

SOM DATT FINANCE CORPORATION LTD.

CIN: L65921TS1993PLC188494

September 12, 2025

To

BSE Ltd
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Scrip Code-511571

Dear Sir/Madam,

Sub: - Corrigendum to the 32nd Annual Report of Som Datt Finance Corporation Ltd ("The Company") for the Financial Year 2024-2025.

The Corrigendum is being issued with reference to our letter dated August 29, 2025, regarding submission of the Annual Report for the Financial Year 2024-25.

Upon review, we have identified certain typographical errors in the 32nd Annual Report of the Company, which are as follows:

1. The **Explanatory Statement** relating to the table of Related Party Transactions provided in the Notice of the 32nd Annual General Meeting (pages 14 & 15).

It may be noted that the errors are not material but typographical errors only. As soon as the typographical errors were noticed, necessary rectifications have been promptly executed. The list of such corrections is attached as **Annexure – I**.

The Annual Report after executing the necessary corrigendum is attached as **Annexure – II** to this letter.

The updated Annual Report shall also be available on the website of the Company at <https://somedattfin.com/>.

This is for your information and records.

Thanking You

For **Som Datt Finance Corporation Limited**

Krishna Chaitanya
Company Secretary & Compliance Officer

SOM DATT FINANCE CORPORATION LTD.

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Annexure – I

The 32nd Annual Report shall be read with the following amendments:

1. Details of Proposed Related Party Transactions

The table provided in the Explanatory Statement with respect to Related Party Transactions has been updated. A Comparison table depicting the previous text along with the current change is as follows:

S. No	Page No	Heading	Existing Information	Change Incorporated
1	14	A(2). Relationship and Ownership: Shareholding/Contribution of the Company in the Related Party	VQ Healthcare Pvt Ltd "Not Applicable"	VQ Healthcare Pvt Ltd → "As per the ongoing discussions and proposed terms of the O&M Agreement, KIMS Ltd may be entitled to receive a share of the revenue."
2	14	A(3). Financial Performance (₹ in Lakhs): Total Amount of Past Transactions with the Company (Last 3 FYs)	Prakara Learning Private Limited: "Up to INR 2 Crs for loan under Subvention model for its students."	Prakara Learning Private Limited: "Nil"
			Doc Tutorials Edutech Private Limited: "Up to INR 5 Crs for loan under Subvention model for its students."	Doc Tutorials Edutech Private Limited: "Nil"
3	14	A(3). Financial Performance (₹ in Lakhs): Total Amount of Transactions in FY 2025-26 (Till Audit Committee Approval)	Prakara Learning Private Limited: Upto INR 2 Crs for loan under Subvention model for its students.	Prakara Learning Private Limited: Nil.
			Doc Tutorials Edutech Private Limited: Upto INR 5 Crs for loan under Subvention model for its students.	Doc Tutorials Edutech Private Limited: Nil.

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4	15	B(1). Basic Details: Interested Promoter/Director/KMP	Insignia Healthcare Pvt Ltd: <i>"None (via O&M agreement with KIMS Hospitals Ltd)"</i>	Insignia Healthcare Pvt Ltd : <i>None of the Directors / KMPs have any direct or indirect shareholding with the said party. However, KIMS, (which has a common Director / Promoter with SDFCL) has entered into an O&M Agreement with the said party.</i>
			VQ Healthcare Pvt Ltd -> <i>"None (via O&M agreement with KIMS Hospitals Ltd)"</i>	VQ Healthcare Pvt Ltd -> <i>None of the Directors / KMPs have any direct or indirect shareholding with the said party. However, KIMS, (which has a common Director / Promoter with SDFCL) has entered into an O&M Agreement with the said party</i>

32nd ANNUAL REPORT

FY 2024 - 25

Som Datt Finance Corporation Limited

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Dr. Bhaskara Rao Bollineni, Non-Executive Director & Chairman
Mr. Subba Rao Veeravenkata Meka (a.k.a. Venkat Subbarao), Managing Director
Mr. Bhavanam Ruthvik Reddy, Whole Time Director & Chief Executive Officer
Mr. Rajvir Singh Chhillar, Independent Director
Ms. Jayanthi Talluri, Independent Director
Mr. Venkataramana Dhulipala, Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Shashank Shankpal, Chief Financial Officer
Ms. Neha Agarwal, Company Secretary & Compliance Officer
(Resigned w.e.f. closing of business hours August 14, 2025)
Mr. V.V. Krishna Chaitanya, Company Secretary & Compliance Officer
(Appointed w.e.f. August 15, 2025)

Audit Committee

Mr. Rajvir Singh Chhillar (Independent Director) – Chairman
Mr. Subba Rao Veeravenkata Meka (Non-Independent Director) – Member
Ms. Jayanthi Talluri – Independent Director
Mr. Venkata Ramana Dhulipala – Non Executive- Independent Director

Nomination and Remuneration Committee

Mr. Rajvir Singh Chhillar (Independent Director) – Chairman
Dr. Bhaskara Rao Bollineni (Non-Independent Director) – Member
Ms. Jayanthi Talluri – Independent Director

Stakeholder Relationship Committee

Mr. Rajvir Singh Chhillar (Independent Director) – Chairman
Mr. Bhavanam Ruthvik Reddy – (Non- Independent Director)
Mr. Subba Rao Veeravenkata Meka – (Non- Independent Director)

STATUTORY AUDITORS

D.S. Talwar & Co.,
Chartered Accountants
S-58, Greater Kailash-II,
New Delhi-110048

SECRETARIAL AUDITORS

M/s. Naveen Narang & Associates
Company Secretaries
H-3/63, 1st Floor, Vikaspuri,
New Delhi - 110018

INTERNAL AUDITORS

Gali and Associates
Suite 202, Subishi Plaza,
Kondapur, Hanuman Nagar,
Hyderabad, Telangana 500084

REGISTRAR AND SHARE TRANSFER AGENT

M/s. RCMC Share Registry Pvt. Ltd.
B-25/1, Okhla Industrial Area, Phase -2,
New Delhi – 110020

REGISTERED OFFICE

8-2-502/1/A, Ground Floor, JIVI Towers,
Road No. 7, Banjara Hills, Hyderabad,
Telangana – 500034

NOTICE

Notice is hereby given that the 32nd (Thirty second) Annual General Meeting (AGM) of the Members of Som Datt Finance Corporation Ltd. will be held on Thursday, September 25, 2025 at 12.00 Noon through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2025, and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Subba Rao Veeravenkata Meka (DIN: 07173955) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To approve the appointment of the Secretarial Auditor of the Company.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded for appointment of M/s. Naveen Narang & Associates, Company Secretaries (Firm Registration No: P2005DE050800) as the Secretarial Auditor of the Company for five (5) years, commencing on April 01, 2025, until March 31, 2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said 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.

4. **Approval for increase in the Authorised Share Capital of the Company and alteration of Memorandum of Association of the Company.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Sections 13, 61(1)(a), and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the Reserve Bank of India (RBI) regulations, and subject to such approvals as may be necessary from the concerned regulatory authorities including but not limited to SEBI and RBI, the consent of the Members of the Company be and is hereby accorded to increase the authorised share capital of the Company from Rs. 25,00,00,000 (Rupees Twenty-Five Crores Only) divided into [existing share structure] to Rs. 50,00,00,000 (Rupees Fifty Crores Only), divided into 4,50,00,000 (Four Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 50,00,000 (Fifty Lakh) Preference Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V:

"The Authorised Share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores only), divided into 4,50,00,000 (Four Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each, and 50,00,000 (Fifty Lakh) Preference Shares of Rs. 10/- (Rupees Ten only) each, with powers to increase or reduce the capital of the Company for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company, and to vary, modify, amalgamate, or abrogate any such rights, privileges, or conditions in such manner as may for the time being be provided by the Articles of Association of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) and/or Key Managerial Personnel of the Company be and are hereby severally authorised to take all such steps and do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution, including but not limited to filing of requisite forms and returns with the Registrar of Companies, SEBI, RBI and other regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard without requiring any further consent or approval of the Members of the Company.

5 Approval of material Related Party Transactions with M/s Aditya Education Society .

To consider, and if thought fit, to pass with or without modifications the following resolution as a ordinary Resolution:

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4), and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act"), read with the rules made thereunder, as amended from time to time, and in accordance with the Policy on Related Party Transactions of Som Datt Finance Corporation Limited ("Company"), and based on the prior approval of the Audit Committee, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to grant Term loans, working capital loans, Equipment Finance, receivable finance, non-convertible debentures, inter-corporate deposits, commercial papers in one or more tranches, with , a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and M/s Aditya Educational Society, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis, subject to compliance with applicable laws, regulations, and the Company's Policy on Related Party Transactions.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and approve the terms and conditions of such Term loans, working capital loans, Equipment Finance, receivable finance, non-convertible debentures, inter-corporate deposits, commercial papers, execute all necessary agreements, documents, undertakings and deeds in this regard, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Key Managerial Personnel(s), or any other officer(s) or authorised representative(s) of the Company, to do all such acts and take all such steps as may be necessary or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person authorised by the Board in connection with the aforesaid matter be and are hereby approved, ratified and confirmed in all respects."

6. Approval of material Related Party Transactions with M/s Prakara Learning Private Limited.

To consider, and if thought fit, to pass with or without modifications the following resolution as a ordinary Resolution:

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4), and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act"), read with the rules made thereunder, as amended from time to time, and in accordance with the Policy on Related Party Transactions of Som Datt Finance Corporation Limited ("Company"), and based on the prior approval of the Audit Committee, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to grant Term loans, working capital loans, receivable finance, non-convertible debentures, inter-corporate deposits, commercial papers in one or more tranches, with , a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and M/s Prakara Learning Private Limited, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis, subject to compliance with applicable laws, regulations, and the Company's Policy on Related Party Transactions."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and approve the terms and conditions of such Term loans, working capital loans, receivable finance, non-convertible debentures, inter-corporate deposits, commercial papers, execute all necessary agreements, documents, undertakings and deeds in this regard, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Key Managerial Personnel(s), or any other officer(s) or authorised representative(s) of the Company, to do all such acts and take all such steps as may be necessary or expedient to give effect to this resolution."

"RESOLVED FURTHER THAT all actions taken by the Board or any person authorised by the Board in connection with the aforesaid matter be and are hereby approved, ratified and confirmed in all respects."

7. Approval of material Related Party Transactions with M/s DOC Tutorials Edutech Private Limited.

To consider, and if thought fit, to pass with or without modifications the following resolution as a ordinary Resolution:

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4), and other applicable provisions of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act"), read with the rules made thereunder, as amended from time to time, and in accordance with the Policy on Related Party Transactions of Som Datt Finance Corporation Limited ("Company"), and based on the prior approval of the Audit Committee, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to grant Term loans, working capital loans, receivable finance, non-convertible debentures, inter-corporate deposits, commercial papers in one or more tranches, with , a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and M/s DOC Tutorials Edutech Private Limited, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis, subject to compliance with applicable laws, regulations, and the Company's Policy on Related Party Transactions."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and approve the terms and conditions of such Term loans, working capital loans, receivable finance, non-convertible debentures, inter-corporate deposits, commercial papers, execute all necessary agreements, documents, undertakings and deeds in this regard, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Key Managerial Personnel(s), or any other officer(s) or authorised representative(s) of the Company, to do all such acts and take all such steps as may be necessary or expedient to give effect to this resolution."

"RESOLVED FURTHER THAT all actions taken by the Board or any person authorised by the Board in connection with the aforesaid matter be and are hereby approved, ratified and confirmed in all respects."

8. Approval of material Related Party Transactions with M/s Insignia Healthcare Pvt Ltd.

To consider, and if thought fit, to pass with or without modifications the following resolution as a ordinary Resolution:

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4), and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act"), read with the rules made thereunder, as amended from time to time, and in accordance with the Policy on Related Party Transactions of Som Datt Finance Corporation Limited ("Company"), and based on the prior approval of the Audit Committee, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to grant Term loans, working capital loans, Equipment Finance, receivable finance, non-convertible debentures, inter-corporate deposits, commercial papers in one or more tranches, with , a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and M/s Insignia Healthcare Private Limited, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis, subject to compliance with applicable laws, regulations, and the Company's Policy on Related Party Transactions."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and approve the terms and conditions of such Term loans, working capital loans, Equipment Finance, receivable finance, non-convertible debentures, inter-corporate deposits, commercial papers, execute all necessary agreements, documents, undertakings and deeds in this regard, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Key Managerial Personnel(s), or any other officer(s) or authorised representative(s) of the Company, to do all such acts and take all such steps as may be necessary or expedient to give effect to this resolution."

"RESOLVED FURTHER THAT all actions taken by the Board or any person authorised by the Board in connection with the aforesaid matter be and are hereby approved, ratified and confirmed in all respects."

9. Approval of material Related Party Transactions with M/s VQ Healthcare Pvt Ltd.

To consider, and if thought fit, to pass with or without modifications the following resolution as a ordinary Resolution:

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4), and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act"), read with the rules made thereunder, as amended from time to time, and in accordance with the Policy on Related Party Transactions of Som Datt Finance Corporation Limited ("Company"), and based on the prior approval of the Audit Committee, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to

as the “Board”, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to grant Term loans, working capital loans, Equipment Finance, receivable finance, non-convertible debentures, inter-corporate deposits, commercial papers in one or more tranches, with , a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and M/s VQ Healthcare Private Limited, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis, subject to compliance with applicable laws, regulations, and the Company’s Policy on Related Party Transactions.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and approve the terms and conditions of such Term loans, working capital loans, Equipment Finance, receivable finance, non-convertible debentures, inter-corporate deposits, commercial papers, execute all necessary agreements, documents, undertakings and deeds in this regard, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Key Managerial Personnel(s), or any other officer(s) or authorised representative(s) of the Company, to do all such acts and take all such steps as may be necessary or expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board or any person authorised by the Board in connection with the aforesaid matter be and are hereby approved, ratified and confirmed in all respects.”

10. To approve increase in Managerial Remuneration of Mr. Bhavanam Ruthvik Reddy (DIN: 08372627), Whole Time Director and Chief Executive officer of the Company.

To consider, and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

“RESOLVED THAT in partial modification of the Resolution No. 2 passed by the Members through Postal Ballot on September 12, 2023, and pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), including Regulation 23 thereof, and any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company, and upon recommendation of the Nomination and Remuneration Committee, prior approval of the Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for revision of the managerial remuneration of Mr. Bhavanam Ruthvik Reddy (DIN: 08372627), Whole-time Director and Chief Executive Officer of the Company, being a promoter of the Company and a related party as per the LODR Regulations, the particulars of which are set out below and which is in excess of the threshold limits prescribed under Schedule V to the Act:

- ❖ Salary: ₹ 2,20,000/- (Rupees Two Lakhs and Twenty Thousand only) per month.
- ❖ Perquisites: Including medical reimbursement, leave travel allowance, expenditure on gas, electricity and water, house maintenance, etc., subject to statutory ceilings and valued as per the Income-tax Rules.
- ❖ Retirement Benefits: Contribution to provident fund and payment of gratuity as per the rules of the Company.
- ❖ Annual Performance Incentive: Subject to ceilings under the Companies Act, 2013 (if any) and such limits as may be fixed by the Board of Directors from time to time, payable after approval of the annual accounts by the Board of Directors and adoption by the shareholders.

RESOLVED FURTHER THAT the arrears of remuneration for the period from April 01, 2025, till the date of passing of this resolution be paid to Mr. Bhavanam Ruthvik Reddy forthwith.

RESOLVED FURTHER THAT except for the aforesaid revision, all other terms and conditions of remuneration of Mr. Bhavanam Ruthvik Reddy, Whole-time Director and Chief Executive Officer, as approved earlier by the members, and which are not dealt with in this resolution, shall remain unchanged and continue to be in force.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable, or expedient to give effect to this resolution, including making necessary disclosures/filings to the stock exchange(s) in terms of Regulation 23 of the LODR Regulations and the Companies Act, 2013.”

By Order of the Board of Directors
Som Datt Finance Corporation Ltd.

Subba Rao Veeravenkata Meka
Managing Director
DIN: 07173955

Place: Hyderabad
Date: August 13, 2025

SOM DATT FINANCE CORPORATION LTD

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, General Circular No. 10/ 2022 dated December 28, 2022, and subsequent circulars issued in this regard, , the latest being General Circular No. 09/2024 dated September 19, 2024 and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars") and in relation to "Clarification on holding of annual general meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("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 registered office of the Company shall be deemed to be the venue for the AGM.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses specified above is annexed hereto. Further, additional information as required under SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and Circulars issued thereunder are also annexed.

Pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf.
4. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with RCMC Share Registry Pvt. Ltd. at B-25/1, Okhla Industrial Area, Phase -2, Near Rana Motors, New Delhi – 110020 in case the shares are held by them in physical form.
5. Members are requested to intimate changes, 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., to their DPs in case the shares are held in electronic form and to RCMC Share Registry Pvt. Ltd. at B-25/1, Okhla Industrial Area, Phase -2, Near Rana Motors, New Delhi – 110020 in case the shares are held in physical form.
6. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.somdattfin.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>
7. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. In case a holder of physical securities fails to furnish PAN and KYC details before October 1, 2023 or link their PAN with Aadhar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios.
8. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.
9. Members are requested to:
 - a. provide their e-mail addresses for sending the notice/documents etc. to them through email and also requested to register their email IDs and changes therein for future communication.
 - b. Send their queries, if any, at least 7 days in advance of the meeting through email-compliancesdfl@gmail.com to the Company, so that the information can be made available at the Meeting.
10. Relevant Documents referred to in the accompanying Notice, Registers and all other statutory documents will be made

available for inspection in the electronic mode. Members can inspect the same by sending an email to the Company at compliancesdfl@gmail.com.

11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the venue of the AGM. The route map for the venue of the AGM is therefore not attached.

Voting through electronic means:

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, December 28, 2022, September 25, 2023 and September 19, 2024 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. The instructions for e-voting are given herein below:
- II. The remote e-voting period commences on Monday, September 22, 2025 at 9:00 A.M. (IST) and ends on Wednesday, September 24, 2025 at 5:00 P.M. (IST). During this period, Members holding shares either in physical form or in dematerialized form, as of Thursday, September 18, 2025 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through the VC/OAVM facility and 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.
- III. The Board of Directors has appointed Mr. Arun Kumar Gupta (Membership No. FCS 5551, CP No. 5086), Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- IV. The Members who have cast their vote by remote e-voting before the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- V. 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.
- VI. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. 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.

Details of process and manner of E-voting

The remote e-voting period begins on Monday, September 22, 2025 at 9:00 A.M. (IST) and ends on Wednesday, September 24, 2025 at 5:00 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. Thursday September 18, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 18, 2025.

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





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

Step 1: Access to NSDL e-Voting system

- A. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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?

- 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, 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.

- 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***

- Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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)
 - b. option available on www.evoting.nsdl.com.
Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csarunguta@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre and Mr. Amit Vishal at evoting@nsdl.co.in

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 compliancesdfl@gmail.com.
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 compliancesdfl@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

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3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

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

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at compliancesdfl@gmail.com. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at krishna@somdattfin.com. between September 21, 2025 (9.00 a.m. IST) and September 23, 2025 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will 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

By Order of the Board of Directors
Som Datt Finance Corporation Ltd.

Subba Rao Veeravenkata Meka
Managing Director
DIN: 07173955

Place: Hyderabad
Date: August 13, 2025

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**Item No. 3**

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex a Secretarial Audit Report to its Board's Report. Further, as per Regulation 24A of the SEBI Listing Regulations, listed entities must conduct Secretarial Audit, with appointment of the Secretarial Auditors approved by shareholders for a maximum of two terms of five consecutive years.

Based on the Audit Committee's recommendation, the Board has approved the appointment of M/s. Naveen Narang & Associates (NNA), Company Secretaries, as Secretarial Auditors for five years from April 1, 2025, to March 31, 2030, subject to shareholder approval.

NNA is a peer-reviewed firm registered with ICSI, experienced in corporate governance, compliance audit, advisory, and legal services. Their appointment is proposed at a fixed remuneration of ₹2,10,000/- plus taxes and out-of-pocket expenses for FY 2025. Remuneration for subsequent years and additional professional services will be decided by the Board and/or Audit Committee.

NNA has consented to act as Secretarial Auditors and confirmed compliance with applicable laws. The Board recommends the resolution under Item No. 3 for shareholders' approval.

None of the Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

Item No. 4

Som Datt Finance Corporation Ltd, a Non-Banking Financial Company (NBFC) engaged in granting secured loans primarily to MSMEs, is presently in its growth phase and requires regular infusion of funds to support its expanding operations. These funds are raised through various instruments, including the issuance of Equity Shares, Debentures, and borrowings.

In view of the increasing capital requirements, the Board of Directors, at their meeting held on May 28, 2025, approved the proposal to increase the Authorised Share Capital of the Company from the existing ₹25,00,00,000 (Rupees Twenty-Five Crores Only), divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of ₹10/- (Rupees Ten Only) each, to ₹50,00,00,000 (Rupees Fifty Crores Only), divided into 5,00,00,000 (Five Crores) Equity Shares of ₹10/- (Rupees Ten Only) each.

Pursuant to the provisions of Sections 13, 61, and 64 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and for making the consequential alterations in the Memorandum of Association.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the Members for increasing the Authorised Share Capital of the Company and effecting the consequential amendment to the Memorandum of Association.

None of the Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

Item No: 5,6,7,8

In accordance with Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the management of Som Datt Finance Corporation Limited ("the Company") proposes to enter into related party transactions (RPTs) with the following entities: Aditya Educational Society, Prakara Learning Private Limited, Doc Tutorials Edutech Private Limited, Insignia Healthcare Pvt Ltd, and VQ Healthcare Pvt Ltd. These transactions, involving the provision of loans, are in the ordinary course of the Company's business as a Non-Banking Financial Company (NBFC) and are conducted on an arm's length basis.

As per Regulation 23(4) of SEBI LODR, all material RPTs and subsequent material modifications, as defined by the Audit Committee, require prior shareholder approval through an ordinary resolution, with no related party permitted to vote on such resolutions. A transaction is deemed material if its value, individually or aggregated with other transactions with the same related party in a financial year, exceeds ₹1,000 crore or 10% of the Company's annual consolidated turnover as per the last audited financial statements, whichever is lower. Based on the Company's FY 2024-25 estimated turnover of ₹ -4 Cr (negative due to losses), the threshold for materiality is ₹ -0.4 Cr, rendering the proposed transactions material as each is up to ₹ 5 Cr.

The proposed transactions have been reviewed and approved by the Audit Committee on August 13, 2025, in compliance with Regulation 23(2) of SEBI LODR, ensuring they are in the ordinary course of business, on an arm's length basis, and not prejudicial to public shareholders. Shareholder approval is sought via ordinary resolution for these transactions, as detailed below, in accordance with statutory requirements and industry standards (ASSOCHAM guidelines).

