

# AVASARA FINANCE LIMITED

CIN :L74899MH1994PLC216417

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September 01, 2025

To,  
Corporate Relations Department  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai- 400001

**Sub: Submission of Annual Report for the Financial Year 2024-2025.**

Dear Sir/ Madam,

Pursuant to Regulation 34 and Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the Financial Year 2024 - 2025 alongwith Notice convening 31<sup>st</sup> Annual General Meeting ("AGM") of the Company is scheduled to be held on Thursday, September 25, 2025, at 12:00 noon through Video Conferencing (VC)/ other Audio-Visual Means (OAVM). Please take the same on your records.

Yours Faithfully,  
For **Avasara Finance Limited**

*K. Madhavi*

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**Khandavalli Madhavi**  
Company Secretary and Compliance officer  
FCS. No 6844

# ***AVASARA FINANCE LIMITED***

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***31<sup>ST</sup> ANNUAL REPORT***

***2024-25***

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## **CORPORATE INFORMATION:**

### **Board of Directors**

Mr. Vinu Mammen  
**Whole-time Director**

Mr. Korodi Sanjay Prabhu  
**Non-Executive Director**

Mr. Nityanand Shankar Nayak  
**Independent Director**

Mr. Vivek Ravindra Kakati  
**Independent Director**

Ms. Jaya Janardanan  
**Independent Director**

### **Company Secretary & Compliance Officer**

Khandavalli Madhavi

### **Chief Financial Officer**

Mr. Raj Surendra Jain

### **Registered Office**

Bandra Hill View CHS, (3rd Floor),  
85, Hill Road, Opp. Yoko Sizzlers,  
Bandra (W), Mumbai - 400 050

**Website:** [www.trcf.in](http://www.trcf.in)

**Email:**  
[compliance@avasarafinance.com](mailto:compliance@avasarafinance.com)

**Telephone:** 022-26414725.

### **Registrar & Share Transfer Agent**

Purva Shareregistry(India) Pvt. Ltd  
No-9, Shiv Shakti Industrial Estate  
Ground Floor, J R Boricha Marg,  
Opp. Kasturba Hospital Lower Parel,  
Mumbai - 400 011.

### **Bankers**

Union Bank of India

### **Statutory Auditors**

**P B Shetty & Co**  
**Chartered Accountants**  
106, Vidya Chambers  
305 Tardeo Road  
Nana Chowk  
Mumbai 400 007

### **Internal Auditors**

M/s. Adithya Vishwas & Co  
**Chartered Accountants**

### **Secretarial Auditors**

M/s. Priti J. Sheth & Associates

### **Company Secretaries**

Office no 804, 8th floor, G Square,  
Jawahar Road, Opp Ghatkopar  
Station Ghatkopar (East), Mumbai-  
400077

## **About us:**

Our Company Avasara Finance Limited was originally incorporated as TRC Financial and Management Services Pvt. Ltd vide Certificate of Incorporation dated 24<sup>th</sup> May, 1994 issued by Registrar of Companies, N.C.T of Delhi & Haryana.

The Company was converted into Public Limited Company and accordingly its name was changed as TRC Financial and Management Services Limited.

On 08<sup>th</sup> November 1994, the name of the Company was changed to TRC Financial Services Limited.

The Company was listed on the Bombay Stock Exchange on 06<sup>th</sup> April, 1995.

Thereafter, on 12<sup>th</sup> January, 2022 the name of the Company was changed to Avasara Finance Limited.

The Company at present has its Registered Office situated at Bandra Hill View CHS, 3rd Floor, 85, Hill Road, Opp. Yoko Sizzlers, Bandra (W), Mumbai-400050. The Corporate Identification Number (CIN) of the Company is L74899MH1994PLC216417.

Promoters of the Company are M/s Jupiter Capital Private Limited.

Avasara being a NBFC Company engaged in the business of Loan Finance etc.

Main Objects clause of Avasara, as per Memorandum of Association, includes inter-alia to “To provide comprehensive management, financial and project consultancy services, including arranging for loan syndications, carry on the business of an Investment Company and to engage in the distribution, dealing, and broking of all financial assets, including but not limited to mutual funds, portfolio management services (PMS), alternative investment funds (AIF), market-linked debentures (MLDs), bonds, corporate deposits, bank deposits, pre-IPO and unlisted shares, structured products, and other financial instruments. To act as a Registered Investment Advisor (RIA) and provide financial advisory services, including wealth management, investment consulting, and financial planning. To engage in equity and commodity broking, insurance distribution, and international broking services and deal in existing and future financial products through digital and manual platforms”

## **Vision & Mission**

### **Vision**

To be a trusted and innovative financial services partner, enabling individuals and businesses to achieve their financial aspirations through responsible lending, tailored financial solutions, and world-class advisory services.

### **Mission**

1. To deliver sustainable financial growth by offering diversified loan finance and wealth management solutions.
2. To uphold the highest standards of transparency, governance, and compliance in all operations.

3. To leverage technology and digital platforms to expand access to credit and investment opportunities across India.
4. To create long-term value for our stakeholders through innovation, customer centricity, and prudent risk management.

### **Approach & People**

At Avasara Finance Limited, our approach is grounded in customer-first thinking and prudent financial stewardship. We focus on combining deep market knowledge with agile execution to create solutions that are both innovative and reliable.

- **Client-Centric Approach:** We prioritize understanding the evolving needs of our clients – whether individuals, SMEs, or NBFCs – and tailor financial products and services that address their unique requirements.
- **Technology-Led Growth:** By embracing digital platforms, we are making our lending and advisory services more accessible, efficient, and scalable. Our digital-first approach ensures we remain future-ready in a rapidly evolving financial ecosystem.
- **People & Culture:** Our greatest asset is our team. Avasara is led by professionals with decades of experience in finance, wealth management, investment advisory, and risk management. We encourage a culture of integrity, accountability, and collaboration, ensuring that every decision is guided by strong ethical values.
- **Commitment to Excellence:** We invest in continuous learning and leadership development, empowering our people to bring global best practices and innovative thinking to the Indian financial landscape.

Through this approach, Avasara Finance Limited aspires not only to grow as a business but also to play a role in fostering financial inclusion, empowering communities, and contributing to the broader economic growth of India.

## **AVASARA FINANCE LIMITED**

**Regd. Office:** Bandra Hill View CHS, (3rd Floor), 85, Hill Road, Opp. Yoko Sizzlers, Bandra (W), Mumbai – 400 050  
Tel: +91 22 26414725, Email: [trcfsLtd@gmail.com](mailto:trcfsLtd@gmail.com), Web: [www.trcfin.in](http://www.trcfin.in)  
(CIN- L74899MH1994PLC216417)

### **Notice of 31<sup>st</sup> Annual General Meeting**

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting (“AGM”) of the members of **AVASARA FINANCE LIMITED** will be held on Thursday, September 25, 2025, at 12:00 Noon (IST) through Video Conferencing (VC)/ other Audio-Visual Means (OAVM), to transact the following business.

The venue of the meeting shall be deemed to be the Registered Office of the Company at Bandra Hill View CHS, (3rd Floor), 85, Hill Road, Opp. Yoko Sizzlers, Bandra (W), Mumbai – 400 050.

### **ORDINARY BUSINESS**

- I. To Consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon.**
- II. To appoint a Director in place of Mr. Korodi Sanjay Prabhu (DIN: 00023196), who retires by rotation and being eligible has offered himself for re-appointment.**

### **SPECIAL BUSINESS**

- III. To approve appointment of Mr. Vinu Mammen (DIN: 10710860) as a Whole Time Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination & Remuneration Committee, Mr. Vinu Mammen (DIN: 10710860) be and is hereby appointed as Whole-time Director of the Company for a period of 5 years with effect from 30<sup>th</sup> July, 2025, with such designation as the Board of Directors (hereinafter referred to as the “Board” which expression shall also include the ‘Nomination and Remuneration Committee’ of the Board) may decide from time to time, on the terms and conditions and to alter and vary from time to time, the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

- I. Total CTC - Nil**
- II. Perquisites, Reimbursements, & Allowances (in addition to CTC): - NA**
- III. Performance linked Incentive (Variable Pay): NA**  
**Other Terms**

- 1. His services will be governed by the service rules of the Company as may be in force from time to time in so far as they are not at variance with the terms herein contained;**

2. Mr. Vinu Mammen in his capacity as Whole time Director shall be a non-retiring Director;
3. Mr. Vinu Mammen be and is hereby authorised to exercise the powers of management of the Company's business and its affairs subject to the superintendence and directions of the Board of Directors;

**RESOLVED FURTHER** that any one of the Directors of the Company be and is hereby authorized to sign all papers and documents in respect to the aforesaid appointment and terms of remuneration and anyone Director or the Company Secretary of the Company be and are hereby severally authorized for and on behalf of the Company to sign and file necessary forms and applications with the Registrar of Companies and other authorities as may be required for the appointment of Mr. Vinu Mammen as Whole time Director and to represent the Company before any authority for any matter incidental or ancillary thereto.

**By Order of the Board  
For Avasara Finance Limited**

**Sd/-  
Vinu Mammen  
Whole-Time Director  
DIN: 10710860**

**Place: Bangalore  
Date: 25.08.2025**



## Notes:

- a) The Explanatory Statement pursuant to Section 102 of the Act relating to Items no. II & III of the Notice of the Thirty First AGM, also contains the relevant details of the Director as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard - 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), in respect of Director retiring by rotation seeking appointment/ re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure 1 to this Notice.
- b) The Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, circular no. 20/2020 dated May 5, 2020 and General Circular no. 09/2024 dated September 19, 2024 has allowed conducting of Annual General Meeting ("AGM") by Companies through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility up to September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020 (collectively referred to as "MCA Circulars").

