Agility
We leverage agility in financial technology to make real-time decisions, giving your business a strategic edge in the fast-paced financial landscape.

Customer Centricity
Our fintech platform is built on delivering exceptional customer experience. We leverage technology to deliver insightful and seamless financial solutions.

Post demerger, the NBFC business and investments will be transferred to Niyogin Finserve. Currently, Niyogin Fintech comprises both the NBFC and investment operations.

JOURNEY & EVOLUTION

Bringing our vision to life

Our journey may be young, but it's been nothing short of dynamic — defined by ambition, transformation, and a consistent drive to reach new heights. Guided by a spirit of innovation and adaptability, we remain attuned to the ever-evolving financial landscape, proactively embracing industry trends, and conquering challenges and opportunities that come our way. Our foundation rests firmly on the pillars of trust, agility, innovation, and a deep commitment to our customers.

It is these core values that fuel our progress, inspiring us to continually reinvent ourselves. **This year stands out as a defining moment in our evolution, as we embark on our most significant transformation yet: with Board approval of our Composite Scheme of Demerger, we are c harting a bold new course for the independent listing and growth of our two distinct businesses.**

2017

- Acquired M3 Global Finance, a BSE listed NBFC, and renamed Niyogin Fintech Limited
- Raised capital of ₹235 Cr from institutional investors

2018

- Initiated business with the Credit segment offering small ticket unsecured business loans (UBL)
- Focus on market access through CA network

2019

- Acquired 50.01% in Moneyfront, a digital platform, adding Wealth Tech to its product stack

2020

- Acquired 51.00% in iServeU, a ₹3,900 Cr GTV platform
- SaaS based B2B product went live under Wealth Tech

2021

- Announced the 3-year Hyper growth plan

iServeU
- Went live with NPCI for IMPS (Remitter & Beneficiary) and BBPS (COU)
- Expanded product use cases - Aadhar Pay for Collections & POS for M-ATM
- Key win - NSDL Payments Bank

2022

- Revenues crossed ₹100 Cr

iServeU
- Scaled to 100+ partners
- Key wins - India Post Payments Bank, PSU Bank (first PSU as client)
- M-ATM Switch went Live with NPCI in ASP model
- Monthly GTV crossed ₹1,000 Cr mark in September

2023

- Scaled to 200+ partners
- Touched ~₹15,000 Cr GTV

2024

- Received a BBB-/Stable rating from CRISIL
- Raised ₹80 Cr through convertible warrants

2025

- Incorporation of 100% subsidiary 'Niyogin AI Private Limited'
- Acquisition of 'SuperScan' toolkit
- iServeU signs strategic MoU with Pax Technology for procuring devices & collaborated R&D
- Composite Scheme of arrangement & amalgamation approved by Board
- Credit rating re-affirmed at BBB-
- Received the balance ₹56.2* Crore from warrant conversion
- AUM* grew by 56% YoY and stood at ₹278.8 Crores as of FY25
- Raised ₹132.0 Crores from borrowings in FY25

Future:
Independent listing of tech- enabled NBFC business, (including investments in Moneyfront, Niyogin AI, and preference shares held in iServeU) and secondly, amalgamation of the residual holding Company, Niyogin Fintech, into our payments infrastructure arm, iServeU

Out of the ₹56.2 crore received from warrant conversion, ₹2.25 crore was received in March 2024.

LETTER TO SHAREHOLDERS

Niyogin's next leap to unlock value

Niyogin as a Company is focused on leveraging game changing technology to help drive and effect change and deliver shareholder value.

Dear Shareholders,

Technology is reshaping the world of financial services now at the "speed of light" as both technological changes and regulatory interface gather momentum.

Niyogin as a Company is focused on leveraging game changing technology to help drive and effect change and deliver shareholder value. We don't rely on ground distribution rather we focus on our ability to leverage technology to reshape delivery and decisioning.

We are building confidence in our business model with a focus on:

01 **Embedded Lending via the NBFC**

02 **Technological Infrastructure via iServeU**

03 **Digital Wealth through Moneyfront**

04 **AI enablement via Niyogin AI**

These are significant opportunities in key pivotal areas where our execution has now begun to deliver traction especially in both the NBFC and iServeU. In order to provide greater focus and clarity we have decided to pursue a demerger of the Company subject to approvals. This exercise will also improve the alignment as all businesses will be 100% owned and run by the operating Company whereas in our current structure we own 51% of iServeU.

Our focus on embedded lending via partnerships with platforms with high engagement with customers which has significant on platform businesses and revenue generation creates a significant opportunity set and flywheel effect. We have a large portion of our portfolio with daily and weekly payment profiles which ensures greater visibility and accountability for repayments and a strong risk reward. Our technology enables a management of high frequency repayments and allows us to manage this operational complexity in a format which allows a win-win-win for the customers, partner platform and our NBFC.

Our technology infrastructure business, iServeU has also made rapid strides in creating a comprehensive solution set for financial institutions to deliver financial services in rural and semi urban communities effectively and at rapid scale. We have seen significant alignment with our key customers across enterprise use cases and have built a significant order backlog which gives us a high degree of visibility in recurring revenues as we look ahead.

Our focus is squarely now on execution to the significant potential in our business model across both key verticals, the Company has now set targets publicly for this and next year we are focused on achieving these targets and generating significant shareholder value.

Thank you

Amit Rajpal
Non-Executive Chairman and Co-founder
Niyogin Fintech Limited

Q&A WITH CEO

Our roadmap for value creation

1 What strategic thinking guided you and the Board in announcing the Composite Scheme of Arrangement and Demerger?

The decision to embark on this corporate action was rooted in a deep evaluation of Niyogin's founding vision and the realities of its operational journey. From its inception, Niyogin was conceived as a financial institution that would be both technology-centric and partnership-oriented, with a mandate to address the significant white spaces in India's financial services landscape — particularly in rural areas and among MSMEs. Over time, this vision materialized into 2 distinct businesses: iServeU, which focuses on payments infrastructure technology, and Niyogin, a tech-driven NBFC with a strong AI orientation.

As these businesses matured, it became increasingly evident that while both held substantial potential for growth, their paths to realizing that potential diverged significantly. iServeU and Niyogin required different strategies, operational models, and even investor profiles to thrive. The existing corporate structure, with Niyogin holding a 51% stake in iServeU and acting as the reporting entity while the NBFC functioned within the broader organization, created a layer of complexity that hindered operational alignment. Investors, too, faced complexities in understanding and participating in the unique value propositions of each business, as their interests and risk appetites did not always overlap.

2 distinct businesses

As our businesses matured, it became increasingly evident that while both held substantial potential for growth, their paths to realizing that potential diverged significantly.

The Board recognized that by separating these entities through a demerger, each could pursue its own independent strategy, attract the right set of investors, and operate with greater clarity and accountability. The move would not only simplify the group's structure but also ensure that each Company had the autonomy to build its own brand, culture, and operational rhythm.

3 guiding principles

The demerger can be distilled into 3 guiding principles: simplicity, accountability, and alignment.

In essence, the rationale behind the demerger can be distilled into 3 guiding principles: simplicity, accountability, and alignment. **Simplicity** would be achieved by unbundling the businesses and providing clear lines of sight for all stakeholders. **Accountability** would be enhanced as each management team would now be directly responsible for their respective Company's performance and strategic direction. **Alignment** would be fostered by ensuring that the interests of management, investors, and employees were clearly linked to the fortunes of the business they were part of. The Board's thought process was thus a careful balancing of these imperatives, designed to unlock value and set the stage for sustainable growth in both entities.

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2 What differentiated growth strategies will Niyogin Finserve and iServeU pursue post-demerger, and what should shareholders expect?

In the aftermath of the demerger and even today, in spirit, both Niyogin and iServeU are poised to embark on growth journeys tailored to their unique strengths and market opportunities.

For Niyogin Finserve, the focus will be on scaling its NBFC operations, which also include investments in Moneyfront, Niyogin AI, and preference shares in iServeU. The Company's growth strategy is anchored in leveraging its partnership model, which has already demonstrated significant advantages. By following a partnership model, Niyogin Finserve will continue to focus on gaining access to differentiated data that enhances its underwriting capabilities, while also benefiting from a low customer acquisition cost. This model enables the Company to extend its reach to underserved segments, particularly in rural and semi-urban areas, where traditional financial institutions often struggle to make inroads.

A key aspect of this approach is that partner platforms bear the costs of customer acquisition and collection, leaving only the underwriting costs on Niyogin's books. This creates a highly efficient operating leverage model, with minimal operating expenses and risk participation from partners. The Company's strategy moving forward will be to build a high-margin, scalable lending book powered by data-driven decision-making.

On the other hand, iServeU will chart its own path, concentrating on its core business areas with a high degree of autonomy and agility. The Company is in the midst of transitioning to a SaaS-based revenue model, which minimizes the need for pass-through revenue sharing with partners. This shift gives iServeU greater control over its growth drivers and provides a stable, predictable growth trajectory as it deepens relationships with existing clients and introduces new product lines. The demerger also reduces regulatory complexity for iServeU, freeing it from the borrowing covenants of the NBFC and allowing it to focus on visible, profitable growth. With a robust order book of ~₹400 crore, comprising leading banks and financial institutions, iServeU is well-positioned to capitalize on its market opportunities.

~₹400 crore order book

With a robust order book of ~₹400 crore, comprising leading banks and financial institutions, iServeU is well-positioned to capitalize on its market opportunities.

Shareholders can expect each entity to pursue aggressive yet focused growth strategies, with Niyogin Finserve building a scalable, high-margin lending business and iServeU driving innovation and profitability in the payments infrastructure space. The separation ensures that both companies can respond swiftly to market dynamics, invest in their core strengths, and deliver sustained value to their stakeholders.

Q&A WITH CEO

3 What is the investment rationale for each of the resultant entities from an investor's perspective?

From an investor's perspective, the demerger creates two distinct and compelling investment opportunities, each with its own risk-return profile and growth trajectory. Niyogin Finserve emerges as a well-capitalized NBFC, particularly in light of the recent equity raise through warrant conversion. The Company's business model is unique in its focus on leveraging technology and partnerships to drive growth while maintaining a low customer acquisition cost and high operating leverage. The emphasis on monetizing consumer platforms and building a scalable lending book positions Niyogin Finserve on a clear path towards profitability.

Niyogin's business model is unique in its focus on leveraging technology and partnerships to drive growth while maintaining a low customer acquisition cost and high operating leverage.

The partnership-driven approach not only reduces the Company's exposure to acquisition and collection costs but also enhances asset quality by tapping into differentiated data sources. This, coupled with a disciplined approach to cost management and a focus on high-margin segments, makes Niyogin Finserve an attractive proposition for investors seeking exposure to India's rapidly evolving fintech and NBFC landscape. The Company's ability to raise capital independently and align management interests through ESOPs further strengthens its investment case.

iServeU offers investors a high-growth, profitable opportunity in the payments and banking infrastructure space. The company boasts a comprehensive suite of in-house developed financial services, including acquiring, agency banking, issuance, and switching capabilities.

iServeU, in contrast, offers investors a high-growth, profitable opportunity in the payments and banking infrastructure space. The Company boasts a comprehensive suite of in-house developed financial services, including acquiring, agency banking, issuance, and switching capabilities. With strong visibility into future growth, iServeU is well-positioned to expand its footprint both domestically and internationally. The Company's order book is particularly noteworthy, with ₹400 crores worth order book spread across various certicals such as merchant acquiring and payments, device platform, financial inclusion, lending and value added services. This level of demand underscores the strength of iServeU's value proposition and its ability to deliver innovative solutions to leading banks and financial institutions.

For investors, iServeU represents a rare combination of scale, profitability, and innovation in a sector that is poised for significant expansion. The Company's transition to a SaaS-based model, focus on deepening client relationships, and ability to introduce new product lines provide multiple levers for growth and margin expansion.

Together, Niyogin Finserve and iServeU offer investors the opportunity to participate in two high-potential businesses, each with a clear strategic direction and the autonomy to execute on its vision.

4 How has management bandwidth and operational depth been enhanced to ensure effective operations for both entities post-demerger?

The success of any corporate transformation, particularly one as significant as a demerger, hinges on the strength and depth of its leadership. Recognizing this, the Board placed considerable emphasis on ensuring that both Niyogin Finserve and iServeU would be equipped with the management bandwidth and operational depth necessary to thrive as independent entities.

At Niyogin level I am the Managing Director and CEO as well as the Executive Vice Chairman of iServeU, providing continuity and strategic oversight across both businesses. This dual role ensures that the broader vision and values of Niyogin are preserved, even as each Company pursues its own operational objectives. Within the lending business, Aakash Sethi has been elevated to the position of Deputy Chief Executive Officer, with responsibility for both the NBFC and Niyogin AI. This move brings focused leadership to the core lending and AI businesses, ensuring that they are well-positioned to capitalize on growth opportunities.

To further augment the management bandwidth for scaling the NBFC business, Sanket Shendure and Abhishek Thakkar have been promoted to the role of President, with a mandate to drive growth and operational excellence. Their combined experience and expertise provide the Company with the leadership depth required to navigate the complexities of the financial services sector. Aakash Sethi's focus on streamlining operations and driving efficiencies, in collaboration with Sanket, positions Niyogin Finserve for stronger performance and sustained growth.

Importantly, the leadership teams of both companies have direct ownership stakes in their respective entities, aligning their interests with those of shareholders and fostering a culture of accountability and performance. This structure ensures that each management team is fully invested in the success of their business, with clear targets and execution responsibilities. The ongoing commitment to upgrading and upscaling teams, with a focus on attracting and retaining top talent, further strengthens the operational foundation of both companies.

The leadership teams of both companies have direct ownership stakes in their respective entities, aligning their interests with those of shareholders and fostering a culture of accountability and performance.

5 How would you assess the Company's operational and financial performance in FY25?

The financial year FY25 stands out as a transformative period for Niyogin, marked by significant progress on both operational and financial fronts. The Company's focus on execution, leadership realignment, and strategic clarity has yielded tangible results across its core businesses.

In Niyogin NBFC, the year was characterized by a comprehensive restructuring and rationalization of the cost base, aimed at achieving sustained profitability. As disbursements gained momentum, the Company recorded its highest-ever quarterly disbursements in Q4, a testament to the effectiveness of its partnership-driven model. The assets under management (AUM) grew by an impressive 56% year-on-year, reaching ₹278.8 crore. Notably, 88% of the loan book was sourced via partnerships and alliances, enabling the Company to lower its customer acquisition costs and improve asset quality. The addition of new partnerships with platforms such as PayMe, Growmor, and Finsall in the latter part of the year further diversified the Company's portfolio and enhanced its growth prospects.

New Partner-ships

PayMe

Finsall
Financing insurance for all

gromor
FINANCE

iServeU, meanwhile, achieved a significant milestone by achieving 3 straight quarters of positive EBITDA and delivering profitability for the full year. The company's transition to a high-margin SaaS model was a key driver of this performance, with the TSP/SaaS vertical contributing 41% of net revenues. Device deployments were robust, with 195,000 soundboxes deployed during the year, including 79,700 in Q4 alone. The company's order book remained strong at INR 400 crore, providing clear visibility into future growth. Strategic wins, such as securing a multi-year contract with Canara bank, Bank of Baroda, NSDL payments bank, Axis bank, Central bank of India for merchant acquiring solutions and delivering a UAT portal for Bank of Baroda's bill payment platform, underscored iServeU's ability to execute on large-scale projects and deliver value to its clients.

Q&A WITH CEO

Across the group, the focus on productivity, AI-driven efficiencies, and leadership alignment has structurally lowered the breakeven point and enabled more focused growth. The Company's operational momentum, combined with decisive steps to place the right leaders in the right roles, has set the stage for continued value creation in the years ahead.

6 What factors give you confidence in the strong visibility and targets set for FY26 across both businesses?

Looking ahead to FY26, both Niyogin and iServeU have set ambitious yet achievable targets, underpinned by strong operational foundations and market opportunities. Niyogin is targeting gross disbursements of ₹750 crore, with the aim of increasing its assets under management to ₹500-550 crore. To support this growth, the Company plans to expand its partnership model, with a goal of having more than 15 active lending partners or programs and serving over one million loan accounts.

Niyogin is running pilot programs for Short Term Personal Loans (STPL) and Buy Now, Pay Later (BNPL) products, aimed at expanding its product suite.

In addition to scaling its core lending business, Niyogin is running pilot programs for Short Term Personal Loans (STPL) and Buy Now, Pay Later (BNPL) products, aimed at expanding its product suite and capturing new market segments. These initiatives are expected to drive further growth and diversification, enhancing the Company's ability to deliver value to its stakeholders.

iServeU, for its part, is focused on building upon its strong performance in soundbox deliveries, with a significant order book of 890,000 units providing a clear path to revenue growth. The Company is targeting net revenues of ₹70-80 crore for the coming year, with EBITDA margins in the range of 12-15%. In parallel, iServeU is pursuing the successful closure of key tenders, including POS for Punjab National Bank and sound boxes for Central Bank, Bank of Maharashtra, and Punjab National Bank.

Another key area of focus for iServeU is the re-launch of UPI services under a new partnership arrangement with a leading payment bank in India. This initiative is expected to further strengthen the Company's product offering and expand its market reach. The combination of a robust order book, healthy revenue visibility, and an expanding partnership network provides both companies with the confidence to set and achieve ambitious targets for FY26.

7 Can you elaborate on Niyogin's AI initiatives and what efforts are underway in this domain?

Artificial intelligence is rapidly reshaping the landscape of financial services, and Niyogin has embraced this technological revolution with a clear strategy and a commitment to innovation. The Company's initial forays into AI were focused on automating internal processes and improving underwriting accuracy.

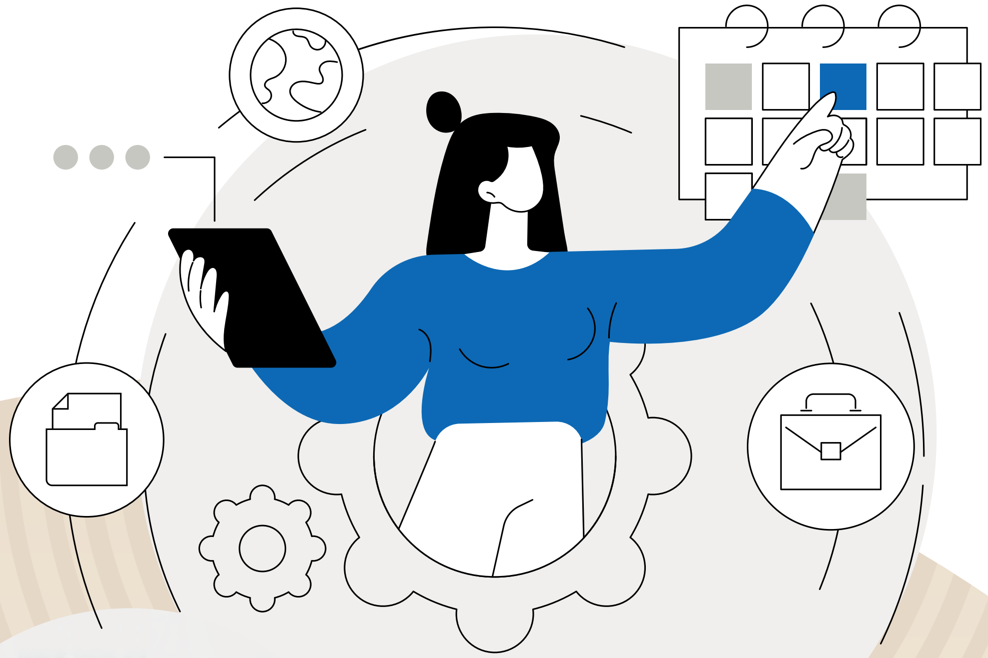
However, these efforts have since evolved into a broader initiative aimed at addressing systemic inefficiencies in financial services, to begin with in areas such as KYC and customer onboarding.

Niyogin's AI initiatives are multifaceted and designed to deliver tangible value across the organization. The Company is working on AI-driven customer onboarding solutions that enhance KYC processes, extract relevant data, and improve document readability. Advanced technologies such as Aadhaar masking, face and signature detection, and real-time

matching are being deployed to streamline identity management and reduce friction in the onboarding process. Process automation is another key focus area, with initiatives such as NACH and CRF automation aimed at improving operational efficiency.

One of the most promising developments is the creation of an AI-enabled loan recommendation engine, which matches distribution leads to the right lenders based on a range of data points and predictive analytics. This not only enhances the customer experience but also improves the efficiency and effectiveness of the lending process. The Company is also developing an AI-powered executive dashboard and AI-based underwriting and collections solutions, further embedding advanced analytics into its core operations.

While Niyogin's AI business is still in its early stages, the Company is confident in its potential to become a strong independent revenue stream. The strategy is straightforward: solve specific workflow challenges, expand into adjacent areas, and increase client stickiness by embedding AI solutions into critical business processes. The Company envisions AI not just as a support function for the NBFC, but as a scalable business in its own right, capable of delivering significant value to clients and stakeholders alike.



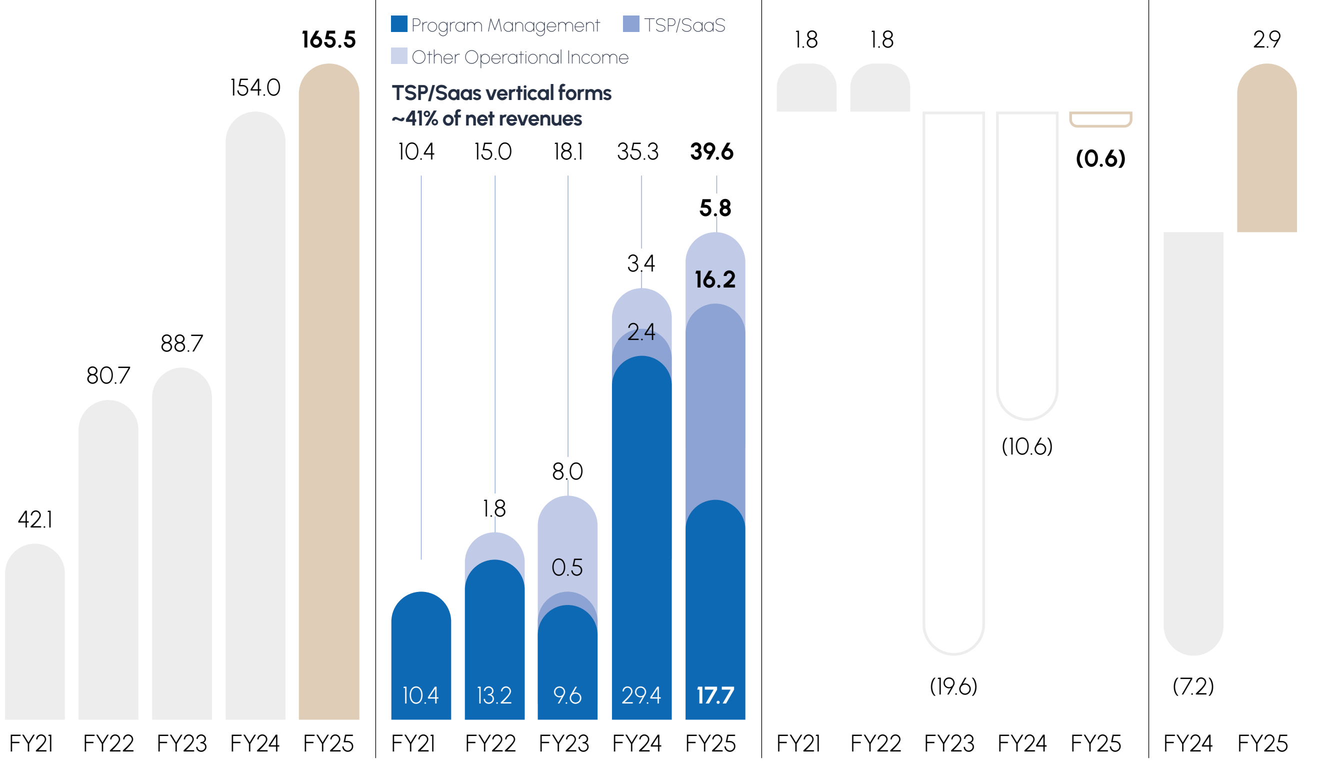
KEY PERFORMANCE INDICATORS

Year under review

During the year, both our businesses reached new heights. iServeU successfully transitioned into a higher-margin Technology Service Provider (TSP/SaaS) vertical, making a significant contribution to total net revenues. Meanwhile, Niyogin Finserve achieved an inflection point, with healthy growth in AUM, driven by its partnership-first approach and scalable co-lending model.

iServeU

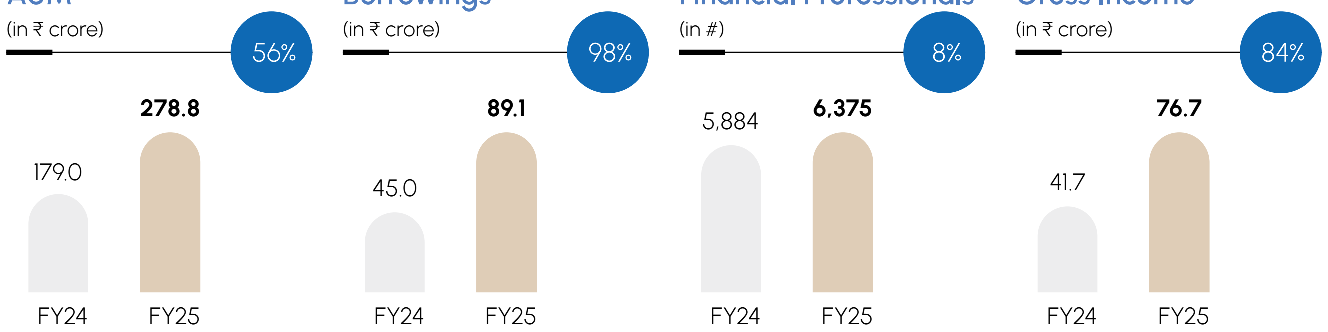
Gross Revenue (in ₹ crore) | Net Revenue[1] (in ₹ crore) | Adjusted EBITDA (in ₹ crore) | Reported EBITDA (in ₹ crore)



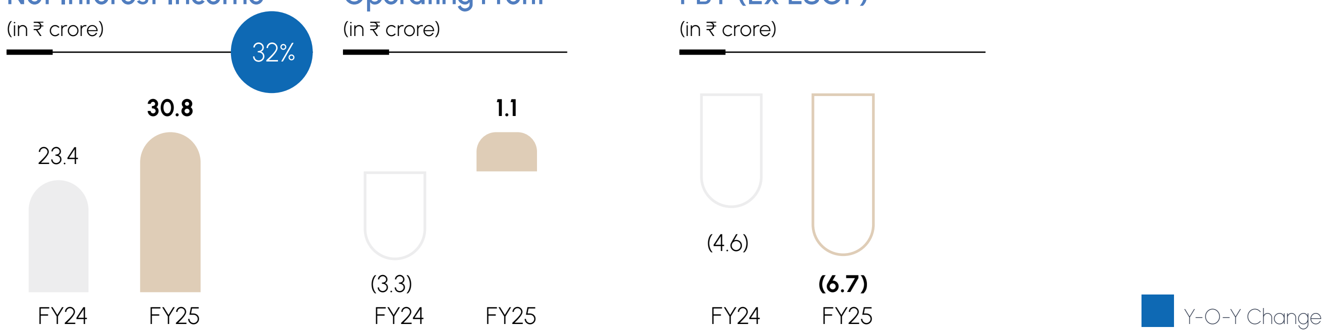
1. Net revenue is calculated as Gross revenue – Passthrough revenues – Cost of devices.
2. Passthrough revenue is the revenue share with partners under program management model. In TSP/SaaS vertical there is no pass-through revenue

Niyogin Fintech

AUM (in ₹ crore) | Borrowings (in ₹ crore) | Financial Professionals (in #) | Gross Income (in ₹ crore)



Net Interest Income (in ₹ crore) | Pre-Provisioning Operating Profit (in ₹ crore) | PBT (Ex ESOP) (in ₹ crore)



BOARD OF DIRECTORS & MANAGEMENT TEAM

Niyogin's executive think tank

Amit Rajpal

Non-Executive Chairman, Co-Founder

Amit Rajpal is the Co-Founder and Non-Executive Chairman of NFL. Amit is currently the Managing Partner of Marshall Wace, based in London, responsible for Firmwide Asian strategy.

He manages the Global Financial Services Investing for the firm, both in the context of public marketing investing and also a late stage private investing focused on new age financial infrastructure with a particular emphasis on blockchain technology.

Prior to this, he was the Head of Asia Proprietary Trading and Global Financials Portfolio Manager at Morgan Stanley, having formerly been Head of Global FIG Research at the firm.

Amit graduated from Mumbai University with a Bachelors in Commerce, holds an MBA from the Indian Institute of Management Calcutta (IIM-C) and has also completed a degree in Costs and Works Accountancy (ICWA).

A S C

Gaurav Patankar

Non-Executive Director, Co-Founder

Gaurav Patankar is the Co-Founder and Non-Executive Director of NFL. He is an institutional investor and impact entrepreneur focused on emerging markets and alternatives. He is a firm believer that the democratization and digitization of the Indian SME sector is the single biggest transformational opportunity within the Indian markets.

Over 27 years of his career, he has led investment and research teams at large institutional platforms such as Bloomberg, Bank of America, BNY Mellon, Lockheed Martin, Citi, Millennium Partners and M&T Bank.

Gaurav holds a Ph.D. in Social and Political Sciences, an M.B.A. in Finance and Strategy, and a Bachelor's degree in Electronics and Telecommunications Engineering.

N R S

Tashwinder Singh

Chief Executive Officer & Managing Director

Tashwinder Singh comes with more than 30 years of leadership experience in both strategic and operational roles with significant background in General Management, Banking, Wealth Management and Private Capital Investing. He has been associated with Citigroup and KKR in his previous roles.

Tashwinder is an accomplished team-builder with a passion for setting the corporate vision, defining and implementing future-driven strategy and growing businesses through entrepreneurial innovation and a customer centric approach. He has proven abilities across all levels of organizational management to build, manage and scale business with focus on Commercial banking, Investment banking, Private banking, Principal investing amongst others. During his long career in the Banking industry, he has built expertise in the areas of Investment Banking, deal diligence, underwriting, Principal Investing Asset Management Business in India.

Tashwinder holds a masters in Business Administration from Faculty of Management Studies (Delhi University) and BE (Electrical) from Delhi College of Engineering (Delhi University).

R C

Board Committees

A Audit
S Stakeholder Relationship
R Risk Management
N Nomination and Renumeration
C Corporate Social Responsibility
● Chairman
○ Member

Kapil Kapoor

Independent Director

Kapil Kapoor is an Independent Director of NFL. He is the founder and trustee of Ashoka University. He currently serves as the Chairman and Non-Executive Director of Info Edge (India) Limited. He started his professional career in 1987 in sales and Brand management with Nestle India Ltd. He later worked with Bausch & Lomb, where he was part of the start-up team that launched RayBan Sunglasses and the Bausch & Lomb vision care range in India. He subsequently went on to manage the overseas marketing territories of Russia, Ukraine and East Africa in addition to the SAARC region.

In 1996, Kapil relocated to Thailand as the Country Manager for Bausch & Lomb and Commercial Director for South East Asia and the SAARC region. Kapil then joined Timex Group and was Chairman and Managing Director of the publicly held Timex Group India Ltd. from October 2000 onwards. He also managed the Asia Pacific region for the Group from 2003 and eventually went on to become the Global Chief Operating Officer of Timex Group, USA from 2009 until 2013.

Kapil has earned a degree in Economic Honours from Delhi University and MBA (PGDM) from Indian Institute of Management, Ahmedabad. He has also pursued executive education programs at Ashridge University and Harvard University.

A N S

Nitin Jaiswal

Independent Director

Mr. Nitin Jaiswal spent 27 years at Bloomberg, where he played a pivotal role in building its institutional and commercial presence across Asia-Pacific as part of the senior leadership team.

He formed AgeTech Leadership Labs (ALL) — a Think–Act–Lead Lab focused on building the Longevity Economy framework for the 8th Continent, the emerging home of Gen E. At its core is the AgeTech P2P Framework (Paradox to Perfection), designed to align policy, capital, innovation, institutions, and society — and to transform the current thinking around aging from a liability to be managed into an asset to be capitalized on.

Alongside his advisory roles, independent directorships, and his position on the advisory board of WAIPA, he continues to work on initiatives that connect Asian capital with regional opportunities.

BOARD OF DIRECTORS & MANAGEMENT TEAM (CONTD.)

Board Committees

A Audit

S Stakeholder Relationship

R Risk Management

N Nomination and Renumeration

C Corporate Social Responsibility

● Chairman ○ Member

Sudip Vatsal Thakor

Independent Director

Sudip Vatsal Thakor is an Independent Director of NFL. He is a senior financial executive with over 30 years of experience in asset management and global markets.

Sudip conducts a course on Financial Markets and Sustainability at Cornell University and serves on the Advisory Council for the Dean of the College of Agriculture and Life Sciences. He mentors underserved high-school and college students through Student Sponsor Partners in NY, and Greenwich Alliance for Education in CT.

Sudip invests and advises early-stage companies in the US and India and advises funds and companies focused on providing innovative capital solutions in developing markets. Previously, he was a member of the Asset Management and Fixed Income Operating Committees at Credit Suisse First Boston, where he ran various global businesses in Credit and Emerging Markets over 17 years.

Sudip holds a Bachelor of Arts degree in Economics from Cornell University and a Master of Business Administration from Columbia Business School.

Katarina Racek

Independent Director

Katrina Racek is an Independent Director of NFL. She has been part of Institutional Investor's ('II') executive management and the senior leadership board for the past decade. In her 15 years at II, Katrina has served as the Global Head of Investor Relations and has been the driving force behind the asset management capital introduction business at II. She is currently spearheading II's largest business pillars across distribution, investment solutions, trading, and technology.

She has recently launched The Asset Management Institute (AMI), one of Institutional Investor's most prestigious membership organizations dedicated to serving the asset management industry.

She has facilitated deep relationships with asset allocators across public and private pension plans, endowments and foundations, insurance funds, healthcare institutions, sovereign funds, OCIOs, large RIAs, family offices, and retirement plan advisors, managing a global team of investor relations professionals based out of New York, Hong Kong, and London.

Katrina holds a Master's degree in Business Economics from the University of Economics in Bratislava and a Diploma in International Business and Finance from New York University.

N

Samir Mohan Pandiri

Independent Director

Samir Mohan Pandiri is an Independent Director of NFL. He is an experienced CEO, Board Chair, Client, Sales and Business Executive. He is currently on the Executive Committee of TMF Group and serves as Regional Head for the Americas.

Samir has previously held leadership positions within global financial services, with the Bank of New York, JP Morgan Chase, Broadridge and Apex Group. He has held expatriate work assignments over 15 years in Hong Kong and London. He also served as a Senior Advisor to the Boston Consulting Group. In 2018, he was appointed by Governor Philip Murphy to the Board of the New Jersey State Investment Council, which oversees the State's $100Bn pension plans.

Samir is a graduate of Columbia University with degrees in MBA (Finance), MS, and BS in Chemical Engineering.

A S R C

Senior Leadership

Tashwinder Singh

Managing Director & Chief Executive Officer

Ex-Citigroup, KKR

Aakash Sethi

Deputy Chief Executive Officer

Ex-Fincent Software Services

Debiprasad Sarangi

Chief Executive Officer, iServeU

Ex-iCash Card

Mohit Gang

Chief Executive Officer, MoneyFront

Ex-HSBC, Citi

Abhishek Thakkar

President & Chief Financial Officer

Ex-Avendus Capital, Aegis Logistics, Deloitte

Sanket Shendure

President & Chief Product & Growth Officer

Ex-Minko Founder

Hitesh Jain

Chief Risk Officer

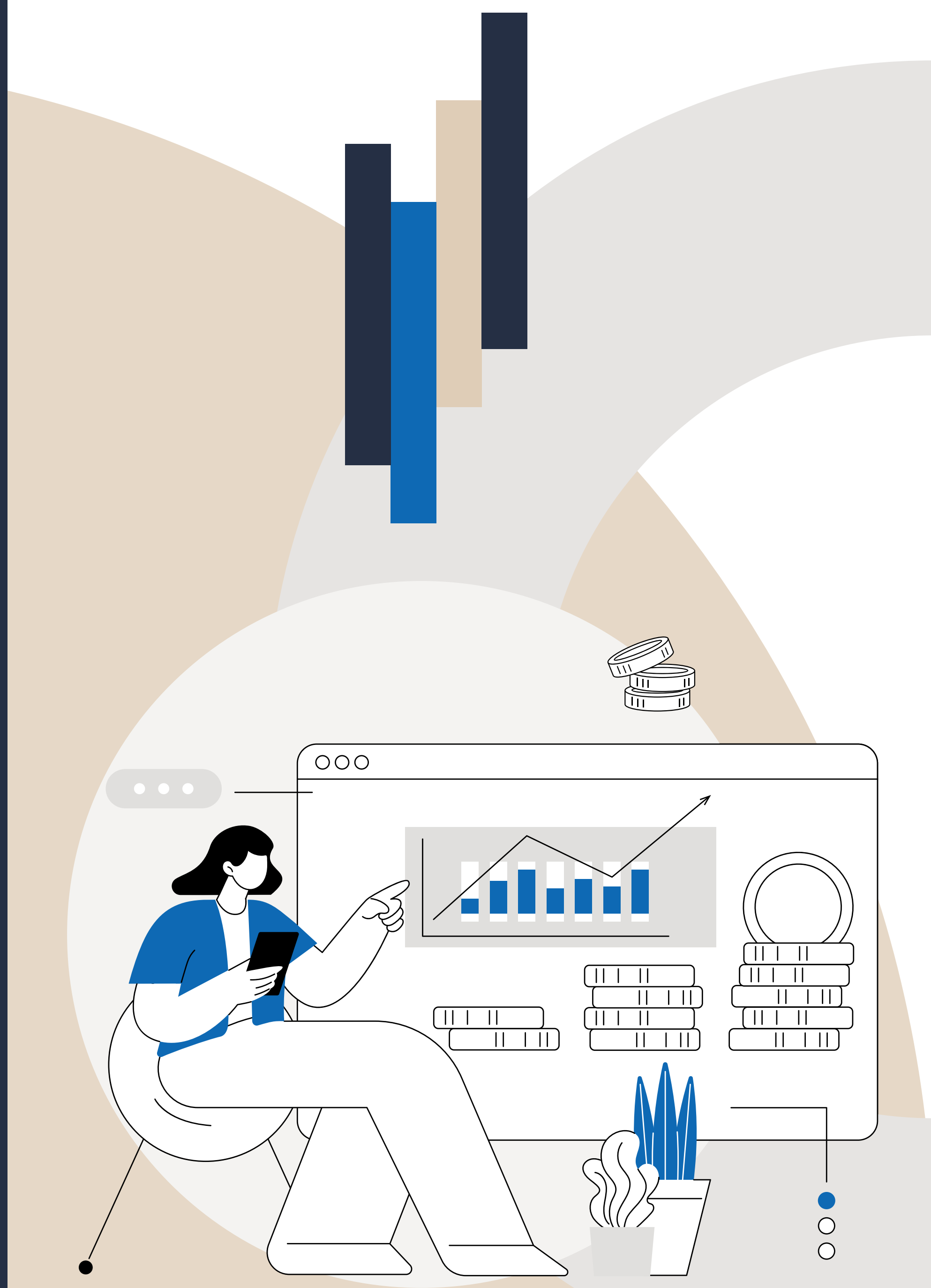
Ex-Kotak Mahindra Bank, Jana Small Finance Bank, EnKash

Neha Daruka

Compliance Officer

Ex-Essel Infraprojects

Management Discussion and Analysis



Global Economy

The global economy in 2025 is marked by a complex interplay of modest growth, persistent uncertainties, and significant divergences between advanced and emerging markets. As per the latest IMF & World Bank publications, the world economy is expanding at a slower pace than in previous decades, with global GDP growth forecasts converging around 2.3% to 2.8% for the year. This represents a notable deceleration from the pre-pandemic period and is well below the historical average of 3.7% observed between 2000 and 2019.

~70%
of economies have experienced downward revisions to their growth forecasts since the beginning of the year, underscoring the widespread nature of these challenges.

The subdued growth outlook is attributed to several interrelated factors. Trade tensions remain elevated, with ongoing tariff disputes and protectionist measures dampening cross-border commerce and investment. Policy uncertainty — particularly regarding fiscal and monetary strategies — has further eroded business and consumer confidence, leading to restrained capital expenditures and cautious household spending. Nearly 70% of economies have experienced downward revisions to their growth forecasts since the beginning of the year, underscoring the widespread nature of these challenges.

Advanced economies are projected to grow at a sluggish rate of around 1.4% in 2025. The United States, the largest advanced economy, is expected to post a moderate expansion of 1.8%, supported by resilient consumer demand but constrained by tighter monetary policy and slowing

investment. The euro area and Japan are also facing headwinds from weak external demand and demographic pressures, with growth rates hovering near or below 1%. These economies are grappling with aging populations, which are gradually transforming what was once a demographic dividend into a demographic drag, further limiting potential output.

Emerging market and developing economies, while still outpacing their advanced counterparts, are also experiencing a slowdown. Growth for this group is projected at 3.7%-4.0%. Regional disparities are evident: East Asia and the Pacific are anticipated to grow by 4.5%, buoyed by relatively strong performances in Southeast Asia. However, China's growth is expected to decelerate to 4.0% as structural adjustments, property sector weaknesses, and subdued external demand take their toll. South Asia, led by India, remains a bright spot, with India's economy projected to expand by 6.2%, driven by robust domestic demand and ongoing structural reforms.

Latin America and the Caribbean are forecast to grow by 2.7%, reflecting a modest recovery from pandemic-era disruptions but still hampered by structural constraints and policy uncertainty. The Middle East and North Africa region stands out with a projected growth rate of 5.8%, supported by higher energy prices and ongoing economic diversification efforts in several Gulf countries. In contrast, Europe and Central Asia are expected to see growth of 2.3%, weighed down by geopolitical tensions and the lingering effects of the war in Ukraine.

Inflation
remains a central concern for policymakers worldwide

Inflation remains a central concern for policymakers worldwide. While global inflation is expected to moderate in 2025, the decline is proving slower than previously anticipated. Advanced economies are making more rapid progress toward their inflation targets, but many emerging markets continue to face elevated price pressures, particularly for food and energy. Central banks are thus confronted with the delicate task of balancing the need to contain inflation with the imperative to support growth. The risk of renewed inflationary spikes, especially if commodity prices rise or supply chain disruptions re-emerge, could force a more aggressive tightening of monetary policy, potentially undermining the fragile recovery.

Structural challenges are also weighing on the global outlook. Investment growth has slowed markedly, and global debt levels have reached new highs, raising concerns about financial stability and the capacity of governments to respond to future shocks. Barriers to capital and labour mobility persist, limiting productivity gains and exacerbating regional disparities. Looking ahead, the medium-term prospects remain clouded by uncertainty. The average global growth rate for the 2020s is on track to be the slowest since the 1960s.

Slow Growth
the global economy in 2025 is characterized by slow growth, persistent inflationary pressures, and significant regional divergences

In summary, the global economy in 2025 is characterized by slow growth, persistent inflationary pressures, and significant regional divergences. Trade tensions, policy uncertainty, demographic shifts, and structural impediments all contribute to a challenging environment.

IMF, World Bank

Indian Economy

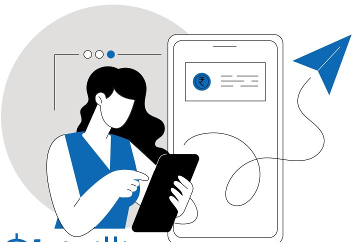
India's economy in 2025 emerges as a standout story of resilience and dynamism amid a challenging global environment. The nation continues to hold its position as the fastest-growing major economy, with real GDP growth for FY2024-25 estimated at 6.4% and projections for FY2025-26 ranging between 6.3% and 6.8%. This sustained momentum places India well ahead of most global peers and close to its own decadal averages, despite the backdrop of international trade disruptions and persistent geopolitical tensions. Growth in India is broad-based, with agriculture, industry, and services all contributing positively. The agricultural sector is expected to rebound with a growth rate of 3.8%, supported by record Kharif production and strong rural demand, while the industrial sector is projected to grow by 6.2%, led by construction, utilities, and a resilient manufacturing base that has withstood weak global demand. The services sector, which continues to be the primary engine of growth, is expanding by 7.2% and now contributes over 55% to total Gross Value Added. Notably, the information technology, finance, and hospitality segments within services have seen robust export growth. Industrial expansion is further supported by strong performances in steel, electronics, and automobile manufacturing, with electronics production growing at a notable pace.

Inflation management has been a significant achievement, with headline retail inflation moderating from 5.4% in FY24 to 4.9% by the end of 2024, due largely to effective government interventions and improved food supply chains. The Reserve Bank of India expects consumer price inflation to align even closer to its 4% target in FY26, providing a stable environment for consumers and investors alike. Fiscal prudence remains

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

at the forefront of government policy, with a strong emphasis on capital expenditure, particularly in infrastructure. The health of the banking sector has improved markedly, as gross non-performing assets dropped to a record low of 2.6%, while the credit-to-GDP gap narrowed significantly and the insurance market expanded healthily year-over-year.

India's external sector has demonstrated remarkable resilience despite global headwinds. Overall exports, including both merchandise and services are growing, foreign direct investment (FDI) inflows are surging, and remittances from the Indian diaspora played a crucial role in keeping the current account deficit contained. The country's external debt-to-GDP ratio stood at 19.1% as of December 2024, which is among the lowest for emerging markets and underscores the strength of India's macroeconomic fundamentals.



$1 trillion

The digital economy is growing rapidly, with projections suggesting it will surpass $1 trillion by 2025, further integrating India into the global digital landscape.

Several key drivers underpin this positive trajectory. Domestic consumption, buoyed by a rebound in rural demand and steady urban spending, remains robust. Sustained public investment in infrastructure and manufacturing, coupled with improved financial sector health and expanding credit availability, has provided further impetus. The digital economy is growing rapidly, with projections suggesting it will surpass $1 trillion by 2025, further integrating India into the global digital landscape. However, challenges remain. Global uncertainties, including trade disruptions, geopolitical tensions, and volatile commodity prices, continue to pose risks. Inflationary pressures, particularly from food price volatility and supply chain bottlenecks, require ongoing vigilance. Structural issues such as the need for further reforms in taxation, labour laws, and governance must be addressed to sustain high growth rates.

Looking ahead, the outlook for 2025-26 remains positive, with the Reserve Bank of India projecting real GDP growth at 6.5%. The government's continued focus on fiscal consolidation, capital expenditure, and structural reforms is expected to maintain growth momentum. Managing inflation, enhancing productivity, and fostering innovation will be critical to achieving the long-term vision of a developed India by 2047. Ultimately, India's economic trajectory in 2025 is defined by its capacity to navigate global headwinds, leverage domestic strengths, and pursue policy reforms that foster inclusive and sustainable growth, ensuring its place as a leading force in the world economy.

Economic Survey of India 2024-25, RBI

Monetary Policy 2025

The Reserve Bank of India's Monetary Policy for 2025 reflects a strategic response to a complex global and domestic economic landscape. The recent Monetary Policy Committee (MPC) meetings held 2025, saw a notable shift in the policy stance and significant adjustments to key policy rates, underscoring the RBI's dual mandate of maintaining price stability and supporting economic growth.

In the most recent meeting held in June, the MPC decided to reduce the policy repo rate by 50 basis points, bringing it down to 5.50%. Correspondingly, the Standing Deposit Facility (SDF) rate was set at 5.25%, and the Marginal Standing Facility (MSF) rate and the Bank Rate were adjusted to 5.75%. This move marks a transition from an 'accommodative' to a 'neutral' policy stance, signalling a more balanced and cautious approach to future monetary policy decisions in light of evolving economic conditions. It is important to note that the 50 basis point reduction in June follows the first reduction of the year, a 25 basis point cut in February 2025, followed by an additional rate cut of 25 basis points in April. Thus, so far, the MPC has reduced the policy repo rate by 100 basis points in 2025.

3.7%

The RBI projects Consumer Price Index inflation for 2025- 26 at 3.7%, with quarterly estimates ranging from 2.9% to 4.4%, assuming a normal monsoon and stable commodity prices.

Headline inflation has shown a significant moderation, with the Consumer Price Index (CPI) inflation dropping to 3.2% in April 2025 — the lowest level in nearly six years. This decline is primarily attributed to a sustained drop in food inflation, which reached a 42-month low, alongside steady core inflation. The RBI projects CPI inflation for 2025-26 at 3.7%, with quarterly estimates ranging from 2.9% to 4.4%, assuming a normal monsoon and stable commodity prices.

This economic outlook is supported by resilient domestic demand, healthy agricultural output, reviving industrial activity, and sustained momentum in the services sector. Private consumption and investment are both showing signs of revival, while robust exports and buoyant imports reflect strong domestic conditions.

The RBI remains committed to ensuring sufficient liquidity in the banking system. A 100 basis point reduction in the Cash Reserve Ratio (CRR) is set to be implemented in tranches, aimed at releasing durable liquidity and lowering funding costs for banks. This is expected to reinforce the transmission of policy rate cuts to the broader credit market, supporting economic activity.

The financial sector continues to exhibit strength, with improved asset quality, robust capital buffers, and stable profitability across both banks and non-bank financial companies. The RBI's vigilant approach to liquidity management and financial stability is designed to cushion the economy against potential global spill overs and volatility.

The RBI's monetary policy in 2025 is characterized by a careful balancing act — stimulating growth through lower interest rates while maintaining vigilance on inflation and financial stability. The neutral policy stance allows flexibility to respond to rapidly changing global and domestic conditions, ensuring that monetary policy remains supportive yet prudent as India navigates the evolving economic landscape.

Reserve Bank of India

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

Indian MSME Sector

India's Micro, Small, and Medium Enterprise (MSME) sector continues to demonstrate remarkable resilience and growth potential, serving as one of the core engines of the Indian economy.

Sector Performance and Growth Trajectory

The MSME sector in FY25 exhibited a mixed but fundamentally robust performance profile. The total commercial credit portfolio outstanding reached ₹35.2 lakh crore as of March 2025, representing a healthy 13% year-over-year growth. This substantial portfolio expansion underscores the sector's continued importance in India's economic framework and reflects sustained confidence from both lenders and borrowers in the MSME ecosystem.

₹35.2 lakh crore

The total commercial credit portfolio outstanding reached ₹35.2 lakh crore as of March 2025, representing a healthy 13% year-over-year growth.

However, the growth trajectory revealed some nuanced patterns. While the overall year witnessed a 3% year-over-year growth in commercial credit supply by value, the final quarter (January-March 2025) experienced an 11% year-over-year decline, suggesting that lenders adopted a more cautious approach possibly due to increased external headwinds and evolving risk assessment strategies. This moderation in fresh credit origination was particularly pronounced among private banks, which witnessed the sharpest decline of 14% year-over-year growth, primarily in the medium to large-ticket loan segments.

Despite the supply-side moderation, credit demand remained robust with an 11% year-over-year growth in commercial loan enquiries during the January-March 2025 quarter. This divergence between demand and supply indicates underlying business optimism and expansion aspirations among MSMEs, even as lenders have become more selective in their credit allocation strategies.

Asset Quality and Portfolio Health

One of the most encouraging developments in FY25 was the significant improvement in asset quality across the MSME lending portfolio. Balance-level delinquencies dropped to 1.79% as of March 2025, representing the lowest level in five years and marking a substantial 35 basis points improvement compared to the previous year. This improvement in credit performance demonstrates enhanced risk assessment capabilities, better underwriting standards, and improved monitoring mechanisms across the lending ecosystem.

1.79%

Balance-level delinquencies dropped to 1.79% as of March 2025, representing the lowest level in five years and marking a substantial 35 basis points improvement compared to the previous year.

The performance improvement was particularly notable across different lender categories, with private banks maintaining the best portfolio quality at 1.2% delinquency rates, while public sector banks reported 2.1% delinquency rates. This differential highlights the varying risk management approaches and borrower profiles across different lending institutions, with private banks generally focusing on higher-quality borrowers and more sophisticated risk assessment methodologies.

However, the vintage delinquency analysis revealed some areas requiring attention. Early delinquencies in the lower ticket size segment (less than ₹10 lakhs) showed signs of stress, highlighting the need for closer monitoring by lenders, particularly for micro-enterprises that may have limited financial buffers and face disproportionate challenges during business cycle fluctuations.

New-to-Credit Borrowers and Financial Inclusion

The MSME sector's role in driving financial inclusion remained significant in FY25, with New-to-Credit (NTC) borrowers accounting for 47% of all new loan originations in the January-March 2025 quarter. While this represents a slight decline from the 51% share in the corresponding period of the previous year, it still demonstrates the sector's crucial role in bringing new enterprises into the formal financial system.

The NTC segment's importance becomes even more apparent when considering that only 3.68 crore out of 6.35 crore registered Udyam MSMEs have accessed formal credit, indicating a substantial opportunity gap of 2.67 crore MSMEs that remain outside the formal credit ecosystem. This represents a significant opportunity for lenders to expand their reach while supporting the government's financial inclusion objectives.

Public Sector Banks emerged as leaders in NTC originations, capturing 60% of such originations, reflecting their continued commitment to government initiatives and financial inclusion mandates.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

The trade sector contributed the highest proportion of NTC borrowers at 53%, while the manufacturing sector witnessed the most significant growth in NTC originations with a 70% year-over-year increase.

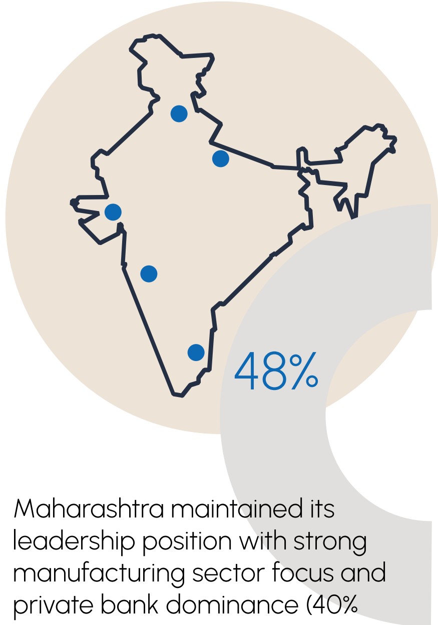
Sectoral Distribution and Economic Impact

The sectoral composition of MSME credit in FY25 revealed interesting dynamics in India's economic transformation. Manufacturing continued to dominate with 34% of origination value, despite representing only 23% of loan count, indicating larger average ticket sizes in this sector. However, the manufacturing sector's share has been gradually declining over the past two years, reflecting a diversification trend in the MSME ecosystem.

The trade sector maintained consistent market share while showing growth in the ₹1 crore to ₹10 crore exposure segment, attributed to priority sector lending requirements and increased formalization through Udyam registration. Professional and Other Services sectors have been steadily growing their share, now contributing 36% of all loans disbursed by value, representing a 5% point increase over the past four years. This shift suggests India's evolving economic structure and the growing importance of service-oriented MSMEs.

Geographical Concentration and Regional Dynamics

The geographical distribution of MSME credit in FY25 continued to show significant concentration, with the top five states — Maharashtra, Gujarat, Tamil Nadu, Uttar Pradesh, and Delhi — contributing 48% of overall origination value. This concentration reflects the industrial and commercial development patterns across India, with these states serving as major economic hubs.



Maharashtra maintained its leadership position with strong manufacturing sector focus and private bank dominance (40% share), while Gujarat demonstrated the highest manufacturing concentration at 53% of originations. Tamil Nadu, particularly the Tirupur cluster, showed significant private bank presence (44%) with manufacturing sector emphasis. Uttar Pradesh presented a unique profile with trade sector dominance and a more diverse lender mix, while Delhi maintained manufacturing sector focus with strong private bank participation.

The state-wise analysis reveals interesting patterns in lender preferences and sectoral focus. Uttar Pradesh, with over 68 lakh registered Udyam MSMEs, represents significant untapped potential for further credit expansion, particularly given its primary focus on cash credit, overdraft, and demand loan products.

The geographical distribution of MSME credit in FY25 continued to show significant concentration, with the top five states — Maharashtra, Gujarat, Tamil Nadu, Uttar Pradesh, and Delhi — contributing 48% of overall origination value.

Lender Ecosystem and Credit Distribution

The FY25 lending landscape demonstrated a well-distributed approach across different lender categories. Private banks captured 42% of credit demand and 35% by volume, focusing primarily on large ticket loans and higher-quality borrowers. Public Sector Banks maintained similar volume share (35%) but represented 39% of credit demand, indicating their continued commitment to smaller ticket loans and priority sector lending.

NBFCs contributed 18% by volume, playing a crucial role in serving borrowers who might not meet traditional banking criteria. The "Others" category, including cooperative banks and small finance banks, represented 12% of the market, demonstrating the ecosystem's diversity and the importance of specialized lending institutions.

The credit exposure analysis revealed that borrowers with exposure up to ₹1 crore comprised 65% by volume but only 23% by value, highlighting the predominance of micro-enterprises in the MSME ecosystem. Conversely, borrowers with ₹10 crore to ₹50 crore exposure represented only 8% by volume but 34% by value, indicating the significant economic impact of larger MSMEs.

Government Initiatives and Policy Support

The Credit Guarantee Fund Trust for Micro and Small Enterprises (CGTMSE) achieved remarkable milestones in FY25, demonstrating the government's commitment to MSME sector development. CGTMSE covered over 27 lakh beneficiaries with a guarantee amount of ₹3.06 lakh crore, representing a 51% year-over-year growth and the highest guarantee amount in the institution's history.

Several policy initiatives implemented during FY25 enhanced the sector's credit accessibility. The guarantee ceiling was raised from ₹5 crore to ₹10 crore effective April 2025, while guarantee fees were reduced for loans above ₹1 crore up to ₹5 crore. Coverage for women-led enterprises was enhanced from 85% to 90%, and eligible activities were expanded to include wholesale trade and educational institutions.

₹9.34 lakh crore
cumulative approved guarantees since CGTMSE's inception

The cumulative approved guarantees since CGTMSE's inception reached ₹9.34 lakh crore, demonstrating the scheme's substantial contribution to MSME sector development. The automation of guarantee processes through API integration and improved claim settlement ratios have enhanced operational efficiency and lender confidence.

Technology and Innovation in Credit Assessment

A significant finding from the FY25 analysis was the importance of comprehensive borrower assessment. The report revealed that lenders who leveraged information across both individual and business profiles of borrowers experienced 40% improvement in borrower performance. This highlights the growing sophistication in credit assessment methodologies and the importance of holistic risk evaluation.

The analysis of borrowers with dual footprints (individual and entity) showed that 71% had credit history for more than 12 months as entities, while 23% were high-risk borrowers (CMR 7-10). This comprehensive approach to credit assessment represents a significant advancement in risk management and suggests the potential for more nuanced and effective lending strategies.

Challenges and Future Outlook

Despite the overall positive performance, the MSME sector faces several challenges that require attention. The moderation in credit supply during the latter part of FY25 suggests that external headwinds and global uncertainties are impacting lender confidence. The early delinquency trends in smaller ticket loans indicate the need for enhanced monitoring and support mechanisms for micro-enterprises.

The significant gap between registered MSMEs and those accessing formal credit remains a key challenge and opportunity. With only 58% of registered MSMEs having accessed formal credit, there is substantial potential for sector expansion and financial inclusion enhancement.

Conclusion and Strategic Implications

The MSME sector's performance in FY25 demonstrates remarkable resilience and continued growth potential despite facing external challenges. The improvement in asset quality, sustained demand

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

growth, and significant government support through CGTMSE initiatives position the sector well for continued expansion. However, the moderation in credit supply and the need for enhanced risk management in smaller ticket segments require careful attention from both lenders and policymakers.

The sector's contribution to India's economic transformation remains crucial, with its role in employment generation, innovation, and export competitiveness becoming increasingly important. The technology-driven improvements in credit assessment and the growing sophistication of the lending ecosystem suggest that the MSME sector is well-positioned to support India's journey toward becoming a developed economy by 2047.