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Details of Proposed Related Party Transactions:

S. No	Particulars	Aditya Educational Society	Prakara Learning Private Limited	Doc Tutorials Edutech Private Limited	Insignia Healthcare Pvt Ltd	VQ Healthcare Pvt Ltd
A. Details of the Related Party and Transactions						
A(1). Basic Details of the Related Party						
1	Name of the Related Party	Aditya Educational Society	Prakara Learning Private Limited	Doc Tutorials Edutech Private Limited	Insignia Healthcare Pvt Ltd	VQ Healthcare Pvt Ltd
2	Country of Incorporation	India	India	India	India	India
3	Nature of Business	Educational Institution & Hospital	Specialized Education Services for Para-Medical Students	Specialized Education Services for Medical Students	Healthcare (Hospital)	Healthcare (Hospital)
A(2). Relationship and Ownership						
4	Relationship with the Listed Entity	Dr. Bhaskara Rao, Director and Promoter of the Company is relative of the Governing Body members	Common Promoter and Director (Dr. Bhaskara Rao Bollineni)	Common Promoter and Director (Dr. Bhaskara Rao Bollineni)	Operational & Management Agreement with KIMS Hospitals Ltd (Common Promoter and Director)	Operational & Management Agreement with KIMS Hospitals Ltd (Common Promoter and Director)**
5	Shareholding/Contribution of the Company in the Related Party	Not applicable	Dr. Bhaskara Rao Bollineni: 78.57%	Dr. Bhaskara Rao Bollineni: 20.30% (including family: 35.26%)	As per O&M agreement, KIMS Ltd receives 9% of revenue	As per the ongoing discussions and proposed terms of the O&M Agreement, KIMS may be entitled to receive a share of revenue
6	Shareholding of the Related Party in the Company	Not applicable	Dr. Bhaskara Rao Bollineni: 68.80%	Dr. Bhaskara Rao Bollineni: 68.80%	Not applicable	Not applicable
A(3). Financial Performance (₹ in Lakhs)						
7	Standalone Turnover					
	FY 2022-2023	19,339		1,699		
	FY 2023-2024	21,169	21	2,822	1	
	FY 2024-2025 (Provisional)	20,879	226	3,848	944	103
8	Standalone Net Worth					
	FY 2022-2023	(13,344)	898	1,105	(4)	-
	FY 2023-2024	(13,265)	197	66	819	918
	FY 2024-2025 (Provisional)	(12,015)	175	(2,462)	2,183	1,244
9	Standalone Net Profits					
	FY 2022-2023	52	(2)	(1,744)	(3)	(1)
	FY 2023-2024	79	(701)	(2,039)	(50)	(70)
	FY 2024-2025 (Provisional)	1,250	(522)	(3,160)	(1,576)	(847)
10	Total Amount of Past Transactions with the Company (Last 3 FYs)	Nil	Nil	Nil	Nil	Nil
11	Total Amount of Transactions in FY 2025-26 (Till Audit Committee Approval)	Nil	Nil	Nil	Nil	Nil
12	Prior Audit Committee Approval for Past Transactions	Not applicable	Yes	Yes	Not applicable	Not applicable
13	Defaults by Related Party in Past Transactions	None				
A(5). Amount of Proposed Transactions						
14	Total Amount of Proposed Transactions	Up to ₹ 5 Cr	Up to ₹ 5 Cr	Up to ₹ 5 Cr	Up to ₹ 5 Cr	Up to ₹ 5 Cr
15	Materiality of Proposed Transactions	Material (exceeds 10% of FY 2024-25 turnover)				
16	Value as % of Company's FY 2024-25 Turnover	Not determinable (negative turnover)				
17	Value as % of Subsidiary's Turnover	Not applicable				
18	Value as % of Related Party's FY 2024-25 Turnover	2.39%	220.78%	12.99%	52.97%	484.24%
B. Details of Specific Transactions						
B(1). Basic Details						
1	Type of Proposed Transaction	Providing loans				

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2	Particulars and Material Terms	Term loans, working capital loans, Equipment Finance, receivable finance, non-convertible debentures, inter-corporate deposits, commercial papers	Term loans, working capital loans, receivable finance, non-convertible debentures, inter-corporate deposits, commercial papers	Term loans, working capital loans, receivable finance, non-convertible debentures, inter-corporate deposits, commercial papers	Term loans, working capital loans, Equipment Finance, receivable finance, non-convertible debentures, inter-corporate deposits, commercial papers	Term loans, working capital loans, Equipment Finance, receivable finance, non-convertible debentures, inter-corporate deposits, commercial papers
3	Tenure	1 to 60 months				
4	Timeline	Within 12 months				
5	Omnibus Approval Sought	Yes				
6	Value per Financial Year	Up to ₹ 5 Cr	Up to ₹ 7 Cr	Up to ₹ 10 Cr	Up to ₹ 5 Cr	Up to ₹ 5 Cr
7	Not Prejudicial to Public Shareholders	Certified by CEO and promoter directors (as per Para 3(2) (b) of ASSOCHAM Standards)	Certified by CEO and promoter directors	Certified by CEO and promoter directors	Certified by CEO and promoter directors	Certified by CEO and promoter directors
8	Justification for RPT	The proposed Related Party transactions are in the ordinary course of our NBFC business and are priced at risk-adjusted market yields in the range of 13%–28%. The pricing framework considers prevailing industry standards and is determined by factors such as credit rating, tenor, collateral and covenants, ensuring that the terms are comparable to those offered to third-party borrowers. Accordingly, the transactions are on an arm’s-length basis, enhance the Company’s margins, and do not confer any undue benefit to related parties.				
9	Interested Promoter/Director/KMP	Dr. Bhaskara Rao Bollineni (Promoter, relative of Governing Body members)	Dr. Bhaskara Rao Bollineni (Promoter, 78.57% shareholding)	Dr. Bhaskara Rao Bollineni (Promoter, 20.30% shareholding, 35.26% with family)	None of the Directors / KMPs have any direct or indirect shareholding with the said party. However, KIMS, (which has a common Director / Promoter with SDFCL) has entered into an O&M Agreement with the said party.	None of the Directors / KMPs have any direct or indirect shareholding with the said party. However, KIMS, (which has a common Director / Promoter with SDFCL) has entered into an O&M Agreement with the said party.
10	Shareholding of Related Party’s Director/KMP in the Company	Dr. Bhaskara Rao Bollineni: 68.80%	Dr. Bhaskara Rao Bollineni: 68.80%	Dr. Bhaskara Rao Bollineni: 68.80%	Not applicable	Not applicable
11	Valuation/External Report	Not applicable				
12	Other Information	None				
B(3). Additional Details for Loans						
20	Material Covenants	Secured or unsecured; no foreclosure or prepayment charges				
21	Interest Rates Charged by Company (Last 3 FYs)	To others: 13%–28% To related parties: 13%–28%				
22	Related Party’s Borrowing Rate	8%–10.5%	12%	9.25%–12%	7.85-8.50%	~8.75%
23	Company’s Borrowing Rate	Current: 9.75%; Future: 13.00%				
24	Proposed Interest Rate **	13%–28%	13%–28%	13%–28%	13%–28%	13%–28%
25	Maturity/Due Date	1 to 60 months	1 to 60 months	1 to 60 months	1 to 60 months	1 to 60 months
26	Repayment Schedule & Terms	Bullet/periodical repayment as mutually agreed				
27	Secured/Unsecured	Secured or unsecured				
28	Nature of Security & Coverage Ratio	As mutually agreed.				
29	Purpose of Funds	Business operations				
30	Credit Rating of Related Party	CARE BBB-; Stable	Unrated	Unrated	Unrated	Unrated
31	Total Borrowings of Related Party (₹ in Lakhs)					
	FY 2022-2023	30,181	-	464	105	-
	FY 2023-2024	27,340	150	2,802	1,559	410
	FY 2024-2025	29,011	168	5,931	3,073	2,199
32	Interest Rate Paid by Related Party	8%–10.5%	12%	9.25%–12%	7.85%-8.50%	~8.75%
33	Defaults in Borrowings (Last 3 FYs)	None	None	None	None	None

**Since there is a likelihood of entering into an Operational and Management Agreement by and between KIMS and VQ Healthcare Private Limited in the near future, the Company is seeking prior approval of the shareholders in this regard.

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Additional Disclosures

- ❖ Justification for RPTs: The proposed transactions are in the ordinary course of the Company's NBFC business, conducted on an arm's length basis, and enable optimal capital deployment to reliable affiliates. The loans support the business operations of the related parties, aligning with the Company's objective of generating stable returns while maintaining risk mitigation through agreed terms. The interest rates proposed for related parties reflect not only the cost of capital but also the value-added advantages provided by the Company, including quick disbursal, simplified documentation, flexible repayment structures, long-term capital support, and tailored credit solutions. These service benefits, which surpass industry norms, justify the pricing and ensure that transactions are commercially sound, beneficial to the Company, and compliant with applicable regulatory requirements.
- ❖ Audit Committee Assessment: The Audit Committee, at its meeting on August 13, 2025, reviewed all relevant disclosures and determined that the transactions are not prejudicial to public shareholders. Certificates from the Whole-Time Director & CEO and promoter directors (as per Para 3(2)(b) of ASSOCHAM Standards) confirm that the terms are equivalent to those offered to unrelated parties.
- ❖ Sources of Funds: The loans will be funded through internal accruals, borrowings, and equity capital. Future financial indebtedness may be incurred, with terms to be mutually agreed.
- ❖ Valuation/External Reports: No valuation or external reports were required, as the transactions are priced at market terms (interest rates of 13%–28%, comparable to rates charged to unrelated parties).
- ❖ Non-Applicability of Bids: As the transactions involve loan provisions, no bids from unrelated parties were invited, as this is not applicable to financial transactions of this nature. The interest rates are benchmarked against market standards for NBFCs.

The Board recommends that shareholders approve the proposed RPTs with Aditya Educational Society, Prakara Learning Private Limited, Doc Tutorials Edutech Private Limited, Insignia Healthcare Pvt Ltd, and VQ Healthcare Pvt Ltd through an ordinary resolution, as required under Regulation 23(4) of SEBI LODR and Section 188 of the Companies Act, 2013. The transactions, up to ₹ 5 Cr each, are in the ordinary course of business, at arm's length, and in the best interests of the Company and its shareholders.

Except for Dr. Bhaskara Rao Bollineni (Promoter and Director, with shareholding/interest in Aditya Educational Society, Prakara Learning Private Limited, and Doc Tutorials Edutech Private Limited), no other Directors or Key Managerial Personnel, or their relatives, are concerned or interested, financially or otherwise, in these resolutions. Dr. Bhaskara Rao Bollineni and related entities will abstain from voting on these resolutions as per Regulation 23(4) of SEBI LODR.

All relevant documents, including Audit Committee resolutions dated August 13, 2025, and certificates from the CEO and promoter directors, are available for inspection at the Registered Office of the Company during business hours (10:00 AM to 5:00 PM IST) on any working day until the date of the shareholder meeting.

Item No: 9

The members of the Company, via a Postal Ballot Notice dated September 12, 2023, approved the appointment of Mr. Bhavanam Ruthvik Reddy (DIN: 08372627) as Whole-Time Director and Chief Executive Officer for a three-year term from September 12, 2023, to September 11, 2026. In recognition of his exemplary performance, alignment with market benchmarks, internal remuneration parity, and the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at its meeting on August 13, 2025, proposed a revision in his remuneration effective from April 1, 2025, subject to shareholder approval.

As the Company recorded losses or inadequate profits in FY 2024-25, the proposed remuneration exceeds the limits prescribed under Section II, Part II of Schedule V of the Companies Act, 2013, necessitating shareholder approval through a Special Resolution under Section 197 read with Schedule V. Furthermore, as Mr. Bhavanam Ruthvik Reddy, a promoter, is related to Dr. Bhaskara Rao Bollineni, a promoter, the remuneration revision constitutes a Related Party Transaction (RPT) under Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requiring compliance with RPT provisions and comprehensive disclosures as per industry best practices.

Disclosures Pursuant to Sections 196, 197, and 203 read with Schedule V of the Companies Act, 2013, Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 (SS-2) on General Meetings

Details of Mr. Bhavanam Ruthvik Reddy:

Particulars	Details
DIN	08372627
Age	30 years
Qualifications	Bachelor of Technology in Civil Engineering, SRM Institute of Science and Technology, Chennai (2016)
Appointment Details	Appointed via Postal Ballot dated September 12, 2023, for a term from September 12, 2023, to September 11, 2026

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Date of First Appointment on the Board	July 21, 2023
Terms and Conditions of Appointment	Appointed as Whole-Time Director and CEO for a 3-year term, subject to the Companies Act, 2013, and Company policy. The proposed remuneration revision is effective from April 1, 2025, with no other changes to terms.
Past Remuneration	<ul style="list-style-type: none"> a. Salary of Rs. 2 Lakhs per month (Rupees Two Lakhs only). b. Perquisites including medical reimbursement, leave travel allowance, expenditure on gas, electricity and water, house maintenance, etc., are subject to statutory ceiling/s and shall be valued as per the Income Tax Rules. c. Provident fund and gratuity as per rules of the Company. d. Annual performance incentive is subject to such ceilings as may be set out in the Companies Act, if any, and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of performance incentive shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.
Proposed Remuneration (Effective April 1, 2025)	<ul style="list-style-type: none"> a. Salary of Rs. 2.20 Lakhs per month (Rupees Two Lakhs Twenty Thousand Only). b. Perquisites including medical reimbursement, leave travel allowance, expenditure on gas, electricity and water, house maintenance, etc., are subject to statutory ceiling/s and shall be valued as per the Income Tax Rules. c. Provident fund and gratuity as per rules of the Company. d. Annual performance incentive is subject to such ceilings as may be set out in the Companies Act, if any, and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of performance incentive shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.
Remuneration Last Drawn	<ul style="list-style-type: none"> a. Salary of Rs. 2 Lakhs per month (Rupees Two Lakhs only). b. Perquisites including medical reimbursement, leave travel allowance, expenditure on gas, electricity and water, house maintenance, etc., are subject to statutory ceiling/s and shall be valued as per the Income Tax Rules. c. Provident fund and gratuity as per rules of the Company. d. Annual performance incentive is subject to such ceilings as may be set out in the Companies Act, if any, and subject to such ceiling as may be fixed by the Board of Directors from time to time. The amount of performance incentive shall be payable after the annual
Background and Experience	Over 5 years of experience in financial services and business management, specializing in strategic planning and operational leadership. Associated with the Company since September 12, 2023.
Recognition/Awards	None
Job Profile and Suitability	Responsible for driving strategic initiatives, enhancing operational efficiency, and fostering business growth. His expertise in financial services and proven leadership align with the Company's objectives in the competitive NBFC sector.
Justification for Remuneration Revision	The revision is warranted due to his outstanding performance in improving operational efficiency and advancing strategic initiatives, alignment with market benchmarks for CEOs in mid-sized NBFCs, and the Nomination and Remuneration Committee's recommendations to ensure retention and motivation in a challenging economic environment.
Comparative Remuneration Profile	Aligned with industry standards for Whole-Time Directors and CEOs in NBFCs of similar scale (annual turnover ₹ 15 Cr in FY 2022-23) and complexity, benchmarked against peers (e.g., CEOs in mid-sized NBFCs with salaries ranging from ₹ 2-3 Lakhs per month).
Shareholding in the Company (as of March 31, 2025)	5,00,311 Equity shares
Relationship with Other Directors/KMP	Promoter, related to Dr. Bhaskara Rao Bollineni (Chairman and Promoter). No relationship with other Directors or Key Managerial Personnel.
Board Meetings Attended (FY 2024-25)	6 out of 6
Other Directorships	None
Membership/Chairmanship of Committees of Other Boards	Member of Stake holders and Relationship Committee of the Company.
Pecuniary Relationship	<p>Apart from salary no material pecuniary relationship with the Company beyond remuneration and shareholding, if any.</p> <p>As a promoter, related to Dr. Bhaskara Rao Bollineni, making the remuneration revision an RPT under Regulation 23 of SEBI LODR.</p>

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General Information

Particulars	Details
Nature of Industry	Non-Banking Financial Company (NBFC), classified as a Non-Systemically Important Non-Deposit Taking Investment and Credit Company (ICC), registered with the Reserve Bank of India under Section 45-IA of the RBI Act, 1934.
Date of Commencement of Commercial Operations	November 3, 1993, following incorporation on October 19, 1993.
Financial Performance	Estimated loss of ₹ 4 Cr in FY 2024-25 due to economic slowdown, market volatility, reduced lending demand, and increased provisioning requirements.
Foreign Investments or Collaborations	None as of the date of this statement.

Other Information:

Particulars	Details
Reasons for Loss or Inadequate Profits	Losses in FY 2024-25 attributed to economic slowdown, heightened market volatility, reduced lending demand, and increased provisioning requirements in the NBFC sector.
Steps Taken or Proposed for Improvement	Implementation of cost-optimization strategies (e.g., 10% reduction in operational overheads) and expansion of business by starting loan segment apart from Investment.
Expected Increase in Productivity and Profits	Projected revenue growth by FY 2026-27 and profitability within two years, driven by favorable market conditions, regulatory stabilization, and strategic initiatives.

Related Party Transaction (RPT) Disclosures:

The proposed revision in remuneration for Mr. Bhavanam Ruthvik Reddy constitutes a Related Party Transaction under Regulation 23 of SEBI LODR due to his relationship with Dr. Bhaskara Rao Bollineni, a promoter. The following disclosures comply with Regulation 23 and industry best practices:

Particulars	Details
Name of the Related Party	Mr. Bhavanam Ruthvik Reddy (Whole-Time Director, CEO, and Promoter)
Name of the Director/Promoter Related	Dr. Bhaskara Rao Bollineni (Promoter)
Nature of Relationship	Mr. Bhavanam Ruthvik Reddy, a promoter, is a relative of Dr. Bhaskara Rao Bollineni, a promoter, as defined under Section 2(77) of the Companies Act, 2013.
Nature, Duration, and Particulars of the Contract	Revision of remuneration effective from April 1, 2025, for the remaining term of appointment (until September 11, 2026). Includes salary of ₹ 2.20 Lakhs per month, perquisites, provident fund, gratuity, and performance incentives as per Company rules and statutory ceilings.
Value of Transaction	Increase of ₹ 20,000 per month (from ₹ 2.00 Lakhs to ₹ 2.20 Lakhs), totaling ₹ 2.40 Lakhs annually (excluding perquisites, provident fund, gratuity, and performance incentives, which remain unchanged in structure). Total estimated remuneration for FY 2025-26: ₹ 26.40 Lakhs (excluding variable incentives).
Material Terms	Remuneration aligned with industry standards, approved by the Nomination and Remuneration Committee, and subject to statutory ceilings under the Companies Act, 2013, and Income Tax Rules, 1961. Payable monthly with performance incentives disbursed annually post-shareholder approval of accounts.
Materiality	Not material under Regulation 23(1) of SEBI LODR, as the transaction value does not exceed ₹ 1,000 Cr or 10% of the Company's annual consolidated turnover (FY 2022-23 turnover: ₹ 15 Cr). However, Special Resolution is required under Regulation 17(6)(ca) due to promoter relationship and Schedule V requirements.
Arm's Length Basis	Determined based on market benchmarks (e.g., CEO salaries in mid-sized NBFCs ranging from ₹ 2-3 Lakhs per month), internal parity with other KMPs, and Nomination and Remuneration Committee recommendations, ensuring fairness and alignment with industry standards.
Rationale for Transaction	To reward performance, ensure retention, and align remuneration with market standards, supporting the Company's strategic objectives in a competitive NBFC sector.
Any Advance Paid	No advance paid or proposed.

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Manner of Determining Pricing	Based on industry benchmarking studies, internal parity with the Managing Director's remuneration, and evaluation of Mr. Reddy's contributions to digital transformation and operational efficiency.
Audit Committee Approval	Approved by the Audit Committee on August 13, 2025, in compliance with Regulation 23(2) of SEBI LODR, ensuring no conflict of interest and adherence to arm's length principles.
Prior Approval	Requires prior shareholder approval by Special Resolution under Regulation 17(6) (ca) and Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.
Other Disclosures	No financial indebtedness between the Company and Mr. Reddy exists. No other transactions with Dr. Bhaskara Rao Bollineni or related entities influence this RPT. The transaction does not involve loans, guarantees, or securities provided by/to Mr. Reddy. Disclosure of this RPT will be included in the Company's annual report as per Regulation 23(9) of SEBI LODR.

The Board recommends that members approve the Special Resolution for the revision of remuneration for Mr. Bhavanam Ruthvik Reddy, effective from April 1, 2025, including payment of arrears for the period from April 1, 2025, to the date of shareholder approval.

No Directors, Key Managerial Personnel, or their relatives, except Mr. Bhavanam Ruthvik Reddy (to the extent of his remuneration and shareholding, if any) and Dr. Bhaskara Rao Bollineni (as a promoter and relative), are concerned or interested, financially or otherwise, in the resolution for the remuneration revision. Dr. Bhaskara Rao Bollineni has no direct pecuniary interest beyond his promoter status and relationship.

All relevant documents, including resolutions of the Nomination and Remuneration Committee, Board resolutions dated August 13, 2025, and terms of appointment for Mr. Reddy, are available for inspection at the Registered Office of the Company during business hours (10:00 AM to 5:00 PM IST).

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DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

Name of the Director	Mr. Subba Rao Veeravenkata Meka
DIN	07173955
Date of Birth	19/06/1960
Date of Appointment	July 21, 2023
Qualification	Masters of Business Administration with specialization in Marketing from Andhra University, Waltair (1982) Bachelor of Commerce from Osmania University, Hyderabad (1980)
Terms and conditions of appointment/re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013. Upon re-appointment, his tenure shall continue to serve as Managing Director and Executive Director on the same terms and conditions as previously approved by the shareholders.
Disclosure of Relationships between Directors inter-se	Nil
Directorship held in other Public Companies	Nil
Chairman/ Membership of Committees in other Public Limited Companies C= Chairman M= Member	Nil
No. of Shares held on 31.03.2025	80
Brief Resume and Experience / Expertise	<p>Mr. Subba Rao Veeravenkata Meka (Mr. Venkat Subbarao) is an experienced professional with over three decades in the banking and financial services sector. He holds an MBA in Marketing from Andhra University, Waltair (1982), and a B.Com from Osmania University, Hyderabad (1980).</p> <p>Mr. Venkat Subba Rao's career includes leadership roles at RBS (NatWest) Group, where he served as Senior Vice President and Head of Corporate & Retail Operations, India. He was part of global leadership teams for both Retail and Corporate businesses. Notably, he led the Strategic Payments Platform Project in Amsterdam, designing a Standard Operating Model for Global Payments.</p> <p>He managed the transition of ABN AMRO entities to RBS and played a key role in establishing an insurance vertical and overseeing banking operations. Between 2002 and 2006, Mr. Venkat Subba Rao led the offshore migration of Payment Operations from European countries. In his early career, he shaped the Operational Risk Assessment Policy for ABN AMRO and led the reverse integration of Bank of America's Consumer Banking Franchise in India in 1999. Starting in 1983 at Syndicate Bank as a PO, he progressed through various roles, demonstrating leadership abilities and contributing to operational goals. His strategic acumen and leadership are set to drive growth and success in his role as Managing Director of the Company.</p>

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DIRECTORS' REPORT

Dear Members,

Your directors have the pleasure of presenting their report on the business and operation of your Company together with the Audited Financial Statements for the year ended March 31, 2025.

FINANCIAL HIGHLIGHTS

The Company's financial performance for the year ended March 31, 2025, along with the previous year's figures are given hereunder:

FINANCIAL RESULTS (₹ in lakhs)	Year ended March 31, 2025	Year ended March 31, 2024
Gross Total Income	(302.21)	1,502.95
Profit/(Loss) before Depreciation & Taxation	(580.89)	1,360.02
Less: Depreciation	1.00	1.07
Profit/(Loss) Before Tax	(581.89)	1,358.95
Less: Provision for Income Tax	-	-
Less: Adjustment of tax relating to earlier periods	(0.14)	0.01
Less: Provision for Deferred Tax	(39.51)	149.21
Net Profit/(Loss) after Tax	(542.24)	1,209.73
Add: Other Comprehensive Income/(Loss) for the Year, net of tax	(0.48)	(0.18)
Total Comprehensive Income/(Loss) for the Year	(542.72)	1,209.56
Retained Earnings as at the beginning of the Year	1,923.33	955.72
Profit/(Loss) After Tax	(542.24)	1,209.73
Other Comprehensive Income/(Loss)	(0.48)	(0.18)
Retained Earnings before appropriation	1,355.54	2,165.28
Less: Statutory Reserve (as per RBI Guidelines)	-	241.95
Retained Earnings as of the end of the Year	1,355.54	1,923.33

OPERATIONS REVIEW

During the year under review, your Company's total income declined and turned negative at ₹302.21 lakhs, compared to ₹1,502.95 lakhs in the previous financial year. Consequently, the Company reported a net loss after tax of ₹542.24 lakhs for the financial year ended March 2025, as against a profit after tax of ₹1,209.56 lakhs for the year ended March 2024. The net loss of ₹542.24 lakhs for the year includes unrealised loss of ₹491.88 lakhs, recognised due to adverse movements in the market prices of equity investments. The unrealised loss is notional in nature, arising from fair valuation of financial instruments as required under Ind AS 109 at the reporting date.

ACCOUNTING METHODOLOGY

The standalone audited financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

STATE OF COMPANY'S AFFAIRS

Discussion on state of the Company's affairs has been covered as part of the Management Discussion and Analysis. Management Discussion and Analysis for the year under review, as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis, as required under Regulation 34(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 read with Schedule V of said Regulations, forms part of this Directors' Report.

CHANGE IN NATURE OF BUSINESS

There was no change in the nature of the business of the company.