Further, The Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Covid-19 pandemic" and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID -19 pandemic"(collectively referred to as "SEBI 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 and SEBI 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.

- c) In terms of the MCA Circulars, the physical attendance of Members has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- d) 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 MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Purva Shareregistry (India) Private Limited (**PURVA**) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by **PURVA**.

- e) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- f) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- g) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- h) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.trcf.in](http://www.trcf.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of **PURVA** (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://evoting.purvashare.com/>.
- i) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- j) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- k) The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to this Notice.
- l) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon request in electronic mode.
- m) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Registrar and Share Transfer Agents of the Company (RTA) i.e. M/s Purva Sharegistry (India) Private Limited in case the shares are held by them in physical form.
- n) As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's R & T Agents for assistance in this regard.

- o) Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nominations are requested to send their requests in Form SH 13 (which will be made available on request) to the RTA in case the shares are held in physical form and to their DP in case the shares are held by them in electronic form.
- p) SEBI has mandated listed companies to issue securities in dematerialized form only, while processing service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates / folios; and transmission and transposition. In this regard, members are requested to make request in Form ISR - 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- q) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18<sup>th</sup> September, 2025 may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or Issuer/RTA.
- r) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 21<sup>st</sup> September, 2025 through email on [compliance@avasarafinance.com](mailto:compliance@avasarafinance.com) same will be replied by the Company suitably.
- s) In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2024- 25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.

**t) Remote E-Voting**

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

**u) Voting Results**

- i. The voting rights of members shall be in proportion to their shares of the paid up Equity Share Capital of the Company (i.e. One Vote for Every One Share held).
- ii. The Company has appointed M/s. Priti J Sheth & Associates, Practicing Company Secretaries, to act as the scrutinizer.
- iii. The Scrutinizer shall, immediately after the conclusion of voting at AGM, count the votes cast at AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- iv. The result declared along with the scrutinizer's report shall be placed on the notice board at the registered office of the Company and on the website of the Company. The Company shall also forward the results to BSE Limited, where the shares of the Company are listed.

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

- (i) The voting period begins on Monday, 22<sup>nd</sup> September, 2025 at 9.00 a.m. and ends on Wednesday, 24<sup>th</sup> September, 2025 at 5.00 p.m. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18<sup>th</sup> September, 2025 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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





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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp;</li> </ol>

	<p>voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p>



	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div>
	<p>5) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be redirected to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911 or 022-23058738 and 022-23058542-43
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no. 1800 1020 990 and 1800 22 44 30

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

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

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**a. Facility for Non – Individual Shareholders and Custodians –For Remote Voting Only**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@puvashare.com](mailto:evoting@puvashare.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be de-link in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are mandatorily required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [priti.pjsassociates@gmail.com](mailto:priti.pjsassociates@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.



3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 8 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@avasarafinance.com](mailto:compliance@avasarafinance.com) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 8 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [compliance@avasarafinance.com](mailto:compliance@avasarafinance.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti

Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-35220056

### **Explanatory Statement**

**Annexed to notice dated 25<sup>th</sup> August, 2025.**

**Pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")**

#### **Agenda No. III**

The Board of Directors ("the Board") of the Company had appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, at its meeting held on 30<sup>th</sup> July, 2025, subject to the approval of members, appointed Mr. Vinu Mammen (DIN: 10710860) as Whole-time Director of the Company with effect from 30<sup>th</sup> July, 2025 on the terms and Conditions as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members' approval for the appointment of Mr. Vinu Mammen as Whole-time Director in terms of the applicable provisions of the Act.

Mr. Vinu Mammen satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Vinu Mammen under Section 190 of the Act.

Mr. Vinu Mammen has done his Masters Business Administration in Management from Manipal Academy of Higher Education. He has also done his Executive Programme on Strategy & Leadership from XLRI - Delhi

Experienced Banking & Wealth Management professional with over 27 plus years of experience in the Financial Industry. Successfully established and led wealth management practices for top banks. Have strong background in fund raising asset monetization. Adaptable and innovative with strong leadership skills and keen eye for market trends..

Disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided in the "Annexure 1" to the Notice. Mr. Vinu Mammen is not related to any other Director of the Company.

The Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special resolution at Item No. III is annexed hereto as "Annexure 1" of Notice & Explanatory Statement.

Mr. Vinu Mammen is interested in the Special Resolution set out at Item No. III with respect to his appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. III of the Notice.

The Board recommends the Special Resolution set out at Item No. III of the Notice for approval by the members. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for appointment of Mr. Vinu Mammen as Whole time Director of the Company

w.e.f. 30th July, 2025 for a period of 5 years.

## 1. GENERAL INFORMATION

1. **Nature of Industry:** lending Sector (NBFC)
2. **Date or expected date of commencement of commercial production:** NA
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** NA
4. **Financial performance based on given indicators:**

Particulars	March 31, 2025	March 31, 2024
Revenue from Operations	-	133.00
Other Income /Loss	-	-
Total Expenditure	44.61	111.32
<b>Net Profit/(Loss) before tax</b>	<b>( 44.61)</b>	<b>21.68</b>
Current Tax	0	0
Tax Expense for earlier years	0	0
<b>Net Profit/(loss) after Tax</b>	<b>(44.61 )</b>	<b>21.68</b>

5. **Foreign investments or collaborations, if any:** None

## 2. INFORMATION ABOUT THE APPOINTEE

1. **Background details:** Experienced wealth management expert having a MBA degree and over 2 decades of experience in wealth management.
2. **Past remuneration:** NA
3. **Recognition or Rewards :** NA
4. **Job profile and his suitability:** Lead the company into growth trajectory as whole time director. Experienced Banking & Wealth Management professional with over 20 years of expertise in the financial industry. Successfully established and led wealth management practices for top banks in certain regions in India and played a key role as a founding team member of an boutique Wealth management firm.
5. **Remuneration proposed:** Nil at present
6. **Comparative remuneration profile:** NA
7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** - None

## 3. OTHER INFORMATION

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

The company was in losses in FY 24-25 as the company was ideating on the business activities to conduct in the future to increase the revenue & profitability of the company

2. **Steps taken or proposed to be taken for improvement:**

Company has changed its board of directors & is looking to hire human resources to work business opportunities identified by the management.

**3. Expected increase in productivity and profits in measurable terms:**

The company is expected to perform better in coming years both in terms of revenue & profitability considerably, which will enhance the value creation for all stakeholders involved.

**4. DISCLOSURES**

The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the financial statement:

Corporate Governance is not applicable to Company.

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors; None
- (ii) details of fixed components and performance linked incentives along with the performance criteria; - None
- (iii) service contracts, notice periods, severance fees; and - None
- (iv) stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable. None

**Details of the Directors seeking appointment/Reappointment at the 31<sup>st</sup> Annual General Meeting as per Companies Act, 2013 and pursuant to 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 mentioned under Item No. II & III**

**Item II & III:**

**Annexure 1**

Name of Director	Mr. Korodi Sanjay Prabhu	Mr. Vinu Mammen
Date of Birth	12/11/1962	26/06/1976
Age	61 years	49 years
Date of Appointment (Original)	22/05/2018	30.07.2025
Brief Resume and Experience	Mr. Korodi Sanjay Prabhu has over a period of 27 years of experience in marketing, branding etc.	Experienced Banking & Wealth Management professional with over 27 plus years of experience in the Financial Industry. Successfully established and led wealth management practices for top banks. Have strong background in fund raising asset monetization. Adaptable and innovative with strong leadership skills and keen eye for market trends
Expertise in specific functional areas	Marketing and Branding	Management & Strategy
Qualification	Diploma in Printing Technology (Lithography)	MBA (Management)
Terms and condition of appointment/re-appointment	Non-Executive Director liable to retire by rotation	Non-Executive Director liable to retire by rotation
Remuneration to be paid	As approve by the Board and Nomination and Remuneration Committee	As approved by the Board and Nomination and Remuneration Committee
Remuneration last drawn	Nil	Nil
Directorships held in other companies (excluding section 8 and foreign companies)	1. Indigo Music Private Limited 2. India Radio Ventures Private Limited 3. Strategic News International Agency Private Limited	1. Jupiter Capital Wealth Management Private Limited

Memberships of committees across other companies (includes only Audit & Shareholders' /Stakeholder Relationship Committee)	Nil	Nil
Cessation from listed entities (in past three years)	Nil	Nil
Shares held in the Company	Nil	Nil
Relationship with Directors, Manager and Key Managerial Personnel	-	-
Number of Board Meetings attended during the Financial Year 2024-25	1	0

**By Order of the Board  
For Avasara Finance Limited**

**Sd/-  
Vinu Mammen  
Whole-Time Director  
DIN: 10710860  
Place: Bangalore  
Date: 25.08.2025**

## DIRECTORS' REPORT

To  
The Members,  
**Avasara Finance Limited**

Your Directors' have pleasure to present the Thirty-First Annual Report of your Company, Avasara Finance Limited for the financial year ended March 31, 2025. In line with the requirements of the Companies Act, 2013 and the rules framed thereunder, this report covers the financial results and other developments during the Financial Year 1<sup>st</sup> April 2024 to 31<sup>st</sup> March 2025.