The path forward requires continued focus on financial inclusion, technology adoption, risk management enhancement, and policy support to ensure that the MSME sector can fulfil its potential as a key driver of India's economic growth and development.

The technology-driven improvements in credit assessment and the growing sophistication of the lending ecosystem suggest that the MSME sector is well-positioned to support India's journey toward becoming a developed economy by 2047.

TransUnion CIBIL: MSME Pulse May 2025

Union Budget 2025- 26: Strengthening the MSME Sector

The Union Budget 2025-26 presents a comprehensive strategy to strengthen India's MSME sector, recognizing its pivotal role as one of the key engines in India's developmental journey alongside agriculture, investment, and exports. The budget introduces several transformative measures designed to enhance credit access, support entrepreneurial ventures, and promote labour-intensive industries while addressing structural challenges faced by the sector.

The most significant reform involves revised classification criteria, with investment and turnover limits for MSME classification increased by 2.5 times and 2 times respectively. This expansion is expected to help businesses scale operations more effectively while accessing better resources, ultimately improving efficiency, technological adoption, and employment generation.

MSME classification

With investment and turnover limits for MSME classification increased by 2.5 times and 2 times

Enhanced credit availability remains a cornerstone of the budget's MSME focus. The government has announced increased credit guarantee cover for micro and small enterprises, startups, and export-focused MSMEs. A particularly notable innovation is the introduction of credit cards for micro enterprises, providing these smallest businesses with flexible financing options to meet their operational needs.

Support for first-time entrepreneurs features prominently through a new scheme providing financial assistance to first-time entrepreneurs from disadvantaged backgrounds. This initiative aims to democratize entrepreneurship and ensure inclusive economic participation across different social strata.

The budget demonstrates a strategic focus on labour-intensive sectors including footwear, leather, and toy manufacturing. These sector-specific initiatives are designed to enhance productivity while positioning India as a competitive player in global markets. Additionally, the establishment of new institutions and missions for manufacturing and clean technology reflects the government's commitment to modernizing the MSME ecosystem.

₹23,168.15 crore

The budgetary allocation for the Ministry of MSME in 2025-26

The budgetary allocation for the Ministry of MSME has been increased to ₹23,168.15 crore for 2025-26, representing a significant increase from the previous year's ₹17,306.70 crore and demonstrating the government's financial commitment to the sector.

The MSME sector's growing importance is evidenced by its contribution to India's Gross Value Added, which increased from 27.3% in 2020-21 to 30.1% in 2022-23. With 5.93 crore registered MSMEs employing more than 25 crore people, the sector accounts for 45.73% of India's total exports in 2023-24, reinforcing its role in positioning the country as a global manufacturing hub.

The budget's comprehensive approach combines immediate financial support with long-term structural reforms, creating an ecosystem that enables MSMEs to expand their reach and strengthen their contribution to India's economic growth. These measures, alongside existing initiatives like Udyam Registration and PM Vishwakarma, reflect a holistic strategy to amplify the role of MSMEs in driving economic growth, employment, and inclusive development across India.

Ministry of Micro, Small & Medium Enterprises

Global Fintech Industry

Overview

The global fintech industry is experiencing a transformative phase, characterized by robust revenue growth, the emergence of dominant scaled players, and the rapid adoption of cutting-edge technologies such as artificial intelligence and blockchain. In 2024, fintech revenues surged by 21%, significantly outpacing the 6% growth of traditional financial services, underscoring the sector's resilience amid macroeconomic uncertainty. The industry's early years were marked by a phase of "growth at all costs" mindset, but today's leaders are focused on sustainable, profitable expansion, navigating increased regulatory scrutiny and fierce competition from both established incumbents and nimble disruptors. Despite fintech's capturing only about 3% of the global banking and insurance revenue pools, they have proven adept at addressing longstanding inefficiencies, particularly in payments, challenger banking, and digital asset management, while vast opportunities remain across geographies and verticals.

Key Industry Trends

AI Revolution: From Automation to Agentic AI

The integration of artificial intelligence, particularly the emergence of agentic AI, represents one of the most significant technological shifts poised to reshape the fintech landscape. Unlike current generative AI applications that require continuous human prompting, agentic AI operates autonomously, executing tasks, learning from outcomes, and adapting strategies independently. This technological evolution promises to transform financial services from simple automation to true autonomy, enabling AI agents to monitor customer behaviour, execute transactions, and optimize financial strategies without human intervention.

The practical applications of agentic AI span multiple financial services domains. In retail banking, proactive financial agents will monitor customer income, behaviour, and goals to automatically move funds and adjust savings strategies. Wealth management will benefit from goal-driven portfolio agents that monitor markets, rebalance portfolios, and execute trades aligned with changing client objectives. Payment systems will utilize self-executing agents to manage recurring billing, issue virtual cards, and optimize transaction routing for cost efficiency.

> **Wealth management** will benefit from goal-driven portfolio agents that monitor markets, rebalance portfolios, and execute trades aligned with changing client objectives

Example Agentic AI Use Cases in Financial Services

RETAIL BANKING

Proactive financial agents monitor a customers' income, behavior, and goals, then take actions like auto-moving funds and adjusting savings goals

WEALTH MANAGEMENT

Goal-driven portfolio agents monitor the market, rebalance portfolios and execute trades and align allocations with changing client objectives

PAYMENTS

Self-executing payment agents manage recurring billing, issue virtual cards, initiate payments and automatically route transactions for cost optimization

FINANCIAL INFRASTRUCTURE

Risk management agents monitor liquidity, detect anomalies, reallocate capital, and adjust margin or collateral positions in real time

LENDING

Full-stack lending agents assess creditworthiness, preapprove loans, generate offers, collect documents, and proactively adjust repayments terms if risk changes

Onchain Finance: The Quest for Mainstream Adoption

Despite years of technological development, onchain finance remains in search of the key use case that will trigger widespread adoption. The sector has shown promising developments with major acquisitions, signalling institutional confidence in blockchain-based financial infrastructure. Regulatory clarity is improving globally, with the European Union's Markets in Crypto-Assets (MiCA) regulation providing a comprehensive framework for digital assets.

Stablecoins represent the most mature application of onchain finance, with their primary use cases evolving beyond crypto trading to include store of value functions in high-inflation markets and cross-border payment solutions. In markets with currency instability, stablecoins provide unrestricted access to US dollar liquidity.

Asset tokenization emerges as potentially more transformative than stablecoins, with the capability to address fundamental inefficiencies in traditional financial infrastructure. The tokenization of financial assets including bonds, private credit, and real estate could eliminate approximately $20 billion in annual intermediary costs while enabling instant, 24/7 settlement and democratizing access to previously exclusive investment opportunities.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

Challenger Banking Evolution: Scaling Beyond Disruption

Challenger banks have evolved from emerging disruptors to established players within the global banking ecosystem, particularly in markets like Brazil, the UK, South Korea, and China, where they account for more than 10% of total bank market capitalization. However, success remains concentrated among a small group of leaders, with only 24 out of 650 global challenger banks generating revenues above $500 million annually.

$500 million
Revenue generated annually by 24 out of 650 global challenger banks

The strategic focus for challenger banks is shifting toward four key areas: diversifying revenue streams beyond fee income, increasing average deposit balances, targeting more affluent customer segments, and selective geographic expansion.

Geographic expansion presents both opportunities and challenges for challenger banks. While some advantages exist, including leaner operating models and digital-first customer engagement, historical expansion attempts have faced significant obstacles. Notable failures include N26 and Monzo's exits from the US market and Revolut's withdrawal from Canada, highlighting the complexity of navigating diverse regulatory frameworks and intense local competition.

Fintech Lending: Private Credit Partnerships Drive Growth

The fintech lending sector is experiencing renewed momentum driven by partnerships with private credit funds, declining interest rates, and maturing customer data capabilities. Despite representing only 3% penetration of the $2 trillion global lending market, fintech lenders are positioned to benefit from several favourable trends. Private credit funds, with $1.7 trillion in assets under management growing at 20% annually, are increasingly partnering with fintechs to access loan origination capabilities.

These partnerships enable fintechs to leverage their customer acquisition strengths while accessing stable funding sources that are often more predictable than traditional deposit funding. The private credit opportunity in fintech lending represents approximately $280 billion in white-space potential. Current fintech-originated loan balances of $500 billion split between $370 billion in consumer loans and $130 billion in business loans, with $320 billion addressable by private credit funds after filtering for return expectations and regional accessibility. Excluding existing announced deals of $40 billion in annual origination volume, the remaining opportunity represents significant growth potential for both fintechs and private credit providers.

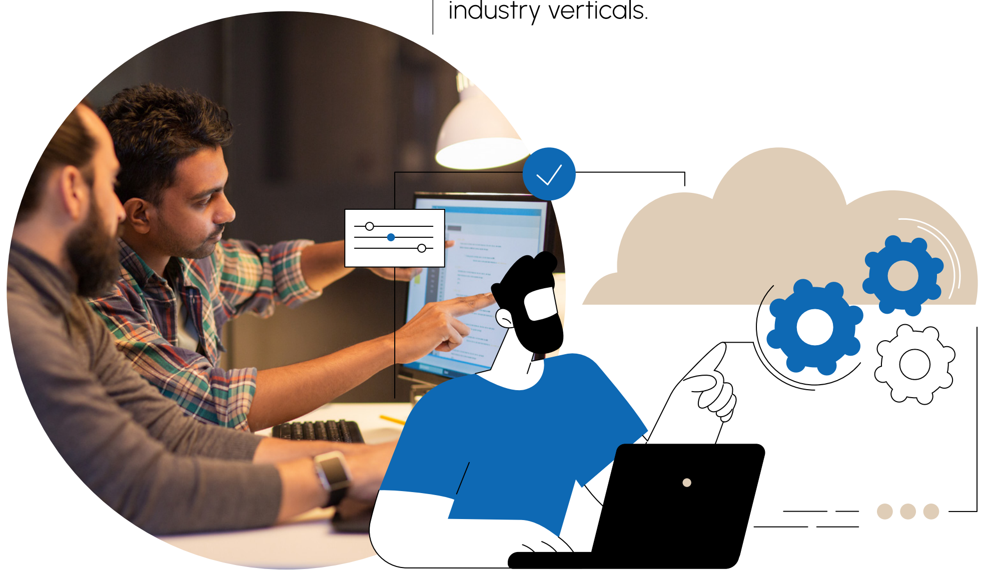
$280 billion
The private credit opportunity in fintech lending represents approximately $280 billion in white-space potential.

Emerging Growth Sectors: B2B, Infrastructure and Lending

The next generation of scaled fintech winners is emerging from 3 primary verticals: B2B payments and services, financial infrastructure, and lending solutions. B2B-focused fintechs account for 39% of revenues among companies generating $50-500 million annually, reflecting the significant pain points that remain in business financial workflows. These companies are automating manual, costly, and slow processes that have historically plagued business financial operations.

Financial infrastructure represents 18% of revenues in the scaling fintech segment, addressing the substantial work remaining to upgrade legacy financial systems. There is also a growing partnership model between fintechs and incumbents, where fintechs serve as technology providers rather than direct competitors.

The embedded finance opportunity within B2B verticals continues to expand, with vertical SaaS platforms increasingly integrating payment processing, lending facilities, and other financial services into their core offerings. This integration creates multiple revenue streams while improving customer retention and expanding addressable markets for software providers serving specific industry verticals.



Growth Drivers

Market Penetration Opportunities Across Verticals

The most significant growth driver for the fintech industry lies in the substantial market penetration opportunities across various financial services verticals. With only 3% of global banking and insurance revenue pools currently penetrated by fintechs, the industry represents various untapped opportunities. Payments lead with 14% penetration, while trading and investment achieve 5%, lending reaches 3%, deposits attain 2%, and insurance remains below 1%.

The concentration of fintech success in 5 primary areas — digital wallets, acquiring and vertical SaaS, challenger banking, retail crypto trading, and buy-now-pay-later services — accounts for ~55% of scaled fintech revenues through payments alone. However, significant opportunities exist in underserved segments including wealth management, insurance, and various lending categories beyond unsecured personal loans.

Technology-Driven Innovation and Efficiency

Advanced technologies, particularly artificial intelligence and blockchain infrastructure, serve as fundamental growth drivers enabling fintechs to address previously unsolvable problems and create new market categories. The rapid advancement of AI capabilities, from basic automation to sophisticated agentic systems, provides fintechs with tools to deliver hyper-personalized services, automate complex workflows, and operate at unprecedented scales with minimal human intervention.

The development of blockchain and onchain finance infrastructure creates opportunities for fintechs to build more efficient, transparent, and accessible financial systems. Asset tokenization alone could unlock trillions of dollars in currently illiquid assets, making them accessible to broader investor bases while reducing intermediary costs and settlement times.

Capital Market Dynamics and Investment Flows

The fintech industry benefits from substantial capital availability, with $677 billion in venture capital dry powder globally, of which 13% has historically been allocated to fintech investments.

The shift toward sustainable growth metrics has created a more stable foundation for long-term value creation. Revenue multiples for public fintechs stabilized in 2024 with a 3% increase after a 31% decline in 2023, while equity funding declines moderated to 13% compared to 51% in the previous year. This stabilization, combined with robust 21% revenue growth, demonstrates the industry's ability to maintain expansion while improving financial discipline.

Private credit partnerships represent a new and significant source of capital for fintech growth, particularly in lending sectors. The $280 billion white-space opportunity for private credit funds in fintech lending creates aligned incentives between capital providers seeking yield and fintechs requiring stable funding sources.

Regulatory Evolution and Market Maturation

Regulatory clarity and framework development serve as crucial growth enablers, with several jurisdictions implementing comprehensive digital asset regulations and open banking standards. The European Union's MiCA regulation, Switzerland's DLT Act, and various open banking implementations across 65+ countries provide legal certainty that enables fintech innovation and scaling. The United States' renewed focus on crypto-friendly policies and potential for increased federal banking charter availability could significantly accelerate domestic fintech growth.

The maturation of regulatory frameworks reduces compliance costs and operational risks for fintechs while creating competitive advantages over less regulated alternatives. However, this evolution also increases expectations for regulatory compliance and risk management capabilities, particularly for scaled fintechs that can no longer operate under the "move fast and break things" philosophy.

Demographic and Behavioural Shifts

Changing consumer expectations and demographic trends provide fundamental growth drivers for fintech adoption. Younger consumers increasingly expect seamless, digital-first financial experiences while demonstrating greater willingness to trust non- traditional financial service providers. This trend is particularly pronounced in emerging markets where traditional banking infrastructure is less developed and mobile-first solutions can achieve higher penetration rates.

Business digitization trends, accelerated by recent global events, have created increased demand for B2B fintech solutions. Companies of all sizes are seeking to automate financial workflows, improve cash flow management, and access alternative funding sources. This trend benefits vertical SaaS providers, B2B payment processors, and embedded finance platforms that can integrate financial services into existing business software ecosystems.

The convergence of these growth drivers — substantial market penetration opportunities, technology-driven innovation, favourable capital market conditions, regulatory evolution, and demographic shifts — positions the global fintech industry for continued expansion and transformation.

BCG + QED Investors: Global Fintech Report 2025

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

Indian Fintech Industry

The Indian fintech ecosystem stands at a critical juncture in 2025, having experienced remarkable growth over the past decade while simultaneously facing significant regulatory challenges and profitability concerns. The sector has grown significantly in the past decade, establishing India as a global fintech powerhouse.

Major Fintech Trends

Embedded Finance Revolution

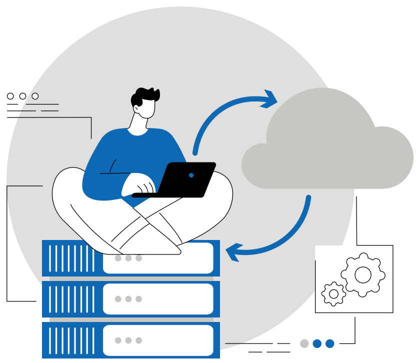
Embedded finance has emerged as one of the most transformative trends in Indian fintech, seamlessly integrating financial services into non-financial platforms. This trend manifests through e-commerce sites offering instant credit at checkout and ride-hailing apps providing insurance during booking. The growth of super apps exemplifies this integration, offering services ranging from bill payments and online shopping to loans and investments within a single platform.

This integration significantly enhances customer experience by eliminating the need to switch between multiple platforms while promoting financial inclusion by extending essential services to underserved populations. The convenience factor is reshaping how Indians interact with financial services, making them more accessible to rural and underserved areas.

AI and ML Adoption

AI and ML technologies are making fintech services more intelligent and efficient, with applications spanning fraud detection, identity verification, and personalized financial advice. These technologies analyse transaction patterns in real-time to flag unusual activities, preventing financial fraud before it occurs. AI-powered tools facilitate quicker identity verification processes, accelerating customer onboarding.

The advancement extends to automated credit scoring systems that evaluate creditworthiness based on diverse data points, expanding access to credit for previously underserved populations. AI-driven chatbots provide instant customer support, while robo-advisors are gaining traction in wealth management, using algorithms to guide investment decisions and make financial planning more accessible and affordable.



Blockchain and Decentralized Finance (DeFi) Growth

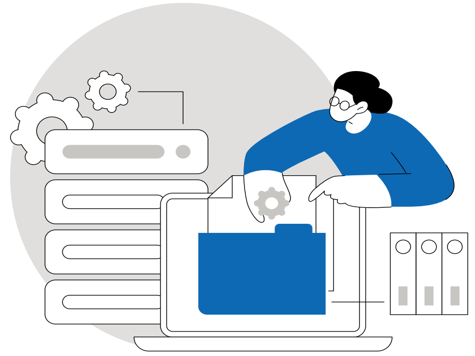
Blockchain technology is revolutionizing the fintech landscape beyond cryptocurrencies, with applications in smart contracts, identity verification, and secure payments. Smart contracts automate agreements and eliminate intermediaries, while blockchain enhances identity verification by securely storing user data, making identity checks faster and tamper-proof.

Decentralized Finance (DeFi) enables peer-to-peer lending, borrowing, and trading without traditional banking intermediaries. In India, DeFi holds significant potential for empowering individuals by providing easier access to loans and financial services.

Buy Now, Pay Later (BNPL) and Alternative Lending

The BNPL model is reshaping payment preferences, allowing consumers to split payments into smaller installments rather than paying the full amount upfront. Many Indian platforms are leading this trend, offering easy access to credit even for those without traditional credit scores. This is particularly beneficial for younger audiences and first-time borrowers, making high-value purchases more affordable.

Alternative lending models are expanding credit access in underserved areas, improving the overall accessibility of financial services. These models are crucial for financial inclusion, bridging the gap between traditional banking and the needs of underbanked populations.



Regulatory Environment and Compliance Challenges

The regulatory landscape has been particularly challenging for Indian fintech companies, with the RBI taking active measures to curtail rapid expansion in 2024. Key regulatory actions included tightening norms for P2P lending, establishing independent self-regulation organizations, and startup-specific interventions. These measures caused significant distress within the fintech ecosystem, with compliance costs reaching $20 million for early-stage startups.

The implementation of Regtech (Regulatory Technology) is becoming essential for managing complex regulatory requirements. Regtech uses advanced technology to automate processes like reporting, audits, and risk assessments, reducing manual effort and minimizing errors. This enables faster compliance and helps fintech companies meet regulatory deadlines while focusing on growth.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

Challenges and Future Prospects

The Indian fintech industry faces several persistent challenges alongside emerging opportunities. The digital divide remains a significant barrier, with rural areas having limited internet access and lower digital literacy rates. Infrastructure challenges require continued investment in digital education and connectivity improvements.

Data security and privacy concerns are intensifying as cyber-attacks increase and users become more privacy-conscious. Fintech companies must invest in robust cybersecurity systems and comply with privacy regulations to maintain consumer trust.

Despite these challenges, the industry's future appears bright with government initiatives like Digital India and Startup India fostering innovation. The Unified Payments Interface (UPI) success story demonstrates the potential for future reforms to enhance fintech adoption nationwide.

The sector's focus on financial inclusion will continue bridging the gap between urban and rural India, with mobile wallets and digital savings empowering millions of unbanked individuals. This integration into the formal economy will improve quality of life while creating new market opportunities for fintech companies.

As the industry evolves, companies must leverage cutting-edge technologies while maintaining regulatory compliance and focusing on sustainable, profitable growth. The convergence of AI, blockchain, embedded finance, and sustainable practices positions Indian fintech for continued innovation and expansion in the global market.

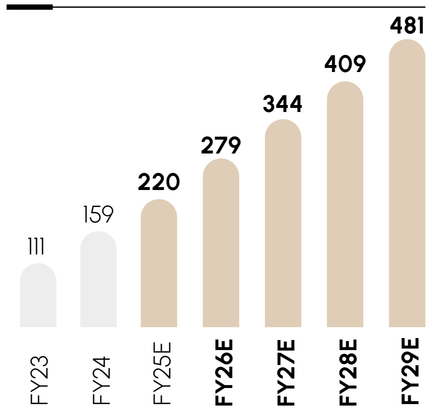
Inc42, Hyperverge

Indian Digital Payments Landscape

India's digital payments landscape has emerged as a global phenomenon, transforming the country from a predominantly cash-based economy to one of the world's most advanced digital payment ecosystems. India now accounts for nearly 46% of the world's digital transactions, representing a staggering 90-fold increase in retail digital payments over the past 12 years. This remarkable transformation positions India as a global leader in payment innovations and digital financial inclusion.

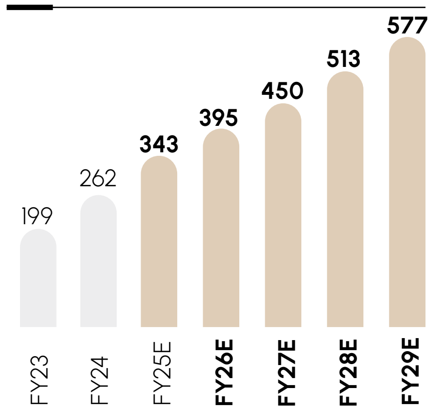
The Indian digital payments market has demonstrated exceptional resilience and growth, with transaction volumes increasing by 42% YOY in FY24. The market is projected to expand dramatically from 159 billion transactions in FY24 to 481 billion transactions by FY29, representing a three-fold increase. In terms of transaction value, the market is expected to grow from INR 262 trillion to INR 577 trillion over the same period, marking a significant doubling of the market size.

Transaction Volume
(in billion)



The sustained growth is attributed to multiple factors including rapid expansion of digital infrastructure, changing consumer preferences toward digital payments, an expanding merchant acceptance network, and continuous innovation by ecosystem participants.

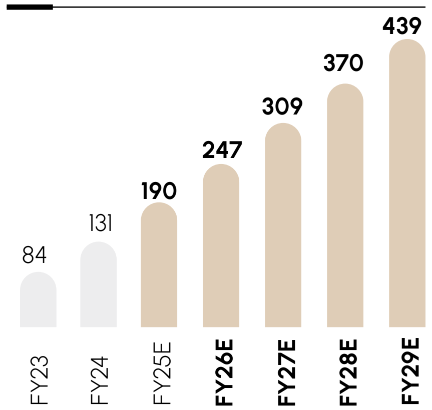
Transaction Value
(in INR trillion)

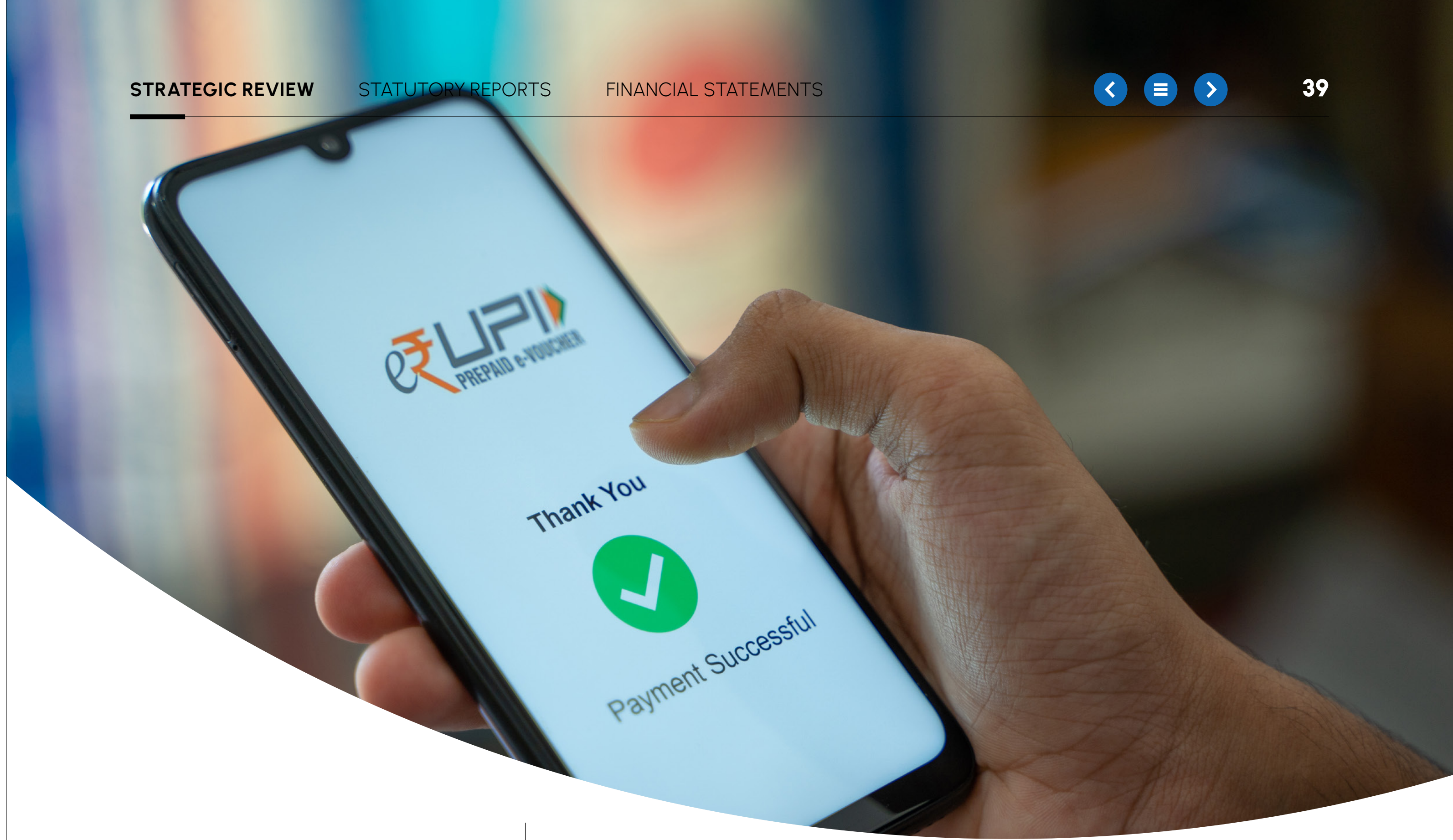


UPI: The Digital Payments Revolution

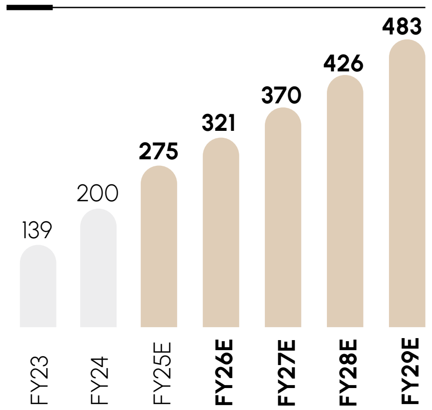
UPI stands as the cornerstone of India's digital payments success story, continuing its remarkable growth trajectory with a 57% YOY increase in transaction volume and 44% growth in transaction value during FY24. With 131.12 billion transactions worth INR 199.9 trillion processed in FY24, UPI has solidified its position as the dominant payment rail in India's retail digital payments landscape.

Transaction Volume of UPI
(in billion)





Transaction Value of UPI
(in INR trillion)



The platform now accounts for over 80% of the total retail digital payment transaction volume, and this dominance is expected to increase to 91% by FY 2028-29. Person-to-merchant (P2M) transactions constitute 60% of UPI usage, while person-to-person (P2P) transactions account for 40%, indicating a significant shift toward commercial transactions.

UPI Innovation and Future Prospects

UPI is projected to reach a historic milestone of 1 billion daily transactions by FY28, with the daily transaction volume expected to increase to 1.4 billion by FY29. The integration of credit cards with UPI has emerged as a game-changing innovation, with users spending over INR 22,000 per month through credit cards linked to UPI, conducting an average of 21 transactions monthly — four times more frequent than traditional physical credit cards.

The Reserve Bank of India (RBI) is exploring biometric authentication alternatives to traditional PINs, considering fingerprint recognition on Android devices and Face ID on iOS platforms to enhance transaction security and reduce fraud. This transition will initially offer both PIN and biometric authentication methods simultaneously to ensure a smooth user experience.

Merchant Acquiring Infrastructure

The merchant acquiring landscape has experienced exponential growth, with offline merchant acquiring showing remarkable expansion. QR code deployments reached 352 million, marking a 34% increase in FY24, while POS deployments grew to 8.9 million with a 14% increase.

QR Code Revolution

QR codes have emerged as the preferred payment acceptance method for merchants due to their convenience, ease of setup, and zero MDR charges on UPI transactions. The deployment has seen a remarkable 50%+ CAGR over the past three years, driven by new players entering the market, significant penetration in tier II and III cities, and cross-selling opportunities for financial services.

Soundbox Innovation

Soundboxes are gaining rapid traction alongside QR codes, providing voice confirmations for transactions that significantly streamline the payment process and enhance merchant experience. These devices help reduce errors and fraud while creating merchant loyalty through improved ringfencing strategies.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

NETC and FASTag

The National Electronic Toll Collection (NETC) system has achieved notable success with 97% penetration in mobility payments, covering 1,228+ toll plazas across India. FASTag has dramatically reduced wait times at toll plazas from 714 seconds to 47 seconds, improving travel experience and fuel efficiency.

NETC processed 3.84 billion transactions worth INR 648 billion in FY24, showing 13% and 20% growth in volume and value respectively. The government is implementing Global Navigation Satellite System (GNSS) technology to eliminate wait times entirely, positioning India alongside developed economies like Switzerland and Germany.

Bharat Bill Payment System (BBPS)

BBPS demonstrated substantial growth in FY24 with 26% increase in transaction volume and 60% surge in transaction value, processing 1.387 billion transactions worth INR 4.307 trillion. The system has onboarded more than 21,000 billers, with electricity payments (38%) and loan repayments (34%) being the largest contributors.

The RBI has introduced several measures to enhance BBPS penetration, including reducing net worth requirements from INR 100 crore to INR 25 crore, enabling cross-border payments, and expanding scope to include all categories of payments and collections.

26% increase

BBPS demonstrated substantial growth in FY24 with 26% increase in transaction volume and 60% surge in transaction value

Future Trends and Innovations

Big Data Analytics and AI Integration

The intersection of big data analytics and payment solutions is transforming the industry through fraud detection, personalized financial solutions, real-time transaction monitoring, and enhanced customer insights. Payment companies are leveraging machine learning algorithms and natural language processing to automate processes and improve customer service.

Business Payments Digitization

The B2B payments landscape is undergoing significant transformation with the emergence of connected finance solutions, commercial credit cards, and virtual card adoption. These innovations provide businesses with end-to-end payment solutions, improved cash flow management, and simplified reconciliation processes.

Cross-Border Payment Expansion

India leads global remittance inflows with USD 125 billion received in 2023, representing 12.3% growth and 66% share in South Asia. The government has proposed reducing cross-border payment costs from 6.18% to 3% through technology integration, as presented to the World Trade Organization.

Global Expansion and International Recognition

UPI's global expansion continues with strategic partnerships enabling integration in numerous countries through NPCI International Payments. The UPI One World initiative, launched for G20 countries, allows foreign visitors to experience seamless P2M payments, supporting India's tourism sector that is expected to contribute USD 250 billion to GDP by 2030.

Challenges and Opportunities

Despite remarkable growth, the industry faces challenges including low QR activation rates, merchant switching between payment providers, fraud prevention, and the need for alternative credit underwriting mechanisms for new-to-credit customers. However, these challenges present opportunities for innovation in areas such as biometric authentication, connected finance solutions, and enhanced loyalty programs.

India's digital payments ecosystem represents a transformative success story that has fundamentally altered the country's financial landscape. With projections indicating continued exponential growth, innovative product developments, and expanding global adoption, India is well-positioned to maintain its leadership in digital payments innovation. The ecosystem's success demonstrates the power of collaborative efforts between regulators, banks, FinTech companies, and other stakeholders in creating a more inclusive, efficient, and secure financial system.

The journey from a cash-dominated economy to becoming the global leader in digital transactions within just over a decade showcases India's technological prowess and adaptive regulatory framework. As the industry moves toward achieving 1 billion daily UPI transactions and doubling credit card penetration, India's digital payments story continues to evolve as a model for developing economies worldwide.

PWC's The Indian Payments Handbook

About Niyogin Fintech Limited

Overview

Niyogin Fintech Limited is an innovative fintech and lending Company based in India, holding the distinction of being an early-stage, publicly listed entity. Over the years, the Company has evolved into a dual-business model focused on serving underserved segments including rural India and MSMEs through innovative partnerships and cutting-edge technology.

Following the Board's recent approval of a landmark composite scheme of arrangement for demerger in FY25, Niyogin is structured to create two distinct, focused, and pure-play entities that will pursue independent growth strategies while maintaining their core mission of financial inclusion.

The Company operates through two primary verticals that will become separate listed entities: a Tech-Enabled NBFC (to be spun off as Niyogin Fintech) and a Payments Infrastructure business (iServeU). This strategic restructuring is designed to streamline corporate structure, enhance operational efficiency, and provide investors with distinct pure-play investment opportunities.

Tech-Enabled NBFC (Niyogin Fintech Limited)

The lending arm employs a partnership-led strategy, collaborating with fintech platforms and local enterprise partners to extend credit solutions to MSMEs and underserved segments. Through its digital platform NiyoBlu and various fintech partnerships, Niyogin facilitates lead generation and provides digital access to credit and financial services. The business model leverages partner platforms for customer acquisition and collection, allowing Niyogin to focus on data-driven underwriting while maintaining low customer acquisition costs. With 88% of the loan book sourced through partnerships and alliances, the NBFC has built a scalable, high-margin, and high operating leverage potential, lending operation. The lending business is enhanced by proprietary AI capabilities through Niyogin AI, which automates KYC processes, improves underwriting, and provides process automation solutions. Niyogin AI has in turn acquired SuperScan which is an efficiency enhancement toolkit that helps companies streamline their workflows, enhance their customer service and reduce operational costs.

Banking tech Infrastructure (iServeU):

iServeU is a leading cloud-native technology infrastructure provider for the financial services industry, offering an integrated, full-stack platform that empowers banks, NBFCs, and fintechs to deliver seamless digital financial experiences.

Through its proprietary tech stack—covering merchant acquiring, card issuance and management, financial inclusion, and digital lending—iServeU enables end-to-end transaction processing with scalability, compliance, and cost-efficiency. With over 1 million merchants onboarded, 238,000+ soundboxes deployed, and 95 million transactions processed in FY25 alone, iServeU has demonstrated rapid growth and consistent profitability. Backed by long-term contracts, marquee partnerships, and a reputed clientele, iServeU is well-positioned to shape the future of digital banking infrastructure in India and global markets.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

Business Model and Strategy

Tech-Enabled NBFC (Niyogin Fintech)

Business Model:
Niyogin Fintech operates as a partnership-led, capital-efficient non-banking financial Company (NBFC), focused on delivering credit solutions to micro, small, and medium enterprises (MSMEs) and underserved segments across India. The business leverages a network of fintech platforms, local enterprise partners, and digital distribution channels to source customers, keeping customer acquisition costs (CAC) low and enabling scalable outreach.

Strategic Pillars:
Partnership-Led Origination
The majority of the loan book is sourced through partnership and alliances with fintechs and enterprise partners. This model allows Niyogin to access differentiated data for superior underwriting, while partners handle customer acquisition and collection, driving high operating leverage.

AI-Driven Underwriting and Automation
Proprietary AI solutions automate KYC, streamline onboarding, and enhance credit assessment, resulting in improved risk selection, operational efficiency, and faster turnaround times.

Product Evolution and Cross-Sell
Customers are guided from basic digital access to higher-value credit products, increasing engagement and retention. Integration with platforms like NiyoBlu and Moneyfront enables cross-selling of financial products, maximizing customer lifetime value.

Capital Efficiency and Scalability
The model is designed for high scalability with minimal incremental costs, supported by disciplined cost management and technology-driven operations.

Revenue Model:
Niyogin Fintech generates revenue primarily through interest income on loans and fees from loan origination and distribution, with a focus on maintaining strong asset quality and sustainable margins. Furthermore, while Niyogin's AI business is currently in its early stages, the Company is confident in its potential to become a strong independent revenue stream.

Payments Infrastructure (iServeU)

Business Model:
iServeU is a comprehensive payments infrastructure provider, with a Banking-as-a-Service (BaaS) model, delivering a modular stack of APIs, SDKs, and device-based solutions to banks, NBFCs, and financial institutions. The Company's offerings enable partners to embed banking, payments, and financial services directly into their customer-facing applications and touchpoints.

Strategic Pillars:
API-First Platform
iServeU's infrastructure is built for seamless integration, supporting rapid partner onboarding and high transaction volumes without performance degradation.

Expansive Product Suite
The Company provides a wide array of services, including AePS, M-ATM, soundbox devices, point-of-sale (POS) terminals, UPI and BBPS platforms, card issuance, insurance, and more. This breadth creates multiple cross-sell and upsell opportunities for partners.

SaaS and TSP Revenue Model
iServeU has transitioned to a high- margin Software-as-a-Service (SaaS) and Technology Service Provider (TSP) model, focusing on recurring, predictable income streams from device management, transaction fees, and technology service subscriptions.

Order Book and Market Leadership
A robust order book and marquee client base provide strong revenue visibility and reinforce iServeU's leadership in device deployments and digital payments infrastructure.

Innovation and Scalability:
The platform is designed for adaptability, supporting the launch of new products and services, and is capable of scaling to meet the demands of large financial institutions and partners.

Revenue Model:
iServeU earns revenue through device sales, transaction and service fees, SaaS subscriptions, and technology service charges, with a focus on increasing the share of high-margin, recurring revenues.

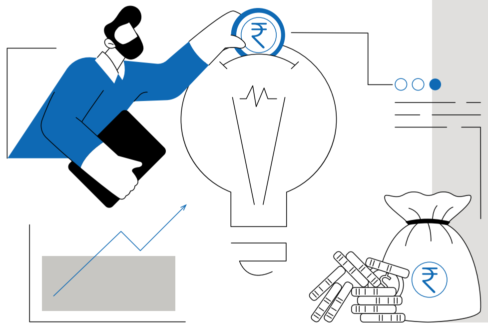
Products

Banking as a Service (BaaS)

iServeU provides its partners with a comprehensive financial infrastructure and Banking-as-a-Service (BaaS) platform, featuring APIs, SDKs, and full-stack solutions. These offerings help partners expand their range of services. The APIs and SDKs are built for smooth integration with existing partner systems, while the full-stack solutions are ideal for those just starting out. With these BaaS tools, partners can develop a wide array of financial products, allowing them to deliver diverse financial services to their customers and establish themselves as all-in-one service providers.

iServeU supports three main categories of partners and also offers an advanced soundbox technology platform. This soundbox records transactions, sends them to the NPCI for validation, and then uses its switching capabilities to confirm and announce the completion of the transaction via the device.

Banking Correspondent Agencies (BCs)



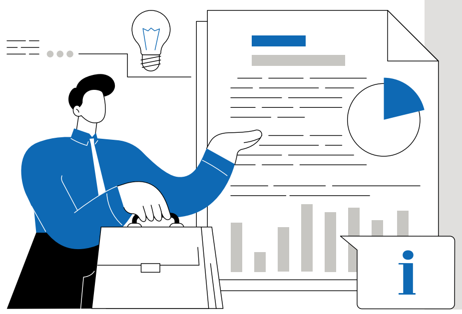
BC Agencies, which operate through large networks of retail outlets or agents, are always looking for new ways to increase revenue from their existing infrastructure. iServeU helps these agencies by providing a suite of financial inclusion tools and transactional banking services. These solutions are used at customer touchpoints, such as local Kirana stores or agent kiosks, enabling BC Agencies to offer essential financial services to people in remote areas, thereby promoting financial inclusion.

Banks

Acting as a Technology Service Provider (TSP) or program manager, iServeU partners with banks to help them launch digital initiatives and expand their service offerings, ultimately boosting customer loyalty.

The technology stack provided by iServeU ensures that banks can deliver financial services efficiently and cost-effectively.

Neo-banks and Fintechs



Many fintech companies aim to expand beyond their core services. iServeU's comprehensive product suite and plug-and-play approach allow these fintechs to quickly diversify and launch new financial services, often within just a few weeks.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

iServeU Product

Business vertical	Merchant acquiring	Issuance / Card management system	Financial inclusion	Lending solution	Value added services
Products	· Merchant management system – online and offline channel · POS, UPI, Soundbox solutions · Bharat bill payment system (BBPS) · Payouts	· Card issuance & management – Prepaid cards, credit cards, debit cards, forex cards · Access control server	· Agent banking · Mobile money	· Loan origination system · Loan management system · Buy now pay later · Credit line on UPI	· Onboarding solution · KYC checks · Reconciliation · Switching

Lending Business

Niyogin's NiyoBlu platform is tailored for MSMEs and operates through finance professionals. It serves as an all-in-one digital channel for delivering a broad spectrum of financial services. Through NiyoBlu, Niyogin's NBFC arm offers unsecured business and working capital loans to MSMEs. In addition to lending, Niyogin collaborates with top institutions to provide services like insurance and wealth management, allowing finance experts to deliver a unified suite of offerings to their MSME clients from a single platform.

NiyoBlu is built to enhance the experience for finance professionals by providing a rich set of resources, such as knowledge bases, product manuals, and analytical tools. The platform has brought on board over 6,375 finance professionals — primarily Chartered Accountants — each typically serving 100 to 150 MSME clients. These professionals are encouraged to submit their clients' financial needs on the platform. When a referral results in an MSME using a financial service, the finance professional earns a commission. Niyogin generates interest income when it underwrites a credit product directly, or earns a referral fee if the lead is passed to a partner institution. The Company's Straight Through Processing (STP) system enables efficient, automated underwriting of digital leads, supporting business growth without extra resource costs and highlighting the effectiveness of its APIs in optimizing operations.

Credit Underwriting

Niyogin has developed strong capabilities in crafting underwriting processes that leverage unique and supplementary data. By working closely with each partner to customize these processes, Niyogin can accurately assess risk and reward, enabling steady expansion of credit programs at the partner level.

Business Updates

Key Organizational Updates

- Composite Scheme of arrangement & amalgamation approved by Board
- Tashwinder Singh appointed as the Executive Vice Chairman of iServeU while continuing in his role as Managing Director and CEO of Niyogin at the group level
- Aakash Sethi elevated to Deputy Chief Executive Officer of NFL Responsible for NBFC and Niyogin AI
- Sanket Shendure and Abhishek Thakkar have been promoted to President tasked with scaling the NBFC
- Successfully raised ₹56.2 Crores from conversion of warrants
- Acquisition of 'SuperScan' toolkit

iServeU

- Signed an MoU with PAX Technology, India in November 2024 for soundbox solutions
- Product developed: Credit line on UPI stack, NPCI's e-KYC Setu System to offer support for KYC processes

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

- Delivered UAT portal for Bharat Bill Payment System to Bank of Baroda

Key contract signed:

- Contracted as TSP for NSDL Payment Bank's agency banking solution
- Bank of Baroda for deployment of Bharat connect platform for BBPS solution
- Axis bank for POS solution deployment pan India

- Canara Bank, Central bank of India, Bank of Baroda, Suryodaya SFB for soundbox solution deployment pan India
- 1,95,000 devices deployed (cumulative as of FY25 end)
- Secured prepaid card collaborations with Slingneo, trust id, growpee, dreamalligned and Ypay
- UPI business under program management is set to revive in FY26 with a new partnership with a leading payments bank

- Order book stands at ~₹400 Crores with 20 contracts to be executed in the next 5 years

Niyogin Fintech

- Incorporation of 100% subsidiary 'Niyogin AI Private Limited'
- Partners onboard in partnership and alliance vertical: Rapipay, Okcredit, PayMe, Finsall and Gromor Finance
- Finance professional partner network stood at 6,375 in FY25, up 8% YoY

Financial Review

(₹ in Cr)

Consolidated Profit & Loss Statement	FY25	FY24	YoY Change (%)
Revenue (ex-device sales)	273.3	194.3	41%
Total Income	309	198	56%
Expenses	331.3	224.1	48%
Adjusted EBITDA (ex-ESOP)	(8.6)	(14.8)	NM
Reported Pre-Tax Profit/(Loss) (A)	(22.3)	(26.1)	NM
Depreciation and Amortization	9.5	8.1	18%
ESOP (B)	3.2	3.0	8%
Non-GAAP PBT (C) = (A) + (B)	(19.0)	(23.2)	NM

- Our consolidated revenue for FY25 was ₹ 309.0 crores. Adj. EBITDA was negative ₹ 8.6 crores compared to negative ₹ 14.8 crores in the last year. Our non-GAAP PBT was negative ₹ 19.0 crores in FY25, compared to negative ₹ 23.2 crores in FY24.
- AUM stands at ₹ 278.8 crores, up 56% YoY.[1]
- Revenue (ex-device sales) grew to ₹ 273.3 crores, up 41% YoY.
- The Gross transaction value (GTV) including payouts was ₹ 39,368 crores in FY25.

1 Including FLDG given for off book exposure of ₹ 19.9 Cr.

Key Financial Ratios

Particulars	FY25	FY24
Fee to Total Income (%)	43.1%	76.4%
Total Income to Total Assets (%)	54.1%	43.8%
Book Value (₹)	29.6	30.2

Opportunities

Neo-Banking Solutions for India's Remote Regions

India's remote populations frequently encounter barriers to accessing conventional banking services. This challenge creates a significant opportunity to serve these communities through Neo-Banking models, which offer better economic viability compared to traditional physical bank branches. Neo-banks deliver comprehensive banking services entirely through digital platforms without requiring physical locations. In India, these digital banks partner with established financial institutions to create platforms that enable services like digital account opening and automated analytics specifically designed for MSMEs. This approach allows customers to access premium financial products and experience enhanced banking experiences. Such collaborations enable traditional banks to improve customer service while offering additional products at highly competitive rates.

Financial Inclusion Initiatives

iServeU is leveraging government and Reserve Bank of India (RBI) programs aimed at promoting financial inclusion. The government continues to strengthen all layers of the IndiaStack, reinforcing the digital infrastructure. As a result, iServeU has successfully provided seamless and reliable services to its MSME customers.

Partnership-Based Market Expansion

Both Niyogin and iServeU employ a partnership-cantered strategy that enables cost-efficient market entry. They work with diverse partners including Banking Correspondent Agencies, Neo-banks/Fintechs, traditional banks, and financial professionals like Chartered Accountants. This broad network of potential collaborators creates extensive opportunities for both organizations to expand their market presence.

Data-Driven Credit Assessment Innovation

Niyogin is advancing its credit evaluation methods by exploring cash flow-based lending solutions. As the MSME sector becomes increasingly formalized, Fintech companies are accessing cash flow data that can be used to assess MSME creditworthiness during loan processing. Leveraging this information not only speeds up the credit underwriting process but also helps maintain low default rates.

Risks, Concerns & Mitigation

Market Risk

Market risk refers to the potential for financial losses due to adverse fluctuations in market factors that impact income and capital. These factors include interest rates, credit spreads, exchange rates, commodity prices, among others.

Mitigation

The Company consistently updates its market risk management framework, which encompasses policies and procedures, to align with industry best practices and regulatory mandates. Niyogin's dedicated risk management team actively oversees market risks and takes measures to mitigate exposure in the loan book portfolio. Additionally, the risk management team regularly performs stress tests across various asset categories to simulate the impact of potential market disruptions.

Credit Risk

Lending entities face the inherent risk of borrowers failing to fulfil their repayment commitments. Such defaults result in the loss of both principal and interest, elevated collection expenses, and interruptions in the lenders' cash flow. Additionally, traditional banks and Non-Banking Financial Companies (NBFCs) have historically been hesitant to extend credit to MSMEs due to their insufficient credit history and the absence of dependable financial records. Consequently, firms that provide loans to MSMEs are considered to operate with an elevated risk of default.

MANAGEMENT DISCUSSION AND ANALYSIS (CONTD.)

Mitigation

Niyogin employs a range of strategies to mitigate risks. The Company conducts thorough credit evaluations that take into account factors such as financial statements, cash flow, collateral worth, and borrowing history. Risk is spread out by diversifying the loan portfolio across various industries, geographical areas, and types of borrowers. The integration of technology, including data analytics and AI-powered decision-making processes, enhances effective risk management. These approaches are designed to ensure responsible lending practices, minimize the risk of concentration, and bolster the Company's overall resilience and long-term viability in providing loans to MSMEs. Additionally, to identify and address potential issues, the Company regularly performs stress testing and scenario analysis on its entire credit portfolio.

Distribution Risk

Collaborating with partners who manage the distribution and availability of products at various sales points can lead to reliance on them. Consequently, there is a danger of significant business loss if a major partner decides to terminate the partnership.

Mitigation

Partners rigorously evaluate iServeU's technological solutions before finalizing any agreements. After integration, iServeU's systems become closely woven with the partners' existing infrastructures. The process of implementing these platforms throughout the distribution channels is an extensive effort led by the partner. Following deployment, agents typically require a minimum of six months to begin processing transactions on the platform. iServeU oversees the operational aspects behind the scenes, facilitating a smooth customer journey and achieving high rates of successful transactions. Additionally, iServeU contributes to customer retention by developing an extensive range of products that enhance the partners' ability to serve their clientele more effectively.

Digital Economy

The government is progressively focusing on transitioning towards a digital economy. Niyogin's revenue, which is primarily transaction-based, is significantly propelled by products that facilitate cash to digital and digital to cash conversions, such as AePS, M-ATM, and DMT.

Mitigation

iServeU expanded into exclusively digital transaction methods by introducing a prepaid card, UPI, credit card stack suite. iServeU is consistently driving innovation by exploring new revenue streams, such as the introduction of products like the soundbox, among other cutting-edge solutions. This addition means iServeU now encompasses all forms of transaction modalities.

Competition

Our target market and product segments comprise a diverse array of companies, from Fintech firms to conventional brick-and-mortar establishments, such as banks and nonbanking financial companies (NBFCs). Moreover, the rapid surge in Fintech prospects has led to the entry of numerous competitors into the market, launching ventures in areas that coincide or are akin to ours. As a result, securing market share and attracting customers in this divided market is expected to intensify rivalry among entities, unless a trend toward market consolidation emerges.

Mitigation

Our innovative technology platform infrastructure is strategically positioned to operate at a higher level compared to many market participants. Essentially, we are enabling a variety of brick-and-mortar businesses and Fintech platforms to deliver a suite of financial services products. In certain instances, we collaborate with these entities as partners. Additionally, our flexible cost structure maintains our competitiveness in pricing and facilitates rapid expansion or reduction of specific products as needed. We are contending with other Fintech companies by securing cost-effective market entry, which lowers our customer acquisition expenses. We capitalize on the extensive network of established partners to connect with our intended clientele and continuously improve our product offerings to encourage more cross-selling and ensure customer loyalty.

Technology Risk

The danger of experiencing operational disruptions and financial damages due to failures in IT infrastructure, loss of data, or security breaches affecting data.

Mitigation

Niyogin collaborates with a top-tier data centercentre provider, which has implemented multiple measures to prevent unauthorized server access and safeguard data. To mitigate the risk of data loss, Niyogin has established procedures for routine data backups. In the near future, Niyogin plans to engage an external party to perform Vulnerability Assessment and Penetration Testing (VAPT) to uncover any potential security weaknesses or vulnerabilities within the current infrastructure and applications.

Cyber Security Risk

The increased risk of cyberattacks and hacking incidents due to the growing usage of the internet and digital devices.

Mitogation

Niyogin has established firewalls, email security, and a range of other safeguards to reduce this risk. Additionally, the Company intends to provide education and training for its employees to defend against phishing and various other types of cyber threats.

Internal Control Systems and their Adequacy

The Company has an internal control structure that focuses on all procedures to validate the consistency of the Company's financial accounting and reporting processes and compliance with all legal rules and regulations. Internal control mechanisms, accounting procedures, financial information, internal audit results, and other relevant fields, including their adequacy, are reviewed by the Company's Audit Committee every quarter.

Material Developments in Human Resources

Niyogin remains committed to attracting and retaining top-tier talent across all organizational functions. The Company has implemented a performance-based compensation structure that applies universally throughout the organization, ensuring that employee compensation & rewards are directly tied to individual achievements. This approach is consistently applied to both business leaders and functional managers.

The organization prioritizes continuous learning through upskilling programs to keep

employees current with rapidly advancing technology. Niyogin's human resources strategy focuses on developing a workforce that is motivated, efficient, well-structured, and properly trained.

To elevate talent standards, the Company has adopted several strategic approaches: building high-performing teams, fostering innovation, developing leadership capabilities at every organizational level, preparing staff for advancement opportunities, expanding talent acquisition efforts, and enhancing recruitment processes.

As of March 31, 2025, Niyogin's total workforce comprised 575 employees across the consolidated organization, including its subsidiaries Moneyfront, iServeU and Niyogin AI.

Cautionary Statement

Statements in this Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'Forward Looking Statements' within the meaning of applicable laws and regulations. Our Company undertakes no obligation or liability to update or revise any forward-looking statements publicly, whether as a result of new information, future events or otherwise actual results, performance, or achievements could differ materially from those either expressed or implied in such forward looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements and read in conjunction with financial statements included herein.

Disclaimer: All the data used in the initial sections of this report has been taken from publicly available resources, and discrepancies, if any, are incidental & unintentional.

Directors' Report

Dear Members,

Your Directors are pleased to present this Annual Report of Niyogin Fintech Limited ("the Company" or "Niyogin") along with the audited financial statements (standalone and consolidated) for the financial year ended March 31, 2025.

1. FINANCIAL HIGHLIGHTS

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Revenue from operations	*7,644.04*	*4,034.91*	*30,397.84*	*19,576.56*
Other income	*193.70*	*138.57*	*504.02*	*223.04*
Total Income	***7,837.74***	***4,173.48***	***30,901.86***	***19,799.60***
Total Expenditure	***8,815.91***	***4,928.90***	***33,128.46***	***22,411.63***
Profit/(Loss) before Tax	*(978.17)*	*(755.42)*	*(2,226.60)*	*(2,612.03)*
Less: Provision for taxation				
Current Tax	-	-	-	-
Deferred Tax Asset	-	-	*(569.01)*	*(128.05)*
Tax Adjustment of earlier year	-	-	*(24.87)*	-
Net Profit/(Loss) after Tax	***(978.17)***	***(755.42)***	***(1,632.72)***	***(2,483.98)***
Transfer to Reserve under Section 45IC of the RBI Act, 1934	-	-	-	-
Balance brought forward from previous period	*(6,314.22)*	*(5,559.65)*	*(8,716.41)*	*(7,038.08)*
Balance carried to Balance Sheet	*(7,285.95)*	*(6,314.22)*	*(10,299.48)*	*(8,716.41)*
Earnings Per Share				
- Basic	*(1.01)*	*(0.80)*	*(1.64)*	*(1.78)*
- Diluted	*(0.99)*	*(0.79)*	*(1.63)*	*(1.75)*

2. COMPANY'S PERFORMANCE

Your Company is in the business of providing fully digital credit access to MSME's through a large distribution network of financial professionals serviced by product partners. The product stack includes unsecured working capital loans, transaction centric short duration and secured loans. It is registered as a Base layer, Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company under Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 ("RBI Scale Based Regulations") and is listed on the Bombay Stock Exchange Limited ('BSE Limited'). There was no change in the nature of business of the Company during the FY 2025.

Detailed information on the operations of the different business lines and state of affairs of the Company and its subsidiaries are covered in the Management Discussion and Analysis.

On a consolidated basis, the revenue for FY 2025 was ₹ *30,901.86* Lakhs. The loss for the year was ₹ *2,226.60* Lakhs.

On a standalone basis, the revenue for FY 2025 was ₹ *7,837.74* Lakhs. The Company posted loss of ₹ *978.17* Lakhs as against ₹ *755.4)* Lakhs in the previous year.

The consolidated financial statements have been prepared in accordance with the Act and the relevant accounting standards and forms part of this Annual Report.

3. DIVIDEND

In the absence of profits during the year under review, your Directors do not recommend any dividend for the FY 2025.

4. DEBT EQUITY RATIO

Your Company's Debt: Equity ratio as on March 31, 2025 stands 0.25.

5. NET WORTH

The Net Worth of your Company as on March 31, 2025 stood at ₹ 35,289.92 Lakhs.

6. CREDIT RATING

The brief details of the rating received from the credit agency by the Company for its outstanding instruments are given elsewhere in the Annual Report.

7. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT

There are no significant material changes and commitments affecting the financial position of the Company that occurred between the end of the financial year and the date of this report, except the following.

The Company has issued and allotted 20,000 Listed, Rated, Senior, Secured, Transferable, Redeemable, Taxable, Non-Convertible Debentures of Face value ₹ 10,000/- (Rupees Ten Thousand only) **['NCDs']** aggregating to ₹ 20,00,00,000/- (Rupees Twenty Crores Only) on a private placement basis on July 17, 2025. These NCDs were listed on BSE Limited on July 18, 2025.

8. RBI SCALE BASED REGULATIONS

The Company is categorised as an NBFC – Base Layer (NBFC-BL) pursuant to the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023.

9. COMPOSITE SCHEME OF ARRANGEMENT AND AMALGAMATION

The Board of Directors of the Company upon the report of the Audit Committee and Independent Directors Committee, at its meeting held on January 31, 2025 had considered and approved the Composite Scheme of Arrangement and Amalgamation between Niyogin Fintech Limited ("Demerged Company"/"Amalgamating Company"/"NFL"/"Company"), and Niyogin Finserv Limited ("Resulting Company"/"NFL 2") and Iserveu Technology Private Limited ("Amalgamated Company"/"Iserveu") and their respective shareholders and creditors under sections 230 to 232 read with section 52 and 66 and other applicable provisions of the Companies Act, 2013 ("Act") **("Scheme")**.

The Scheme is subject to receipt of the approvals of the requisite majority of the public shareholders and creditors (as maybe applicable) of the Companies, BSE Limited, the Securities and Exchange Board of India, National Company Law Tribunal, Chennai Bench and other regulatory authorities, as may be applicable.

The said Scheme is available on the website of the Company www.niyogin.com

10. SUBSIDIARIES

On March 31, 2025, the Company has 5 subsidiaries and there has been no material change in the nature of the business of the subsidiaries. During the FY 2025, the Company had incorporated a public company in the name of Niyogin Finserv Limited on January 28, 2025. There were no associates or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

Iserveu Technology Private Limited (Iserveu)

A material subsidiary in which the Company holds 51.00%. Iserveu is the only full stack financial infrastructure company offering an integrated platform that delivers embedded banking and financial technology solutions to banks, NBFCs, FinTechs, and other regulated financial institutions.

Iserveu enables seamless digital transformation and financial inclusion through its wide portfolio of Banking-as-a-Service (BaaS) across the following key verticals:

- **Financial Inclusion:** Agency banking, branchless banking, mobile money platforms, and wallet infrastructure engines
- **Issuance:** Infrastructure for debit, credit, and prepaid card issuance, along with neo-banking solutions
- **Merchant Acquiring:** Point of Sale (POS) solutions, QR code-based payment systems, and Soundbox integrations
- **Transaction Banking:** UPI APIs, BBPS, and payout infrastructure for remittances and offline payments

Iserveu is having its registered office in Odisha, Bhubaneswar. Iserveu is in the process of shifting its registered office from Odisha, Bhubaneswar to Chennai, Tamil Nadu.

The revenue for FY 2025 was ₹ 16,549.95 Lakhs. The Loss Before Tax reduced significantly by 63.69%, from ₹ 1,437.26 Lakhs in FY 2023-24 to ₹ 521.86 Lakhs in FY 2024-25. Iserveu achieved a Profit After Tax of ₹ 62.64 Lakhs in FY 2024-25, compared to a Loss After Tax of ₹ 1,331.73 Lakhs in the previous year.