DIVIDEND AND RESERVES

During the year under review, your directors do not recommend any dividend and have not transferred any amount to reserves. In accordance with Section 45-IC(1) of the Reserve Bank of India Act, 1934, a reserve fund is required to be created as a statutory reserve. However, since the Company has incurred a loss, no such transfer has been made for the year ended March 31, 2025.

FIXED DEPOSITS

The Company has not accepted any deposits from the public and as such, no amount on account of principal or interest on deposits from the public was outstanding as of the date of the balance sheet.

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SHARE CAPITAL

During the year under review, the Board of Directors at its meeting held on November 05, 2024, approved the raising of funds through the issuance of equity shares via a Rights Issue. The company has submitted the Draft Letter of Offer to the Bombay Stock Exchange (BSE) for obtaining in-principle approval for the proposed issue on March 27, 2025, and BSE vide its letter dated May 20, 2025, bearing reference no. LOO/RIGHT/HC/FIP/217/2025-26, subject to the Company fulfilling post-issue requirements and complying with the necessary statutory, legal, and listing formalities.

Other than above, the Company has neither issued shares with differential voting rights as to dividends, voting, or otherwise, nor issued (including sweat equity shares) to the employees or Directors of the Company under any scheme.

LISTING OF SHARES OF THE COMPANY

The shares of the Company are listed on BSE Limited, Mumbai. Your Company has paid the Annual Listing Fee up to date and there are no arrears. The BSE has nationwide trading terminals and therefore provides full liquidity to the investors.

DEMATERIALISATION OF SHARES

Your Company has connectivity with both NSDL & CDSL for the dematerialization of its equity shares and the Company ISIN - INE754C01010. Therefore, the member and/or investors may keep their shareholding in the electronic mode with their Depository Participants.

SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

The Company in terms of the provisions of the Act, has no Subsidiary, Associate, and/or Joint Venture Companies during the year ended March 31, 2025.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The provisions of Section 186 of the Companies Act, 2013 pertaining to loans, guarantees and investment activities are not applicable to the Company since the Company is a Non-Banking Financial Company ("NBFC") and its principal business is acquisition of securities. There are no loans, guarantees issued, or securities provided by your Company during the financial year 2024-25.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract/arrangement/ transaction with related parties that could be considered material in accordance with the policy of the Company on the materiality of related party transactions. The disclosure pursuant to Clause (h) of Sub Section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014) as required is enclosed as "Annexure-1".

The Policy on Related Party Transactions may be accessed at the Company's website at www.somdattfin.com. Disclosure related to transactions of the listed entity with a person or entity belonging to the promoter/promoter group which holds 10% or more shareholding in the Company has been disclosed in the accompanying Financial Statement of the Company. Please refer to Note No. 29 of the Financial Statement of the Company.

CODE OF CONDUCT

The Code of Conduct ("Code") laid down by the Board is in operation in the Company. All Board members and senior management personnel have affirmed their compliance with the Code. The declaration to this effect is enclosed as "Annexure-2".

DECLARATION FROM INDEPENDENT DIRECTORS

The Company has received the necessary declaration from the Independent Directors of the Company under Section 149(7) of the Act that the Independent Directors of the Company meet the criteria of their Independence laid down in Section 149(6) of the Act.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Independent Directors (IDs) on the Board of the Company are well-versed in the Company's business model and the nature of the industries in which it is operating.

The Directors are also kept updated with information about the Company, the industry, and developments in different segments in which the Company operates at the Board meetings while reviewing the operations, quarterly/annual financial results, and considering the budgets.

A familiarization program for IDs laid down by the Board is available on the Company's website at www.somdattfin.com.

BOARD EVALUATION

The evaluation of the Board, Committee(s), and individual Directors was carried out based on a structured questionnaire encompassing parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders, etc.

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MEETINGS OF THE BOARD

During the year under review, 6 (Six) Board Meetings were held on April 05, 2024, May 29, 2024, August 13, 2024, November 05, 2024, February 14, 2025, and March 27, 2025. For details of meetings of the Board, please refer to the Corporate Governance Report, which is a part of this report.

AUDIT COMMITTEE

The details of the composition of the Audit Committee are included in the Corporate Governance Report, which is a part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) of the Act, to the best of your knowledge and belief and according to the information and explanations obtained, your Directors make the following statements:

1. In the preparation of the annual accounts for the year ended March 31, 2025, the applicable Accounting Standards had been followed along with proper explanation relating to material departures, if any;
2. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
3. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. the Directors had prepared the annual accounts on a going concern basis;
5. the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
6. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DETAILS OF MATERIAL CHANGES AND COMMITMENTS

- a. Shifting of Registered office:-
 - ❖ Pursuant to the shareholders' approved the shifting of the registered office via postal ballot on March 15, 2024 and The Regional Director (Northern Region), Ministry of Corporate Affairs (MCA), issued Order No. AA7280752/13(4)/RD(NR)/2024/3298 on June 24, 2024, authorizing the company to shift its registered office.
 - ❖ The registered office was officially shifted from the National Capital Territory (NCT) of Delhi to Flat No. 210, Ravi Satvika Residency, Journalist Colony, Nizampet, Hyderabad, Telangana – 500090 and new Corporate Identification Number (CIN) was allotted L65921TS1993PLC188494
 - ❖ On September 01, 2024 the company's registered office and place of keeping books of accounts were relocated to 8-2-502/1/A, Ground Floor, JIVI Towers, Road No. 7, Banjara Hills, Hyderabad, Telangana – 500034.
- b. Subsequently, the regional office of the Reserve Bank of India has been updated from the Northern Region to the Southern Region. The Reserve Bank of India, Bengaluru, issued a new Certificate of Registration (No. N-09.00492) on February 27, 2025.
- c. The Company filed the draft letter of offer for the proposed rights issue with the stock exchange on March 27, 2025, for obtaining in-principle approval and BSE vide its letter dated May 20, 2025, bearing reference no. LOO/RIGHT/HC/FIP/217/2025-26, subject to the Company fulfilling post-issue requirements and complying with the necessary statutory, legal, and listing formalities.
- d. No other significant or material orders impacting the Company's going concern status or future operations were passed during the year.

DIRECTORS, KEY MANAGERIAL PERSONNEL, AND COMMITTEES AND THEIR CHANGES: -

As of March 31, 2025, the Board of Directors comprises six members with an optimum combination of Executive and Non-Executive Directors, including one Woman Director. The Board includes four Non-Executive Directors, of whom three are Independent Directors, including one Independent Woman Director.

Changes During the Year:

- ❖ Mr. Shashank Shankpal was appointed as Chief Financial Officer (CFO) of the Company, effective April 5, 2024.
- ❖ Mr. Hardeep Kumar Mahotra, Independent Director, resigned from the Board on April 30, 2024.
- ❖ Mr. Venkataramana Dhulipala (DIN: 10669584) was appointed as a Non-Executive Independent Director at the 31st Annual General Meeting for a term of three years i.e. from July 29, 2024 to July 28, 2027 with shareholders' approval.

SOM DATT FINANCE CORPORATION LTD

- ❖ Mr. Rajvir Singh Chhillar (DIN: 08651668) was re-appointed as a Non-Executive Independent Director for a second term from December 27, 2024, to December 26, 2027, through a postal ballot approved by shareholders.

In accordance with the provisions of the Companies Act, 2013, Mr. Subba Rao Veeravenkata Meka (DIN: 07173955), Director, is liable to retire by rotation at the forthcoming 32nd Annual General Meeting and has offered himself for reappointment. Upon re-appointment, his tenure shall continue to serve as Managing Director and Executive Director on the same terms and conditions as previously approved by the shareholders.

Additionally, the reappointment of Ms. Jayanthi Talluri as an Independent Director for a further term of two years, effective from September 12, 2025, is proposed for shareholders' approval.

Details of these appointments and reappointments are included in the Notice of the AGM, and the Board recommends the respective resolutions for approval.

The Company has various Committees and the details along with its meetings have been included in the Corporate Governance Report.

SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

The shareholders approved an amendment to Clause II (Registered Office) of the Memorandum of Association through a special resolution passed by postal ballot, declared on March 15, 2024, authorizing the relocation of the registered office from Delhi to Telangana. The Regional Director (Northern Region), Ministry of Corporate Affairs, granted formal approval for the change vide Order No. AA7280752/13(4)/RD(NR)/2024/3298, dated June 24, 2024.

Subsequently, the company notified the Reserve Bank of India, Delhi, and a revised Certificate of Incorporation reflecting the new registered office in Telangana was issued by the Reserve Bank of India, Bengaluru, on February 27, 2025.

RISK MANAGEMENT

The details of risks and other concerns are included in the Management Discussion and Analysis which is part of this Directors' Report.

CORPORATE SOCIAL RESPONSIBILITY ("CSR")

Your Company does not cover under the applicability criteria specified under Section 135(1) of the Companies Act, 2013, for the preceding financial year 2023-24. Therefore, the provisions of CSR are not applicable for the financial year 2024-25.

VIGIL MECHANISM (WHISTLEBLOWER POLICY)

The Company has a Whistleblower Policy and has established the necessary vigil mechanism for directors and employees in confirmation with Section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations, to report concerns about unethical behavior and made provisions for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The details of the Vigil Mechanism (Whistleblower Policy) are available on the Company's website at www.somdattfin.com.

NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Policy as approved by the Board is available on the Company's website at www.somdattfin.com.

SEXUAL HARASSMENT POLICY IN THE WORKPLACE

The Company is not required to constitute an Internal Complaints Committee as the number of employees in the Company is below the threshold limit as prescribed under the Sexual Harassment of Women (Prevention, Prohibition and Redressal) Act, 2013.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as of March 31, 2024, is available on the Company's website at www.somdattfin.com.

SECRETARIAL STANDARDS

The Company has in place proper systems to ensure compliance with the provisions of the applicable secretarial standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has an internal financial controls system, commensurate with the size, scale, and complexity of its operation. The details have been included in the Management Discussion and Analysis which is part of this Directors' Report.

MAINTENANCE OF COST RECORDS

The Company is not required to maintain Cost records under Section 148(1) of the Act.

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CEO/CFO CERTIFICATION

As required by Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the CEO and CFO certificate for the financial year 2024-25 has been submitted to the Board.

STATUTORY AUDITORS

M/s. D.S. Talwar & Co. (Firm Registration No.000993N) was appointed as the statutory auditors of the Company for five consecutive years from the conclusion of the 29th AGM till the conclusion of the 34th AGM. The requirement to place the matter relating to the appointment of auditors for ratification by Members at every AGM is no longer required by the Companies (Amendment) Act, 2017 with effect from May 7, 2018.

During the year, the Statutory Auditors have confirmed that they satisfy the independence criteria required under the Companies Act, 2013 and the Code of Ethics issued by the Institute of Chartered Accountants of India.

AUDITOR'S REPORT

The Auditor's Report pertaining to the Audited Financial Statement of the Company for the year ended March 31, 2025, does not contain any qualification or adverse remarks.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the Audit Committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees. The details of which forms part of this Annual Report. The Company has not taken any services from credit agencies during the year under review.

NON-BANKING FINANCIAL COMPANIES AUDITORS REPORT (RBI) DIRECTIONS, 2016

Pursuant to the Non-Banking Financial Companies' Auditor's Report (Reserve Bank) directions, 2016, a report from the Statutory Auditors to the board of directors has been received by your company. This report has certified that the company has complied with all the directions and prudential norms as prescribed under the RBI Act, 1934.

SECRETARIAL AUDITOR

Pursuant to Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its Annual Report.

Based on the Audit Committee's recommendation, the Board of Directors has appointed Ms. Jyoti Narang, Partner of M/s. Naveen Narang & Associates (Membership No: FCS 5698, C.P No.: 5199), as Secretarial Auditor for the financial year ending March 31, 2025. The Secretarial Audit Report for the said year does not contain any qualifications or adverse remarks and is annexed as "Annexure-3" to this report.

In line with the recent amendment to Regulation 24A of the SEBI Listing Regulations, which mandates the appointment of a Secretarial Audit firm for a maximum of two consecutive terms of five years, the Board, based on the Audit Committee's recommendation, at its meeting held on May 28, 2025 has approved the appointment of M/s. Naveen Narang & Associates, Practising Company Secretaries, a peer-reviewed firm (Firm Registration No. P2005DE050800) as Secretarial Auditors of the Company for a term of five (5) consecutive years, effective commencing from April 1, 2025, for FY 2025-26 till FY 2029-30. A resolution seeking shareholder approval for this appointment is included in the AGM Notice. The Directors recommend the resolution for approval.

INTERNAL AUDIT & AUDITORS

During the year under review, the Board of Directors, on the recommendations of the Audit Committee, has appointed M/s. Gali & Associates, Chartered Accountants, as Internal Auditors of the Company for the financial year 2024-25.

The Internal Auditor conducted the internal audit of the company for all four quarters during the financial year 2024-25 and reported the same. There were no adverse findings or remarks made by the internal auditors that had any impact on the operations of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS, AND OUTGO

Being an investment company and not involved in any industrial or manufacturing activities, the Company's activities involve very low energy conservation and have no particulars to report regarding conservation of energy and technology absorption.

During the year, the Company's expenditure in foreign exchange was Nil, and the Company did not have any foreign exchange earnings during the year under review.

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REMUNERATION AND PARTICULARS OF EMPLOYEE

The information required pursuant to Section 197 read with Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014, is annexed as “**Annexure - 4**” to this Report. During the year under review, the Company had no employees on the Company’s role in receipt of remuneration attracting the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CORPORATE GOVERNANCE

Your Company follows the requirements and disclosures with respect to the Corporate Governance Report as required under Regulation 34 read with Schedule V of SEBI (LODR) Regulations, as a listed company, necessary measures are taken to comply with the requirements of Regulations of SEBI (LODR) Regulations, 2015. A report on Corporate Governance as stated above, along with a certificate of compliance from M/s Naveen Narang & Associates, Company Secretaries, is annexed as “**Annexure-5**” to this Report.

ACKNOWLEDGEMENT

The Directors wish to convey their deep appreciation for the cooperation and assistance received from its stakeholders, valued customers, suppliers, banks, financial institutions, government authorities and stock exchanges. The Directors also wish to place on record their sincere appreciation of the devoted and dedicated services rendered by all employees of the Company.

For Som Datt Finance Corporation Ltd.

Place : Hyderabad
Date : May 28, 2025

Subba Rao Veeravenkata Meka
Managing Director
DIN: 07173955

Bhavanam Ruthvik Reddy
Whole Time Director & CEO
DIN: 08372627

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FORM NO. AOC - 2

Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014- Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sl.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of material contracts or arrangements or transactions at Arm's length basis.

Sl.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

Note: The above disclosures on material transactions are based on the threshold of 10% of total turnover/income.

A related party transaction entered during the year was conducted on an arm's length basis and in the ordinary course of business, serving mutual needs and interests. There were no materially significant related party transactions with Promoters, Directors, Key Managerial Personnel, or other designated persons that could potentially conflict with the Company's interests. Details of related party transactions, as required under Ind AS 24, are provided in Note 29.2 & 29.3 of the financial statements included in this Report.

For Som Datt Finance Corporation Ltd.

Place : Hyderabad
Date : May 28, 2025

Subba Rao Veeravenkata Meka
Managing Director
DIN: 07173955

Bhavanam Ruthvik Reddy
Whole Time Director & CEO
DIN: 08372627

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Declaration under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding adherence to the Code of Conduct

We, the undersigned, hereby declare that the Board of Directors has established a Code of Conduct for its Board Members and Senior Management Personnel. We confirm that all such individuals have adhered to this Code of Conduct for the financial year 2024-25.

For Som Datt Finance Corporation Ltd.

Place : Hyderabad
Date : May 28, 2025

Subba Rao Veeravenkata Meka
Managing Director
DIN: 07173955

Bhavanam Ruthvik Reddy
Whole Time Director & CEO
DIN: 08372627

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SECRETARIAL AUDIT REPORT**For the financial year ended 31st March, 2025**

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

To,
The Members,
SOM DATT FINANCE CORPORATION LTD
8-2-502/1/A, Ground Floor, JIVI Towers, Road No. 7,
Banjara Hills, Hyderabad – 500034, Telangana.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SOM DATT FINANCE CORPORATION LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my 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, agents 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 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 there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable to the Company as the Company does not has any ESOP during the period under review.
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable to the Company as the Company has not issued or listed any non-convertible security during the period under review.
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not Applicable to the Company as the Company has not delisted its securities during the period under review.
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable to the Company as there was no reportable event during the period under review.
- (vi) Other laws specifically applicable to the Company:
 - a. Income Tax Act, 1961
 - b. Goods and Service Tax Act, 2016
 - c. The RBI Act, 1934 read with applicable Rules and Regulations relating to the:
 - i. Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016;

- ii. Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023- Base Layer;
- iii. Master Direction –Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016;
- iv. Master Direction- Reserve Bank of India (Filing of Supervisory Returns) Direction – 2024.
- d. Shops and Commercial Establishments Act
- e. The Sexual harassment of women at workplace (prevention, prohibition and redressal) Act 2013

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreement entered into by the Company with BSE Limited.

During the period under review 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, 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 is given to all directors to schedule the Board Meetings, agenda and detailed notes on the agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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.

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

We further report that during the audit period:

- a. Pursuant to the shareholders' approval for shifting of the registered office from the NCT of Delhi to the State of Telangana via postal ballot on March 15, 2024 and the approval of the Regional Director (Northern Region), Ministry of Corporate Affairs (MCA) vide Order No. AA7280752/13(4)/RD(NR)/2024/3298 dated June 24, 2024, the registered office of the Company was shifted from the National Capital Territory (NCT) of Delhi to Flat No. 210, Ravi Satvika Residency, Journalist Colony, Nizampet, Hyderabad, Telangana – 500090 and new Corporate Identification Number (CIN) L65921TS1993PLC188494 was allotted to the Company.
- b. On September 01, 2024 the company's registered office and place of keeping books of accounts were relocated to 8-2-502/1/A, Ground Floor, JIVI Towers, Road No. 7, Banjara Hills, Hyderabad, Telangana – 500034.
- c. Subsequently, the regional office of the Reserve Bank of India has been updated from the Northern Region to the Southern Region. The Reserve Bank of India, Bengaluru, issued a new Certificate of Registration (No. N-09.00492) on February 27, 2025.
- d. The Company filed the draft letter of offer for the proposed rights issue with the BSE on March 27, 2025, for obtaining in-principle approval and BSE vide its letter dated May 20, 2025, bearing reference no. LOO/RIGHT/HC/FIP/217/2025-26 allowed the same subject to the Company fulfilling post-issue requirements and complying with the necessary statutory, legal, and listing formalities.

Place: Delhi
Date: May 26, 2025

For Naveen Narang & Associates
Company Secretaries

Jyoti Narang
Partner
FCS # 5698, CP # 5199
Peer Review Cer. No. 3434/2023
UDIN: F005698G000444664

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.

To,
The Members
SOM DATT FINANCE CORPORATION LTD
8-2-502/1/A, Ground Floor, JIVI Towers
Road No. 7, Banjara Hills,
Hyderabad – 500034, Telangana

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis of 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 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 Naveen Narang & Associates
Company Secretaries

Jyoti Narang
Partner
FCS # 5698, CP # 5199

Place: Delhi
Date: May 26, 2025

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INFORMATION PURSUANT TO SECTION 197 OF THE ACT READ WITH RULE 5 (1) 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 the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager if any for the financial year 2024-25:

Name of the Director/Key Managerial Personnel	Remuneration of Director/ Key Managerial Personnel (₹ in lakhs)	Ratio of remuneration of each Director to median remuneration of the employees(i)	% Increase/ (decrease) in remuneration
Remuneration Paid to Non-Executive Directors:			
Dr. Bhaskara Rao Bollineni, Chairman, Non-executive Director	-	Nil	N/A
Mr. Rajvir Singh Chhillar, Independent Director(ii)	3.90	0.25	18%
Ms. Jayanthi Talluri, Independent Director(ii)	3.00	0.19	233%
Mr. Venkataramana Dhulipala, Independent Director(ii)	2.40	0.15	N/A
Remuneration Paid to Executive Directors:			
Mr. Subba Rao Veeravenkata Meka, Managing Director(iii)	57.60	3.72	81%
Mr. Bhavanam Ruthvik Reddy, Executive Director & CEO(iii)	24.00	1.55	80%
Remuneration Paid to KMPs:			
Ms. Neha Agarwal, Company Secretary & Compliance Officer(iii)	17.00	N/A	73%
Mr. Shashank Shankpal, Chief Financial Officer	45.00	N/A	N/A

Note:

- Executive director's remunerations are excluded from calculation of the median remuneration of the employees.
 - Independent directors are paid sitting fees (excluding GST), which vary based on the number of meetings attended.
 - not comparable as tenure of employment was not equal in both financial years.
- b. The percentage increase in the median remuneration of employees in the financial year: 102%
- Note:**
- ❖ Due to the change in management during July 2023, the median employment tenure of employees (including executive directors) was only six months for the financial year 2023-24.
 - ❖ The median remuneration of employees includes remuneration of executive directors also.
- The number of permanent employees on the rolls of the Company as on March 31, 2025: 09 (nine)
 - Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Nil
 - We affirm that the remuneration paid during the financial year 2024-25 is as per the Remuneration policy of the Company.

For Som Datt Finance Corporation Ltd.

Subba Rao Veeravenkata Meka
Managing Director
DIN: 07173955

Bhavanam Ruthvik Reddy
Whole Time Director & CEO
DIN: 08372627

Date: May 28, 2025

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

SOM DATT FINANCE CORPORATION LIMITED

We have examined the compliance of the conditions of Corporate Governance by SOM DATT FINANCE CORPORATION LIMITED ('the Company') for the year ended on March 31, 2024, as stipulated under Regulations 17 to 27, 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) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of 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, and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2025.

We further state that such compliance 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 Naveen Narang & Associates
Company Secretaries

Jyoti Narang
Partner
FCS # 5698, CP # 5199
Peer Review Cer. No. 3434/2023
UDIN: F005698G000445071

Place: Delhi
Date: May 26, 2025

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MANAGEMENT DISCUSSION AND ANALYSIS (MD & A)

This Management Discussion and Analysis (MD&A) should be read in conjunction with the Company's Audited Financial Statements and accompanying notes.

About the Company - An Overview

Som Datt Finance Corporation Limited is a Non-Deposit taking Non-Banking Financial Company (NBFC-ND) registered with the Reserve Bank of India (RBI), categorised as an Investment and Credit Company (ICC). As per the 'Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, the Company is classified under Base Layer (NBFC-BL). The equity shares of the Company are listed on the Bombay Stock Exchange (BSE Limited or BSE). It is primarily engaged in the activity of proprietary investments in stocks and securities, with its revenue mainly derived from dividends, investment income, and fluctuations in the stock market prices of its investee companies.

Macro-Economic Overview and Outlook

During the year 2024, the global economy faced significant headwinds, leading to a slowdown in growth. The International Monetary Fund (IMF) projects global Gross Domestic Product (GDP) growth at 2.8% for 2025, a downward revision from its April 2025 estimate of 3.3%. This deceleration is primarily attributed to escalating trade tensions, notably following the implementation of broad-based tariffs by the United States, which disrupted international trade flows and supply chains.

Despite the challenging global backdrop, India's economy continued to display remarkable resilience during FY2024-25 supported by strong domestic consumption, a surge in government capital expenditure, expanding digital infrastructure, and robust service sector growth. Growth remained robust for 2024-25, with the outlook for financial year 2025-26 maintaining India's status as the fastest growing major economy. According to the IMF, India's GDP is estimated at \$4.3 trillion in 2024, up from \$2.1 trillion in 2015, reflecting a robust 105% growth over the past decade. India has consistently remained the fastest-growing major economy during this period and is poised to surpass Japan (USD 4.4 trillion) to become the world's fourth-largest economy in 2025. The National Statistical Office (NSO), Ministry of Statistics and Programme Implementation (MoSPI), has estimated India's real GDP growth at 6.4% for FY2024-25, a moderation from the 8.2% growth recorded in FY2023-24. This continued growth is supported by strong domestic consumption, digital transformation, a resurgence in government investment, and robust service sector expansion. High-frequency indicators such as GST collections, E-way bills, and air passenger traffic indicate sustained domestic demand. As per the data from the Ministry of Finance, exports posted a moderate 0.1% increase to \$395.6 billion (April 2024 - February 2025), with electronics, pharma, and engineering goods driving growth. The trade deficit narrowed on the back of lower global oil prices and steady demand for Indian services. Multilateral organisations like the World Bank, IMF, Organisation for Economic Cooperation and Development (OECD) have repeatedly held India as a bright spot in the global economy. All agencies agree India will remain the fastest growing large economy.