### 1. SUMMARY OF OPERATIONS/RESULTS

The financial results of the Company for the year ended March 31, 2025 compared to the previous year are summarized below:

<i>(Rupees in Lacs)</i>		
Particulars	March 31, 2025	March 31, 2024
Revenue from Operations	-	133.00
Other Income / Loss	-	-
Total Expenditure	44.61	111.32
<b>Net Profit/(Loss) before tax</b>	<b>( 44.61)</b>	<b>21.68</b>
Current Tax	0	0
Tax Expense for earlier years	0	0
<b>Net Profit/(loss) after Tax</b>	<b>(44.61 )</b>	<b>21.68</b>

### 2. COMPANY'S AFFAIRS

Your Company's business revenue during the year is Nil and incurred a loss of Rs. (44.61) lacs for the financial year 2024-25 as against the revenue of Rs. 133 lacs and net profit after tax of Rs. 21.68 lacs in the previous financial year 2023-2024.

### 3. PERFORMANCE AND FUTURE PROSPECTS

Your Company has prepared the Financial Statements in accordance with Indian Accounting Standards ("IND AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016. The Company has adopted IND AS from 1<sup>st</sup> April 2018 with effective transition date of 1<sup>st</sup> April, 2017 and accordingly, these Financial Statements together with the Financial Statements for the comparative reporting period have been prepared with the recognition and measurement principles stated therein, prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with relevant Rules issued thereunder and the other accounting principles generally accepted in India.

During the year 2024-25 the company had not generated any revenue and the loss incurred was Rs. 44.61 lacs. However, the Company is looking at various opportunities for expanding the business including other area of lending and building a loan book and engage in the distribution, dealing, and broking of all financial assets, including but not

limited to mutual funds, portfolio management services (PMS), alternative investment funds (AIF), market-linked debentures (MLDs), bonds, corporate deposits, bank deposits, pre-IPO and unlisted shares, structured products, and other financial instruments.

#### **4. CHANGE IN THE MANAGEMENT OF THE COMPANY**

During the year under review there have been significant changes in the constitution of the Board of Directors as follows:

1. Ms. Uma Prasad Bontha resigned due to pre-occupation as Non-executive Independent Director on 09<sup>th</sup> August, 2024.
2. Ms. Deepthi Donkeshwar was appointed as an Additional Non-executive Independent Director on 14<sup>th</sup> November, 2024.
3. There was change in the designation of Mr. Sabarinath Gopalakrishnan from whole-time Director and as Chief Financial Officer to Non- executive Director on 14<sup>th</sup> February, 2025.
4. Mr. Naresh Gandhi tendered his resignation as Independent Director on 03<sup>rd</sup> March, 2025
5. Mr. Nityanand Shankar Nayak and Mr. Vivek S Kakati have been appointed as an Additional Non Executive Independent Directors on 11<sup>th</sup> March, 2025.

#### **Changes in Management between the end of the financial year and the date of this report**

1. Mr. Valmeekanathan Subramanian tendered his resignation as non-executive Director on 15<sup>th</sup> April, 2025.
2. Ms. Deepthi Donkeshwar resigned as Additional Non-executive Independent Director on 27<sup>th</sup> May, 2025.
3. Mr. Raj Surendra Jain has been appointed as Chief Financial Officer on 27<sup>th</sup> May, 2025.
4. Mr. Sabarinath Gopalakrishnan resigned as Non-executive Director on 11<sup>th</sup> August, 2025.
5. Ms. Jaya Janardanan has been appointed as a non-executive Independent Director on 27<sup>th</sup> June, 2025.
6. Mr. Nityanand Shankar Nayak and Mr. Vivek S Kakati have been regularized as Non Executive Independent Directors by passing special resolution through Postal Ballot on 31<sup>st</sup> July, 2025.
7. Ms. Jaya Janardanan has been regularized as a non-executive Independent Director on by passing special resolution through Postal Ballot on 31<sup>st</sup> July, 2025.
8. Mr. Vinu Mammen appointed as the whole-time Director on 30<sup>th</sup> July, 2025.

#### **5. DIVIDEND & TRANSFERS TO IEPF**

Your Board does not recommend any dividend for the financial year ended March 31, 2025. The Company was not required to transfer the amount of any unclaimed/unpaid dividend to Investor Education Protection Fund.



**6. TRANSFER TO RESERVE**

The Board of Directors of your Company has not transferred any amount from Retained earnings to the statutory reserve as directed by RBI for the year 2024-25 as the Company did not have any profit.

**7. CHANGE IN THE REGISTERED OFFICE OF THE COMPANY**

There was no change in the registered office of the company during the financial year 2024-2025.

**8. CORPORATE GOVERNANCE**

Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, provide threshold for applicability of corporate governance rules. Your company does not exceed such threshold. Hence, provision of corporate governance is not applicable on your company.

**9. CHANGE IN THE NATURE OF BUSINESS**

No changes occurred in the nature of business during the financial year ended March 31, 2025, and till the date of issue of this report.

**10. MATERIAL CHANGES AND COMMITMENTS**

No material changes/ commitments occurred between the end of the financial year to which financial statements relate and the date of this report.

**11. DEPOSITS**

The Company has not accepted any deposits and, as such, no amount of principal or interest is outstanding as of the Balance Sheet date.

**12. BORROWINGS FROM DIRECTORS:**

During the year, the Company has not borrowed any funds from Directors of the Company.

**13. DETAILS OF REMUNERATION PAID TO DIRECTORS.**

During the year, no remuneration was paid to the Directors of the Company.

**14. SUBSIDIARY, ASSOCIATE AND JOINT VENTURES COMPANIES**

The Company does not have any subsidiary as per Clause 2(87) or associate as per Clause 2(6) of the Companies Act, 2013; also, it has not entered into any joint venture agreements with any other entities.

The company is a subsidiary of Jupiter Capital Private Limited, holding 65.86% of share capital of the company.

## 15. SHARE CAPITAL

During the Financial year 2024-25, the Authorised Capital of the Company has been increased from Rs. 8,00,00,000 (Rupees Eight Crores only) comprising of 60,00,000 (Sixty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each aggregating to Rs. 6,00,00,000/- (Rupees Six Crores only) and 20,00,000 (Twenty Lakhs) Preference Shares of Rs.10/- (Rupees Ten only) each aggregating to Rs. 2,00,00,000/- (Rupees Two Crores only) to Rs. 20,00,00,000 (Rupees Twenty Crores only) comprising of 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each aggregating to Rs. 18,00,00,000/- (Rupees Eighteen Crore only) and 20,00,000 (Twenty Lakhs) Preference Shares of Rs.10/- (Rupees Ten only) each aggregating to Rs. 2,00,00,000/- (Rupees Two Crores only) each, ranking pari-passu with the existing shares of the Company.

There was no change in the paid-up share capital during the year under review.

During the year under review, the Company has neither issued any shares with differential voting rights nor granted any stock options or sweat equity or warrants.

## 16. BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND COMMITTEES THEREOF

### 16.1 Board of Directors and Key Managerial Personnel

**The Composition of Board of Directors and Key Managerial Personnel of the Company as on 31<sup>st</sup> March 2025 is as follows:**

Sr. no.	Name of Director and Key Managerial Personnel	DIN/ PAN	Category
1.	Mr. K. Sanjay Prabhu	00023196	Non- Executive, Non - Independent Director
2.	Mr. Sabarinath Gopalakrishnan	08479403	Non- Executive, Non - Independent Director
3.	Mr. Valmeekanathan Subramanian	05297798	Non- Executive, Non- Independent Director
4.	Ms. Deepthi Donkeshwar	08712113	Non - Executive, Independent Director
5.	Mr. Nityanand Shankar Nayak	07071571	Non - Executive, Independent Director
6.	Mr. Vivek Ravindra Kakati	07071573	Non - Executive, Independent Director
7.	Ms. Khandavalli Madhavi	ACEPM1477H	Company Secretary and Compliance Officer

## 16.2 Board of Directors

### • Details of Board Meetings/Committee Meetings

The Board of Directors met four times during the year. The details as per Standard 9 of the Secretarial Standards-1 on Board meetings/committee Meetings held during the financial year 2024-25 are furnished below:

<b>Board Meeting Dates</b>	30.05.2024, 12.08.2024, 14.11.2024, 14.02.2025
<b>Audit Committee Meeting Dates</b>	30.05.2024, 12.08.2024, 14.11.2024, 14.02.2025
<b>NRC Committee Meeting Dates</b>	14.11.2024, 14.02.2025
<b>Stakeholders Relationship Committee Meeting Date</b>	12.08.2024

### • Attendance of Directors at Meetings

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Board meeting attended</b>	<b>Audit Committee meetings attended</b>	<b>NRC Committee meetings attended</b>	<b>Stakeholders Relationship Committee Meeting Date</b>
1	Mr. Naresh Gandhi	4	4	2	1
2	Mr. Sanjay Prabhu	1	3	2	-
3	Mrs. Uma Prasad Bontha	1	1	-	-
4	Ms. Deepthi Donkeshwar	1	1	1	-
5	Mr. Sabarinath Gopalakrishnan	4	-	-	1
6	Mr. Valmeekanathan Subramaniam	2	-	-	-

### • Changes in Directors/ Key Managerial Personnel

1. Ms. Uma Prasad Bontha resigned due to pre-occupation as Non-executive Independent Director on 09<sup>th</sup> August, 2024.
2. Ms. Deepthi Donkeshwar was appointed as an Additional Non-executive Independent Director on 14<sup>th</sup> November, 2024.
3. There was change in the designation of Mr. Sabarinath Gopalakrishnan from whole-time Director and as Chief Financial Officer to Non- executive Director on 14<sup>th</sup> February, 2025.
4. Ms. Charmi Gindra resigned as Company Secretary and Compliance Officer on 14<sup>th</sup> February, 2025.
5. Ms. Khandavalli Madhavi was appointed as Company Secretary and Compliance Officer on 14<sup>th</sup> February, 2025.
6. Mr. Vinu Mammen was appointed as Chief Operating Officer on 14<sup>th</sup> February, 2025.
7. Mr. Naresh Gandhi tendered his resignation as Independent Director on 03<sup>rd</sup> March, 2025.