A wholly-owned subsidiary of Iserveu in the name of Iserveu Payment Services Private Limited was incorporated on June 13, 2025. Iserveu Payment Services Private Limited intends to engage in the business of providing payment solutions and services related to multiple online and offline payment systems through software and hardware technology products to expand Iserveu's footprint in the digital payments ecosystem.

Investdirect Capital Services Private Limited (Investdirect)

A subsidiary in which the Company holds 60.00% as on March 31, 2025. Based on the audited financials for the year ended March 31, 2025, Investdirect has become a material subsidiary of the Company. Investdirect offers a range of traditional wealth products to clients ranging from mutual funds, bonds, corporate deposits, unlisted securities, PMS, etc. and provides bespoke reporting and analytical tool to other private wealth outfits and has a very marquee list of enterprise names under its belt. Investdirect also has a large B2B franchise offering wealth solutions to Tier 2 and Tier 3 cities through a partner network. Investdirect is having its registered office in Mumbai, Maharashtra.

The revenue for FY 2025 was ₹ 6567.26 Lakhs. Investdirect posted a profit of ₹ 39.03 Lakhs for the year ended March 31, 2025 as against ₹ 4.10 Lakhs in the previous year.

Monemap Investment Advisors Private Limited (Moneymap)

A step down subsidiary i.e. Moneymap is 100% owned by Investdirect. Moneymap is an investment platform that offers financial advisory services to its clients via a comprehensive portfolio approach using a fully automated and paperless platform. Moneymap holds a valid license issued by SEBI under the Securities and Exchange Board of India (Investment Advisers) Regulations, 2013. Moneymap is having its registered office in Mumbai, Maharashtra.

The revenue for FY 2025 was ₹ 19.68 Lakhs. Moneymap posted a profit of ₹ 0.50 Lakhs for the year ended March 31, 2025 as against loss of ₹ 0.74 Lakhs in the previous year.

Niyogin AI Private Limited (Niyogin AI)

A wholly owned subsidiary of the Company. Niyogin AI houses the AI based platform 'SuperScan' which is an AI-enabled toolkit that employs Optical Recognition technology to convert unstructured data into structured input. Niyogin AI is having its registered office in Chennai, Tamil Nadu.

The revenue for FY 2025 was ₹ 65.60 Lakhs. Niyogin AI posted a loss of ₹ 433.39 Lakhs for the year ended March 31, 2025.

Niyogin Finserv Limited (Niyogin Finserv)

A wholly owned subsidiary of the Company. The main object of the company is to undertake financial services business including investment business, lending, advisory, consultation etc. Niyogin Finserv is having its registered office in Chennai, Tamil Nadu.

The revenue for FY 2025 was ₹ 0 Lakhs. Niyogin Finserv posted a loss of ₹ 1.92 Lakhs for the year ended March 31, 2025.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiaries in Form No. AOC-1 is attached to the financial statements of the Company.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the Company's website at www.niyogin.com

The policy for determination of material subsidiary can be accessed on the Company's website at https://docs-aws.niyogin.com/wp-content/uploads/2022/01/material_subsidiary_policy.pdf

In terms of the said policy and provisions of regulation 16 of the SEBI Listing Regulations, Iserveu is a material subsidiary of the Company as on March 31, 2025.

11. SHARE CAPITAL

(i) Authorized and Paid-up Share Capital

As on March 31, 2025, the authorized share capital of the Company was ₹ 135,58,60,000/- (Rupees One Hundred Thirty-Five Crore Fifty-Eight Lakhs Sixty Thousand only) divided into 12,65,86,000 (Twelve Crore Sixty-Five Lakh Eighty-Six Thousand) Equity Shares of ₹ 10/- each aggregating to ₹ 126,58,60,000/- (Rupees One Hundred Twenty-Six Crore Fifty-Eight Lakh Sixty Thousand only) and 90,00,000 (Ninety Lakhs) Preference Shares of ₹ 10/- each aggregating to ₹ 9,00,00,000/- (Rupees Nine Crore only).

As on March 31, 2025, the issued and paid-up equity share capital of the Company stood at ₹ 1,10,99,44,260/- (Rupees One Hundred and Ten Crores Ninety-Nine Lakhs Forty-Four Thousand Two Hundred and Sixty Only) divided into 11,09,94,426 (Rupees Eleven Crores Nine Lakhs Ninety-Four Thousand Four Hundred and Twenty-Six Only) equity shares of ₹ 10/- each.

(ii) During the FY 2025, the Company made the following allotments:

(a) Employee Stock Option (ESOP) Scheme:

Presently, the stock options granted to the employees operate under NFL-Employee Stock Option Plan 2018 ('Plan 2018'), Niyogin Employees Stock Option Plan 2019 ('Plan 2019') and Niyogin Employees Stock Option Plan 2020 ('Plan 2020'). Pursuant to the Plan 2018, during the FY 2025, the Board issued and allotted 70,500 (Seventy Thousand Five Hundred) to the eligible employees.

There is no material change and the schemes are in compliance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI (SBEB) Regulations) and the Companies Act, 2013.

The certificate from secretarial auditor M/s. Mitesh J. Shah & Associates, Company Secretaries confirming implementation of the schemes in accordance with the SEBI SBEB Regulations is annexed elsewhere in the Annual report.

A statement giving detailed information on the options granted and vested as on March 31, 2025, is provided in Annexure to this report. The details of the schemes including the terms of reference and the requirement specified under regulation 14 of SEBI SBEB Regulations are available on the Company's website at https://docs-aws.niyogin.com/wp-content/uploads/2025/01/reg_14_of_sebi_sbeb_esop_disclosure_fy24_25.pdf

(b) Conversion of warrants issued on preferential basis:

The Company had raised funds through issue of 1,75,36,011 (One Crore Seventy-Five Lakh Thirty-Six Thousand and Eleven only) convertible warrants on a preferential basis against the receipt of warrant subscription price i.e. 25% of the issue price (i.e. ₹ 11.405 per warrant) from the allottees to the Promoter/ Promoter Group of the Company and certain identified non - promoter persons/entities in accordance with the SEBI (Issue of Capital Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and the Companies Act, 2013 ("Act"). The preferential issue was approved by the Board and the shareholders on July 04, 2023 and August 02, 2023 respectively. Subsequently, the allotment of 1,75,36,011 convertible warrants was approved by the Board on August 23, 2023. Further, the Board approved the allotment of 6,57,600 (Six Lakhs Fifty-Seven Thousand Six Hundred) equity shares and 1,57,82,411 (One Lakh Fifty-Seven Lakhs Eighty-Two Thousand Four hundred and Eleven) equity shares upon conversion of warrants post payment of ₹ 34.215/- per warrant (being 75% of the issue price per warrant) from the allottee(s) on March 13, 2024 and February 21, 2025 respectively.

10,96,000 Warrants were cancelled on February 23, 2025, due to non-exercise of option to convert warrants into equity shares within the stipulated eighteen-month period from the date of allotment. Accordingly, ₹ 1,25,00,000 being 25% of the issue price was forfeited and the same was transferred to General Reserve.

12. DEPOSITORY SYSTEM

The Company's equity shares are compulsorily tradable in electronic form. As on March 31, 2025, 99.95% of the Company's listed paid-up capital representing 9,52,12,015 equity shares were in dematerialized form.

The Board of Directors of the Company, vide resolution passed via circulation dated February 21, 2025, approved conversion of 1,57,82,411 warrants into equal number of equity shares of face value of ₹ 10/- each. The Company was awaiting listing confirmation from BSE for 1,57,82,411 equity shares which resulted in the difference between the paid-up share capital and the listed paid-up capital as on March 31, 2025. In view of the benefits offered by the depository system, members holding shares in physical mode are advised to avail the demat facility.

13. REPORT ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS

Report on Corporate Governance and Management Discussion and Analysis Report for the year under review, together with a certificate from M/s Mitesh J. Shah & Associates, Practicing Company Secretary regarding compliance of the conditions of Corporate Governance, as stipulated under SEBI Listing Regulations forms part of the Annual Report. The Report on Corporate Governance also contains the details as required to be provided on the composition and category of Directors, number of meetings of the Board, composition of the various committees, annual Board evaluation, remuneration policy, criteria for Board nomination and senior management appointment, whistle blower policy/vigil mechanism, disclosure of relationships between Directors inter-se, state of Company's affairs, etc. The Company is in compliance with the requirements and disclosures that have to be made in this regard.

14. DIRECTORS

As on March 31, 2025, the Company has seven Directors including one-woman director.

The Board comprises of six Non-Executive Directors, out of which four are Independent Directors.

Mr. Tashwinder Harjap Singh, was re-appointed as the Managing Director and Chief Executive Officer of the Company for a term of 3 years commencing from February 02, 2025 to February 01, 2028. This appointment was approved by the shareholders on January 27, 2025 vide a postal ballot.

Mr. Samir Pandiri was appointed as an Additional Director in the capacity of an Independent Director of the Company for a term of 5 years commencing from September 27, 2024 upto September 26, 2029. This appointment of Mr. Samir Pandiri as an Independent Director was approved by the shareholders on November 04, 2024 vide postal ballot.

Mr. Sudip Vatsal Thakor and Ms. Katarina Racek were appointed as Additional Directors in the capacity of Independent Directors of the Company for a term of 5 years commencing from November 12, 2024 upto November 11, 2029.

The above appointments of Mr. Sudip Vatsal Thakor and Ms. Katarina Racek as Independent Directors were approved by the shareholders on December 17, 2024 vide postal ballot.

Mr. Nitin Jaiswal was appointed as an Additional Director in the capacity of an Independent Director of the Company for a term of 5 years commencing from August 09, 2025 upto August 08, 2030. This appointment is recommended by the Board for approval of the members in the ensuing Annual General Meeting of the Company.

In accordance with Section 152 and other applicable provisions of Act, Mr. Amit Rajpal (DIN: 07557866), Non-Executive Non-Independent Director retires by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting. A resolution seeking shareholders' approval for his re-appointment along with other required details forms part of the Notice. The Nomination and Remuneration Committee and the Board commends his re-appointment.

In the opinion of the Board, Mr. Kapil Kapoor, Mr. Samir Pandiri, Ms. Katarina Racek, Mr. Sudip Thakor and Mr. Nitin Jaiswal are persons of integrity, expertise, experience and fulfils requisite conditions as per applicable laws and are independent of the management of the Company. All the Independent Directors of the Company have registered their names with the data bank of IDs and shall complete the online proficiency self-assessment test as per the timeline notified by the Ministry of Corporate Affairs.

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses, if any.

15. KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 203 of the Act, Mr. Tashwinder Harjap Singh, CEO & MD, Mr. Abhishek Thakkar, Chief Financial Officer and Ms. Neha Daruka, Company Secretary are the whole-time key managerial personnel of the Company as on March 31, 2025.

16. NUMBER OF MEETINGS OF THE BOARD

Eight meetings of the Board were held during the year. For details of meetings of the Board, please refer to the Corporate Governance Report, which forms part of the Annual Report.

17. ANNUAL EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations.

The performance of the board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated. The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the participation in the meetings, effectiveness of meetings, quality of decision making etc. In a separate meeting of Independent Directors, performance of Non-Independent directors, the Board as a whole and Chairman of the Company was evaluated, taking into account the views of executive directors and non-executive directors.

The manner in which the evaluation has been carried out has also been explained in the Corporate Governance Report.

18. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The policy on director's appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which forms part of the Annual Report.

The charter of the policy inter-alia includes:

- To identify persons who are qualified to become Directors and who may be appointed in Senior Management as well as devising a policy on Board diversity.
- To lay down criteria for such appointments.
- Recommend to the Board their remuneration, appointment and renewal.
- To evaluate performance of every Director including the Independent Directors.
- To recommend to the Board remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

This policy is also available on the Company's website at https://docs-aws.niyogin.com/wp-content/uploads/2022/01/nomination_and_remuneration_policy.pdf

19. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per the provisions of Section 135 of the Act, your Company is not required to contribute funds for CSR. However, as a part of good corporate governance along with an intent to work for a social cause the Company has constituted a CSR Committee.

For other details regarding the CSR Committee, please refer to the Report on Corporate Governance, which forms part of the Annual Report.

20. INTERNAL FINANCIAL CONTROLS

The Company has in place a comprehensive Internal control framework including clear delegation of authority and standard operating procedures that are established and laid out across all businesses and functions. The framework is reviewed periodically at all levels. The internal financial controls with reference to the financial statements were tested and reported adequate.

21. AUDIT COMMITTEE

The details pertaining to the composition of the Audit Committee are included in the Corporate Governance Report, which forms part of the Annual Report.

22. AUDITORS

At the 33rd Annual General Meeting ("AGM") held on September 17, 2021, the members approved the appointment of M/s Pijush Gupta & Co., Chartered Accountants (ICAI Firm Registration No. 309015E) as the Statutory Auditors of the Company for an initial term of 5 years i.e. from the conclusion of 33rd AGM till the conclusion of the 38th AGM of the Company subject to them continuing to fulfil the applicable eligibility norms. The Statutory Auditors have confirmed that they continue to satisfy the eligibility norms and independence criteria as prescribed by RBI guidelines and the Companies Act, 2013.

The statutory auditors have also confirmed adherence to the requirement of Para 8.3 of the circular issued by RBI in respect of Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021, as maybe applicable.

23. AUDITOR'S REPORT

The statutory audit report is attached with financial statements and forms part of the Annual Report and does not contain any qualifications, reservations or adverse remarks or disclaimer.

During the year under review, the Auditors had not reported any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

24. SECRETARIAL AUDIT

M/s Mitesh J Shah & Associates, Company Secretaries (FCS: 10070 CP No.12891) were appointed as the secretarial auditors of the Company for the financial year ended March 31, 2025. The Secretarial Audit Report forms part of this report and does not contain any qualification, reservation, adverse remark or any disclaimer.

The Secretarial Audit Report of Iserveu Technology Private Limited, material subsidiary of the Company forms part of this report and does not contain any qualification, reservation, adverse remark or any disclaimer.

Pursuant to Regulation 24A of SEBI Listing Regulations, the Board of Directors have recommended to the shareholders for approval, the appointment of M/s. Mitesh Shah & Co. as Secretarial Auditors of the Company for a term of five (5) consecutive years, from FY 2025-26 till FY 2029-30. The outgoing secretarial auditors are M/s Mitesh J Shah & Associates, a firm managed by the same partner.

25. RISK MANAGEMENT

The Board of Directors of the Company has a Risk Management Committee which have approved a comprehensive Framework for Liquidity Risk Management, supported by a formal framework to identify, assess, and monitor risks, with the aim of strengthening risk controls and mitigation processes.

The Committee constituted by the Board periodically reviews risk assessment, risk metrics, and mitigation measures to ensure structured oversight of Risk.

The Audit Committee constituted by the Board periodically reviews internal controls, financial reporting, compliance to ensure the accountability of the functions.

26. WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Company has a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees in conformation with Section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations, for their directors or employees to report their genuine grievances. This policy is available on the Company's website at https://docs-aws.niyogin.com/wp-content/uploads/2022/01/vigil_mechanism_whistle_blower_policy-1.pdf

27. PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS

Being an NBFC, the disclosures regarding particulars of loans given, guarantees given and security provided is exempted under the provisions of section 186(11) of the Act. With regard to investments made by the Company, the details of the same are provided under note 10 in standalone financial statements and note 12 in consolidated financial statements of the Company for the year ended 31 March, 2025.

28. RELATED PARTY TRANSACTIONS

All transactions with related parties that were entered into during the financial year were in the ordinary course of business and were on an arm's length basis. There were no materially significant transactions with promoters, directors, key managerial personnel or other designated persons which may have a potential conflict with the interest of the Company at large. There were no contracts or arrangements entered into with related parties during the year to be disclosed under sections 188(1) and 134(h) of the Act in form AOC-2, hence the form AOC-2 does not form a part of this report. Omnibus approval for transactions that cannot be foreseen or envisaged were obtained as permitted under the applicable laws and the thresholds are periodically reviewed. The transactions entered into pursuant to the approval so granted were placed before the audit committee for its review on a quarterly basis.

The Company has not entered into any transactions with related parties as required under Indian Accounting Standard 24 (Ind AS 24) including transaction with promoter/promoter group holding 10% or more shareholding in the Company except as mentioned in the note no. 37 of the standalone financials and note no. 42 in consolidated financials.

The policy on materiality of related party transactions and on dealing with related party transactions is available on the website of the Company at https://docs-aws.niyogin.com/wp-content/uploads/2022/01/related_party_transactions_policy.pdf

29. ANNUAL RETURN

In accordance with sections 134(3)(a) and 92(3) of the Act, the annual return in form MGT-7 is placed on the website of the Company and is available on the weblink: https://docs-aws.niyogin.com/wp-content/uploads/2022/04/draft_annual_return_for_fy_2024_25.pdf

30. PARTICULARS OF EMPLOYEES

The information under Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year:

Name	Ratio to median remuneration	% increase in remuneration in the financial year
Non-executive Directors:		
Amit Vijay Rajpal	-	-
Gaurav Makarand Patankar	-	-
Subhasri Sriram	-	-
Kapil Kapoor	-	-
Eric Wetlaufer	-	-
Ashby Monk	-	-
Samir Pandiri	-	-

a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year: **(Contd.)**

Name	Ratio to median remuneration	% increase in remuneration in the financial year
Katarina Racek	-	-
Sudip Thakor	-	-
Executive Director:		
Tashwinder Harjap Singh	15.14	0
Chief Financial Officer:		
Abhishek Thakkar	7.23	5
Company Secretary:		
Neha Kshitij Daruka	2.91	5

b. The percentage increase in the median remuneration of employees in the financial year is 11%.

c. The number of permanent employees on the rolls of Company as on March 31, 2025 are 114.

d. Average percentile increase already made in the salaries of employees other than the managerial personnel in the FY 2025 was 6%. The average percentile increase in the managerial remuneration in the FY 2025 was 3%.

   The average increase in the remuneration of both, the managerial and non-managerial personnel was determined based on the overall performance of the Company and is as per the remuneration policy of the Company.

e. The Company affirms that the remuneration is as per the remuneration policy of the Company.

f. The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report.

Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is available for inspection and any member interested in obtaining a copy of the same may write to the Company at investorrelations@niyogin.in.

31. BUSINESS RESPONSIBILITY REPORT

Regulation 34(2) of SEBI Listing Regulations, inter alia, provides that the annual report of the top 1000 listed entities based on market capitalization (calculated as on 31 March of every financial year) shall include a Business Responsibility Report. As on March 31, 2025, the Company is not amongst top 1000 listed entities, hence this is not applicable.

32. DEPOSITS FROM PUBLIC

Your Company is a 'Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company'. The Company does not hold or have accepted deposits as on March 31, 2025.

33. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO

a. Conservation of Energy: The operations of the Company are not energy intensive.

b. The details pertaining to technology absorption have been explained in the Management Discussion and Analysis

c. Foreign Exchange Earning: NIL

d. Foreign Exchange Outgo: 9.75 Lakhs

34. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Independent Directors have complete access to the information within the Company. As a part of Agenda of Board/Committee Meetings, presentations are regularly made to the Independent Directors. The detailed discussions and presentations on the sales, marketing, credit and operations of the Company, business plans, financials, risks and mitigation plans, compliances, major litigation, regulatory scenario etc. are facilitated by the Company's senior management. It remains the constant endeavor of the Company to continually update its Directors on the various developments, facilitate interaction with various functional and department heads of the Company and external experts.

The details of familiarisation programmes for the directors are disclosed on the Company's website and the weblink for the same is https://docs-aws.niyogin.com/wp-content/uploads/2022/01/niyogin_board_familiarisation_programme-4.pdf

35. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

(a) In the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards have been followed and there are no material departures;

(b) They 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/loss of the Company for the financial year ended March 31, 2025;

(c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) They have prepared the annual accounts on a going concern basis;

(e) They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

36. REQUIREMENT FOR MAINTENANCE OF COST RECORDS

The provision of section 148 of the Act relating to maintenance of cost records and cost audit are not applicable to the Company.

37. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS

There was no fraud reported by auditors of the Company as given under Section 143 (12) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 during FY 2024-25 requiring a disclosure in the Director's report.

38. OTHER STATUTORY DISCLOSURES

- The financial statements of the Company and its subsidiaries are placed on the Company's website at www.niyogin.com
- The Cash Flow Statement for FY2025 is attached to the Balance Sheet.
- The Company has completed all corporate actions within the specified time limits. The securities were not suspended from trading during the year due to corporate actions or otherwise.
- During the FY 2025, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the Company and its future operations.
- During the year ended March 31, 2025, the Company had not made any application under the Insolvency and Bankruptcy Code, 2016 ("the Code"). No proceeding is pending against the Company under the Code.
- During the year, the Company had not made any one-time settlement with banks or financial institutions.
- The Directors' responsibility statement as required by section 134(5) of the Act, appears in this report.
- The Company is in compliance with the provisions of the Maternity Benefit Act, 1961.
- The Company has a policy on Prevention of Sexual Harassment at Workplace and has constituted an Internal Complaints Committee as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The policy is available on the Company's website.

  There was no case reported during the year under review as detailed below:

  a) Number of complaints sexual harassment received in the year: Nil

  b) Number of complaints disposed off during the year: Nil

  c) Number of cases pending for more than ninety days: Nil

39. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

The Company has complied with all the provisions of secretarial standards issued by the Institute of Company Secretaries of India in respect of meetings of the Board of Directors and General Meetings held during the year.

40. ACKNOWLEDGEMENT

The Directors places its gratitude and appreciation for the support and co–operation from its members and various regulators.

The Directors appreciate and value the contribution made by every member of the Niyogin family.

For and on behalf of the Board of Directors

Amit Vijay Rajpal
Chairman
DIN: 07557866

Place: London
Date: August 08, 2025

Annexure to the Director's Report

(Pursuant to Rule 12 of Companies (Share Capital and Debentures) Rules, 2014)

Details of Employee Stock Option as on March 31, 2025

<table>
<tr><th rowspan="2">Sr. No</th><th rowspan="2">Particulars</th><th colspan="3">Details</th></tr>
<tr><th>Plan 2018</th><th>Plan 2019</th><th>Plan 2020</th></tr>
<tr><td>1</td><td>Option Granted</td><td>10,65,000</td><td>1,80,000</td><td>6,00,000</td></tr>
<tr><td>2</td><td>Option Vested</td><td>4,00,150</td><td>0</td><td>21,45,910</td></tr>
<tr><td>3</td><td>Options Exercised</td><td>70,500</td><td>0</td><td>0</td></tr>
<tr><td>4</td><td>The total number of shares arising as a result of the exercise of an Option</td><td>70,500</td><td>0</td><td>0</td></tr>
<tr><td>5</td><td>Option Lapsed</td><td>4,67,500</td><td>0</td><td>0</td></tr>
<tr><td>6</td><td>Exercise Price</td><td>₹ 29.40 upto ₹ 74.38</td><td>₹ 51.24 upto ₹ 66.72</td><td>₹ 46.04 upto ₹ 64.05</td></tr>
<tr><td>7</td><td>Variation of terms of Options</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>8</td><td>Money realized by exercise of Options</td><td>27,02,850</td><td>0</td><td>0</td></tr>
<tr><td>9</td><td>Total number of Options in force</td><td>21,63,458</td><td>2,11,225</td><td>49,81,530</td></tr>
<tr><td>10</td><td>Employee-wise details of options granted during the financial year to</td><td></td><td></td><td></td></tr>
<tr><td></td><td>i. Key Managerial Personnel</td><td><table><tr><th>Name</th><th>Designation</th><th>No. of options</th></tr><tr><td>Abhishek Thakkar</td><td>Chief Financial Officer</td><td>50,000</td></tr></table></td><td>Nil</td><td>Nil</td></tr>
<tr><td></td><td>ii. any other employee who receives a grant of options in any one year of option amounting to 5% or more of options granted during that year</td><td><table><tr><th>Name</th><th>Designation</th><th>No. of options</th></tr><tr><td>Sanket Shendure</td><td>Chief Product & Growth Officer</td><td>3,00,000</td></tr></table></td><td>Nil</td><td><table><tr><th>Name</th><th>Designation</th><th>No. of options</th></tr><tr><td>Akash Sethi</td><td>Deputy Chief Executive Officer</td><td>6,00,000</td></tr></table></td></tr>
<tr><td></td><td>iii. Identified employees who were granted options during one year equal or exceeding 1% of the issued capital of the Company at the time of granting</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
</table>

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 No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Niyogin Fintech Limited
MIG 944, Ground Floor, TNHB Colony,
1st Main Road, Velachery,
Chennai, Tamil Nadu - 600042

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Niyogin Fintech Limited CIN: L65910TN1988PLC131102**, having its registered office at MIG 944, Ground Floor, TNHB Colony, 1st Main Road Velachery, Chennai-600042, Tamil Nadu, India and its Corporate Office at Neelkanth Corporate IT Park, 311/312 3rd Floor, Kirol Road, Vidyavihar (w), Mumbai-400086, Maharashtra, India (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 secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2025** complied with the statutory provisions listed hereunder and 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;

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

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

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

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

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

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

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

   d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   e. The Securities and Exchange Board of India (Depository and Participants) Regulations 2018;

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

   g. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(There were no events requiring compliance during the audit period)**

   h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(There were no events requiring compliance during the audit period)**

   i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(There were no events requiring compliance during the audit period)**

   j. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

vi. The Management has identified and confirmed the following laws as specifically applicable to the Company:

1. The Reserve Bank of India Act, 1934.
2. Chapter V of the Finance Act, 1994.
3. The Employees Provident Fund and Miscellaneous Provisions Act, 1952.
4. The payment of Gratuity Act, 1972.
5. The Payment of Bonus Act, 1965.
6. The Employee State Insurance Act, 1948.
7. The Income Tax Act, 1961.
8. The Indian Stamp Act, 1899.
9. The State Stamp Acts.
10. Negotiable Instruments Act, 1881.
11. Shops and Establishment Act, 1953 and the rules, notifications issued thereunder.

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

i. Secretarial Standards with regard to Meeting of the Board of Directors (SS-1), General Meeting (SS-2), Secretarial Standard on Dividend (SS-3) and Secretarial Standard on Report of the Board of Directors (SS-4) issued by The Institute of Company Secretaries of India.

ii. The Listing Agreements entered into by the Company with Stock Exchange(s) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

I report that:

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

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

- The decisions of the Board Meetings were carried out with requisite majority.

- As informed, the Company has responded appropriately to notices received from various statutory/regulatory authorities including actions for corrective measures, wherever found necessary.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report during the audit period, the Company had following specific events/actions having a major bearing on the Company's affairs:

i. Allotment of Equity Shares under NFL – Employee Stock Option Plan – 2018 ("ESOP Scheme"):

The Company at its meeting as mentioned below approved the following allotments under the ESOP Scheme:

Sr. No.	Type of Meeting	Date of Meeting	Number of Shares (Face value of ₹ 10/- each)
1.	NRC Meeting	14th April, 2024	7,500
2.	NRC Meeting	09th August, 2024	7,500
3.	NRC Meeting (through circular resolution)	05th December, 2024	48,800
4.	NRC Meeting (through circular resolution)	09th December, 2024	7,500

ii. Approval on Composite Scheme of Arrangement and Amalgamation between Niyogin Fintech Limited ("Demerged Company"/"Amalgamating Company"/"NFL"/"Company"), and Niyogin Finserv Limited ("Resulting Company"/"NFL 2") and iServeU Technology Private Limited ("Amalgamated Company"/"iServeU") and their respective shareholders and creditors ("Scheme").

The Board of Directors in its board meeting held on 31st January, 2025 has approved a Composite Scheme of Arrangement and Amalgamation between Niyogin Fintech Limited and Niyogin Finserv Limited and iServeU Technology Private Limited and their respective shareholders and creditors under sections 230 to 232 read with Section 52 and 66 and other applicable provisions of the Companies Act, 2013.

iii. Reporting of violation of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 by Designated Persons to Stock Exchange.

In one instance the Designated Persons under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 have violated the Code of Conduct against which the Company has taken necessary action and duly informed the SEBI about the said violation as required under Schedule B Clause 13 of the said regulations.

iv. Allotment of Equity Shares pursuant to exercise of conversion option for warrants issued on preferential basis

The Board of Directors of the Company on February 21, 2025 through resolution passed by circulation issued and allotted 1,57,82,411 (One Crore Fifty-Seven Lakhs Eighty-Two Thousand Four Hundred Eleven) equity shares of the face value of ₹ 10/- each pursuant to conversion of 1,57,82,411 warrants into equity shares, upon receipt of the balance amount aggregating to ₹ 53,99,95,192.37/- (Rupees Fifty-Three Crores Ninety-Nine Lakhs Ninety-Five Thousand One Hundred Ninety-Two and Thirty-Seven Paisa Only) at the rate of ₹ 34.215/- per warrant (being 75% of the issue price per warrant).

Out of the total 1,75,36,011 warrants, 10,96,000 warrants lapsed on February 22, 2025 due to non-exercise of conversion option attached to the warrants.

For Mitesh J. Shah & Associates
Company Secretaries

Mitesh Shah
Proprietor
FCS No.: 10070
C. P. No.: 12891
Peer Review Certificate No. 1730/2022
UDIN: F010070G000346331

Date: 15.05.2025
Place: Mumbai

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

ANNEXURE A

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

Management's Responsibility Statement

i. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

Auditor's Responsibility Statement

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

iii. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

iv. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

v. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.

vi. The secretarial audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

For Mitesh J. Shah & Associates
Company Secretaries

Mitesh Shah
Proprietor
FCS No.: 10070
C. P. No.: 12891
Peer Review Certificate No. 1730/2022

Date: 15.05.2025
Place: Mumbai

Form No. MR-3

Secretarial Audit Report

For the financial year ended 31st March, 2025

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

To
The Members,
Iserveu Technology Private Limited
Plot No. E-12, SRB Tower, 11th Floor Infocity Area,
Chandaka, I E Bhubaneswar, Khordha-751024.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Iserveu Technology Private Limited** (hereinafter called 'the Company') for the financial year ended **31st March, 2025**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our 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 and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Iserveu Technology Private Limited** for the financial year ended on 31st March, 2025, according to the provisions of:

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

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under; **(Not applicable during the Audit Period)**

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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

a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **(Not applicable during the Audit Period)**

b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable during the Audit Period)**

c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not applicable during the Audit Period)**

d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the Audit Period)**

e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the Audit Period)**

f. The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; **(Not applicable during the Audit Period)**

g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; **(Not applicable during the Audit Period)**

h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable during the Audit Period)**

i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable during the Audit Period)**

(vi) Apart from the other statutory laws applicable to the day-to-day business of the Company, the following industry-specific laws are also applicable to the Company:

1. The Information Technology Act, 2000.

2. Payment and Settlement Systems Act, 2007.

We have also examined compliance with the applicable clauses of Secretarial Standards (SS-1 & SS-2) issued by the Institute of Company Secretaries of India (ICSI).

During the period under review, as per the explanations and clarifications given to us, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., as mentioned above.

We further report that;

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors and Non-Executive Directors. The Composition of the Board of Directors has changed during the period under review, and the entity has complied with the provisions of the Act.

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

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that;

During the period under review, the Company has no specific events or actions which have a major bearing on the Company's Affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For Pradhan & Co.
Company Secretaries

CS Ganeshwar Pradhan, ACS
Proprietor
M No. 57684, CP No. 24284
PR No. 5040/2023
UDIN: A057684G000597773

Place: Bhubaneswar
Date: 13-05-2025

(This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report)

ANNEXURE A

To
The Members
Iserveu Technology Private Limited
Plot No. E-12, SRB Tower, 11th Floor Infocity Area,
Chandaka, I E Bhubaneswar, Khordha-751024.

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

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

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

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

4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

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

For Pradhan & Co.
Company Secretaries

CS Ganeshwar Pradhan, ACS
Proprietor
M No. 57684, CP No. 24284
PR No. 5040/2023
UDIN: A057684G000597773

Place: Bhubaneswar
Date: 13-05-2025

Corporate Governance Report

1. OUR CORPORATE GOVERNANCE PHILOSOPHY:

Effective corporate governance practices constitute the cornerstone of enduring and successful businesses. The Company's commitment to corporate governance guides its business decisions while ensuring financial responsibility, ethical conduct, and fairness to all stakeholders including employees, customers, investors, regulators, suppliers and the society at large.

Strong leadership and effective corporate governance practices have been integral to the Company, aligned with the Company's culture and ethos. Our corporate governance is reinforced through the Company's Code of Conduct and Ethics, corporate governance guidelines and committee charters. Our Board and Management processes, audits and internal control systems reflect the principles of our corporate governance framework.

The Company is in compliance with the corporate governance requirements as per Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable. The Company has also put in place systems and procedures to comply with other applicable provisions including Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023.

The Board structure and the various committees that constitute the governance structurel of the organization are covered in detail in this report.

2. BOARD OF DIRECTORS:

A. Board Composition:

As on March 31, 2025, the Company has seven Directors out of which six are Non-Executive Directors (including one-woman Director). The Company has four Independent Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Sections 149 and 152 of the Companies Act, 2013 ("Act").

The role of the Chairperson and the Chief Executive Officer are distinct and separate. There is no relationship between the Directors inter-se.

None of the Director(s) on the Board:

- holds directorships in more than ten public companies;
- serves as Director or as Independent Directors in more than seven listed entities; and
- who are the Executive Directors serve as Independent Directors in more than three listed entities.

Necessary disclosures regarding Committee positions in other public companies as on March 31, 2025, have been made by the Directors. None of the Directors are related to other Directors and the Key Managerial Personnel of the Company.

None of the Independent Directors have any material pecuniary relationship or transactions with the Company. Independent Directors are non-executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Further, none of the Independent Directors serve as Non-Independent Director of any Company on the Board of which any of the Non-Independent Director is an Independent Director.

Brief profiles of the Directors, along with their directorships in other listed companies are set out elsewhere in the Annual Report.

B. Meetings of the Board:

Eight Board Meetings were held during the year under review and the gap between the two meetings did not exceed one hundred and twenty days. The said meetings were held on: May 14, 2024, August 09, 2024, September 26, 2024, November 11, 2024, December 20, 2024, January 08, 2025 and two meetings on January 31, 2025. The necessary quorum was present for all the meetings. Further, video-conferencing facilities were also provided to facilitate Directors travelling/residing abroad or at other locations to participate in the meetings.

Name of the Director and DIN	Category	Number of meetings attended during FY 2025	Whether attended last AGM held on September 18, 2024	Total no. of other Director Ships	Number of Membership in Audit/Stakeholders Relationship Committees		Directorship in other listed entity and category of Directorship
					Chairman	Member	
Amit Rajpal 07557866	Non-Independent, Non-Executive	5	Yes	1	1	1	-
Gaurav Makarand Patankar 02640421	Non-Independent, Non-Executive	8	Yes	1	0	2	Shriram Asset Management Company Limited (N)
Tashwinder Harjap Singh 06572282	Non-Independent, Executive	8	Yes	6	0	0	1. Standard Industries Limited (I)
Subhasri Sriram* 01998599	Independent, Non-Executive	5	No	10	1	2	1. Shriram Asset Management Company Limited (N) 2. TVS Electronics Limited (I)
Kapil Kapoor 001789966	Independent, Non-Executive	6	Yes	2	0	3	Info Edge (India) Limited (N)
Eric Michael Wetlaufer* 08347413	Independent, Non-Executive	2	NA	-	0	1	-
Ashby Henry Benning Monk* 09441825	Independent, Non-Executive	0	No	-	0	1	-
Samir Mohan Pandiri* 10749182	Independent, Non-Executive	5	NA	-	1	2	-
Sudip Vatsal Thakor* 07222787	Independent, Non-Executive	2	NA	-	0	0	-
Katarina Racek* 10803186	Independent, Non-Executive	4	NA	-	0	0	-

Category of directorship held:

(N) Non-Independent, Non-Executive Director, (I) Independent, Non-Executive Director, (ED) Non-Independent, Executive Director.

While considering the total number of directorships, their directorships in private companies, Section 8 companies, if any, have been included and their directorship in the Company has been excluded.

***Notes:**

1. *Mr. Eric Michael Wetlaufer ceased to be an Independent Director of the Company upon completion of his first term as an Independent Director of the Company with effect from close of business hours on September 16, 2024.*

2. *Mr. Ashby Henry Benning Monk resigned as an Independent Director of the Company with effect from close of business hours on September 30, 2024.*

3. *Ms. Subhasri Sriram ceased to an Independent Director of the Company upon completion of her first term as an Independent Director of the Company with effect from close of business hours on January 22, 2025.*

4. *Mr. Samir Mohan Pandiri was appointed as an Independent Director of the Company with effect from September 27, 2024.*

5. *Mr. Sudip Vatsal Thakor and Ms. Katarina Racek were appointed as Independent Directors of the Company with effect from November 12, 2024.*

Dr. Ashby Henry Benning Monk resigned as an Independent Director of the Company with effect from close of business hours on September 30, 2024 due to pre-occupation and other personal commitments and has confirmed that are no material reasons for his resignation other than those provided. His resignation letter can be accessed at http://bseindia.com/xml-data/corpfiling/AttachHis/196eda8b-caa1-4064-9acc-3ca544bfc968.pdf

During FY 2025, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.

During FY 2025, two meetings of the Independent Directors was held on May 14, 2024 and January 31, 2025. The Independent Directors, inter alia, reviewed the performance of Non-Independent Directors, Board as a whole and Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.

The Board periodically reviews the compliance reports of all laws applicable to the Company.

Details of equity shares of the Company held by the Directors as on March 31, 2025, are given below:

Name	Category	No. of equity shares of face value ₹ 10/- each
Amit Vijay Rajpal	Non-Independent, Non-Executive	3,01,88,344
Tashwinder Harjap Singh	Non-Independent, Executive	2,49,704
Kapil Kapoor	Independent, Non-Executive	4,90,052

The Board meets at least once a quarter to review the quarterly results and other items on the agenda. Additional meetings are held when necessary. Leave of absence was granted to the concerned directors who had requested leave of absence and could not attend the respective board meeting.

Directors are expected to attend all the board/committee meetings. The Company schedules the meetings well in advance and provides necessary assistance to enable the directors to participate in meetings, either in person or through audio-visual means. The Company Secretary in consultation with the Chairman and the Managing Director prepares a detailed agenda for the meetings. The Board is provided with the relevant information as stipulated in the SEBI Listing Regulations. The board papers, agenda and explanatory notes are circulated to the directors well in advance. The members of the Board are free to recommend inclusion of any matter in the agenda for discussion.

Senior management is invited to attend the board/committee meetings so as to provide additional inputs on the matters being discussed by the board. At the board meetings and separately, the managing director and senior management make presentations on various matters including the financial results, periodic updates regarding the operations, risk management, treasury function, lending strategy, investor perceptions or any other matter which the board needs to be apprised of.

The minutes of each board/committee meeting is finalised and recorded in the minutes book.

The Company has a directors' & officers' liability insurance policy, which provides indemnity to its directors and key managerial persons in respect of liabilities incurred as a result of their office.

C. Board Expertise and Attribute

The Board of Directors are collectively responsible for selection of a member on the Board. In alignment with the SEBI Listing Regulations, the Board has meticulously identified the requisite skills, expertise, and competencies of its Directors. The Nomination and Remuneration Committee of the Company follows a defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. These span across parameters such as industry experience, technical/strategic competencies, behavioural and personal attributes and other skills.

The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board:

Leadership Expertise	Expertise in leading well governed organisations, with an understanding of organisational systems and processes, complex business and strategic planning.
Financial Expertise and Risk Management	Leadership experience in financial & risk management of organisations with an understanding of accounting & financial statements and leading growth through acquisitions/other business combinations.
Crafting Business Strategies	Experience in developing long-term strategies in diverse business environments and changing economic conditions to ensure a consistent growth in business in a manner that is profitable, competitive and sustainable.
Corporate Governance and Legal framework	Possess relevant skills in providing the Board an oversight on all dimensions of business, guiding towards maintaining high Corporate Governance standards with an understanding of ever evolving legal & regulatory environment.
People & Talent Development	Experience of providing guidance towards talent development and succession planning, ensuring the Company has a strong, diverse and high performing talentpool now and in the future.
Information Technology & cyber security	Understanding the use of Digital/Information Technology, Artificial Intelligence along with other future technologies, ability to anticipate technological driven changes & disruption, and appreciation of the need of Cyber Security, controls & Data Governance across the organisation.

Sr. No.	Name of the Directors	Leadership Expertise	Financial Expertise and Risk Management	Crafting Business Strategies	Corporate Governance and Legal framework	People & Talent Development	Information Technology & cyber security
1	Amit Vijay Rajpal	✓	✓	✓	✓	✓	✓
2	Gaurav Makarand Patankar	✓	✓	✓	✓	✓	✓
3	Tashwinder Harjap Singh	✓	✓	✓	✓	✓	✓
4	Kapil Kapoor	✓	✓	✓	✓	✓	-
5	Samir Mohan Pandiri	✓	✓	✓	-	✓	-
6	Sudip Vatsal Thakor	✓	✓	✓	-	✓	-
7	Katarina Racek	✓	✓	✓	-	✓	-

3. COMMITTEES OF THE BOARD:

There are five Board Committees as on March 31, 2025, details of which are as follows:

The composition and functioning of these board committees is in compliance with the applicable provisions of the Act, SEBI Listing Regulations and the corporate governance directions issued by Reserve Bank of India (RBI) as applicable.

A. Audit Committee ("AC"):

Committee is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations and Section 177 of the Act.

Five meetings of the AC were held during the year under review and the gap between two meetings did not exceed one hundred and twenty days.

Subhasri Sriram being the chairperson of the Committee could not attend the previous Annual General Meeting ("AGM"), however, she had authorized Mr. Kapil Kapoor, member of the AC to represent her on her behalf at the AGM and to answer shareholder queries. The statutory auditors and secretarial auditors of the Company were also present at said AGM to answer shareholder queries.

Category and composition:

Name	Category
Subhasri Sriram* (Chairperson)	Independent, Non-Executive
Samir Mohan Pandiri* (Chairperson)	Independent, Non-Executive
Kapil Kapoor	Independent, Non-Executive
Eric Michael Wetlaufer*	Independent, Non-Executive
Amit Vijay Rajpal	Non-Independent, Non-Executive

*

1. *Ms. Subhasri Sriram ceased to an Independent Director of the Company upon completion of her first term as an Independent Director of the Company with effect from close of business hours on January 22, 2025 and consequently ceased to the Chairperson of the AC.*
2. *Mr. Samir Mohan Pandiri was appointed as the Chairperson of the AC with effect from January 23, 2025.*
3. *Mr. Eric Michael Wetlaufer ceased to be an Independent Director of the Company upon completion of his first term as an Independent Director of the Company with effect from close of business hours on September 16, 2024 and consequently ceased to be a member of the AC.*

The Company Secretary acts as the Secretary to the Audit Committee. The Statutory Auditor and the Chief Financial Officer of the Company also attend and participate in the meetings of the Audit Committee.

All the members of the AC are financially literate and have accounting related financial management expertise.

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

- oversight of financial reporting process.
- reviewing with the management the annual financial statements and auditors' report thereon before submission to the Board for approval.
- periodical review of the internal audit reports.
- reviewing, with the management, the statement of uses/ application of funds raised through an issue.
- recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- evaluation of internal financial controls and risk management systems.
- approval or any subsequent modification of transactions of the Company with related parties.
- to review the functioning of the whistle blower mechanism.
- to review the financial performance of the unlisted subsidiaries of the Company.

B. Nomination and Remuneration Committee ("NRC"):

Committee is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations and Section 178 of the Act.

Six meetings of the NRC were held during the year under review.

The previous AGM of the Company was attended by Kapil Kapoor, Chairman of the NRC.

Category and composition:

Name	Category
Kapil Kapoor (Chairman)	Independent, Non-Executive
Subhasri Sriram*	Independent, Non-Executive
Gaurav Makarand Patankar	Non-Independent, Non-Executive
Katarina Racek*	Independent, Non-Executive

*

1. *Ms. Subhasri Sriram ceased to an Independent Director of the Company upon completion of her first term as an Independent Director of the Company with effect from close of business hours on January 22, 2025 and consequently ceased to be a member of the AC.*
2. *Ms. Katarina Racek was appointed as a member of NRC with effect from January 23, 2025.*

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

- Recommend to the Board the appointment/re-appointment of Directors and Key Managerial Personnel.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.
- Support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and Individual Directors.

During FY 2025, the Board had accepted all recommendations of the Committee. The Committee acts as a Compensation Committee for administration of the Company's employee stock options schemes.

Performance Evaluation:

Pursuant to the provisions of the Act and the SEBI Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, interpersonal relations, leadership initiative and quality of decision making.

Remuneration of Directors

(i) Pecuniary relationship/transactions with non-executive directors

During FY 2025, there were no pecuniary relationship/transactions of any Non-Executive Directors with the Company, apart from remuneration as directors and transactions in the ordinary course of business and on arm's length basis at par with any member of general public.

(ii) Compensation to Non-Executive Directors

a. The Non-Executive Independent Directors are compensated by way of sitting fees for each meeting of the Board and Committee attended by them, of such sum as approved by the Board of Directors within the overall limits prescribed under the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and reimbursement of expenses for participation in the meetings. The Company has approved payment of ₹ 50,000/- for each Board Meeting and ₹ 25,000/- for each Committee Meeting attended by the Non-Executive Independent Directors.

Details of sitting fees paid for attending Board and Committee Meetings during the FY 2025 are given below:

Name	Sitting Fees		
	Board Meetings (₹)	**Committee Meetings (₹)**	**Total Amount (₹)**
Subhasri Sriram	2,50,000	3,00,000	5,50,000
Kapil Kapoor	3,50,000	3,50,000	7,00,000
Eric Micheal Wetlaufer	1,00,000	1,25,000	2,25,000
Dr. Ashby Henry Benning Monk	0	0	0
Samir Mohan Pandiri	2,50,000	1,25,000	3,75,000
Sudip Vatsal Thakor	1,00,000	25,000	1,25,000
Katarina Racek	2,00,000	50,000	2,50,000
Total	**12,50,000**	**9,75,000**	**22,25,000**

b. Non-Executive and Non-Independent Director compensation

Amit Vijay Rajpal, Chairman and Gaurav Makarand Patankar, voluntarily chose not to receive any remuneration for their services rendered to the Company. The Company reimburses the expenses for participation in the meetings.

(iii) Compensation to the Executive Director

The appointment and remuneration of Executive Director is governed by the recommendation of the NRC, resolutions passed by the Board of Directors and shareholders of the Company.

The remuneration of the Executive Director comprises of salary, perquisites, allowance and contributions to provident fund, medical expenses, other retirement benefits and stock options as approved by the NRC. Board and shareholders at the General Meetings, as maybe required.

The NRC shall also take into consideration the comparative compensation in the industry, age, experience, qualifications and targets while recommending the appointment and remuneration.

Details of remuneration paid to the Executive Director during the FY 2025:

Particulars	Tashwinder Harjap Singh
	Amount (in ₹)
Gross Remuneration	1,21,12,140
Bonus	30,00,000
Perquisites	-
Commission	-
Provident Fund	9,39,732
Net Salary	1,60,51,872
#Number of Stock options granted under the applicable ESOP Schemes as on March 31, 2025	43,81,530

The above remuneration is exclusive of fair value of options granted as per Black Scholes model in the year of vesting.

#Stock Option details:

Date	No. of stock options	Granted/ Cancelled	Exercise Price per share (INR)	Vesting Period	Exercise Period
11-11-2020	34,39,416	Granted	64.05	Over a period of 5 years as per the vesting schedule	5 years from the date of respective vesting of options
14-05-2022	9,42,114	Granted	50.45	March 31, 2025	
11-05-2023	8,59,854	Cancelled	-	-	
11-05-2023	8,59,854	Granted	46.04	May 30, 2024	
Total	**43,81,530***				

** 8,59,854 stock options granted on November 11, 2022 were cancelled and re-issued at an exercise price of INR 46.04/- by the NRC.*

Service Contract, Severance Fees & Notice Period:

The terms of employment stipulate a notice period of 3 (three) months, for termination of appointment of the Executive Directors, on either side. There is no provision for payment of severance fees.

The NRC Policy of the Company is available on our website.

Weblink: https://docs-aws.niyogin.com/wp-content/uploads/2022/01/nomination_and_remuneration_policy.pdf

C. Stakeholders' Relationship Committee ("SRC"):

Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and Section 178 of the Act.

One meeting of the SRC was held during the year under review.

The previous AGM of the Company was attended by Amit Vijay Rajpal, Chairman of the SRC.

Category and composition:

Name	Category
Amit Vijay Rajpal (Chairman)	Non-Independent, Non-Executive
Kapil Kapoor	Independent, Non-Executive
Gaurav Makarand Patankar	Non-Independent, Non-Executive
Ashby Henry Benning Monk*	Independent, Non-Executive
Samir Mohan Pandiri*	Independent, Non-Executive

*

1. *Dr. Ashby Henry Benning Monk resigned as an Independent Director of the Company with effect from close of business hours on September 30, 2024 due to pre-occupation and other personal commitments and consequently ceased to be a member of the SRC.*
2. *Mr. Samir Mohan Pandiri was appointed as a member of SRC with effect from September 27, 2024.*

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

- Review mechanisms adopted by the Company for redressal of the grievances of security holders.
- Overseeing and monitoring activities undertaken by MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)
- Review of measures taken for effective exercise of voting rights by shareholders.

Details of Investor Complaints:

The Company did not receive any investor complaints during the FY 2025.

Name, Designation and Address of Compliance Officer:

Neha Daruka, Company Secretary & Compliance Officer
Niyogin Fintech Limited, Neelkanth Corporate IT Park, 311/312, 3rd Floor, Kirol Road, Vidyavihar (w), Mumbai – 400086

Online Dispute Resolution Mechanism: In order to streamline the dispute resolution mechanism in the securities market, SEBI vide its circular dated 31 July 2023, as amended from time to time, read with master circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28 December 2023, introduced a common Online Dispute Resolution ('ODR') mechanism which harnesses online conciliation and arbitration for resolution of all kinds of disputes relating to securities market.

Under ODR mechanism, an investor shall first take up his/her/their grievance by lodging a complaint directly with the concerned Market Participant viz., Company. If the grievance is not redressed satisfactorily at the first phase, the investor may escalate the same through the SCORES Portal at www.scores.gov.in in accordance with the process laid out therein. ODR Mechanism provides a third level of escalation, if the investor is not satisfied with the resolution provided by the Company, the investor may initiate the dispute through the ODR portal within the timeframe prescribed under the circular. The ODR portal can be accessed at https://smartodr.in/login.

D. Risk Management Committee ("RMC"):

Committee is constituted in line with the provisions of Regulation 21 of SEBI Listing Regulations.

Four meetings of the RMC were held during the year under review.

Category and composition:

Name	Category
Eric Micheal Wetlaufer* (Chairman)	Independent, Non-Executive
Gaurav Makarand Patankar* (Chairman)	Non-Independent, Non-Executive
Subhasri Sriram*	Independent, Non-Executive
Ashby Henry Benning Monk*	Independent, Non-Executive
Samir Mohan Pandiri*	Independent, Non-Executive
Tashwinder Harjap Singh*	Managing Director designated as Chief Executive Officer

*

1. *Eric Micheal Wetlaufer ceased to be an Independent Director of the Company upon completion of his first term as an Independent Director of the Company with effect from close of business hours on September 16, 2024 and consequently ceased to be the Chairman of the RMC.*
2. *Mr. Ashby Henry Benning Monk resigned as an Independent Director of the Company with effect from close of business hours on September 30, 2024 due to pre-occupation and other personal commitments and consequently ceased to be a member of the RMC.*
3. *Ms. Subhasri Sriram ceased to an Independent Director of the Company upon completion of her first term as an Independent Director of the Company with effect from close of business hours on January 22, 2025 and consequently ceased to be a member of the RMC.*
4. *Mr. Gaurav Makarand Patankar was redesignated as the Chairman of the RMC with effect from September 17, 2024.*
5. *Mr. Samir Mohan Pandiri was appointed as a member of the RMC with effect from September 27, 2024.*
6. *Mr. Tashwinder Harjap Singh was appointed as a member of the RMC with effect from September 17, 2024.*

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

- Formulation of Enterprise Risk Management Policy and oversee implementation of the policy.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- Appointment/Removal of the Chief Risk Officer.

E. Corporate Social Responsibility ("CSR") Committee:

Committee is constituted in line with the provisions of Section 135 of the Act. As per the provisions of Section 135 of the Act, your Company is not required to contribute funds for CSR yet. Hence, the Company did not have any meeting of the Committee during the year. However, as a part of good corporate governance along with an intent to work for a social cause the Company has constituted a CSR Committee.

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

- Oversee the requirement of the contribution of CSR funds.
- Recommend the amount of expenditure to be incurred on the CSR activities to the Board, from time to time.

Number of committee meetings held and attendance records:

Name of the Committee	Audit Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	Corporate Social Responsibility Committee
No. of meetings held	5	6	1	4	No meeting was required to be held during the year
Date of meetings	May 14, 2024, August 09, 2024, November 11, 2024, January 31, 2025 (1) and January 31, 2025 (2)	May 14, 2024, August 09, 2024, September 26, 2024, November 11, 2024, December 20, 2024 and January 31, 2025	May 14, 2024	May 14, 2024, August 09, 2024, November 11, 2024 and, January 31, 2025	-
			No. of meetings attended		
Name of member					
Amit Vijay Rajpal	5	-	1	-	
Gaurav Makarand Patankar	-	6	1	4	
Tashwinder Harjap Singh	-	-	-	2	
Subhasri Sriram	3	5	-	3	

Number of committee meetings held and attendance records: (Contd.)

Name of the Committee	Audit Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	Corporate Social Responsibility Committee
Kapil Kapoor	5	6	1	-	
Eric Michael Wetlaufer	2	-	-	2	
Ashby Henry Benning Monk	-	-	-	-	
Samir Mohan Pandiri	2	-	-	1	
Sudip Vatsal Thakor	-	-	-	-	
Katarina Racek	-	1	-	-	
Whether quorum was present for all the meetings	The necessary quorum was present for all the above committee meetings				

F. Other Committees:

Pursuant to Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and other applicable rules, laws of RBI (**"RBI Directions"**), the Company also has in place the mandatory committees apart from others, as under:

(i) Asset Liability Management (**"ALM"**) Committee

(ii) Investment Committee

The minutes of the aforesaid committee meetings are circulated to the Board for their reference.

4. PARTICULARS OF SENIOR MANAGEMENT:

The particulars of senior management as per Regulation 16(1) (d) of the SEBI Listing Regulations including the changes during the FY 2025 are as follows:

Name of Senior Management Personnel	Designation
Tashwinder Harjap Singh	Managing Director & Chief Executive Officer
Abhishek Thakkar	Chief Financial Officer
Akash Sethi	Chief Operating Officer
Noorallah Charania	Chief of Staff
Neha Daruka	Company Secretary & Compliance Officer
Trivenika Avasthi	Investor Relations Officer
Hitesh Jain	Chief Risk Officer
Sanket Shendure	Chief Product and Growth Officer
Prabal Goel	Chief Compliance Officer – Business & Legal
Devanand Chaudhary	Head – Sales
Ronak Shah	Chief Audit Officer (Internal Auditor)

Changes during FY 2025:

- *Sonal Patni resigned as the Chief Technology Officer of the Company with effect from closure of business hours on July 12, 2024;*
- *Sanket Shendure was appointed as the Chief Product and Growth of the Company with effect from May 14, 2024;*
- *Salima Charania resigned as the Head – Marketing of the Company with effect from closure of business hours on August 14, 2024;*
- *Noorallah Charania was re-designated as the Chief of Staff with effect from December 02, 2024;*
- *Akash Sethi was appointed as the Chief Operating Officer with effect from December 02, 2024.*

5. GENERAL BODY MEETINGS:

(i) General Meeting

a. Annual General Meeting ("AGM"):

Financial Year	Date and Time of Meeting	Time	Location
2023-24	September 18, 2024	4.00 p.m. IST	Meeting conducted through video conferencing ("VC")/ Other Audio-Visual Means ("OAVM") pursuant to MCA Circulars
2022-23	September 14, 2023	4:00 p.m. IST	
2021-22	September 14, 2022	4:00 p.m. IST	

b. Extraordinary General Meeting:

No extraordinary general meeting of the members was held during FY 2025.

c. Special Resolution:

Special resolution for the following matters was passed in the AGM held in 2024:

- Approval of Investment(s), Loans, Guarantee and Security under Section 186 of the Companies Act, 2013.

No special resolution was passed in the AGMs held in 2022 and 2023.

(ii) Details of special resolution passed through postal ballot:

The following special resolutions were passed through postal ballot during the year under review.

Date of postal ballot notice	Resolution passed	Voting Results	Approval date
September 26, 2024	Appointment of Mr. Samir Mohan Pandiri (DIN: 10749182) as an Independent Director of the Company	Voting in favour: 99.7555% Voting against: 0.2445%	November 04, 2024
November 11, 2024	1. Appointment of Mr. Sudip Vatsal Thakor (DIN: 07222787) as an Independent Director of the Company.	Voting in favour: 99.8689% Voting against: 0.1311%	December 17, 2024
	2. Appointment of Ms. Katarina Racek (DIN: 10803186) as an Independent Director of the Company	Voting in favour: 99.8689% Voting against: 0.1311%	
December 20, 2024	Re-appointment of Mr. Tashwinder Harjap Singh (DIN: 06572282) as Managing Director and Chief Executive Officer of the Company.	Voting in favour: 99.8182% Voting against: 0.1818%	January 27, 2025

Procedure for Postal Ballot:

The postal ballots were carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and applicable circulars issued by the Ministry of Corporate Affairs from time to time.

The Company had provided electronic voting facility to all its members in compliance with Regulation 44 of Listing Regulations and as per the provisions of Sections 108 and 110 of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circulars issued by the MCA (MCA Circulars). Services of National Stock Depositories Limited (NSDL) were engaged for facilitating e-voting to enable the Members to cast their votes electronically.

Mr. Mitesh J. Shah, Practicing Company Secretary (FCS No. 10070 and COP No: 12891) was appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer's Reports were countersigned by the Chairman – Mr. Amit Vijay Rajpal and voting results were declared thereafter. The voting results are also displayed on the website of the Company at www.niyogin.com

6. A certificate has been received from M/s. Magia Halwai & Associates, Practising Company Secretary, that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other statutory authority. This certificate forms part of the Annual Report.

7. M/s. Pijush Gupta & Co., Chartered Accountants (Firm Registration No.: 309015E) has been appointed as the Statutory Auditors of the Company. The particulars of payment of Statutory Auditors' fees, on consolidated basis for FY 2025 is given below:

Payment of Statutory Auditor's fees	(₹ in Lakhs)
Services as statutory auditors (including quarterly audits)	26.19
Tax audit	1.86
Services for tax matters	-
Other matters	5.00
Reimbursement of out-of-pocket expenses	0.57
Total	**33.62**

8. Under regulation 26(5) of the SEBI Listing Regulations, senior management is required to make disclosures to the board of directors relating to all material, financial and commercial transactions, where they had or were deemed to have had personal interest that may have a potential conflict with the interest of the listed entity at large. No such conflict of interest was reported during FY 2025.

9. Further, in accordance with regulation 26(6) of SEBI Listing Regulations, no employee, including key managerial personnel or director or promoter of a listed entity, shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit-sharing in connection with dealings in the securities of the Company, without prior approval from the Board as well as from shareholders by way of an ordinary resolution. No such instances were reported during FY 2025.

10. OTHER INFORMATION:

(a) Related party transactions ("RPT"):

During the year, all RPTs entered by the Company were in the ordinary course of business and in respect of transactions with related parties under Section 2(76) of the Act, are at arm's length basis and were approved by the members of Audit Committee including Independent Directors.

There have been no materially significant related party transactions that may have potential conflict with the interests of listed entity at large as provided in the Related Party Transactions Policy.

Disclosures on transactions with related parties as required under Ind (AS) - 24 have been incorporated in the Notes to Financial Statements. Further, the disclosures relating to related party transactions are filed with the stock exchange on a half-yearly basis.