On the monetary policy front, the Reserve Bank of India (RBI) is easing across all its levers – rates, liquidity and regulations. It embarked on a rate-easing cycle starting in 2025 and announced continuous three cuts in the repo rate, 25 basis points each in February and April 2025, followed by a jumbo 50 bps in June 2025, a total of 100 bps, bringing the benchmark repo rate to 5.50%. The declining headline inflation within the target of 4% (with a band of +/- 2%), and rate stability permitted a supportive monetary stance, while fiscal consolidation continued through targeted spending and improved tax collections.

In its June 2025 Monetary policy, the RBI projected Consumer Price Index (CPI) inflation at 3.70%, within a comfortable range, for the financial year 2025-26, due to softer food inflation and normal monsoon is seen keep inflation benign. While growth forecasts remain unchanged at 6.5% headwinds to growth remain due to fast changing global developments. Though domestic investment remained robust, foreign portfolio outflows and rupee depreciation emerged as areas of concern. The RBI's proactive liquidity management and calibrated rate adjustments helped mitigate volatility and support macroeconomic stability.

Financial Services Sector Overview and Outlook

India's financial services sector is at a pivotal point, poised for substantial growth driven by technological innovation, regulatory reforms, expanded financial inclusion, and macroeconomic stability. As the financial year 2025-26 unfolds, the financial sector is expected to reinforce its role as a key pillar of India's economic expansion, facilitating capital mobilisation, credit distribution, risk management, and wealth creation across various segments. It encompasses a diverse range of institutions, including commercial banks, non-banking financial companies, insurance companies, cooperatives, pension funds, mutual funds, and other smaller entities.

In FY2024-25, India's financial services sector witnessed moderate growth amidst a dynamic macroeconomic environment. According to a report by CARE Ratings, bank credit growth moderated to approximately 11% (FY25 YoY) due to a slowdown in personal loans and reduced exposures to NBFCs. As per ICRA Limited, NBFC credit growth eased to 13-15%, down from around 17% in the previous two years, influenced by a high base and rising concerns of borrower overleveraging in certain retail segments. Despite this, overall asset quality remained resilient, with credit rating agencies reporting higher reaffirmation rates and a favourable upgrade-to-downgrade ratio. Looking ahead to FY2025-26, the outlook for the sector remains positive. Leading agencies such as CRISIL and CARE Ratings expect improved credit demand, aided by a supportive monetary environment and easing inflation. Credit quality is likely to remain strong, underpinned by healthy balance sheets

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and disciplined risk management across financial institutions.

The sector is also witnessing significant tailwinds from the acceleration of digital infrastructure and fintech adoption. While regulatory interventions may exert short-term pressures, the long-term trajectory remains positive. For NBFCs, managing credit costs, particularly in unsecured lending, and responding to intensifying competition will be key to sustaining growth and profitability in the coming year.

Opportunities and Threats

Your Company relies on dividends and capital appreciation from its equity investments. Consequently, strong performance by the underlying investee companies can positively impact the Company's financials. Conversely, any inability of these companies to generate profits, distribute dividends, or deliver capital appreciation could adversely affect the Company's revenue stream. The Company's business performance remains significantly influenced by market movements and the prospects of its equity portfolio.

India's representation in the MSCI Emerging Markets (EM) Index (as per its Fact Sheet) has remarkably risen from less than 10% in 2010 to 18% as of the end of January 2025. In FY2024-25, the Indian equity markets experienced volatility, with both indexes – Nifty50 and Sensex reaching all-time highs in September 2024. However, subsequent corrections were observed due to global economic uncertainties and foreign capital outflows.

The macroeconomic investment case for India has become increasingly compelling. In addition to India's well-known demographic advantage, the government's capex offensive, expanding exports, growth of the technology sector driven by digitalisation and the green transition, and potential benefits from "China plus one" strategies have generated momentum for India's stock market. However, challenges remain, including vulnerability to capital flows, inflation volatility stemming from food prices, the need for increased job creation in skilled sectors, exposure to climate change, and potential impacts from global trade dynamics. Thus, investing in India's stock market offers potential financial rewards and a chance to participate in the country's ongoing growth trajectory. Your company's strategic focus on dividends and capital appreciation from equity investments positions it to capitalise on India's promising prospects and navigate market fluctuations effectively.

Risk and Concerns

Given that your Company primarily engages in investment activities, its risk is largely tied to the performance of investee companies in diverse fields. Investing in the stock market carries various risks. Some of the key risks are mentioned below, along with their causes and the mitigants that the Company enforces:

Risk Type	Definition	Cause / Effect / Impact	Mitigant
Market / Systematic Risk	Arises from overall market conditions. It affects all stocks and is beyond individual company control.	Economic downturns, geopolitical tensions, and global events impact stock prices.	Diversify across different sectors and stocks to reduce dependencies.
Liquidity Risk	Liquidity risk refers to the ease of buying or selling a stock without significantly affecting its price.	Stocks with low trading volumes and free float may cause difficulty in execution.	Focus on liquid stocks and avoid illiquid ones by continuously monitoring the relevant data.
Company-Specific Risk	Pertains to individual companies and their unique challenges.	Management changes, legal disputes, industry disruptions, or poor operational/financial performance.	Research companies thoroughly, diversify across sectors, and avoid overconcentration.
Interest Rate Risk	Interest rate changes impact stock prices indirectly. Higher rates can reduce corporate profits and make bonds more attractive.	When rates rise, stock valuations may decrease due to higher interest rates.	Stay informed about central bank policies and consider the overall economic environment.
Currency Risk	Currency fluctuations can affect returns in the case of foreign investments.	Exchange rate movements can amplify gains or losses.	Do not invest in foreign markets/stocks.
Volatility Risk	Refers to price fluctuations. Stocks can experience sudden and significant swings.	Various reasons as explained above.	Maintain a long-term perspective, avoid panic selling, and focus on fundamentals.

Although investing carries inherent risks, strategic risk management can guide the effective navigation of the stock market. Your Company diligently monitors market fluctuations, recognising potential obstacles that may impact our growth trajectory.

Internal Control Systems and Their Adequacy

The Company has put in place an adequate system of Internal Controls that is commensurate with its size, requirements and the nature of operations. It ensures operational efficiency and accuracy in financial reporting and compliance with applicable laws and regulations.

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An independent specialised agency serves as the Internal Auditor, submitting quarterly reports to the Audit Committee. The Committee reviews internal audit observations and takes corrective actions when needed. Statutory Auditors, Internal Auditors, and the Audit Committee have unrestricted access to necessary information and records.

Human Resources

While the Company's current operations do not necessitate significant human resources, we have employed qualified and experienced personnel to address organisational needs. Should growth opportunities arise, we will promptly employ the necessary human resources. Including the two Executive Directors, the Company's permanent workforce stood at nine as at the end of March 31, 2025.

Segment-wise or Product-wise Performance

The Company primarily engages in investment activities within India. Consequently, there are no distinct reportable segments or product-specific performance reports applicable to the Company.

Financial Performance, Key Ratios and Details of Significant Changes

This report should be reviewed alongside the Company's financial statements and other information provided in this Annual Report. Here below are the key financial parameters and ratios:

Particulars	Unit	FY24	FY23	YoY %
Key Financial Parameters:				
Total operating income	₹ lakhs	(302.48)	1,502.95	-120.1%
Total income	₹ lakhs	(302.21)	1,502.95	-120.1%
Total expenses	₹ lakhs	279.68	144.00	94.2%
Net profit/(loss)	₹ lakhs	(542.24)	1,209.73	-144.8%
Net worth	₹ lakhs	2,977.47	3,545.26	-16.0%
Total investments	₹ lakhs	2,693.85	3,220.26	-16.3%
Total assets	₹ lakhs	3,022.17	3,569.13	-15.3%
Key Financial Ratios:				
Operating profit or EBIT margin	%	*	91.1%	
Net profit margin	%	*	80.5%	
Return on average net worth	%	-16.6%	41.1%	
Return on average capital employed	%	-16.6%	41.1%	
Return on average assets	%	-16.5%	40.9%	
Debt to equity	No. of times	0.0x	0.0x	

*not meaningful as both numerators and denominators are negative numbers.

The decline in key financial parameters and ratios, including total operating income, total income, net profit, net worth, total investments, operating profit margin, net profit margin, return on net worth, return on capital employed, and return on assets, was primarily attributed to the recognition of net unrealised losses amounting to ₹333.79 lakhs due to adverse movements in the market prices of equity investments. These comprised an unrealised loss of ₹491.88 lakhs from changes in the fair value of investments, offset by a realised gain of ₹158.09 lakhs. These unrealised losses are notional in nature, resulting from the fair valuation of financial instruments in accordance with Ind AS 109 as of the reporting date, i.e., March 31, 2025.

The total expenses increased by 94.2% year-on-year, primarily driven by the increase in employee headcount as well as costs incurred in connection with the Company's rights issue. It is also pertinent to note that, following the change in management during July 2023, the median employment tenure of employees (including executive directors) was six months. As a result, employee benefit expenses were incurred for only around half of the fiscal year 2024.

On the liabilities side, the Company did not undertake any borrowings during the financial year.

Ratios such as debtor turnover, inventory turnover, interest coverage ratio, and current ratio are not applicable to the nature of the Company.

Cautionary Statement

Statements in this MD&A Report regarding the Company's projections, estimates, and expectations have been made in good faith and may constitute forward-looking statements under applicable laws and regulations. Actual results may differ significantly from those expressed or implied due to various unforeseen factors. Key developments that could impact the Company's operations include industry downturns (both global and domestic), significant changes in India's political and economic environment, applicable statutes, and ongoing litigations.

REPORT ON CORPORATE GOVERNANCE**1. CORPORATE PHILOSOPHY:**

Your Company is committed to the standards of good Corporate Governance, which emphasizes transparency, professionalism, and accountability to enhance the long-term economic value of its shareholders while giving equal respect to the other stakeholders and the society at large.

2. BOARD OF DIRECTORS**2.1 Composition**

As of March 31, 2025, the Company has six Directors with an optimum combination of Executive and Non-Executive Directors including one Women Director. There are four Non-Executive Directors out of which two are Independent Directors and one Independent Woman Director. There are two Executive Directors, one Managing Director and one Chief Executive Officer & Whole-time director.

2.2 Independent Directors

The independent directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations, read with 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 that 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 Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

2.3 Board Meetings

During the year under review, Six Board Meetings were held. The details of the meeting and attendance are given below:

Name of Directors	Dates of Board Meeting					
	Apr 05, 2024	May 29, 2024	Aug 13, 2024	Nov 05, 2024	Feb 14, 2025	Mar 27, 2025
Dr. Bhaskara Rao Bollineni	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Subba Rao Veeravenkata Meka	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Bhavanam Ruthvik Reddy	Yes	Yes	Yes	Yes	Yes	Yes
Ms. Jayanthi Talluri*	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Venkataramana Dhulipala*	NA	NA	Yes	Yes	Yes	Yes
Mr. Rajvir Singh Chhillar*	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Hardeep Kumar Mahotra*	LOA	NA				

2.4 Quorum

The necessary quorum was present for all the meetings.

2.5 Director Details

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as, on March 31, 2025, are given herein below.

Name of the Director	Category	Whether attended last AGM held on September 25, 2024	Number of Directorship in other public companies	Number of committee positions held in Other companies		Directorship in Other listed Companies (Category of Directorship)
				Chairman	Member	
Dr. Bhaskara Rao Bollineni	Non-Executive - Non-Independent Director, Chairperson	Yes	1	0	1	Krishna Institute of Medical Science Limited (KIMS)
Mr. Subba Rao Veeravenkata Meka	Executive Director, Managing Director	Yes	0	0	0	Nil

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Mr. Bhavanam Ruthvik Reddy	Promoter, Executive Director, CEO	Yes	0	0	0	Nil
Ms. Jayanthi Talluri	Non-Executive Independent Director	Yes	3	3	3	International Conveyors Limited (ICL). Refex Renewables and Infrastructure Limited (RRIL). Securekcloud Technologies Ltd (STL)
Mr. Venkata Ramana Dhulipala	Non-Executive - Independent Director	Yes	0	-	-	-
Mr. Rajvir Singh Chhillar	Independent, Non-Executive	Yes	0	-	-	-

*Mr. Hardeep Kumar Mahotra, Independent Director, resigned from the Board on April 30, 2024. Mr. Venkataramana Dhulipala (DIN: 10669584) was appointed as a Non-Executive Independent Director effective from July 29, 2024 at the previous Annual General Meeting for a term of three years, with shareholders' approval. Mr. Rajvir Singh Chhillar (DIN: 08651668) was re-appointed as a Non-Executive Independent Director for a second term from December 27, 2024, to December 26, 2027, through a postal ballot approved by shareholders. Additionally, a proposal for the reappointment of Ms. Jayanthi Talluri as an Independent Director for a further term of two years is placed for approval of the shareholders.

2.6 Directorships

Other directorships do not include directorships of private limited companies, foreign companies, and companies registered under Section 8 of the Act.

2.7 Committee Positions

Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a director. For the determination of the limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulation.

2.8 Attendance and Other Information

Video-conferencing facilities are also used to facilitate Directors traveling abroad or to other locations to participate in the meetings.

2.9 Board Information

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.

2.10 Independent Directors' Meetings

During Financial Year 2024-25, one meeting of the Independent Directors was held on March 27, 2025. The Independent Directors, inter alia, reviewed the performance of Non-Independent Directors, the Board as a whole, and the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.

2.11 Compliance

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

2.12 Equity shares

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

Name	Category	Number of Equity Shares
Dr. Bhaskara Rao Bollineni	Non-Executive Directors	64,41,050
Mr. Bhavanam Ruthvik Reddy	Executive Director	5,00,311
Mr. Subba Rao Veeravenkata Meka	Executive Director	80

2.13 Convertible Instruments

The Company has not issued any convertible instruments.

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2.14 Relationships Between Directors

Disclosure of relationship between Director Inter-se:

Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy are promoters of the Company. No other Directors are related to the other Directors.

2.15 Familiarization Program

The policy for conducting the familiarization program of Independent Directors can be accessed on the Company's website at www.somdattfin.com

2.16 Board Skills and Competencies

Sl. No.	Skills/expertise/competencies		Status of Availability with the Board
1.	Understanding of Business/ Industry	Experience and knowledge of NBFCs and Banks	Yes
2.	Strategy and strategic planning	Ability to think strategically and identify and critically assess strategic opportunities and threats	Yes
3.	Financial Understanding	Ability to analyze and understand the key financial statements	Yes
4.	Market Understanding	Understanding the Market	Yes
5.	Risk and Compliance Oversight	Ability to identify key risks to the Organization	Yes

2.17 Resignations

Mr. Hardeep Kumar Mahotra, Independent Director, resigned from the Board on April 30, 2024, during the Financial Year 2024-25.

3. COMMITTEES OF THE BOARD

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

3.1 AUDIT COMMITTEE:

The Audit Committee is entrusted with the responsibility of supervising the Company's Financial Reporting Process and Internal Controls. The composition, quorum, powers, role, and scope are in accordance with Section 177 of the Companies Act, 2013, and the provisions of Regulation 18 of the SEBI (LODR) Regulations, 2015, read with Schedule II Part-C of SEBI (LODR) Regulations, 2015 are as follows. It functions in accordance with its terms of reference that define its authority, responsibility, and reporting function.

The Committee comprises two Non-Executive Independent Directors and one Executive Non- Non-Independent Director. The Company Secretary acts as Secretary to the Committee. Mr. Rajvir Singh Chhillar is the Chairman of the Audit Committee. The Statutory Auditors and Internal Auditors are invited to attend the Meetings of the Audit Committee.

A. Brief description of terms of reference:

The role of the Audit Committee under Schedule II Part-C of SEBI (LODR) Regulations, 2015 is as follows:

i. Financial reporting oversight

Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;

ii. Auditor appointment and remuneration

Recommendation for appointment, remuneration, and terms of appointment of auditors of the listed entity; Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

iii. Review of Financial Statements

Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

- ❖ Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
- ❖ Changes, if any, in accounting policies and practices and reasons for the same;
- ❖ Major accounting entries involving estimates based on the exercise of judgment by management;
- ❖ Significant adjustments made in the financial statements arising out of audit findings;

- ❖ Compliance with listing and other legal requirements relating to financial statements;
- ❖ Disclosure of any related party transactions;
- ❖ Modified opinion(s) in the draft audit report;
- iv. **Quarterly Financial Statements**
Reviewing with the management, the quarterly financial statements before submission to the board for approval;
- v. **Review of fund utilization**
Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- vi. **Auditor independence and performance**
Reviewing and monitoring the auditor's independence and performance, and the effectiveness of the audit process;
- vii. **Related Party Transactions**
Approval or any subsequent modification of transactions of the listed entity with related parties;
- viii. **Inter-Corporate Loans and Investments**
Scrutiny of inter-corporate loans and investments
- ix. **Valuation and internal controls**
Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- x. **Internal audit function**
 - ❖ Evaluation of internal financial controls and risk management systems;
 - ❖ Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - ❖ Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department,
 - ❖ staffing, and seniority of the official heading the department, reporting structure coverage, and frequency of internal audit;
 - ❖ Discussion with internal auditors of any significant findings and follow up there on;
 - ❖ Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud
 - ❖ or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 - ❖ Discussion with statutory auditors before the audit commences, about the nature and scope of the audit as well as post- audit discussion to ascertain any area of concern;
 - ❖ To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends), and creditors;
- xi. **Whistleblower Mechanism**
To review the functioning of the whistleblower mechanism;
- xii. **Appointment of CFO**
 - ❖ Approval of appointment of a chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 - ❖ Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- xiii. **Additional responsibilities**
 - ❖ Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/ investments existing as of the date of coming into force of this provision.
 - ❖ Consider and comment on the rationale, cost-benefits, and impact of schemes involving merger, demerger, amalgamation, etc., on the listed entity and its shareholders

B. Composition and Meetings.**i. Composition of the Audit Committee:**

- ❖ **Mr. Rajvir Singh Chhillar** (Chairman/ Non-Executive Independent Director)
- ❖ **Mr. Venkata Ramana Dhulipala** (Member/ Non-Executive Independent Director)
- ❖ **Mr. Subba Rao Veeravenkata Meka** (Member/ Managing Director)
- ❖ **Ms. Jayanthi Talluri** (Member/ Independent Director)

ii. Meetings:

Members of Committee	Designation	Dates of Audit Committee Meeting				
		May 29, 2024	August 13, 2024	November 05, 2024	February 14, 2025	March 27, 2025
Mr. Rajvir Singh Chhillar	Chairman/Non-Executive Independent Director	Yes	Yes	Yes	Yes	Yes
Mr. Venkata Ramana Dhulipala	Member/Non-Executive Independent Director	NA	Yes	Yes	Yes	Yes
Mr. Subba Rao Veeravenkata Meka	Member/ Managing Director	Yes	Yes	Yes	Yes	Yes
Mrs. Jayanthi Talluri	Member/ Non-Executive Independent Director	Yes	Yes	Yes	Yes	Yes

Additional Information:

- ❖ Mr. Rajvir Singh Chhillar, as Chairman, attended the last Annual General Meeting on September 25, 2024, to address shareholder queries.
- ❖ During the FY 24-25, the committee was reconstituted two times, i.e on May 28, 2024, and August 05, 2024.
- ❖ Mr. Hardeep Kumar Mahotra has been resigned with effect from April 30, 2024.
- ❖ Mr. Rajvir Singh Chhillar was appointed as chairman May 28, 2024, Ms. Jayanthi Talluri has been appointed as Member of the Audit Committee May 28, 2024 and Mr. Venkata Ramana Dhulipala has been appointed as Member of the Committee on August 05, 2024.
- ❖ The Audit Committee may invite executives and auditors' representatives to its meetings as necessary.
- ❖ The Company Secretary serves as the Secretary to the Audit Committee.
- ❖ The Compliance Officer ensures adherence to the Insider Trading Code, with quarterly reports sent to Audit Committee members on related matters.

3.2 NOMINATION AND REMUNERATION COMMITTEE ('NRC'):**A. Authority And Scope**

The Nomination and Remuneration Committee is authorized to exercise all powers and perform all the functions as specified in Section 178 of the Companies Act, 2013, and the rule made thereunder under Regulation 19 of SEBI (LODR) Regulation, 2015, both as amended from time to time. The said Committee is authorized to exercise all powers specified in the Companies Act, 2013, and rules made thereunder, the Nomination and Remuneration policy of the Company, and the Regulation of SEBI (LODR) Regulation, 2015, both amended from time to time.

B. Brief description of Terms of Reference:

The role of the Nomination and Remuneration Committee under Schedule II Part- D of SEBI (LODR) Regulations, 2015 are as follows:

i. Policy formulation

Formulation of the criteria for determining qualifications, positive attributes, and independence of a director and recommending to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel, and other employees;

ii. Independent director appointment

For every appointment of an independent director, the nomination and remuneration committee shall evaluate the balance of skills, knowledge, and experience on the board and the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board for appointment as an independent director shall have the capabilities identified in such description. To identify suitable candidates, the committee may:

- ❖ Use the services of external agencies, if required;
- ❖ Consider candidates from a wide range of backgrounds, having due regard to diversity; and
- ❖ Consider the time commitments of the candidates

Evaluation and Diversity

- ❖ Formulation of criteria for evaluation of the performance of independent directors and the board of directors;
- ❖ Devising a policy on diversity of the board of directors;
- ❖ Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- ❖ Whether to extend or continue the term of appointment of the independent director, based on the report of performance evaluation of independent directors.
- ❖ Recommend to the board, all remuneration, in whatever form, payable to senior management.

C. Composition and Meetings**i. Composition of the Committee:**

- ❖ Mr. Rajvir Singh Chhillar (Member/ Non-Executive Independent Director)
- ❖ Dr. Bhaskara Rao Bollineni (Member/ Non-Executive Director)
- ❖ Ms. Jayanthi Talluri (Member/ Non-Executive Director)

ii. Meetings:

Members of Committee	Designation	Date of the NRC Meeting April 05, 2024
*Mr. Hardeep Kumar Mahotra	Chairman/ Non-Executive Independent Director	LOA
*Mr. Rajvir Singh Chhillar	Chairman/ Non-Executive Independent Director	Yes
Dr. Bhaskara Rao Bollineni	Member/Non-Executive Director	Yes
*Ms. Jayanthi Talluri	Member/Non-Executive Director	NA

*Mr. Hardeep Kumar Mahotra the Chairman/ Non-Executive Independent Director has been resigned with effect from April 30, 2024

**Mr. Rajvir Singh Chhillar appointed as a Chairman/ Non-Executive Independent Director of the Committee and Ms. Jayanthi Talluri appointed as a Member/Non-Executive Independent Director of the Committee w.e.f. May 28, 2024.

- ❖ During the FY 24-25 the committee was reconstituted one time i.e on May 28, 2024.

iii. Additional Information:

Mr. Rajvir Singh Chhillar, as Chairman, attended the last Annual General Meeting on September 25, 2024, to address shareholder queries.

D. Performance Evaluation:

Performance evaluation of Independent Directors shall be done on an annual basis. The rating shall be provided by all Directors except the Independent Director being evaluated. The evaluation criteria shall be reviewed by the Nomination and Remuneration Committee and the Board from time to time and shall be subject to the provisions of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013, and rules made thereunder and amendments thereto from time to time.

3.3 STAKEHOLDERS RELATIONSHIP COMMITTEE ('SRC'):**A. Authority and Scope**

The Stakeholders Relationship Committee is authorized to exercise all powers and perform all the functions as specified in Section 178 of the Companies Act, 2013 and the rule made there under Regulation 20 of SEBI (LODR) Regulation, 2015 both as amended from time to time. The said Committee is authorized to look into redressal of shareholders' / Investors' complaints relating to the transfer of shares, non-receipt of the balance sheet, and non-receipt of dividends and also authorized to issue new share certificates in place of those torn/mutilated/defaced, issue duplicate share certificates in place of those which are reported to be lost/misplaced subject to compliance of prescribed formalities.

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B. Brief description of Terms of Reference:

The role of the Stakeholders Relationship Committee pursuant to Schedule II Part- D of SEBI (LODR) Regulations, 2015 are as follows:

i. Grievance resolution

Resolving the grievances of the security holders of the listed entity, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

ii. Voting Rights and service standards:

- ❖ Review of measures taken for effective exercise of voting rights by shareholders.
- ❖ Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by The Registrar & Share Transfer Agent.

iii. Unclaimed Dividends and Shareholder Communications:

- ❖ Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring the timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company
- ❖ The role of the Committee is to consider and resolve the grievances of the security holders of the company including complaints related to non-receipt of annual report and non-receipt of declared dividends.