8. Mr. Nityanand Shankar Nayak and Mr. Vivek S. Kakati have been appointed as an Additional Non Executive Independent Directors on 11<sup>th</sup> March, 2025.

- **Changes in composition between the end of the financial year and the date of this report**

1. Mr. Valmeekanathan Subramanian tendered his resignation as non-executive Director on 15<sup>th</sup> April, 2025.
2. Ms. Deepthi Donkeshwar resigned as Additional Non-executive Independent Director on 27<sup>th</sup> May, 2025.
3. Mr. Raj Surendra Jain has been appointed as Chief Financial Officer on 27<sup>th</sup> May, 2025.
4. Mr. Sabarinath Gopalakrishnan resigned as Non-executive Director on 11<sup>th</sup> August, 2025.
5. Ms. Jaya Janardanan has been appointed as a non-executive Independent Director on 27<sup>th</sup> June, 2025.
6. Mr. Nityanand Shankar Nayak and Mr. Vivek S Kakati have been regularized as Non-Executive Independent Directors by passing special resolution through Postal Ballot on 31<sup>st</sup> July, 2025.
7. Ms. Jaya Janardanan has been regularized as a non-executive Independent Director on by passing special resolution through Postal Ballot on 31<sup>st</sup> July, 2025.
8. Mr. Vinu Mammen appointed as the whole-time Director on 30<sup>th</sup> July, 2025 subject to Shareholder's approval .

- **Retirement by Rotation**

As per provisions of the Companies Act 2013, Mr. Sanjay Kordi Prabhu (DIN- 00023196) retires by rotation at the ensuing Annual General Meeting of the Company and being eligible seeks re-appointment. The Board of Directors recommend his reappointment at the ensuing Annual General Meeting.

- **Recommendation**

The Board recommends to Members to appoint Mr. Vinu Mammen (10710860) as the whole-time Director on at the ensuing Annual General Meeting by passing Special Resolution.

- **Committee Meeting Independent Directors**

During the year under review, the Independent Directors was held on 14<sup>th</sup> February, 2025 inter alia, to discuss:

1. Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole;
2. Evaluation of performance of the Chairman of the meetings of the Company, taking into account the views of Executive and Non-Executive Directors.

3. Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties

- **Declaration from Independent Directors**

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

In the opinion of the Board, all the Independent Directors possess the integrity, expertise and experience including the proficiency required to be Independent Directors of the Company, fulfil the conditions of independence as specified in the Act and the SEBI Listing Regulations and are independent of the management and have also complied with the Code for Independent Directors as prescribed in Schedule IV of the Act.

- **Familiarization program for independent directors**

All new independent directors appointed on the Board attend a familiarization program.

After appointment, a formal letter is issued to the independent directors outlining his/her roles, functions, duties and responsibilities.

- **Board evaluation**

The performance of the board was evaluated by the board after seeking inputs from all the directors based on the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members based on the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors based on the criteria such as the contribution of the individual director to the board and committee meetings.

In a separate meeting of independent directors, performance of non-independent directors, and performance of the board was evaluated, taking into account the views of executive directors and non-executive directors. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

- **Policy on director's appointment and remuneration**

The current policy of the Company is to have an optimum combination of both executive and independent directors to maintain the independence of the Board and separate its functions of governance and management.

The policy of the Company on director's appointment and remuneration, including criteria for determining qualifications, independence of director and other matters, as required under Section 178(3) of the Companies Act, 2013 is available on our website ([www.trcf.in](http://www.trcf.in)). There has been no change in the policy since the last financial year. We avow that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

- **Policies**

All our policies are available on our website ([www.trcf.in](http://www.trcf.in)). The policies are reviewed periodically by the Board and updated based on need.

### 16.3 Committees of Board of Directors

- **Audit Committee**

The Audit Committee of Directors is constituted as per the provisions of Section 177 of the Companies Act, 2013. The Composition of Audit Committee is as follows:

Sr. no.	Name of Member	DIN	Category
1	Mr. Naresh Gandhi, Chairman	08130774	Non - Executive, Independent Director
2	Mr. K. Sanjay Prabhu	00023196	Non - Executive, Non- Independent Director
3	Ms. Deepthi Donkeshwar	08712113	Non - Executive, Independent Director

- **Nomination and Remuneration Committee**

The Nomination & Remuneration Committee of Directors is constituted in accordance with the requirements of Section 178 of the Companies Act, 2013. The Composition of Nomination and Remuneration Committee is as follows:

Sr no.	Name of Members	DIN	Category
1	Mr. Naresh Gandhi - Chairman	08130774	Non - Executive, Independent Director
2	Mr. K Sanjay Prabhu	00023196	Non - Executive, Non- Independent Director
3	Ms. Deepthi Donkeshwar	08712113	Non - Executive, Independent Director

- **Stakeholders Relationship Committee**

Pursuant to Section 178 of the Companies Act, 2013, the Board of Directors has constituted the Stakeholders Relationship Committee. The Composition of Stakeholders Relationship Committee is as follows:

Sr no.	Name of the Member	DIN	Category
1	Mr. Naresh Gandhi - Chairman	08130774	Non - Executive, Independent Director
2	Mr. Sabarinath Gopalakrishnan	08479403	Whole Time Director & Chief Financial Officer
3	Ms. Deepthi Donkeshwar	08712113	Non - Executive, Independent Director

- **Investment Committee**

The Board of Directors has constituted the Investment Committee to co-ordinate and oversee the organizations investment portfolio as required under RBI's NBFC regulations. Composition of the same is as follows

Sr no.	Name of Director	DIN	Category
1.	Mr. Sabarinath Gopalakrishnan	08479403	Whole-time Director
2.	Mr. Naresh Gandhi	08130774	Non - Executive, Independent Director
3.	Ms. Deepthi Donkeshwar	08712113	Non - Executive, Independent Director

#### 14. CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

Priti J Sheth of M/s Priti J Sheth & Associates practicing Company Secretaries has issued a certificate as required under the Listing Regulations, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of Companies by SEBI/ Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed as “**Annexure A**”

#### 15. CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 in respect of Corporate Social Responsibility are not applicable to the Company.

#### 16. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM AND WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower mechanism for directors and employees to report concerns about unethical behavior. The said policy has been posted on the website of the Company-[www.trcfn.in](http://www.trcfn.in).

#### 17. SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators, courts or tribunals impacting the functioning of the Company.

## **18. STATUTORY AUDITORS**

**M/s. P.B. Shetty & Co., Chartered Accountants (FRN No. 110102W)** were appointed as the Statutory Auditors of the Company under Section 139 of the Companies Act, 2013 for a period of three consecutive years i.e. to hold the office till the conclusion of the fourth Annual General Meeting to be held in the financial year 2026. The statutory auditors continue with their appointment.

## **19. STATUTORY AUDITORS' REPORT**

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

## **20. INTERNAL FINANCIAL CONTROL (IFC)**

Your Company's internal control system (including Internal Financial Controls with reference to financial statements) ensures efficiency, reliability and completeness of accounting records and timely preparations of reliable financial and management information, compliance with all applicable laws and regulations, optimum utilization, and the protection of the Company's assets.

The Company has appointed Adithya & Vishwas., Chartered Accountants as the Internal Auditors as mandated under Section 138 of the Companies Act, 2013 for conducting the Internal Audit of the Company.

## **21. FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT U/S.143 (12)**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

## **22. RISK MANAGEMENT POLICY**

The Company has adopted a Risk Management Policy which helps the Company in identification of risk, lays down procedure for risk assessment and procedure for risk mitigation.

## **23. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

Since the Company is a registered entity under the Reserve Bank of India to conduct the business of Non-Banking Financial Services, pursuant to the section of 186 (11)(a), (b) of the Companies Act, 2013, the company is exempted from complying with the provisions.

Further, details of Investments made by the Company during the year under review form a part of the financial statements.



**24. PARTICULARS OF TRANSACTION BETWEEN THE COMPANY AND THE NON-EXECUTIVE DIRECTORS**

During the year under review the company has not entered into any transaction with its Non-Executive Directors.

**25. INTERNAL COMPLAINTS COMMITTEE**

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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

In compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and Rules framed thereunder, the Company has formulated and implemented a policy on prevention, prohibition and redressal of complaints related to sexual harassment of women at the workplace.

The Company is committed to providing a safe and conducive work environment to all its employees and associates. All women employees whether permanent, temporary or contractual are covered under the above policy. The said policy has been uploaded on the internal portal of the Company for information of all employees. An Internal Complaints Committee has been set up in compliance with the POSH Act.

During the FY ended March 31, 2025, no complaint pertaining to sexual harassment was received.

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

**27. MATERNITY BENEFIT**

The Company declares that it has complied with the provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the statutory benefits prescribed under the Act, including paid maternity leaves continuity of salary and service during the leave period, and post- maternity support such as nursing breaks and flexible return to work options, as applicable. The Company remains committed to fostering an inclusive and supportive work environment that upholds the rights and welfare of its women employees in accordance with applicable laws.