Weblink for the Related Party Transactions Policy: https://docs-aws.niyogin.com/wp-content/uploads/2022/01/related_party_transactions_policy.pdf

(b) Details of non-compliance by the Company, penalty, strictures imposed on the Company by the stock exchange or Securities and Exchange Board of India or any statutory authority on any matter related to capital markets during the last three financial years: Nil

(c) Whistle Blower Policy and Vigil Mechanism:

The Company has this Policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company.

Weblink: https://docs-aws.niyogin.com/wp-content/uploads/2022/01/vigil_mechanism_whistle_blower_policy-1.pdf

Other key policies can be accessed on our website at www.niyogin.com

(d) Discretionary requirements as mentioned in Schedule II Part E of the SEBI Listing Regulations:

Non-Executive Chairman's Office:

The Chairman of the Company is Non-Executive.

Shareholders rights:

The quarterly, half-yearly and annual financial results of the Company are published in the newspaper and also posted on the Company's website. The complete Annual Report is sent electronically to all the shareholders who have registered their email id with the Registrar and Share Transfer Agent of the Company.

Modified opinion(s) in audit report:

The auditors' report on financial statements of the Company are unmodified.

Separate post for Chairman & CEO:

The Company has appointed separate persons to the post of Chairman and Chief Executive Officer.

Reporting of internal auditor:

The Chief Audit Office (Internal Auditor) reports directly to the Audit Committee.

(e) Mandatory requirement:

To the extent possible, the Company has complied with the mandatory requirements of Regulation 34 of SEBI Listing Regulations relating to Corporate Governance.

(f) Subsidiary Companies:

i. The Company has five subsidiaries as on March 31, 2025 viz. Investdirect Capital Services Private Limited, Moneymap Investment Advisors Private Limited, Iserveu Technology Private Limited, Niyogin AI Private Limited and Niyogin Finserv Limited.

The Audit Committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the Board meetings along with a statement of significant transactions and arrangements of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

ii. Details of material subsidiary of the Company:

The Company has one material subsidiary viz. Iserveu Technology Private Limited (**"Iserveu"**).

Sr. No.	Particulars	Information
1	Date of incorporation	September 27, 2016
2	Place of incorporation	Bhubaneswar, Odisha
3	Registered office	Plot No. E-12, SRB Tower, 11th Floor Infocity Area Chandaka I E, Khordha, Bhubaneswar, Orissa - 751024
4	Name of the statutory auditor	M/s Rawat & Associates, Chartered Accountants (FRN: 134109W)
5	Date of appointment	May 10, 2022
6	Period of appointment	Five years

(g) The Company has a policy for determining 'material subsidiaries' which is disclosed on its website:

Weblink: https://docs-aws.niyogin.com/wp-content/uploads/2022/01/material_subsidiary_policy.pdf

(h) Weblink for Policy on Determination of Materiality for Disclosures:

https://docs-aws.niyogin.com/wp-content/uploads/2022/01/policy_on_determination_of_materiality_of_events-1.pdf

(i) Weblink for Policy on Archival and Preservation of Documents:

https://docs-aws.niyogin.com/wp-content/uploads/2022/01/policy-on-preservation-of-documents.pdf

(j) A practicing Company Secretary conducts share capital reconciliation audit to reconcile the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") along with shares held in physical form and the total issued and listed capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

(k) Details of utilization of funds raised through preferential allotment or qualified institutions placement pursuant to Regulation 32(7A) of SEBI Listing Regulations:

The Company raised funds through issue of 1,75,36,011 (One Crore Seventy-Five Lakh Thirty-Six Thousand and Eleven only) convertible warrants on a preferential basis against the receipt of warrant subscription price i.e. 25% of the issue price (i.e. ₹ 11.405 per warrant) from the allottees to the Promoter/ Promoter Group of the Company and certain identified non - promoter persons/entities in accordance with the SEBI (Issue of Capital Disclosure Requirements) Regulations, 2018 and the Act in the FY 2023-24 and 6,57,600 (Six Lakhs Fifty-Seven Thousand Six Hundred) warrants were converted into equity shares upon payment of ₹ 34.215/- per warrant (being 75% of the issue price per warrant) from the one of the allottee (s) during the same FY.

Further, during the year under review 1,57,82,411 (One Crore Fifty-Seven Lakhs Eighty-Two Thousand Four Hundred and Eleven) warrants were converted into equity shares upon payment of ₹ 34.215/- per warrant (being 75% of the issue price per warrant) from a total of five allottees. The remaining 10,96,000 (Ten Lakhs Ninety-Six Thousand) warrants lapsed on February 22, 2025 due to non-exercise of conversion option by two allotees.

The funds raised was utilized for the purposes for which they were raised and there has been no deviation or variation in the utilization of the funds.

(l) In terms of the amendments made to the SEBI Listing Regulations, the Board of Directors confirms that during the year, it has accepted all recommendations received from its mandatory committees.

(m) Code of Conduct:

The members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2025. A declaration to this effect signed by the Managing Director and Chief Executive Officer forms part of this Annual Report.

Weblink: https://docs-aws.niyogin.com/wp-content/uploads/2022/01/code_of_conduct_for_management_and_senior_employees.pdf

(n) Terms and conditions of appointment/ re-appointment of Independent Directors are available on the Company's website:

Weblink: https://docs-aws.niyogin.com/wp-content/uploads/2022/01/terms_and_onditions_of_appointment_of_independent_director.pdf

(o) Familiarization Program:

Details of familiarization program imparted to Independent Directors are available on the Company's website.

Weblink: https://docs-aws.niyogin.com/wp-content/uploads/2022/01/niyogin_board_familiarisation_programme-3.pdf

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

i.	number of complaints filed during the financial year	:	Nil
ii.	number of complaints disposed of during the financial year	:	Nil
iii.	number of complaints pending as on end of the financial year	:	Nil

(q) Disclosure of certain type of agreements binding listed entities pursuant to Regulation 30A of SEBI Listing Regulations:

There are no agreement impacting management or control of the Company or imposing any restriction or create any liability upon the Company.

(r) During FY 2025, the Company and its subsidiaries has not provided any 'Loans and advances' in which directors are interested within the meaning of provisions of Section 184 of the Act.

(s) The Chief Executive Officer and the Chief Financial Officer have certified to the Board in accordance with the requirements of Regulation 17 of SEBI Listing Regulations for the period ended March 31, 2025.

(t) The Company has in place a Risk Management Policy, commensurate with its size of operations, which lays down a process for identification and mitigation of risks that could materially impact its performance. The Risk Management Committee reviews the risk management and mitigation plan from time to time.

(u) The Company has obtained a certificate from its secretarial auditor regarding compliance with the provisions relating to corporate governance laid down in Part E of Schedule V to SEBI Listing Regulations. The certificate forms part of this Annual Report.

(v) Compliances regarding Insider Trading:

In compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations") and to preserve the confidentiality and prevent misuse of unpublished price sensitive information, the Company has formulated Code of Practices and procedure for fair disclosure of unpublished price sensitive information. It allows the formulation of a trading plan subject to certain conditions and requires pre-clearance for dealing in the Company's shares. It also prohibits trading of Company's shares by the Directors, Designated Employees and their relatives and Connected Persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

Due reporting has been made, wherever required, in case of violation of the SEBI PIT Regulations and appropriate actions have been taken in this regards. The Audit Committee had reviewed the compliance in terms of regulation 9A(4) of SEBI PIT Regulations and confirmed that the systems for internal control with respect to Insider Trading Regulations are adequate and are operating efficiently.

11. MEANS OF COMMUNICATION:

The quarterly, half-yearly and annual financial results of the Company are published in leading newspapers in India which includes, Financial Express and Makkal Kural. The results are also displayed on the Company's website www.niyogin.com.

The Company also issues press releases from time to time. Financial Results, Statutory Notices, Press Releases and Presentations made to the institutional investors/analysts after the declaration of the quarterly, half-yearly and annual results are submitted to the BSE Limited ("BSE") as well as uploaded on the Company's website.

12. GENERAL SHAREHOLDER INFORMATION:

a. Annual General Meeting ("AGM") for FY 2025

Date	:	September 17, 2025
Time	:	4:00 p.m. (IST)
Venue	:	Meeting is being conducted through VC/OAVM pursuant to the MCA General Circulars dated May 5, 2020, read with general circulars dated April 8, 2020, April 13, 2020, the latest being September 25, 2023. For details, please refer to the Notice of this AGM.

As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings, particulars of Director seeking re-appointment at this AGM are given in the Annexure to the Notice of this AGM.

b. Financial Calendar

Year ending	:	March 31
AGM in	:	September

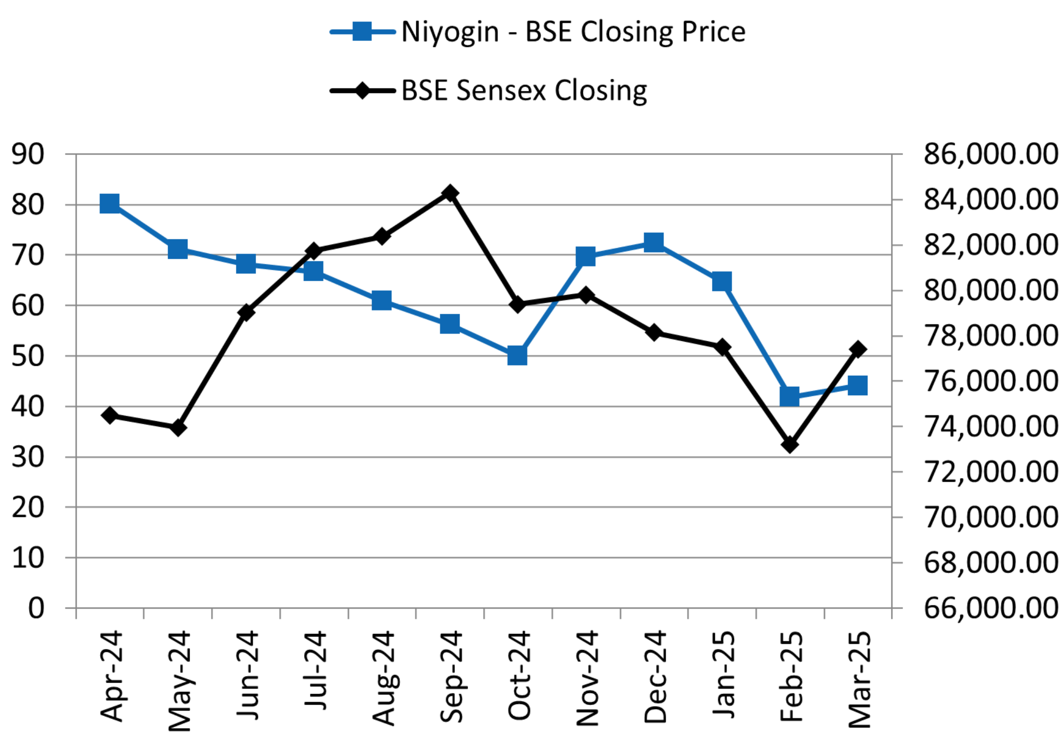
c.	**Dividend Payment**	:	The Board of Directors of the Company do not recommend any dividend for its members. The Board intends to grow its reserves for operational growth and future cash flows.
d.	**Date of Book Closure/Record Date**	:	As mentioned in the Notice of this AGM
e.	**Listing on Stock Exchange**	:	BSE Limited P. J. Towers, Dalal Street, Mumbai 400 001
f.	**Stock Code**	:	538772
g.	**Annual Listing fees**	:	The Company confirms payment of the Annual listing fees to BSE Limited.
h.	**Corporate Identity Number (CIN) of the Company**	:	L65910TN1988PLC131102

j. Market Price Data - BSE:

Monthly highs and lows of equity shares of Niyogin Fintech Limited during FY 2025:

Month	High (in ₹)	Low (in ₹)	Niyogin - BSE Closing Price (in ₹)	BSE Sensex Closing
Apr-24	83.32	66.60	80.10	74,482.78
May-24	84.99	70.71	71.10	73,961.31
Jun-24	74.15	61.55	68.11	79,032.73
Jul-24	71.00	64.00	66.69	81,741.34
Aug-24	67.97	59.00	60.85	82,365.77
Sep-24	63.00	53.31	56.25	84,299.78
Oct-24	58.68	45.00	49.98	79,389.06
Nov-24	76.00	46.50	69.66	79,802.79
Dec-24	73.00	62.00	72.33	78,139.01
Jan-25	74.98	55.70	64.76	77,500.57
Feb-25	61.53	41.81	41.81	73,198.10
Mar-25	51.53	39.83	44.11	77,414.92

k. Stock performance in comparison to BSE SENSEX:



l. Registrars and Share Transfer Agents:

Name and address:

MUFG Intime India Private Limited
(formerly known as Link Intime India Private Limited)
C 101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai – 400083.
Toll free number: 1800 2208 78
Email: rnt.helpdesk@in.mpms.mufg.com
Website: https://in.mpms.mufg.com/

Documents will be accepted at the above address between 10.00 a.m. and 5.00 p.m. (Monday to Friday except bank holidays).

MUFG Intime India Private Limited has developed and launched an Investor Self-Service Portal – SWAYAM:

'SWAYAM' is a secure, user-friendly web-based application that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal. The portal can be accessed at https://swayam.in.mpms.mufg.com/

m. The securities of the Company were not suspended from trading anytime during FY 2025.

n. Share Transfer System:

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form.

Pursuant to SEBI Circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

o. Shareholding as on March 31, 2025*

(i) Distribution of equity shareholding

Serial #	Shares range			Number of shareholders	% of Total shareholders	Total shares for the range	% of issued capital
1	1	to	500	7962	68.8516	1088277	0.9805
2	501	to	1000	1315	11.3715	1099860	0.9909
3	1001	to	2000	945	8.1719	1480753	1.3341
4	2001	to	3000	381	3.2947	982753	0.8854
5	3001	to	4000	177	1.5306	633883	0.5711
6	4001	to	5000	170	1.4701	811270	0.7309
7	5001	to	10000	288	2.4905	2168412	1.9536
8	10001	to	**********	326	2.8191	102729218	92.5535
Total				**11566**	**100.00**	**110994426**	**100.00**

(ii) Category of equity shareholding:

Category	Total Securities	Total Holders	% Issued Capital
Promoter (Individual)	11597987	3	10.45
Other Bodies Corporate	3369757	83	3.04
Foreign Company	7593022	1	6.84
Foreign Promoters	30188344	1	27.20
Hindu Undivided Family	1150262	303	1.04
Non-Resident Indians	555846	85	0.50
Non-Resident (Non Repatriable)	3753523	79	3.38
Public	28988604	10988	26.12
Foreign Portfolio Investors (Corporate)	21528373	6	19.40
Body Corporate - Ltd Liability Partnership	282308	16	0.25
Alternate Investment Funds	1986400	1	1.79
TOTAL:	**110994426***	**11566**	**100.00**

** The Board of directors of the Company via resolution passed by circulation on February 21, 2025, issued and allotted 1,57,82,411 equity shares upon conversion of warrants, listing approval for which was pending as on March 31, 2025.*

Dematerialization of shares and liquidity

The Company's shares are compulsorily traded in dematerialized form on BSE. Equity shares of the Company representing 99.94 percent of the Company's equity share capital are dematerialized as on March 31, 2025. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE480D01010.

p. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

Nil.

q. Commodity price risk or foreign exchange risk and hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Master Circular dated July 11, 2023 is not required to be given.

r. Equity shares in the suspense account:

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the SEBI Listing Regulations, details of equity shares in the suspense account are as follows:

Particulars	Details
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	Not Applicable

s. Address for correspondence:

Niyogin Fintech Limited

Registered Office: MIG 944, Ground Floor, TNHB Colony, 1st Main Road Velachery, Chennai, Tamil Nadu - 600042

Corporate Office: 311/312, 3rd Floor, Neelkanth Corporate IT Park, Kirol Road, Vidyavihar (West), Mumbai- 400086

Telephone: 022 - 62514646

Designated e-mail address for Investor Services: investorrelations@niyogin.in

Website: www.niyogin.com

t. The credit rating on the long-term bank facilities of the Company was reaffirmed on January 15, 2025 as under:

Rating agency	Rating	Outlook
CRISIL	BBB-	Negative

DECLARATION PURSUANT TO REGULATION 34(3) READ WITH CLAUSE 'D' OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015

To
The Members of
Niyogin Fintech Limited

I, Tashwinder Singh, Managing Director and Chief Executive Officer of Niyogin Fintech Limited hereby declare that all the members of the Board of Directors and the Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the year ended March 31, 2025.

Tashwinder Singh
MD & CEO

Place: Mumbai
Date: May 05, 2025

CERTIFICATE PURSUANT TO REGULATION 17 OF SEBI (LISTING REGULATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
Board of Directors
Niyogin Fintech Limited

Dear Members of the Board,

We the undersigned, certify the following information:

A. We have reviewed Financial Statements (Standalone and Consolidated) and the Cash Flow Statement for the year ended March 31, 2025 and that to the best of our knowledge and belief:

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

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

B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity 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 -

    1) that there are no significant changes in internal control over financial reporting during the year;

    2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

    3) that there are no instances of significant fraud of which we have become aware.

Tashwinder Singh
MD & CEO

Abhishek Thakkar
Chief Financial Officer

Place: Mumbai
Date: May 15, 2025

CERTIFICATE PURSUANT TO REGULATION 33(2)(A) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
Board of Directors
Niyogin Fintech Limited

Dear Sir/Ma'am,

We, the undersigned in our capacity as the Chief Executive Officer & Chief Financial Officer of the Company hereby certify to the best of our knowledge and belief that:

1. We have reviewed the Financial Results (Standalone and Consolidated) for the financial year ended on March 31, 2025 and that to the best of our knowledge and belief:

    (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

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

For Niyogin Fintech Limited

Tashwinder Singh	**Abhishek Thakkar**
MD & CEO	**Chief Financial Officer**

Place: Mumbai
Date: May 15, 2025

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

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

To,
The Members,
Niyogin Fintech Limited
MIG 944, Ground Floor, TNHB Colony,
1st Main Road, Velachery,
Chennai, Tamil Nadu - 600042

We have examined the compliance of conditions of Corporate Governance by **Niyogin Fintech Limited** ('the Company'), CIN: L65910TN1988PLC131102 having registered office at MIG 944, Ground Floor, TNHB Colony, 1st Main Road Velachery Chennai, Tamil Nadu -600042 and Corporate office at Neelkanth Corporate IT Park, 311/312 3rd Floor, Kirol Road, Vidyavihar (w) Mumbai 400086 for the year ended on **March 31, 2025**, as stipulated in Regulation 17 to 27 and clauses (b) to (i) 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) Regulation, 2015 ('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we hereby certify that the Company has complied with the conditions of Corporate Governance to the extent applicable, as stipulated in the provisions specified in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Listing Agreement of the said Company with stock exchange.

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

This certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For Mitesh J. Shah & Associates
Company Secretaries

Mitesh Shah
Proprietor
FCS No.: 10070
C. P. No.: 12891
Peer Review Certificate No. 1730/2022
UDIN: F010070G000967301

Place: Mumbai
Date: 08.08.2025

Certificate of Non-Disqualification of Directors

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

To,
The Member,
Niyogin Fintech Limited
MIG 944, Ground Floor, TNHB Colony,
1st Main Road Velachery, Chennai,
Tamil Nadu-600042, India.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Niyogin Fintech Limited** having **CIN L65910TN1988PLC131102** and having registered office at MIG 944, Ground Floor, TNHB Colony, 1st Main Road Velachery, Chennai, Tamil Nadu-600042, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our 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 us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Amit Vijay Rajpal	07557866	05.12.2016
2.	Gaurav Makarand Patankar	02640421	10.11.2020
3.	Tashwinder Harjap Singh	06572282	02.02.2022
4.	Kapil Kapoor	00178966	05.12.2016
5.	Samir Mohan Pandiri	10749182	27.09.2024
6.	Sudip Vatsal Thakor	07222787	12.11.2024
7.	Katarina Racek	10803186	12.11.2024

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

For Magia and Halwai Associates
(A Peer Reviewed Firm)

Rohit Halwai
Partner
P.R. No.: 1669/2022
ACS: 25957 | CP: 19186
UDIN: A025957G000348224

Place: Mumbai
Date: 15th May 2025

Compliance Certificate

[Pursuant to Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Niyogin Fintech Limited
MIG 944, Ground Floor, TNHB Colony,
1st Main Road Velachery
Chennai, Tamil Nadu- 600042

I Mitesh J. Shah, Company Secretary in Practice, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on November 11, 2024 by the Board of Directors of Niyogin Fintech Limited (hereinafter referred to as '**the Company**'), having CIN: L65910TN1988PLC131102 and having its registered office at MIG 944, Ground Floor, TNHB Colony, 1st Main Road, Velachery, Chennai, Tamil Nadu - 600042 and having its corporate office at Neelkanth Corporate IT Park, 311/312, 3rd Floor, Kirol Road, Vidyavihar (West), Mumbai - 400086.

This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "**the Regulations**'), for the year ended 2024-25.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented **NFL - Employee Stock Option Plan 2018; Niyogin Employees Stock Option Scheme 2019 and Niyogin Employees Stock Option Plan 2020** in accordance with the Regulations and the Special Resolution(s) passed by the members at the General Meeting (s) of the Company held on **July 08, 2018, December 24, 2019 and October 16, 2020** respectively.

For the purpose of verifying the compliance of the Regulations, I have examined the following:

1. Scheme(s) furnished by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors;
4. Shareholders resolutions passed at the General Meeting;
5. Minutes of the meetings of the Nomination and Remuneration Committee;
6. Relevant Accounting Standards as prescribed by the Central Government;
7. Detailed terms and conditions of the scheme as approved by Nomination and Remuneration Committee;
8. Bank Statements towards Application money received under the scheme(s);
9. Valuation Report;
10. Exercise Price/Pricing formula;
11. Statement filed with recognised Stock Exchange(s) in accordance with Regulation 10 of these Regulations;
12. Disclosure by the Board of Directors;
13. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder.

Certification:

In my opinion and to the best of my knowledge and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I certify that the Company has implemented the **NFL - Employee Stock Option Plan 2018; Niyogin Employees Stock Option Scheme 2019 and Niyogin Employees Stock Option Plan 2020** in accordance with the applicable provisions of the Regulations and Resolution(s) of the Company in the General Meeting(s).

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.

2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.

3. 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.

4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For Mitesh J. Shah & Associates
Company Secretaries

Mitesh Shah
Proprietor
FCS No.: 10070
C. P. No.: 12891
Peer Review Certificate No. 1730/2022
UDIN: F010070G000346472

Date: 15.05.2025
Place: Mumbai

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

ANNEXURE A

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

Management's Responsibility Statement

i. Maintenance of scheme is the responsibility of the management of the Company. My responsibility is to express only an opinion on them.

Auditor's Responsibility Statement

ii. I have followed the practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of this certificate. The verification was done on evidence basis to ensure that correct facts are reflected in records. I believe that the processes and practices that I follow provide a responsible basis for my opinion.

iii. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

iv. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures.

For Mitesh J. Shah & Associates
Company Secretaries

Mitesh Shah
Proprietor
FCS No.: 10070
C. P. No.: 12891
Peer Review Certificate No. 1730/2022

Date: 15.05.2025
Place: Mumbai

Independent Auditor's Report

To the Members of Niyogin Fintech Limited

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying Standalone Financial Statements of Niyogin Fintech Limited ("the Company"), which comprise the standalone Balance Sheet as at March 31, 2025, and the standalone Statement of Profit and Loss (including Other Comprehensive Income), the standalone Statement of Changes in Equity and the standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information ("the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended, the relevant circulars, guidelines and directions issued by the Reserve Bank of India ("RBI") from time to time ("RBI Guidelines") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, of its loss (including other comprehensive loss), its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Standalone 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 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 Financial statements.

Classification and measurement of loans and allowance for Expected Credit Loss (ECL) on Loans

Charge to the Statement of Profit and Loss for the year ended 31 March 2025 – 931.25 Lakhs Total ECL Provision as at March 31, 2025 – 1,550.01 Lakhs (including management overlay of ₹ 256.00 Lakhs)

Refer accounting policies in Note 3.6 to the standalone financial statements

Key Audit Matter	How the key audit matter was addressed in our audit
Impairment loss on loans is provided for using Expected Credit Loss (ECL) model under Ind AS. This involves a high degree of estimation uncertainty. Significant management judgement is required application of measurement principles in following areas: · Defining of thresholds for significant increase in credit risk and default · Selection and input of various qualitative and quantitative factors · Assessment of credit characteristics of the loan portfolio · Determination of Probabilities of Default ("PD") and Loss Given Default ("LGD") based on historical trends.	Our audit approach was a combination of test of internal controls and substantive procedures. Board approved ECL policy was examined in view of characteristics of loans disbursed during the year. Its compliance with principles of Ind AS 109 was assessed. We performed walkthroughs to identify the key systems, applications and controls used in the ECL process. We tested the relevant manual controls, general IT and application controls over key systems used in ECL process. Evaluated management's controls over collation of relevant information used for determining estimates for management overlays. We tested design and operating effectiveness of key controls around data extraction and validation.

Key Audit Matter	How the key audit matter was addressed in our audit
· Estimation of forward looking economic scenarios and assignment of probability weights · Adjustments to model ECL to address emerging trends This process requires analysis of large volumes of data. The completeness and accuracy of data, and implementation of related internal controls, can significantly impact reliability of the modelled impairment provisions. As at 31 March 2025, the gross carrying value of loans assets of ₹ 23,729.60 lakhs constituted 50% of the total assets of the Company. The disclosures (including disclosures prescribed by RBI) regarding the Company's application of Ind AS 109 are the key to explaining the judgements and material inputs to the ECL results. The classification and measurement of loans and measurement of impairment loss allowance is as a key audit matter in view of its inherent complexity, management judgement and estimates involved and significance to the financial statements, of the affected account balances and related disclosures.	We discussed with the management, the methodologies used for ECL estimation for various kinds of loans, evaluated the appropriateness thereof and reasonableness of assumptions used therein. We verified the methodology of the computation of staging of loans, estimation of probability of default, its calibration, and estimation of loss given default. We examined adjustments to output of ECL model and its consistency with documented rationale. We assessed whether the disclosures on key judgements, assumptions, and quantitative data with respect to impairment of loans are appropriate and sufficient. Performed substantive procedures for testing the ECL Model and computation of ECL amount included and not limited to the following: · Testing system generated reports on ageing and defaults with underlying transactions, on sample basis. · Testing the process of staging of loan assets basis their days past due and other loss indicators, on sample basis. · Testing computation of underlying factors of PD and LGD based on historical data. · Performance of cut-off procedures to ensure the completeness of the data used. Reconciliation of total financial assets considered for ECL estimation with the books of accounts. · Review of assessment performed for forward looking macro-economic factors used in estimating management overlay. · Reperforming of the formulas to check mathematical accuracy of the computation of ECL.

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in the Board's Report (including Annexures thereto) and Management Discussion And Analysis ("MD&A") collectively referred to as "Other Information"), but does not include the Standalone Financial Statements and our auditor's report thereon. The Other Information referred above is expected to be made available to us after the date of this auditor's report.

Our opinion on the Standalone Financial Statements does not cover the Other Information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the Other Information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.

When we read the Other Information if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation and

- Obtain sufficient appropriate audit evidence regarding the Standalone Financial Statements of the Company to express an opinion thereon.

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

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

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

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

   (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss, the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015.

   (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 are 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 standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**.

3. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act, based on our audit and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of and limit laid down under Section 197 read with Schedule V of the Act.

4. 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 we report as under:

   i. The Company does not have any pending litigations which would impact its financial position;

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

   iii. There were no amounts which were required to be transferred to the investor Education and Protection Fund by the Company;

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

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

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

v. No dividend was declared or paid by the Company during the year.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 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 the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For Pijush Gupta & Co
Chartered Accountants
ICAI Firm Registration Number: 309015E

Pijush Kumar Gupta
Partner
Membership Number: 015139
UDIN: 25015139BMOZQV5141

Kolkata
May 15, 2025

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF NIYOGIN FINTECH LIMITED FOR THE YEAR ENDED MARCH 31, 2025

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

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. (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment ("PPE") and right-of-use assets including quantitative details and situation of these assets.

(B) The Company does not have intangible assets hence reporting under clause 3(i)(a)(B) of the Order is not applicable.

(b) The Company has a regular programme of physical verification of its Property, Plant and Equipments ("PPE") by which all PPE are verified in a phased manner. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to this programme, certain Property, Plant and Equipment were physically verified by the management during the year.In our opinion, and according to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) The Company does not have any immovable Property disclosed under Property Plant and Equipment and hence reporting under clause 3(i)(c) of the Order is not applicable.

(d) In our opinion and according to the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) during the year. Hence reporting under clause 3(i)(d) of the Order is not applicable.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at 31 March 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988 as amended in 2016) and rules made thereunder. Hence reporting under clause 3(i)(e) of the Order is not applicable. Refer note 49 to the Standalone Financial Statements.

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) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii. (a) The Company is a Non- Banking Finance Company and its principal business is to give loans. Hence, reporting under the provision of clause 3(iii)(a) of the Order is not applicable to the Company.

(b) The investments made and terms and conditions of the grant of all loans are, prima facie, not prejudicial to the Company's interest. The Company has not granted advances in the nature of loans and has not provided any guarantee and also not given security to any party.

(c) In respect of loans and advances in the nature of loans (together referred to as "loan assets"), the schedule of repayment of principal and payment of interest has been stipulated. Note 3.6 to the Standalone Financial Statements explains the Company's accounting policy relating to impairment of financial assets which include loans assets. In accordance with that policy, loan assets with balances as at March 31, 2025, aggregating ₹ 1,999.86 lakhs were categorised as credit impaired ("Stage 3") and ₹ 1,511.00 lakhs were categorised as those where the credit risk has increased significantly since initial recognition ("Stage 2"). Disclosures in respect of such loans have been provided in Note 7.1 to the Standalone Financial Statements. Out of loans and advances in the nature of loans with balances as at March 31, 2025, aggregating ₹ 20,218.74 lakhs, where credit risk has not significantly increased since initial recognition (categorised as "Stage 1"), delinquencies between 1 to 30 days in the repayment of principal and payment of interest aggregating ₹ 4,332.65 lakhs were also identified. In all other cases, the repayment of principal and interest is regular as at March 31, 2025. Having regard to the nature of Company's business and the volume of information involved, it is not practicable to provide an itemised list of loan assets where delinquencies in the repayment of principal and interest have been identified.

(d) The total amount overdue for more than ninety days, in respect of loans and advances in the nature of loans, as at the end of the year is ₹ 1,436.24 lakhs. Reasonable steps are being taken by the Company for recovery of the principal and interest.

(e) The Company is a Non-Banking Finance Company, and its principal business is to give loans. Accordingly, reporting under clause 3(iii)(e) of the Order is not applicable to the Company.

(f) Based on our audit procedures, according to the information and explanation made available to us, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year.

iv. In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of Section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of Section 186(1) of the Act. The other sub-sections of Section 186 of the Act are not applicable to the Company.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the RBI or any Court or any other Tribunal against the Company in this regard.

vi. The Central Government has not prescribed the maintenance of cost records under sub-section (1) Section 148 of the Act for the business activities carried out by the Company. Accordingly, the provision of clause 3(vi) of the Order is not applicable to the Company.

vii. (a) In our opinion and according to the information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues relating to amounts deducted/accrued in the books of account including Goods and Services Tax, provident fund, employees' state insurance, income tax, and other material statutory dues applicable to it, with the appropriate authorities during the year.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, Goods and Services Tax, duty of customs, cess and any other material statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

(b) There are no statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes.

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 (43 of 1961). Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.

ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans and borrowings 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 wilful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations provided to us, and based on the audit procedures performed by us, money raised by way of term loans were applied for the purposes for which the loans were obtained.

(d) In our opinion and according to the information and explanations provided to us, and based on the audit procedures performed by us, the Company has not utilised funds raised on short term basis for long term purposes.

(e) In our opinion and according to the information and explanations provided to us, and based on the audit procedures performed by us, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary and associate.

(f) In our opinion and according to the information and explanations provided to us, and based on the audit procedures performed by us, we report that the Company has not raised any loans on pledge of securities held in its subsidiaries. The Company does not have any associates and joint ventures.

x. (a) In our opinion, according to the information and explanations given to us, and based on the audit procedures performed by us, the Company has not raised money 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) In our opinion, according to the information and explanations given to us, and based on the audit procedures performed by us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year and hence reporting under clause 3(x)(b) of the Order is not applicable.

xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the course of our audit.

(b) No report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT -4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanations given to us, the Company does not have any whistle blower complaint during the year, Hence reporting under clause xi(c) of the order is not applicable.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the Note No. 37 to the standalone financial statements as required under Indian Accounting Standard (Ind As 24), Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under Section 133 of the Act.

xiv. (a) In our opinion and based on our examination, the Company has an internal audit system under Section 138 of the Act which is commensurate with the size and nature of its business.

(b) We have considered, during the course of our audit, the reports of the Internal Auditor(s) for the period under audit, issued to the Company during the year till date, in determining the nature, timing and extent of our audit procedures in accordance with the guidance provided in SA 610 "Using the work of Internal Auditors".

xv. According to the information and explanations given to us, in our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of Section 192 of the Act are not applicable to Company. Accordingly, the provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.

xvi. (a) The Company is required to and has been registered under Section 45-IA of the Reserve Bank of India Act, 1934 as Non-Banking Financial Company as a Non- Systemically Important Non-Deposit taking (NBFC-ND-NSI) Company.

(b) In our opinion, and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial activities without obtaining a valid Certificate of Registration from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.Further, Company has not conducted any Housing Finance activities and is not required to obtain CoR for such activities from the RBI.

(c) According to the information and explanations given to us, the Company is not a Core Investment Company ('CIC') as defined under the Regulations by the Reserve Bank of India. Accordingly, the provisions stated in paragraph 3(xvi)(c) of the Order are not applicable to the Company.

(d) As per information provided in course of our audit, the Group to which the Company belongs does not have a CIC.

xvii. According to the information explanation provided to us, the Company has not incurred cash losses in the current financial year. However, there was a cash loss amounting to ₹ 244.08 lakhs in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable/paragraph 3(xviii) of the Order is not applicable.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, along with details provided in Note 45 B to the Standalone Financial statements which describe the maturity analysis of assets & liabilities other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. According to the information and explanations given to us, the Company does not attract the requirement of Corporate Social Responsibility (CSR) under Section 135 of the Company's Act 2013 and hence reporting under clause xx (a) and (b) of the Order is not applicable.

xxi. The reporting under paragraph 3(xxi) of the Order is not applicable in respect of standalone financial statements. Accordingly, no comment in respect of paragraph 3(xxi) has been included in the report.

For Pijush Gupta & Co
Chartered Accountants
ICAI Firm Registration Number: 309015E

Pijush Kumar Gupta
Partner
Membership Number: 015139
UDIN: 25015139BMOZQV5141

Kolkata
May 15, 2025

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF NIYOGIN FINTECH LIMITED FOR THE YEAR ENDED 31ST MARCH 2025

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

Report on the internal financial controls under clause (i) of sub-section 3 of Section 143 of the companies act, 2013 ("the act")

OPINION

We have audited the internal financial controls with reference to Standalone Financial Statements of Niyogin Fintech Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (" the Guidance Note").

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 with reference to standalone financial statements 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) (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone 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 with reference to Standalone Financial Statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

A Company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone 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 Standalone Financial Statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

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

For Pijush Gupta & Co
Chartered Accountants
ICAI Firm Registration Number: 309015E

Pijush Kumar Gupta
Partner
Membership Number: 015139
UDIN: 25015139BMOZQV5141

Kolkata
May 15, 2025

Standalone Balance Sheet

As at 31 March 2025

Amounts in ₹ lakhs

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
ASSETS			
1 Financial assets			
(a) Cash and cash equivalents	4	6,305.24	5,370.84
(b) Bank balance other than cash and cash equivalents above	5	1,038.63	1,051.98
(c) Receivables	6		
(i) Trade receivables		181.95	39.31
(ii) Other receivables		1,176.23	1,144.72
(d) Loans	7	22,179.59	13,859.02
(e) Investments	8	15,854.94	14,700.65
(f) Other financial assets	9	263.90	284.94
Total financial assets		**47,000.48**	**36,451.46**
2 Non-financial Assets			
(a) Current tax assets (net)	10	34.87	58.05
(b) Right of use asset		237.57	311.98
(c) Property, plant and equipment	11	29.97	47.87
(d) Other non-financial assets	12	412.36	434.64
Total non-financial assets		**714.77**	**852.54**
TOTAL ASSETS		**47,715.25**	**37,304.00**
LIABILITIES AND EQUITY			
LIABILITIES			
1 Financial liabilities			
(a) Payables			
(I) Trade payables	13		
i) total outstanding dues of micro enterprises and small enterprises		55.56	377.49
ii) total outstanding dues of creditors other than micro enterprises and small enterprises		100.98	254.32
(b) Borrowings (other than debt securities)	14	8,915.01	4,498.20
(c) Other financial liabilities	15	1,628.93	768.26
Total financial liabilities		**10,700.48**	**5,898.27**
2 Non-financial liabilities			
(a) Provisions	16	1,655.90	830.25
(b) Other non-financial liabilities	17	68.95	64.06
Total non-financial liabilities		**1,724.85**	**894.31**
TOTAL LIABILITIES		**12,425.33**	**6,792.58**
3 EQUITY			
(a) Equity share capital	18	11,099.44	9,514.15
(b) Other equity	19	24,190.48	20,997.27
TOTAL EQUITY		**35,289.92**	**30,511.42**
TOTAL LIABILITIES AND EQUITY		**47,715.25**	**37,304.00**
Material Accounting Policies	3		

See accompanying notes forming an integral part of the standalone financial statements

As per our report of even date.

For Pijush Gupta & Co
Chartered Accountants
Firm's Registration No: 309015E

For and on behalf of the Board of Directors of
Niyogin Fintech Limited
CIN: L65910TN1988PLC131102

Pijush Kumar Gupta
Partner
Membership No: 015139
Kolkata
15 May 2025

Amit Rajpal
Chairman & Non-Executive Director
DIN: 07557866
London
15 May 2025

Tashwinder Singh
Managing Director & Chief Executive Officer
DIN: 06572282
Mumbai
15 May 2025

Abhishek Thakkar
Chief Financial Officer

Mumbai
15 May 2025

Neha Daruka
Company Secretary
Membership No: A41425
Mumbai
15 May 2025

Standalone Statement of Profit and Loss

for the year ended 31 March 2025

Amounts in ₹ lakhs

	Particulars	Note No.	Year ended 31 March 2025	Year ended 31 March 2024
	Revenue from operations			
(i)	Interest income	20	5,800.84	3,202.18
(ii)	Fees and commission income	21	1,719.30	813.86
(iii)	Net gain on fair value changes	22	97.66	-
(iv)	Others	23	26.24	18.87
(I)	**Total revenue from operations**		**7,644.04**	**4,034.91**
(II)	Other income	24	193.70	138.57
(III)	**Total income**		**7,837.74**	**4,173.48**
	Expenses			
(i)	Finance costs	25	854.88	197.43
(ii)	Fees and commission expenses	26	3,794.91	1,665.37
(iii)	Impairment on financial instruments	27	945.71	133.81
(iv)	Employee benefits expenses	28	2,241.09	2,091.62
(v)	Depreciation and amortization	29	102.49	82.42
(vi)	Others expenses	30	876.83	758.25
(IV)	**Total expenses**		**8,815.91**	**4,928.90**
(V)	**Profit/(Loss) before tax (IV-III)**		**(978.17)**	**(755.42)**
(VI)	**Tax expense:**			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
	Total tax expense		**-**	**-**
	Loss for the year (V-VI)		**(978.17)**	**(755.42)**
(VII)	**Other comprehensive income**			
	(i) Items that will not be reclassified to profit or loss			
	a) Re-measurement of defined benefit plan		6.44	(0.85)
	b) Income tax relating to items that will not be reclassified to profit or loss		-	-
	Other comprehensive income		**6.44**	**(0.85)**
(VIII)	**Total comprehensive loss for the year**		**(971.73)**	**(756.27)**
(IX)	**Earnings per equity share**			
	Basic (₹)		(1.01)	(0.80)
	Diluted (₹)		(0.99)	(0.79)

Material Accounting Policies 3

See accompanying notes forming an integral part of the standalone financial statements

As per our report of even date.

For Pijush Gupta & Co
Chartered Accountants
Firm's Registration No: 309015E

For and on behalf of the Board of Directors of
Niyogin Fintech Limited
CIN: L65910TN1988PLC131102

Pijush Kumar Gupta
Partner
Membership No: 015139
Kolkata
15 May 2025

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London
15 May 2025

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15 May 2025

Abhishek Thakkar
Chief Financial Officer

Mumbai
15 May 2025

Neha Daruka
Company Secretary
Membership No: A41425
Mumbai
15 May 2025

Standalone Statement of Cash Flows

for year ended 31 March 2025

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
CASH FLOW FROM OPERATING ACTIVITIES:		
Loss before tax:	**(978.17)**	**(755.42)**
Adjustments:		
Interest Income on Loans	(5,547.68)	(2,866.04)
Interest on Investments	(137.52)	(135.45)
Interest on deposits with banks	(112.08)	(198.09)
Depreciation, amortisation and impairment	102.49	82.42
Impairment on financial instruments	945.71	133.81
Employee share based payments	307.48	295.11
Interest expense on lease liability	34.00	24.55
Interest expense on borrowings	801.56	172.88
Interest income on security deposit	(3.56)	(2.60)
Operating profit/(loss) before working capital changes	**(4,587.77)**	**(3,248.83)**
Adjustments for (increase)/decrease in operating assets:		
Other receivables	(188.61)	(380.17)
Loans	(9,290.43)	(6,534.42)
Other financial assets	24.60	(191.43)
Other non-financial assets	45.46	149.95
Adjustments for increase/(decrease) in operating liabilities		
Trade payables	(475.39)	292.70
Other financial liabilities	914.53	295.50
Provisions	819.21	416.26
Other non-financial liabilities	4.89	22.97
Net cash generated/(used) in operations	**(12,733.51)**	**(9,177.47)**
Interest paid	(801.82)	(150.75)
Cash inflow from interest income on loans	5,571.23	2,788.50
Net cash generated/(used) in operating activities	**(7,964.10)**	**(6,539.72)**
CASH FLOW FROM INVESTING ACTIVITIES:		
Proceeds from sale of investment	12,299.67	910.00
Proceeds from/(Investment in) of Fixed Deposits (net)	13.35	(997.89)
Purchase of property, plant and equipments	(10.19)	(27.81)
Purchase of investments	(13,301.00)	(420.00)
Income from Investment/fixed deposits	112.10	216.39
Net cash generated/(used) from investing activities	**(886.07)**	**(319.31)**
CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from issue of shares	7.05	80.22
Proceeds from securities premium	48.35	247.54
Proceeds from issue of share warrants	5,399.95	1,924.99
Proceeds from Borrowings (other than debt securities)	13,100.00	6,000.00
Repayment of Borrowings (other than debt securities)	(8,682.93)	(1,523.93)
Payment of lease liability	(87.85)	(76.12)
Net cash generated/(used) in financing activities	**9,784.57**	**6,652.70**
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	**934.40**	**(206.33)**
Add: Cash and cash equivalents at the beginning of the year	5,370.84	5,577.17
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	**6,305.24**	**5,370.84**

Standalone Statement of Cash Flows (Contd.)

for year ended 31 March 2025

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Components of Cash and Cash Equivalents		
- Cash on hand	-	-
- Balance with bank in current account	6,305.24	5,370.84
Total	**6,305.24**	**5,370.84**

Note:

The above statement of cash flow has been prepared under the 'Indirect method' as set out in Ind AS 7 on 'Statement of cash flows'.

Material Accounting policies - note 3

See accompanying notes forming an integral part of the standalone financial statements

As per our report of even date.

For Pijush Gupta & Co
Chartered Accountants
Firm's Registration No: 309015E

For and on behalf of the Board of Directors of
Niyogin Fintech Limited
CIN: L65910TN1988PLC131102

Pijush Kumar Gupta
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Membership No: 015139
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15 May 2025

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Chief Financial Officer

Mumbai
15 May 2025

Neha Daruka
Company Secretary
Membership No: A41425
Mumbai
15 May 2025

Standalone Statement of Changes in Equity

for the year ended 31 March 2025

A. EQUITY SHARE CAPITAL

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025		Year ended 31 March 2024	
	Number	₹ in lakhs	Number	₹ in lakhs
Issued, subscribed and fully paid up equity shares outstanding at the beginning of the year	**9,51,41,515**	**9,514.15**	**9,43,39,325**	**9,433.93**
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting year	-	-	-	-
Changes in equity share capital during the current year	-	-	-	-
- against employee stock option	70,500	7.05	1,44,590	14.46
- against share warrants	1,57,82,411	1,578.24	6,57,600	65.76
Issued, subscribed and fully paid up equity shares outstanding at the end of the year	**11,09,94,426**	**11,099.44**	**9,51,41,515**	**9,514.15**

B. OTHER EQUITY

Amounts in ₹ lakhs

Particulars	Reserves and Surplus						Money received against Share Warrants
	Securities Premium	Retained Earnings	Special reserve	Share based options outstanding	General Reserves	Total	
Balance as at 31 March 2024	**23,501.90**	**(6,314.22)**	**1.89**	**1,826.57**	**56.14**	**19,072.28**	**1,924.99**
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance as at 31 March 2024	**23,501.90**	**(6,314.22)**	**1.89**	**1,826.57**	**56.14**	**19,072.28**	**1,924.99**
Profit/Loss for the year	-	(978.17)	-	-	-	(978.17)	-
Other Comprehensive Income for the current year	-	6.44	-	-	-	6.44	-
Securities premium proceeds received on issue of equity shares	5,629.59	-	-	(7.89)	-	5,621.70	(5,621.70)
Transfer to General Reserve	-	-	-	(20.48)	145.48	125.00	(125.00)
Employee stock option	19.98	-	-	323.26	-	343.24	-
Proceeds from share warrants	-	-	-	-	-	-	5,399.95
Conversion to equity shares	-	-	-	-	-	-	(1,578.24)
Balance as at 31 March 2025	**29,151.47**	**(7,285.95)**	**1.89**	**2,121.45**	**201.62**	**24,190.48**	**-**

Standalone Statement of Changes in Equity (Contd.)

for the year ended 31 March 2025

Amounts in ₹ lakhs

Particulars	Reserves and Surplus						Money received against Share Warrants
	Securities Premium	Retained Earnings	Special reserve	Share based options outstanding	General Reserves	Total	
Balance as at 31 March 2023	**23,254.36**	**(5,559.65)**	**1.89**	**1,568.55**	**19.05**	**19,284.20**	**-**
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance as at 31 March 2023	**23,254.36**	**(5,559.65)**	**1.89**	**1,568.55**	**19.05**	**19,284.20**	**-**
Profit/Loss for the year	-	(755.42)	-	-	-	(755.42)	-
Other Comprehensive Income for the current year	-	0.85	-	-	-	0.85	-
Securities premium proceeds received on issue of equity shares	247.54	-	-	-	-	247.54	-
Transfer to General Reserve	-	-	-	(37.09)	37.09	-	-
Employee stock option	-	-	-	295.11	-	295.11	-
Proceeds from share warrants	-	-	-	-	-	-	1,924.99
Balance as at 31 March 2024	**23,501.90**	**(6,314.22)**	**1.89**	**1,826.57**	**56.14**	**19,072.28**	**1,924.99**

Material Accounting policies - Note 3

See accompanying notes forming an integral part of the standalone financial statements

As per our report of even date

For Pijush Gupta & Co
Chartered Accountants
Firm's Registration No: 309015E

For and on behalf of the Board of Directors of
Niyogin Fintech Limited
CIN: L65910TN1988PLC131102

Pijush Kumar Gupta
Partner
Membership No: 015139
Kolkata
15 May 2025

Amit Rajpal
Chairman & Non-Executive Director
DIN: 07557866
London
15 May 2025

Tashwinder Singh
Managing Director & Chief Executive Officer
DIN: 06572282
Mumbai
15 May 2025

Abhishek Thakkar
Chief Financial Officer

Mumbai
15 May 2025

Neha Daruka
Company Secretary
Membership No: A41425
Mumbai
15 May 2025

Notes forming part of the Standalone Financial Statements

for the year ended 31 March 2025

1. CORPORATE INFORMATION

Niyogin Fintech Limited ('the Company') is a non-deposit taking non-systemically important Non-Banking Financial Company and pursuant to change of Reserve Bank of India ("RBI") jurisdiction has been issued a new certificate of registration dated 16 April 2021 bearing registration number B-07.00874.

2. BASIS OF PREPARATION

2.1 Statement of compliance

These standalone or separate financial statements of the Company have been prepared in accordance with Ind AS as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, notified under Section 133 of the Companies Act, 2013 and the other relevant provisions of the Act. The Company has consistently applied accounting policies to all the periods.

2.2 Basis of measurement

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, except for the assets and liabilities acquired under business combination are measured at fair value. The financial statements have been prepared as per the guidelines issued by the RBI as applicable to a NBFCs and other accounting principles generally accepted in India. Any applicable guidance/clarifications/directions issued by RBI or other regulators are implemented as and when they are issued/applicable.

The regulatory disclosures as required by Master Direction - Reserve Bank of India (Non-Banking Financial Company-Scale based regulation) Directions, 2023, as amended, issued by RBI are prepared as per the Ind AS financial statements.

The financial statements have been prepared on going concern basis in accordance with the Ind AS 1. The Management is of the view that the Company shall be able to continue its business for the near 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.

The preparation of financial statements requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosed amount of contingent liabilities. Areas involving a higher degree of judgement or complexity, or areas where assumptions are significant to the Company are discussed in note below.

2.3 Functional and presentation currency

The standalone financial statements are presented in Indian Rupees (₹) which is the currency of the primary economic environment in which the Company operates (the 'functional currency'). The values are rounded to the nearest lakhs, except when otherwise indicated.

2.4 Use of estimates, judgements and assumptions

The preparation of the standalone financial statements in conformity with Ind AS requires management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Actual results may differ from the estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Following are the areas that involved a higher degree of estimates and judgement or complexity in determining the carrying amount of some assets and liabilities.

i) Fair value of financial instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. For further details about determination of fair value refer note 3.8 and note 44.

ii) Effective interest rate ('EIR') method

The Company's EIR methodology, as explained in Note 3.1(A), recognises interest income/expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioral life of loans given/taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges).

This estimation, by nature, requires an element of judgement regarding the expected behavior and life-cycle of the instruments, as well as expected changes to interest rates and other fee income/expense that are integral parts of the instrument.

iii) Impairment of financial asset

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

The Company's expected credit loss ('ECL') calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgements and estimates include:

a) The Company's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a life time expected credit loss ('LTECL') basis.

b) Development of ECL models, including the various formulas and the choice of inputs.

c) Determination of associations between macroeconomic scenarios and economic inputs as gross domestic products, and the effect on probability of default ('PD'), exposure at default ('EAD') and loss given default ('LGD').

d) Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into ECL models.

iv) Provisions and other contingent liabilities

The Company operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations.

When the Company can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Company records a provision against the case. Where the outflow is considered to be probable, but a reliable estimate cannot be made, a contingent liability is disclosed.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Company takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

For further details on provisions and other contingencies refer note 3.16.

These estimates and judgements are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances. Management believes that the estimates used in preparation of the standalone financial statements are prudent and reasonable.

2.5 Presentation of the standalone financial statements

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

i) The normal course of business

ii) The event of default

iii) The event of insolvency or bankruptcy of the Company and/or its counterparties

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Recognition of interest income

A. EIR method

Under Ind AS 109, interest income is recorded using the effective interest rate method for all financial instruments measured at amortised cost and financial instrument measured at Fair Value through other comprehensive income ('FVOCI'). The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

The EIR (and therefore, the amortised cost of the asset) is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR. The Company recognises interest income using a rate of return that represents the best estimate of a constant rate of return over the expected life of the financial instrument.

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk, the adjustment is booked as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortised through Interest income in the statement of profit and loss.

B. Interest income

The Company calculates interest income by applying EIR to the gross carrying amount of financial assets other than credit impaired assets.

When a financial asset becomes credit impaired and is, therefore, regarded as 'stage 3', the Company calculates interest income on the net basis. If the financial asset cures and is no longer credit impaired, the Company reverts to calculating interest income on a gross basis.

3.2 Financial instrument - initial recognition

A. Date of recognition

Debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

B. Initial measurement of financial instruments

The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments (Refer note 3.3(A)). Financial instruments are initially measured at their fair value (as defined in Note 3.8). Transaction costs are added to, or subtracted from this amount at initial recognition except in the case of financial assets and financial liabilities recorded at FVTPL.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in Statement of profit and loss.

C. Measurement categories of financial assets and liabilities

The Company classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:

i) Amortised cost

ii) FVOCI

iii) FVTPL

3.3 Financial assets and liabilities

A. Financial assets

Business model assessment

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

a) How the performance of the business model and the financial assets held within that business model are evaluated and reported to the Company's key management personnel.

b) The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed.

c) The expected frequency, value and timing of sales are also important aspects of the Company's assessment.

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

Solely payments of principal and interest (SPPI) test

As a second step of its classification process, the Company assesses the contractual terms of financial to identify whether they meet SPPI test.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of financial asset (for example, if there are repayments of principal or amortisation of the premium/discount).

The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk. To make the SPPI assessment, the Company applies judgement and considers relevant factors such as the period for which the interest rate is set.

In contrast, contractual terms that introduce a more than de minimis exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured at FVTPL.

Accordingly, financial assets are measured as follows:

i) Financial assets carried at amortised cost ('AC')

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

ii) Financial assets measured at FVOCI

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

iii) Financial assets measured at FVTPL

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

iv) Investment in subsidiaries

The Company has accounted for its investments in subsidiaries at cost less impairment, if any.

B. Financial liabilities

i) Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method.

3.4 Reclassification of financial assets and liabilities

The Company does not reclassify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances in which the Company acquires, disposes of, or terminates a business line. Financial liabilities are never reclassified. The Company did not reclassify any of its financial assets or liabilities in the year ended 31 March 2025 and 31 March 2024.

3.5 Derecognition of financial assets and liabilities

i) Financial assets

A. Derecognition of financial assets due to substantial modification of terms and conditions

The Company derecognises a financial asset, such as a loan to a customer, when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new loan, with the difference recognised as a derecognition gain or loss, to the extent that an impairment loss has not already been recorded. The newly recognised loans are classified as Stage 1 for ECL measurement purposes.

B. Derecognition of financial assets other than due to substantial modification

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when the contractual rights to the cash flows from the financial asset expires or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

On derecognition of a financial asset in its entirety, the difference between the carrying amount (measured at the date of derecognition) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in the statement of profit and loss.

ii) Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in the statement of profit and loss.

3.6 Impairment of financial assets

A. Overview of ECL principles

In accordance with Ind AS 109, the Company uses ECL model, for evaluating impairment of financial assets other than those measured at FVTPL.

Expected credit losses are measured through a loss allowance at an amount equal to:

i.) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

ii.) Full lifetime expected credit losses ('LTECL') (expected credit losses that result from all possible default events over the life of the financial instrument).

Both LTECLs and 12 months ECLs are calculated on collective basis.

Based on the above, the Company categorizes its loans into Stage 1, Stage 2 and Stage 3, as described below:

Stage 1: When loans are first recognised, the Company recognises an allowance based on 12 months ECL. Stage 1 loans includes those loans where there is no significant credit risk observed and also includes facilities where the credit risk has been improved and the loan has been reclassified from stage 2 or stage 3.

Stage 2: When a loan has shown a significant increase in credit risk since origination, the Company records an allowance for the life time ECL. Stage 2 loans also includes facilities where the credit risk has improved and the loan has been reclassified from stage 3.

Stage 3: Loans considered credit impaired are the loans which are past due for more than 90 days. The Company records an allowance for life time ECL.

Based on the above, the Company categorizes its investments and balances with banks into Stage 1, Stage 2 and Stage 3, as described below:

Stage 1: When investments and balances with banks are first recognised, it is categorised as Stage 1. Stage 1 would include all investments and balances with bank, not impaired or, have not experienced a significant increase in credit risk since initial recognition.

Stage 2:

· For facilities with rating grade AAA to B, three notch downgrades (without modifiers) shall be taken as stage 2.

· Any financial instrument with rating grade CCC or below classified as Stage 2 at origination.

Stage 3: All the investments and balances with banks will be considered as credit impaired which are past due for more than 90 days.

B. Calculation of ECLs

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

PD Probability of Default ('PD') is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio. For investments and balances with banks, the Company uses external ratings for determining the PD of respective instruments.

EAD Exposure at Default ('EAD') is an estimate of the amount outstanding when the borrower defaults.It is the total amount of an asset the entity is exposed to at the time of default. It is defined based on characteristics of the asset.

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

The Company has calculated PD, EAD and LGD to determine impairment loss on the portfolio of loans. At every reporting date, the above calculated PDs, EAD and LGDs are reviewed and changes in the forward looking estimates are analysed.

The mechanics of the ECL method are summarised below:

Stage 1: The 12 months ECL is calculated as the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. The Company calculates the 12 months ECL allowance based on the expectation of a default occurring in the 12 months following the reporting date. These expected 12-months default probabilities are applied to a EAD and multiplied by the expected LGD.

Stage 2: When a loan has shown a significant increase in credit risk since origination, the Company records an allowance for the LTECLs. The mechanics are similar to those explained above, but PDs and LGDs are estimated over the lifetime of the instrument.

Stage 3: For loans considered credit-impaired, the Company recognises the lifetime expected credit losses for these loans. The method is similar to that for stage 2 assets, with the PD set at 100%.

Simplified approach for trade/other receivables and contract assets

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade/other receivables that do not contain a significant financing component. The application of simplified approach does not require the Company to track changes in credit risk. It recognises impairment loss allowance based on lifetime ECL s at each reporting date, right from its initial recognition. At every reporting date, the historical observed default rates are updated for changes in the forward-looking estimates. For trade receivables that contain a significant financing component a general approach is followed.

C. Forward looking information

In its ECL models, the Company relies on a broad range of forward looking macro parameters and estimated the impact on the default at a given point of time.

D. Restructured loans

The Company is permitted to restructure customer accounts. Restructuring would normally involve modification of terms of the advances/securities, which would generally include, among others, alteration of payment period/payable amount/the amount of instalments/rate of interest, sanction of additional credit facility/release of additional funds for a customer account. The Company considers the modification of the loan only before the loans gets credit impaired. In case of restructuring, the accounts classified as 'standard' shall be immediately downgraded as non-performing assets/Stage 3 unless and other wise explicitly stated in the Circulars and Directions issued by Reserve Bank of India from time to time. Once an asset has been classified as restructured, it will remain restructured for a period of year from the date on which it has been restructured until the customer account demonstrates satisfactory performance during the specified period.

For upgradation of accounts classified as Non-Performing Assets due to restructuring, the instructions as specified for such cases as per the said RBI guidelines shall continue to be applicable.

One time restructuring (OTR) of loan accounts allowed by RBI vide circular resolution framework for COVID-19 related stress, all borrowers, wherein resolution plan has been invoked and completed within 90 days shall be continued to be classified as Stage 1.

3.7 Write-offs

Financial assets are written off when there are no prospects of recovery which are subject to management decision. If the amount to be written off is greater than the accumulated loss allowance, the difference is first treated as an addition to the allowance that is then applied against the gross carrying amount. Any subsequent recoveries are credited to other income in the statement of profit and loss.

3.8 Determination of fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company has taken into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- **Level 1 financial instruments:** Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Company has access to at the measurement date. The Company considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.

- **Level 2 financial instruments:** Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads; and market-corroborated inputs.

- **Level 3 financial instruments:** Those that include one or more unobservable input that is signifcant to the measurement as whole.

3.9

(I) Recognition of other income

Revenue (other than for those items to which Ind AS 109 - Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 - Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind ASs.

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: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Company satisfies a performance obligation.

Other interest income

Interest income on security deposits and FD is recognised on a time proportionate basis.

Fees and other income

Processing fees not considered in EIR, service income, bounce charges, penal charges and foreclosure charges etc. are recognised on point in time basis.