C. Composition and Meetings

i. Composition of the Committee:

- ❖ Mr. Rajvir Singh Chhillar (Chairman/ Non-Executive Independent Director)
- ❖ Mr. Subba Rao Veeravenkata Meka (Member/ Managing Director)
- ❖ Mr. Bhavanam Ruthvik Reddy (Member/ Executive Director)

Members of Committee	Designation	Dates of SRC Meeting February 14, 2025
*Mr. Rajvir Singh Chhillar	Chairman/ Non-Executive Independent Director	Yes
Mr. Subba Rao Veeravenkata Meka	Member/ Managing Director	Yes
Mr. Bhavanam Ruthvik Reddy	Member/ Executive director	Yes

*During the FY 24-25 the committee was reconstituted once i.e, on May 28, 2024. Mr. Hardeep Mahotra, chairman of the Committee, resigned w.e.f. April 30, 2024 and Mr. Rajvir Singh Chhillar appointed as the Chairman of the Committee w.e.f. May 28, 2024.

ii. Additional Information:

- ❖ Mr. Rajvir Singh Chhillar, as Chairman, attended the last Annual General Meeting on September 25, 2025, to address shareholder queries.
- ❖ During the year no complaint was received by the Company. No complaints were pending as on March 31, 2025.

4. DETAILS OF REMUNERATION TO DIRECTORS FOR THE YEAR 2024-25

4.1 Pecuniary Relationships

Independent Directors do not have any pecuniary relationship or transaction with the Company.

4.2 Remuneration policy

The criteria for making payments to Non-Executive Directors are as per the Remuneration Policy, which can be accessed on the Company's website i.e. www.somdattfin.com. Remuneration to Directors for the year ended on March 31, 2025, is as under:

(₹ in lakhs)

Name of Directors	Salary	Perquisite & Other Benefits	Sitting Fee	Total
Dr. Bhaskara Rao Bollineni	-	-	-	-
Mr. Subba Rao Veeravenkata Meka	57.60	-	-	57.60

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Mr. Bhavanam Ruthvik Reddy	24.00	-	-	24.00
Mr. Rajvir Singh Chhillar	-	-	3.90	3.90
Mr. Venkataramana Dhulipala	-	-	2.40	2.40
Ms. Jayanthi Talluri	-	-	3.00	3.00
Mr. Hardeep Kumar Mahotra	-	-	-	-

4.3 Appointments of executive directors

The appointment of the Executive Directors is governed by the Articles of Association of the Company and the Resolutions passed by the Board of Directors and the Members of the Company.

4.4 Service contracts

These cover the terms and conditions of their appointment read with the service rules of the Company.

4.5 Notice period and severance fee

No separate service contract is entered by the Company with Executive Directors.

There is no provision for a notice period or severance fee under the resolutions governing the appointments of the Executive Directors.

4.6 Stock options and performance incentives

The Company does not have in place any Employee Stock Option Scheme and there are no performance-linked incentives to the Directors.

5. GENERAL BODY MEETINGS

5.1 Annual General Meetings (AGMs): -

The details of the last three Annual General Meetings are as under:

Year	2021-22	2022-23	2023-24
Date & Time	Friday, 12th August, 2022 at 12:00 Noon.	Friday, 21st July, 2023 at 12.00 Noon	Wednesday, September 25, 2024 at 12.00 Noon
Venue	Meeting conducted through VC / OAVM pursuant to the MCA Circular		
Details of Special Resolutions	❖ Re-appointment of Mrs. Vijay Rathee	Nil	To appoint Mr. Venkataramana Dhulipala
	❖ To alter Article of Association		

5.2 Extraordinary General Meeting:

No extraordinary general meeting of the members was held during FY 2024.

5.3 Postal Ballot

Details of a special resolution passed through postal ballot, the persons who conducted the postal ballot exercise, details of the voting pattern, and procedure of postal ballot:

- ❖ The Company had sought the approval of the shareholders by way of a Special Resolution through notice of postal ballot dated November 05, 2024, for the Re-appointment of Mr. Rajvir Singh Chhillar as a Non-Executive Independent Director for a second term. The resolution was passed, and the results were announced on December 19, 2024.
- ❖ The Company had sought the approval of the shareholders by way of a Special Resolution through notice of postal ballot dated March 27, 2024, for the following purpose: -
 - * Alteration of the Articles of Association of the Company.
 - * Increasing the Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013, up to INR 50,00,00,000/- (Fifty Crores Only).
 - * Increasing the Limits under Section 180(1)(a) of the Companies Act, 2013, for Securitization/Direct Assignment, Creation of Charges, Pledge, Mortgages, Hypothecation on the immovable and movable properties of the Company, up to INR 50,00,00,000/- (Fifty Crores Only).

5.4 Person who conducted the postal ballot exercise

Mrs. Jyoti Narang (Membership No. 5698 CP No: 5199) partner of Naveen Narang & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer for conducting the postal ballot process fairly and transparently. Details of the voting pattern are provided below:

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The resolution passed through postal ballot	Votes in favor of the resolution			Votes against the resolution			Invalid votes	
	The number of members voted	Number of valid Votes cast (Shares)	Percentage of the total number of valid votes cast	The number of members voted	Number of valid Votes cast (Shares)	Percentage of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
Re-appointment of Mr. Rajvir Singh Chhillar (DIN: 08651668) as an Independent Director.	40	69,80,562	99.998%	12	171	0.002%	Nil	Nil
Alteration of the Articles of Association of the Company.	31	69,53,486	99.997%	14	182	0.003%	Nil	Nil
Increasing the Borrowing Limits of the Company under Section 180(1) (c) of the Companies Act, 2013, up to INR 50,00,00,000/- (Fifty Crores Only).	31	69,53,486	99.997%	14	182	0.003%	Nil	Nil
Increasing the Limits under Section 180(1)(a) of the Companies Act, 2013, for Securitization/Direct Assignment, Creation of Charges, Pledge, Mortgages, Hypothecation on the immovable and movable properties of the Company, up to INR 50,00,00,000/- (Fifty Crores Only).	31	69,53,486	99.997%	14	182	0.003%	Nil	Nil

5.5 Procedure for the postal ballot:

The postal ballot was 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 read with the General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024, respectively issued by the Ministry of Corporate Affairs.

5.6 Details of special resolution proposed to be conducted through postal ballot:

None of the businesses proposed to be transacted at the ensuing AGM requires the passing of a special resolution through postal ballot

6. MEANS OF COMMUNICATION: -

6.1 Financial Results

The Quarterly unaudited and Annual Audited Financial Results of the Company were sent to the Stock Exchange through the BSE listing center immediately after approval by the Board.

6.2 Publication

The Quarterly Unaudited Financial Results and Audited Annual results of the Company are published in Financial Express in English and Jansatta in Hindi and Nava Telangana in Telugu (post shifting of Registered office of the Company) as per Regulation 47 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. These are not sent individually to the shareholders.

6.3 Company Website

The results are also made available on the Company's Website www.somdattfin.com. There were no presentations made to the Institutional investors or analysts.

6.4 Investor Communication

Designated exclusive e-mail id for investors: compliancesdfl@gmail.com

7. GENERAL SHAREHOLDERS INFORMATION

7.1 Annual General Meeting

Annual General Meeting is notified to be held on August 25, 2025 at 12.00 Noon through Video Conferencing/Other Audio-Visual Means.

7.2 Financial Year

The financial year of the Company is from April 1 to March 31.

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7.3 Date of Book Closure

The Register of Members and Share Transfer Books of the Company shall remain closed from September 19, 2025 to September 25, 2025 (both days inclusive).

7.4 Dividend

The company has not declared any dividends

7.5 Listing / Liquidity of Shares

The Equity shares of the Company are listed at BSE Ltd. located at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001, and The Annual Listing Fee for the year 2024-25 has been paid to BSE.

7.6 Stock Code

Stock Code: 511571

7.7 Market Price Data

Monthly High / Low of the share price of the Company's equity shares at BSE:

Month	Company Share Price at BSE (₹)	
	High	Low
April, 2024	177.48	100.00
May, 2024	151.45	127.60
June, 2024	141.90	113.70
July, 2024	133.45	108.05
August, 2024	123.30	103.00
September, 2024	122.00	105.05
October, 2024	120.55	94.95
November, 2024	146.15	94.20
December, 2024	141.00	110.40
January, 2025	125.80	91.20
February, 2025	127.85	91.20
March, 2025	111.00	90.00

7.8 Performance Comparison

Performance in comparison to broad-based indices such as BSE Sensex, CRISIL Index etc.;

7.9 Registrar and Transfer Agent:

M/s RCMC Share Registry Pvt. Ltd.

B-25/1, Okhla Industrial Area, Phase -2,
New Delhi – 110020

Contact Person: Mr. Ravinder Dua

E-mail id : investor.services@rcmcdelhi.com

Phone : 011-26387320/21

Website : www.rcmcdelhi.com

7.10 Share Transfer System

The Company's Equity Shares are traded at the Stock Exchange Compulsorily in demat mode. In terms of Regulation 40(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 2019, except in case of a request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfer of equity shares in electronic form are affected through the depository/ies with no involvement of the Company.

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7.11 Distribution of Shareholding as on March 31, 2025

Shareholding value (₹)	No. of Shareholders	% of shareholders	No. of Shares held	% of Shareholding
1- 5000	6,710	90.74	851,976	8.51
5001-10000	358	4.84	290,693	2.90
10001-20000	147	1.99	220,348	2.20
20001-30000	65	0.88	162,655	1.63
30001-40000	23	0.31	82,828	0.83
40001-50000	18	0.24	83,295	0.83
50001-100000	47	0.64	344,107	3.44
100001 and above	27	0.37	7,972,068	79.66
TOTAL	7,395	100.00	10,007,970	100

7.12 Shareholding Pattern by Category

Category of Shareholder	No. of Shareholders	No. of Shares held	Percentage of Shareholding
Promoter and Promoter Group			
Indian (Individual)	2	69,41,361	69.36
Bodies Corporate Foreign	-	-	-
Public Shareholding			
KMP	1	80	0.00
Mutual Fund	-	-	-
Clearing Member	-	-	0.00
LLP	6	7616	0.08
Pension Funds	-	-	0.00
Financial Institution/Banks	-	-	-
Foreign Institutional Investors	-	-	-
Foreign Companies	2	3,32,100	3.32
Non-Resident Indians	111	1,75,773	1.76
Bodies Corporate	118	1,49,286	1.49
Resident Individual	7155	24,01,754	24.00
Sub-Total(B)	7392	30,66,609	30.64
Shares held by custodians and against which Depository Receipts have been issued	-	-	-
Total (A) + (B) + (C)	7,394	1,00,07,970	100

7.13 Dematerialization of Shares:

Sl.No.	Mode of Holding	No. of Shares	Percentage
1	NSDL	82,23,701	82.17
2	CDSL	7,68,380	7.68
3	PHYSICAL	10,15,889	10.15
TOTAL:		1,00,07,970	100.00

89.85 % of Company's paid-up Equity Share Capital has been dematerialised upto March 31, 2025.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's Shares is INE754C01010.

7.14 Outstanding GDR/ADR/Warrants or any convertible instruments, conversion date and impact on equity: Nil

7.15 Commodity Price Risk/ Foreign Exchange Risk and Hedging Activities: The Company is not involved in any speculative activities.

7.16 Location of Plants: NA

7.17 Address for correspondence:

Regd. Office :- 8-2-502/1/A, Ground Floor, JIVI Towers,
Road No 7, Banjara Hills, Hyderabad, Telangana, India, 500034
E-mail address - compliancesdf@gmail.com

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7.18 Credit Ratings

List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:- NIL

8. OTHER DISCLOSURE: -

8.1 Materially Significant Related Party Transactions: During the year, there were no significant related party transactions of material nature that could have potential conflict with the interest of the Company.

8.2 Non-Compliance: During the last three years, there were no strictures made or penalties imposed by either SEBI or the Stock Exchanges or any other statutory authority on any matter related to the capital markets.

8.3 Vigil Mechanism: The Company has formulated a Vigil Mechanism / Whistle Blower Policy for the Directors and employees to report genuine concerns in a manner prescribed in the Policy. The Policy is available at website of the Company i.e. www.somdattfin.com In accordance with the said Policy Whistle Blower shall have right to access to the Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee shall issue suitable directions in this regard.

8.4 Mandatory compliance: The Company is complying with all mandatory requirements of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 relating to reporting of Internal Auditor directly to Audit Committee.

8.5 Weblink: The Related Party transactions Policy is available at Website of the Company i.e. www.somdattfin.com.

8.6 Commodity Price Risk/ Foreign Exchange Risk and Hedging Activities: The Company is not involved in any speculative activities.

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

8.8 Certificate on Directors Qualification:

A certificate from Naveen Narang & Associates, Practicing Company Secretary is annexed as "Annexure-6" confirming that none of the Directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority.

8.9 Acceptance of Committee Recommendations

There was no such instance during FY 2024-25 when the Board had not accepted any recommendation of any committee of the Board.

8.10 Fees paid to Statutory Auditors

Fees paid to Statutory Auditors: - M/s. D.S. Talwar & Co. (Firm Registration No.000993N) has been appointed as the Statutory Auditors of the Company. The particulars of payment of Statutory Auditors' fees, on a consolidated basis for FY 2024-25 is given below: Payment of Statutory Auditor's fees:

Payment to Statutory Auditors	₹
Statutory Audit Fee	5,00,000
Tax Audit Fee*	1,20,000
Fees for certifications	25,000
GST on above services	1,11,620
Total	7,56,620

* expense provisioned in FY2024-25.

8.11 Sexual Harassment of Women at Workplace

Disclosures in relation to the Sexual Harassment of Women at Workplace: The Company is not required to constitute an Internal Complaints Committee as the number of employees in the Company are below the threshold limit as prescribed under the Sexual harassment of Women (Prevention, Prohibition and Redressal) Act, 2013.

8.12 Non-Compliance of Corporate Governance Requirements

Non-Compliance of any requirement of corporate governance report of sub para (2) to (10) of Schedule V (c) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015- NIL

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8.13 Compliance with SEBI Regulations

The Company has duly complied with the requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

9. CODE OF CONDUCT

The company has adopted a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct has been posted on the website of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Managing Director and Chief Executive Officer is annexed as **Annexure -2**

10. DETAILS OF DEMAT SUSPENSE ACCOUNT

The disclosure as required under Regulation 34 read with Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015:

Particulars	No. of cases	No. of shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year, i.e., April 1, 2024.	NIL	NIL
Number of shareholders who approached the issuer for transfer of shares from suspense account during the year, i.e., April 1, 2024, to March 31, 2025.	NIL	NIL
Number of shareholders to whom shares were transferred from the suspense account during the year	NIL	NIL
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e., as on March 31, 2025.	NIL	NIL

The Voting Rights on the outstanding unclaimed shares lying in suspense account, if any, shall remain frozen till the rightful owner of such shares claims the shares.

11. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES: - NIL

12. CERTIFICATE ON CORPORATE GOVERNANCE

A certificate from Naveen Narang & Associates, Practicing Company Secretaries, on compliance with corporate governance norms is annexed as "**Annexure -5**".

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CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
Som Datt Finance Corporation Limited
8-2-502/1/A, Ground Floor, JIVI Towers, Road No. 7,
Banjara Hills, Hyderabad – 500034, Telangana

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Som Datt Finance Corporation Limited having CIN L65921TS1993PLC188494 and having registered office at 8-2-502/1/A, Ground Floor, JIVI Towers, Road No. 7, Banjara Hills, Hyderabad – 500034, Telangana hereinafter referred to as 'the Company'), produced before us by the Company to issue 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 me / 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	Rajvir Singh Chhillar	08651668	27/12/2025
2	Talluri Jayanthi	09272993	12/09/2023
3	Subba Rao Veeravenkata Meka	07173955	21/07/2023
4	Bhaskara Rao Bollineni	00008985	21/07/2023
5	Bhavanam Ruthvik Reddy	08372627	21/07/2023
6	Venkataramana Dhulipala	10669584	29/07/2024

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 Naveen Narang & Associates
Company Secretaries

Jyoti Narang
Partner
FCS # 5698, CP # 5199
Peer Review Cer. No. 3434/2023
UDIN: F005698G000444983

Place: Delhi
Date: May 26, 2025

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INDEPENDENT AUDITOR'S REPORT

To The Members of
Som Datt Finance Corporation Limited

Report on the Audit of the Financial Statement**Opinion**

We have audited the accompanying Financial statements of Som Datt Finance Corporation Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2025, the statement of Profit and Loss (including the statement of Other Comprehensive Income), the Statement of Changes in Equity and the Cash flows ended on that date, and a summary of material accounting policies and other explanatory information.

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

Basis for Opinion

We conducted our audit of the financial statements 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 Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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 financial statements of the current period. These matters were addressed in the context of our audit of the 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.

Sr.No.	Key Audit Matter	Auditor's Response
1.	<p>Recognition of Deferred Tax as per Ind AS 12.</p> <p>Deferred Tax Asset(Net) includes a Deferred Tax Asset of Rs. 9,45,897/- on account of Unabsorbed Capital Loss of Rs. 64,96,546/- and next year is the last year in which this loss can be used.</p> <p>Also, Deferred Tax Asset (Net) includes a Deferred Tax Asset of Rs. 21,20,231/- on account of carried forward business Loss pertaining to the Current Year of Rs. 72,81,013/-.</p>	<p>As per the management deferred tax assets taken in the Balance Sheet are realizable against future tax liabilities. The Company is expecting Long Term Capital Gains in the coming financial year on account of its Investments reflecting in the Balance Sheet to the extent of Rs. 26.9 Cr.</p> <p>As per the management, the Company is in the process of starting its lending business and expects to earn taxable profit at normal rates in the coming years. Hence, the Deferred Tax Asset of Rs. 21.2 Lakh recognized on carried forward business loss is expected to be realized against future taxable business profits. Management has assessed and considered the same to be recoverable based on future projections.</p> <p>Principal Audit Procedures: Obtained details of earlier and current year tax computations and returns filed for earlier assessment years. We involved our internal experts to challenge the management's underlying assumptions in estimating the expected realization. As per the management, the company is expecting Long Term Capital Gains in next financial year on account of its Investments reflecting in the Balance Sheet to the extent of Rs. 26.9 Cr. The company has Rs. 64.97 Lakh of Unabsorbed Long Term Capital Loss. Deferred tax assets taken in the Balance Sheet on this Unabsorbed Long Term Capital Loss of Rs. 64.97 Lakh can be realized against tax liabilities on account of Capital Gain, if any, depending upon treasury decisions in the coming year.</p> <p>As per the management, the company is in the process of starting its lending business and expects to earn taxable profits. The company has Rs. 72.81 Lakh of Unabsorbed Business Loss. Deferred tax assets taken in the Balance Sheet on this Unabsorbed Business Loss of Rs. 72.81 Lakh can be realized against future tax liabilities on account of Business Income, if any, depending upon company's performance in the coming years.</p>

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Information Other than the Financial Statements and Auditor's Report Thereon

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

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

In preparing the financial statements, the Management and Board of Directors are 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.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of 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 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- ❖ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ❖ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 except for certain matters in respect of audit trail as stated in the paragraph 1(i)(vi) below.
 - c. The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. The modifications relating to the maintenance of accounts and other matters connected therewith in respect of audit trail are as stated in the paragraph 1(b) above on reporting under Section 143(3)(b) of the Act and paragraph 1(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Financial Statements.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration paid or provided by the company is per the provisions of section 197 of the Act.
 - i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There were no pending litigations which would impact the financial position of the financial statements.
 - ii. Provision has been made in the financial statements as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii. There is no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (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 represented, 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) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- vi. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software.
- i. The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting software used for maintaining the books of account relating to Payroll, Property, Plant and Equipment and Other intangible assets.

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.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For D.S. Talwar & Co.
Chartered Accountants
FRN: 000993N

Sd/-
Shradha Talwar
Partner
M. No. 514698

Date: 28/05/2025
Place: New Delhi
UDIN: 25514698BMMMVD7047

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ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **Som Datt Finance Corporation Limited** of even date)

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

We have audited the Internal Financial Controls over Financial Reporting of Som Datt Finance Corporation Limited (‘the Company’) as at 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended and as on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company are responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in guidance note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Control over financial reporting (the ‘Guidance Note’) and the standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transaction are recorded as necessary to permit preparation of financial statement in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorization of the 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 assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

SOM DATT FINANCE CORPORATION LTD

that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date: 28/05/2025
Place: New Delhi

For D.S. Talwar & Co.
Chartered Accountants
FRN: 000993N

Sd/-
Shradha Talwar
Partner
M. No. 514698

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ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Som Datt Finance Corporation Limited of even date)

- i. In respect of the Company's property, plant and equipment, right-of-use assets and intangible assets:
 - a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular program of physical verification of its property, plant and equipment by which all property, plant and equipment are verified by the management. Property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- c. The Company does not have any immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.
- d. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.
- e. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any Benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.
- ii. (a) The Company is a Non-Banking Finance Company and has not dealt with any goods and the Company does not hold any inventory during the period under audit. Accordingly the reporting requirement under clause (ii) of paragraph 3 of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of the security of current assets at any point of time during the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. The Company is a Non – Deposit taking Non-Banking Finance Company (NBFC) registered with the Reserve Bank of India. According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year the Company has made investments, but the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or any other parties.

According to the information and explanations given to us the investments made are not prejudicial to the company's interest;
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 186 of the Act in respect of investments made, where applicable. The Company has not given any loans, or provided any guarantees or security for which the provisions of sections 185 and 186 of the Act are applicable.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public or amounts which are deemed to be deposits during the year which attract the directives issued by the Reserve Bank of India. Being a Non-Banking Finance Company registered with Reserve Bank of India, the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Rules framed there under regarding acceptance of deposits are not applicable. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. (a) According to information and explanations given to us and on the basis of our examination of the books of account and records there have been delays in depositing TDS and RCM under GST. However, the same have been deposited along with Interest before the date of this report. The Company has been generally regular in depositing other undisputed statutory dues including provident fund, GST, Income Tax and any other statutory dues as applicable with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of any material statutory dues were in arrears as at March 31, 2025 for a period of more than six months from the date on when they become payable.

SOM DATT FINANCE CORPORATION LTD

- (b) According to the information and explanation given to us, there are no dues of provident fund, Income tax, GST, and any other statutory dues outstanding on account of any dispute.
- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix. (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, joint ventures and associate companies.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or against the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- xii. In our opinion, 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 explanation given to us and on the basis of the examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- xvi. (a) The Company is a Non-Banking Finance Company and is required to obtain Registration under section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained.
- (b) The Company has a valid Certificate of Registration (CoR) from the Reserve Bank of India (RBI) for conducting Non-Banking Financial activities and no business has been conducted by the Company without a valid CoR.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting requirements under clause 3 (xvi)(c) of the Order is not applicable.
- (d) As per the information and explanations given to us, there are no core investment companies as defined in the regulations made by the Reserve Bank of India as part of its group and hence the reporting requirements under clause 3 (xvi)(d) of the Order are not applicable.