## **28. AUDIT TRAIL**

The Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility but the same has not been operational throughout the year for all relevant transactions accorded in the software.

## **29. APPOINTMENT OF DESIGNATED PERSONS UNDER RULE 9(4) OF COMPANIES (MANAGEMENT AND ADMINISTRATION) SECOND AMENDMENT RULES, 2023**

The Company has appointed Ms. Khandavalli Madhavi as a designated person.

## **30. COMPLIANCE WITH THE ICSI SECRETARIAL STANDARDS**

The relevant Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) related to the Board Meetings and General Meetings have been complied with by the Company.

## **31. DIRECTORS' RESPONSIBILITY STATEMENT:**

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

- a. In the preparation of the Annual Accounts, the applicable accounting standards had been followed.
- b. 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.
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. The Directors had prepared the Annual Accounts on a going concern basis.
- e. The Directors had laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively.
- f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **32. EXTRACT OF ANNUAL RETURN**

As required under Section 134(3)(a) of the Act, the Annual Return for the financial year 2024-25 is uploaded on the Company's website and can be accessed at <http://www.trcf.in>.

### 33. SECRETARIAL AUDITORS

As required under Section 204 of the Companies Act, 2013 and Rules made thereunder the Board has appointed M/s. Priti J. Sheth & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company to undertake the Secretarial Audit of the Company for the FY2024- 25. The Secretarial Audit Report for the F Y 2024-25, contains observations which are self explanatory and no further explanation/justification is required from the management.

### 34. SECRETARIAL AUDIT REPORT

The Secretarial Audit Report for the financial year 2024-25 forms part of Annual Report as "Annexure B" to the Boards Report.

### 35. DIRECTORS COMMENT ON QUALIFICATION OR OBSERVATION

The responses of your directors on the observations made by the Secretarial Auditor are as follows: -

- 1) The Company did not pay the annual listing fees to BSE within the prescribed timeline, resulting in a delay in compliance with the listing obligations. – *There was a slight delay in the payment of the listing fees due to paucity of funds*
- 2) There has been delay in BSE submission of Shareholding for the Quarter ended 30<sup>th</sup> June, 2024. *Due to the delay in payment of the listing fees there was a slight delay in submitting the shareholding pattern for the quarter ended 30th June, 2024*
- 3) There were delays in submitting regulatory filings with the Reserve Bank of India (RBI) – *The email id's and login issues in the new portal i.e. CIMS introduced by RBI has been sorted out and the regulatory filings with RBI are being complied within the time limits prescribed.*
- 4) The Company did not comply with the requirement of submitting the Structured Digital Database (SDD) Compliance Certificate under Regulation 3(5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 during the financial year 2024-25. *The Company installed the SDD software on 29<sup>th</sup> May 2025 and has ensured compliance thereafter.*
- 5) The casual vacancy arising from the resignation of the Woman Director was filled after a period exceeding three months, resulting in non-compliance with the timelines prescribed under applicable regulations. *There was a slight delay in convening the Board Meeting the same has been complied with*

### 36. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

#### (A) CONSERVATION OF ENERGY

- i. The Steps Taken or Impact on Conservation of Energy: **The Company takes necessary measure to conserve energy at its offices.**

- ii. The Steps Taken by The Company for Utilizing Alternates Source of Energy: **NIL**
- iii. The Capital Investment on energy conservation equipment's: **NIL**

**(B) TECHNOLOGY ABSORPTION**

- i. The efforts made towards technology absorption :**NIL**
- ii. The benefits derived like product improvement, cost reduction, product development or import substitution: **NIL**
- iii. In case of imported technology (imported during last three years reckoned from beginning of financial year)
  - Details of technology imported: **Nil**
  - Year of Import: **Nil**
  - Whether technology has been fully absorbed: **Nil**
  - If not fully absorbed, areas where absorption has not taken place and the reasons thereof :**Nil**
- iv. The expenditure incurred on Research and Development :**Nil**

**( C) FOREIGN EXCHANGE EARNINGS AND OUTGO**

The details of foreign exchange earnings and outgo during the period under review is as under:

Particulars	As at March 31, 2025	As at March 31, 2024
Foreign Exchange earned	Nil	Nil
Foreign Exchange used	Nil	Nil

**37. CEO / CFO CERTIFICATION**

The company is exempted under Regulation 15(2) of the SEBI (Listing Obligations and Disclosures) Regulations, 2015 from including CEO / CFO certificate as a part of Annual Report.

**38. RELATED PARTY TRANSACTIONS**

There were no transactions falling under the purview of Section 188 of the Companies Act, 2013 and the rules framed thereunder.

**39. MANAGEMENT DISCUSSION AND ANALYSIS**

Management Discussion and Analysis Report for the year under review, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), is presented in a separate section forming part of this Annual Report.

#### **40. RESERVE BANK OF INDIA REGULATIONS**

The Reserve Bank of India has classified the Company as “Category ‘B’ Non-Banking Finance Company”.

The Company continues to comply with all the applicable regulation prescribed by the Reserve Bank of India (“RBI”) from time to time.

#### **41. MAINTENANCE OF COST RECORDS:**

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the Company.

#### **42. PARTICULARS OF REMUNERATION TO DIRECTORS, KEY MANAGERIAL PERSONS AND EMPLOYEES**

The Company wishes to place on record their appreciation to the contribution made by the employees to the operations of the company during the period.

During the year under review, there were no employees who were in receipt of the remuneration beyond the limits prescribed under Rule 5 (2) of Companies (Appointment and Remuneration) Rules, 2014 and therefore no disclosures need to be made under the said section.

Further, the details of the top 10 employees in terms of remuneration drawn pursuant to rule 5(1) and 5(2) of Companies (Appointment and Remuneration) Rules, 2014 shall be available at the registered office of the Company during the business hours and the details ratios of the remuneration of each Director to the median remuneration to the employees of the Company for the financial year are enclosed as “Annexure C” to the Board’s Report.

#### **43. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES**

The Company has not entered in any of the agreements that it impacts management and control of the listed entity which are binding and not in normal course of business. Any other parties where listed entity is not a party has not been entered.

#### **34. INSOLVENCY AND BANKRUPTCY CODE**

No application has been made under the Insolvency and Bankruptcy Code.

The requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the Financial Year is not applicable.

### 35. DETAILS OF VALUATION

The requirement to disclose the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

### 44. ACKNOWLEDGEMENT

Your Board wishes to place on record its sincere appreciation for the wholehearted support received from members, government authorities, bankers, consultants, and all other business associates. We look forward to continued support of all these partners in progress.

For and on behalf of the Board of Directors  
**Avasara Finance Limited**

Sd/-

**Vinu Mammen**  
**Whole-Time Director**  
**DIN: 10710860**

Sd/-

**Sanjay Kordi Prabhu**  
**Director**  
**DIN: 00023196**

Place: Bangalore

Date: 25.08.2025

#### Annexures:

Annexure A : Certificate from Company Secretary in practice

Annexure B : Secretarial Audit Report

Annexure C : Information as per Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

**CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE**  
**CERTIFICATE**  
**(Pursuant to Clause 10 of Part C of Schedule V of LODR)**

In pursuance of sub clause 10 of Part C of Schedule V of the Security Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015 (LODR) in respect of Avasara Finance Limited (Formerly known as TRC Financial Services Limited) (CIN: L74899MH1994PLC216417) I hereby certify that:

On the basis of the written representations / declarations received from the directors and taken on records by the Board of Directors, as on March, 31, 2025 none of the directors on the board of the Company has been debarred or disqualified from being appointed or continuing as director of Companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority.

**For Priti J. Sheth & Associates**  
**Company Secretaries**

Sd/-

**Priti J. Sheth**  
**FCS.: 6833**  
**C.P. 5518**  
**Peer Review No.: 1888/2022**

**Date: 25<sup>th</sup> August, 2025**  
**Place: Mumbai**  
**UDIN: F006833G001076583**

**Annexure B**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**For the financial year ended 31<sup>st</sup> 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,  
**Avasara Finance Limited**  
(Formerly known as TRC Financial Services Limited)

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

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Avasara Finance Limited ("the Company") for the financial year ended on 31<sup>st</sup> March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -



# Priti J Sheth & Associates

## Company Secretaries

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the audit period).
  - d. The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit Period)
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period)
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the Audit Period)
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period) and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the Audit Period)
- (vi) Other Laws applicable to the Company namely:
- a. The Reserve Bank of India Act, 1934.
  - b. Non-Banking Financial Regulations issued by Reserve Bank of India from time to time.

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 Obligation and Disclosure Requirements) Regulation, 2015.

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

- 1) The Company did not pay the annual listing fees to BSE within the prescribed timeline, resulting in a delay in compliance with the listing obligations.
- 2) There has been delay in BSE submission of Shareholding for the Quarter ended 30<sup>th</sup> June, 2024.
- 3) There were delays in submitting regulatory filings with the Reserve Bank of India (RBI)
- 4) The Company did not comply with the requirement of submitting the Structured Digital Database (SDD) Compliance Certificate under Regulation 3(5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 during the financial year 2024-25. The Company installed the SDD software on 29<sup>th</sup> May 2025 and has ensured compliance thereafter.
- 5) The casual vacancy arising from the resignation of the Woman Director was filled after a period exceeding three months, resulting in non-compliance with the timelines prescribed under applicable regulations.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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

Majority 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.