(II) Recognition of other expense

Borrowing costs

Borrowing costs are the interest and other costs that the Company incurs in connection with the borrowing of funds. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

Interest expense on borrowed funds is calculated using the effective interest rate (EIR) on respective financial instruments measured at amortised cost. The 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 liability.

Calculation of the EIR includes all fees paid that are incremental and directly attributable to the issue of the financial liability.

3.10 Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

3.11 Property, plant and equipment

Property, plant and equipment ('PPE') are carried at cost, less accumulated depreciation and impairment losses, if any. The cost of PPE comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use and other incidental expenses. Subsequent expenditure on PPE after its purchase is capitalized only if it is probable that the future economic benefits will flow to the enterprise and the cost of the item can be measured reliably.

Depreciation is calculated using the straight line method to write down the cost of property and equipment to their residual values over their estimated useful lives as specified under schedule II of the Act. Land is not depreciated.

The estimated useful lives are, as follows:

i) Computer Equipments: 3 years

ii) Office equipment: 5 years

iii) Furniture and fixtures: 10 years

Depreciation is provided on a pro-rata basis from the date on which such asset is ready for its intended use and residual value is considered as Nil.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

PPE is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income/expense in the statement of profit and loss in the year the asset is derecognised.

3.12 Intangible assets

The Company's intangible assets include the value of software. 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 any accumulated amortisation and any accumulated impairment losses.

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values (Nil) over their estimated useful lives (three years) using the straight-line method, and is included in depreciation and amortisation in the statement of profit and loss.

3.13 Impairment of non financial assets - property, plant and equipments and intangible assets

The carrying values of assets/cash generating units at the each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and if the carrying amount of these assets exceeds their recoverable amount, impairment loss is recognised in the statement of profit and loss as an expense, for such excess amount. The recoverable amount is the greater of the net selling price and value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the statement of profit and loss.

3.14 Leases

Ind AS 116 - Leases sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The Company has opted for two recognition exemptions for lessees:

– leases of 'low-value' assets (e.g., personal computers)

– and short-term leases (i.e., leases with a lease term of 12 months or less).

At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e. the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e. the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset (cost model).

The Company has Lease agreements for taking office premises along with furniture and fixtures as applicable and premises on rental basis range of 36 months to 60 months wherein the Company is a lessee.

3.15 Retirement and other employee benefits

Defined contribution plans

The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/retirement. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act, 1972.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employee's services.

As per Ind AS 19, the service cost and the net interest cost are charged to the statement of profit and loss. Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI.

Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Employee Stock Option Plans

Employee stock options have time and performance based vesting conditions. The fair value determined at the grant date of the options is expensed over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of options expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the employee stock options plan reserve.

The Company grants equity-settled stock options to employees of the subsidiary Company. In accordance with Ind AS 102, the Company recognizes the fair value of the options granted as investment over the vesting period, with a corresponding credit to other equity. The fair value is determined at the grant date and is adjusted for expected and actual forfeitures.

3.16 Provisions, contingent liabilities and contingent assets

A. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. When the effect of the time value of money is material, the Company determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

B. Contingent liability

A possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or; present obligation that arises from past events where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability are disclosed as contingent liability and not provided for.

C. Contingent asset

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are neither recognised not disclosed in the financial statements.

3.17 Taxes

A. 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. Current tax is the amount of tax payable on the taxable income for the period as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

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 equity.

B. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the standalone financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

A deferred tax asset is recognised for the carryforward of unused tax losses and accumulated depreciation to the extent that it is probable that future taxable profit will be available against which the unused tax losses and accumulated depreciation can be utilised.

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 equity.

Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off.

C. Goods and services tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax paid, except when the tax incurred on a purchase of assets or availing of services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

3.18 Earnings per share

Basic earnings per share ('EPS') is computed by dividing the profit after tax (i.e. profit attributable to ordinary equity holders) by the weighted average number of equity shares outstanding during the year.

Diluted EPS is computed by dividing the profit after tax (i.e. profit attributable to ordinary equity holders) as adjusted for after-tax amount of dividends and interest recognised in the period in respect of the dilutive potential ordinary shares and is adjusted for any other changes in income or expense that would result from the conversion of the dilutive potential ordinary shares, by the weighted average number of equity shares considered for deriving basic earnings per share as increased by the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits/reverse share splits, right issue and bonus shares, as appropriate.

3.19 Dividends on ordinary shares

The Company recognises a liability to make cash or non-cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the Act, final dividend is authorised when it is approved by the shareholders and interim dividend is authorised when the it is approved by the Board of Directors of the Company. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

3.20 Cash flow statement

Cash flows are reported using the indirect method as prescribed under Ind AS 7, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

3.21 Share Warrants

The Company accounts for share warrants in accordance with Ind AS 32 – Financial Instruments: Presentation and Ind AS 109 – Financial Instruments.

Share warrants are classified as equity instruments when they provide the holder the right to subscribe to a fixed number of equity shares at a fixed price, with no contractual obligation for cash settlement. The amount received on issuance is recognized under equity as "Share Warrants".

Upon exercise, the warrant amount is transferred to share capital and securities premium, as applicable. If the warrants expire unexercised, the balance is transferred to general reserves. Where share warrants do not meet the criteria for equity classification, they are accounted for as financial liabilities in accordance with Ind AS 109.

4. CASH AND CASH EQUIVALENTS

Amounts in ₹ lakhs

Particulars	As at 31 Mar 2025	As at 31 Mar 2024
Cash on hand	-	-
Balance with banks		
- In current accounts	3,595.08	2,954.06
- In fixed deposits (with original maturity of 3 months or less)	2,710.16	2,416.78
Total	**6,305.24**	**5,370.84**

5. BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS ABOVE

Amounts in ₹ lakhs

Particulars	As at 31 Mar 2025	As at 31 Mar 2024
Fixed deposits (with original maturity of more than 3 months)	1,038.64	1,051.99
(Less): Impairment loss allowance	(0.01)	(0.01)
Total	**1,038.63**	**1,051.98**

Deposits amounting to ₹ 1,011.70 lakhs (March 31, 2024 - ₹ 1,027.30 lakhs) are lien marked for undrawn overdraft facilities/ Borrowings.

6. RECEIVABLES

Amounts in ₹ lakhs

Particulars	As at 31 Mar 2025	As at 31 Mar 2024
Trade receivables	213.95	43.77
Other receivables	1,176.23	1,157.80
Total	**1,390.18**	**1,201.57**
Secured - Considered good	-	-
Unsecured - Considered good	1,390.18	1,201.57
Receivables which have significant increase in Credit Risk	-	-
Receivables - credit impaired	-	-
Total - Gross	**1,390.18**	**1,201.57**
(Less): Impairment loss allowance	(32.00)	(17.54)
Total - Net	**1,358.18**	**1,184.03**

6A) Trade receivables ageing

Amounts in ₹ lakhs

Particulars	Unbilled	Not Due for payment	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2025								
(i) Undisputed Trade receivables – considered good	-	-	184.09	24.58	5.28	-	-	213.95
(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	-	-	-	-	-	-	-	-
Total	**-**	**-**	**184.09**	**24.58**	**5.28**	**-**	**-**	**213.95**

Amounts in ₹ lakhs

Particulars	Unbilled	Not Due for payment	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2024								
(i) Undisputed Trade receivables – considered good	-	-	35.65	8.12	-	-	-	43.77
(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	-	-	-	-	-	-	-	-
Total	**-**	**-**	**35.65**	**8.12**	**-**	**-**	**-**	**43.77**

7. LOANS

Amounts in ₹ lakhs

Particulars	As at 31 Mar 2025	As at 31 Mar 2024
Loans at amortised cost		
Term Loans	23,729.60	14,681.93
Others	-	-
Total (A) - Gross	**23,729.60**	**14,681.93**
(Less): Impairment loss allowance	(1,550.01)	(822.91)
Total (A) - Net	**22,179.59**	**13,859.02**
Secured by tangible assets	-	-
Secured by intangible assets	-	-
Covered by bank/government guarantees	-	-
Unsecured	23,729.60	14,681.93
Total (B) - Gross	**23,729.60**	**14,681.93**
(Less): Impairment loss allowance (Refer note no. 27)	(1,550.01)	(822.91)
Total (B) - Net	**22,179.59**	**13,859.02**
Loans in India		
- Public sector	-	-
- Others	23,729.60	14,681.93
Loans within India - Gross	**23,729.60**	**14,681.93**
(Less): Impairment loss allowance (Refer note no. 27)	(1,550.01)	(822.91)
Loans within India -Net - (C)(i)	**22,179.59**	**13,859.02**
Loans Outside India (C) (ii)	-	-
Total (C) - Gross	**23,729.60**	**14,681.93**
(Less): Impairment loss allowance (Refer note no. 27)	(1,550.01)	(822.91)
Total (C) - Net	**22,179.59**	**13,859.02**
Loans at fair value through profit and loss		
Loans	-	-
Total (D)	**-**	**-**
Grand total - Gross [(A) + (D)]	**23,729.60**	**14,681.93**
Grand total - Net [(C) + (D)]	**22,179.59**	**13,859.02**

7.1 An analysis of changes in the gross carrying amount and the corresponding ECL allowances

Amounts in ₹ lakhs

Particulars	As at 31 March 2025				As at 31 March 2024			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount opening balance	**12,792.66**	**512.87**	**1,376.40**	**14,681.93**	**7,541.15**	**238.91**	**313.42**	**8,093.48**
Assets derecognised or repaid (excluding write offs)	(18,713.67)	(1,984.52)	(2,211.06)	(22,909.25)	(21,101.20)	(795.44)	(2,301.72)	(24,198.36)
Transfers from Stage 1	(2,670.61)	1,118.34	1,552.27	-	(1,881.67)	161.43	1,720.24	-
Transfers from Stage 2	94.58	(326.63)	232.05	-	3.24	(235.58)	232.34	-
Transfers from Stage 3	17.39	6.73	(24.12)	-	-	-	-	-
Amounts written off	-	-	(204.16)	(204.16)	-	-	(14.95)	(14.95)
New assets originated*	28,698.39	2,184.21	1,278.48	32,161.08	28,231.14	1,143.55	1,427.07	30,801.76
Gross carrying amount closing balance	**20,218.74**	**1,511.00**	**1,999.86**	**23,729.60**	**12,792.66**	**512.87**	**1,376.40**	**14,681.93**

* New assets originated are those assets which have either remained in stage 1 or have become stage 2 or 3 at the year end.

7.2 Reconciliation of ECL balance is given below:

Amounts in ₹ lakhs

Particulars	As at 31 March 2025				As at 31 March 2024			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
ECL allowance - opening balance	**172.30**	**66.02**	**584.59**	**822.91**	**321.30**	**98.85**	**293.22**	**713.37**
Addition during the year	(21.35)	62.84	889.77	931.26	52.01	63.76	343.35	459.12
Reversal during the year	-	-	(204.16)	(204.16)	(201.01)	(96.59)	(51.98)	(349.58)
ECL allowance - closing balance	**150.95**	**128.86**	**1,270.20**	**1,550.01**	**172.30**	**66.02**	**584.59**	**822.91**

8. INVESTMENTS

Amounts in ₹ lakhs

Particulars	As at 31 March 2025				As at 31 March 2024			
	At cost	At amortised cost	At fair value through profit and loss	Total	At cost	At amortised cost	At fair value through profit and loss	Total
Investment in Subsidiaries **	15,854.94	-	-	15,854.94	14,700.65	-	-	14,700.65
Total (A) - Gross	**15,854.94**	**-**	**-**	**15,854.94**	**14,700.65**	**-**	**-**	**14,700.65**
Investments outside India	-	-	-	-	-	-	-	-
Investments in India	15,854.94	-	-	15,854.94	14,700.65	-	-	14,700.65
Total (B) - Gross	**15,854.94**	**-**	**-**	**15,854.94**	**14,700.65**	**-**	**-**	**14,700.65**
Less: Allowance for impairment loss	-	-	-	-	-	-	-	-
Total (B) - Net	**15,854.94**	**-**	**-**	**15,854.94**	**14,700.65**	**-**	**-**	**14,700.65**

** As per para 10 of Ind AS 27, the Company has opted to value the investments in subsidiary entity at cost.

9. OTHER FINANCIAL ASSETS

Amounts in ₹ lakhs

Particulars	As at 31 Mar 2025	As at 31 Mar 2024
Security deposits	38.03	37.37
Advances to Employees	1.78	7.60
Accrued Income and Other Assets	224.09	239.97
Total	**263.90**	**284.94**

10. CURRENT TAX ASSETS (NET)

Amounts in ₹ lakhs

Particulars	As at 31 Mar 2025	As at 31 Mar 2024
Advance Tax and Tax deducted at source	34.87	58.05
Less: Provision for tax	-	-
Total	**34.87**	**58.05**

11. PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS

Particulars	Property, Plant and Equipment					Intangible assets	
	Leasehold improvements	Furniture and fixtures	Office equipments	Computer equipments	Total	Computer software	Total
Gross Block							
As at 31 Mar 2023	**0.30**	**3.04**	**10.30**	**108.75**	**122.39**	**723.17**	**723.17**
Additions	-	-	-	27.81	27.81	-	-
Deletions/Adjustments	-	-	-	-	-	-	-
As at 31 Mar 2024	**0.30**	**3.04**	**10.30**	**136.56**	**150.20**	**723.17**	**723.17**
Additions	-	-	-	10.19	10.19	-	-
Deletions/Adjustments	-	-	-	-	-	-	-
As at 31 Mar 2025	**0.30**	**3.04**	**10.30**	**146.75**	**160.39**	**723.17**	**723.17**
Accumulated depreciation and impairment losses							
As at 31 Mar 2023	**0.30**	**1.56**	**10.13**	**66.85**	**78.84**	**722.68**	**722.68**
Charge for the year	-	0.31	0.17	23.01	23.49	0.49	0.49
Deletions/Adjustments	-	-	-	-	-	-	-
As at 31 Mar 2024	**0.30**	**1.87**	**10.30**	**89.86**	**102.33**	**723.17**	**723.17**
Charge for the year	-	0.31	-	27.78	28.09	-	-
Deletions/Adjustments	-	-	-	-	-	-	-
As at 31 Mar 2025	**0.30**	**2.18**	**10.30**	**117.64**	**130.42**	**723.17**	**723.17**
Net carrying amount as at 31 March 2024	**-**	**1.17**	**-**	**46.70**	**47.87**	**-**	**-**
Net carrying amount as at 31 March 2025	**-**	**0.86**	**-**	**29.11**	**29.97**	**-**	**-**

12. OTHER NON FINANCIAL ASSETS

Amounts in ₹ lakhs

Particulars	As at 31 Mar 2025	As at 31 Mar 2024
Prepaid expenses	34.51	32.09
Duties and taxes	376.87	402.55
Receivable from subsidiaries	0.98	-
Total	**412.36**	**434.64**

13. TRADE PAYABLES

Amounts in ₹ lakhs

Particulars	As at 31 Mar 2025	As at 31 Mar 2024
a) total outstanding dues of micro enterprises and small enterprises	55.56	377.49
b) total outstanding dues of creditors other than micro enterprises and small enterprises	100.98	254.32
Total (B)	**156.54**	**631.81**

13 A) Trade Payables ageing

Amounts in ₹ lakhs

Particulars	Unbilled	Not Due for payment	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 year	2-3 years	More than 3 years	
As at 31 March 2025							
MSME	-	-	55.56	-	-	-	55.56
Others	-	-	100.98	-	-	-	100.98
Disputed dues – MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-
Total	**-**	**-**	**156.54**	**-**	**-**	**-**	**156.54**

Amounts in ₹ lakhs

Particulars	Unbilled	Not Due for payment	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 year	2-3 years	More than 3 years	
As at 31 March 2024							
MSME	-	-	4.56	372.93	-	-	377.49
Others	-	-	213.04	1.76	3.37	36.15	254.32
Disputed dues – MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-
Total	**-**	**-**	**217.60**	**374.69**	**3.37**	**36.15**	**631.81**

14. BORROWINGS (OTHER THAN DEBT SECURITIES)

Amounts in ₹ lakhs

Particulars	As at 31 Mar 2025	As at 31 Mar 2024
Borrowings at amortised cost		
(a) Term loans		
Secured - In India		
(i) From Banks	2,617.55	1,621.81
(ii) From Others	6,297.46	2,876.39
Total	**8,915.01**	**4,498.20**

14.1 The Company has not defaulted in the repayment of borrowings (other than debt securities) and interest thereon for the year ended March 31, 2025.

14.2 The above borrowings from banks and others have a maturity period of 12 months.

14.3 The above term loans from banks and others have an exclusive security cover of ranging from 1.10x to 1.25x of the book debts and receivables.

14.4 Interest rate of term loans from banks amounting to ₹ 2,617.55 lakhs ranges from 9.50% p.a. to 11.75% p.a. Interest rate of term loans from others amounting to ₹ 6,297.46 lakhs ranges from 12.70% p.a. to 13.50% p.a.

15. OTHER FINANCIAL LIABILITIES

Amounts in ₹ lakhs

Particulars	As at 31 Mar 2025	As at 31 Mar 2024
Lease liability	268.17	322.03
Payable to borrowers	1,360.76	446.23
Total	**1,628.93**	**768.26**

16. PROVISIONS

Amounts in ₹ lakhs

Particulars	As at 31 Mar 2025	As at 31 Mar 2024
Provisions for employee benefits		
Gratuity	101.96	70.72
Bonus	120.00	130.25
Provision for expenses	1,433.94	629.28
Total	**1,655.90**	**830.25**

17. OTHER NON FINANCIAL LIABILITIES

Amounts in ₹ lakhs

Particulars	As at 31 Mar 2025	As at 31 Mar 2024
Statutory dues payable	68.95	64.06
Total	**68.95**	**64.06**

18. EQUITY

Amounts in ₹ lakhs

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number	₹ in lakhs	Number	₹ in lakhs
Authorised shares				
12,65,86,000 Equity Shares of ₹ 10 each (As at 31 March 2024: 12,65,86,000 Equity Shares of ₹ 10 each)	12,65,86,000	12,658.60	12,65,86,000	12,658.60
90,00,000 Preference Shares of ₹ 10 each (As at 31 March 2024: 90,00,000 Preference Shares of ₹ 10 each)	90,00,000	900.00	90,00,000	900.00
Issued, subscribed & fully paid-up shares				
11,09,94,426 Equity Shares of ₹ 10 each (As at 31 March 2024: 9,51,41,515 Equity Shares of ₹ 10 each)	11,09,94,426	11,099.44	9,51,41,515	9,514.15
Total	**11,09,94,426**	**11,099.44**	**9,51,41,515**	**9,514.15**

a) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the period.

Amounts in ₹ lakhs

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number	₹ in lakhs	Number	₹ in lakhs
Outstanding at the beginning of the period	9,51,41,515	9,514.15	9,43,39,325	9,433.93
Issued during the period	1,58,52,911	1,585.29	8,02,190	80.22
Outstanding at the end of the period	**11,09,94,426**	**11,099.44**	**9,51,41,515**	**9,514.15**

b) Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend, if any in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting.

During the Year ended 31 March 2025, the amount of per share dividend recognised as distributions to Equity Shareholders was Nil (31 March 2024 Nil).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exists currently. The distribution will be in proportion to the number of equity shares held by the shareholder.

On August 23, 2023, the Board of Directors of the Company had approved the allotment of 1,75,36,011 (One Crore Seventy-Five lakhs Thirty-Six Thousand and Eleven only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each ("Warrants") at a price of ₹ 45.62/- (Rupees Forty-Five and Sixty-Two Paisa only) each (including the warrant subscription price and the warrant exercise price) including premium of ₹ 35.62/- (Rupees Thirty-Five and Sixty-Two Paisa only) each, payable in cash per warrant aggregating upto ₹ 79,99,92,821.82 (Rupees Seventy-Nine Crore Ninety-Nine lakhs Ninety-Two Thousand Eight Hundred Twenty-One and Eighty-Two paisa only), against the receipt of 25% of the issue price (i.e. ₹ 11.405 per warrant) aggregating to ₹ 19,99,98,205.46 (Ninety Crore Ninety-Nine lakhs Ninety-Eight Thousand Two Hundred Five and Forty-Six Paisa Only). The Warrants will be convertible in equal number of equity shares of face value of ₹ 10/- each, on receipt of balance 75% of the issue price (i.e. ₹ 34.215 per warrant) within a period of 18 months from the date allotment of Warrants. During the year ended on 31 March 2024, the Company has allotted 6,57,600 equity shares upon receipt of a balance amount of aggregating to ₹ 2,24,99,784/- (Rupees Two Crores Twenty-Four lakhs Ninety-Nine Thousand Seven Hundred and Eighty-Four Only) from one of the allottee pursuant to the exercise of his rights of conversion into equity shares in accordance with the provisions of SEBI (ICDR) Regulations, 2018. During the year ended on 31 March 2025, the Company has allotted 1,57,82,411 equity shares upon receipt of a balance amount of aggregating to ₹ 53,99,95,192.37 (Fifty Three Crore Ninety Nine lakhs Ninety Five Thousand One Hundred Ninety Two and Thirty Seven Paisa Only) from some of the allottees pursuant to the exercise of their rights of conversion. 10,96,000 Warrants were cancelled on February 23, 2025, due to non-exercise of option to convert warrants into equity shares within the stipulated eighteen-month period from the date of allotment. Accordingly, ₹ 1,25,00,000 being 25% of the issue price was forfeited and the same was transferred to General Reserve.

c) Details of Equity shares held by each shareholder holding more than 5% Equity shares:

Amounts in ₹ lakhs

Class of shares/Name of shareholder	As at 31 March 2025		As at 31 March 2024	
	Number	%	Number	%
Equity shares				
Amit Vijay Rajpal	3,01,88,344	27.20%	2,58,04,344	27.12%
Jayashree M Patankar	72,67,954	6.55%	72,67,954	7.64%
Strategic India Equity Fund	75,93,022	6.84%	79,79,125	8.39%
Think India Opportunities Master Fund Lp	90,87,576	8.19%	87,24,344	9.17%
Madhuri Madhusudan Kela	50,20,000	4.52%	50,20,000	5.28%
Cohesion MK Best Ideas Sub-Trust	82,20,000	7.41%	-	0.00%
	6,73,76,896	**60.70%**	**5,47,95,767**	**57.59%**

Period ended	Shares held by promoters at the end of the period			% Change during the period
	Promotor Name	No. of shares	% of Total shares	
Shares as at 31 March 2025	Makarand Ram Patankar	43,30,033	3.90	(0.65)
	Jayashree M Patankar	72,67,954	6.55	(1.09)
	Amit Rajpal	3,01,88,344	27.20	0.08
Shares as at 31 March 2024	Makarand Ram Patankar	43,30,033	4.55	(0.04)
	Jayashree M Patankar	72,67,954	7.64	(0.06)
	Amit Rajpal	2,58,04,344	27.12	(0.23)

d) No Bonus shares have been issued during the year and in immediately preceding 5 years.

e) There has been no buy back of shares during the year and in immediately preceding 5 years.

19. OTHER EQUITY

Amounts in ₹ lakhs

Particulars	As at 31 Mar 2025	As at 31 Mar 2024
Securities premium account	29,151.47	23,501.90
Retained earnings	(7,285.95)	(6,314.22)
Employee stock option reserve	2,105.66	1,826.57
ESOP Reserve - Holding Co	15.79	-
Special Reserve under Section 45 IC of RBI Act, 1934	1.89	1.89
General Reserve	201.62	56.14
Share warrant	-	1,924.99
Total	**24,190.48**	**20,997.27**

Amounts in ₹ lakhs

Particulars	As at 31 Mar 2025	As at 31 Mar 2024
Securities premium account		
Opening balance	23,501.90	23,254.36
Add: Changes during the year	5,649.57	247.54
Closing balance	**29,151.47**	**23,501.90**
Retained earnings		
Opening balance	(6,314.22)	(5,559.65)
Add: Profit/(Loss) for the year	(978.17)	(755.42)
Add: Other comprehensive income for the year	6.44	0.85
Closing balance	**(7,285.95)**	**(6,314.22)**
Employee stock option reserve		
Opening balance	1,826.57	1,568.55
Add: Charge during the year	279.09	258.02
Closing balance	**2,105.66**	**1,826.57**
ESOP Reserve - Holding Co		
Opening balance	-	-
Add: Charge during the year	15.79	-
Closing balance	**15.79**	**-**
Special Reserve under Section 45 IC of RBI Act, 1934		
Opening balance	1.89	1.89
Add/(Less): Transfer to special reserve	-	-
Closing balance	**1.89**	**1.89**
General Reserve		
Opening balance	56.14	19.05
Add/(Less): Addition on account of lapse of vested ESOPs	20.48	37.09
Add/(Less): Share warrants forfeited	125.00	-
Closing balance	**201.62**	**56.14**

19. OTHER EQUITY (Contd.)

Amounts in ₹ lakhs

Particulars	As at 31 Mar 2025	As at 31 Mar 2024
Share warrants		
Opening balance	1,924.99	-
Add: Amount received towards warrants	5,399.95	2,224.99
Less: Converted to equity shares / forfeited	7,324.94	300.00
Closing balance	**-**	**1,924.99**
Total	**24,190.48**	**20,997.27**

Nature and purpose of the reserve

a) Securities premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

b) Retained earnings

Retained earnings represents the deficit in profit and loss account.

The Company recognises change on account of remeasurement of the net defined benefit liability/(asset) as part of retained earnings with separate disclosure, which comprises of actuarial gains and losses.

c) Employee stock option reserve

The share options outstanding account reserve is used to recognise the grant date fair value of options issued to employees under the Company's ESOP 2018 plan. Please refer note 32 for the details of the plan.

d) Special Reserve under Section 45 IC of RBI Act, 1934

Special reserve is created as per the requirement of RBI at the rate of 20% of the profit after tax for the year.

e) General Reserve

Represents appropriation of funds from retained earnings and other free reserves.

20. INTEREST INCOME

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
On financial assets measured at amortised costs:		
Interest on loans	5,547.68	2,866.04
Interest on Investments	137.52	135.45
Interest on deposits with banks	112.08	198.09
Interest income on security deposit	3.56	2.60
Total	**5,800.84**	**3,202.18**

21. FEES AND COMMISSION INCOME

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Processing fees on loan	1,150.37	395.08
Commission Income	568.93	418.78
Total	**1,719.30**	**813.86**

22. NET GAIN/(LOSS) ON FAIR VALUE CHANGES

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
(A) Net gain/(loss) on financial instruments at FVTPL		
On Trading Portfolio		
- Others	97.66	-
Total (A)	**97.66**	**-**
(B) Fair Value changes		
- Realised	97.66	-
- Unrealised	-	-
Total (B)	**97.66**	**-**

23. OTHERS

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Bounce charges	1.04	2.54
Penal charges	2.09	2.13
Foreclosure charges	4.72	5.90
Documentation Charges	18.39	8.30
Total	**26.24**	**18.87**

24. OTHER INCOME

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Provision write back	0.17	96.37
Bad debt recovery	23.42	35.34
Interest on Income Tax refund	3.49	2.78
Other Income	166.62	4.08
Total	**193.70**	**138.57**

25. FINANCE COST

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest expenses on lease liability	34.00	24.55
Interest expenses on Borrowings (other than debt securities)	801.56	172.88
Interest on Security Deposit	19.32	-
Total	**854.88**	**197.43**

26. FEES AND COMMISSION EXPENSES

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Fees and commission expenses	3,794.91	1,665.37
Total	**3,794.91**	**1,665.37**

27. IMPAIRMENT ON FINANCIAL INSTRUMENTS

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
On financial instruments measured at amortised cost:		
Loans	931.26	124.49
Trade and other receivables	14.45	9.33
Investments	-	(0.01)
Total	**945.71**	**133.81**

28. EMPLOYEE BENEFIT EXPENSES

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Salaries	1,825.06	1,707.87
Contribution to provident fund	51.78	57.79
Employee stock option expense	307.48	295.11
Staff welfare expenses	19.09	1.13
Gratuity Expense	37.68	29.72
Total	**2,241.09**	**2,091.62**

29. DEPRECIATION AND AMORTIZATION

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation on Property, plant and equipment	28.09	23.49
Amortisation of Intangible assets	-	0.49
Amortisation of Right of use asset	74.40	58.44
Total	**102.49**	**82.42**

30. OTHER EXPENSES

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Legal and professional fees	277.50	136.76
Technology and software expenses	214.70	149.88
Business development expenses	36.81	91.54
Training and recruitment	3.06	22.05
Lease rent	13.98	20.45
Loan origination cost	95.25	42.01
Office and administrative expenses	28.63	22.54
Travelling and conveyance	37.45	106.27
Director sitting fees	22.25	20.50
Payments to auditors	28.37	25.98
Communication expenses	4.07	7.00

30. OTHER EXPENSES (Contd.)

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Printing and stationery expenses	0.63	0.80
Annual listing fees	4.74	4.36
Repairs and maintenance	0.19	-
Advertisement and publicity	2.82	4.17
Miscellaneous expenses	25.77	31.29
Collection expenses	52.33	45.20
Insurance expenses	28.28	27.45
Total	**876.83**	**758.25**

Breakup of Auditors' remuneration

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Statutory Audit	12.22	11.78
Limited review	8.72	6.00
Tax audit	1.86	2.00
Other Services	5.00	3.50
Out of pocket expenses (including taxes)	0.57	2.70
Total	**28.37**	**25.98**

Expenditure in foreign currency

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Director Sitting fees	9.75	8.25

31. EARNINGS PER SHARE (EPS)

a) The basic earnings per share has been calculated based on the following:

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Net profit after tax available for equity shareholders	(978.17)	(755.42)
Weighted average number of equity shares	9,68,51,756	9,44,79,266

b) The reconciliation between the basic and the diluted earnings per share is as follows:

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Basic earnings per share (₹)	(1.01)	(0.80)
Effect of dilution		
Diluted earnings per share (₹)	(0.99)	(0.79)

c) Weighted average number of equity shares is computed for the purpose of calculating diluted earning per share, after giving the dilutive impact of the outstanding stock options for the respective years.

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Weighted average number of shares for computation of Basic EPS	9,68,51,756	9,44,79,266
Dilution (no. of shares)	5,44,286	13,31,725
Weighted average number of shares for computation of Diluted EPS	9,73,96,042	9,58,10,991

32. EMPLOYEE SHARE BASED PAYMENTS

a) Employee stock option scheme (equity settled)

The Company approved the grant of equity share options under NFL-Employee Stock Option Plan 2018 in July 2018 ('Plan 2018'), Niyogin Employee Stock Option Plan 2019 in December 2019 ('Plan 2019'), Niyogin Employees Stock Option Plan 2020 in October 2020 ('Plan 2020').

Under the terms of each of these Plans, the Company may issue to its employees and Directors, Equity Stock Options ('ESOPs') each of which is convertible into one equity share. Under Plan 2019, the Company may issue to the employees and Directors of the subsidiaries, Equity Stock Options ('ESOPs') each of which is convertible into one equity share. All the plans were framed in accordance with the SEBI Regulations as applicable at the time of approval as amended from time to time. The accounting for the stock options has been in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable.

The vesting conditions applicable to the options are at the discretion of the Nomination and Remuneration Committee ('NRC'). These options are exercisable on vesting, for a period as set forth by the NRC at the time of the grant. The period in which the options may be exercised cannot exceed five years from the date of vesting period. During the previous year ended March 31, 2024, terms for tranch I of Plan 2020 were modified with respect to the excercise price being revised from ₹ 64.05 to ₹ 46.04.

The Company uses a fair value method to account for the compensation cost of stock options to employees of the Company.

b) The Company introduced ESOP scheme which covers eligible employees of the Company. The vesting of the options is from expiry of one year till five years as per Plan. Each Option entitles the holder thereof to apply for and be allotted/transferred one equity Share of the Company upon payment of the exercise price during the exercise period.

Details of scheme of Employee Stock Option Plans are as under:

Tranch details		No. of options	Date of Grant	Price of Underlying Stock (₹)	Exercise Price (₹)
I	Plan 2018	2,37,110	13-Aug-18	89.44	10.00
II	Plan 2018	6,74,296	05-Sep-18	134.13	10.00
III	Plan 2018	7,153	11-Feb-19	60.96	10.00
IV	Plan 2018	5,37,473	09-Aug-19	43.67	10.00
V	Plan 2018	8,884	23-Jan-20	34.65	10.00
VI	Plan 2018	7,69,000	23-Jul-20	14.28	29.40
VII	Plan 2018	4,45,000	19-May-21	29.76	73.40
VIII	Plan 2018	1,30,000	19-May-21	64.50	10.00
IX	Plan 2018	1,95,000	19-May-21	30.89	70.00
X	Plan 2018	4,50,000	15-Mar-22	24.76	61.70
XI	Plan 2018	1,00,000	15-Mar-22	51.70	10.00
XII	Plan 2018	6,37,500	14-May-22	50.45	50.45
XIII	Plan 2018	50,000	09-Nov-22	8.69	46.45
XIV	Plan 2018	1,25,000	09-Nov-22	11.32	39.80
XV	Plan 2018	2,00,000	13-Feb-23	7.26	37.00

Details of scheme of Employee Stock Option Plans are as under: (Contd.)

Tranch details		No. of options	Date of Grant	Price of Underlying Stock (₹)	Exercise Price (₹)
XVI	Plan 2018	7,62,500	11-May-23	17.20	46.04
XVII	Plan 2018	1,50,000	09-Nov-23	12.09	69.74
XVIII	Plan 2018	10,65,000	14-May-24	27.27	74.38
I	Plan 2019	31,225	10-Nov-20	27.68	51.24
II	Plan 2019	1,80,000	09-Aug-24	23.45	66.72
I	Plan 2020	25,79,562	10-Nov-20	31.72	64.05
I - Modification	Plan 2020	8,59,854	11-May-23	8.02	46.04
II	Plan 2020	9,42,114	14-May-22	23.93	50.45
III	Plan 2020	6,00,000	20-Dec-24	24.88	60.00

Set out below is a summary of options granted under the plan:

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025		Year ended 31 March 2024	
	Average exercise price	Number of options	Average exercise price	Number of options
Outstanding at the beginning of the year	55.56	60,49,213	57.59	61,03,553
Granted during the year	68.96	18,45,000	49.94	17,72,354
Exercised during the year	38.34	(70,500)	19.20	(1,44,590)
Cancelled during the year	-	-	64.05	(8,59,854)
Lapsed during the year	44.39	(4,67,500)	56.00	(8,22,250)
Outstanding at the end of the year	**59.79**	**73,56,213**	**55.56**	**60,49,213**
Exercisable at the end of the year	56.79	49,82,463	61.17	26,50,903

c) Fair value of options granted

The fair value at grant date is determined using the Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The options are granted for no consideration and will vest upon the completion of service condition as specified in scheme in graded manner. Vested options are exercisable for the period of five years after the vesting.

The model inputs for options granted included:

Assumptions/Tranches	Expected - Weighted average volatility (%)	Expected term (In years)	Risk free rate	Fair value	Grant date
I - 2018	62.23%	3.50	7.80%	89.44	13-Aug-18
II - 2018	66.55%	3.50	8.07%	134.13	05-Sep-18
III - 2018	66.38%	1.50	7.20%	60.96	11-Feb-19
IV - 2018	70.67%	4.00	6.36%	43.67	09-Aug-19
V - 2018	62.75%	1.50	6.63%	34.65	23-Jan-20
VI - 2018	67.86%	4.00	4.93%	14.28	23-Jul-20
VII - 2018	61.13%	3.50	4.70%	29.76	19-May-21
VIII - 2018	61.13%	3.50	4.70%	64.50	19-May-21
IX -2018	61.13%	3.50	4.70%	30.89	19-May-21
X - 2018	59.27%	3.50	5.33%	24.76	15-Mar-22

The model inputs for options granted included: **(Contd.)**

Assumptions/Tranches	Expected - Weighted average volatility (%)	Expected term (In years)	Risk free rate	Fair value	Grant date
XI - 2018	53.40%	1.50	4.90%	51.70	15-Mar-22
XII - 2018	58.22%	3.00	7.01%	50.45	14-May-22
XIII - 2018	29.15%	3.10	7.11%	8.69	09-Nov-22
XIV - 2018	29.15%	3.10	7.11%	11.32	09-Nov-22
XV - 2018	29.08%	3.10	7.15%	7.26	13-Feb-23
XVI - 2018	23.92%	3.10	6.81%	17.20	11-May-23
XVII - 2018	17.27%	2.10	7.07%	12.09	09-Nov-23
XVIII - 2018	56.28%	2.10	6.96%	27.27	14-May-24
I-2019	57.73%	2.00	5.17%	27.68	10-Nov-20
II-2019	53.59%	2.10	6.68%	23.45	09-Aug-24
I-2020	65.19%	5.50	5.17%	31.72	10-Nov-20
I-2020 - Modification	18.23%	2.05	6.77%	8.02	11-May-23
II-2020	61.96%	3.00	7.38%	23.93	14-May-22
III-2020	52.46%	2.10	6.55%	24.88	20-Dec-24

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

The yield of Government of India Bond as on the date of Grant has been taken as the risk-free interest rate.

d) Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Employee stock option scheme (equity settled)	307.48	295.11
Total	**307.48**	**295.11**

33. CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(A) Contingent liabilities

There are no contingent liabilities as at 31 March 2025: Nil (As at 31 March 2024: Nil).

(B) Commitments

I) Estimated amount of contracts remaining to be executed on capital account and not provided for as at 31 March 2025: Nil (As at 31 March 2024: Nil).

34. LEASES

Disclosures as required under IND AS 116 - Leases

a) On adoption of Ind AS 116, the Company has recognized lease liabilities for all leases which were previously classified as operating leases under earlier GAAP. Ind AS 116 does not provide classification of leases into operating and finance lease for the lessee accounting. The lease liability is measured at present value of the lease payments. Lease liabilities is disclosed under the "Other financial liabilities".

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest expense on lease liability	34.00	24.55
Total	**34.00**	**24.55**

b) The Company has recognised Right of use (ROU) assets corresponding to the lease liabilities as per the requirements of Ind AS 116. The ROU assets are amortized at SLM basis over the lease term. Reconciliation of Carrying amount of Right of use asset for a lessee as per IND AS 116:

Particulars	Amount in ₹ lakhs
As at 31 March 2023	**9.12**
(+) Recognition of Right of use asset during the year	361.30
(+) Modification (Gain)/Loss during the year	-
(-) Derecognition of Right of use asset during the year	-
(-) Amortisation of Right of use asset	58.44
As at 31 March 2024	**311.98**
(+) Recognition of Right of use asset during the year	-
(+) Modification (Gain)/Loss during the year	-
(-) Derecognition of Right of use asset during the year	-
(-) Amortisation of Right of use asset	74.40
As at 31 March 2025	**237.57**

c) Short term lease: A lease that at the commencement date, has a lease term of 12 months or less.

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Short term lease expense reognised in Profit and Loss	13.98	20.45
Total	**13.98**	**20.45**

d) Short term lease commitment

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
For a period of one year from Balance sheet date	12.37	11.84
Total	**12.37**	**11.84**

35. CORPORATE SOCIAL RESPONSIBILITY ('CSR') EXPENSES

Provisions of Section 135 of the Act are not applicable to the Company.

36. SEGMENT REPORTING

Operating segment are components of the Company whose operating results are regularly reviewed by the Chief Operating Decision Maker ('CODM') to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

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

37. RELATED PARTY DISCLOSURES

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

List of related parties and relationships:

Sr. No.	Nature of relationship
1	**Subsidiaries**
	Iserveu Technology Private Limited
	Investdirect Capital Services Private Limited
	MoneyMap Investment Advisors Private Limited
	Niyogin AI Private Limited
	Niyogin Finserv Limited
2	**Key management personnel**
	Amit Rajpal (Non Executive Chairman)
	Tashwinder Singh (CEO & Managing Director)
	Gaurav Patankar (Director)
	Kapil Kapoor (Director)
	Eric Wetlaufer (Director - upto 16/09/24)
	Subhasri Sriram (Director)
	Ashby Monk (Director - upto 30/09/24)
	Samir Pandiri (Director - w.e.f 27/09/24)
	Sudip Thakor (Director - w.e.f 12/11/24)
	Katarina Racek (Director - w.e.f 12/11/24)
	Abhishek Thakkar (Chief Financial Officer)
	Neha Daruka (Company Secretary)

Amounts in ₹ lakhs

Transaction with KMP	Year ended 31 March 2025			Year ended 31 March 2024		
	Compensation	ESOP	Total	Compensation	ESOP	Total
Salary/Bonus						
Tashwinder Singh	160.52	-	160.52	151.98	68.96	220.94
Abhishek Thakkar	69.40	37.19	106.59	60.00	-	60.00
Neha Daruka	27.91	-	27.91	22.60	3.02	25.62
Sitting fees						
Kapil Kapoor	7.00	-	7.00	5.75	-	5.75
Eric Wetlaufer	2.25	-	2.25	5.50	-	5.50
Subhasri Sriram	5.50	-	5.50	6.50	-	6.50
Ashby Monk	-	-	-	2.75	-	2.75
Samir Pandiri	3.75	-	3.75	-	-	-
Sudip Thakor	1.25	-	1.25	-	-	-
Katarina Racek	2.50	-	2.50	-	-	-

Amounts in ₹ lakhs

Transaction other than those with KMP	Year ended 31 March 2025		
	Subsidiary	Entity having Significant Influence	Total
Sourcing commission paid	0.69	-	0.69
Loan Given	25.00	-	25.00
Repayment received of loan given	14.00	-	14.00
Interest on loan received	0.01	-	0.01
Interest on preference shares received	137.50	-	137.50
Re-imbursement of Expenses	14.60	-	14.60
Investment in equity shares	1,001.00	-	1,001.00
Investment in subsidiary (pursuant to ESOP scheme)	15.79	-	15.79
First loss default guarantee	4.43	-	4.43

Amounts in ₹ lakhs

Transaction other than those with KMP	Year ended 31 March 2024		
	Subsidiary	Entity having Significant Influence	Total
Sourcing commission paid	7.85	-	7.85
Interest on preference shares received	122.77	-	122.77
Repayment of loan	-	-	-
First loss default guarantee	48.85	-	48.85

Balances outstanding from related parties are as follows:

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025			
	Key Managerial Personnel	Subsidiary	Entity having Significant Influence	Total
Loan Receivable	-	11.01	-	11.01
Reimbursement of expenses receivable	-	5.78	-	5.78
First loss default guarantee receivable	-	4.43	-	4.43
Investment in equity shares	-	10,285.17	-	10,285.17
Investment in redeemable preference shares	-	5,369.77	-	5,369.77
Investment in compulsory convertible preference shares	-	200.00	-	200.00
Sitting fees payable	0.86	-	-	0.86

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2024			
	Key Managerial Personnel	Subsidiary	Entity having Significant Influence	Total
Investment in equity shares	-	9,268.38	-	9,268.38
Investment in redeemable preference shares	-	5,232.27	-	5,232.27
Investment in compulsory convertible preference shares	-	200.00	-	200.00
Sitting fees payable	2.45	-	-	2.45

Loans and advances in the nature of loans to companies in which directors are interested as under:

Amounts in ₹ lakhs

Sr. No.	Name	As at 31 March 2025	Maximum balance out-standing during the year ended 31 March 2025	As at 31 March 2024	Maximum balance out-standing during the year ended 31 March 2024
1	Niyogin AI Private Limited	11.01	25.00	N.A	N.A

38. Based on and to the extent of the information received by the Company from the suppliers during the year regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'), the total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period and other disclosures as per the Micro, Small and Medium Enterprises Development Act, 2006 are given below:

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Principal amount payable to suppliers as at year-end	55.56	377.49
Interest due thereon as at year end	-	-
Interest amount for delayed payments to suppliers pursuant to provisions of MSMED Act actually paid during the year, irrespective of the year to which the interest relates	-	-
Amount of delayed payment actually made to suppliers during the year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
Interest accrued and remaining unpaid at the end of the year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006.	-	-

39. Disclosures as required by Annex III of the Master Direction - Non-Banking Financial Company - Non Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 issued by the Reserve Bank of India ("RBI") vide their Notification No. RBI/DNBR/2016-17/44 Master Direction DNBR. PD. 007/03.10.119/2016-17 dated September 1, 2016 (the "Notification").

39.1 Loans and advances availed by the NBFCs Inclusive of interest accrued thereon but not paid

Amounts in ₹ lakhs

Particulars	As at 31 March 2025		As at 31 March 2024	
	Amount outstanding	Amount overdue	Amount outstanding	Amount overdue
Liabilities side:				
(a) Debentures: Secured	-	-	-	-
: Unsecured	-	-	-	-
(other than falling within the meaning of Public deposits*)				
(b) Deferred credits	-	-	-	-
(c) Term loans	8,915.01	-	4,498.20	-
(d) Inter-corporate loans and borrowing	-	-	-	-
(e) Commercial paper	-	-	-	-
(f) Public deposits*	-	-	-	-
(g) Other loans:	-	-	-	-
From banks	-	-	-	-
From a Company	-	-	-	-
Security deposits	-	-	-	-
Advances received against loan agreements	-	-	-	-
*Please see note 1 below	-	-	-	-

39.2 Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):

Amounts in ₹ lakhs

Particulars	As at 31 March 2025		As at 31 March 2024	
	Amount outstanding	Amount overdue	Amount outstanding	Amount overdue
(a) In the form of Unsecured debentures	-	-	-	-
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-	-	-
(c) Other public deposits	-	-	-	-
*Please see note 1 below	-	-	-	-

39.3 Break-up of loans and advances including bills receivables [other than those included in (4) below]:

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
	Amount outstanding	Amount outstanding
Assets side:		
(a) Secured	-	-
(b) Unsecured	22,179.59	13,859.02

39.4 Break up of leased assets and stock on hire and other assets counting towards asset financing activities

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
	Amount outstanding	Amount outstanding
(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 AFC activities	-	-
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-

39.5 Break-up of investments:

Amounts in ₹ lakhs

Particulars		As at 31 March 2025	As at 31 March 2024
		Amount outstanding	Amount outstanding
Current investments:			
1. Quoted:			
(i) Shares:	(a) Equity	-	-
	(b) Preference	-	-
(ii) Debentures and bonds		-	-
(iii) Units of mutual funds		-	-
(iv) Government securities		-	-
(v) Others		-	-

39.5 Break-up of investments: (Contd.)

Amounts in ₹ lakhs

Particulars		As at 31 March 2025	As at 31 March 2024
		Amount outstanding	Amount outstanding
2. Unquoted:		-	
(i) Shares:	(a) Equity	-	-
	(b) Preference	-	-
(ii) Debentures and bonds		-	-
(iii) Units of mutual funds		-	-
(iv) Government securities		-	-
(v) Others		-	-
Long term investments:			
1 Quoted:			
(i) Shares:	(a) Equity	-	-
	(b) Preference	-	-
(ii) Debentures and bonds		-	-
(iii) Units of mutual funds		-	-
(iv) Government securities		-	-
(v) Others		-	-
2. Unquoted:			
(i) Shares:	(a) Equity	10,285.17	9,268.38
	(b) Preference	5,569.77	5,432.27
(ii) Debentures and bonds		-	-
(iii) Units of mutual funds		-	-
(iv) Government securities		-	-
(v) Others		-	-

39.6

Amounts in ₹ lakhs

Category	Amount net of provisions					
	As at 31 March 2025			As at 31 March 2024		
	Secured	Unsecured	Total	Secured	Unsecured	Total
Borrower group-wise classification of assets financed as in (2) above:						
Please see Note 2 below						
1. Related parties **						
(a) Subsidiaries	-	11.01	11.01	-	-	-
(b) Companies in the same group	-	-	-	-	-	-
(c) Other related parties	-	-	-	-	-	-
2. Other than related parties	**-**	**22,168.58**	**22,168.58**	**-**	**13,859.02**	**13,859.02**

39.7

Amounts in ₹ lakhs

Category	As at 31 March 2025		As at 31 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)
Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):				
1. Related parties **				
(a) Subsidiaries (refer note below)	15,854.94	15,854.94	14,700.65	14,700.65
(b) Companies in the same group	-	-	-	-
(c) Other related parties	-	-	-	-
2. Other than related parties	-	-	-	-
Total	**15,854.94**	**15,854.94**	**14,700.65**	**14,700.65**

** As per Ind AS issued by MCA. (refer note 3 below)

Note: Subsidiary Company has been carried at cost.

39.8 Other Information

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
	Amount outstanding	Amount outstanding
(i) Gross non-performing assets		
(a) Related parties	-	-
(b) Other than related parties *	1,999.86	1,376.40
(ii) Net non-performing assets		
(a) Related parties	-	-
(b) Other than related parties *	729.66	791.81
(iii) Assets acquired in satisfaction of debt	-	-

* Based on Stage 3 Assets as per IND AS

Notes:

1. As defined in Paragraph 3 (xiii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016.

2. Provisioning norms are as per IND AS issued by MCA.

3. All Ind AS issued by MCA are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term or current in (5) above.

40. In view of the loss incurred by the Company during the year under review, your Directors do not recommend any dividend for the financial year ended 31st March 2025.

41. DISCLOSURE AS REQUIRED BY RBI CIRCULAR DOR (NBFC).CC.PD.NO.109/22.10.106/2019-20 DATED MARCH 13, 2020

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
Performing Assets						
Standard	Stage 1	20,218.74	150.95	20,067.79	80.87	**70.08**
	Stage 2	1,511.00	128.86	1,382.14	6.04	**122.82**
Subtotal		**21,729.74**	**279.81**	**21,449.93**	**86.91**	**192.90**
Non-Performing Assets (NPA)						
Substandard	Stage 3	1,242.65	893.41	349.24	248.53	**644.88**
Doubtful - up to 1 year	Stage 3	757.21	376.79	380.42	151.44	**225.35**
1 to 3 years	Stage 3	-	-	-	-	**-**
More than 3 years	Stage 3	-	-	-	-	**-**
Subtotal for doubtful		**757.21**	**376.79**	**380.42**	**151.44**	**225.35**
Loss	Stage 3	-	-	-	-	**-**
Subtotal for NPA		**1,999.86**	**1,270.20**	**729.66**	**399.97**	**870.23**
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**	**20,218.74**	**150.95**	**20,067.79**	**80.87**	**70.08**
	Stage 2	**1,511.00**	**128.86**	**1,382.14**	**6.04**	**122.82**
	Stage 3	**1,999.86**	**1,270.20**	**729.66**	**399.97**	**870.23**
	Total	**23,729.60**	**1,550.01**	**22,179.59**	**486.88**	**1,063.13**

*Above disclosure is related to loans and advances.

42. EMPLOYEE BENEFIT PLAN

Disclosure in respect of employee benefits under Ind AS 19 - Employee Benefit are as under:

(a) Defined contribution plan

The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans. The Company's contribution to provident fund aggregating ₹ 51.78 lakhs (31 March 2024: ₹ 57.79 lakhs) has been recognised in the statement of profit and loss under the head employee benefits expense.

(b) Defined benefit plan

Gratuity

Financial assets not measured at fair value

The Company operates a defined benefit plan (the 'gratuity plan') covering eligible employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age/ resignation date.

The defined benefit plans expose the Company to risks such as actuarial risk, liquidity risk, market risk, legislative risk. These are discussed as follows:

Actuarial risk: It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse salary growth experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption then the gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

Liquidity risk: Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Company, there can be strain on the cash flows.

Market risk: Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in defined benefit obligation of the plan benefits and vice versa. This assumption depends on the yields on the government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

Legislative risk: Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act, 1972, thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the defined benefit obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

The status of gratuity plan as required under Ind AS-19 is as under:

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
i. Reconciliation of opening and closing balances of defined benefit obligation		
Present value of defined benefit obligations at the beginning of the year	70.72	41.41
Current service cost	32.69	26.67
Past service cost	-	-
Interest cost	4.99	3.05
Acquisition adjustment	-	-
Benefit paid	-	(1.26)
Change in demographic assumptions	-	-
Change in financial assumptions	4.65	1.81
Experience variance (i.e. Actual experience vs assumptions)	(11.09)	(0.96)
Present value of defined benefit obligations at the end of the year	**101.96**	**70.72**
ii. Reconciliation of opening and closing balances of the fair value of plan assets		
Fair value of plan assets at the end of the year	-	-
iii. Reconciliation of the present value of defined benefit obligation and fair value of plan assets		
Present value of defined benefit obligations at the end of the year	101.96	70.72
Fair value of plan assets at the end of the year	-	-
Unrecognised past service cost	-	-
Net asset/(liability) recognized in the balance sheet as at the end of the year	**(101.96)**	**(70.72)**

The status of gratuity plan as required under Ind AS-19 is as under: **(Contd.)**

Amounts in ₹ lakhs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
iv. Expense recognised during the Year		
Current service cost	32.69	26.67
Interest cost	4.99	3.05
Past service cost	-	-
Expenses recognised in the statement of profit and loss	37.68	29.72
v. Other comprehensive income		
Due to change in financial assumptions	4.65	1.81
Due to change in demographic assumption	-	-
Due to experience adjustments	(11.09)	(0.96)
Components of defined benefit costs recognised in other comprehensive income	(6.44)	0.85

vi. Amount recognized in balance sheet

Particulars	As at 31 March 2025	As at 31 March 2024
Present value of unfunded defined benefit obligation	101.96	70.72
Net defined benefit liability recognised in Balance Sheet	**101.96**	**70.72**

vii. Principal actuarial assumptions

Particulars	As at 31 March 2025	As at 31 March 2024
Discount rate (per annum)	6.75%	7.20%
Annual increase in salary cost	7.00%	7.00%
Withdrawal rates per annum	0.00%	0.00%
21 to 30	15.00%	15.00%
31 to 34	10.00%	10.00%
35 to 44	5.00%	5.00%
45 to 50	3.00%	3.00%
51 to 54	2.00%	2.00%
55 to 57	1.00%	1.00%

The discount rate is based on the prevailing market yields of Government of India's bond as at the balance sheet date for the estimated term of the obligations.

viii. Sensitivity analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Amounts in ₹ lakhs

Particulars	For the year ended 31 March 2025		For the year ended 31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (-/+ 0.5%)	7.25%	6.25%	7.70%	6.70%
(% change compared to base due to sensitivity	-5.04%	5.47%	-5.01%	5.42%
Salary growth rate (-/+ 0.5%)	7.50%	6.50%	7.50%	6.50%
(% change compared to base due to sensitivity)	4.58%	-4.52%	5.22%	-4.92%

ix. Effect of plan on the Company's future cash flows

a) Maturity profile of defined benefit obligation

The average outstanding term of the obligations (years) as at valuation date is 10.49 years.

Particulars	Cash flows	Distribution (%)
Expected cash flows over the next (valued on undiscounted basis):		
1st Following Year	2.75	1.14%
2nd Following year	2.86	1.18%
3rd Following Year	21.78	9.02%
4th Following Year	4.90	2.03%
5th Following Year	4.92	2.04%
6th Following Year	4.61	1.91%
7th Following Year	4.18	1.73%
8th Following Year	11.14	4.61%
9th Following Year	19.81	8.20%
Sum of years 10 and above	164.52	68.14%

The Code on Social Security, 2020 (the Code) has been enacted, which would impact contribution by the Company towards Provident Fund and Gratuity. The effective date from which changes are applicable is yet to be notified and the rules thereunder are yet to be announced. The actual impact on account of this change will be evaluated and accounted for when notification becomes effective.

43. CLASSIFICATION OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

Amounts in ₹ lakhs

As at 31 March 2025	Mandatorily at FVTPL	At cost	Amortised cost	Total carrying amount
ASSETS				
Cash and cash equivalents	-	-	6,305.24	6,305.24
Bank balance other than cash and cash equivalents	-	-	1,038.63	1,038.63
Loans and advances to customers	-	-	22,179.59	22,179.59
Investment Securities				
Measured at cost	-	15,854.94	-	15,854.94
Receivables	-	-	1,358.18	1,358.18
Other financial assets	-	-	263.90	263.90
Total Financial assets	**-**	**15,854.94**	**31,145.54**	**47,000.48**
Trade Payables	-	-	156.54	156.54
Borrowings (other than debt securities)	-	-	8,915.01	8,915.01
Other financial liabilities	-	-	1,628.93	1,628.93
Total Financial liabilities	**-**	**-**	**10,700.48**	**10,700.48**

Amounts in ₹ lakhs

As at 31 March 2024	Mandatorily at FVTPL	At cost	Amortised cost	Total carrying amount
ASSETS				
Cash and cash equivalents	-	-	5,370.84	5,370.84
Bank balance other than cash and cash equivalents	-	-	1,051.98	1,051.98
Loans and advances to customers	-	-	13,859.02	13,859.02
Investment Securities				
Measured at cost	-	14,700.65	-	14,700.65
Receivables	-	-	1,184.03	1,184.03
Other financial assets	-	-	284.94	284.94
Total Financial assets	**-**	**14,700.65**	**21,750.81**	**36,451.46**
Trade Payables	-	-	631.81	631.81
Borrowings (other than debt securities)	-	-	4,498.20	4,498.20
Other financial liabilities	-	-	768.26	768.26
Total Financial liabilities	**-**	**-**	**5,898.27**	**5,898.27**

44. FAIR VALUE MEASUREMENT

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation tehniques.

Financial Instrument by Category

Amounts in ₹ lakhs

Particulars	As at 31 March 2025		As at 31 March 2024	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial Asset				
Investments				
- Bonds and Debentures	-	-	-	-
- Mutual Funds	-	-	-	-
Receivables	-	1,358.18	-	1,184.03
Loans	-	22,179.59	-	13,859.02
Cash And Cash Equivalents	-	6,305.24	-	5,370.84
Bank balance other than cash and cash equivalents	-	1,038.63	-	1,051.98
Other Financial Assets	-	263.90	-	284.94
Total Financial Assets	**-**	**31,145.54**	**-**	**21,750.81**
Financial Liability				
Trade Payables	-	156.54	-	631.81
Borrowings (other than debt securities)	-	8,915.01	-	4,498.20
Other Financial Liabilities	-	1,628.93	-	768.26
Total Financial Liabilities	**-**	**10,700.48**	**-**	**5,898.27**

Fair value Hierarchy

This section explains the judgments and estimates made in determining the fair value of the financial instrument that are (a) recognized and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath table:

As at 31 March 2025

Particulars	Carrying amount	Fair value measurements using			
		Level 1	Level 2	Level 3	Total
Financial assets*					
Investments					
- Bonds and Debentures	-	-	-	-	-
- Mutual Funds	-	-	-	-	-
Loans and advances	22,179.59	-	23,057.52	-	23,057.52
Receivables	1,358.18	-	-	-	-
Cash And Cash Equivalents	6,305.24	-	-	-	-
Bank balance other than cash and cash equivalents	1,038.63	-	-	-	-
Security Deposits	38.03	-	38.03	-	38.03
Other Financial assets	225.87	-	-	-	-
Total Financial Asset	**31,145.54**	**-**	**23,095.55**	**-**	**23,095.55**
Financial Liabilities*					
Trade Payables	156.54	-	-	-	-
Borrowings (other than debt securities)	8,915.01	-	8,915.01	-	8,915.01
Lease Liability	268.17	-	268.17	-	268.17
Other financial liabilities	1,360.76	-	-	-	-
Total Financial Liabilities	**10,700.48**	**-**	**9,183.18**	**-**	**9,183.18**

As at 31 March 2024

Particulars	Carrying amount	Fair value measurements using			
		Level 1	Level 2	Level 3	Total
Financial assets*					
Investments					
- Bonds and Debentures	-	-	-	-	-
- Mutual Funds	-	-	-	-	-
Loans and advances	13,859.02	-	14,528.58	-	14,528.58
Receivables	1,184.03	-	-	-	-
Cash And Cash Equivalents	5,370.84	-	-	-	-
Bank balance other than cash and cash equivalents	1,051.98	-	-	-	-
Security Deposits	37.37	-	37.37	-	37.37
Other Financial assets	247.57	-	-	-	-
Total Financial Asset	**21,750.81**	**-**	**14,565.95**	**-**	**14,565.95**

As at 31 March 2024 (Contd.)