SOM DATT FINANCE CORPORATION LTD

- xvii. The Company has incurred cash losses of Rs. 70.49 Lakh in the current year. The Company did not incur cash losses in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 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 realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that 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. In our opinion and according to the information and explanations given to us, Section 135 of the Act is not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

Date: 28/05/2025
Place: New Delhi

For D.S. Talwar & Co.
Chartered Accountants
FRN: 000993N

Sd/-
Shradha Talwar
Partner
M. No. 514698

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SOM DATT FINANCE CORPORATION LTD**BALANCE SHEET AS AT MARCH 31, 2025***(All amounts are in ₹ lakhs, except otherwise stated)*

Particulars		Note	As at March 31, 2025	As at March 31, 2024
ASSETS				
1. Financial assets				
(a) Cash and cash equivalents	3		19.68	186.08
(b) Investments	4		2,693.85	3,220.26
(c) Other financial assets	5		5.25	-
			<u>2,718.78</u>	<u>3,406.34</u>
2. Non-financial assets				
(a) Deferred tax assets (Net)	6		181.14	141.63
(b) Property, plant and equipment	7		3.37	2.23
(c) Other intangible assets	8		-	2.95
(d) Other non-financial assets	9		118.88	15.98
			<u>303.39</u>	<u>162.79</u>
TOTAL ASSETS			<u>3,022.17</u>	<u>3,569.13</u>
LIABILITIES AND EQUITY				
Liabilities				
1. Financial liabilities				
(a) Payables				
(i) Trade payables	10		-	-
- total outstanding dues of micro enterprises and small enterprises			9.45	-
- total outstanding dues of creditors other than micro enterprises			6.88	13.52
(b) Other financial liabilities	11		<u>16.33</u>	<u>13.52</u>
2. Non-financial liabilities				
(a) Current tax liabilities (Net)	12		-	-
(b) Provisions	13		21.69	7.01
(c) Other non-financial liabilities	14		6.68	3.34
			<u>28.37</u>	<u>10.35</u>
Equity				
(a) Equity share capital	15		1,000.80	1,000.80
(b) Other equity	16		1,976.67	2,544.46
			<u>2,977.47</u>	<u>3,545.26</u>
TOTAL LIABILITIES AND EQUITY			<u>3,022.17</u>	<u>3,569.13</u>

Summary of material accounting policies

2

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For D.S. Talwar & Co.
Chartered Accountants
Firm's Registration No.: 000993N

Sd/-
Shradha Talwar
Partner
Membership No.: 514698

Place: New Delhi
Date: May 28, 2025

For and on behalf of the Board of Directors of
Som Datt Finance Corporation Limited

Sd/-
Subba Rao Veeravenkata Meka
(Venkat Subbarao)
Managing Director
DIN: 07173955

Place: Hyderabad
Date: May 28, 2025

Sd/-
Shashank Shankpal
Chief Financial Officer
PAN: BNKPS4919J
Place: Hyderabad
Date: May 28, 2025

Sd/-
Bhavanam Ruthvik Reddy
Whole Time Director & CEO

DIN: 08372627

Place: Hyderabad
Date: May 28, 2025

Sd/-
Neha Agarwal
Company Secretary & Compliance Officer
Membership No.: A22107
Place: Hyderabad
Date: May 28, 2025

SOM DATT FINANCE CORPORATION LTD

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in ₹ lakhs, except otherwise stated)

Particulars	Note	For the year ended March 31, 2025	For the year ended March 31, 2024
INCOME			
Revenue from operations			
(a) Interest income	17	0.08	1.90
(b) Dividend income	18	31.23	38.05
(c) Net gain/ (loss) on fair value changes	19	(333.79)	1,463.01
Total revenue from operations		(302.48)	1,502.95
Other income	20	0.27	-
Total income		(302.21)	1,502.95
EXPENSES			
(a) Finance cost	21	0.01	10.79
(b) Fees and commission expense	22	5.23	7.63
(c) Employee benefits expense	23	203.86	90.54
(d) Depreciation and amortisation expense	24	1.00	1.07
(e) Other expenses	25	69.58	33.97
Total expenses		279.68	144.00
Profit/ (loss) before exceptional items and tax		(581.89)	1,358.95
Exceptional items		-	-
Profit/ (loss) before tax and after exceptional items		(581.89)	1,358.95
Tax expenses	26		
Current tax		-	237.52
MAT Credit Entitlement		-	(237.52)
Adjustment of tax relating to earlier years		(0.14)	0.01
Deferred tax		(39.51)	149.21
		(39.65)	149.22
Profit/ (loss) after tax for the year		(542.24)	1,209.73
Other comprehensive income:			
(i) Items that will not be reclassified to profit or loss in subsequent years:			
Remeasurement of employment benefit obligations		(0.48)	(0.21)
(ii) Income tax relating to items that will not be reclassified to profit or loss	26	-	0.03
Other comprehensive income/ (loss) for the year, net of tax		(0.48)	(0.18)
Total comprehensive income/ (loss) for the year		(542.72)	1,209.56
Earnings per equity share	27		
Basic (₹)		(5.42)	12.09
Diluted (₹)		(5.42)	12.09
Summary of material accounting policies	2		
The accompanying notes are an integral part of the financial statements.			

As per our report of even date

For D.S. Talwar & Co.
Chartered Accountants
Firm's Registration No.: 000993N

Sd/-
Shradha Talwar
Partner
Membership No.: 514698

Place: New Delhi
Date: May 28, 2025

For and on behalf of the Board of Directors of
Som Datt Finance Corporation Limited

Sd/-
Subba Rao Veeravenkata Meka
(Venkat Subbarao)
Managing Director
DIN: 07173955

Place: Hyderabad
Date: May 28, 2025

Sd/-
Shashank Shankpal
Chief Financial Officer
PAN: BNKPS4919J
Place: Hyderabad
Date: May 28, 2025

Sd/-
Bhavanam Ruthvik Reddy
Whole Time Director & CEO

DIN: 08372627
Place: Hyderabad
Date: May 28, 2025

Sd/-
Neha Agarwal
Company Secretary & Compliance Officer
Membership No.: A22107
Place: Hyderabad
Date: May 28, 2025

SOM DATT FINANCE CORPORATION LTD

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in ₹ lakhs, except otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flows from operating activities		
Profit / (Loss) before tax	(581.89)	1,358.95
Adjustment to reconcile profit before tax to cash provided by operating activities		
Depreciation	1.00	1.07
Impairment loss on fixed assets write off	1.36	-
Impairment loss on intangible assets under development write off	2.95	-
Change in fair value of investment	491.88	(1,360.06)
Operating profit before working capital changes	(84.70)	(0.04)
Adjustment for:		
(Increase)/decrease in trade receivables	-	-
(Increase)/decrease in other financial assets	(5.25)	2.88
(Increase)/decrease in other non-financial assets	(102.89)	(15.93)
Increase/(decrease) in trade payables and other payable	9.45	2.06
Increase/(decrease) in other financial liability	(6.64)	5.38
Increase/(decrease) in provisions	14.20	5.34
Increase/(decrease) in other non-financial liabilities	3.34	2.38
	(172.49)	2.07
Income tax paid (net of refunds)	0.14	(244.42)
Net cash generated from operating activities	(A) (172.35)	(242.35)
B. Cash flows from investing activities		
Purchase of property, plant and equipment	(3.51)	(0.42)
Purchase of intangible assets under development	-	(2.95)
(Increase)/Decrease in investment in equity instruments (net)	34.53	274.93
Net cash (used in)/ generated from investing activities	(B) 31.02	271.56
C. Cash flows from financing activities		
Share issue expenses	(25.07)	-
Net cash generated from financing activities	(C) (25.07)	-
D. Net increase / (decrease) in cash and cash equivalents	(A + B + C) (166.40)	29.21
Cash and cash equivalents at beginning of the year	186.08	156.87
Cash and Cash equivalents at end of the period (refer note 3)	19.68	186.08

As per our report of even date

For D.S. Talwar & Co.
Chartered Accountants
Firm's Registration No.: 000993N

Sd/-
Shradha Talwar
Partner
Membership No.: 514698

Place: New Delhi
Date: May 28, 2025

For and on behalf of the Board of Directors of
Som Datt Finance Corporation Limited

Sd/-
Subba Rao Veeravenkata Meka
(Venkat Subbarao)
Managing Director
DIN: 07173955

Place: Hyderabad
Date: May 28, 2025

Sd/-
Shashank Shankpal
Chief Financial Officer
PAN: BNKPS4919J
Place: Hyderabad
Date: May 28, 2025

Sd/-
Bhavanam Ruthvik Reddy
Whole Time Director & CEO

DIN: 08372627
Place: Hyderabad
Date: May 28, 2025

Sd/-
Neha Agarwal
Company Secretary & Compliance Officer
Membership No.: A22107
Place: Hyderabad
Date: May 28, 2025

SOM DATT FINANCE CORPORATION LTD

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

(All amounts are in ₹ lakhs, except otherwise stated)

A. EQUITY SHARE CAPITAL

	Note	Number of Shares	Amount
Issued, subscribed and fully paid			
As at April 1, 2023 (equity share of ₹10 each)	15	10,007,970	1,000.80
Changes in equity share capital during the year		-	-
As at March 31, 2024 (equity share of ₹10 each)	15	10,007,970	1,000.80
Changes in equity share capital during the year		-	-
As at March 31, 2025 (equity share of ₹10 each)	15	10,007,970	1,000.80

B. OTHER EQUITY*

Description	Reserve and Surplus		
	Statutory Reserve	Retained earnings	Total Other Equity
As at April 1, 2023	379.18	955.72	1,334.90
Transfer to/from retained earning	241.95	(241.95)	-
Profit for the year after income tax	-	1,209.73	1,209.73
Other comprehensive income	-	(0.18)	(0.18)
Total comprehensive income	-	1,209.56	1,209.56
As at March 31, 2024	621.13	1,923.33	2,544.46
Transfer to/from retained earning	-	-	-
Profit for the year after income tax	-	(542.24)	(542.24)
Share issue expenses (net of taxes)	-	(25.07)	(25.07)
Other comprehensive income	-	(0.48)	(0.48)
Total comprehensive income	-	(567.79)	(567.79)
As at March 31, 2025	621.13	1,355.54	1,976.67

*Refer note 16 for details.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For D.S. Talwar & Co.
Chartered Accountants
Firm's Registration No.: 000993N

Sd/-
Shradha Talwar
Partner
Membership No.: 514698

Place: New Delhi
Date: May 28, 2025

For and on behalf of the Board of Directors of
Som Datt Finance Corporation Limited

Sd/-
Subba Rao Veeravenkata Meka
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Sd/-
Neha Agarwal
Company Secretary & Compliance Officer
Membership No.: A22107
Place: Hyderabad
Date: May 28, 2025

Notes to the financial statements for the year ended March 31, 2025**1. Reporting entity - Background or Corporate Information**

Som Datt Finance Corporation Limited (the "Company") (CIN: L65921TS1993PLC188494, changed during the year 2023-24 from CIN: L65921DL1993PLC377542, and changed from CIN: L65921WB1993PLC060507 during the year 2020-21) was incorporated on October 19, 1993. The Company had been granted registration under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) on November 10, 1998, having Registration No. 05.02987. The Reserve Bank of India ("RBI") issued a further Certificate dated March 29, 2005, in lieu of the earlier certificate having categorised the Company as a Non-Banking Financial Company (Non-Deposit Taking). Consequent to the shifting of the registered office of the Company from West Bengal to Delhi, the RBI has issued a fresh certificate of registration bearing no. B-14.03556 dated September 23, 2021. Following the change of promoters in July 2023 and the change in registered office address of the Company from Delhi to Hyderabad, the Company has received a fresh certificate of registration from the RBI bearing number N-09.00492 dated February 27, 2025. The Company is carrying on the activity of proprietary investment in stocks and securities.

2. Material Accounting Policies

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

2.1 Basis of preparation of financial statements**i) Statement of Compliance**

These financial statements (the "Financial Statements") have been prepared in accordance with the Indian Accounting Standard ("Ind AS"), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 (the "Act"). The Ind AS are prescribed under Section 133 of the Act, read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

The Company has uniformly applied the accounting policies for all the periods presented in these financial statements.

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

The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments and plan assets of defined benefit plans, which are measured at fair values at the end of each reporting period, as explained in the accounting policies below:

- Financial instruments at fair value through profit and loss (FVTPL) that are measured at fair value,
- Net defined benefit (asset)/ liability - fair value of plan assets less present value of defined benefit obligation.

ii) Functional and presentation currency

The financial statements are presented in Indian National Rupees (INR/₹), which is the Company's functional and presentation currency. All amounts are rounded to two decimal places to the nearest lakh, unless otherwise stated.

iii) Use of estimates and judgements

The preparation of financial statements to be in conformity with the Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as on the date of the financial statements and the reported income and expenses during the reported period. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates. The estimates and the underlying assumptions are reviewed on an ongoing basis.

iv) Determination of estimated useful lives of Property, plant and equipment, and Intangible assets

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Act. In cases, where the useful lives are different from that prescribed in Schedule II, they are based on nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support. (Refer 'Note 7 & 8').

Intangible assets are stated at cost less accumulated amortisation and impairment losses, if any. Intangible assets are amortised on a straight-line basis over their estimated useful lives, commencing from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on various factors, including the effects of obsolescence, market demand, competitive landscape, and other economic factors (such as the stability of the industry, and known technological advances), and the expected level of maintenance

required to generate future economic benefits. The amortisation method and useful lives are reviewed at each financial year end, and adjusted prospectively, if necessary.

v) Recognition of deferred tax assets and liabilities

Deferred tax assets and liabilities are recognised for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, depreciation carry-forwards and tax credits. Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary differences and depreciation carry-forwards could be utilised.

vi) Recognition and measurement of provisions and contingencies

The recognition and measurement of provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the reporting date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

vii) 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. For further details about the determination of fair value, please see 'Note 28'.

2.2 Summary of material accounting policies

A. Revenue recognition

- i. Gain/ (loss) on change in fair value of investments:** The Company recognises unrealised gains or losses arising from changes in the fair value of financial assets measured at Fair Value Through Profit and Loss ("FVTPL") in the Statement of Profit and Loss., Further, realised gains or losses on derecognition of financial assets classified as FVTPL or Fair Value through Other Comprehensive Income ("FVOCI") are recognised in the Statement of Profit and Loss at the time of disposal. Investments are classified and measured in accordance with Ind AS 109 – Financial Instruments. Equity investments held for trading purposes are designated at FVTPL. Changes in the fair value of such investments are recognised in the Statement of Profit and Loss under the head 'Net gain/(loss) on fair value changes'.
- ii. Interest income:** Interest income on financial assets is recognised on an accrual basis using the effective interest rate ("EIR") method. Interest revenue is continued to be recognised at the original effective interest rate.
- iii. Dividend income:** Dividend income is recognised in the Statement of Profit and Loss when the right to receive the dividend is established.

B. Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Basis of Recognition

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

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on a pro-rata basis on the straight-line method over the estimated useful lives of assets, based on internal assessment and independent technical evaluation done by the Management expert, which is equal to life prescribed under Schedule II to the Companies Act, 2013.

The assets' useful lives are reviewed and adjusted if appropriate at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amounts. These are included in profit or loss within other income or other expenses.

SOM DATT FINANCE CORPORATION LTD

Depreciation methods and estimated useful lives of assets:

Asset Type	Estimated useful life (Years)
Plants & Machinery	10
Office equipment	5
Vehicles	8
Furniture & Fixture	10
Computers	3

Assets costing less than or equal to ₹5,000 (Rupees five thousand only) are fully depreciated from the date of acquisition.

C. Intangible assets

Intangible assets acquired separately are measured on initial recognition at historical cost. Intangible assets have a finite life and are subsequently carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets with finite lives are amortised over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss unless such expenditure forms part of the carrying value of another asset.

Gains or losses arising from the derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Amortisation methods and estimated useful lives of intangible assets:

Asset Type	Estimated useful life (Years)
Computer Software	3

D. Impairment of non-financial assets

The carrying values of assets/cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceeds the estimated recoverable amount, an impairment is recognised for such excess amount.

The recoverable amount is the greater of the net selling price and their 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 an indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods that no longer exist or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets, such reversal is not recognised.

E. Employee benefits

- i. **Defined Contribution Plans:** The Company makes payments to defined contribution plans such as provident fund and employees' state insurance (wherever required). The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans, and the contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.
- ii. **Short-term obligations:** All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include short-term compensated absences such as paid annual leave, which are valued by an independent actuarial valuer at the end of the year. Benefits such as salaries and wages, etc. and the expected cost of the bonus/ex-gratia are recognised in the period in which the employee renders the related service.
- iii. **Post-employment obligation:** The Company operates the following post-employment schemes:
 - **Defined benefit plans:** The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

- *Accumulated compensated absences:* The Company provides for liability of accumulated compensated absences for eligible employees on the basis of an independent actuarial valuation carried out at the end of the year and as may be required from time to time, using the projected unit credit method. Actuarial gains and losses are recognised in the Statement of Profit and Loss for the period in which they occur.

F. Taxes

i. Current Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate.

The current income tax is calculated on the basis of the tax rates and the tax laws enacted by the end of the reporting period. The Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation. It establishes provisions or makes reversals of provisions made in earlier years, where appropriate, on the basis of amounts expected to be paid to / received from the tax authorities.

ii. Deferred Income Tax

Deferred tax is recognised for all the temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only if it is probable that sufficient future taxable amounts will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced/increased to the extent that it is no longer probable or it becomes probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

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

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets and liabilities and the deferred tax balances relate to the same taxable authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

G. Leases (Company as a lessee)

The Company's lease asset primarily consists of leases for office premises. The Company assesses whether a contract contains a lease, at the inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset, (ii) the Company has substantially all of the economic benefits from the use of the asset through the period of the lease, and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low-value leases. For these short-term and low-value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

H. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash on hand, amount at banks and other short-term deposits with an original maturity of three months or less that are readily convertible to the known amount of cash and, which are subject to an insignificant risk of changes in value.

I. Earnings Per Share ("EPS")**i. Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the net profit or loss for the period attributable to the equity shareholders of the Company
- by the weighted average number of equity shares outstanding during the period, adjusted for bonus elements in equity shares issued during the year.

ii. Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

J. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial Assets**a) Classification**

The Company classifies its financial assets as subsequently measured at either amortised cost or fair value based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Investments are classified and measured in accordance with Ind AS 109 – Financial Instruments.

b) Initial recognition and measurement

All financial assets are recognised initially at fair value. In case of financial assets not recorded at fair value through profit or loss, transaction costs that are directly attributable to the acquisition are adjusted to the fair value at initial recognition.

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Purchase or sale of the unquoted instrument is recognised on the closing date or as and when the transaction is completed, as per the terms mentioned in the relevant transaction agreement/document.

Regular way purchases or sales are of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

ii. Subsequent Measurement**a) Financial asset at fair value through Other Comprehensive Income ("FVOCI")**

Financial assets with contractual cash flow characteristics that are solely payments of principal and interest and held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets are classified to be measured at FVOCI. The impairment losses, if any, are recognised through the profit and loss account. The loss allowance is recognised in other comprehensive income and does not reduce the carrying value of the financial asset. On derecognition, gains and losses accumulated in OCI are reclassified to the Statement of Profit and Loss.

b) Financial asset at fair value through profit and loss ("FVTPL")

- Any financial instrument that does not meet the criteria for categorisation as at amortised cost or as Fair Value through Other Comprehensive Income ("FVOCI"), is classified to be measured at FVTPL.
- Financial instruments included within the FVTPL category are measured at fair value with all changes recognised in the profit and loss account.

- All equity investments except for investments in subsidiary/associate/joint ventures are measured at fair value. Equity instruments that are held by the company are classified as at FVTPL.

iii. Financial Liabilities

All financial liabilities of the Company are short-term in nature. A financial liability is classified as at fair value through profit or loss if it is held-for-trading or designated as such on initial recognition. Such liabilities are measured at fair value, with changes recognised in the Statement of Profit and Loss. All other financial liabilities are measured at amortised cost using the effective interest method. As at the reporting date, the Company's financial liabilities comprise only trade payables and other financial liabilities, all of which are measured at amortised cost. The Company does not have any financial liabilities classified as at fair value through profit or loss.

iv. Valuation methodologies of financial instruments not measured at fair value – Short-term financial assets and liabilities

For financial assets and liabilities with a short-term maturity (i.e., less than twelve months), the carrying amounts, which are net of impairment, are a reasonable approximation of their fair value. Such instruments include cash and cash equivalents, trade receivables, security deposits, and other short-term financial assets. On the liabilities side, this includes trade payables and other financial liabilities without specific maturities.

v. Derecognition of financial assets and financial liabilities

A **financial asset** (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- the rights to receive cash flows from the asset have expired, or
- the Company has transferred its rights to receive cash flows from the asset, or
- the Company has transferred substantially all the risks and rewards of the asset but has transferred control of the asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in the Statement of Profit and Loss.

The Company derecognises **financial liability** when its contractual obligations are discharged, cancelled or expired.

K. Offsetting

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

L. Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values for financial instruments such as investment in unquoted equity instruments, debentures, preference shares etc.

The Management uses its judgement in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market participants are applied.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

M. Provisions, Contingent liabilities and Contingent assets

A provision is recognised when the Company has a present obligation as a result of a past event and it is probable that an outflow of embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value. Contingent liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements.

N. Cash Flow Statement

Cash flows are reported using the indirect method, prescribed in Ind AS 7, whereby profit / (loss) before extraordinary items and 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.

O. Segment Reporting

The Company operates in a single business segment of “investing”, with its operating results regularly reviewed by the Chief Operating Decision Maker for resource allocation and performance assessment, based on available financial information. Further, other business segments do not exceed the quantitative thresholds defined under Ind AS 108 on ‘Operating Segments.’ Therefore, no separate reportable segments are required as per Ind AS 108. The Company operates in a single geographical segment, i.e., domestic.

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SOM DATT FINANCE CORPORATION LTD

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in ₹ lakhs, except otherwise stated)

3	Cash and cash equivalents	As at March 31, 2025	As at March 31, 2024
	Cash in hand	-	0.04
	Imprest account	0.01	-
	Balance with banks		
	- in current accounts	19.67	186.04
		19.68	186.08

4	Investments	As at March 31, 2025	As at March 31, 2024
	Investments within India		
	At fair value through profit and loss account		
	- In equity instruments	2,693.85	3,220.26
		2,693.85	3,220.26
	Notes relating to Investments:-		
4.1.	Bifurcation of investments:		
	Quoted	2,693.85	3,220.26
	Unquoted	-	-
		2,693.85	3,220.26
4.2.	In order to undertake investment/trading positions in the cash/derivative segment, securities are pledged in favour of the clearing member as margin to undertake investment or trading positions in the cash and derivative segments, in accordance with applicable laws. However, there were no open positions in the derivative segment during the last two financial years ended March 31, 2025 and March 31, 2024.		

5	Other financial assets	As at March 31, 2025	As at March 31, 2024
	Security deposit	5.25	-
		5.25	-

6	Deferred tax assets (Net)	As at March 31, 2025	As at March 31, 2024
	Deferred tax asset		
	Provision for gratuity disallowed u/s 40A(7)	2.69	0.99
	Provision for leave encashment disallowed u/s 43B	3.63	1.06
	Carry forward long term capital loss	9.46	7.29
	Current year business loss	21.20	-
	Depreciation and amortisation	0.07	0.45
	Deferred tax liability		
	Change in fair value of shares	(175.53)	(187.78)
	Unutilised tax credits (Minimum alternative tax credit)	319.62	319.62
		181.14	141.63

SOM DATT FINANCE CORPORATION LTD

(All amounts are in ₹ lakhs, except otherwise stated)

7. Property, plant and equipment	Computers	Plant and equipments	Office equipments	Furniture and Fixtures	Total
Gross block					
As at April 1, 2023	3.31	0.95	0.11	0.47	4.84
Additions	0.42	-	-	-	0.42
Disposal / adjustments	-	-	-	-	-
As at March 31, 2024	3.73	0.95	0.11	0.47	5.26
Additions	3.43	-	0.08	-	3.51
Disposal / adjustments	(2.43)	(0.95)	(0.11)	(0.47)	(3.96)
As at March 31, 2025	4.73	-	0.08	-	4.81
Accumulated depreciation					
As at April 1, 2023	1.36	0.56	0.04	-	1.96
Charge for the year	1.07	-	-	-	1.07
Disposal / adjustments	-	-	-	-	-
As at March 31, 2024	2.43	0.56	0.04	-	3.03
Charge for the year	1.00	-	-	-	1.00
Disposal / adjustments	(1.99)	(0.56)	(0.04)	-	(2.59)
As at March 31, 2025	1.44	-	-	-	1.44
Net block					
As at March 31, 2024	1.30	0.39	0.07	0.47	2.23
As at March 31, 2025	3.29	-	0.08	-	3.37

7.1. Notes relating to Property, plant and equipment:-

During the year 2024-25, the Company has written off certain items of property, plant and equipment that were obsolete, unsaleable and no longer in use. These assets had a gross carrying amount of ₹3.96 lakhs, with accumulated depreciation of ₹2.59 lakhs. Accordingly, the net carrying amount of ₹1.36 lakhs was recognised as an impairment loss under "Other Expenses" in the Statement of Profit and Loss. The impairment was carried out based on the assessment that the recoverable amount of the said assets was Nil, and therefore, the entire carrying value was charged off in accordance with the principles of Ind AS 36.