# **Priti J Sheth & Associates**

## **Company Secretaries**

We further report that during the audit period, the company was not involved in any activity which is having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**For Priti J. Sheth & Associates**  
**Company Secretaries**

**Sd/-**  
**Priti J. Sheth**  
**FCS.: 6833**  
**C.P. 5518**  
**Peer Review Number 1888/2022**

**Date: 25<sup>th</sup> August, 2025**  
**Place: Mumbai**  
**UDIN: F006833G001076649**

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

# **Priti J Sheth & Associates** **Company Secretaries**

To,  
The Members  
Avasara Finance Limited  
(Formerly known as TRC Financial Services Limited)

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 process 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 process and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever 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 are the responsibility of management. Our examination was limited to the verification of procedure 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 Priti J. Sheth & Associates**  
**Company Secretaries**

Sd/-  
**Priti J. Sheth**  
FCS.: 6833  
C.P. 5518  
Peer Review Number 1888/2022

**Date: 25<sup>th</sup> August, 2025**  
**Place: Mumbai**

*Annexure C*

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

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

Name	Total Remuneration Paid in F. Y. 2024-25	Ratio to Median remuneration	% Increase in remuneration in the financial year
<b>Executive Director</b>			
Mr. Sabarinath Gopala Krishnan	-	-	-
<b>Company Secretary</b>			
Ms. Charmi Gindra	1.59	0.39	0.00%

The percentage increase in the median remuneration of employees in the financial year: N.A.

The number of permanent employees on the rolls of Company: 1 (including Director and Company Secretary)

Average percentiles increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: N.A.\*

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

For and on behalf of the Board of Directors

**Avasara Finance Limited**

**Sd/-**

**Vinu Mammen**  
**Whole-Time Director**  
**DIN: 10710860**

**Sd/-**

**Sanjay Kordi Prabhu**  
**Director**  
**DIN: 00023196**

Place: Bangalore  
Date: 25.08.2025

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **Macroeconomic Overview for FY 2024-25**

#### **Global Backdrop**

Despite continued geopolitical tensions and trade uncertainties, a feared global recession has yet to materialize. Inflation across major economies is easing, central banks are adopting a neutral stance, and unemployment remains broadly stable.

#### **India's Economic Growth**

**GDP Expansion:** India maintained its position as the fastest-growing major economy, with real GDP growth of approximately 6.5% in FY 2024-25. **Quarterly Momentum:** The economy gained strength in Q4, with annual growth reaching 7.4%, buoyed by resilient private consumption and rising investment trends.

#### **Consumption & Investment Dynamics**

**Private Consumption:** Grew robustly by 7.2%, underlining solid domestic demand. **Capital Formation:** Gross fixed capital formation rose 9.4% in Q4 after weaker previous quarters, signaling a revival in investment activity.

#### **Inflation & Monetary Policy**

**Consumer Price Inflation:** Eased significantly. Retail inflation dropped to an eight-year low of 1.55% in July 2025; the RBI revised its full-year inflation projection to 3.1% from 3.7%. **Monetary Measures:** The RBI proactively cut the repo rate by 50 basis points (bringing it to 5.5%) and slashed the Cash Reserve Ratio by 100 bps, signaling shift to a more neutral stance to support growth. Economists now view growth, rather than price stability, as the central policy focus.

#### **Fiscal, External Sector & Sovereign Outlook**

**Credit Rating Upgrade:** S & P Global upgraded India's sovereign rating to BBB, praising fiscal consolidation, institutional reforms, and macroeconomic resilience. **External Stability:** Current account deficit remained contained (~1.3% of GDP), supported by strong services exports and remittances. Forex reserves stayed robust.

#### **NBFC Sector: Growth and Challenges**

**Credit Growth:** The NBFC sector saw credit growth of approximately 18–20% in FY 2025. However, ICRA expects growth to moderate to 13–15% in FY 2025 and FY 2026. **Overseas Funding:** NBFCs tapped into global markets, raising \$3.67 billion in overseas syndicated loans—more than double 2024 levels—highlighting enhanced confidence and access to cheaper financing.

**Bank Credit to NBFCs:** This growth area slowed significantly. Bank lending to NBFCs rose only about 5.7% in FY 2025, and even declined in April 2025, reflecting tighter credit conditions.

FinTech Lending: FinTech NBFCs sanctioned a record 10.9 crore personal loans, totaling ₹1,06,548 crore—demonstrating strong digital penetration in formal credit delivery. Profitability Pressures: Rating agencies anticipate a moderation in NBFC profitability over the near term, owing to higher funding costs and rising capital norms—particularly in unsecured lending segments.

### Key Takeaways for FY 2024-25

- India sustained robust economic growth amid a challenging global environment.
- Strong domestic consumption and investment underpinned economic resilience.
- Inflation moderated sharply, providing space for accommodative monetary policy.
- Sovereign rating was upgraded, reinforcing investor confidence.
- The NBFC sector continued rapid credit expansion but faced margin pressures and tighter bank funding; FinTech players are driving broad-based financial inclusion.

employees. The Competent of Board of Directors are very well connected to the NBFC sector.

### Disclosure of Accounting Treatment

The company has followed all the relevant and applicable Accounting Standards while preparing the Financial Statements.

### Significant Changes in Key Financial Ratios (25% or more)

	2024-25	2023-24
Debtors Turnover	NA	0.90
Current Ratio	3.22	3.29
Net Profit Margin (%)	NA	16.30

### Changes in Return on Net Worth

	2024-25	2023-24
Return on Net worth	(22.2)	8.83

### Avasara Finance Limited

Sd/-

**Vinu Mammen**  
Whole-Time Director  
DIN: 10710860

Sd/-

**Sanjay Kordi Prabhu**  
Director  
DIN: 00023196

Place: Bangalore  
Date: 25.08.2025

**Avasara Finance Limited**  
**CIN: L74899MH1994PLC216417**

**Balance sheet as at March 31, 2025**

(Amount mentioned in Rs lakhs, except for share data or otherwise stated)

Particulars	Note	As at March 31, 2025	As at March 31, 2024
<b>ASSETS</b>			
<b>Financial Assets</b>			
Cash and cash equivalents	3	0.43	1.92
Receivables	4		
Trade receivable		125.00	147.50
Other receivable		-	-
Loans	5	101.37	107.62
Other Financial Assets - current	6	13.55	44.84
Investments - non-current			-
<b>Non Financial Assets</b>			
Property, Plant and Equipment	7A	0.02	0.07
Other Non Financial Assets	7B	7.78	3.93
<b>Total Assets</b>		<b>248.15</b>	<b>305.88</b>
<b>LIABILITIES AND EQUITY</b>			
<b>LIABILITIES</b>			
<b>Financial Liabilities</b>			
Trade payables	8		
(i) Total outstanding dues of micro enterprises and small enterprises	8(i)	1.68	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	8(ii)	30.22	34.77
<b>Non Financial Liabilities</b>			
Deferred Tax Liability (Net)		0.02	0.02
Other Non Financial Liabilities	9	15.30	25.55
<b>Total Liabilities</b>		<b>47.22</b>	<b>60.34</b>
<b>Equity</b>			
Equity share capital	10	500.09	500.09
Other Equity	11	(299.16)	(254.55)
<b>Total Equity</b>		<b>200.93</b>	<b>245.54</b>
<b>Total Liabilities and Equity</b>		<b>248.15</b>	<b>305.88</b>

The accompanying notes form an integral part to financial statements

In terms of our report attached

**For P. B. Shetty & Co. LLP**

Chartered Accountants

Firm Registration No. 110102W / W101056

Sd/-

Brijesh Shetty

Partner

Membership number - 131490

**For and on behalf of the Board of Directors**

Sd/-

Sabarinath Gopalakrishnan

Director

DIN: 08479403

Sd/-

Korodi Sanjay Prabhu

Director

DIN: 00023196

Sd/-

Raj Surendra Jain

Chief Financial Officer

Sd/-

K Madhavi

Company Secretary

F6844

Date: 27th Day of May, 2025

Place: Mumbai



**Avasara Finance Limited**  
**CIN: L74899MH1994PLC216417**  
**Statement of profit and loss for the year ended March 31, 2025**  
(Amount mentioned in Rs lakhs, except for share data or otherwise stated)

Particulars	Note	Year ended March 31, 2025	Year ended March 31, 2024
<b>Revenue from operations</b>			
Consultancy services		-	130.00
Interest Income	12	-	3.00
<b>Total Revenue from Operations</b>		-	<b>133.00</b>
<b>Expenses</b>			
Employee benefits expenses	13	11.00	17.63
Depreciation and amortisation expenses	7C	0.05	0.06
Other Expenses	14	33.56	93.63
<b>Total Expenses</b>		<b>44.61</b>	<b>111.32</b>
<b>Profit / (loss) before exceptional items and tax</b>		<b>(44.61)</b>	<b>21.68</b>
Exceptional Items			
Less : Current Tax		-	-
Add : MAT Credit		-	-
Less : Deferred Tax		-	-
<b>Profit/(Loss) for the Period</b>		<b>(44.61)</b>	<b>21.68</b>
<b>Other Comprehensive Income</b>			
(i) Items that will not be Reclassified to Profit or Loss		-	-
Remeasurements of post-employment benefit obligations		-	-
(ii) Income tax effect		-	-
<b>Other Comprehensive Income</b>		-	-
<b>Total Comprehensive Income for the year</b>		<b>(44.61)</b>	<b>21.68</b>
<b>Earnings Per Equity Share</b>			
Basic and diluted (₹)		(0.89)	0.43