Particulars	Carrying amount	Fair value measurements using			
		Level 1	Level 2	Level 3	Total
Financial Liabilities*					
Trade Payables	631.81				
Borrowings (other than debt securities)	4,498.20	-	4,498.20	-	4,498.20
Lease Liability	322.03	-	322.03	-	322.03
Other financial liabilities	446.23	-	-	-	-
Total Financial Liabilities	**5,898.27**	**-**	**4,820.23**	**-**	**4,820.23**

Level 1: Level 1 hierarchy includes financial instruments measured using unadjusted quoted prices in active markets that the Company has the ability to access for the identical assets or liabilities. A financial instrument is classified as a Level 1 measurement if it is listed on an exchange. This includes mutual funds that have quoted price. The mutual funds are valued at the closing NAV.

Level 2: The fair value of financial instruments that are not traded in active markets is determined using valuation techniques which maximize the use of observable market data either directly or indirectly, such as quoted prices for similar assets and liabilities in active markets, for substantially the full term of the financial instrument but do not qualify as Level 1 inputs. Fair value of loans and advances of the Company is measured using the last month's lending rate. 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 in observable market data, the instruments is included in level 3. The Company has measured contingent consideration based on Level 3.

Financial instruments valued at carrying value

The respective carrying values of certain on-balance sheet financial instruments approximated their fair value. These financial instruments include cash in hand, balances with Banks, financial institutions and money at call and short notice, accrued interest receivable, acceptances, deposits payable on demand, accrued interest payable, and certain other assets and liabilities that are considered financial instruments. Carrying values were assumed to be approximate fair values for these financial instruments as they are short-term in nature and their recorded amounts approximate fair values or are receivable or payable on demand.

Financial instruments recorded at fair value

Investments

Securities classified as fair value through profit or loss, are carried at fair value based on quoted market prices. The Company records mutual funds at closing NAV.

Fair value of financial instruments carried at amortised cost.

Loans and advances

The fair values of loans that do not reprice or mature frequently are estimated using discounted cash flow models. Loans and advances are fair valued basis the future expected cash flows discounted at the lending rate.

Security deposits

Security deposits have been accounted at amortised cost using SBI MCLR rates.

Bonds and debentures

The fair value of bonds and debentures are discounted using cash flow models. Bonds and debentures are fair valued basis the future expected cash flows discounted at the interest rate.

45. FINANCIAL RISK MANAGEMENT

The Company has operations in India which expose it to liquidity risk and credit risk. The risks are managed through a management established framework of identification and measurement of risk.

This note explains the sources of risk which the Company is exposed to and how the Company manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Loans and advances, cash and cash equivalents, trade receivables, financial assets measured at amortized cost.	Aging analysis of loans and advances held at amortized cost Credit ratings in case of investments held at amortized cost.	Diversification of Company's investments into NCDs and FDs Monitoring of credit risk on loans and advances basis the days past dues.
Liquidity risk	Trade liabilities	Maturity analysis	Maintaining sufficient cash and cash equivalents and marketable investments

The Company's board of directors is the highest decision-making body within the organisation. The Board of directors have overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities.

The Company's risk management committee is established to:

- Recommend changes to the risk Policy for approval by the Audit Committee.
- Monitors and supervises the ECL process, identifies and analyses the risks faced by the Company
- Authorize any overrides on the provisioning model of assets to achieve provisioning objectives in line with the approval policy
- Reviewing the adequacy of ECL training across the key departments
- Establishing that the businesses comply with the risk Policy
- Review and address concerns raised by the internal Credit Committee, Statutory Auditors or the Internal Auditors in any ECL exceptions
- Delegate such roles and responsibilities to the Company's internal Credit Committee to ensure that this policy is in line with the board approved policy and the applicable accounting standards.

The audit committee oversees the recommmendations of the risk management committe and how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee ensures adequate provisioning for the financial statements in line with the approved policies and ensures that the scope of the External Auditor covers adequate assurance in complying with the Company's approved provisioning and risk policy.

A. Credit risk

Credit risk arises from loans and advances, cash and cash equivalents, investments carried at amortized cost and deposits held by the Company.

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.

i) Credit risk management

The primary organizational groups forming part of the Company risk governance are Board of Directors, Audit Committee, Risk committee and Credit committee. In regards to loans and advances of the Company, the credit risk is managed in accordance with the ECL policy by monitoring of credit risk basis the days past dues.

For the investments, the ECL policy provides that the Company uses the external ratings for estimation of forward looking PDs to estimate ECL.The Company reviews the creditworthiness of these counterparties on an on-going basis.

The Company classifies its financial assets in following category:

Stage 1

As soon as a financial instrument originates or is purchased, it is categorized as Stage 1. This is applicable across all the loan facilities, investments and bank balances. Stage 1 would include all residual facilities, not impaired or, have not experienced a significant increase in credit risk since initial recognition.

Stage 2 and stage 3

Loans

The following staging criteria based on Days Past Dues (DPDs) fixed for Loan portfolio as per the Ind AS 109:

Stage 1 to Stage 2: More than 30 Days Past Due as criteria for Stage 2 classification.

Stage 2 to Stage 3: More than 90 Days Past Due as criteria for Stage 3 classification.

Investments and Balances with Bank

Following is the staging criteria for investments:

- For facilities with rating grade AAA to B, three notch downgrades (without modifiers) shall be taken as stage 2.
- Any financial instrument with rating grade CCC or below classified as Stage 2 at origination.

ii) Provision for expected credit losses

The Company provides for expected credit loss based on following:

Category	Description for category	Probability of default (PD)	Exposure at default (EAD)	Loss given default (LGD)
Loans	The Company is engaged in the business of providing unsecured loans to SMEs and individuals with proprietary businesses, the borrower profiles are having similar risk characteristics across the loan book.	The PD estimation is based on transition matrix approach, gross flow analysis and net flow analysis with application of single factor Vasicek model for incorporation of macro- economic factor (GDP).	Exposure at Default gives an estimate of the amount outstanding when the borrower defaults. It is the total amount of an asset the entity is exposed to at the time of default.	LGD for loan portfolio will be calculated at a portfolio level based upon the actual recovery data. In case of insufficient recovery information due to low/ no defaults, a proxy LGD based on industry practice would be used.

ii) Provision for expected credit losses

The Company provides for expected credit loss based on following: **(Contd.)**

Category	Description for category	Probability of default (PD)	Exposure at default (EAD)	Loss given default (LGD)
		The Company has used cohort framework for computation of PDs on loans. As the default definition for loan portfolio is 90 days past due, the Company taken quarterly transition matrix for estimation of PDs across following behavioral buckets: **Ranking 1:** Current (DPD up to 0) **Ranking 2:** Up to 30 Days past due **Ranking 3:** Up to 60 days past due **Ranking 4:** Up to 90 days past due **Ranking 5:** Default PD estimates grouped as per the above ranking grades. For Stage 3 assets PD is taken to be 100%. For the First loss default guarantee (FLDG) portfolio, loans are classified in three stages - Upto 30 days, Upto 90 days and Default). PD% is calculated for each stage and is determined using available historical observations.	The exposure at default for the loans is Principle outstanding + accrued interest	
Investments and bank balances	The Company holds investments in non-convertible debentures and mutual funds as a part of its investment portfolio. Additionally, the Company also holds balances with Banks in fixed deposits and current account	As the default data set is low or near to zero for the investment portfolio, the Company uses external ratings for assessment of forward looking PDs to estimate ECL. Vasichek model is used for incorporation of economic factor (i.e. GDP in case of the Company) For Stage 3 assets PD is taken to be 100%.	Exposure at Default is the total amount of an asset the Company is exposed to at the time of default. The exposure at default for the investments and bank balances is: Principle outstanding + accrued interest	For India Sovereign exposures, the LGD value remains at 0%. Going forward, subject to availability of adequate default data, the LGD will be calculated at instrument level (Corporate bonds, Sovereign bonds) based the above workout procedure in the Company's ECL policy.

Year ended 31 March 2025

Particulars	Asset group	Estimated gross carrying amount at default	Expected credit loss (%)	Expected credit losses	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit losses	Investments at amortised cost				
	- NCD/PTC	-	-	-	-
	- FD	1,038.64	0.00%	0.01	1,038.63
	Loans at amortised cost	20,218.74	0.75%	150.95	20,067.79
Loss allowance measured at life-time expected credit losses, not credit impaired	Investments at amortised cost				
	- NCD/PTC	-	-	-	-
	- FD	-	-	-	-
	Loans at amortised cost	1,511.00	8.53%	128.86	1,382.14

Year ended 31 March 2025 (Contd.)

Particulars	Asset group	Estimated gross carrying amount at default	Expected credit loss (%)	Expected credit losses	Carrying amount net of impairment provision
Loss allowance measured at life-time expected credit losses, credit impaired	Investments at amortised cost				
	- NCD/PTC	-	-	-	-
	- FD	-	-	-	-
	Loans at amortised cost	1,999.86	63.51%	1,270.20	729.66

Year ended 31 March 2024

Particulars	Asset group	Estimated gross carrying amount at default	Expected credit loss (%)	Expected credit losses	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit losses	Investments at amortised cost				
	- NCD/PTC	-	-	-	-
	- FD	1,051.99	0.00%	0.01	1,051.98
	Loans at amortised cost	12,792.66	1.35%	172.30	12,620.36
Loss allowance measured at life-time expected credit losses, not credit impaired	Investments at amortised cost				
	- NCD/PTC	-	-	-	-
	- FD	-	-	-	-
	Loans at amortised cost	512.87	12.87%	66.02	446.85
Loss allowance measured at life-time expected credit losses, credit impaired	Investments at amortised cost				
	- NCD/PTC	-	-	-	-
	- FD	-	-	-	-
	Loans at amortised cost	1,376.40	42.47%	584.59	791.81

Investments in NCD, PTC and FD

The Company has invested in NCDs, PTCs and FDs having Credit rating ranging from AAA to BBB-.

Measurement of Expected Credit Losses

The Company has applied a three-stage approach to measure expected credit losses (ECL) on debt instruments accounted for at amortised cost. Assets migrate through following three stages based on the changes in credit quality since initial recognition:

(a) Stage 1: 12-months ECL: For exposures where there is no significant increase in credit risk since initial recognition and that are not credit-impaired upon origination, the portion of the lifetime ECL associated with the probability of default events occurring within the next 12- months is recognized.

(b) Stage 2: Lifetime ECL, not credit-impaired: For credit exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired, a lifetime ECL is recognized. Marginal PDs are used to compute lifetime ECL.

(c) Stage 3: Lifetime ECL, credit-impaired: Financial assets are assessed as credit impaired upon occurrence of one or more events that have a detrimental impact on the estimated future cash flows of that asset. For financial assets that have become credit-impaired, a lifetime ECL is recognized and interest revenue is calculated by applying the effective interest rate to the amortised cost

At each reporting date, the Company assesses whether there has been a significant increase in credit risk of its financial assets since initial recognition by comparing the risk of default occurring over the expected life of the asset. In determining whether credit risk has increased significantly since initial recognition, the Company uses information that is relevant and available without undue cost or effort. This is based on the historical default rates or delinquency status of account across various internal rating grades, products or sectors.

The portfolios for which external benchmark information represents a significant input into measurement of ECL are as follows.

Amounts in ₹ lakhs

	Exposure	External benchmarks used LGD
Loans at amortised cost	23,729.60	65%

The Company assesses whether the credit risk on a financial asset has increased significantly on an individual and collective basis. In determining whether the credit risk on a financial asset has increased significantly, the Company considers the change in the risk of a default occurring since initial recognition. The default definition used for such assessment is consistent with that used for internal credit risk management purposes.

The Company considers defaulted assets as those which are contractually past due 90 days, other than those assets where there is empirical evidence to the contrary. Financial assets which are contractually past due 30 days are classified under Stage 2 - life time ECL, not credit impaired, barring those where there is empirical evidence to the contrary. An asset can move into and out of the lifetime expected credit losses category (Stage 2 and 3) based on a predefined pattern obtained from the historical default rates or delinquency status of account across various internal rating grades, products or sectors. Credit exposures transition back from stage 2 to stage 1 when the credit quality of the credit facility shows significant improvement. Primarily, when factors that previously triggered an exposure moving to Stage 2 no longer meet, such exposures move back to Stage 1 and a 12-month ECL measured instead of Lifetime ECL. Credit exposures may transition from stage 3 to stage 2/stage 1, if the exposures are current, no longer meet the definition of default/credit impaired and if the factors that previously triggered an exposure to move to stage 3 are no longer met.

The Company measures the amount of ECL on a financial instrument in a way that reflects an unbiased and probability-weighted amount. The Company considers its historical loss experience and adjusts the same for current observable data. The key inputs into the measurement of ECL are the probability of default, loss given default and exposure at default. These parameters are derived from the Company's internally developed statistical models and other historical data. In addition, the Company has used reasonable and supportable information on future economic conditions by using GDP as suitable macroeconomic factors. Since incorporating these forward looking information increases the judgment as to how the changes in these macroeconomic factor will affect ECL, the methodology and assumptions are reviewed regularly.

iii) Reconciliation of loss allowance provision

For loans

Reconciliation of loss allowance	Loss allowance measured at 12 month expected losses	Loss allowance measured at life-time expected losses	
		Financial assets for which credit risk has increased significantly and not credit-impaired	Financial assets for which credit risk has increased significantly and credit-impaired
Loss allowance on 31 March 2023	**321.30**	**98.85**	**293.22**
Changes in loss allowances due to			
Assets originated or purchased	52.01	63.76	343.35
Write – offs	-	-	(14.95)
Addition/(Recoveries) for assets originated in Previous years	(201.01)	(96.59)	(37.03)
Loss allowance on 31 March 2024	**172.30**	**66.02**	**584.59**
Changes in loss allowances due to			
Assets originated or purchased	(21.35)	62.84	889.77
Write – offs	-	-	(204.16)
Addition/(Recoveries) for assets originated in Previous years	-	-	-
Loss allowance on 31 March 2025	**150.95**	**128.86**	**1,270.20**

For investments and Bank balance other than Cash and Cash Equivalents

Reconciliation of loss allowance	Loss allowance measured at 12 month expected losses	Loss allowance measured at life-time expected losses	
		Financial assets for which credit risk has increased significantly and not credit-impaired	Financial assets for which credit risk has increased significantly and credit-impaired
Loss allowance on 31 March 2023	**0.02**	**-**	**-**
Changes in loss allowances due to			
Assets originated or purchased	-	-	-
Addition/(Recoveries) for assets originated in Previous years	(0.01)	-	-
Loss allowance on 31 March 2024	**0.01**	**-**	**-**
Changes in loss allowances due to			
Assets originated or purchased	-	-	-
Addition/(Recoveries) for assets originated in Previous years	-	-	-
Loss allowance on 31 March 2025	**0.01**	**-**	**-**

B. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Due to the dynamic nature of the underlying businesses, Company's treasury maintains flexibility in funding by maintaining availability under committed credit lines.

a) The table below shows an analysis of assets and liabilities analysed (maturity analysis) according to when they are to be recovered or settled.

Amounts in ₹ lakhs

	As at 31 March 2025			As at 31 March 2024		
	Carrying amount	Within 12 months	After 12 months	Carrying amount	Within 12 months	After 12 months
Financial liabilities						
Trade payables	156.54	156.54	-	631.81	631.81	-
Borrowings (other than debt securities)	8,915.01	8,915.01	-	4,498.20	4,498.20	-
Other financial liabilities	1,628.93	1,425.70	203.23	768.26	500.09	268.17
Non Financial liabilities						
Provisions	1,655.90	1,556.70	99.20	830.25	762.34	67.91
Other non-financial liabilities	68.95	68.95	-	64.06	64.06	-
Financial assets						
Cash and cash equivalents	6,305.24	6,305.24	-	5,370.84	5,370.84	-
Bank balance other than cash and cash equivalents above	1,038.63	1,038.63	-	1,051.98	1,051.98	-
Receivables	1,358.18	1,358.18	-	1,184.03	1,184.03	-
Loans and advances to customers	22,179.59	20,182.40	1,997.19	13,859.02	10,772.04	3,086.98
Investment securities	15,854.94	-	15,854.94	14,700.65	-	14,700.65
Other financial assets	263.90	225.87	38.03	284.94	247.57	37.37

a) The table below shows an analysis of assets and liabilities analysed (maturity analysis) according to when they are to be recovered or settled. (Contd.)

Amounts in ₹ lakhs

	As at 31 March 2025			As at 31 March 2024		
	Carrying amount	Within 12 months	After 12 months	Carrying amount	Within 12 months	After 12 months
Non-financial Assets						
Income tax assets	34.87	34.87	-	58.05	58.05	-
Right of use asset	237.57	-	237.57	311.98	-	311.98
Property, plant and equipment	29.97	-	29.97	47.87	-	47.87
Intangible assets under development	-	-	-	-	-	-
Intangible assets	-	-	-	-	-	-
Other non-financial assets	412.36	412.36	-	434.64	434.64	-

b) Maturity Pattern

The table below summarises the maturity profile of the undiscounted cashflow of the Company's financial liabilities:

As at 31 March 2025

	Within 12 months	1-2 years	2-5 years	Total
Trade payables	156.54	-	-	156.54
Other financial liabilities				
- Lease liability	92.25	96.86	136.15	325.26
- Payable to borrowers	1,360.76	-	-	1,360.76

As at 31 March 2024

	Within 12 months	1-2 years	2-5 years	Total
Trade payables	631.81	-	-	631.81
Other financial liabilities				
- Lease liability	87.85	92.25	233.01	413.11
- Payable to borrowers	446.23	-	-	446.23

c) The following table sets out the carrying amounts of non-derivative financial assets and financial liabilities expected to be recovered or settled more than 12 months after the reporting date.

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Financial assets		
Bank balance other than cash and cash equivalents above	-	-
Loans and advances to customers	1,997.19	3,086.98
Investment securities	15,854.94	14,700.65
Other financial assets	38.03	37.37
Financial liabilities		
Lease Liability	203.23	268.17

d) The following table sets out the components of the Company's liquidity reserves.

Amounts in ₹ lakhs

Particulars	As at 31 March 2025		As at 31 March 2024	
	Carrying amount	Fair value	Carrying amount	Fair value
Cash And Cash Equivalents	6,305.24	6,305.24	5,370.84	5,370.84
Bank balance other than cash and cash equivalents	1,038.63	1,038.63	1,051.98	1,051.98
Total liquidity reserves	**7,343.87**	**7,343.87**	**6,422.82**	**6,422.82**

e) Disclosures in terms of RBI/2019-20/88 DOR.NBFC (PD) CC. No.102/03.10.001/2019-20 dated November 04, 2019 have been given under Annexure-II to these financial statements:

Annexure-II - Disclosure on Liquidity Risk

(i) Funding Concentration based on significant counterparty (both deposits and borrowings)

Number of Significant Counterparties	Amount (₹ lakhs)	% of Total deposits	% of Total Liabilities
7	8,915.01	NA	71.75%

(ii) Top 20 large deposits (amount in ₹ lacs and% of total deposits):

Not applicable. Niyogin Fintech Limited being a Non- Systemically Important Non-Deposit taking Non-Banking Financial Company registered with Reserve Bank of India.

(iii) Top 10 borrowings (amount in ₹ lacs and% of total borrowings):

Not Applicable

Total Amount (₹ lakhs)	% of Total Borrowings
8,915.01	100%

(iv) Funding Concentration based on significant instrument/product:

Not Applicable

Name of the instrument/product	Amount (₹ lakhs)	% of Total Liabilities
Term Loans	8,915.01	71.75%

(v) Stock Ratios:

Particulars	Ratios
Commercial papers as a% of total public funds	NA
Commercial papers as a% of total liabilities	NA
Commercial papers as a% of total assets	NA
Non-convertible debentures (original maturity of less than one year) as a% of total public funds	NA
Non-convertible debentures (original maturity of less than one year) as a% of total liabilities	NA
Non-convertible debentures (original maturity of less than one year) as a% of total assets	NA
Other short-term liabilities, if any as a% of total public funds	135.98%
Other short-term liabilities, if any as a% of total liabilities	97.57%
Other short-term liabilities, if any as a% of total assets	25.41%

(vi) Institutional set-up for liquidity risk management:

The Company's Board of Directors has the overall responsibility of management of liquidity risk. The Board decides the strategic policies and procedures of the Company to manage liquidity risk in accordance with the risk tolerance/limits decided by it.The Company also has a Risk Management Committee, which reports to the Board and is responsible for evaluating the overall risks faced by the Company including liquidity risk.Asset Liability Management Committee of the Company consisting of the Company's senior management is responsible for ensuring adherence to the risk tolerance/limits as well as implementing the liquidity risk management strategy of the Company.

46. REVENUE FROM CONTRACTS WITH CUSTOMERS

Set out below is the disaggregation of the Company's revenue from contracts with customers and reconciliation to profit and loss account:

Amounts in ₹ lakhs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Type of income		
Services charges	-	-
Bounce charges	1.04	2.54
Penal charges	2.09	2.13
Foreclosure charges	4.72	5.90
Documentation Charges	18.39	8.30
Commission Income	568.93	418.78
Processing fees	1,150.37	395.08
Total revenue from contracts with customers	**1,745.54**	**832.73**
Geographical markets		
India	1,745.54	832.73
Outside India	-	-
Total revenue from contracts with customers	**1,745.54**	**832.73**
Timing of revenue recognition		
Services transferred at a point in time	1,745.54	832.73
Services transferred over time	-	-
Total revenue from contracts with customers	**1,745.54**	**832.73**

47. There have been no events after the reporting date that require disclosure in these financial statements.

48. The ECL provision of ₹ 256.00 lakhs is retained by the Company as at 31 March 2025 towards management overlay on account of macro-economic factors.

49. OTHER ADDITIONAL INFORMATION

1. There are no charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period as applicable.

2. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year 2024-2025.

3. 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.

4. The details is not applicable to the Company, related to transactions not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961), unless there is immunity for disclosure under any scheme and shall also state whether the previously unrecorded income and related assets have been properly recorded in the books of account during the year.

5. The Company is not declared wilful defaulter by any bank or financial Institution or other lender.

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

   (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or

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

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

   (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or

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

8. The Compliance with number of layers prescribed under clause (87) of Section 2 of the Act read with Companies (Restriction on number of layers) Rule, 2017 is not applicable as the Company is registered as non banking financial Company with Reserve Bank India.

9. Ratios Analysis as required by Schedule III of the Companies Act, 2013

Particulars	As at 31 March 2025	As at 31 March 2024	% Variance
Capital Ratio*	82.88%	100.49%	-18%
Tier I CRAR**	Not Applicable	Not Applicable	Not Applicable
Tier I CRAR**	Not Applicable	Not Applicable	Not Applicable
Liquidity coverage ratio**	Not Applicable	Not Applicable	Not Applicable

* Capital ratio = Adjusted net worth/Risk weighted assets, calculated as per applicable RBI guidelines.

** The Company is registered under the Reserve Bank of India Act, 1934 as Non-systematically important non-deposit accepting Company, hence these ratios are generally not applicable.

10. Disclosure on Borrowings (other than debt securities) and lease liabilities

Amounts in ₹ lakhs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening Balance of Borrowings (other than debt securities) and lease liabilities	4,820.23	20.87
Cash Proceeds from Borrowings (other than debt securities)	13,100.00	6,000.00
Cash Repayment of Borrowings (other than debt securities)	(9,484.76)	(1,674.68)
Cash Payment of lease liability	(87.85)	(76.12)
Fair value adjustment	-	(8.57)
Additions to lease liabilities	-	361.30
Interest Accrued on borrowings and lease liabilites	835.56	197.43
Closing Balance of Borrowings (other than debt securities) and lease liabilities	9,183.18	4,820.23

11. Ratings assigned by credit rating agencies and migration of ratings during the year

Sr. No.	Credit Rating Agency	Instruments	For the year ended 31 March 2025	For the year ended 31 March 2024
1	CRISIL Limited	Bank Loan Facilities	Crisil BBB-/Negative	Crisil BBB-/Stable

50. COMPOSITE SCHEME OF AMALGAMATION

The Company has adopted the Composite Scheme of Arrangement and Amalgamation between Niyogin Fintech Limited ("Demerged Company"/"Amalgamating Company"/"NFL") and Niyogin Finserv Limited ("Resulting Company"/"NFL 2") and iServeU Technology Private Limited ("Amalgamated Company"/"iServeU") and their respective shareholders and creditors under sections 230 to 232 read with Section 52 and 66 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme") in its board meeting held on January 31, 2025.

51. DISCLOSURE OF DETAILS AS REQUIRED BY ANNEX VII - DISCLOSURES IN FINANCIAL STATEMENTS - NOTES TO ACCOUNTS OF NBFCS OF MASTER DIRECTIONS - RESERVE BANK OF INDIA (NON-BANKING FINANCIAL COMPANY - SCALE BASED REGULATION) DIRECTIONS, 2023

(i) Sectorial Exposure

Amounts in ₹ lakhs

Sectors	As at 31 March 2025			As at 31 March 2024		
	Total Exposure (includes on balance sheet and off balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	**2,270.95**	**53.52**	**2%**	**644.27**	**52.69**	**8%**
2. Industry						
2.1 Micro and Small	5,365.79	1,271.50	24%	6,770.75	1,028.37	15%
Total of Industry	**5,365.79**	**1,271.50**	**24%**	**6,770.75**	**1,028.37**	**15%**
3. Services						
3.1 Trade - Wholesale Trade (other than Food Procurement)	3,907.69	538.45	14%	6,047.12	284.44	5%
3.2 Tourism, Hotel and Restaurants	-	-	-	-	-	-
3.3 Professional Services	-	-	-	-	-	-
3.4 Computer Software	-	-	-	-	-	-
3.5 Other Services	12,185.17	136.39	1%	1,219.79	10.91	1%
Total of Services	**16,092.86**	**674.84**	**4%**	**7,266.91**	**295.35**	**4%**
4. Personal Loans	**-**	**-**	**-**	**-**	**-**	**-**
5. Others	**-**	**-**	**-**	**-**	**-**	**-**

* The Company has NIL exposure to real estate sector (Previous year - NIL)

** The Company has NIL exposure to Capital Markets (Previous year - NIL)

(ii) Related Party Disclosure

Amounts in ₹ lakhs

Particulars	Parent		Subsidiaries		Key Management		Relatives of Key Management Personnel	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Borrowings	-	-	-	-	-	-	-	-
Deposits	-	-	-	-	-	-	-	-
Placement of Deposits	-	-	-	-	-	-	-	-
Advances	-	-	-	-	-	-	-	-
Investments #	-	-	15,854.94	14,700.65	-	-	-	-
Purchase of fixed/other assets	-	-	-	-	-	-	-	-
Sale of fixed/other assets	-	-	-	-	-	-	-	-
Interest paid	-	-	-	-	-	-	-	-
Commission Payable	-	-	-	-	-	-	-	-
Loan Receivable	-	-	11.01	-	-	-	-	-
Reimbursement of expenses receivable	-	-	5.78	-	-	-	-	-

(ii) Related Party Disclosure (Contd.)

Amounts in ₹ lakhs

Particulars	Parent		Subsidiaries		Key Management		Relatives of Key Management Personnel	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Sitting Fees Payable	-	-	-	-	0.86	2.45	-	-
FLDG Receivable	-	-	4.43	-	-	-	-	-

#Maximum Investment in subsidiaries during the current year is ₹ 15,854.94 lakhs (previous year ₹ 14,700.65 lakhs).

(iii) Disclosure of complaints

(a) Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

Sr. No.	Particulars	31 March 2025	31 March 2024
Complaints received by the NBFC from its customers			
1	Number of complaints pending at beginning of the year	-	-
2	Number of complaints received during the year	125	8
3	Number of complaints received during the year	125	8
3.1	Of which, number of complaints rejected by the NBFC	-	-
4	Number of complaints pending at the end of the year	-	-
Maintainable complaints received by the NBFC from Office of Ombudsman			
5	Number of maintainable complaints received by the NBFC from Office of Ombudsman	11	7
5.1	Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman	11	5
5.2	Of 5, number of complaints resolved through conciliation/mediation/ advisories issued by Office of Ombudsman	-	-
5.3	Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC	-	-
6	Number of Awards unimplemented within the stipulated time (other than those appealed)	-	-

(b) Top five grounds of complaints received by the NBFCs from customers

For Ombudsman

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
		Current Year			
Ground – 1 – Recovery Agents	-	2	0%	-	-
Ground – 2 – Loans & Advances	-	-	-100%	-	-
Ground – 3 - Others	-	9	350%	-	-
Total	**-**	**11**	**-**	**-**	**-**
		Previous Year			
Ground – 1 - Loans & Advances	-	2	100%	-	-
Ground – 2 - Difficulty in operation of accounts	-	2	50%	-	-
Ground – 3 - Others	-	2	-	-	-
Total	**-**	**6**	**-**	**-**	**-**

For Customer Complaints

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
Current Year					
Ground – 1 – Others	-	125	1463%	-	-
Total	**-**	**125**	**-**	**-**	**-**
Previous Year					
Ground – 1 – Others	-	8	-25%	-	-
Total	**-**	**8**	**-**	**-**	**-**

(iv) The value of unhedged foreign currency transaction as on March 31, 2025 is 0.86 lakhs which is on account of sitting fees payable to the directors of the Company.

52. DISCLOSURE OF DETAILS AS REQUIRED BY ANNEX XI - DISCLOSURES IN FINANCIAL STATEMENTS - NOTES TO ACCOUNTS OF NBFCS OF MASTER DIRECTIONS - RESERVE BANK OF INDIA (NON-BANKING FINANCIAL COMPANY - SCALE BASED REGULATION) DIRECTIONS, 2023

Loans to Directors, Senior Officers and Relatives of Directors:

Amounts in ₹ lakhs

Particulars	As on 31 March 2025	As on 31 March 2024
Directors and their relatives	-	-
Entities associated with directors and their relatives	-	-
Senior Officers and their relatives	-	5.25

53. Previous year figures have been regrouped/reclassified to make them comparable with those of current year.

As per our report of even date.

For Pijush Gupta & Co
Chartered Accountants
Firm's Registration No: 309015E

For and on behalf of the Board of Directors of
Niyogin Fintech Limited
CIN: L65910TN1988PLC131102

Pijush Kumar Gupta
Partner
Membership No: 015139
Kolkata
15 May 2025

Amit Rajpal
Chairman & Non-Executive Director
DIN: 07557866
London
15 May 2025

Tashwinder Singh
Managing Director & Chief Executive Officer
DIN: 06572282
Mumbai
15 May 2025

Abhishek Thakkar
Chief Financial Officer

Mumbai
15 May 2025

Neha Daruka
Company Secretary
Membership No: A41425
Mumbai
15 May 2025

Independent Auditor's Report

To the Members of Niyogin Fintech Limited

Report on the Audit of the Consolidated Financial Statements

OPINION

We have audited the accompanying consolidated financial statements of Niyogin Fintech Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of reports of other auditors on separate financial statements and on the other financial information of subsidiaries, the aforesaid consolidated 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 Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2025, of its consolidated loss and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by Institute of Chartered Accountant of India ("ICAI"), and the relevant provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated 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 Consolidated 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 Consolidated Financial statements.

Classification and measurement of loans and allowance for Expected Credit Loss (ECL) on Loans

Charge to the Statement of Profit and Loss for the year ended 31 March 2025 – 931.25 Lakhs, Total ECL Provision as at March 31, 2025 – 1550.01 Lakhs (including management overlay of ₹ 256 Lakhs)

Refer accounting policies in Note 3.6 to the consolidated financial statements

Key Audit Matter	How the key audit matter was addressed in our audit
Impairment loss on loans is provided for using Expected Credit Loss (ECL) model under Ind AS. This involves a high degree of estimation uncertainty. Significant management judgement is required application of measurement principles in following areas: · Defining of thresholds for significant increase in credit risk and default · Selection and input of various qualitative and quantitative factors · Assessment of credit characteristics of the loan portfolio	Our audit approach was a combination of test of internal controls and substantive procedures. Board approved ECL policy was examined in view of characteristics of loans disbursed during the year. Its compliance with principles of Ind AS 109 was assessed. We performed walkthroughs to identify the key systems, applications and controls used in the ECL process. We tested the relevant manual controls, general IT and application controls over key systems used in ECL process.

Key Audit Matter	How the key audit matter was addressed in our audit
· Determination of Probabilities of Default ("PD") and Loss Given Default ("LGD") based on historical trends. · Estimation of forward looking economic scenarios and assignment of probability weights · Adjustments to model ECL to address emerging trends This process requires analysis of large volumes of data. The completeness and accuracy of data, and implementation of related internal controls, can significantly impact reliability of the modelled impairment provisions. As at 31 March 2025, the gross carrying value of loan assets of INR 24026.82 lakhs constituted 42% of the total assets of the Company. The disclosures (including disclosures prescribed by RBI) regarding the Company's application of Ind AS 109 are the key to explaining the judgements and material inputs to the ECL results. The classification and measurement of loans and measurement of impairment loss allowance is as a key audit matter in view of its inherent complexity, management judgement and estimates involved and significance to the financial statements, of the affected account balances and related disclosures.	Evaluated management's controls over collation of relevant information used for determining estimates for management overlays. We tested design and operating effectiveness of key controls around data extraction and validation. We discussed with the management, the methodologies used for ECL estimation for various kinds of loans, evaluated the appropriateness thereof and reasonableness of assumptions used therein. We verified the methodology of the computation of staging of loans, estimation of probability of default, its calibration, and estimation of loss given default. We examined adjustments to output of ECL model and its consistency with documented rationale. We assessed whether the disclosures on key judgements, assumptions, and quantitative data with respect to impairment of loans are appropriate and sufficient. Performed substantive procedures for testing the ECL Model and computation of ECL amount included and not limited to the following: · Testing system generated reports on ageing and defaults with underlying transactions, on sample basis · Testing the process of staging of loan assets basis their days past due and other loss indicators, on sample basis. · Testing computation of underlying factors of PD and LGD based on historical data. · Performance of cut-off procedures to ensure the completeness of the data used. Reconciliation of total financial assets considered for ECL estimation with the books of accounts. · Review of assessment performed for forward looking macro-economic factors used in estimating management overlay. · Reperforming of the formulas to check mathematical accuracy of the computation of ECL.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, including Annexures to Board's Report, but does not include the consolidated financial statements and our Auditor's report thereon. The Board's Report, including Annexures to Board's Report, is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Board's report, including Annexures to Board's Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended issued thereunder. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated 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 Standards on Auditing ("SAs") will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated 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.

OTHER MATTERS

We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of ₹ 153.01 crore as at 31st March, 2025, total revenues of ₹ 231.37 crore and net cash outflow amounting to ₹ 12.72 crore for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Financial statements of two subsidiaries viz. Niyogin AI Private Limited and Niyogin Finserv Limited audited by us, whose financial statements reflects Group's share of total assets of ₹ 10.24 Crores as at 31 March, 2025, Group's share of total revenue of ₹ 0.66 crore, and net cash outflow amounting to ₹ 0.86 crore for the year ended March 31, 2025, have been considered in the statement.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

2. As required by Section 143(3) of the Act, based on our audit and consideration of the report of the other auditors on separate financial statements as noted in the 'Other Matter' paragraph, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d. In our opinion, the aforesaid Consolidated 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 of the Holding Company as on 31st March, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India are 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 internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in **"Annexure B"**.

3. With respect to the matter to be included in the Auditor's report under Section 197 (16):

   In our opinion and according to the information and explanation given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

4. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

    i. There were no pending litigations which would impact the consolidated financial position of the Group.

    ii. The Group did not have any material foreseeable losses on long term contracts including derivative contracts.

    iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies incorporated in India.

    iv (a) The respective Managements of the Company and its Subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries, to or in any other person or entity, outside the Group, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

    (b) The respective Managements of the Company and its Subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us, that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries, from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries, shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

    v. No dividend was declared or paid by the Company during the year.

    vi. The Company and its subsidiaries, have used such accounting software for maintaining their respective books of account for the financial year ended 31 March 2025, 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. During the course of our audit, we did not come across any instance of the audit trail feature being tampered with. The audit trail has been preserved by the Company & its subsidiaries as per the statutory requirements for record retention.

For Pijush Gupta & Co
Chartered Accountants
ICAI Firm Registration Number: 309015E

Pijush Kumar Gupta
Partner
Membership Number: 015139
UDIN: 25015139BMOZQW9367

Kolkata
May 15, 2025

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF NIYOGIN FINTECH LIMITED FOR THE YEAR ENDED MARCH 31, 2025

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

(xxi) According to the information and explanations given to us, and based on the Audit Reports issued by us for the Company and based on our consideration of Audit Reports issued by the respective auditors of the Company's such subsidiaries as referred to in OTHER MATTERS paragraph above, we report that there are no qualifications or adverse remarks in these CARO reports.

For Pijush Gupta & Co
Chartered Accountants
ICAI Firm Registration Number: 309015E

Pijush Kumar Gupta
Partner
Membership Number: 015139
UDIN: 25015139BMOZQW9367

Kolkata
May 15, 2025

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF NIYOGIN FINTECH LIMITED

[Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Niyogin Fintech Limited on the consolidated Financial Statements for the year ended March 31, 2025]

Report on the internal financial controls under clause (i) of sub-section 3 of section 143 of the companies act, 2013 ("the act")

OPINION

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of Niyogin Fintech Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

In our opinion, and to the best of our information and according to the explanations given to us, the Holding Company, its subsidiary companies which are companies incorporated in India, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Holding Company, and its subsidiary companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the 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 the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company, its subsidiary companies which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company, its subsidiary companies which are companies incorporated in India.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

A Company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated 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 consolidated financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

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

OTHER MATTERS

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to two subsidiary companies which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For Pijush Gupta & Co
Chartered Accountants
ICAI Firm Registration Number: 309015E

Pijush Kumar Gupta
Partner
Membership Number: 015139
UDIN: 25015139BMOZQW9367

Kolkata
May 15, 2025

Consolidated Balance Sheet

As at 31 March 2025

Amounts in ₹ lakhs

Particulars	Note No.	As at 31 Mar 2025	As at 31 Mar 2024
ASSETS			
Financial assets			
Cash and cash equivalents	4	7,457.91	7,789.09
Bank balance other than cash and cash equivalents above	5	3,960.08	5,197.56
Receivables	6		
(i) Trade receivables		3,557.75	1,529.55
(ii) Other receivables		1,176.23	1,144.72
Loans	7	22,476.81	14,169.40
Investments	8	388.63	163.42
Other financial assets	9	2,449.74	1,563.04
Total financial assets		**41,467.15**	**31,556.78**
Non-financial Assets			
Inventories	10	706.53	565.40
Current tax assets	11	441.84	571.07
Deferred tax assets	18	676.44	116.82
Right of use asset		2,052.50	2,392.36
Property, plant and equipment	12	163.28	184.56
Intangible assets under development	12	1,228.25	145.14
Intangible assets	12	3,456.21	3,102.48
Goodwill		6,281.85	5,952.85
Other non-financial assets	13	634.12	618.90
Total non-financial assets		**15,641.02**	**13,649.58**
TOTAL ASSETS		**57,108.17**	**45,206.36**
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Payables	14		
(I) Trade payables			
a) total outstanding dues of micro enterprises and small enterprises		57.27	380.59
b) total outstanding dues of creditors other than micro enterprises and small enterprises		1,858.33	868.83
Borrowings (other than debt securities)	15	9,604.33	5,391.91
Other financial liabilities	16	9,827.41	7,733.89
Total financial liabilites		**21,347.34**	**14,375.22**
Non-financial liabilities			
Provisions	17	2,683.35	1,751.84
Deferred tax liabilities	18	-	9.42
Other non-financial liabilities	19	178.32	293.99
Total non-financial liabilites		**2,861.67**	**2,055.25**
TOTAL LIABILITIES		**24,209.01**	**16,430.47**
EQUITY			
Equity share capital	20	11,099.44	9,514.15
Other equity	21	21,193.05	18,611.18
Equity attributable to owners of Niyogin Fintech Limited		**32,292.49**	**28,125.33**
Non-controlling interests		**606.67**	**650.56**
TOTAL EQUITY		**32,899.16**	**28,775.89**
TOTAL LIABILITIES AND EQUITY		**57,108.17**	**45,206.36**
Material Accounting Policies	3		

See accompanying notes forming an integral part of the consolidated financial statements

As per our report of even date

For Pijush Gupta & Co
Chartered Accountants
Firm's Registration No: 309015E

For and on behalf of the Board of Directors of
Niyogin Fintech Limited
CIN: L65910TN1988PLC131102

Pijush Kumar Gupta
Partner
Membership No: 015139
Kolkata
15 May 2025

Amit Rajpal
Chairman & Non-Executive Director
DIN: 07557866
London
15 May 2025

Tashwinder Singh
Managing Director & Chief Executive Officer
DIN: 06572282
Mumbai
15 May 2025

Abhishek Thakkar
Chief Financial Officer

Mumbai
15 May 2025

Neha Daruka
Company Secretary
Membership No: A41425
Mumbai
15 May 2025

Consolidated Statement of Profit and Loss

for the year ended 31 March 2025

Amounts in ₹ lakhs

	Particulars	Note No.	Year ended 31 March 2025	Year ended 31 March 2024
	Revenue from operations			
(i)	Interest income	22	5,945.72	3,340.25
(ii)	Fees and commission Income	23	13,304.82	15,127.16
(iii)	Sales of Products	24	3,571.12	370.43
(iv)	Net gain on fair value changes	25	117.84	13.25
(v)	Others	26	7,458.34	725.47
(I)	**Total revenue from operations**		**30,397.84**	**19,576.56**
(II)	Other income	27	504.02	223.04
(III)	**Total income**		**30,901.86**	**19,799.60**
	Expenses			
(i)	Finance costs	28	1,243.16	465.20
(ii)	Fees and commission Expenses	29	13,891.84	13,116.24
(iii)	Impairment on financial instruments	30	791.16	903.81
(iv)	Purchases of Stock in trade	31	2,628.49	454.55
(v)	Changes in Inventories	32	(141.14)	(47.11)
(vi)	Employee benefits expenses	33	4,751.49	4,334.54
(vii)	Depreciation and amortization	34	953.67	810.41
(viii)	Others expenses	35	9,009.79	2,373.99
(IV)	**Total expenses**		**33,128.46**	**22,411.63**
(V)	**Loss before tax**		**(2,226.60)**	**(2,612.03)**
(VI)	**Tax expense:**	**11**		
	(1) Current tax		-	-
	(2) Deferred tax		(569.01)	(128.05)
	(3) Tax Adjustment of earlier year		(24.87)	-
	Total tax expense		**(593.88)**	**(128.05)**
	Profit/(Loss) for the year		**(1,632.72)**	**(2,483.98)**
(VII)	**Other comprehensive income**			
	(i) Items that will not be reclassified to profit or loss			
	a) Re-measurement of defined benefit plan		5.76	(0.85)
	b) Income tax relating to items that will not be reclassified to profit or loss		-	-
	Other comprehensive income		**5.76**	**(0.85)**
(VIII)	**Total comprehensive loss for the year**		**(1,626.96)**	**(2,484.83)**
	Profit is attributable to:			
	Owners of Niyogin Fintech Limited		(1,588.83)	(1,679.18)
	Non-controlling interests		(43.89)	(804.80)
	Other comprehensive income is attributable to:			
	Owners of Niyogin Fintech Limited		5.76	(0.85)
	Non-controlling interests		-	-
	Total comprehensive loss is attributable to:			
	Owners of Niyogin Fintech Limited		**(1,583.07)**	**(1,680.03)**
	Non-controlling interests		**(43.89)**	**(804.80)**
(IX)	**Earnings per equity share**			
	Basic (₹)		(1.64)	(1.78)
	Diluted (₹)		(1.63)	(1.75)
	Material Accounting Policies	3		

See accompanying notes forming an integral part of the consolidated financial statements

As per our report of even date

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Company Secretary
Membership No: A41425
Mumbai
15 May 2025

Consolidated Statement of Cash Flows

for the year ended 31 March 2025

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
CASH FLOW FROM OPERATING ACTIVITIES:		
Loss before tax:	(2,226.60)	(2,612.03)
Adjustments:		
Interest income on loans	(5,547.69)	(2,866.04)
Interest on investments	-	(12.68)
Interest on deposits with banks	(388.07)	(450.71)
Depreciation and amortisation	953.67	810.41
Net gain on fair value changes	(117.84)	(13.25)
Employee share based payments	323.27	295.11
Impairment on financial instruments	791.16	903.81
Interest expense on lease liability	273.15	268.57
Interest expense on loan liability	892.18	196.63
Interest cost on deferred payment consideration	58.51	-
Interest income on security deposit	(9.96)	(10.82)
Operating profit before working capital changes	**(4,998.22)**	**(3,491.00)**
Adjustments for (increase)/decrease in operating assets:		
Trade and other receivables	(1,919.62)	(379.80)
Loans	(9,262.21)	(6,836.23)
Other financial assets	(876.74)	74.20
Inventories	(141.13)	(47.11)
Other non financial assets	(15.22)	(125.81)
Adjustments for increase/(decrease) in operating liabilities		
Trade payables	666.11	819.73
Other financial liabilities	2,304.44	2,783.47
Provisions	925.75	537.09
Other non financial liabilities	(115.67)	194.70
Net cash generated/(used) in operations	**(13,432.51)**	**(6,470.76)**
Interest paid	(892.44)	(174.50)
Income tax paid net of refund	154.07	-
Cash inflow from interest income on loans	5,571.24	2,788.50
Net cash generated/(used) in operating activities	**(8,599.64)**	**(3,856.76)**
CASH FLOW FROM INVESTING ACTIVITIES:		
Sale of investment	12,476.24	1,020.73
Purchase of investment	(12,577.96)	(474.94)
Proceeds from/(Investment in) of Fixed Deposits (net)	1,229.62	(2,557.73)
(Purchase)/Proceeds from property, plant and equipments and capital work in progress (net)	(40.89)	(85.97)
(Purchase)/Proceeds from intangible assets and intangible assets under development (net)	(2,282.89)	(151.98)
Income from Investment/fixed deposits	388.07	469.00
Net cash generated/(used) from investing activities	**(880.90)**	**(1,780.89)**
CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from issue of shares	7.05	80.22
Proceeds from securities premium on issue of shares	48.35	247.54
Repayment of lease liability	(518.67)	(486.38)
Increase in borrowing during the year (net)	4,212.68	5,362.78
Proceeds from issue of share warrants	5,399.95	1,924.99
Net cash generated/(used) from financing activities	**9,149.36**	**7,129.15**
NET INCREASE/(DECREASE) IN CASH AND BANK BALANCES	**(331.18)**	**1,491.50**
Add: Cash and cash equivalents at beginning of the year	7,789.09	6,297.59
Cash and cash equivalents at end of the year	**7,457.91**	**7,789.09**

Consolidated Statement of Cash Flows (Contd.)

for the year ended 31 March 2025

Components of Cash and Cash Equivalents

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Cash and cash equivalents at the end of the year		
- Cash on hand	0.71	0.42
- Balance with bank in current account	7,457.20	7,788.67
Total	**7,457.91**	**7,789.09**

The above statement of cash flow has been prepared under the 'Indirect method' as set out in Ind AS 7 on 'Statement of cash flows'.

Material Accounting Policies - Note 3

See accompanying notes forming an integral part of the consolidated financial statements

As per our report of even date

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15 May 2025

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Company Secretary
Membership No: A41425
Mumbai
15 May 2025

Consolidated Statement of Changes in Equity

For the year ended 31 March 2025

A. EQUITY SHARE CAPITAL

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025		Year ended 31 March 2024	
	Number	₹ in lakhs	Number	₹ in lakhs
Issued, subscribed and fully paid up equity shares outstanding at the beginning of the year	**9,51,41,515**	**9,514.15**	**9,43,39,325**	**9,433.93**
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting year	-	-	-	-
Changes in equity share capital during the current year				
- against employee stock option	70,500	7.05	1,44,590	14.46
- against share warrants	1,57,82,411	1,578.24	6,57,600	65.76
Issued, subscribed and fully paid up equity shares outstanding at the end of the year	**11,09,94,426**	**11,099.44**	**9,51,41,515**	**9,514.15**

B. OTHER EQUITY

Amounts in ₹ lakhs

Particulars	Reserves and Surplus						Share Warrants	Non-controlling Interests
	Securities Premium	Retained Earnings	Special Reserve	Share based options outstanding	General Reserves	Total		
Balance as at 31 March 2024	**23,501.90**	**(8,716.41)**	**1.89**	**1,842.67**	**56.14**	**16,686.19**	**1,924.99**	**650.56**
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance as at 31 March 2024	**23,501.90**	**(8,716.41)**	**1.89**	**1,842.67**	**56.14**	**16,686.19**	**1,924.99**	**650.56**
Profit/Loss for the year	-	(1,588.83)	-	-	-	(1,588.83)	-	(43.89)
Other Comprehensive Income for the current year	-	5.76	-	-	-	5.76	-	-
Securities premium proceeds received on issue of equity shares	5,629.59	-	-	(7.90)	-	5,621.69	(5,621.69)	-
Employee stock option (net)	19.98	-	-	323.26	-	343.24	-	-
Transfer to general reserve	-	-	-	(20.48)	145.48	125.00	(125.00)	-
Proceeds from share warrants	-	-	-	-	-	-	5,399.94	-
Conversion to equity shares	-	-	-	-	-	-	(1,578.24)	-
Balance as at 31 March 2025	**29,151.47**	**(10,299.48)**	**1.89**	**2,137.55**	**201.62**	**21,193.05**	**-**	**606.67**

B. OTHER EQUITY (Contd.)

Amounts in ₹ lakhs

Particulars	Reserves and Surplus						Share Warrants	Non-controlling Interests
	Securities Premium	Retained Earnings	Special Reserve	Share based options outstanding	General Reserves	Total		
Balance as at 31 March 2023	**23,254.36**	**(7,038.08)**	**1.89**	**1,584.66**	**19.05**	**17,821.88**	**-**	**1,455.36**
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance as at 31 March 2023	**23,254.36**	**(7,038.08)**	**1.89**	**1,584.66**	**19.05**	**17,821.88**	**-**	**1,455.36**
Profit/Loss for the year	-	(1,679.18)	-	-	-	(1,679.18)	-	(804.80)
Other Comprehensive Income for the current year	-	0.85	-	-	-	0.85	-	-
Securities premium proceeds received on issue of equity shares	247.54	-	-	-	-	247.54	-	-
Employee stock option (net)	-	-	-	295.10	-	295.10	-	-
Transfer to general reserve	-	-	-	(37.09)	37.09	-	-	-
Proceeds from share warrants	-	-	-	-	-	-	1,924.99	-
Balance as at 31 March 2024	**23,501.90**	**(8,716.41)**	**1.89**	**1,842.67**	**56.14**	**16,686.19**	**1,924.99**	**650.56**

Material Accounting Policies - Note 3

See accompanying notes forming an integral part of the consolidated financial statements

As per our report of even date

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15 May 2025

Neha Daruka
Company Secretary
Membership No: A41425
Mumbai
15 May 2025

Notes forming part of the Consolidated Financial Statements

for the year ended 31 March 2025

1. CORPORATE INFORMATION

Niyogin Fintech Limited ('the Company') is a non-deposit taking non-systemically important Non-Banking Financial Company ('NBFC-ND-NSI') and pursuant to change of Reserve Bank of India ("RBI") jurisdiction has been issued a new certificate of registration dated 16 April 2021 bearing registration number B-07.00874. The Parent Company together with its subsidiaries hereinafter collectively referred to as the 'Group'.

2. BASIS OF PREPARATION

2.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (the 'Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, notified under Section 133 of the Companies Act, 2013 and the other relevant provisions of the Act. The Company has consistently applied accounting policies to all the periods. The above financial statements have been reviewed by the Audit Committee and subsequently approved by the Board of Directors at its meeting held on May 15, 2025.

2.2 Basis of measurement

The consolidated financial statements have been prepared on historical cost convention, as modified by the application of fair value measurements required or allowed by relevant Accounting Standards, except for the assets and liabilities acquired under business combination are measured at fair value. The financial statements have been prepared as per the guidelines issued by the RBI as applicable to a NBFCs and other accounting principles generally accepted in India. Any applicable guidance/clarifications/directions issued by RBI or other regulators are implemented as and when they are issued/applicable.

The regulatory disclosures as required by Master Direction - Reserve Bank of India (Non-Banking Financial Company-Scale based regulation) Directions, 2023, as amended, issued by RBI are prepared as per the Ind AS financial statements.

The financial statements have been prepared on going concern basis in accordance with the Ind AS 1. The Management is of the view that the Company shall be able to continue its business for the near 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.

The preparation of financial statements requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosed amount of contingent liabilities. Areas involving a higher degree of judgement or complexity, or areas where assumptions are significant to the Company are discussed in note below.

2.3 Functional and presentation currency

The consolidated financial statements are presented in Indian Rupees (₹) which is the currency of the primary economic environment in which the Group operates (the 'functional currency'). The values are rounded to the nearest lakhs, except when otherwise indicated.

2.4 Principles of consolidation

(i) The consolidated financial statements incorporate the financial statements of the Parent Company and all its subsidiaries (from the date control is gained), being the entities that it controls. Control is evidenced where the investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Power is demonstrated through existing rights that give the ability to direct relevant activities, which significantly affect the entity returns. The financial statements of subsidiaries are prepared for the same reporting year as the Parent Company. Where necessary, adjustments are made to the financial statements of subsidiaries to align the accounting policies in line with accounting policies of the Parent Company.

The Parent Company holds more than 50.00% shareholding in its subsidiaries and there are no contractual arrangements which rebut the control of the Parent Company over its subsidiaries.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses from the effective date of acquisition, as appropriate. IntraGroup balances and transactions, and any intraGroup borrowings and loans and other such balances arising from intraGroup transactions, are eliminated in preparing the consolidated financial statements.

(ii) The Consolidated financial statements include results of the subsidiaries of Niyogin Fintech Limited (Parent Company) consolidated in accordance with Ind AS 110 'Consolidated Financial Statements'.

Name of the Company	Country of incorporation	Proportion of ownership as at reporting date	Consolidated as
Niyogin AI Private Limited	India	100.00%	Subsidiary
Niyogin Finserv Limited	India	100.00%	Subsidiary
Iserveu Technology Private Limited (ISU)	India	51.00%	Subsidiary
Investdirect Capital Services Private Limited (ICSPL)	India	60.00%	Subsidiary

Figures for preparation of consolidated financial statements have been derived from the audited financial statements of the respective companies in the Group.

(iii) Disclosure in terms of Schedule III of the Companies Act, 2013

Year ended 31 March 2025

Amounts in ₹ lakhs

Name of entities of the Group	Net assets (i.e. total assets minus total liabilities)		Share in Profit or (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount in ₹	As a % of consolidated profit or loss	Amount in ₹	As a % of consolidated other comprehensive income	Amount in ₹	As a % of consolidated total comprehensive income	Amount in ₹
Parent								
Niyogin Fintech Limited	107.27%	35,289.92	59.91%	(978.17)	111.81%	6.44	59.73%	(971.73)
Subsidiaries								
Indian								
Investdirect Capital Services Private Limited (ICSPL)	1.18%	388.43	-2.42%	39.51	0.00%	-	-2.43%	39.51
Iserveu Technology Private Limited (ISU)	6.91%	2,274.05	-3.84%	62.64	0.00%	-	-3.85%	62.64
Niyogin AI Private Limited	1.77%	581.72	26.54%	(433.39)	-11.81%	(0.68)	26.68%	(434.07)
Niyogin Finserv Limited	0.00%	(0.92)	0.12%	(1.92)	0.00%	-	0.12%	(1.92)
Eliminations	-17.13%	(5,634.03)	19.68%	(321.39)	0.00%	-	19.75%	(321.39)
Total	**100.00%**	**32,899.16**	**100.00%**	**(1,632.72)**	**100%**	**5.76**	**100.00%**	**(1,626.96)**

Year ended 31 March 2024

Amounts in ₹ lakhs

Name of entities of the Group	Net assets (i.e. total assets minus total liabilities)		Share in Profit or (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount in ₹	As a % of consolidated profit or loss	Amount in ₹	As a % of consolidated other comprehensive income	Amount in ₹	As a % of consolidated total comprehensive income	Amount in ₹
Parent								
Niyogin Fintech Limited	106.03%	30,511.42	30.41%	(755.42)	100.00%	(0.85)	30.44%	(756.27)
Subsidiaries								
Indian								
Investdirect Capital Services Private Limited (ICSPL)	1.21%	348.50	-0.14%	3.36	0.00%	-	-0.14%	3.36
Iserveu Technology Private Limited (ISU)	7.68%	2,211.41	53.61%	(1,331.73)	0.00%	-	53.59%	(1,331.73)
Eliminations	-14.93%	(4,295.43)	16.11%	(400.20)	0.00%	-	16.11%	(400.20)
Total	**100.00%**	**28,775.89**	**100.00%**	**(2,483.98)**	**100%**	**(0.85)**	**100.00%**	**(2,484.83)**

2.5 Use of estimates, judgements and assumptions

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Actual results may differ from the estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Following are the areas that involved a higher degree of estimates and judgement or complexity in determining the carrying amount of some assets and liabilities.

i) Fair value of financial instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. For further details about determination of fair value refer note 3.8 and note 46.

ii) Effective interest rate ('EIR') method

The Group's EIR methodology, as explained in Note 3.1(A), recognises interest income/expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioral life of loans given/taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges).

This estimation, by nature, requires an element of judgement regarding the expected behavior and life-cycle of the instruments, as well as expected changes to interest rates and other fee income/expense that are integral parts of the instrument.

iii) Impairment of financial asset

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

The Group's expected credit loss ('ECL') calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgements and estimates include:

a) The Group's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a life time expected credit loss ('LTECL') basis.

b) Development of ECL models, including the various formulas and the choice of inputs.

c) Determination of associations between macroeconomic scenarios and economic inputs as gross domestic products, and the effect on probability of default ('PD'), exposure at default ('EAD') and loss given default ('LGD').

d) Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into ECL models.

iv) Provisions and other contingent liabilities

The Group operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations.

When the Group can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Group records a provision against the case. Where the outflow is considered to be probable, but a reliable estimate cannot be made, a contingent liability is disclosed.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Group takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

For further details on provisions and other contingencies refer note 3.16.

2.6 Presentation of the consolidated financial statements

The Group presents its balance sheet in order of liquidity. An analysis regarding recovery or settlement within 12 months after the reporting date (current) and more than 12 months after the reporting date (non–current) is presented in Note 47.

Financial assets and financial liability are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis in all of the following circumstances:

i) The normal course of business

ii) The event of default

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

3.1 Recognition of interest income

A. EIR method

Under Ind AS 109, interest income is recorded using the effective interest rate method for all financial instruments measured at amortised cost and financial instrument measured at Fair Value through other comprehensive income ('FVOCI'). The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

The EIR (and therefore, the amortised cost of the asset) is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR. The Group recognises interest income using a rate of return that represents the best estimate of a constant rate of return over the expected life of the financial instrument.

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk, the adjustment is booked as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortised through Interest income in the statement of profit and loss.

B. Interest income

The Group calculates interest income by applying EIR to the gross carrying amount of financial assets other than credit impaired assets.

When a financial asset becomes credit impaired and is, therefore, regarded as 'stage 3', the Group calculates interest income on the net basis. If the financial asset cures and is no longer credit impaired, the Group reverts to calculating interest income on a gross basis.

3.2 Financial instrument - initial recognition

A. Date of recognition

Debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

B. Initial measurement of financial instruments

"The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments (Refer note 3.3(A)). Financial instruments are initially measured at their fair value (as defined in Note 3.8). Transaction costs are added to, or subtracted from this amount at initial recognition except in the case of financial assets and financial liabilities recorded at FVTPL. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in Statement of profit and loss."

C. Measurement categories of financial assets and liabilities

The Group classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:

i) Amortised cost

ii) FVOCI

iii) FVTPL

3.3 Financial assets and liabilities

A. Financial assets

Business model assessment

The Group determines its business model at the level that best reflects how it manages Groups of financial assets to achieve its business objective.

The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

a) How the performance of the business model and the financial assets held within that business model are evaluated and reported to the Group's key management personnel.

b) The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed.

c) The expected frequency, value and timing of sales are also important aspects of the Group's assessment.

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realised in a way that is different from the Group's original expectations, the Group does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

Solely payments of principal and interest (SPPI) test

As a second step of its classification process, the Group assesses the contractual terms of financial to identify whether they meet SPPI test.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of financial asset (for example, if there are repayments of principal or amortisation of the premium/discount).