8. Other intangible assets	Software	Total	Intangible assets under development
Gross block			
As at April 1, 2023	0.21	0.21	-
Additions	-	-	2.95
Disposal / adjustments	-	-	-
As at March 31, 2024	0.21	0.21	2.95
Additions	-	-	-
Disposal / adjustments	-	-	-
As at March 31, 2025	0.21	0.21	2.95
Accumulated depreciation			
As at April 1, 2023	0.21	0.21	-
Charge for the year	-	-	-
Disposal / adjustments	-	-	-
As at March 31, 2024	0.21	0.21	-
Charge for the year	-	-	-
Disposal / adjustments	-	-	2.95
As at March 31, 2025	0.21	0.21	2.95
Net block			
As at March 31, 2024	-	-	2.95
As at March 31, 2025	-	-	-

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(All amounts are in ₹ lakhs, except otherwise stated)

Notes relating to Other intangible assets:-

8.1. Ageing of intangible assets under development

The intangible assets under development ageing schedule for the period ended as on March 31, 2025 is as follows:

Intangible assets under development	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2025:					
(i) Projects in progress	-	-	-	-	-
(ii) Projects temporarily suspended	-	-	-	-	-
As at March 31, 2024:					
(i) Projects in progress	2.95	-	-	-	2.95
(ii) Projects temporarily suspended	-	-	-	-	-

- 8.2. During the year 2024-25, the Company wrote off ₹2.95 lakhs, which was earlier capitalised as 'Intangible Asset Under Development', pursuant to the discontinuation of a software project. The write-off was recognised under "Other Expenses", as the project was discontinued and the asset was no longer expected to yield future economic benefits.

9 Other non-financial assets	As at March 31, 2025	As at March 31, 2024
Prepaid expenses	0.86	0.06
Current tax assets (Net)* (refer note 9.1 below)	113.12	12.06
Non Current tax assets (Net) (refer note 9.2 below)	-	3.87
Other receivables	4.90	-
	118.88	15.98

Notes relating to Other non-financial assets:-

9.1. Break-up of Current tax assets (Net):

Provision for income tax	-	(237.52)
Advance tax	110.00	245.58
TDS receivable	3.12	3.99
	113.12	12.06

9.2. Break-up of Non-Current tax assets (Net):

Provision for income tax	-	(82.75)
Advance tax	-	85.00
TDS receivable	-	1.62
	-	3.87

10 Trade Payables	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	9.45	-
	9.45	-

Notes relating to Trade payables:-

- 10.1. Trade payables includes payable to related parties, which was ₹Nil as on March 31, 2025 (March 31, 2024: ₹Nil).

- 10.2. Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006") is as under:

Details of dues to micro and small enterprises as per MSMED Act, 2006 the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year

- principal amount	Nil	Nil
- interest amount	Nil	Nil

The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;

The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);

The amount of interest accrued and remaining unpaid at the end of each accounting year; and

The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23.

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(All amounts are in ₹ lakhs, except otherwise stated)

10.3. Trade payables ageing schedule:**As at March 31, 2025**

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-
Others	9.45	-	-	-	9.45
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

As at March 31, 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-
Others	-	-	-	-	-
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

11	Other financial liabilities	As at March 31, 2025	As at March 31, 2024
	Provision for share issue expenses	2.70	-
	Employee related payable	-	7.44
	Other payables	4.18	6.08
		<u>6.88</u>	<u>13.52</u>

Notes relating to Other financial liabilities:-

- 11.1. Provision for share issue expenses represents amounts payable (net off TDS) to the statutory auditors towards examination of the Restated Financial Statements and certification fees in connection with the proposed rights issue of the Company.
- 11.2. Other payables pertains to provision for expenses including audit fees.
- 11.3. For better presentation and to align with the current year's classification, "Provision for audit fees" and "Provision for expenses" previously presented under "Trade payables" have been reclassified to "Other financial liabilities" in the comparative figures.

12	Current tax liabilities (Net)	As at March 31, 2025	As at March 31, 2024
	Current tax liabilities	-	-
		<u>-</u>	<u>-</u>

13	Provisions	As at March 31, 2025	As at March 31, 2024
	Provision for gratuity (refer note 31.3)	9.23	3.38
	Provision for leave encashment	12.46	3.63
		<u>21.69</u>	<u>7.01</u>

14	Other non-financial liabilities	As at March 31, 2025	As at March 31, 2024
	Statutory dues payable	6.68	3.34
		<u>6.68</u>	<u>3.34</u>

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(All amounts are in ₹ lakhs, except otherwise stated)

15	Equity share capital	As at March 31, 2025	As at March 31, 2024
	Authorised share capital		
	2,00,00,000 equity shares of ₹10 each (March 31, 2024: 2,00,00,000 equity shares of ₹10 each)	2,000.00	2,000.00
	50,00,000 preference shares of ₹10 each (March 31, 2024: 50,00,000 preference shares of ₹10 each)	500.00	500.00
		2,500.00	2,500.00
	Issued, subscribed and fully paid-up share capital		
	1,00,07,970 equity shares of ₹10 each (March 31, 2024: 1,00,07,970 equity shares of ₹10 each)	1,000.80	1,000.80
		1,000.80	1,000.80

Notes relating to Equity share capital:-

15.1. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:
Equity shares

	March 31, 2025		March 31, 2024	
	No.	Amount	No.	Amount
At the beginning of the quarter / year	10,007,970	1,000.80	10,007,970	1,000.80
Issued during the quarter / year	-	-	-	-
Outstanding at the end of the quarter / year	10,007,970	1,000.80	10,007,970	1,000.80

15.2. Details of shareholders holding more than 5% equity shares in the Company:

	As on March 31, 2025			As on March 31, 2024		
Particulars	No. of shares held	% of total shareholding	% of change in shareholding during the year	No. of shares held	% of total shareholding	% of change in shareholding during the year
Bhaskara Rao Bollineni	64,41,050	64.36%	0.00%	64,41,050	64.36%	100.00%
Bhavanam Ruthvik Reddy	5,00,311	5.00%	0.06%	5,00,000	5.00%	100.00%
Kuldip Singh Rathee	-	Nil	N.A.	-	Nil	-100.00%
Vijay Rathee	-	Nil	N.A.	-	Nil	-100.00%
	69,41,361	69.36%		69,41,050	69.36%	

15.3. Details of Promoter's Shareholding:

	As on March 31, 2025			As on March 31, 2024		
Particulars	No. of shares held	% of total shareholding	% of change in shareholding of Promoters during the year	No. of shares held	% of total shareholding	% of change in shareholding of Promoters during the year
Bhaskara Rao Bollineni*	64,41,050	64.36%	0.00%	64,41,050	64.36%	100.00%
Bhavanam Ruthvik Reddy	5,00,311	5.00%	0.06%	5,00,000	5.00%	100.00%
Kuldip Singh Rathee	-	Nil	N.A.	-	Nil	-100.00%
Vijay Rathee	-	Nil	N.A.	-	Nil	-100.00%
	69,41,361	69.36%		69,41,050	69.36%	

*Purchased 1,400 equity shares during the financial year ended March 31, 2024, as part of Open Offer in accordance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

15.4. Terms/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 dividend recommended by the Board of Directors and approved by the shareholders in the Annual General Meeting is paid in Indian Rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

SOM DATT FINANCE CORPORATION LTD*(All amounts are in ₹ lakhs, except otherwise stated)***15.5. Note on change in the management during the year ended March 31, 2024:**

Please refer to 'Note 42' below for detailed note.

16	Other equity	As at March 31, 2025	As at March 31, 2024
a)	Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934		
	Balance at the beginning of the year	621.13	379.18
	Addition during the year	-	241.95
	Balance at the end of the year	621.13	621.13
b)	Reserve & Surplus		
	Retained earnings		
	Balance at the beginning of the year	1,923.33	955.72
	Profit for the year after tax	(542.24)	1,209.73
	Share issue expenses (net of taxes)	(25.07)	-
	Other comprehensive income	(0.48)	(0.18)
		1,355.54	2,165.28
	Appropriations		
	Provision for earlier years	-	-
	Addition during the year	-	(241.95)
		-	(241.95)
	Balance at the end of the year	1,355.54	1,923.33
	Total other equity	1,976.67	2,544.46

Nature and purposes of other equity**1. Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934**

In accordance with Section 45-IC(1) of the Reserve Bank of India Act, 1934, a reserve fund is required to be created as a statutory reserve. However, since the Company has incurred a loss, no such transfer has been made for the year ended March 31, 2025.

2. Retained earnings

Retained earnings represents the surplus in profit and loss account and appropriations.

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SOM DATT FINANCE CORPORATION LTD

(All amounts are in ₹ lakhs, except otherwise stated)

17	Interest income	For the year ended March 31, 2025	For the year ended March 31, 2024
	Interest income on fixed deposits	0.08	1.90
		0.08	1.90
18	Dividend income	For the year ended March 31, 2025	For the year ended March 31, 2024
	Dividend income	31.23	38.05
		31.23	38.05
19	Net gain / (loss) on fair value changes	For the year ended March 31, 2025	For the year ended March 31, 2024
	Net gain / (loss) on financial instruments at fair value through profit or loss		
	On trading portfolio:		
	Investments	(333.79)	1,463.01
	Derivatives	-	-
	Net gain / (loss) on financial instruments measured on fair value	(333.79)	1,463.01
	Fair value changes:		
	Realised gain / (loss)	158.09	102.95
	Unrealised gain / (loss)	(491.88)	1,360.06
		(333.79)	1,463.01
	Notes relating to Net gain / (loss) on fair value changes:-		
19.1.	Break-up of Net gain on fair value changes		
	Sales	401.48	462.82
	Add: Closing stock	1,506.44	1,540.96
		1,907.92	2,003.78
	Less: Opening stock	(1,540.96)	(1,815.91)
	Less: Purchase	(207.51)	(83.56)
	Profit from equity and derivative (a)	159.45	104.31
	Direct expenses relating to equity, derivatives & capital market operations:		
	Securities transaction tax	0.61	0.55
	Transaction charges	0.75	0.81
	Total direct expenses (b)	1.36	1.36
	Realised gain from equity, derivatives & capital market operations (c = a - b)	158.09	102.95
	Realised gain on sale of liquid fund (d)	-	-
	Total realised gain/ (loss) on changes in fair value (e = c + d)	158.09	102.95
	Unrealised gain/ (loss) on changes in fair value of shares & liquid fund (f)	(491.88)	1,360.06
	Net gain / (loss) on change in fair value (e + f)	(333.79)	1,463.01

- 19.2. For the year ended March 31, 2025, the Company recognised a net unrealised loss of ₹491.88 lakhs due to adverse movements in market prices of its equity investments. These losses are notional in nature and have arisen from the fair valuation of financial instruments held as at the reporting date, in accordance with Ind AS 109. In addition, the Company recognised a realised gain of ₹158.09 lakhs during the year on sale of certain equity investments. Both the unrealised losses and realised gains have been presented under 'Net gain/(loss) on fair value changes' in the Statement of Profit & Loss, as per the requirements of Ind AS 109 and Schedule III of the Companies Act, 2013.

SOM DATT FINANCE CORPORATION LTD

(All amounts are in ₹ lakhs, except otherwise stated)

20	Other income			For the year ended March 31, 2025	For the year ended March 31, 2024
Interest on income tax refund				0.27	-
				0.27	-
		For the year ended March 31, 2025		For the year ended March 31, 2024	
21	Finance costs	On financial liabilities measured at fair value through profit or loss	On financial liabilities measured at amortised cost	On financial liabilities measured at fair value through profit or loss	On financial liabilities measured at amortised cost
Other interest expense					
- Interest on statutory dues		-	0.01	-	10.79
		-	0.01	-	10.79
22	Fees and commission expense			For the year ended March 31, 2025	For the year ended March 31, 2024
Listing fee				3.84	4.43
Depository charges				1.39	3.20
				5.23	7.63
23	Employee benefits expense			For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, wages and bonus				188.32	82.56
Contribution to provident and other funds				1.07	0.70
Gratuity (refer note 31.3)				5.36	3.52
Compensated absences				8.84	3.74
Staff welfare expenses				0.27	0.02
				203.86	90.54
24	Depreciation and amortisation expense			For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation of property, plant and equipment				1.00	1.07
Amortisation of intangible assets				-	-
				1.00	1.07
25	Other expenses			For the year ended March 31, 2025	For the year ended March 31, 2024
Rent expenses				13.95	1.20
Repair and maintenance				3.41	0.15
Advertisement expenses				1.51	1.96
Travelling and conveyance				1.84	0.99
Communication expenses				0.87	0.02
Printing and stationery				0.54	0.08
Legal and professional expenses				27.32	21.45
Rates, fees & taxes				0.90	0.07

SOM DATT FINANCE CORPORATION LTD

(All amounts are in ₹ lakhs, except otherwise stated)

Impairment loss on fixed assets write off	1.36	-
Impairment loss on intangible assets under development write off	2.95	-
Payment to auditor (refer notes below)	7.57	5.80
TDS receivable written-off	-	0.06
IT & software subscription expenses	6.19	-
AGM Expenses	0.48	-
Membership Fees	0.20	-
Miscellaneous expenses	0.49	2.19
	69.58	33.97

Notes relating to Other expenses:-

25.1. Payment to auditor

Audit fees	5.00	3.30
Tax audit fees	1.20	-
Fees for certifications	0.25	1.64
GST on above services	1.12	0.86
	7.57	5.80

25.2. In addition to the payments made to the auditor as mentioned above, certain dues remain payable and are disclosed in Note 11 above.

26	Tax expenses	For the year ended March 31, 2025	For the year ended March 31, 2024
	Income tax expense:		
	Current tax		
	Current tax on profits for the year	-	237.52
	MAT credit entitlement	-	(237.52)
		-	-
	Tax provision for earlier years		
	Adjustment of tax relating to earlier years	(0.14)	0.01
		(0.14)	0.01
	Deferred tax		
	Deferred tax charged during the year	(39.51)	149.21
		(39.51)	149.21
	Total tax expenses	(39.65)	149.22

Notes relating to Tax expenses:-

26.1. Reconciliation of effective tax rate:

Reconciliation of tax expense to the accounting profit/ (loss) multiplied by India's domestic tax rate is as follows:

(a)	Accounting profit	(581.89)	1,358.95
(b)	Minimum Alternative Tax rate (%)	17.47%	17.47%
(c)	Tax on accounting profit at above rate (a x b)	-	237.43

Tax effect of amounts which are not deductible (taxable) in calculating taxable income:

(d)	Tax effect on adjustments under section 115JB:		
i.	Adjustments under section 115JB(2A)	-	(0.03)
ii.	Adjustments under section 115JB(2C)	-	0.12
(e)	Tax provision for earlier years	(0.14)	0.01
(f)	Deferred tax expenses	(39.51)	149.21
(g)	MAT Credit Entitlement during the year	-	(237.52)
(h)	Total tax adjustments (d + e + f + g)	(39.65)	(88.21)
	Total income tax expense recognised in the Statement of Profit & Loss (c + h)	(39.65)	149.22

SOM DATT FINANCE CORPORATION LTD

(All amounts are in ₹ lakhs, except otherwise stated)

27	Earnings per equity share	For the year ended March 31, 2025	For the year ended March 31, 2024
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Basic EPS is calculated 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.

The following reflects the income and share data used in the basic and diluted EPS computations:

Weighted average number of shares used in basic earnings per share	10,007,970	10,007,970
Weighted average number of shares used in diluted earnings per share	10,007,970	10,007,970

The numerators and denominators used to calculate the basic and diluted EPS are as follows:

Profit attributable to equity holders of the Company (₹ lakhs)	(542.72)	1,209.56
Weighted average number of equity shares of basic earning per share (number)	10,007,970	10,007,970
Weighted average number of equity shares diluted earning per share (number)	10,007,970	10,007,970
Nominal value per equity shares (₹)	10	10
Basic earning per share (₹)	(5.42)	12.09
Diluted earning per share (₹)	(5.42)	12.09

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SOM DATT FINANCE CORPORATION LTD

(All amounts are in ₹ lakhs, except otherwise stated)

28. Financial instruments - Fair values measurement and risk management

28.1. Fair values measurement

Financial instruments - by category

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below:

	As at March 31, 2025			As at March 31, 2024		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Cash and cash equivalents	-	-	19.68	-	-	186.08
Investments	2,693.85	-	-	3,220.26	-	-
Other financial assets	-	-	5.25	-	-	-
Total financial assets	2,693.85	-	24.93	3,220.26	-	186.08
Financial liabilities						
Payables	-	-	9.45	-	-	-
Other financial liabilities	-	-	6.88	-	-	13.52
Total financial liabilities	-	-	16.33	-	-	13.52

The carrying amounts of trade receivables, cash and cash equivalents and other financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

28.2. Fair value hierarchy - Financial assets and liabilities measured at fair value

As at March 31, 2025	Note	Level 1	Level 2	Level 3	Total
Financial assets					
Fair value through profit and loss					
Investments held under FVTPL	4	2,693.85	-	-	2,693.85
Total		2,693.85	-	-	2,693.85
Financial liabilities					
Total		-	-	-	-
As at March 31, 2024	Note	Level 1	Level 2	Level 3	Total
Financial assets					
Fair value through profit and loss					
Investments held under FVTPL	4	3,220.26	-	-	3,220.26
Total		3,220.26	-	-	3,220.26
Financial liabilities					
Total		-	-	-	-

28.3. Fair value of instruments measured at amortised cost

The carrying amounts of cash and cash equivalents, trade receivables, trade payable and other financial liabilities are considered to be the same as their fair values, due to their short-term nature. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

28.4. Measurement of fair values

The fair value of financial instruments have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

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

Financial instruments measured at fair value

	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Investment in equity instruments (Classified as Level 1)	The equity instruments have been fair valued based on prices that are quoted on active markets for equity shares as on the last trading day of the quarter/financial year, as the case may be.	Not Applicable	Not Applicable

SOM DATT FINANCE CORPORATION LTD

(All amounts are in ₹ lakhs, except otherwise stated)

28.5. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk;
- Market risk - Price risk; and
- Market risk - Interest rate

Risk management framework

The Company's Board of Directors holds overall responsibility for establishing the risk management framework and, through its Audit Committee, oversees its implementation. The Board has authorised senior management to establish the necessary processes, ensuring that executive management effectively controls risks through a well-defined framework. The Audit Committee is supported in its oversight role by an independent chartered accountant firm conducting internal audits. The internal auditor conducts regular reviews of risk management controls and procedures, with the findings reported to the Audit Committee through its Internal Audit Report.

28.5.1. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans and advances. The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet are as follows:

Financial assets that expose the Company to credit risk	As at March 31, 2025	As at March 31, 2024
Financial assets		
Cash and cash equivalents	19.68	186.08
Trade receivables	-	-
Investments	2,693.85	3,220.26
Other financial assets	5.25	-
Total financial assets	2,718.78	3,406.34

- Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables, etc.
- Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks having high credit ratings assigned by domestic credit rating agencies.
- The Company's exposure to credit risk primarily arises from investments classified under financial assets. As the Company is currently engaged in trading listed shares and securities, it is exposed to risks such as potential defaults, adverse financial or operational performance, or downgrades of the investee companies. The Company mitigates this risk through diversification and regular monitoring of its investments.
- Trade receivables are measured at amortised cost and credit risk related to these are managed by monitoring the recoverability of such amounts continuously. As at the reporting dates of last two years, the trade receivables are Nil.
- The Company assesses expected credit losses (ECL) on financial assets measured at amortised cost and other financial assets using the general approach in accordance with Ind AS 109. In respect of trade receivables, the Company applies the simplified approach and recognises lifetime ECL based on historical credit loss experience and forward-looking information.

(a) Expected credit loss for investment carried at amortised cost and other financial assets

As at March 31, 2025:

Asset group	Estimated gross carrying amount of default	Expected probability of default	Expected credit loss	Carrying amount net of impairment provision
Cash and cash equivalents	19.68	0%	-	19.68
Trade receivable	-	0%	-	-
Investments	2,693.85	0%	-	2,693.85
Other financial assets	5.25	0%	-	5.25

As at March 31, 2024:

Asset group	Estimated gross carrying amount of default	Expected probability of default	Expected credit loss	Carrying amount net of impairment provision
Cash and cash equivalents	186.08	0%	-	186.08
Trade receivable	-	0%	-	-
Investments	3,220.26	0%	-	3,220.26
Other financial assets	-	0%	-	-

SOM DATT FINANCE CORPORATION LTD

(All amounts are in ₹ lakhs, except otherwise stated)

(b) Expected credit loss for trade receivables under simplified approach

The Company's exposure to credit risk for trade receivables is as follows:

Particulars	Gross carrying amount	
	March 31, 2025	March 31, 2024
Trade receivables	-	-
Less: Expected credit losses (Loss allowance provision)	-	-
Carrying amount of trade receivables (net of impairment)	-	-

28.5.2. Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that the funds are available for use as per requirements. The Company consistently generated sufficient cash flows from operations to meet its financial obligations as and when they fall due.

(a) Maturities of financial liabilities:

The tables below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

As at March 31, 2025	Carrying amount	Total	Less than 6 months	6 to 12 months	1 to 3 years	3 to 5 years	More than 5 years
Trade payables	9.45	9.45	9.45	-	-	-	-
Total	9.45	9.45	9.45	-	-	-	-

As at March 31, 2024	Carrying amount	Total	Less than 6 months	6 to 12 months	1 to 3 years	3 to 5 years	More than 5 years
Trade payables	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

(b) The table below shows an analysis of assets and liabilities analysed (maturity analysis) according to when they are to be recovered or settled:

Particulars	March 31, 2025			March 31, 2024		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
ASSETS						
Financial assets						
(a) Cash and cash equivalents	19.68	-	19.68	186.08	-	186.08
(b) Receivables	-	-	-	-	-	-
- Trade receivables	-	-	-	-	-	-
(c) Investments	-	2,693.85	2,693.85	-	3,220.26	3,220.26
(d) Other financial assets	5.25	-	5.25	-	-	-
Non-financial assets						
(a) Current tax assets (Net)	113.12	-	113.12	12.06	-	12.06
(b) Non Current tax assets (Net)	-	-	-	3.87	-	3.87
(c) Deferred tax assets (Net)	-	181.14	181.14	-	141.63	141.63
(d) Property, plant and equipment	-	3.37	3.37	-	2.23	2.23
(e) Other intangible assets	-	-	-	-	2.95	2.95
(f) Other non-financial assets	5.76	-	5.76	0.06	-	0.06
	143.81	2,878.36	3,022.17	202.06	3,367.07	3,569.13
LIABILITIES						
Financial liabilities						
(a) Payables	-	-	-	-	-	-
- Trade payables	9.45	-	9.45	-	-	-
- Other financial liabilities	6.88	-	6.88	13.52	-	13.52
Non-financial liabilities						
(a) Current tax liabilities (Net)	-	-	-	-	-	-
(b) Provisions	0.30	21.39	21.69	0.11	6.90	7.01
(c) Other non-financial liabilities	6.68	-	6.68	3.34	-	3.34
	23.31	21.39	44.70	16.97	6.90	23.87

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(All amounts are in ₹ lakhs, except otherwise stated)

28.5.3. Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. The company is exposed to two types of market risks viz., price risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

(a) Price risk

Equity price risk is the risk that the fair value of equities decreases as the result of changes in level of equity indices and individual stocks. The trading equity price risk exposure arises from equity securities classified at "FVTPL". A 10% increase/(decrease) in the equity price (traded) would have the impact as follows:

Particulars	March 31, 2025	March 31, 2024
Investment in quoted investments	2,693.85	3,220.26
Impact due to increase in price by 10%	269.38	322.03
Impact due to decrease in price by 10%	(269.38)	(322.03)

(b) Interest rate risk

The Company invests in the fixed deposits with banks having high credit ratings assigned by the domestic credit rating agencies.

29. Related party disclosures

Disclosure of related parties/related party transactions pursuant to Ind AS 24 "Related Party Disclosures".