The accompanying notes form an integral part to financial statements

In terms of our report attached

**For P. B. Shetty & Co. LLP**  
Chartered Accountants  
Firm Registration No. 110102W / W101056

Sd/-  
Brijesh Shetty  
Partner  
Membership number - 131490

Date: 27th Day of May, 2025  
Place: Mumbai

**For and on behalf of the Board of Directors**

Sd/-  
Sabarinath Gopalakrishn Korodi Sanjay Prabhu  
Director Director  
DIN: 08479403 DIN: 00023196

Sd/- Sd/-  
Raj Surendra Jain K Madhavi  
Chief Financial Officer Company Secretary  
F6844

**Avasara Finance Limited**

**CIN: L74899MH1994PLC216417**

**Statement of cashflows for the year ended March 31, 2025**

(Amount mentioned in Rs lakhs, except for share data or otherwise stated)

	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
<b>A.</b>	<b>Cash Flow from Operating Activities</b>		
	Profit/(loss) before tax	<b>(44.61)</b>	<b>21.68</b>
	Adjustments for :		
	Depreciation and amortisation expenses	0.05	0.06
	<b>Operating Profit/(Loss) before Working Capital changes</b>	<b>(44.56)</b>	<b>21.74</b>
	Adjustments for :		
	<b>Financial</b>		
	(Increase)/Decrease in Trade receivables	22.50	(129.80)
	(Increase)/Decrease in Loans	6.25	35.57
	(Increase)/Decrease in Other Financial Assets - current	31.29	34.78
	(Increase) /Decrease in non-current investments	-	-
	(Increase)/Decrease in other non-financial Assets	(3.84)	1.43
	Increase/Decrease in trade payables	(2.87)	15.36
	Increase/Decrease in other financial liabilities	(10.25)	24.70
	<b>Cash generated from/(used in) Operations</b>	<b>(1.49)</b>	<b>3.78</b>
	Direct (Taxes paid) / refund received	-	(2.00)
	<b>Net Cash generated from/(used) in Operating Activities (A)</b>	<b>(1.49)</b>	<b>1.78</b>
<b>B.</b>	<b>Cash Flow from Investing Activities</b>		
	Purchase of Property, Plant and Equipment	-	-
	<b>Net Cash generated from/(used) in Investing Activities (B)</b>	<b>-</b>	<b>-</b>
<b>C.</b>	<b>Cash Flow from Financing Activities</b>		
	<b>Net Cash generated from/(used) in Financing Activities (C)</b>	<b>-</b>	<b>-</b>
	<b>Net Increase/(decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(1.49)</b>	<b>1.78</b>
	<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>1.92</b>	<b>0.14</b>
	<b>Cash and Cash Equivalents at the end of the year (Refer note 3 )</b>	<b>0.43</b>	<b>1.92</b>

The company is investment company. Investment in securities are considered part of "cash flow from operating activities". Returns on those securities are considered "cash flow from operating activities".

In terms of our report attached

**For P. B. Shetty & Co. LLP**

Chartered Accountants

Firm Registration No. 110102W / W101056

Sd/-

Brijesh Shetty

Partner

Membership number - 131490

Date: 27th Day of May, 2025

Place: Mumbai

**For and on behalf of the Board of Directors**

Sd/-

Sabarinath Gopalakrishnan

Director

DIN: 08479403

Sd/-

Raj Surendra Jain

Chief Financial Officer

Sd/-

Korodi Sanjay Prabhu

Director

DIN: 00023196

Sd/-

K Madhavi

Company Secretary

F6844

**Avasara Finance Limited**

CIN: L74899MH1994PLC216417

**Statement of changes in equity for the year ended March 31, 2025**

(Amount mentioned in Rs lakhs, except for share data or otherwise stated)

**Statement of Changes in Equity****a. Equity Share Capital**

Particulars	Amount
<b>(1) Current reporting period</b>	
Balance at March 31, 2024	500.09
Issued during the year	-
Balance at March 31, 2025	500.09
<b>(2) Previous reporting period</b>	
Balance as at April 01, 2023	500.09
Issued during the year	-
Balance at March 31, 2024	500.09

**b. Other equity**

Particulars	Statutory reserve	Retained earnings	Total
<b>(1) Current reporting period</b>			
Balance as at April 1, 2024	43.14	(297.70)	(254.55)
Profit/(loss) for the year	-	(44.61)	(44.61)
Transfer to other statutory reserve	-	-	-
Remeasurement of defined benefit plans	-	-	-
Other Comprehensive Income for the year	-	-	-
Balance as at March 31, 2025	43.14	(342.31)	(299.16)
<b>(2) Previous reporting period</b>			
Balance as at April 1, 2023	38.80	(315.04)	(276.24)
Profit/(loss) for the year	-	21.68	21.68
Transfer to other statutory reserve	4.34	(4.34)	-
Other Comprehensive Income for the year	-	-	-
Balance as at March 31, 2024	43.14	(297.70)	(254.55)

In terms of our report attached

**For P. B. Shetty & Co. LLP**

Chartered Accountants

Firm Registration No. 110102W / W101056

Sd/-

Brijesh Shetty

Partner

Membership number - 131490

Date: 27th Day of May, 2025

Place: Mumbai

**For and on behalf of the Board of Directors**

Sd/-

Sabarinath Gopalakrishnan

Director

DIN: 08479403

Sd/-

Raj Surendra Jain

Chief Financial Officer

Sd/-

Korodi Sanjay Prabhu

Director

DIN: 00023196

Sd/-

K Madhavi

Company Secretary

F6844

- 1 Avasara Finance Limited (Formerly known as TRC Financial Services Ltd.) (Avasara) was originally incorporated as TRC Financial and Management Services Pvt. Ltd on May 24, 1994. The Company was converted into Public Limited Company during the year and accordingly its name was changed as TRC Financial and Management Services Limited. On 8th November 1994, the name of the Company was changed to TRC Financial Services Limited, subsequently on 12th January 2022 the name of Company was changed to Avasara Finance Limited. The Company having registered office in Mumbai, India. The Company is listed on the Bombay stock Exchange ( BSE). The financial statements are approved by the Board of Directors on 27/05/2025. The Company is having a valid certificate of registration with Reserve Bank of India dated 29-12-2016 under section 45IA of the RBI Act, 1934. The Company is classified as a Base Layer NBFC.

2 **SIGNIFICANT ACCOUNTING POLICIES**

This note provides a list of the significant accounting policies adopted in the preparation of these financial

(I) **Basis of Accounting and Preparation of Financial Statements**

(i) **Compliance with Ind AS**

The financial statements ("financial statements") comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] as amended, and other relevant provisions of the Act.

The Company follows the guidelines issued by the Reserve Bank of India (RBI) as applicable to a Non Banking Finance Company.

(ii) **Historical cost convention**

The financial statements have been prepared on a historical cost basis, except certain financial assets and liabilities that are measured at fair value

(II) **Current / Non-current classification of assets / liabilities**

The Company has classified all its assets / liabilities into current / noncurrent based on the time frame of 12 months from the date of financial statements. Accordingly, assets/liabilities expected to be realised /settled within 12 months from the date of financial statements are classified as current and other assets/ liabilities are classified as non current.

(III) **Cash and cash equivalents**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash which are subject to insignificant risks of changes in value.

Cash and cash equivalent in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value. Bank borrowings are generally considered to be financing activities. However, where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents. A characteristic of such banking arrangements is that the bank balance often fluctuates from being positive to overdrawn.

(IV) **Cash flow statement**

Cash flows are reported using the indirect method, 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 flow from operating, investing and financing activities of the Company are segregated based on the available information.

(V) **Taxes on income**

Income tax expense represents the sum of the tax currently payable and deferred tax.

a) **Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the standalone statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted and are applicable as at the end of the reporting period.

**Notes forming part of the financial statements**

**b) Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

**c) Current and deferred tax for the year**

Current and deferred tax are recognised in the Statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

**(VI) Revenue Recognition**

The Company mainly derives income from consultancy services.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. To recognize revenue, the Company applies the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenues when a performance obligation is satisfied.

The method for recognizing revenues depends on the nature of the services rendered:

**A. Fixed-price consultancy contracts**

Revenue from fixed-price contracts, where the performance obligations are satisfied over time, are recognized ratably over the period since the Company has a stand ready obligation to provide service over the period of the contract.

**B. Commission income:**

The Company earns commission income as a percentage of loan sanctioned to the customers. The performance obligation is satisfied at the point in time when the customer derives benefit, hence the Company recognises commission income as revenue when the loan is sanctioned to the customer.

**C. Interest income:**

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

**D. Dividend income:**

Income from dividend is accounted as and when such dividend has been declared and the Company's right to receive payment is established.

**(VII) Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

**(VIII) Property, plant and equipment**

Property, plant and equipment (PPE) is recognised when it is probable that future economic benefits associated with the item will flow to the Company and that the cost of the items can be measured reliably. PPE is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any. Cost includes all direct cost related to the acquisition of PPE.

**(IX) Provisions and contingencies**

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

**(X) Financial Instruments**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

**Initial recognition and measurement:**

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

**Subsequent measurement:**

**Financial assets at amortised cost-**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial Assets at fair value through other comprehensive Income:**

Financial assets are measured at fair value through other comprehensive income ('FVTOCI') if these financial assets are held within business model whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

**Financial Assets at fair value through profit or loss:**

Financial assets are measured at fair value through profit or loss ('FVTPL') unless it is measured at amortised cost or fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in the statement of profit and loss.