The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk. To make the SPPI assessment, the Group applies judgement and considers relevant factors such as the period for which the interest rate is set.

In contrast, contractual terms that introduce a more than de minimis exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured at FVTPL.

Accordingly, financial assets are measured as follows:

i) Financial assets carried at amortised cost ('AC')

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

ii) Financial assets measured at FVOCI

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

iii) Financial assets measured at FVTPL

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

B. Financial liability

i) Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method.

3.4 Reclassification of financial assets and liabilities

The Group does not reclassify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances in which the Group acquires, disposes of, or terminates a business line. Financial liabilities are never reclassified. The Group did not reclassify any of its financial assets or liabilities in the year ended 31 March 2025.

3.5 Derecognition of financial assets and liabilities

i) Financial assets

A. Derecognition of financial assets due to substantial modification of terms and conditions

The Group derecognises a financial asset, such as a loan to a customer, when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new loan, with the difference recognised as a derecognition gain or loss, to the extent that an impairment loss has not already been recorded. The newly recognised loans are classified as Stage 1 for ECL measurement purposes.

B. Derecognition of financial assets other than due to substantial modification

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is derecognised when the contractual rights to the cash flows from the financial asset expires or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

On derecognition of a financial asset in its entirety, the difference between the carrying amount (measured at the date of derecognition) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in the statement of profit and loss.

ii) Financial liability

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 the statement of profit and loss.

3.6 Impairment of financial assets

A. Overview of ECL principles

In accordance with Ind AS 109, the Group uses ECL model, for evaluating impairment of financial assets other than those measured at FVTPL.

Expected credit losses are measured through a loss allowance at an amount equal to:

i.) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

ii.) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

Both LTECLs and 12 months ECLs are calculated on collective basis.

Based on the above, the Group categorizes its loans into Stage 1, Stage 2 and Stage 3, as described below:

Stage 1: When loans are first recognised, the Group recognises an allowance based on 12 months ECL. Stage 1 loans includes those loans where there is no significant credit risk observed and also includes facilities where the credit risk has been improved and the loan has been reclassified from stage 2 or stage 3.

Stage 2: When a loan has shown a significant increase in credit risk since origination, the Group records an allowance for the life time ECL. Stage 2 loans also includes facilities where the credit risk has improved and the loan has been reclassified from stage 3.

Stage 3: Loans considered credit impaired are the loans which are past due for more than 90 days. The Group records an allowance for life time ECL.

Based on the above, the Group categorizes its investments and balances with banks into Stage 1, Stage 2 and Stage 3, as described below:

Stage 1: When investments and balances with banks are first recognised, it is categorised as Stage 1.Stage 1 would include all investments and balances with bank, not impaired or, have not experienced a significant increase in credit risk since initial recognition.

Stage 2:

- For facilities with rating grade AAA to B, three notch downgrades (without modifiers) shall be taken as stage 2.

- Any financial instrument with rating grade CCC or below classified as Stage 2 at origination.

Stage 3: All the investments and balances with banks will be considered as credit impaired which are past due for more than 90 days.

B. Calculation of ECLs

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

PD Probability of Default ('PD') is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio. For investments and balances with banks, the Group uses external ratings for determining the PD of respective instruments.

EAD Exposure at Default ('EAD') is an estimate of the amount outstanding when the borrower defaults.It is the total amount of an asset the entity is exposed to at the time of default. It is defined based on characteristics of the asset.

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

The Group has calculated PD, EAD and LGD to determine impairment loss on the portfolio of loans and discounted at an approximation to the EIR. At every reporting date, the above calculated PDs, EAD and LGDs are reviewed and changes in the forward looking estimates are analysed.

The mechanics of the ECL method are summarised below:

Stage 1: The 12 months ECL is calculated as the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. The Group calculates the 12 months ECL allowance based on the expectation of a default occurring in the 12 months following the reporting date. These expected 12-months default probabilities are applied to a EAD and multiplied by the expected LGD.

Stage 2: When a loan has shown a significant increase in credit risk since origination, the Group records an allowance for the LTECLs. The mechanics are similar to those explained above, but PDs and LGDs are estimated over the lifetime of the instrument.

Stage 3: For loans considered credit-impaired, the Group recognises the lifetime expected credit losses for these loans. The method is similar to that for stage 2 assets, with the PD set at 100%.

Simplified approach for trade/other receivables and contract assets

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade/other receivables that do not contain a significant financing component. The application of simplified approach does not require the Group to track changes in credit risk. It recognises impairment loss allowance based on lifetime ECL s at each reporting date, right from its initial recognition. At every reporting date, the historical observed default rates are updated for changes in the forward-looking estimates. For trade receivables that contain a significant financing component a general approach is followed.

C. Forward looking information

In its ECL models, the Group relies on a broad range of forward looking macro parameters and estimated the impact on the default at a given point of time.

D. Restructured loans

The Group is permitted to restructure customer accounts. Restructuring would normally involve modification of terms of the advances/securities, which would generally include, among others, alteration of payment period/payable amount/the amount of installments/rate of interest, sanction of additional credit facility/release of additional funds for a customer account. The Group considers the modification of the loan only before the loans gets credit impaired. In case of restructuring, the accounts classified as 'standard' shall be immediately downgraded as non-performing assets/Stage 3 unless and other wise explicitly stated in the Circulars and Directions issued by Reserve Bank of India from time to time. Once an asset has been classified as restructured, it will remain restructured for a period of year from the date on which it has been restructured until the customer account demonstrates satisfactory performance during the specified period.

For upgradation of accounts classified as Non-Performing Assets due to restructuring, the instructions as specified for such cases as per the said RBI guidelines shall continue to be applicable.

One time restructuring (OTR) of loan accounts allowed by RBI vide circular resolution framework for COVID-19 related stress, all borrowers, wherein resolution plan has been invoked and completed within 90 days shall be continued to be classified as Stage 1.

3.7 Write-offs

Financial assets are written off when there are no prospects of recovery which are subject to management decision. If the amount to be written off is greater than the accumulated loss allowance, the difference is first treated as an addition to the allowance that is then applied against the gross carrying amount. Any subsequent recoveries are credited to other income in the statement of profit and loss.

3.8 Determination of fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group has taken into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- **Level 1 financial instruments:** Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Group has access to at the measurement date. The Group considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date;

- **Level 2 financial instruments:** Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads; and market-corroborated inputs.

- **Level 3 financial instruments:** Those that include one or more unobservable input that is significant to the measurement as whole.

3.9 (I) Recognition of other income

Revenue (other than for those items to which Ind AS 109 - Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 - Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind ASs.

The Group 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: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

A. Other interest income

Interest income on security deposits and FD is recognised on a time proportionate basis.

B. Fees and other income

Processing fees not considered in EIR, service income, bounce charges, penal charges and foreclosure charges etc. are recognised on point in time basis.

3.9 (II) Recognition of other expense

A. Borrowing costs

Borrowing costs are the interest and other costs that the Group incurs in connection with the borrowing of funds. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

All other borrowing costs are charged to the statement of profit and loss for the period for which they are incurred.

3.10 Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

3.11 Property, plant and equipment

Property, plant and equipment ('PPE') are carried at cost, less accumulated depreciation and impairment losses, if any. The cost of PPE comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use and other incidental expenses. Subsequent expenditure on PPE after its purchase is capitalized only if it is probable that the future economic benefits will flow to the enterprise and the cost of the item can be measured reliably.

Depreciation is calculated using the straight line method to write down the cost of property and equipment to their residual values over their estimated useful lives as specified under schedule II of the Act. Land is not depreciated.

The estimated useful lives are, as follows:

i) Computer Equipments - 3 years

ii) Office equipment - 5 years

iii) Furniture and fixtures - 10 years

Depreciation is provided on a pro-rata basis from the date on which such asset is ready for its intended use and residual value is considered as Nil.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

PPE is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income/expense in the statement of profit and loss in the year the asset is derecognised.

3.12 Intangible assets

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

The Group's intangible assets include the value of software. 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 Group.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values (Nil) over their estimated useful lives (three years) using the straight-line method, and is included in depreciation and amortisation in the statement of profit and loss.

3.13 Impairment of non financial assets - property, plant and equipments and intangible assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

The carrying values of assets/cash generating units at the each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and if the carrying amount of these assets exceeds their recoverable amount, impairment loss is recognised in the statement of profit and loss as an expense, for such excess amount. The recoverable amount is the greater of the net selling price and value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the statement of profit and loss.

3.14 Leases

Ind AS 116 - Leases sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The Group has opted for two recognition exemptions for lessees:

– leases of 'low-value' assets (e.g., personal computers)

- and short-term leases (i.e., leases with a lease term of 12 months or less).

At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e. the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e. the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset (cost model).

The Group has Lease agreements for taking office premises along with furniture and fixtures as applicable and premises on rental basis range of 36 months to 60 months wherein the Group is a lessee.

3.15 Retirement and other employee benefits

Defined contribution plans

The Group's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

The Group pays gratuity to the employees whoever has completed five years of service with the Group at the time of resignation/retirement. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act, 1972.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employee's services.

As per Ind AS 19, the service cost and the net interest cost are charged to the statement of profit and loss. Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI.

Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Employee Stock Option Plans

Employee stock options have time and performance based vesting conditions. The fair value determined at the grant date of the options is expensed over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of options expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the employee stock options plan reserve.

3.16 Provisions, contingent liabilities and contingent assets

A. Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. When the effect of the time value of money is material, the Group determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

B. Contingent liability

A possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or; present obligation that arises from past events where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability are disclosed as contingent liability and not provided for.

C. Contingent asset

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent assets are neither recognised not disclosed in the financial statements.

3.17 Taxes

A. 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. Current tax is the amount of tax payable on the taxable income for the period as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

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 equity.

B. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

A deferred tax asset is recognised for the carryforward of unused tax losses and accumulated depreciation to the extent that it is probable that future taxable profit will be available against which the unused tax losses and accumulated depreciation can be utilised.

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 equity.

Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Group has a legally enforceable right for such set off.

C. Goods and services tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax paid, except when the tax incurred on a purchase of assets or availing of services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

3.18 Earnings per share

Basic earnings per share ('EPS') is computed by dividing the profit after tax (i.e. profit attributable to ordinary equity holders) by the weighted average number of equity shares outstanding during the year.

Diluted EPS is computed by dividing the profit after tax (i.e. profit attributable to ordinary equity holders) as adjusted for after-tax amount of dividends and interest recognised in the period in respect of the dilutive potential ordinary shares and is adjusted for any other changes in income or expense that would result from the conversion of the dilutive potential ordinary shares, by the weighted average number of equity shares considered for deriving basic earnings per share as increased by the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits/reverse share splits, right issue and bonus shares, as appropriate.

3.19 Dividends on ordinary shares

The Group recognises a liability to make cash or non-cash distributions to equity holders of the Group when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the Act, final dividend is authorised when it is approved by the shareholders and interim dividend is authorised when the it is approved by the Board of Directors of the Group. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

3.20 Cash flow statement

Cash flows are reported using the indirect method as prescribed under Ind AS 7, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

3.21 Share Warrants

The Company accounts for share warrants in accordance with Ind AS 32 – Financial Instruments: Presentation and Ind AS 109 – Financial Instruments.

Share warrants are classified as equity instruments when they provide the holder the right to subscribe to a fixed number of equity shares at a fixed price, with no contractual obligation for cash settlement. The amount received on issuance is recognized under equity as ""Share Warrants"".

Upon exercise, the warrant amount is transferred to share capital and securities premium, as applicable. If the warrants expire unexercised, the balance is transferred to general reserves. Where share warrants do not meet the criteria for equity classification, they are accounted for as financial liabilities in accordance with Ind AS 109."

4. CASH AND CASH EQUIVALENTS

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Cash on hand	0.71	0.42
Balance with banks		
- In current accounts	4,747.04	4,505.09
- In fixed deposits (with original maturity of less than 3 months)	2,710.16	3,283.58
Total	**7,457.91**	**7,789.09**

5. BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS ABOVE

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Fixed deposits (with original maturity of more than 3 months)	3,960.09	5,197.57
Less: Allowance for impairment loss	(0.01)	(0.01)
Total	**3,960.08**	**5,197.56**

Deposits amounting to ₹ 1,361.70 lakhs (March 31, 2024 - ₹ 1,777.90 lakhs) are lien marked for overdraft facilities/Borrowings.

6. RECEIVABLES

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
a) Trade receivables	4,159.23	2,290.90
b) Other receivables	1,176.23	1,157.80
Total	**5,335.46**	**3,448.70**
Secured - Considered good	-	-
Unsecured - Considered good	4,733.99	2,691.81
Receivables which have significant increase in Credit Risk	601.47	756.89
Receivables - credit impaired	-	-
Total - Gross	**5,335.46**	**3,448.70**
(Less): Impairment loss allowance	(633.47)	(774.43)
Total - Net	**4,701.99**	**2,674.27**

6.1 Trade receivables ageing

Amounts in ₹ lakhs

Particulars		Unbilled	Not Due for payment	Outstanding for following periods from due date of payment					Total
				Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2025									
(i)	Undisputed Trade receivables – considered good	-	-	3,518.35	34.13	5.28	-	-	3,557.76
(ii)	Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	601.47	-	-	601.47
(iii)	Undisputed Trade receivables – credit impaired	-	-	-	-	-	-	-	-
(iv)	Disputed Trade receivables– considered good	-	-	-	-	-	-	-	-

6.1 Trade receivables ageing (Contd.)

Amounts in ₹ lakhs

Particulars	Unbilled	Not Due for payment	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(v) Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-	-
Total	**-**	**-**	**3,518.35**	**34.13**	**606.75**	**-**	**-**	**4,159.23**

Amounts in ₹ lakhs

Particulars	Unbilled	Not Due for payment	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2024								
(i) Undisputed Trade receivables – considered good	-	-	1,386.08	51.76	96.17	-	-	1,534.01
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	756.89	-	-	756.89
(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	-	-	-	-	-	-	-	-
Total	**-**	**-**	**1,386.08**	**51.76**	**853.06**	**-**	**-**	**2,290.90**

7. LOANS

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Loans at amortised cost		
Term Loans	24,026.82	14,992.31
Total (A) - Gross	**24,026.82**	**14,992.31**
(Less): Impairment loss allowance (Refer note no. 30)	(1,550.01)	(822.91)
Total (A) - Net	**22,476.81**	**14,169.40**
Unsecured	24,026.82	14,992.31
Total (B) - Gross	**24,026.82**	**14,992.31**
(Less): Impairment loss allowance (Refer note no. 30)	(1,550.01)	(822.91)
Total (B) - Net	**22,476.81**	**14,169.40**
Loans in India		
- Public sector	-	-
- Others	24,026.82	14,992.31
Loans within India - Gross	**24,026.82**	**14,992.31**
(Less): Impairment loss allowance (Refer note no. 30)	(1,550.01)	(822.91)
Loans within India -Net	22,476.81	14,169.40

7. LOANS (Contd.)

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Loans Outside India	-	-
Total (C) - Gross	**24,026.82**	**14,992.31**
(Less): Impairment loss allowance (Refer note no. 30)	(1,550.01)	(822.91)
Total (C) - Net	**22,476.81**	**14,169.40**
Grand total - Gross	**24,026.82**	**14,992.31**
Grand total - Net	**22,476.81**	**14,169.40**

7.1 An analysis of changes in the gross carrying amount and the corresponding ECL allowances

Amounts in ₹ lakhs

Particulars	As at 31 March 2025			
	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount opening balance	12,792.66	512.87	1,686.78	14,992.31
Assets derecognised or repaid (excluding write offs)	(18,713.67)	(1,984.52)	(2,224.22)	(22,922.41)
Transfers from Stage 1	(2,670.61)	1,118.34	1,552.27	-
Transfers from Stage 2	94.58	(326.63)	232.05	-
Transfers from Stage 3	17.39	6.73	(24.12)	-
Amounts written off	-	-	(204.16)	(204.16)
New assets originated*	28,698.39	2,184.21	1,278.48	32,161.08
Gross carrying amount closing balance	**20,218.74**	**1,511.00**	**2,297.08**	**24,026.82**

Amounts in ₹ lakhs

Particulars	As at 31 March 2024			
	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount opening balance	7,541.15	238.91	313.42	8,093.48
Assets derecognised or repaid (excluding write offs)	(21,101.20)	(795.44)	(1,991.34)	(23,887.98)
Transfers from Stage 1	(1,881.67)	161.43	1,720.24	-
Transfers from Stage 2	3.24	(235.58)	232.34	-
Transfers from Stage 3	-	-	-	-
Amounts written off	-	-	(14.95)	(14.95)
New assets originated*	28,231.14	1,143.55	1,427.07	30,801.76
Gross carrying amount closing balance	**12,792.66**	**512.87**	**1,686.78**	**14,992.31**

* New assets originated are those assets which have either remained in stage 1 or have become stage 2 or 3 at the year end.

7.2 Reconciliation of ECL balance is given below:

Amounts in ₹ lakhs

Particulars	As at 31 March 2025			
	Stage 1	Stage 2	Stage 3	Total
ECL allowance - opening balance	172.30	66.02	584.59	822.91
Addition during the year	(21.35)	62.84	889.77	931.26
Reversal during the year	-	-	(204.16)	(204.16)
ECL allowance - closing balance	**150.95**	**128.86**	**1,270.20**	**1,550.01**

Amounts in ₹ lakhs

Particulars	As at 31 March 2024			
	Stage 1	Stage 2	Stage 3	Total
ECL allowance - opening balance	321.30	98.85	293.22	713.37
Addition during the year	52.01	63.76	343.35	459.12
Reversal during the year	(201.01)	(96.59)	(51.98)	(349.58)
ECL allowance - closing balance	**172.30**	**66.02**	**584.59**	**822.91**

8. INVESTMENTS

Amounts in ₹ lakhs

Particulars	As at 31 March 2025		
	At amortised cost	At fair value through profit and loss	Total
As at 31 March 2025			
Investment in NCDs	-	-	-
Investment in Mutual funds	-	388.63	388.63
Total (A) - Gross	**-**	**388.63**	**388.63**
Less: Allowance for impairment loss	-	-	-
Total (A) - Net	**-**	**388.63**	**388.63**
Investments outside India	-	-	-
Investments in India	-	388.63	388.63
Total (B) - Gross	**-**	**388.63**	**388.63**
Less: Allowance for impairment loss	-	-	-
Total (B) - Net	**-**	**388.63**	**388.63**

Amounts in ₹ lakhs

Particulars	As at 31 March 2024		
	At amortised cost	At fair value through profit and loss	Total
As at 31 March 2024			
Investment in NCDs	-	41.00	41.00
Investment in Mutual funds	-	122.43	122.43
Total (A) - Gross	**-**	**163.42**	**163.42**
Less: Allowance for impairment loss	-	-	-
Total (A) - Net	**-**	**163.42**	**163.42**
Investments outside India	-	-	-
Investments in India	-	163.42	163.42
Total (B) - Gross	**-**	**163.42**	**163.42**
Less: Allowance for impairment loss	-	-	-
Total (B) - Net	**-**	**163.42**	**163.42**

9. OTHER FINANCIAL ASSETS

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Security deposits	187.51	190.14
Advances to Employees	18.88	34.57
Advance Recoverable in cash or kind	817.28	803.47
Other Assets	1,426.08	534.86
Total	**2,449.74**	**1,563.04**

10. INVENTORIES

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Stock In Trade	706.53	565.40
Total	**706.53**	**565.40**

11. CURRENT TAX ASSETS

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Tax deducted at source	441.84	571.07
Less: Provision for tax	-	-
Total	**441.84**	**571.07**

Notes forming part of the Consolidated Financial Statements (Contd.)

for the year ended 31 March 2025

12. PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS

Amounts in ₹ lakhs

Particulars	Property, Plant and Equipment							Intangible assets									
	Leasehold improvement	Furniture and fixtures	Office equipments	Computer equipments	Motor Car	Plant & Machinery	Total	Computer software	Mobile App	Website	Trademark	Technical Knowhow	Superscan	Technology	Customer Relationship	Brand	Total
Gross Block																	
As at 31/03/2023	**0.30**	**16.44**	**32.89**	**246.94**	**70.15**	**-**	**366.72**	**757.74**	**29.42**	**64.76**	**14.95**	**-**	**-**	**1,545.38**	**1,034.58**	**1,814.30**	**5,261.13**
Additions	-	15.75	-	38.81	-	-	54.56	47.52	-	22.49	-	-	-	-	-	-	70.01
Deletions/ Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31/03/2024	**0.30**	**32.19**	**32.89**	**285.75**	**70.15**	**-**	**421.28**	**805.26**	**29.42**	**87.25**	**14.95**	**-**	**-**	**1,545.38**	**1,034.58**	**1,814.30**	**5,331.14**
Additions	-	-	0.72	40.49	-	5.02	46.23	6.25	-	-	-	86.55	794.00	-	-	-	886.80
Deletions/ Adjustments	-	1.13	-	4.56	-	-	5.69	-	13.16	2.86	-	-	-	-	-	-	16.02
As at 31/03/2025	**0.30**	**31.06**	**33.61**	**321.67**	**70.15**	**5.02**	**461.82**	**811.51**	**16.26**	**84.39**	**14.95**	**86.55**	**794.00**	**1,545.38**	**1,034.58**	**1,814.30**	**6,201.92**
Accumulated depreciation and impairment losses																	
As at 31/03/2023	**0.30**	**3.40**	**18.71**	**132.98**	**13.39**	**-**	**168.78**	**730.62**	**8.94**	**31.74**	**10.32**	**-**	**-**	**937.78**	**102.88**	**-**	**1,822.28**
Charge for the year	-	3.49	2.02	54.08	8.35	-	67.94	13.59	0.50	8.99	2.93	-	-	309.08	71.29	-	406.38
Deletions/ Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31/03/2024	**0.30**	**6.89**	**20.73**	**187.06**	**21.74**	**-**	**236.72**	**744.21**	**9.44**	**40.73**	**13.25**	**-**	**-**	**1,246.86**	**174.17**	**-**	**2,228.66**
Charge for the year	-	4.25	2.03	47.05	8.34	0.49	62.17	5.95	0.95	15.13	1.25	5.15	158.80	260.56	69.26	-	517.05
Deletions/ Adjustments	-	-	0.29	0.06	-	-	0.35	-	-	-	-	-	-	-	-	-	-
As at 31/03/2025	**0.30**	**11.14**	**22.47**	**234.05**	**30.08**	**0.49**	**298.54**	**750.16**	**10.39**	**55.86**	**14.50**	**5.15**	**158.80**	**1,507.42**	**243.43**	**-**	**2,745.71**
Net carrying amount as at March 31, 2023	**-**	**13.04**	**14.18**	**113.96**	**56.76**	**-**	**197.94**	**27.12**	**20.48**	**33.02**	**4.63**	**-**	**-**	**607.60**	**931.70**	**1,814.30**	**3,438.85**
Net carrying amount as at March 31, 2024	**-**	**25.30**	**12.16**	**98.69**	**48.41**	**-**	**184.56**	**61.05**	**19.98**	**46.52**	**1.70**	**-**	**-**	**298.52**	**860.41**	**1,814.30**	**3,102.48**
Net carrying amount as at March 31, 2025	**-**	**19.92**	**11.14**	**87.62**	**40.07**	**4.53**	**163.28**	**61.35**	**5.87**	**28.53**	**0.45**	**81.40**	**635.20**	**37.96**	**791.15**	**1,814.30**	**3,456.21**

12.1 Intangible assets under development with aging

Amounts in ₹ lakhs

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2025					
Projects in Progress	1,083.11	145.14	-	-	1,228.25
Projects Temporarily Suspended	-	-	-	-	-
Total	**1,083.11**	**145.14**	**-**	**-**	**1,228.25**
As at 31 March 2024					
Projects in Progress	145.14	-	-	-	145.14
Projects Temporarily Suspended	-	-	-	-	-
Total	**145.14**	**-**	**-**	**-**	**145.14**

13. OTHER NON FINANCIAL ASSETS

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Prepaid expenses	235.36	167.82
Duties and taxes	395.44	436.49
Advance against salary	3.32	14.59
Total	**634.12**	**618.90**

14. TRADE PAYABLES

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
a) total outstanding dues of micro enterprises and small enterprises	57.27	380.59
b) total outstanding dues of creditors other than micro enterprises and small enterprises	1,858.33	868.83
Total	**1,915.60**	**1,249.42**

14.1 Trade Payables ageing

Amounts in ₹ lakhs

Particulars	Unbilled	Not Due for payment	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 year	2-3 years	More than 3 years	
As at 31 March 2025							
MSME	-	-	57.27	-	-	-	57.27
Others	-	-	1,858.33	-	-	-	1,858.33
Disputed dues – MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-
Total	**-**	**-**	**1,915.60**	**-**	**-**	**-**	**1,915.60**

14.1 Trade Payables ageing (Contd.)

Amounts in ₹ lakhs

Particulars	Unbilled	Not Due for payment	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 year	2-3 years	More than 3 years	
As at 31 March 2025							
MSME	-	2.28	5.38	372.93	-	-	380.59
Others	-	-	827.55	1.76	3.37	36.15	868.83
Disputed dues – MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-
Total	**-**	**2.28**	**832.93**	**374.69**	**3.37**	**36.15**	**1,249.42**

15. BORROWINGS (OTHER THAN DEBT SECURITIES)

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Borrowings at amortised cost		
(a) Term loans		
Secured - In India		
(i) From Banks	2,617.55	1,621.81
(ii) From Others	6,297.46	2,876.39
(b) Loans repayable on demand		
Secured - In India		
(i) From Banks	439.32	893.71
Unsecured - In India		
(i) From Others	250.00	-
Total	**9,604.33**	**5,391.91**

15.1 The Group has not defaulted in the repayment of borrowings (other than debt securities) and interest thereon for the year ended March 31, 2025.

15.2 The above term loans from banks and others have a maturity period of 12 months.

15.3 The above term loans from banks and others have an exclusive security cover ranging from 1.10x to 1.25x of the book debts and receivables.

15.4 Interest rate of term loans from banks amounting to ₹ 2,617.55 lakhs ranges from 9.50% p.a. to 11.75% p.a.

Interest rate of term loans from others amounting to ₹ 6,297.46 lakhs ranges from 12.70% p.a. to 13.50% p.a.

15.5 Loans repayable on demand from Banks amounting to ₹ 439.32 lakhs is secured against primary security of Book Debts and lien on fixed deposits. The interest rate for the facility is 9.65%.

15.6 Loans repayable on demand from Others amounting to ₹ 250.00 lakhs is unsecured The interest rate for the facility is 15.00% for a tenure of 90 days.

16. OTHER FINANCIAL LIABILITIES

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Payable to borrowers	1,360.76	446.23
Lease liability	2,312.17	2,523.08
Deposits	4.50	12.50
Loan from Others	25.76	41.12
Liabilities towards channel partners	5,742.72	4,710.96
Deferred Consideration	381.50	-
Total	**9,827.41**	**7,733.89**

17. PROVISIONS

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Provisions for employee benefits		
Gratuity	202.64	124.18
Bonus	151.83	130.25
Provision for expenses	2,328.88	1,497.41
Total	**2,683.35**	**1,751.84**

18. DEFERRED TAX

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Deferred tax liabilities	-	9.42
Total	**-**	**9.42**
Deferred tax assets	676.44	116.82
Total	**676.44**	**116.82**
Deferred Tax Liabilities		
Opening Balance	9.42	31.94
Amortisation of Intangible assets	(9.42)	(22.52)
Closing Balance	**-**	**9.42**
Deferred Tax Assets		
Opening Balance	116.82	11.28
Depreciation on Property, plant & equipment	(23.81)	(100.73)
Employee Benefits	3.87	2.70
Provision on Doubtful Debts	(40.41)	181.58
Adjustment pertaining to previous years	-	21.99
Brought Forward Losses	619.97	-
Closing Balance	**676.44**	**116.82**

19. OTHER NON FINANCIAL LIABILITIES

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Statutory dues payable	138.23	224.81
Revenue received in advance	40.09	69.18
Total	**178.32**	**293.99**

20. EQUITY

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number	₹ in lakhs	Number	₹ in lakhs
Authorised shares				
12,65,86,000 Equity Shares of ₹ 10 each (As at 31 March 2024: 12,65,86,000 Equity Shares of ₹ 10 each)	12,65,86,000	12,658.60	12,65,86,000	12,658.60
90,00,000 Preference Shares of ₹ 10 each (As at 31 March 2024: 90,00,000 Preference Shares of ₹ 10 each)	90,00,000	900.00	90,00,000	900.00
Issued, subscribed & fully paid-up shares				
11,09,94,426 Equity Shares of ₹ 10 each (As at 31 March 2024: 9,51,41,515 Equity Shares of ₹ 10 each)	11,09,94,426	11,099.44	9,51,41,515	9,514.15
Total	**11,09,94,426**	**11,099.44**	**9,51,41,515**	**9,514.15**

a) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the period.

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number	₹ in lakhs	Number	₹ in lakhs
Outstanding at the beginning of the period	9,51,41,515	9,514.15	9,43,39,325	9,433.93
Issued during the period	1,58,52,911	1,585.29	8,02,190	80.22
Outstanding at the end of the period	**11,09,94,426**	**11,099.44**	**9,51,41,515**	**9,514.15**

b) Terms/rights/restrictions attached to equity shares

The Parent Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend, if any in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting.

During the Year ended 31 March 2025, the amount of per share dividend recognised as distributions to Equity Shareholders was Nil (31 March 2024: Nil).

In the event of liquidation of the Parent Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Parent Company, after distribution of all preferential amounts. However, no such preferential amounts exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

On August 23, 2023, the Board of Directors of the Company had approved the allotment of 1,75,36,011 (One Crore Seventy-Five Lakh Thirty-Six Thousand and Eleven only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each ("Warrants") at a price of ₹ 45.62/- (Rupees Forty-Five and Sixty-Two Paisa only) each (including the warrant subscription price and the warrant exercise price) including premium of ₹ 35.62/- (Rupees Thirty-Five and Sixty-Two Paisa only) each, payable in cash per warrant aggregating upto ₹ 79,99,92,821.82 (Rupees Seventy-Nine Crore Ninety-Nine Lakh Ninety-Two Thousand Eight Hundred Twenty-One and Eighty-Two paisa only), against the receipt of 25% of the issue price (i.e. ₹ 11.405 per warrant) aggregating to ₹ 19,99,98,205.46 (Nineteen Crore Ninety-Nine Lakh Ninety-Eight Thousand Two Hundred Five and Forty-Six Paisa Only). The Warrants will be convertible in equal number of equity shares of face value of ₹ 10/- each, on receipt of balance 75% of the issue price (i.e. ₹ 34.215 per warrant) within a period of 18 months from the date allotment of Warrants. During the year ended on 31 March 2024, the Company has allotted 6,57,600 equity shares upon receipt of a balance amount of aggregating to ₹ 2,24,99,784/- (Rupees Two Crores Twenty-Four Lakhs Ninety-Nine Thousand Seven Hundred and Eighty-Four Only) from one of the allottee pursuant to the exercise of his rights of conversion into equity shares in accordance with the provisions of SEBI (ICDR) Regulations, 2018. During the year ended on 31 March 2025, the Company has allotted 1,57,82,411 equity shares upon receipt of a balance amount of aggregating to ₹ 53,99,95,192.37(Fifty Three Crore Ninety Nine Lakh Ninety Five Thousand One Hundred Ninety Two and Thirty Seven Paisa Only) from some of the allottees pursuant to the exercise of their rights of conversion. 10,96,000 Warrants were forfeited on February 23, 2025, due to non-exercise of option to convert warrants into equity shares within the stipulated eighteen-month period from the date of allotment. Accordingly, ₹ 1,25,00,000 being 25% of the issue price was forfeited and the same was transferred to General Reserve.

c) Details of Equity shares held by each shareholder holding more than 5% Equity shares (Face value ₹ 10 per Share):

Class of shares / Name of shareholder	As at 31 March 2025		As at 31 March 2024	
	Number	%	Number	%
Equity shares				
Amit Vijay Rajpal	3,01,88,344.00	27.20%	2,58,04,344.00	27.12%
Jayashree M Patankar	72,67,954.00	6.55%	72,67,954.00	7.64%
Strategic India Equity Fund	75,93,022.00	6.84%	79,79,125.00	8.39%
Think India Opportunities Master Fund Lp	90,87,576.00	8.19%	87,24,344.00	9.17%
Madhuri Madhusudan Kela	50,20,000.00	4.52%	50,20,000.00	5.28%
Cohesion MK Best Ideas Sub-Trust	82,20,000.00	7.41%	-	0.00%
	6,73,76,896.00	**60.70%**	**5,47,95,767.00**	**57.59%**

Year ended	Shares held by promoters at the end of the period			% Change during the period
	Promotor Name	No. of shares	% of Total shares	
Shares as at 31 March 2025	Makarand Ram Patankar	43,30,033	3.90	(0.65)
	Jayashree M Patankar	72,67,954	6.55	(1.09)
	Amit Rajpal	3,01,88,344	27.20	0.08
Shares as at 31 March 2024	Makarand Ram Patankar	43,30,033	4.55	(0.04)
	Jayashree M Patankar	72,67,954	7.64	(0.06)
	Amit Rajpal	2,58,04,344	27.12	(0.23)

d) No Bonus shares have been issued during the year and in immediately preceding 5 years.

e) There has been no buy back of shares during the year and in immediately preceding 5 years.

21. OTHER EQUITY

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Securities premium account	29,151.47	23,501.90
Retained earnings	(10,299.48)	(8,716.41)
Employee stock option reserve	2,137.55	1,842.67
Special Reserve under Section 45 IC of RBI Act, 1934	1.89	1.89
General Reserve	201.62	56.14
Share warrant	-	1,924.99
TOTAL	**21,193.05**	**18,611.18**

21. OTHER EQUITY (Contd.)

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Securities premium account		
Opening balance	**23,501.90**	**23,254.36**
Add/(Less): Changes during the period	5,649.57	247.54
Closing balance	**29,151.47**	**23,501.90**
Retained earnings		
Opening balance	(8,716.41)	(7,038.08)
Add: Loss for the year	(1,588.83)	(1,679.18)
Add: Other comprehensive income for the period	5.76	0.85
Less: Transfer to Special Reserve under Section 45 IC of RBI Act, 1934	-	-
Closing balance	**(10,299.48)**	**(8,716.41)**
Employee stock option reserve		
Opening balance	1,842.67	1,584.66
Add: Charge during the period	294.88	258.01
Closing balance	**2,137.55**	**1,842.67**
Special Reserve under Section 45 IC of RBI Act, 1934		
Opening balance	1.89	1.89
Add/(Less): Transfer to special reserve	-	-
Closing balance	**1.89**	**1.89**
General Reserve		
Opening balance	56.14	19.05
Add/(Less): Addition on account of lapse of vested ESOPs	20.48	37.09
Add/(Less): Share warrants forfeited	125.00	-
Closing balance	**201.62**	**56.14**
Share Warrants		
Opening balance	1,924.99	-
Add: Amount received towards warrants	5,399.94	2,224.99
Less: Converted to equity shares / forfeited	7,324.93	300.00
Closing balance	**-**	**1,924.99**
Total	**21,193.05**	**18,611.18**

Nature and purpose of the reserve

a) Securities premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act,2013.

b) Retained earnings

Retained earnings represents the deficit in profit and loss account.

The Group recognises change on account of remeasurement of the net defined benefit liability/(asset) as part of retained earnings with separate disclosure, which comprises of actuarial gains and losses.

c) Employee stock option reserve

The share options outstanding account reserve is created as required by Ind AS 102 "Share based payments" for the Employee Stock Option Scheme operated by the Group for employees of the group.

d) Special Reserve under Section 45 IC of RBI Act, 1934

As per Section 45-IC of the Reserve Bank Of India Act,1934, the Company is required to create a reserve fund at the rate of 20% of the net profit after the tax of the Company every year. The Company has not transferred any amount in the current and in previous year to statutory Reserve as the Company has incurred losses. No appropriation of any sum from this reserve fund shall be made by the non- banking financial Company expect for the purpose as may be specified by Reserve Bank of India.

e) General Reserve

Represents appropriation of funds from retained earnings and other free reserves.

f) Share Warrants

This refers to the amount received against issue of share warrants but not converted to equity shares.

22. INTEREST INCOME

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
On financial assets measured at amortised costs:		
Interest on loans	5,547.69	2,866.04
Interest on Investments	-	12.68
Interest on Fixed Deposits	388.07	450.71
Interst Income on security deposit	9.96	10.82
Total	**5,945.72**	**3,340.25**

23. FEES AND COMMISSION INCOME

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Processing fees on loan	1,150.37	395.08
Commission Income	12,154.45	14,732.08
Total	**13,304.82**	**15,127.16**

24. SALES OF PRODUCTS

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Device Sales	3,571.12	370.43
Total	**3,571.12**	**370.43**

25. NET GAIN/(LOSS) ON FAIR VALUE CHANGES

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
(A) Net gain/(loss) on financial instruments at FVTPL		
On Trading Portfolio		
- Others	117.84	13.25
Total (A)	**117.84**	**13.25**
(B) Fair Value changes		
- Realised	100.76	1.62
- Unrealised	17.08	11.63
Total (B)	**117.84**	**13.25**

26. OTHER INCOME (REVENUE FROM OPERATIONS)

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Bounce charges	1.04	2.54
Penal charges	2.09	2.13
Foreclosure charges	4.72	5.90
Brokerage received	40.15	38.23
Sale of subscription services	12.31	9.92
Sale of value added services for marketing	118.95	220.74
Documentation Charges	18.39	8.30
Sale AMC Services	13.00	76.04
Sale of Shares	6,369.29	-
Device Rental & Other Charges	1.45	-
Licensing Integration fees	876.97	361.67
Total	**7,458.34**	**725.47**

27. OTHER INCOME

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Bad debt recovery	23.42	35.34
Interest on Income Tax Refund	27.96	20.53
Marketing Fees	10.00	0.10
Provision write back	80.77	96.37
Sundry write backs	89.03	-
Other Income	257.42	58.77
Interest on Employee Advance	2.74	3.70
Service Income	-	0.17
Sponshorship Services	12.69	8.06
Total	**504.02**	**223.04**

28. FINANCE COST

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest expenses on lease liability	273.15	268.57
Interest cost on deferred payment consideration	58.51	-
Interest expenses on Borrowings (other than debt securities)	892.18	196.63
Interest on Security Deposit	19.32	-
Total	**1,243.16**	**465.20**

29. FEES AND COMMISSION EXPENSES

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Commission expenses	13,891.84	13,116.24
Total	**13,891.84**	**13,116.24**

30. IMPAIRMENT ON FINANCIAL INSTRUMENTS

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
On financial instruments measured at amortised cost:		
Trade and other receivables	(140.10)	779.33
Loans	931.26	124.49
Investment	-	(0.01)
Total	**791.16**	**903.81**

31. PURCHASES OF STOCK IN TRADE

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Purchases for Stock	2,628.49	454.55
Total	**2,628.49**	**454.55**

32. CHANGE IN INVENTORIES

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Opening stock	565.40	518.29
Less: Closing Stock	(706.53)	(565.40)
Total	**(141.14)**	**(47.11)**

33. EMPLOYEE BENEFIT EXPENSES

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Salaries	4,142.09	3,792.48
Contribution to provident fund	102.41	105.51
Employee stock option expense (Refer Note No.37 on ESOP)	323.27	295.11
Staff welfare expenses	107.82	88.13
Gratuity Expense	75.90	53.31
Total	**4,751.49**	**4,334.54**

34. DEPRECIATION AND AMORTIZATION

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation on property, plant and equipment	62.17	67.94
Amortisation of intangible assets	517.05	406.38
Amortisation of Right of use asset	374.45	336.09
Total	**953.67**	**810.41**

35. OTHER EXPENSES

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Legal and professional fees	397.09	302.01
Technology and software expenses	1,083.91	1,216.49
Commission and brokerage	16.40	32.22
Purchase of Shares	6,194.43	-
Business development expenses	36.81	93.06
Training and recruitment	3.06	22.05
Lease rent	118.69	35.63
Loan origination cost	95.25	42.01
Office and administrative expenses	62.29	26.44
Travelling and conveyance	103.06	167.55
Director sitting fees	22.25	23.50
Payments to auditors	61.70	47.73
Communication expenses	295.05	52.84
Printing and stationery expenses	0.80	0.80
Annual listing fees	4.74	4.36
Repairs and maintenance	5.50	0.79
Advertisement and publicity	65.72	17.65
Miscellaneous expenses	167.87	143.46
Collection expenses	52.33	45.20
Insurance expenses	28.43	27.45
Bank Charges	194.40	72.75
Total	**9,009.79**	**2,373.99**

Breakup of Auditors' remuneration

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Statutory Audit and Limited Review	45.69	38.03
Tax audit	1.86	2.00
Other Services	13.58	5.00
Out of pocket expenses (including taxes)	0.57	2.70
Total	**61.70**	**47.73**

36. EARNINGS PER SHARE (EPS)

"Basic EPS is calculated in accordance with Ind AS 33 'Earnings per share' by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares of the Company.

a) The basic earnings per share has been calculated based on the following:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Net profit after tax available for equity shareholders (Amount in Lakhs)	(1,588.83)	(1,679.18)
Weighted average number of equity shares	9,68,51,756	9,44,79,266

b) The reconciliation between the basic and the diluted earnings per share is as follows:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Basic earnings per share (₹)	(1.64)	(1.78)
Diluted earnings per share (₹)	(1.63)	(1.75)

c) Weighted average number of equity shares is computed for the purpose of calculating diluted earning per share, after giving the dilutive impact of the outstanding stock options for the respective years.

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Weighted average number of shares for computation of Basic EPS	9,68,51,756	9,44,79,266
Dilution (no. of shares)	5,44,286	13,31,725
Weighted average number of shares for computation of Diluted EPS	9,73,96,042	9,59,50,931

37. EMPLOYEE SHARE BASED PAYMENTS

a) Employee stock option scheme (equity settled)

The Group Company approved the grant of equity share options under NFL-Employee Stock Option Plan 2018 in July 2018 ('Plan 2018'), Niyogin Employee Stock Option Plan 2019 in December 2019 ('Plan 2019'), Niyogin Employees Stock Option Plan 2020 in October 2020 ('Plan 2020'), Investdirect Capital Services Private Limited Stock Option Plan 2022 in February 2022('Plan 2022').

Under the terms of each of these Plans, the Group Company may issue to its employees and Directors, Equity Stock Options ('ESOPs') each of which is convertible into one equity share. Under Plan 2019, the Company may issue to the employees and Directors of the subsidiaries, Equity Stock Options ('ESOPs') each of which is convertible into one equity share. All the plans were framed in accordance with the SEBI Regulations as applicable at the time of approval as amended from time to time. The accounting for the stock options has been in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable.

The vesting conditions applicable to the options are at the discretion of the Nomination and Remuneration Committee ('NRC').These options are exercisable on vesting, for a period as set forth by the NRC at the time of the grant. The period in which the options may be exercised cannot exceed five years from the date of vesting period. During the previous year ended March 31, 2024, terms for tranch I of Plan 2020 was modified with respect to the excercise price being revised from ₹ 64.05 to ₹ 46.04.

The Group Company uses a fair value method to account for the compensation cost of stock options to employees of the Groups.

b) The Group Company introduced an ESOP scheme which covers eligible employees of the Group Company. The vesting of the options for Plan 2018 and Plan 2019 is from expiry of one year till five years and for Plan 2020/Plan 2022 is expiry of one year till Ten years. Each Option entitles the holder thereof to apply for and be allotted/transferred one Equity Share of the Group Company upon payment of the exercise price during the exercise period.

Details of scheme of Employee Stock Option Plans are as under:

Tranch details	Employee Stock Option Plan	No. of options	Date of Grant	Price of Underlying Stock (₹)	Exercise Price (₹)
I	Plan 2018	2,37,110	13-Aug-18	89.44	10.00
II	Plan 2018	6,74,296	05-Sep-18	134.13	10.00
III	Plan 2018	7,153	11-Feb-19	60.96	10.00
IV	Plan 2018	5,37,473	09-Aug-19	43.67	10.00
V	Plan 2018	8,884	23-Jan-20	34.65	10.00
VI	Plan 2018	7,69,000	23-Jul-20	14.28	29.40
VII	Plan 2018	4,45,000	19-May-21	29.76	73.40
VIII	Plan 2018	1,30,000	19-May-21	64.50	10.00
IX	Plan 2018	1,95,000	19-May-21	30.89	70.00
X	Plan 2018	4,50,000	15-Mar-22	24.76	61.70
XI	Plan 2018	1,00,000	15-Mar-22	51.70	10.00
XII	Plan 2018	6,37,500	14-May-22	50.45	50.45
XIII	Plan 2018	50,000	09-Nov-22	8.69	46.45
XIV	Plan 2018	1,25,000	09-Nov-22	11.32	39.80
XV	Plan 2018	2,00,000	13-Feb-23	7.26	37.00
XVI	Plan 2018	7,62,500	11-May-23	17.20	46.04
XVII	Plan 2018	1,50,000	09-Nov-23	12.09	69.74
XVIII	Plan 2018	10,65,000	14-May-24	27.27	74.38
I	Plan 2019	31,225	10-Nov-20	27.68	51.24
II	Plan 2019	1,80,000	09-Aug-24	23.45	66.72
I	Plan 2020	25,79,562	10-Nov-20	31.72	64.05
I - Modification	Plan 2020	8,59,854	11-May-23	8.02	46.04
II	Plan 2020	9,42,114	14-May-22	23.93	50.45
III	Plan 2020	6,00,000	20-Dec-24	24.88	60.00

Set out below is a summary of options granted under the plan:

Particulars	Year ended 31 March 2025		Year ended 31 March 2024	
	Weighted Average exercise price	Number of options	Weighted Average exercise price	Number of options
Outstanding at the beginning of the year	55.53	60,53,339	57.56	61,07,679
Granted during the year	68.96	18,45,000	49.94	17,72,354
Exercised during the year	38.34	(74,626)	19.20	(1,44,590)
Forfeited during the year	-	-	64.05	(8,59,854)
Lapsed during the year	44.39	(4,67,500)	56.00	(8,22,250)
Outstanding at the end of the year	**59.78**	**73,56,213**	**55.53**	**60,53,339**
Exercisable at the end of the year	56.79	49,82,463	61.17	26,50,903

c) Fair value of options granted

The fair value at grant date is determined using the Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The options are granted for no consideration and will vest upon the completion of service condition as specified in scheme in graded manner. Vested options are exercisable for the period of five years after the vesting.

The model inputs for options granted included:

Tranches/Plan	Expected - Weighted average volatility (%)	Expected term (In years)	Risk free rate	Fair value	Grant date
I - 2018	62.23%	3.50	7.80%	89.44	13-Aug-18
II - 2018	66.55%	3.50	8.07%	134.13	05-Sep-18
III - 2018	66.38%	1.50	7.20%	60.96	11-Feb-19
IV - 2018	70.67%	4.00	6.36%	43.67	09-Aug-19
V - 2018	62.75%	1.50	6.63%	34.65	23-Jan-20
VI - 2018	67.86%	4.00	4.93%	14.28	23-Jul-20
VII - 2018	61.13%	3.50	4.70%	29.76	19-May-21
VIII - 2018	61.13%	3.50	4.70%	64.50	19-May-21
IX -2018	61.13%	3.50	4.70%	30.89	19-May-21
X - 2018	59.27%	3.50	5.33%	24.76	15-Mar-22
XI - 2018	53.40%	1.50	4.90%	51.70	15-Mar-22
XII - 2018	58.22%	3.00	7.01%	50.45	14-May-22
XIII - 2018	29.15%	3.10	7.11%	8.69	09-Nov-22
XIV - 2018	29.15%	3.10	7.11%	11.32	09-Nov-22
XV - 2018	29.08%	3.10	7.15%	7.26	13-Feb-23
XVI - 2018	23.92%	3.10	6.81%	17.20	11-May-23
XVII - 2018	17.27%	2.10	7.07%	12.09	09-Nov-23
XVIII - 2018	56.28%	2.10	6.96%	27.27	14-May-24
I - 2019	57.73%	2.00	5.17%	27.68	10-Nov-20
II - 2019	53.59%	2.10	6.68%	23.45	09-Aug-24
I - 2020	65.19%	5.50	5.17%	31.72	10-Nov-20
I-2020 - Modification	18.23%	2.05	6.77%	8.02	11-May-23
II-2020	61.96%	3.00	7.38%	23.93	14-May-22
III-2020	52.46%	2.10	6.55%	24.88	20-Dec-24

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

The yield of Government of India Bond as on the date of Grant has been taken as the risk-free interest rate.

d) Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

Amounts in ₹ lakhs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Employee stock option scheme (equity settled)	323.27	295.11
Total	**323.27**	**295.11**

38. CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(A) Contingent liabilities

As at 31st March 2025, there are contingent liabilities in respect of disputed Goods and services Tax matters amounting to ₹ 33.78 lakhs (As at 31st March 2024: Nil).

(B) Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for as at 31st March 2025:Nil (As at 31st March 2024: Nil).

39. LEASES

Disclosures as required under IND AS 116 - Leases

a) On adoption of Ind AS 116, the Company has recognized lease liabilities for all leases which were previously classified as operating leases under earlier GAAP. Ind AS 116 does not provide classification of leases into operating and finance lease for the lessee accounting. The lease liability is measured at present value of the lease payments.

Lease liabilities is disclosed under "Other financial liabilities"

Amounts in ₹ lakhs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest expense on lease liability	273.15	268.57
Total	**273.15**	**268.57**

b) The Group has recognised Right of use (ROU) assets corresponding to the lease liabilities as per the requirements of Ind AS 116. The ROU assets are amortized at SLM basis over the lease term.Reconciliation of Carrying amount of Right of use asset for a lessee as per IND AS 116:

Particulars	Amounts in ₹ lakhs
As at 31 March 2023	**1,538.11**
(+) Recognition of Right of use asset during the year	1,190.34
(+) Modification of (Gain)/loss during the year	-
(-) Derecognition of Right of use asset during the year	-
(-) Amortisation of Right of use asset	336.09
As at 31 March 2024	**2,392.36**
(+) Recognition of Right of use asset during the year	34.60
(+) Modification of (Gain)/loss during the year	-
(-) Derecognition of Right of use asset during the year	-
(-) Amortisation of Right of use asset	374.45
As at 31 March 2025	**2,052.50**

c) Low value lease assets

Amounts in ₹ lakhs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Low value lease expense recognised in Profit and Loss	-	-
Total	**-**	**-**

d) Short term lease: A lease that at the commencement date, has a lease term of 12 months or less.

Amounts in ₹ lakhs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Short term lease expense reognised in P&L	118.69	35.63
Total	**118.69**	**35.63**

Short term lease commitment

Amounts in ₹ lakhs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
For a period of one year from Balance sheet date	12.37	11.84
Total	**12.37**	**11.84**

e) Cash outflow on lease. (Refer Cash flow statement)

f) Future minimum lease payments under non-cancellable operating leases are payable as follows:

Amounts in ₹ lakhs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Within 12 months	231.07	345.90
1-2 years	320.00	403.67
2-5 years	862.26	930.74
More than 5 years	898.83	842.78
Total undiscounted lease liabilities	**2,312.17**	**2,523.09**

40. CORPORATE SOCIAL RESPONSIBILITY ('CSR') EXPENSES

Provisions of Section 135 of the Act are not applicable to the Group.

41. SEGMENT REPORTING

Operating segment are components of the Group whose operating results are regularly reviewed by the Chief Operating Decision Maker ("CODM") to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

The Group is engaged primarily on the business of 'Financing' only, taking into account the risks and returns, the organization structure and the internal reporting systems. All the operations of the Group are in India. All non-current assets of the Group are located in India. It operates in 2 segments namely financing related activities and Technology related activities.

Amounts in ₹ lakhs

Particulars	31 March, 2025			31 March, 2024		
	Financing Related Activities	Technology related Activities	Total	Financing Related Activities	Technology related Activities	Total
Segment Revenue	14,352.76	16,549.10	30,901.86	4,409.83	15,389.77	19,799.60
Segment Results (Profit before tax and after interest on financing segment)	(1,352.52)	(348.29)	(1,700.81)	(841.56)	(1,379.93)	(2,221.49)
Less: Finance Costs	(58.51)	(467.28)	(525.79)	-	(390.54)	(390.54)

41. SEGMENT REPORTING (Contd.)

Amounts in ₹ lakhs

Particulars	31 March, 2025			31 March, 2024		
	Financing Related Activities	Technology related Activities	Total	Financing Related Activities	Technology related Activities	Total
Net profit before tax	(1,411.03)	(815.57)	(2,226.60)	(841.56)	(1,770.47)	(2,612.03)
Less: Income taxes			(593.88)			(128.05)
Net profit after tax			**(1,632.72)**			**(2,483.98)**
Other Information						
Segment Assets	33,360.88	14,777.20	48,138.08	23,339.18	12,932.38	36,496.76
Unallocated Corporate Assets			8,970.09			8,934.81
Total Assets	**33,360.88**	**14,777.20**	**57,108.17**	**23,339.18**	**12,932.38**	**45,431.57**
Segment Liabilities	12,989.24	11,219.77	24,209.01	6,855.36	9,575.11	16,430.47
Unallocated Corporate Liabilities			-			-
Total Liabilities	**12,989.24**	**11,219.77**	**24,209.01**	**6,855.36**	**9,575.11**	**16,430.47**
Capital expenditure	1,112.48	1,211.30	2,323.78	45.18	192.78	237.96
Depreciation, Amortization and Impairment	1,262.18	482.65	1,744.83	324.45	1,389.77	1,714.22

42. RELATED PARTY DISCLOSURES

Since consolidated financial statement present information about the holding & its subsidiary as a single reporting entity, intraGroup transactions are not disclosed.

(a) Related party disclosures as required by Ind AS 24 - Related Party Disclosures

Sr. No.	Nature of relationship
1	**Subsidiaries**
	Iserveu Technology Private Limited
	Investdirect Capital Services Private Limited
	MoneyMap Investment Advisors Private Limited
	Niyogin AI Private Limited
	Niyogin Finserv Limited
2	**Entity having Significant Influence**
	Information Interface India Private Limited
3	**Key management personnel**
	Amit Rajpal (Non Executive Chairman)
	Tashwinder Singh (CEO)
	Gaurav Patankar (Director)
	Kapil Kapoor (Director)
	Eric Wetlaufer (Director - upto 16/09/24)
	Subhasri Sriram (Director)
	Ashby Monk (Director - upto 30/09/24)
	Samir Pandiri (Director - w.e.f 27/09/24)
	Sudip Thakor (Director - w.e.f 12/11/24)
	Katarina Racek (Director - w.e.f 12/11/24)

(a) Related party disclosures as required by Ind AS 24 - Related Party Disclosures (Contd.)

Sr. No.	Nature of relationship
	Mohit Gang (CEO - Investdirect Capital Services Private Limited)
	Debiprasad Sarangi (CEO -Iservu Technology Private Limited)
	Amit Tyagi (CFO Iservu Technology Private Limited)
	Abhishek Thakkar (Chief Financial Officer)
	Neha Daruka (Company Secretary)

Transactions with related parties are as follows:

Amounts in ₹ lakhs

Transaction with KMP	Year ended 31 March 2025			Year ended 31 March 2024		
	Salary/ Bonus/ Sitting fees	ESOP	Total	Salary/ Bonus/ Sitting fees	ESOP	Total
Salary/Bonus						
Tashwinder Singh	160.52	-	160.52	151.98	68.96	220.94
Abhishek Thakkar	69.40	37.19	106.59	60.00	-	60.00
Neha Daruka	27.91	-	27.91	22.60	3.02	25.62
Mohit Gang	108.19	-	108.19	60.00	-	60.00
Debiprasad Sarangi	24.00	-	24.00	24.00	-	24.00
Amit Tyagi	28.00	-	28.00	24.00	-	24.00
Sitting fees						
Kapil Kapoor	7.00	-	7.00	5.75	-	5.75
Eric Wetlaufer	2.25	-	2.25	5.50	-	5.50
Subhasri Sriram	5.50	-	5.50	9.50	-	9.50
Samir Pandiri	3.75	-	3.75	-	-	-
Sudip Thakor	1.25	-	1.25	-	-	-
Katarina Racek	2.50	-	2.50	-	-	-
Ashby Monk	-	-	-	2.75	-	2.75

Amounts in ₹ lakhs

Transaction other than those with KMP	Year ended 31 March 2025		
	Subsidiary	Entity having Significant Influence	Total
Other payments	-	-	-

Amounts in ₹ lakhs

Transaction other than those with KMP	Year ended 31 March 2024		
	Subsidiary	Entity having Significant Influence	Total
Other payments	-	-	-

Notes:

All related party transactions entered during the year were in ordinary course of the business and are on arm's length basis.

Expenses towards gratuity provisions are determined actuarially on overall Company basis at the end each year and, accordingly, have not been considered in the above information.

Balances outstanding from related parties are as follows:

Amounts in ₹ lakhs

Particulars	31 March, 2025			
	Key Managerial Personnel	Subsidiary	Entity having Significant Influence	Total
Sitting Fees payable	0.86	-	-	0.86
Remuneration payable	4.50	-	-	4.50
Loan from Directors	4.00	-	-	4.00

Balances outstanding from related parties are as follows:

Amounts in ₹ lakhs

Particulars	31 March, 2024			
	Key Managerial Personnel	Subsidiary	Entity having Significant Influence	Total
Sitting Fees payable	2.45	-	-	2.45
Remuneration payable	4.00	-	-	4.00
Loan from Directors	4.00	-	-	4.00

(b) Disclosures as per Regulation 53(f) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015).

Loans and advances in the nature of loans to companies in which directors are interested as under:

Amounts in ₹ lakhs

Sr. No.	Name	As at 31 March 2025	Maximum balance outstanding during the year ended 31 March 2025	As at 31 March 2024	Maximum balance outstanding during the year ended 31 March 2024
1		N.A	N.A	N.A	N.A

43. Based on and to the extent of the information received by the Group from the suppliers during the year regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'), the total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period and other disclosures as per the Micro, Small and Medium Enterprises Development Act, 2006 are given below:

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Principal amount payable to suppliers as at year-end	57.27	380.59
Interest due thereon as at year end	-	-
Interest amount for delayed payments to suppliers pursuant to provisions of MSMED Act actually paid during the year, irrespective of the year to which the interest relates	-	-
Amount of delayed payment actually made to suppliers during the year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
Interest accrued and remaining unpaid at the end of the year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006.	-	-

44. EMPLOYEE BENEFIT PLAN

Disclosure in respect of employee benefits under Ind AS 19 - Employee Benefit are as under:

(a) Defined contribution plan

The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans. The Company's contribution to provident fund aggregating ₹ 102.41 lakhs (31 March 2024: ₹ 105.51 lakhs) has been recognised in the statement of profit and loss under the head employee benefits expense.

(b) Defined benefit plan:

Gratuity

Financial assets not measured at fair value

The Company operates a defined benefit plan (the 'gratuity plan') covering eligible employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age/ resignation date.

The defined benefit plans expose the Company to risks such as actuarial risk, liquidity risk, market risk, legislative risk. These are discussed as follows:

Actuarial risk: It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse salary growth experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption then the gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

Liquidity risk: Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Company, there can be strain on the cash flows.