29.1. Name of the related parties and nature of the related party relationship:

29.1.1. Key management personnel (KMP)

Existing relationships:

Name	Designation	Effective from
Mr. Rajvir Singh Chhillar	Independent Director	27-Dec-19
Mr. (Dr.) Bhaskara Rao Bollineni	Chairman (Non-executive Director)	21-Jul-23
Mr. Subba Rao Veeravenkata Meka	Managing Director	21-Jul-23
Mr. Bhavanam Ruthvik Reddy	Executive Director & CEO	21-Jul-23
Ms. Neha Agarwal	Company Secretary & Compliance Officer	1-Aug-23
Mrs. Jayanthi Talluri	Independent Director	12-Sep-23
Mr. Shashank Shankpal	Chief Financial Officer	5-Apr-24
Mr. Venkataramana Dhulipala	Independent Director	29-Jul-24

Past relationships:

Name	Designation	Up to
Mr. Kuldip Singh Rathee	Non-Executive Director	21-Jul-23
Mrs. Vijay Rathee	Managing Director	21-Jul-23
Mrs. Simran Malhotra	Company Secretary	22-Jul-23
Mr. Vishal Vijay Mandavgade	Chief Financial Officer	5-Jan-24
Mr. Hardeep Kumar Mahotra	Independent Director	30-Apr-24

29.1.2. Entities in which the KMPs and their relatives can exercise significant influence (including directorships of KMPs in other companies)

Existing relationships:

Krishna Institute of Medical Sciences Limited	Tiffinease Foods Private Limited
KIMS Hospital Bengaluru Private Limited	Rx Foods (OPC) Private Limited
KIMS Hospitals Private Limited	Bhavanam Constructions LLP
KIMS Swastha Private Limited	Happy Square Outsourcing Services Limited
BBR Research Works (Partnership)	International Conveyors Limited
Bluebridge Capital Private Limited	Refex Renewables & Infrastructure Limited
BRS Medical Association	Securecloud Technologies Limited
BSCPL Infrastructure Limited	Talluri Law Consultancy (OPC) Private Limited
Conzumex Industries Private Limited	Talluri's Kitchen Temple Private Limited
DocTutorials Edutech Private Limited	Saharsh Pharma Private Limited
Krisattva Private Limited	Sarvejana Healthcare Private Limited
Prakara Learning Private Limited	Shangrilla Infracon India Private Limited
Rab Ventures LLP	Spanv Medisearch Lifesciences Private Limited
Trice Systems Private Limited	

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(All amounts are in ₹ lakhs, except otherwise stated)

Past relationships w.r.t. earlier Promoters and Directors:

Up to July 21, 2023:	Up to April 30, 2024:
ASK Automotive Limited	Ottoman Foods Ltd.
ASK Automobiles Private Limited	Ottoman Tubes Pvt. Ltd.
AA Friction Materials Private Limited	Haryana State Roads and Bridges Corporation Ltd.
KVP Hotels & Resorts Private Limited	Ottoman Industries Pvt. Ltd.
Planet Agro Farms Private Limited	
Vijaylaxmi Fincap Private Limited	
Fresh Air Farms Private Limited	
ASK Fras-le Friction Private Limited	
Aadhunik Realty Private Limited	
Aadhunik Agrotech Private Limited	
KSR Reality Private Limited	
Vijaylaxmi Farms Private Limited	
Vijaylaxmi Infrabuild Private Limited	
KSR Landholding Projects Private Limited	
L.Y. Developers Private Limited	
Vijaylaxmi Infra Projects Private Limited	
AHSAAS Trust	
A.P. Automotives Private Limited	

29.2. Particulars of transactions during the year with related parties:

Transaction with	Designation	Nature of transaction	For the year ended March 31, 2025	For the year ended March 31, 2024
Mrs. Vijay Rathee	Managing Director	Remuneration	-	2.73
Mrs. Simran Malhotra	Company Secretary	Remuneration	-	1.38
Mr. Vishal Vijay Mandavgade	Chief Financial Officer	Remuneration	-	5.62
Mr. Hardeep Kumar Mahotra	Independent Director	Sitting fees	-	3.60
Mr. Rajvir Singh Chhillar	Independent Director	Sitting fees	3.90	3.30
Mrs. Jayanthi Talluri	Independent Director	Sitting fees	3.00	0.90
Mr. Venkataramana Dhulipala	Independent Director	Sitting fees	2.40	-
Mr. Subba Rao Veeravenkata Meka	Managing Director	Remuneration	57.60	27.04
Mr. Bhavanam Ruthvik Reddy	Executive Director&CEO	Remuneration	24.00	11.27
Ms. Neha Agarwal	Company Secretary& Compliance Officer	Remuneration	17.00	8.61
Mr. Shashank Shankpal	Chief Financial Officer	Remuneration	45.00	-
BSCPL Infrastructure Limited		Security deposit paid	5.25	-
BSCPL Infrastructure Limited		Rent	14.46	-

29.3. Balances outstanding at year-end:

Balances with	Designation	Nature	As at March 31, 2025	As at March 31, 2024
Mr. Subba Rao Veeravenkata Meka	Managing Director	Remuneration payable	-	4.80
Mr. Bhavanam Ruthvik Reddy	Executive Director & CEO	Remuneration payable	-	2.05
Ms. Neha Agarwal	Company Secretary & Compliance Officer	Remuneration payable	-	1.23
BSCPL Infrastructure Limited		Security deposit receivable	5.25	-

Notes related to 29.2 and 29.3:

- The provision for gratuity and compensated absences is made on the basis of actuarial valuation for all the employees of the Company, including the managerial personnel. The proportionate amount of gratuity and compensated absences is not included in the above disclosure since the exact amount is not ascertainable.
- Remuneration to the former KMPs has been paid up to their respective last working day, as mentioned above.
- Sitting fees paid to the independent directors are excluding GST under reverse charge mechanism.
- Rent of ₹14.46 lakhs paid to BSCPL Infrastructure Limited during the year, includes ₹2.21 lakhs of GST (at 18%). The Company has claimed ₹1.10 lakhs, or 50% of this GST, as input tax credit, in accordance with the provisions of GST law.
- The Company has paid interest free refundable security deposit of ₹5.25 lakhs to BSCPL Infrastructure Limited towards a sub-lease agreement for office premises.
- Remuneration payable for the month of March 2024 was paid in April 2024 month, and the same is excluded from transactions during the year ended March 31, 2025 in Note 29.2.

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(All amounts are in ₹ lakhs, except otherwise stated)

30. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company.

The Company's objective for capital management is to maximise shareholder value, safeguard business continuity and support the growth of the Company. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are met through equity and operating cash flows generated. The Company is not subject to any externally imposed capital requirements.

31. Employee benefits plan

31.1. Provident fund

Provident fund benefit is a defined contribution plan under which the Company pays fixed contributions into funds established under Employees Provident Fund and Miscellaneous Provisions Act, 1952. The Company has no legal or constructive obligations to pay further contributions after payment of the fixed contribution. The contributions recognised in respect of defined contribution plans are expensed as and when they accrue. Liabilities and assets may be recognised if underpayment or prepayment has occurred and are included in current liabilities or current assets, respectively, as they are normally of a short term nature.

31.2. Compensated absence

The Company provides for liability of accumulated compensated absences for eligible employees on the basis of an independent actuarial valuation carried out at the end of the year and as may be required from time to time, using the projected unit credit method. Actuarial gains and losses are recognised in the Statement of Profit and Loss for the period in which they occur.

31.3. Gratuity

Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on Project Unit Credit Method as per Ind AS 19 made at the end of each financial year. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is unfunded.

Changes in the defined benefit obligation and fair value of plan assets as at March 31, 2025 and March 31, 2024:

	Defined benefit obligation	Fair value of plan assets	Benefit liability
As at April 1, 2023	0.63	-	0.63
Current service cost	3.48	-	3.48
Interest cost	0.05	-	0.05
Total amount recognised in statement of profit and loss	3.53	-	3.53
Total amount recognised in other comprehensive income	0.21	-	0.21
Less: Benefits Paid	(0.98)	-	(0.98)
As at March 31, 2024	3.38	-	3.38
Current service cost	5.12	-	5.12
Interest cost	0.24	-	0.24
Total amount recognised in statement of profit and loss	5.36	-	5.36
Total amount recognised in other comprehensive income	0.48	-	0.48
Less: Benefits Paid	-	-	-
As at March 31, 2025	9.23	-	9.23

Since the gratuity plan is unfunded, investment pattern and information related to fair value of plan assets is not being provided.

Expense recognised in statement of profit and loss

Description	March 31, 2025	March 31, 2024
Current service cost	5.12	3.48
Interest cost	0.24	0.05
Total amount recognised in statement of profit and loss	5.36	3.53

Amount recognised as other comprehensive income (OCI)

Description	March 31, 2025	March 31, 2024
Actuarial (gains) / losses due to adjustments	0.48	0.21
Total amount recognised as OCI	0.48	0.21

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The principal assumptions used in determining gratuity obligations for the Company's plan is shown below:

Description	March 31, 2025	March 31, 2024
Discount rate (per annum)	6.80%	7.15%
Salary growth rate (per annum)	9.00%	9.00%
Mortality rates inclusive of provision for disability	100% of IALM 2012-14	100% of IALM 2012-14
Retirement age	70 years for Mr. Subba Rao Veeravenkata Meka, 58 years for other employee	70 years for Mr. Subba Rao Veeravenkata Meka, 58 years for other employee
Attrition / Withdrawal rate, based on age:		
Upto 30 years	3.00%	3.00%
31-44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%

A quantitative sensitivity analysis for significant assumption is as shown below:

Defined Benefit Obligation (Base)	March 31, 2025		March 31, 2024	
	Decrease	Increase	Decrease	Increase
Discount rate (- / + 1%)	10.77	7.98	3.93	2.94
(% change compared to base due to sensitivity)	16.7%	-13.6%	16.2%	-13.1%
Salary growth rate (- / + 1%)	7.99	10.72	2.94	3.92
(% change compared to base due to sensitivity)	-13.4%	16.2%	-13.0%	15.8%
Attrition rates (- / + 50% of attrition rates)	9.65	8.84	3.55	3.22
(% change compared to base due to sensitivity)	4.6%	-4.2%	5.1%	-4.7%
Mortality rates (- / + 10% of mortality rates)	9.24	9.22	3.38	3.38
(% change compared to base due to sensitivity)	0.1%	-0.1%	0.1%	0.0%

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis above have been determined based reasonable possible changes of the assumptions occurring at the end of the reporting period, while holding all assumptions constant.

The following payments are expected contributions to the defined benefit plan in future years:

Description	March 31, 2025	March 31, 2024
Within the next 12 months (next annual reporting period)	0.05	0.03
Between 2 and 5 years	0.60	0.21
Between 6 and 10 years	4.74	2.17
Beyond 10 years	26.37	10.22
Total expected payments	31.76	12.62

32. Segment reporting

The Company operates in a single reportable segment i.e., investing. Since the nature of the investments are exposed to similar risk and return profiles hence they are collectively operating under a single segment. The Company operates in a single geographical segment i.e., domestic.

33. Transfer of financial assets

The Company has not transferred any assets that are derecognised in their entirety where the Company continues to have continuing involvement.

34. Contingent liabilities and commitments

Contingent liability is a possible obligation arising 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 entity or a present obligation that arises from past events but is not recognised because 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.

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Contingent Liabilities:

Sr. No.	Particulars	As at March 31, 2025	As at March 31, 2024
a.	Claims against the Company not acknowledged as debt	-	-
b.	Guarantees	-	-
c.	Other money for which company is contingently liable	-	-

Commitments:

Sr. No.	Particulars	As at March 31, 2025	As at March 31, 2024
a.	Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
b.	Uncalled liability on shares and other investments partly paid	-	-
c.	Other commitments	-	-

35. New effective or amended standards

Ministry of Corporate Affairs ("MCA") notified new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

a) Ind AS 1 - Presentation of Financial Statements

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 01, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

b) Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 01, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

c) Ind AS 12 - Income Taxes

This amendment has narrowed the scope of the initial recognition exemption ("IRE") so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 01, 2023. The Company has evaluated the amendment and there is no impact on its financial statement.

36. Compliance with audit trail requirements

In compliance with the requirements prescribed by the Ministry of Corporate Affairs (MCA), the Company has maintained its books of account using an accounting software that has a feature of recording an audit trail (edit log). The audit trail feature has been operated throughout the year ended March 31, 2025, and the records have been preserved as per applicable statutory requirements for record retention.

37. Revenue Recognition

The Company has recognised following amounts relating revenue in the Statement of Profit and Loss:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income	0.08	1.90
Dividend income	31.23	38.05
Net gain on fair value changes	(333.79)	1,463.01
Other income	0.27	-
Total income	(302.21)	1,502.95

Disaggregation of revenue from contracts with customers:

In the following table, revenue is disaggregated by primary geographical market:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Within India	(302.21)	1,502.95
Outside India	-	-
Total income	(302.21)	1,502.95

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(All amounts are in ₹ lakhs, except otherwise stated)

Contract Balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers:

Particulars	As at March 31, 2025	As at March 31, 2024
Receivables	-	-

38. Exposure to Capital Market

Particulars	As at March 31, 2025	As at March 31, 2024
Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt	2,693.85	3,220.26

39. Additional Regulatory and Other Information

- i) The Company does not hold any Immovable Property in the name of the Company.
- ii) The Company has not done any revaluation of Immovable Property.
- iii) The Company has not given any Loans or Advances in the nature of loans are granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person.
- iv) The Company does not have any Capital Work-in-Progress.
- v) The Company does not hold any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder and no proceeding have been initiated or pending the company under the said Act.
- vi) As the Company is classified as NBFC-BL (Base Layer) in accordance with Master Direction – Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 (“RBI Scale-Based Regulation”), the Company is exempted from the requirement of maintaining CRAR.
- vii) In accordance with RBI Scale-Based Regulation, the Liquidity Coverage Ratio (LCR) is not applicable as the Company is non-deposit taking and the asset size is less than ₹5,000 crores.
- viii) 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:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries), or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- ix) Unhedged foreign currency exposure of the Company as on March 31, 2025: Nil (and as on March 31, 2024: Nil).
- x) The Company has no transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- xi) The Company has not traded or invested in Crypto currency or Virtual currency during the year ended March 31, 2025.
- xii) The Company did not have any transactions which had not been recorded in the books of accounts that had 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).
- xiii) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Also, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xiv) There has been no fraud by the Company or against the Company during the year ended March 31, 2025. Also, no report under sub-section (12) of section 143 of the Companies 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.
- xv) Transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

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- xvi) The Company has not entered into non-cash transactions with Directors or persons connected with him as restricted in section 192 of Companies Act, 2013.
- xvii) The Company has no pending litigations that would impact the financial position of the financial statements.
- xviii) The accounts have been prepared on the assumption that the Company is a going concern.
- xix) The Company does not have any subsidiaries and thus complies with the restriction on the number of layers as prescribed under clause (87) of section 2 of the Companies Act, 2013.
- xx) The Company does not meet any of the criteria specified under Section 135(1) of the Companies Act, 2013, for the preceding financial year 2023-24. Hence, the provisions of Corporate Social Responsibility (CSR) are not applicable for the current financial year 2024-25.

40. Borrowings

- a) The Company has not borrowed in any form (including term loans) from any banks or financial institutions during the year. There are no charges outstanding in Company's name with the Registrar of Companies. Additionally, it has not defaulted on the repayment of loans, other borrowings, or the payment of interest to any lender.
- b) The Company has not been declared as wilful defaulter by any bank or financial institution or any other lender.
- c) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate companies.
- d) No Scheme of Arrangements has been approved by the Competent Authority in terms of Sections 230 to 237 of the Companies Act, 2013.
- e) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries), or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

41. Previous year's figures have been regrouped/rearranged, wherever necessary to conform to current year's classifications/disclosures.

42. Note on Change in the Management/Promoter/Director during the year ended March 31, 2024, and subsequent updates

- a) The Company filed an application dated November 15, 2022 with the Reserve Bank of India ("RBI") seeking approval for the change in management and transfer of control from Mrs. Vijay Rathee and Mr. Kuldeep Singh Rathee ("Seller/outgoing promoter") to Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy ("Acquirer/New Promoter"). The Company received the RBI approval dated May 11, 2023 for the abovementioned change and transfer.
- b) Pursuant to the Share Purchase Agreement ("SPA") dated November 09, 2022, executed between the Seller and Acquirer, a public announcement dated November 09, 2022, was made by the Acquirer in terms of (Substantial Acquisition of Shares and Takeover) Regulation 2011. The Acquirer has acquired 69,41,050 equity shares (representing 69.36% of the total equity capital of the Company) which includes 69,39,650 equity shares held by the Seller. The SPA was consummated at the Board Meeting held on July 21, 2023.
- c) Further, according to the consummation of SPA, the Board at its meeting held on July 21, 2023, subject to the approval of shareholders had appointed Dr. Bhaskara Rao Bollineni (Non-Executive Chairperson), Mr. Bhavanam Ruthvik Reddy (Executive), and Mr. Subba Rao Veeravenkata Meka (Executive) as Additional Directors of the Company. Subsequently, at the Board Meeting held on September 12, 2023, Mr. Bhavanam Ruthvik Reddy was appointed as Chief Executive Officer and Whole Time Director for three years effective from September 12, 2023, Mr. Subba Rao Veeravenkata Meka was appointed as Managing Director for three years effective from September 12, 2023, and Ms. Jayanthi Talluri was appointed as Independent (Women) Director for two years effective from September 12, 2023. The said appointments were approved by the shareholders of the Company through postal ballot vide resolutions dated October 19, 2023.
- d) The Company vide its letter dated September 23, 2023, had requested approval from the BSE Limited (the "Stock Exchange") for the reclassification of the Promoter/Promoter Group under Regulation 31A(10) of the SEBI (LODR) Regulations, 2015 i.e., to reclassify (i) "outgoing promoters" i.e., Mrs. Vijay Rathee and Mr. Kuldeep Singh Rathee as "Public" and (ii) Dr. Bhaskara Rao Bollineni and Mr. Bhavanam Ruthvik Reddy as the "Promoter" of the Company. The Stock Exchange approved these reclassifications of Promoter vide its letter dated March 28, 2024.
- e) Pursuant to the No Objection of RBI's letter dated January 25, 2024, and Special Resolution passed by the

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shareholders by way of postal ballot on March 14, 2024, the Company had applied to Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi, for shifting of Registered Office from 'National Capital Territory (NCT) of Delhi' to the 'State of Telangana'. The Company received this approval vide Company Application no. AA7280752/13(4)/RD(NR)/2024/3298, and order dated June 24, 2024. Subsequently, post receiving the necessary approvals, the Registered Office has been shifted to "8-2-502/1/A, Ground Floor, JIVI Towers, Road No.7, Banjara Hills, Hyderabad, Telangana - 500034".

- f) Consequent to the abovementioned changes, the Company obtained new CIN (L65921TS1993PLC188494), GST no. (36AADCS6583N1ZN), and Certificate of Registration from the RBI (bearing no. 'N-09.00492') during the year ended 2024-25.

43. Proposed Rights Issue of the Company

Pursuant to the approval of the Board of Directors at its meeting held on November 05, 2024, the Company is in the process of raising equity share capital of up to ₹5,000 lakhs by way of a rights issue. In this regard, the Company has filed its Draft Letter of Offer with BSE Limited and received its in-principle approval dated May 20, 2025.

44. Authorisation of financial statements

The financial statements for the year ended March 31, 2025 were approved by the Board of Directors on May 28, 2025.

As per our report of even date

For D.S. Talwar & Co.
Chartered Accountants
Firm's Registration No.: 000993N

For and on behalf of the Board of Directors of
Som Datt Finance Corporation Limited

Sd/-
Shradha Talwar
Partner
Membership No.: 514698

Sd/-
Subba Rao Veeravenkata Meka
(Venkat Subbarao)
Managing Director
DIN: 07173955

Sd/-
Bhavanam Ruthvik Reddy
Whole Time Director & CEO
DIN: 08372627

Place: New Delhi
Date: May 28, 2025

Place: Hyderabad
Date: May 28, 2025

Place: Hyderabad
Date: May 28, 2025

Sd/-
Shashank Shankpal
Chief Financial Officer
PAN: BNKPS4919J

Place: Hyderabad
Date: May 28, 2025

Sd/-
Neha Agarwal
Company Secretary &
Compliance Officer
Membership No.: A22107

Place: Hyderabad
Date: May 28, 2025

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SOM DATT FINANCE CORPORATION LTD

Schedule to the Balance Sheet as on March 31, 2025, as required in terms of paragraph 31 of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023:

(All amounts are in ₹ lakhs, except otherwise stated)

Liabilities side		Amount Outstanding	Amount Overdue
I	Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid:		
	(a) Debentures:		
	- Secured	-	-
	- Unsecured	-	-
	(other than falling within the meaning of public deposits)		
	(b) Deferred Credits	-	-
	(c) Term Loans	-	-
	(d) Inter-corporate loans and borrowing	-	-
	(e) Commercial Paper	-	-
	(f) Public Deposits	-	-
	(g) Other Loans	-	-
II	Break-up of 'Public Deposits' above (Outstanding inclusive of interest accrued thereon but not paid):		
	(a) In the form of Unsecured debentures	-	-
	(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-
	(c) Other public deposits	-	-

Assets side		Amount Outstanding
III	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:	
	(a) Secured	-
	(b) Unsecured	-

IV	Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities	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 asset financing activities	
	(a) Loans where assets have been repossessed	-
	(b) Loans other than (a) above	-

V	Break-up of Investments	Amount Outstanding
1	Current Investments - Quoted	
	(i) Shares	
	(a) Equity	-
	(b) Preference	-
	(ii) Debentures and Bonds	-
	(iii) Units of mutual funds	-
	(iv) Government Securities	-
	(v) Others	-

SOM DATT FINANCE CORPORATION LTD

(All amounts are in ₹ lakhs, except otherwise stated)

	2	Current Investments - Unquoted		
		(i)	Shares	
			(a) Equity	-
			(b) Preference	-
		(ii)	Debentures and Bonds	-
		(iii)	Units of mutual funds	-
		(iv)	Government Securities	-
		(v)	Others	-
	3	Long Term Investments - Quoted		
		(i)	Shares	
			(a) Equity	2,693.85
			(b) Preference	-
		(ii)	Debentures and Bonds	-
		(iii)	Units of mutual funds	-
		(iv)	Government Securities	-
		(v)	Others	-
	4	Long Term Investments - Unquoted		
		(i)	Shares	
			(a) Equity	-
			(b) Preference	-
		(ii)	Debentures and Bonds	-
		(iii)	Units of mutual funds	-
		(iv)	Government Securities	-
		(v)	Others	-

VI	Borrower group-wise classification of assets financed as in III and IV above:				
	Category			Amount net of provisions	
				Secured	Unsecured
	1	Related Parties			Total
		(a)	Subsidiaries	-	-
		(b)	Companies in the same group	-	-
		(c)	Other related parties	-	-
	2	Other than related parties			Total
				-	-

VII	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):			
	Category		Market Value/ Break up or fair value or NAV	Book Value (Net of Provisions)
	1	Related Parties		
		(a)	Subsidiaries	-
		(b)	Companies in the same group	-
		(c)	Other related parties	-
	2	Other than related parties		
			2,693.85	2,693.85
	Total			2,693.85

SOM DATT FINANCE CORPORATION LTD*(All amounts are in ₹ lakhs, except otherwise stated)*

VIII	Other information:		
	Particulars		Amount
	(i)	Gross Non-Performing Assets	
	(a)	Related parties	-
	(b)	Other than related parties	-
	(ii)	Net Non-Performing Assets	
	(a)	Related parties	-
	(b)	Other than related parties	-
	(iii)	Assets acquired in satisfaction of debt	-

For D.S. Talwar & Co.
Chartered Accountants
Firm's Registration No.: 000993N

For and on behalf of the Board of Directors of
Som Datt Finance Corporation Limited

Sd/-
Shradha Talwar
Partner
Membership No.: 514698

Sd/-
Subba Rao Veeravenkata Meka
(Venkat Subbarao)
Managing Director
DIN: 07173955

Sd/-
Bhavanam Ruthvik Reddy
Whole Time Director & CEO
DIN: 08372627

Place: New Delhi
Date: May 28, 2025

Place: Hyderabad
Date: May 28, 2025

Place: Hyderabad
Date: May 28, 2025

Sd/-
Shashank Shankpal
Chief Financial Officer
PAN: BNKPS4919J

Place: Hyderabad
Date: May 28, 2025

Sd/-
Neha Agarwal
Company Secretary &
Compliance Officer
Membership No.: A22107

Place: Hyderabad
Date: May 28, 2025

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If undelivered, please return to :

Registered Office :

Som Datt Finance Corporation Limited

8-2-502/1/A, Ground Floor, JIVI Towers,
Road No. 7, Banjara Hills, Hyderabad,
Telangana – 500034.