Market risk: Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in defined benefit obligation of the plan benefits and vice versa. This assumption depends on the yields on the government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

Legislative risk: Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act, 1972, thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the defined benefit obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

The status of gratuity plan as required under Ind AS-19 is as under:

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
i. Reconciliation of opening and closing balances of defined benefit obligation		
Present value of defined benefit obligations at the beginning of the year	124.18	71.28
Current service cost	66.63	48.09
Past service cost	-	-
Interest cost	9.27	5.22
Acquisition adjustment	-	-
Benefit paid	(0.78)	(1.26)
Re-measurement (or Actuarial) (gain)/loss arising from:		
Change in demographic assumptions	-	-
Change in financial assumptions	4.65	1.81
Experience variance (i.e. Actual experience vs assumptions)	(10.41)	(0.96)
Other adjustments	9.10	-
Present value of defined benefit obligations at the end of the year	**202.64**	**124.18**
ii. Reconciliation of opening and closing balances of the fair value of plan assets	**-**	**-**
Fair value of plan assets at the end of the year	**-**	**-**

The status of gratuity plan as required under Ind AS-19 is as under: **(Contd.)**

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
iii. Reconciliation of the present value of defined benefit obligation and fair value of plan assets		
Present value of defined benefit obligations at the end of the year	202.64	124.18
Fair value of plan assets at the end of the year	-	-
Unrecognised past service cost	-	-
Net asset/(liability) recognized in the balance sheet as at the end of the year	**(202.64)**	**(124.18)**

Amounts in ₹ lakhs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
iv. Expenses recognised to the Statement of Profit & Loss		
Current service cost	66.63	48.09
Interest cost	9.27	5.22
Past service cost	-	-
Expenses recognised in the statement of profit and loss	**75.90**	**53.31**
v. Other comprehensive income		
Components of actuarial gain/losses on obligations:	(35.76)	(36.61)
Due to change in financial assumptions	4.65	1.81
Due to change in demographic assumption	-	-
Due to experience adjustments	(10.41)	(0.96)
Return on plan assets excluding amounts included in interest income	-	-
Closing amount Recognized in other comprehensive Income	**(41.52)**	**(35.76)**

vi. Amount recognized in balance sheet

Amounts in ₹ lakhs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Present value of unfunded defined benefit obligation	202.64	124.18
Net defined benefit liability recognised in Balance Sheet	202.64	124.18

vii. Principal actuarial assumptions

Particulars	As at 31 March 2025	As at 31 March 2024
Discount rate (per annum)	6.75%	7.20%
Annual increase in salary cost	7.00%	7.00%
Withdrawal rates per annum		
21 to 30	15.00%	15.00%
31 to 34	10.00%	10.00%
35 to 44	5.00%	5.00%
45 to 50	3.00%	3.00%
51 to 54	2.00%	2.00%
55 to 57	1.00%	1.00%

The discount rate is based on the prevailing market yields of Government of India's bond as at the balance sheet date for the estimated term of the obligations.

viii. Sensitivity analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Particulars	For the year ended 31 March 2025		For the year ended 31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (-/+ 0.5%)	7.25%	6.25%	7.70%	6.70%
(% change compared to base due to sensitivity	-5.04%	5.47%	-5.01%	5.42%
Salary growth rate (-/+ 0.5%)	7.50%	6.50%	7.50%	6.50%
(% change compared to base due to sensitivity)	4.58%	-4.52%	5.22%	-4.92%

ix. Effect of plan on the Company's future cash flows

a) Maturity profile of defined benefit obligation

The average outstanding term of the obligations (years) as at valuation date is 12.39 years.

Amounts in ₹ lakhs

Particulars	Cash flows (₹)	Distribution (%)
Expected cash flows over the next (valued on undiscounted basis):		
1st Following Year	7.04	1.32%
2nd Following year	8.85	1.66%
3rd Following Year	30.00	5.64%
4th Following Year	13.51	2.54%
5th Following Year	13.25	2.49%
6th Following Year	12.31	2.31%
7th Following Year	10.62	2.00%
8th Following Year	17.01	3.20%
9th Following Year	27.02	5.08%
Sum of years 10 and above	392.37	73.76%

The Code on Social Security, 2020 (the Code) has been enacted, which would impact contribution by the Company towards Provident Fund and Gratuity. The effective date from which changes are applicable is yet to be notified and the rules thereunder are yet to be announced. The actual impact on account of this change will be evaluated and accounted for when notification becomes effective.

45. CLASSIFICATION OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

Amounts in ₹ lakhs

As at 31 March 2025	Mandatorily at FVTPL	Amortised cost	Total carrying amount
ASSETS			
Cash and cash equivalents	-	7,457.91	7,457.91
Bank balance other than cash and cash equivalents	-	3,960.08	3,960.08
Loans and advances to customers	-	22,476.81	22,476.81
Investment securities - Measured at fair value	388.63	-	388.63
Receivables	-	4,733.98	4,733.98
Other financial assets	-	2,449.74	2,449.74
Total Financial assets	**388.63**	**41,078.52**	**41,467.15**
Trade Payables	-	1,915.60	1,915.60

45. CLASSIFICATION OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (Contd.)

Amounts in ₹ lakhs

As at 31 March 2025	Mandatorily at FVTPL	Amortised cost	Total carrying amount
Borrowings (other than debt securities)	-	9,604.33	9,604.33
Other financial liabilities	-	9,827.41	9,827.41
Total Financial liabilities	**-**	**21,347.34**	**21,347.34**

Amounts in ₹ lakhs

As at 31 March 2024	Mandatorily at FVTPL	Amortised cost	Total carrying amount
ASSETS			
Cash and cash equivalents	-	7,789.09	7,789.09
Bank balance other than cash and cash equivalents	-	5,197.56	5,197.56
Loans and advances to customers	-	14,169.40	14,169.40
Investment securities - Measured at fair value	163.42	-	163.42
Receivables	-	2,674.27	2,674.27
Other financial assets	-	1,563.04	1,563.04
Total Financial assets	**163.42**	**31,393.36**	**31,556.78**
Trade Payables	-	1,249.42	1,249.42
Borrowings (other than debt securities)	-	5,391.91	5,391.91
Other financial liabilities	-	7,733.89	7,733.89
Total Financial liabilities	**-**	**14,375.22**	**14,375.22**

46. FAIR VALUE MEASUREMENT

Financial Instrument by Category

Amounts in ₹ lakhs

Particulars	As at 31 March 2025		As at 31 March 2024	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial Asset				
Investments				
- Bonds and Debentures	-	-	41.00	-
- Mutual Funds	388.63	-	122.43	-
Receivables	-	4,733.98	-	2,674.27
Loans	-	22,476.81	-	14,169.40
Cash And Cash Equivalents	-	7,457.91	-	7,789.09
Bank balance other than cash and cash equivalents	-	3,960.08	-	5,197.56
Other Financial Assets	-	2,449.74	-	1,563.04
Total Financial Assets	**388.63**	**41,078.52**	**163.42**	**31,393.36**
Financial Liability				
Trade Payables	-	1,915.60	-	1,249.42
Borrowings (other than debt securities)	-	9,604.33	-	5,391.91
Contract liabilities	-	-	-	-
Other financial liabilities	-	9,827.41	-	7,733.89
Total Financial Liabilities	**-**	**21,347.34**	**-**	**14,375.22**

Fair value Hierarchy

This section explains the judgments and estimates made in determining the fair value of the financial instrument that are (a) recognized and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into three levels prescribed under the accounting standard.

An explanation of each level follows underneath table.

As at 31 March 2025

Amounts in ₹ lakhs

Particulars	Carrying amount	Fair value measurements using			
		Level 1	Level 2	Level 3	Total
Financial assets*					
Investments					
- Bonds and Debentures	-	-	-	-	-
- Mutual Funds	388.63	388.63	-	-	388.63
Loans and advances**	22,476.81	-	23,057.52	-	23,057.52
Receivables	4,733.98	-	-	-	-
Cash And Cash Equivalents	7,457.91	-	-	-	-
Bank balance other than cash and cash equivalents	3,960.08	-	-	-	-
Security Deposits	187.51	-	187.51	-	187.51
Other Financial assets	2,262.24	-	-	-	-
Total Financial Asset	**41,467.15**	**388.63**	**23,245.03**	**-**	**23,633.66**
Financial Liabilities*					
Borrowings (other than debt securities)	9,604.33	-	-	-	-
Trade Payables	1,915.60	-	-	-	-
Lease Liability	2,312.17	-	2,312.17	-	2,312.17
Other financial liabilities	7,515.24	-	-	-	-
Total Financial Liabilities	**21,347.34**	**-**	**2,312.17**	**-**	**2,312.17**

As at 31 March 2024

Amounts in ₹ lakhs

Particulars	Carrying amount	Fair value measurements using			
		Level 1	Level 2	Level 3	Total
Financial assets*					
Investments					
- Bonds and Debentures	41.00	-	41.00	-	41.00
- Mutual Funds	122.43	122.43	-	-	122.43
Loans and advances**	14,169.40	-	14,528.58	-	14,528.58
Receivables	2,674.27	-	-	-	-
Cash And Cash Equivalents	7,789.09	-	-	-	-
Bank balance other than cash and cash equivalents	5,197.56	-	-	-	-
Security Deposits	190.14	-	190.14	-	190.14
Other Financial assets	1,372.90	-	-	-	-
Total Financial Asset	**31,556.78**	**122.43**	**14,759.72**	**-**	**14,882.15**

As at 31 March 2024 (Contd.)

Amounts in ₹ lakhs

Particulars	Carrying amount	Fair value measurements using			
		Level 1	Level 2	Level 3	Total
Financial Liabilities*					
Trade Payables	1,249.42	-	-	-	-
Borrowings (other than debt securities)	5,391.91	-	-	-	-
Lease Liability	2,523.08	-	2,523.08	-	2,523.08
Other financial liabilities	5,210.81	-	-	-	-
Total Financial Liabilities	**14,375.22**	**-**	**2,523.08**	**-**	**2,523.08**

*The Company has not disclosed the fair values for cash and cash equivalents, bank balances, bank deposits, receivables and other financial assets, trade payables and contract liabilities as these are short term in nature and their carrying amounts are a reasonable approximation of fair value.

** For the purpose of loans and advances leveling, subsidiaries are excluded.

Level 1: Level 1 hierarchy includes financial instruments measured using unadjusted quoted prices in active markets that the Group has the ability to access for the identical assets or liabilities. A financial instrument is classified as a Level 1 measurement if it is listed on an exchange. This includes mutual funds that have quoted price. The mutual funds are valued at the closing NAV.

Level 2: The fair value of financial instruments that are not traded in active markets is determined using valuation techniques which maximize the use of observable market data either directly or indirectly, such as quoted prices for similar assets and liabilities in active markets, for substantially the full term of the financial instrument but do not qualify as Level 1 inputs. Fair value of loans and advances of the Group is measured using the last month's lending rate. 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 in observable market data, the instruments is included in level 3. The Company has measured contingent consideration based on Level 3.

Financial instruments valued at carrying value

The respective carrying values of certain on-balance sheet financial instruments approximated their fair value. These financial instruments include cash in hand, balances with Banks, financial institutions and money at call and short notice, accrued interest receivable, acceptances, deposits payable on demand, accrued interest payable, and certain other assets and liabilities that are considered financial instruments. Carrying values were assumed to be approximate fair values for these financial instruments as they are short-term in nature and their recorded amounts approximate fair values or are receivable or payable on demand.

Financial instruments recorded at fair value

Investment in debt securities

Securities classified as fair value through profit or loss, are carried at fair value based on quoted market prices. The Company records mutual funds at closing NAV.

Fair value of financial instruments carried at amortised cost

Loans and advances

The fair values of loans that do not reprice or mature frequently are estimated using discounted cash flow models. Loans and advances are fair valued basis the future expected cash flows discounted at the lending rate.

Security deposits

Security deposits have been accounted at amortised cost using SBI MCLR rates.

Bonds and debentures

The fair value of bonds and debentures are discounted using cash flow models. Bonds and debentures are fair valued basis the future expected cash flows discounted at the interest rate.

Fair value of contingent consideration

a) **ICSPL:** The value of contingent consideration is calculated using Binomial Option Pricing Model. The binomial tree is arrived by using profitability scenarios specified in the agreement entered between the acquirer and the acquiree and the value of contingent liability is arrived by assigning probability weights to each profitability scenario considered.

b) **ISU:** The value of contingent consideration is calculated using fair value measurement.

47. FINANCIAL RISK MANAGEMENT

The Group has operations in India which expose it to liquidity risk and credit risk. The risks are managed through a management established framework of identification and measurement of risk.

This note explains the sources of risk which the Group is exposed to and how the Group manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Loans and advances, cash and cash equivalents, trade receivables,	Aging analysis of loans and advances held at amortized cost	Diversification of Group's investments into NCDs and FDs
	financial assets measured at amortized cost.	Credit ratings in case of investments held at amortized cost	Monitoring of credit risk on loans and advances basis the days past dues.
Liquidity risk	Trade liabilities	Maturity analysis	Maintaining sufficient cash and cash equivalents and marketable investments

The Company's board of directors is the highest decision-making body within the organisation. The Board of directors have overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities.

The Company's risk management committee is established to

- Recommend changes to the risk Policy for approval by the Audit Committee.
- Monitors and supervises the ECL process, identifies and analyses the risks faced by the Company
- Authorize any overrides on the provisioning model of assets to achieve provisioning objectives in line with the approval policy
- Reviewing the adequacy of ECL training across the key departments
- Establishing that the businesses comply with the risk Policy
- Review and address concerns raised by the internal Credit Committee, Statutory Auditors or the Internal Auditors in any ECL exceptions
- Delegate such roles and responsibilities to the Company's internal Credit Committee to ensure that this policy is in line with the board approved policy and the applicable accounting standards.

The audit committee oversees the recommmendations of the risk management committe and how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee ensures adequate provisioning for the financial statements in line with the approved policies and ensures that the scope of the External Auditor covers adequate assurance in complying with the Company's approved provisioning and risk policy.

A. Credit risk

Credit risk arises from loans and advances, cash and cash equivalents, investments carried at amortized cost and deposits held by the Group.

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in debt securities.

i) Credit risk management

The primary organizational Groups forming part of the Group risk governance are Board of Directors, Audit Committee, Risk committee and Credit committee. In regards to loans and advances of the Group, the credit risk is managed in accordance with the ECL policy by monitoring of credit risk basis the days past dues.

For the investments, the ECL policy provides that the Group uses the external ratings for estimation of forward looking PDs to estimate ECL.The Group reviews the creditworthiness of these counterparties on an on-going basis.

The Group classifies its financial assets in following category:

Stage 1

As soon as a financial instrument originates or is purchased, it is categorized as Stage 1. This is applicable across all the loan facilities, investments and bank balances. Stage 1 would include all residual facilities, not impaired or, have not experienced a significant increase in credit risk since initial recognition.

Stage 2 and stage 3

Loans

The following staging criteria based on Days Past Dues (DPDs) fixed for Loan portfolio as per the Ind AS 109:

Stage 1 to Stage 2: More than 30 Days Past Due as criteria for Stage 2 classification.

Stage 2 to Stage 3: More than 90 Days Past Due as criteria for Stage 3 classification.

Investments and Balances with Bank

Following is the staging criteria for investments:

- For facilities with rating grade AAA to B, three notch downgrades (without modifiers) shall be taken as stage 2.
- Any financial instrument with rating grade CCC or below classified as Stage 2 at origination. "

ii) Provision for expected credit losses

The Group provides for expected credit loss based on following:

Category	Description for category	Probability of default (PD)	Exposure at default (EAD)	Loss given default (LGD)
Loans	The Group is engaged in the business of providing unsecured loans to SMEs and individuals with proprietary businesses, the borrower profiles are having similar risk characteristics across the loan book.	The PD estimation is based on transition matrix approach, gross flow analysis and net flow analysis with application of single factor Vasicek model for incorporation of macro- economic factor (GDP). The Group has used cohort framework for computation of PDs on loans. As the default definition for loan portfolio is 90 days past due, the Company taken quarterly transition matrix for estimation of PDs across following behavioral buckets: **Ranking 1:** Current (DPD up to 0) **Ranking 2:** Up to 30 Days past due **Ranking 3:** Up to 60 days past due **Ranking 4:** Up to 90 days past due **Ranking 5:** Default PD estimates Grouped as per the above ranking grades. For Stage 3 assets PD is taken to be 100%. For the First loss default guarantee (FLDG) portfolio, loans are classified in three stages - Upto 30 days, Upto 90 days and Default). PD % is calculated for each stage and is determined using available historical observations.	Exposure at Default gives an estimate of the amount outstanding when the borrower defaults. It is the total amount of an asset the entity is exposed to at the time of default. The exposure at default for the loans is: Principle outstanding + accrued interest.	LGD for loan portfolio will be calculated at a portfolio level based upon the actual recovery data. In case of insufficient recovery information due to low/ no defaults, a proxy LGD based on industry practice would be used.
Investments and bank balances	The Group holds investments in non-convertible debentures as a part of its investment portfolio. Additionally, the Group also holds balances with Banks in fixed deposits and current account	As the default data set is low or near to zero for the investment portfolio, the Company uses external ratings for assessment of forward looking PDs to estimate ECL. Vasichek model is used for incorporation of economic factor (i.e. GDP in case of the Company) For Stage 3 assets PD is taken to be 100%.	Exposure at Default is the total amount of an asset the Company is exposed to at the time of default. The exposure at default for the investments and bank balances is: Principle outstanding + accrued interest	For India Sovereign exposures, the LGD value remains at 0%. Going forward, subject to availability of adequate default data, the LGD will be calculated at instrument level (Corporate bonds, Sovereign bonds) based the above workout procedure in the Company's ECL policy.

Year ended 31 March 2025

Amounts in ₹ lakhs

Particulars	Asset Group	Estimated gross carrying amount at default	Expected credit losses (%)	Expected credit losses	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit losses	Investments at amortised cost				
	- NCDs	-	0.00%	-	-
	- FD	3,960.09	0.00%	0.01	3,960.08
	Loans at amortised cost	20,218.74	0.75%	150.95	20,067.79
Loss allowance measured at life-time expected credit losses, not credit impaired	Investments at amortised cost				
	- NCD/PTC	-	-	-	-
	- FD	-	-	-	-
	Loans at amortised cost	1,511.00	8.53%	128.86	1,382.14
Loss allowance measured at life-time expected credit losses, credit impaired	Investments at amortised cost				
	- NCD/PTC	-	-	-	-
	- FD	-	-	-	-
	Loans at amortised cost	2,297.08	55.30%	1,270.20	1,026.88

Year ended 31 March 2024

Amounts in ₹ lakhs

Particulars	Asset Group	Estimated gross carrying amount at default	Expected credit losses (%)	Expected credit losses	Carrying amount net of impairment provision
Loss allowance measured at 12 month expected credit losses	Investments at amortised cost				
	- NCDs	-	0.00%	-	-
	- FD	5,197.57	0.00%	0.01	5,197.56
	Loans at amortised cost	12,792.66	1.35%	172.30	12,620.36
Loss allowance measured at life-time expected credit losses, not credit impaired	Investments at amortised cost				
	- NCD/PTC	-	-	-	-
	- FD	-	-	-	-
	Loans at amortised cost	512.87	12.87%	66.02	446.85
Loss allowance measured at life-time expected credit losses, credit impaired	Investments at amortised cost				
	- NCD/PTC	-	-	-	-
	- FD	-	-	-	-
	Loans at amortised cost	1,686.78	34.66%	584.59	1,102.19

Investments in NCD, PTC and FD

The Group has invested in NCDs and FDs having Credit rating ranging from AAA to BBB-.

Measurement of Expected Credit Losses

The Group has applied a three-stage approach to measure expected credit losses (ECL) on debt instruments accounted for at amortised cost. Assets migrate through following three stages based on the changes in credit quality since initial recognition:

(a) **Stage 1:** 12- months ECL: For exposures where there is no significant increase in credit risk since initial recognition and that are not credit-impaired upon origination, the portion of the lifetime ECL associated with the probability of default events occurring within the next 12- months is recognized.

(b) **Stage 2:** Lifetime ECL, not credit-impaired: For credit exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired, a lifetime ECL is recognized. Marginal PDs are used to compute lifetime ECL.

(c) **Stage 3:** Lifetime ECL, credit-impaired: Financial assets are assessed as credit impaired upon occurrence of one or more events that have a detrimental impact on the estimated future cash flows of that asset. For financial assets that have become credit-impaired, a lifetime ECL is recognized and interest revenue is calculated by applying the effective interest rate to the amortised cost.

At each reporting date, the Group assesses whether there has been a significant increase in credit risk of its financial assets since initial recognition by comparing the risk of default occurring over the expected life of the asset. In determining whether credit risk has increased significantly since initial recognition, the Group uses information that is relevant and available without undue cost or effort. This is based on the historical default rates or delinquency status of account across various internal rating grades, products or sectors.

The portfolios for which external benchmark information represents a significant input into measurement of ECL are as follows:

	Exposure	External benchmarks used
Loans at amortised cost	22,476.81	65%

The Group assesses whether the credit risk on a financial asset has increased significantly on an individual and collective basis. In determining whether the credit risk on a financial asset has increased significantly, the Group considers the change in the risk of a default occurring since initial recognition. The default definition used for such assessment is consistent with that used for internal credit risk management purposes.

The Group considers defaulted assets as those which are contractually past due 90 days, other than those assets where there is empirical evidence to the contrary. Financial assets which are contractually past due 30 days are classified under Stage 2 - life time ECL, not credit impaired, barring those where there is empirical evidence to the contrary. An asset can move into and out of the lifetime expected credit losses category (Stage 2 and 3) based on a predefined pattern obtained from the historical default rates or delinquency status of account across various internal rating grades, products or sectors. Credit exposures transition back from stage 2 to stage 1 when the credit quality of the credit facility shows significant improvement. Primarily, when factors that previously triggered an exposure moving to Stage 2 no longer meet, such exposures move back to Stage 1 and a 12-month ECL measured instead of Lifetime ECL. Credit exposures may transition from stage 3 to stage 2/stage 1, if the exposures are current, no longer meet the definition of default/credit impaired and if the factors that previously triggered an exposure to move to stage 3 are no longer met.

The Group measures the amount of ECL on a financial instrument in a way that reflects an unbiased and probability-weighted amount. The Group considers its historical loss experience and adjusts the same for current observable data. The key inputs into the measurement of ECL are the probability of default, loss given default and exposure at default. These parameters are derived from the Group's internally developed statistical models and other historical data. In addition, the Group has used reasonable and supportable information on future economic conditions by using GDP as suitable macroeconomic factors. Since incorporating these forward looking information increases the judgment as to how the changes in these macroeconomic factor will affect ECL, the methodology and assumptions are reviewed regularly.

iii) Reconciliation of loss allowance provision

For loans

Amounts in ₹ lakhs

Reconciliation of loss allowance	Loss allowance measured at 12 month expected losses	Loss allowance measured at life-time expected losses	
		Financial assets for which credit risk has increased significantly and not credit-impaired	Financial assets for which credit risk has increased significantly and credit-impaired
Loss allowance on 31 March 2023	**321.30**	**98.85**	**293.22**
Changes in loss allowances due to			
Assets originated or purchased	52.01	63.76	343.35
Write – offs	-	-	(14.58)
Addition/(Recoveries) for assets originated in Previous years	(201.01)	(96.59)	(37.40)
Loss allowance on 31 March 2024	**172.30**	**66.02**	**584.59**
Changes in loss allowances due to			
Assets originated or purchased	(21.35)	62.84	889.77
Write – offs	-	-	(204.16)
Addition/(Recoveries) for assets originated in Previous years	-	-	-
Loss allowance on 31 March 2025	**150.95**	**128.86**	**1,270.20**

For investments and Bank balance other than Cash and Cash Equivalents

Amounts in ₹ lakhs

Reconciliation of loss allowance	Loss allowance measured at 12 month expected losses	Loss allowance measured at life-time expected losses	
		Financial assets for which credit risk has increased significantly and not credit-impaired	Financial assets for which credit risk has increased significantly and credit-impaired
Loss allowance on 31 March 2023	**0.02**	**-**	**-**
Changes in loss allowances due to			
Assets originated or purchased	-	-	-
Addition/(Recoveries) for assets originated in Previous years	(0.01)	-	-
Loss allowance on 31 March 2024	**0.01**	**-**	**-**
Changes in loss allowances due to			
Assets originated or purchased	-	-	-
Addition/(Recoveries) for assets originated in Previous years	-	-	-
Loss allowance on 31 March 2025	**0.01**	**-**	**-**

Note: There is no provision for expected credit loss in the books of subsidiaries

B. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. Due to the dynamic nature of the underlying businesses, Group's treasury maintains flexibility in funding by maintaining availability under committed credit lines.

a) The table below shows an analysis of assets and liabilities analysed (maturity analysis) according to when they are to be recovered or settled.

Amounts in ₹ lakhs

	As at 31 March 2025			As at 31 March 2024		
	Carrying amount	Within 12 months	After 12 months	Carrying amount	Within 12 months	After 12 months
Financial liabilities						
Trade payables	1,915.60	1,915.60	-	1,249.42	1,249.42	-
Borrowings (other than debt securities)	9,604.33	9,604.33	-	5,391.91	5,391.91	-
Other financial liabilities	9,827.41	7,460.55	2,366.86	7,733.89	5,925.21	1,808.68
Non Financial liabilities						
Provisions	2,683.35	2,571.32	112.03	1,751.84	1,683.93	67.91
Deferred tax liabilities	-	-	-	9.42	-	9.42
Other non-financial liabilities	178.32	178.32	-	293.99	293.99	-
Financial assets						
Cash and cash equivalents	7,457.91	7,457.91	-	7,789.09	7,789.09	-
Bank balance other than cash and cash equivalents above	3,960.08	3,960.08	-	5,197.56	5,197.56	-
Receivables	4,733.98	4,733.98	-	2,674.27	2,674.27	-
Loans and advances to customers	22,476.81	20,182.40	2,294.41	14,169.40	10,772.04	3,397.36
Investment securities	388.63	388.63	-	388.63	388.63	-
Other financial assets	2,449.74	2,352.74	97.00	1,563.04	1,525.67	37.37
Non-financial Assets						
Inventories	706.53	706.53	-	565.40	565.40	-
Deferred tax assets	676.44	-	676.44	116.82	-	116.82
Income tax assets	441.84	35.63	406.21	571.07	571.07	-
Right of use asset	2,052.50	-	2,052.50	2,392.36	-	2,392.36
Property, plant and equipment	163.28	-	163.28	184.56	-	184.56
Capital work in progress	-	-	-	-	-	-
Intangible assets under development	1,228.25	1,228.25	-	145.14	145.14	-
Intangible assets	3,456.21	-	3,456.21	3,102.48	-	3,102.48
Goodwill	6,281.85	-	6,281.85	5,952.85	-	5,952.85
Other non-financial assets	634.12	437.19	196.93	618.90	618.90	-

b) Maturity Pattern

The table below summarises the maturity profile of the undiscounted cashflow of the Groups financial liabilities:

As at 31 March 2025

Amounts in ₹ lakhs

	Within 12 months	1-2 years	2-5 years	More than 5 years	Total
Trade payables	1,915.60	-	-	-	1,915.60
Borrowings (other than debt securities)	9,604.33	-	-	-	9,604.33
Other financial liabilities					
- Lease liability	231.07	320.00	862.26	898.83	2,312.17
- Payable to borrowers	1,360.76	-	-	-	1,360.76

As at 31 March 2024

Amounts in ₹ lakhs

	Within 12 months	1-2 years	2-5 years	More than 5 years	Total
Trade payables	1,249.42	-	-	-	1,249.42
Borrowings (other than debt securities)	5,391.91	-	-	-	5,391.91
Other financial liabilities					
- Lease liability	345.90	403.67	930.74	842.78	2,523.09
- Payable to borrowers	446.23	-	-	-	446.23

c) The following table sets out the carrying amounts of non-derivative financial assets and financial liabilities expected to be recovered or settled more than 12 months after the reporting date.

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Financial assets		
Loans and advances to customers	2,294.41	3,397.36
Other financial assets	97.00	37.37
Financial liabilities		
Lease Liability	2,366.86	1,808.68

d) The following table sets out the components of the Company's liquidity reserves.

Amounts in ₹ lakhs

Particulars	As at 31 March 2025		As at 31 March 2024	
	Carrying amount	Fair value	Carrying amount	Fair value
Cash And Cash Equivalents	7,457.91	7,457.91	7,789.09	7,789.09
Bank balance other than cash and cash equivalents	3,960.08	3,960.08	5,197.56	5,197.56
Total liquidity reserves	**11,417.99**	**11,417.99**	**12,986.65**	**12,986.65**

e) All the financial assets of the Group as at 31 March 2025 and as at 31 March 2024 (except as mentioned in Note 5) are unencumbered.

48. REVENUE FROM CONTRACTS WITH CUSTOMERS

Set out below is the disaggregation of the Group's revenue from contracts with customers and reconciliation to profit and loss account:

Amounts in ₹ lakhs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Type of income		
Services charges	-	0.17
Bounce charges	1.04	2.54
Penal charges	2.09	2.13
Foreclosure charges	4.72	5.90
Brokerage received	40.15	38.23
License integration fees	876.97	361.67
Sale of subscription services	12.31	9.92
Sale of value added services	118.95	220.74
Fees and commission Income	13,304.82	15,127.16
Total revenue from contracts with customers	**14,361.03**	**15,768.46**
Geographical markets		
India	14,361.03	15,768.46
Outside India	-	-
Total revenue from contracts with customers	**14,361.03**	**15,768.46**
Timing of revenue recognition		
Services transferred at a point in time	14,229.78	15,499.40
Services transferred over time	131.26	269.06
Total revenue from contracts with customers	**14,361.03**	**15,768.46**

49. There have been no events after the reporting date that require disclosure in these financial statements.

50. The ECL provision of ₹ 256.00 lakhs is retained by the Company as at 31 March 2025 towards management overlay.

51. OTHER ADDITIONAL INFORMATION

1. Company has complied with the charge creation or satisfaction registration with ROC within the statutory year.
2. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year 2024-2025 (Previous Year - NIL).
3. There is no proceeding which 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.
4. There are no transactions which are 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.
5. The Company is not declared wilful defaulter by any bank or financial Institution or other lender.
6. The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
   (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or
   (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

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

   (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or

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

8. The Compliance with number of layers prescribed under clause (87) of Section 2 of the Act read with Companies (Restriction on number of layers) Rule, 2017 is not applicable as the Company is registered as non banking financial Company with Reserve Bank India.

9. The Company has no transactions with struck off Companies (Previous Year - NIL).

10. The statements of current assets filed with banks/ institutions from whom the Company has borrowed funds, are in agreement with books of accounts.

11. Disclosure on Borrowings (other than debt securities) and lease liabilities:

Amounts in ₹ lakhs

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening Balance of Borrowings (other than debt securities) and lease liabilities	7,914.99	1,559.09
Cash Proceeds from Borrowings (other than debt securities)	13,100.00	6,893.71
Cash Repayment of Borrowings (other than debt securities)	(9,689.13)	(1,681.69)
Cash Payment of lease liability	(518.67)	(486.38)
Fair value adjustment	-	-
Additions to lease liabilities	34.60	1,188.81
Interest Accrued on borrowings and lease liabilites	1,074.71	441.45
Closing Balance of Borrowings (other than debt securities) and lease liabilities	**11,916.50**	**7,914.99**

12. Ratings assigned by credit rating agencies and migration of ratings during the year.

Sr. No.	Credit Rating Agency	Instruments	As at 31 March 2025	As at 31 March 2024
1	CRISIL Limited	Bank Loan Facilities	Crisil BBB-/Negative	Crisil BBB-/Stable

52. COMPOSITE SCHEME OF AMALGAMATION AND ACQUISITIONS

1. The Company has adopted the Composite Scheme of Arrangement and Amalgamation between Niyogin Fintech Limited ("Demerged Company"/"Amalgamating Company"/"NFL") and Niyogin Finserv Limited ("Resulting Company"/"NFL 2") and iServeU Technology Private Limited ("Amalgamated Company"/"iServeU") and their respective shareholders and creditors under sections 230 to 232 read with section 52 and 66 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme") in its board meeting held on January 31, 2025.

2. The wholly-owned subsidiary of the Company, Niyogin AI Private Limited, was incorporated with effect from April 30, 2024. On 15th May 2024, it acquired the "Superscan" business from Modaviti Emarketing Private Limited for an upfront cash consideration of ₹ 800.00 lakhs plus deferred consideration of ₹ 450 lakhs. The acquisition was undertaken to enhance the Company's product offerings and strengthen its market position in the relevant domain.

3. The wholly-owned subsidiary of the Company, Niyogin Finserv Limited has been incorporated with effect from January 28,2025, pursuant to the composite scheme of arrangement and amalgamation approved by the Board of Directors in the meeting held on January 31,2025.

53. GOODWILL ON CONSOLIDATION

Amounts in ₹ lakhs

Particulars	As at 31 March 2025	As at 31 March 2024
Cost as at beginning of the year	5,952.85	5,952.85
Addition relating to acquisition of platform	329.00	-
Cost as at end of the year	**6,281.85**	**5,952.85**
Impairment as at beginning of year	-	-
Charge for the year	-	-
Impairment as at end of the year	**-**	**-**
Net carrying value as at beginning of the year	**5,952.85**	**5,952.85**
Net carrying value as at end of the year	**6,281.85**	**5,952.85**

54. STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES (PURSUANT TO FIRST PROVISO TO SUB-SECTION (3) OF SECTION 129 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014)

Part "A": Subsidiaries

Sr. No.	Particulars	Amounts in ₹ lakhs	Amounts in ₹ lakhs	Amounts in ₹ lakhs	Amounts in ₹ lakhs	Amounts in ₹ lakhs
1	Name of the Subsidiary	Investdirect Capital Services Private Limited (Investdirect)	Moneymap Investment Advisors Private Limited	Iserveu Technology Private Limited	Niyogin AI Private Limited	Niyogin Finserv Limited
2	The date since when subsidiary was acquired	19.08.2019	19.08.2019	18.12.2020	30.04.2024	28.01.2025
3	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Reporting period of the subsidiary is the same as that of the holding Company i.e. April 1, 2024 to March 31, 2025				
4	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	NA	NA	NA	NA	NA
5	Share Capital					
	Authorized Capital	34.12	420.00	1,200.00	1,000.00	1.00
	Issued, Subscribed and paid-up	33.52	420.00	1,100.11	1,000.00	1.00
6	Reserves and Surplus	689.23	(317.32)	1,173.94	(418.28)	(1.92)
7	Total assets	850.59	146.74	14,777.20	1,022.78	1.00
8	Total liabilities	127.84	44.06	12,503.15	441.06	1.92
9	Investments	261.24	127.39	2,921.45	-	-
10	Turnover	6,567.25	19.67	16,549.95	65.60	-
11	Profit before taxation	39.02	0.49	(521.86)	(433.39)	(1.92)
12	Provision for taxation	-	-	(584.50)	-	-
13	Profit after taxation	39.02	0.49	62.64	(433.39)	(1.92)
14	Proposed Dividend	-	-	-	-	-
15	% of shareholding	60.00	100.00	51.00	100.00	100.00

A. Names of subsidiaries which are yet to commence operations: NA

B. Names of subsidiaries which have been liquidated or sold during the year: NA

Part "B": Associates and Joint Ventures

The Company has no Associates and Joint Ventures and therefore this is not applicable.

55. Figures of previous periods have been regrouped, wherever necessary, to make them comparable with the current period.

As per our report of even date.

For Pijush Gupta & Co
Chartered Accountants
Firm's Registration No: 309015E

For and on behalf of the Board of Directors of
Niyogin Fintech Limited
CIN: L65910TN1988PLC131102

Pijush Kumar Gupta
Partner
Membership No: 015139
Kolkata
15 May 2025

Amit Rajpal
Chairman & Non-Executive Director
DIN: 07557866
London
15 May 2025

Tashwinder Singh
Managing Director & Chief Executive Officer
DIN: 06572282
Mumbai
15 May 2025

Abhishek Thakkar
Chief Financial Officer

Mumbai
15 May 2025

Neha Daruka
Company Secretary
Membership No: A41425
Mumbai
15 May 2025

Notice

NOTICE is hereby given that the thirty-seventh Annual General Meeting **('AGM')** of the members of **Niyogin Fintech Limited** will be held on Wednesday, September 17, 2025 at 4.00 p.m. (IST) through Video Conferencing (**"VC"**)/Other Audio-Visual Means (**"OAVM"**) to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of Standalone Financial Statements

To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with Reports of the Board of Directors and Auditors thereon, be and are hereby considered, approved and adopted."

2. Adoption of Consolidated Financial Statements

To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Auditors thereon, be and are hereby considered, approved and adopted."

3.Appointment of Amit Rajpal (DIN: 07557866) as a Director, liable to retire by rotation and, being eligible, offers himself for re-appointment

To consider and if deemed fit, to pass the following as an **ORDINARY RESOLUTION:**

"RESOLVED THAT Amit Rajpal (DIN: 07557866), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof and other applicable provisions, if any of the Companies Act, 2013 and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4. Appointment of Mr. Nitin Jaiswal (DIN: 11148525) as an Independent Director of the Company

To consider and if deemed fit, to pass the following as a **SPECIAL RESOLUTION:**

"RESOLVED THAT Mr. Nitin Jaiswal (DIN: 11148525) who was appointed as an Additional Non-Executive, Independent Director of the Company with effect from August 09, 2025 by the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, in terms of provisions of Section 161 of the Companies Act, 2013 (the "Act") read with Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV of the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Nitin Jaiswal (DIN: 11148525), who meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term upto 5 (five) consecutive years i.e. from August 09, 2025 upto August 08, 2030, be and is hereby approved.

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

RESOLVED FURTHER THAT any one of the Directors, Key Managerial Personnel of the Company be and are hereby severally authorized to issue certified true copy of this resolution."

5. Creation of Charges, Mortgages, Hypothecation on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 as a security towards borrowings

To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a)and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**) and the rules made thereunder, as amended from time to time, the provisions of the Memorandum and

Articles of Association of the Company, such other approvals, consents and permissions as may be required to be obtained from appropriate authority(ies) to the extent applicable and necessary and such other laws, rules as may be applicable from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the **"Board"** which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution) for creation/ratification of such pledge, mortgages, charges, hypothecations or create any other encumbrance including the encumbrances, mortgage, hypothecation, charge already created by the Company, as may be necessary over all or any of the assets of the Company (present and/or future), immovable or movable properties of the Company, wheresoever situated, present and/or future, and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating or fixed charge on all movable or immovable properties of the Company (present and/or future) in such manner as the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of banks, non-banking financial companies, mutual funds, financial institutions or any other lenders, investment institutions and their subsidiaries, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies/Lender(s)"), security trustee and/or trustees for the holders of debentures/bonds and/or other instruments which may be issued on a private placement basis or otherwise, to secure the borrowings by the Company such that the outstanding amount of debt at any point of time does not exceed ₹ 300 crores (Rupees Three Hundred Crores only) in the form of any fund based or non-fund based facilities including but not limited to term loans or working capital facilities/foreign currency loans, debentures, bonds and other instruments together with interest thereon at the agreed rates, additional interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the trustees under the trust deed and to the Lender(s) or their agent(s) under their respective agreements/loan agreements/debenture trust deeds entered/to be entered into by the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to do all such acts, deeds, matters, things and arrange, give such directions as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument, agreement as the case may be, on which all moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security, or otherwise howsoever as it may think fit, and to finalise, settle and execute all such documents, instruments, deeds, papers, writings, agreements as may be required and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents to give effect to this resolution and for matters connected herewith or incidental hereto, including intimating the concerned authorities or regulatory bodies and delegating all or any of the powers conferred herein to any committee of directors or to any Director of the Company or any officer(s) or employee(s) of the Company.

RESOLVED FURTHER THAT any one of the Directors, Key Managerial Personnel of the Company be and are severally authorized to do such acts, deeds, things and execute all such documents, undertaking and sign and file e-form MGT-14 with Registrar of Companies as may be necessary for giving effect to the above resolution.

RESOLVED FURTHER THAT any one of the Directors, Key Managerial Personnel of the Company be and are severally authorized to issue certified true copy of this resolution."

6. Appointment of Secretarial Auditors of the Company

To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), other applicable laws/statutory provisions, if any, as amended from time to time, M/s Mitesh Shah & Co., Company Secretaries (Firm Registration Number P2025MH104700) be and are hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

RESOLVED FURTHER THAT any one of the Directors, Key Managerial Personnel of the Company be and are hereby severally authorized to issue certified true copy of this resolution."

7. Alteration of Articles of Association of the Company

To consider and, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the members of the Company be and is hereby accorded to delete clause (124) of the Articles of Association of the Company in its entirety and replace it with the following clause:

"124 Nominee Director

124 A. *Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owning by the Company to the Industrial Credit and Investment Corporation of India Limited (ICICI) or to any other Finance Corporation or Credit Corporation or to any other Financing Company or body out of any loans granted by them to the Company or so long as ICICI or any other Financing Corporation or Credit Corporation or any other Financing Company or Body (each of which ICICI or any other Finance Corporation or Credit Corporation or any other Financing Company or Body is herein after in this Article referred to as "the Corporation") continued to hold debentures in the Company as a result of underwriting or by direct subscription or private placement or so long as the Corporation holds shares in the Company as result of Underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time any person or persons as a Director or Directors, Whole time or non-Whole time (which Director or Directors is/are herein after referred to as "Nominee Director/s") on the Board of the Company and to the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation, such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation, such Nominee Director/s shall not be liable to retirement by rotation. Subject as aforesaid the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligation as any other Director of the Company.*

The Nominee Director/s so appointed shall hold the said office only so long as moneys remained owing by the Company to the Corporation or so long as the Corporation or private place mentor so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or liability of the Company arising out of any guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owning by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any guarantee furnished by the Corporation.

The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meeting, Board meetings or the Committee of which the Nominee Director/s is/are member/s as also the minutes of such meetings. The Corporation also be entitled to receive all such notices and minutes.

The Company shall pay to the Nominee Director/s sitting fees and expenses which the other Directors of the Company are entitled but if any others fees, commission, moneys or remuneration in any other form is payable to the Directors of the Company. The fees, commission, moneys, remuneration in relation to such Nominee Director/s shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director/s.

Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees in relation to such Nominee Director/s shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

Provided further that if such Nominee Director/s is an officer of the Reserve Bank of India, the sitting fee in relation to such Nominee Director/s shall also accrue to IDBI and the same shall accordingly be paid by the Company directly to IDBI.

Provided also that in the event of the Nominee Director/s being appointed as whole-time Director/s such Nominee Director/s shall exercise such power and duties as may be approved by the Lenders and *have such rights as are usually exercised or available to a whole time Director. The management of the affairs of the Borrower such Nominee Director/s shall be entitled to receive any remuneration, fees, commission and moneys as may be approved by the Lenders.*

124 B. Notwithstanding anything to the contrary contained in these Articles, the Company shall appoint the person nominated by the debenture trustee in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (as amended or updated from time to time), as a director on its Board of Directors at the earliest and not later than 1 (one) month from the date of receipt of nomination from the debenture trustee as to the appointment of Nominee Director."

RESOLVED FURTHER THAT any of the Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things that may deem desirable and necessary for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the jurisdictional Registrar of Companies."

By order of the Board of Directors
For Niyogin Fintech Limited

Neha Daruka
Company Secretary
ACS 41425

Registered office
MIG 944, Ground Floor, TNHB Colony
1st Main Road, Velachery, Chennai
Tamil Nadu - 600042
CIN: L65910TN1988PLC131102
Website: www.niyogin.com
E-mail: investorrelations@niyogin.in

Place: Mumbai
Date: August 08, 2025

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing or Other Audio Visual Means", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company situated at MIG 944, Ground Floor, TNHB Colony, 1st Main Road, Velachery, Chennai, Tamil Nadu – 600042.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the businesses from Item No. 4 to 7 of the Notice, is annexed hereto. Further, the relevant details with respect to "Director seeking appointment and re-appointment at this AGM" are also provided as Annexure A. [Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India].

4. **Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.**

5. In accordance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories". Members may note that the AGM Notice will also be available on the Company's website www.niyogin.com, website of the stock exchange, that is, BSE Limited at www.bseindia.com and NSDL at https://www.evoting.nsdl.com

6. **Registrar and Transfer Agent ("RTA"):**

   The name of the RTA changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from December 31, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.

7. Members who have not registered their e-mail address with the Company or Depository Participant(s), may complete the e-mail registration process as detailed below. Members are also requested to intimate changes/updates, if any, pertaining to their name, postal address, email 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. in the manner as detailed below:

   i) **For shares held in electronic form:** to their Depository Participants ("DPs")

   ii) **For shares held in physical form:** To the Company/RTA in prescribed Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023].

   As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. 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. The said forms can be downloaded from the Company's website www.niyogin.com. Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

8. **Dematerialisation of shares:**

   SEBI has mandated the Listed Companies to process service requests# for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4. The Form is available on website of Company at www.niyogin.com and RTA at https://in.mpms.mufg.com/. [SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024].

Request for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

Transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA for assistance in this regard. [Regulation 40(1) of the SEBI Listing Regulations].

9. **The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their Depository Participant ("DP") with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.**

10. Members holding more than one physical folios in identical order of names are requested to submit Form ISR-4 along with requisite KYC documents and share certificates to the Company/RTA for consolidation of holdings in one folio. The consolidated share certificate will be issued in dematerialized form only.

11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.

12. **Dispute Resolution:**

    SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - https://smartodr.in/login") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal [SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023].

13. Members seeking any information with regard to the financial statements or any other matters to be placed at the AGM, are requested to write to the Company on investorrelations@niyogin.in latest by September 12, 2025 from their registered e-mail ID, mentioning their name, DP ID and Client ID/Folio No. The same will be replied by the Company suitably.

14. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.

15. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to investorrelations@niyogin.in.

16. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body's resolution/authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization is required to be sent to the Scrutinizer by email through its registered email address to sitansh.mha@gmail.com with a copy marked to investorrelations@niyogin.in and evoting@nsdl.com. 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. The Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

17. The Company has appointed Mr. Sitansh Magia (ACS 15169 & CP No: 18972) of M/s. Magia Halwai & Associates, Practicing Company Secretary as scrutinizer of the Company to scrutinize the voting process in a fair and transparent manner.

18. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.

19. The results declared along with the Scrutinizer's Report shall be placed at the Company's website www.niyogin.com and on the website of NSDL https://www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

20. **Instructions for e-voting and joining the AGM are as follows:**

    (A) VOTING THROUGH ELECTRONIC MEANS:

    i) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 in relation to "e-voting Facility Provided by Listed Entities", the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

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

iii) Notice is also given under Section 91 of the Act read with regulation 42 of the SEBI Listing Regulations that the Register of Members and the Share Transfer Book of the Company will remain closed from Thursday, September 11, 2025 to Wednesday, September 17, 2025 (both days inclusive).

iv) The remote e-voting period commences on Friday, September 12, 2025 at 09:00 A.M. IST and ends on Tuesday, September 16, 2025 at 05:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 10, 2025, may cast their vote electronically. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being September 10, 2025.

The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from Friday, September 12, 2025 to Tuesday, September 16, 2025 or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are eligible to vote on the remaining resolutions during the AGM.

v) The Members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

vi) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under **"Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode."**

vii) The details of the process and manner for remote e-voting are explained herein below:

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

Step 1: Login for NSDL e-voting system

Step 2: Casting of votes for resolutions electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

A) Login method for remote e-voting and joining the virtual meeting for individual shareholders holding securities in dematerialized mode.

In terms of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 on "e-voting facility provided by Listed Entities", Individual Shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories and Depository Participants (DPs). Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Shareholders are advised to update their mobile number and e-mail address with their DPs to access e-voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
	2. 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 or joining virtual meeting & voting during the meeting.
	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	4. 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 or joining virtual meeting & voting during the meeting.
	5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	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. 2. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) 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 or joining virtual meeting & voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-voting and joining virtual meeting 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 user 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.com 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.

Details on Step 2 are given below:

Step 2: Casting of votes for resolutions electronically on NSDL e-voting system and join General Meeting on NSDL e-voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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. 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.

2. 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 or send a request to Sagar S. Gudhate, Senior Manager at evoting@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:

1. 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 investorrelations@niyogin.in.

2. 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 investorrelations@niyogin.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. **Login method for remote e-voting and joining the virtual meeting for individual shareholders holding securities in dematerialized mode.**

3. 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.

4. In terms of SEBI circular dated July 11, 2023 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.

(B) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at https://www.evoting.nsdl.com following the steps mentioned above for login to NSDL e-voting system. After successful login, you can see VC/OAVM link placed under Join meeting menu against the Company name. You are requested to click on VC/OAVM link placed under "Join Meeting" menu.

   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 this Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM.

3. Members who need assistance before or during the meeting, can contact NSDL on evoting@nsdl.com or +91 22 48867000 or contact Amit Vishal, Deputy Vice President - NSDL at evoting@nsdl.com or Sagar Gudhate, Senior Manager - NSDL at Sagarg@nsdl.com

4. **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 address mentioning their name, DP ID and Client ID/ Folio number, PAN, mobile number at investorrelations@niyogin.in from Wednesday, September 10, 2025 (9:00 a.m. IST) to Friday, September 12, 2025 (5:00 p.m. IST). 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.

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

Item No. 4:

In accordance with the provisions of Sections 149 and 161 of the Act and the Articles of Association of the Company, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at their respective meetings held on August 08, 2025, had appointed Mr. Nitin Jaiswal (DIN: 11148525), as an Additional Non-Executive, Independent Director of the Company with effect from August 09, 2025 for a term upto 5 (five) consecutive years, not liable to retire by rotation, subject to the approval of the Members of the Company.

For the appointment of Mr. Nitin Jaiswal on the Board, the Nomination and Remuneration Committee considered his rich experience, skills, expertise and competencies possessed by him and noted that they were in alignment with the skills and expertise identified for the Directors, by the Nomination and Remuneration Committee and the Board and determined that the appointment of Mr. Nitin Jaiswal would be beneficial to the Company.

Mr. Nitin Jaiswal possesses the requisite skills sets and expertise viz. leadership expertise; financial expertise, people and talent development and crafting business strategies.

In the opinion of the Board, Mr. Nitin Jaiswal is a person of integrity, fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws/regulations for the time being in force, to the extent applicable to the Company and he is independent of the management of the Company.

The brief profile and other relevant details in respect of Mr. Nitin Jaiswal, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 are provided in the Annexure to this Notice.

The Company has received following documents from Mr. Nitin Jaiswal:

i. consent to act as a Director in Form DIR-2;

ii. confirmation that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act in Form DIR-8;

iii. declaration confirming that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;

iv. declaration that he has not been debarred from holding the office of Director by virtue of any order passed by the SEBI or any such authority; and

v. confirmation that he has registered himself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs.

Further, Mr. Nitin Jaiswal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel of the Company.

Mr. Nitin Jaiswal holds office upto the date of the next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. The Company has received a notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Mr. Nitin Jaiswal for the office of a Director of the Company.

In accordance with the provisions of Section 149 of the Act, Regulations 17(1C) and 25(2A) of the SEBI Listing Regulations, appointment of Mr. Nitin Jaiswal as an Independent Director requires approval of the Members by way of Special Resolution. Accordingly, the approval of the Members is being sought.

The Board commends the Special Resolution as set out in Item No. 4 of this Notice for the approval of the Members.

Mr. Nitin Jaiswal is interested in the Resolution as set out in this Notice. None of the other Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, directly or indirectly, financially or otherwise, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Item No.5:

Pursuant to Section 180(1)(a) of the Act, the Board of Directors of a Company shall exercise the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings with the consent of the members of the Company by a special resolution.

In order to secure the borrowings/financial assistance availed/ proposed to be availed of by the Company, the Company may be required to create security by way of mortgage/charge and/or hypothecation of its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over management or control of the whole or substantially the whole of the undertaking(s) of the Company or such other related conditions as the Board and the Lenders may approve mutually from time to time. Accordingly, the members had passed a special resolution on August 08, 2024.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives of onward lending and to enable optimal financing structure, the Board of Directors at its meetings held on May 15, 2025 and June 25, 2025 respectively, increased the borrowings limits to upto ₹ 300 crores, as per the provisions of Section 179(3)(d) of the Act.

Accordingly, it is now proposed to seek the approval of the shareholders for creation of security interests over the assets of the Company (or any part thereof) to secure the borrowings/financial assistance by the Company up to a limit of ₹ 300 crores (Rupees Three Hundred crores only).

Since creation of charge by way of mortgage/hypothecation/ floating charge on the movable and/or immovable properties and assets of the Company with the right of taking over management or control in certain events of default may be considered to be a sale/lease/disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Act, it is proposed to seek approval of the members of the Company by way of a Special Resolution under Section 180(1)(a) of the Act.

None of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, directly or indirectly, financially or otherwise, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

The Board recommends the Special Resolution at Item No. 5 of the accompanying Notice for approval of the Members of the Company.

Item No. 6:

The Board at its meeting held on August 08, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s Mitesh Shah & Co., Company Secretaries (Firm Registration Number P2025MH104700) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. M/s Mitesh Shah & Co., Company Secretaries is a trusted firm of Practising Company Secretaries committed to delivering strategic, research-driven, and customized corporate advisory solutions. They are specialized in Corporate Laws, Insolvency & Bankruptcy, Securities Laws, FEMA, Corporate Restructuring, Advisory, and Business Set-up Services - both Domestic and International.

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

The outgoing secretarial auditors are M/s Mitesh J Shah & Associates, a firm managed by the same partner. Considering the regulatory landscape coupled with size and operations of the Company, there is no material change in the fees proposed for M/s. Mitesh Shah & Co. from that paid to the outgoing secretarial auditors. The outgoing Secretarial Auditors were paid INR 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses as remuneration for FY 2024-25. The proposed fees in connection with the secretarial audit shall be INR 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s Mitesh Shah & Co. In addition to the secretarial audit, M/s Mitesh Shah & Co. shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors, in consultation with the Audit Committee. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board recommends the Ordinary Resolution as set out in Item No. 6 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 6 of this Notice.

Item No. 7:

On February 02, 2023, the Securities and Exchange Board of India (**"SEBI"**) had notified Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 and pursuant to the said amendment regulations, the Company shall ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors. In order to comply with the aforesaid regulatory requirement, it is hereby proposed to alter the existing Articles of Association by deleting clause (124) of the Articles of Association of the Company in its entirety and replace it with the following clause:

"124 Nominee Director

124 A. *Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owning by the Company to the Industrial Credit and Investment Corporation of India Limited (ICICI) or to any other Finance Corporation or Credit Corporation or to any other Financing Company or body out of any loans granted by them to the Company or so long as ICICI or any other Financing Corporation or Credit Corporation or any other Financing Company or Body (each of which ICICI or any other Finance Corporation or Credit Corporation or any other Financing Company or Body is herein after in this Article referred to as "the Corporation") continued to hold debentures in the Company as a result of underwriting or by direct subscription or private placement or so long as the Corporation holds shares in the Company as result of Underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time any person or persons as a Director or Directors, Whole time or non-Whole time (which Director or Directors is/are herein after referred to as "Nominee Director/s") on the Board of the Company and to the Company and to remove from such office any person or persons so appointed and to appoint any*

person or persons in his or their place/s. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation, such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation, such Nominee Director/s shall not be liable to retirement by rotation. Subject as aforesaid the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligation as any other Director of the Company.

The Nominee Director/s so appointed shall hold the said office only so long as moneys remained owing by the Company to the Corporation or so long as the Corporation or private place mentor so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or liability of the Company arising out of any guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owning by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any guarantee furnished by the Corporation.

The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meeting, Board meetings or the Committee of which the Nominee Director/s is/are member/s as also the minutes of such meetings. The Corporation also be entitled to receive all such notices and minutes.

The Company shall pay to the Nominee Director/s sitting fees and expenses which the other Directors of the Company are entitled but if any others fees, commission, moneys or remuneration in any other form is payable to the Directors of the Company. The fees, commission, moneys, remuneration in relation to such Nominee Director/s shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director/s.

Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees in relation to such Nominee Director/s shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

Provided further that if such Nominee Director/s is an officer of the Reserve Bank of India, the sitting fee in relation to such Nominee Director/s shall also accrue to IDBI and the same shall accordingly be paid by the Company directly to IDBI.

Provided also that in the event of the Nominee Director/s being appointed as whole-time Director/s such Nominee Director/s shall exercise such power and duties as may be approved by the Lenders and have such rights as are usually exercised or available to a whole time Director. The management of the affairs of the Borrower such Nominee Director/s shall be entitled to receive any remuneration, fees, commission and moneys as may be approved by the Lenders.

124 B. *Notwithstanding anything to the contrary contained in these Articles, the Company shall appoint the person nominated by the debenture trustee in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (as amended or updated from time to time), as a director on its Board of Directors at the earliest and not later than 1 (one) month from the date of receipt of nomination from the debenture trustee as to the appointment of Nominee Director."*

In this regard and pursuant to the provisions of Section 14 of the Companies Act, 2013, read with rules made thereunder, approval of shareholders is required for the purpose of alteration of Articles of Association of the Company.

None of the Directors or Key Managerial Personnel or their relative(s) is/are in any way concerned or interested, directly or indirectly, financially or otherwise, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

The Board recommends the Special Resolution at Item No. 7 of the accompanying Notice for approval of the Members of the Company.

Annexure to Notice

Details of director proposed to be appointed pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings are as under:

Name of Director	Mr. Amit Rajpal	Mr. Nitin Jaiswal
Director Identification Number (DIN)	07557866	11148525
Date of Birth and age	04 March 1973 (52 years)	12 January 1972 (53 years)
Date of first appointment on the Board	December 05, 2016	August 09, 2025
Qualification	• Masters in Business Administration from IIM- Calcutta • Costs and Works Accountancy (ICWA) • Bachelor of Commerce	• B.Com Hons (Osmania University) • Harvard Kennedy School (Public Policy and Leadership)
Brief resume including experience and expertise in specific functional areas	Mr. Amit Rajpal is the Co-Founder and Non-Executive Chairman of NFL. Mr. Amit Rajpal is currently the Managing Partner of Marshall Wace, based in London, responsible for Firmwide Asian strategy. He manages the Global Financial Services Investing for the firm, both in the context of public marketing investing and also a late stage private investing focused on new age financial infrastructure with a particular emphasis on blockchain technology. Prior to this, he was the Head of Asia Proprietary Trading and Global Financials Portfolio Manager at Morgan Stanley, having formerly been Head of Global FIG Research at the firm.	Mr. Nitin Jaiswal spent 27 years at Bloomberg, where he played a pivotal role in building its institutional and commercial presence across Asia-Pacific as part of the senior leadership team. He formed **AgeTech Leadership Labs (ALL)** — a Think–Act–Lead Lab focused on building the Longevity Economy framework for the 8th Continent, the emerging home of Gen E. At its core is the AgeTech P2P Framework (Paradox to Perfection), designed to align policy, capital, innovation, institutions, and society — and to transform the current thinking around aging from a liability to be managed into an asset to be capitalized on. Alongside his advisory roles, independent directorships, and his position on the advisory board of WAIPA, he continues to work on initiatives that connect Asian capital with regional opportunities.
Skills and capabilities required for the role and the manner in which the Director meet the requirements	Mr. Amit Rajpal possesses the following skills and capabilities required for the role as identified by the Board: • Leadership Expertise • Financial Expertise and • Risk Management • Crafting Business Strategies Corporate Governance and Legal framework • People & Talent Development Information Technology • & cyber security	Refer the Explanatory Statement annexed to this Notice.
Terms and Conditions of Re-appointment	Re-appointed as Non-Executive, Non-Independent Director, liable to retire by rotation.	Appointed as an Independent Director for a term upto 5 (five) consecutive years i.e. from August 09, 2025 upto August 08, 2030, not liable to retire by rotation.

Details of Remuneration sought to be paid	Nil	Remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and Committees meetings. Commission approved by the Board from time to time in accordance with the Act and the SEBI Listing Regulations. Other information is available in the Nomination and Remuneration Policy of the Company.
Details of remuneration last drawn	Nil	Nil
Shareholding in the Company as on 31 March 2025	3,01,88,344	Nil
Inter-se relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None
Number of meetings of the Board attended during the financial year	5/8	Nil
Listed companies (other than Niyogin) in which the Director holds directorship and committee membership	Nil	Nil
Listed Entities from which he has resigned as Director in past 3 years	Nil	Nil

Notes:

1. The Director being re-appointed above is not disqualified from being re-appointed as such.

2. For other details of the above Director, please refer to the Corporate Governance Report, which forms part of the Annual Report.

By order of the Board of Directors
For Niyogin Fintech Limited

Neha Daruka
Company Secretary
ACS 41425

Registered office
MIG 944, Ground Floor, TNHB Colony
1st Main Road, Velachery, Chennai
Tamil Nadu - 600042
CIN: L65910TN1988PLC131102
Website: www.niyogin.com
E-mail: investorrelations@niyogin.in

Place: Mumbai
Date: August 08, 2025

niyogin

CORPORATE OFFICE ADDRESS

Niyogin Fintech Limited,
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Kirol Road, Vidyavihar (W),
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