**Impairment- Financial assets**

Expected Credit Loss (ECL) has been estimated on the loan commitments and investments measured at AC (Amortised Cost) & FVOCI (Fair Value through Other Comprehensive Income) portfolio of the Company. The portfolios have been divided into 3 stages based on the Staging rules defined subsequently. ECL has been separately estimated for each stage.

The loan portfolio of the Company consists of advances given to individuals and corporates. The tenure of the advance is 365 days or less. Staging rules set have been applied to the product categories to bucket them into either Stage 1, Stage 2 or Stage 3.

Stages	Days Past Due	ECL
Stage 1	Upto 30 Days	12- Month ECL
Stage 2	30- 90 Days	Lifetime ECL
Stage 3	90+ Days	Lifetime ECL

**Notes forming part of the financial statements**

The primary risk components applied for estimation of ECL are Probability of Default (PD), Loss Given Default (LGD) and Exposure at Default (EAD). ECL is estimated as a multiple of PD, LGD and EAD for each of the product sub categories.

- i. The PD provides an estimate of the likelihood that a borrower will be unable to meet his debt obligations. PD may be applied at a rating grade for corporate borrowers or for a pool of accounts showing similar behavioral and risk characteristics.
- ii. The EAD is the total receivables that the Company is exposed to at the time of an account's default.
- iii. LGD is usually shown as the percentage of EAD that the Company might lose in case the borrower defaults. It depends, among others, on the type and amount of collateral, collection mechanism existing in the Company and the expected proceeds from a work out (e.g. recovery from sale of collaterals/securities or otherwise) of the assets.

**Definition of default**

All accounts greater than 90 days past due are considered as default accounts.

**Significant increase in credit risk**

The Company monitors all financial assets, issued loan commitments that are subject to the impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk the Company will measure the loss allowance based on lifetime rather than 12-month ECL. The Company's accounting policy is to use the practical expedient that financial assets with 'low' credit risk at the reporting date are deemed not to have had a significant increase in credit risk.

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

**Write-off**

**Presentation of allowance for ECL in the statement of financial position**

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

- for financial assets measured at amortised cost: as a deduction from the gross carrying amount of the assets;
- for financial assets measured at FVTOCI: no loss allowance is recognised in the statement of financial position as the carrying amount is at fair value. However, the loss allowance is included as part of the revaluation amount in the investments revaluation reserve;
- for loan commitments as a provision.

**Derecognition of financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in statement of profit and loss if such gain or loss would have otherwise been recognised in statement of profit and loss on disposal of that financial asset.

**Foreign exchange gains and losses**

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets that are measured at amortised cost and FVTPL, the exchange difference are recognised in profit or loss.

**Equity Instrument**

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost.

**Financial liabilities**

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

**Financial liabilities subsequently measured at amortised cost**

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

**Foreign exchange gains and losses**

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in 'Other income'.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in profit or loss.

**Derecognition of financial liabilities**

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in statement of profit and loss.

**(XI) Impairment- Non-financial assets**

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

**(XII) Operating cycle**

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

**(XIII) Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of directors of the Company assesses the financial performance and position of the Company, and makes strategic decisions. The board of directors, has been identified as the chief operating decision maker ('CODM').



**(XIV) Critical judgments in applying the Company's accounting policies**

The following are the critical judgments that the management have made in the process of applying the Company's accounting policies.

- Business model assessment: Classification and measurement of financial assets depends on the results of the Solely Payments of Principle and Interest (SPPI) and the business model test (please see financial assets sections of note 1). The Company determines the business model at a level that reflects how Company's financial assets are managed together to achieve a particular business objective.
- Significant increase of credit risk: Expected Credit Loss (ECL) are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL assets for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. Ind AS 109 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Company takes into account qualitative and quantitative reasonable and supportable forward looking information.
- Probability of default: PD constitutes a key input in measuring ECL. PD is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.
- Loss Given Default: LGD is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

**Avasara Finance Limited****CIN: L74899MH1994PLC216417****Notes forming part of the financial statements**

(Amount mentioned in Rs lakhs, except for share data or otherwise stated)

**Note 3 - Cash and cash equivalents**

<b>Particulars</b>	<b>As at March 31, 2025</b>	<b>As at March 31, 2024</b>
Cash in hand	-	0.12
<b>Balances with Banks</b>		
(a) In Current Accounts	0.43	1.80
(b) In deposit accounts	-	-
(i) Bank deposits with less than 3 months maturity	-	-
(ii) Deposit with maturity for more than 3 months and less than 12 months (refer note below)	-	-
<b>Total</b>	<b>0.43</b>	<b>1.92</b>

**Note 4 - Trade receivables (Unsecured considered good)**

<b>Particulars</b>	<b>As at March 31, 2025</b>	<b>As at March 31, 2024</b>
(i) Trade receivables -considered good-Unsecured	125.00	147.50
(i) Trade Receivables – which have significant increase in credit risk	-	-
(iii) Trade Receivables – credit impaired	-	-
<b>Total</b>	<b>125.00</b>	<b>147.50</b>

**Trade Receivables ageing schedule as at 31st March,2025**

<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>					
	<b>Less than 6 months</b>	<b>6 months -1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
(i) Undisputed Trade receivables -considered good		-	125.00	-	-	125.00
(i) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed trade receivables - considered doubtful	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

**Trade Receivables ageing schedule as at 31st March,2024**

<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>					
	<b>Less than 6 months</b>	<b>6 months -1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
(i) Undisputed Trade receivables -considered good	147.50	-	-	-	-	147.50
(i) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed trade receivables - considered doubtful	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

The Company estimates the expected credit loss for trade

**Avasara Finance Limited**

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**Notes forming part of the financial statements**

(Amount mentioned in Rs lakhs, except for share data or otherwise stated)

**Note 5 - Loans**

Particulars	As at March 31, 2025			As at March 31, 2024		
	Amortised Cost	Others	Total	Amortised Cost	Others	Total
<b>Loans</b>						
<b>Current</b>						
Loans repayable on Demand						
i. Non performing assets	143.55	-	<b>143.55</b>	118.55	-	<b>118.55</b>
ii. Others		-	-	25.00	-	<b>25.00</b>
	<b>143.55</b>	-	<b>143.55</b>	<b>143.55</b>	-	<b>143.55</b>
<b>Non-current</b>						
Long term-loans and advances	-	-	-	-	-	-
	-	-	-	-	-	-
	-	-	-	-	-	-
<b>Total (Gross)</b>	143.55	-	<b>143.55</b>	143.55	-	<b>143.55</b>
Less: Impairment loss allowance	(42.18)	-	<b>(42.18)</b>	(35.93)	-	<b>(35.93)</b>
<b>Total (Net)</b>	<b>101.37</b>	-	<b>101.37</b>	<b>107.62</b>	-	<b>107.62</b>
Secured by tangible assets	-	-	-	-	-	-
Unsecured	143.55	-	<b>143.55</b>	143.55	-	<b>143.55</b>
<b>Total (Gross)</b>	<b>143.55</b>	-	<b>143.55</b>	<b>143.55</b>	-	<b>143.55</b>
Less: Impairment loss allowance	(42.18)	-	<b>(42.18)</b>	(35.93)	-	<b>(35.93)</b>
<b>Total (Net)</b>	<b>101.37</b>	-	<b>101.37</b>	<b>107.62</b>	-	<b>107.62</b>
<b>Advances in India</b>						
Others	143.55	-	<b>143.55</b>	143.55	-	<b>143.55</b>
<b>Total (Gross)</b>	<b>143.55</b>	-	<b>143.55</b>	<b>143.55</b>	-	<b>143.55</b>
Less: Impairment loss allowance	(42.18)	-	<b>(42.18)</b>	(35.93)	-	<b>(35.93)</b>
<b>Total (Net)</b>	<b>101.37</b>	-	<b>101.37</b>	<b>107.62</b>	-	<b>107.62</b>

During the year, loans outstanding to the following customers have been classified as non performing assets as they have become over due as on 31st March 2025. Summary of the party wise non-performing assets & NPA provisions against the same is tabulated as under:

**Current reporting period:**

Amount in Lakhs

Name of Customer	Loan Outstanding	NPA Provision	ECL Provision	Total NPA Provision
Fealty F&A Services Pvt Ltd	30.00	9.00	-	<b>9.00</b>
C&A Educators Pvt Ltd	25.00	7.50		<b>7.50</b>
Radhakrishnan	26.50	7.95		<b>7.95</b>
Astrabrand Solutions LLP	37.05	11.12		<b>11.12</b>
Gati Securities Pvt Ltd	25.00	6.25	0.36	<b>6.61</b>
<b>Total</b>	<b>143.55</b>	<b>41.82</b>	<b>0.36</b>	<b>42.18</b>

**Previous reporting period:**

Amount in Lakhs

Name of Customer	Loan Outstanding	NPA Provision	ECL Provision	Total NPA Provision
Fealty F&A Services Pvt Ltd	30.00	9.00	-	<b>9.00</b>
C&A Educators Pvt Ltd	25.00	7.50		<b>7.50</b>
Radhakrishnan	26.50	7.95		<b>7.95</b>
Astrabrand Solutions LLP	37.05	11.12		<b>11.12</b>
Gati Securities Pvt Ltd	25.00	-	0.36	<b>0.36</b>
<b>Total</b>	<b>143.55</b>	<b>35.57</b>	<b>0.36</b>	<b>35.93</b>

**Avasara Finance Limited**  
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**Notes forming part of the financial statements**  
**(Amount mentioned in Rs lakhs, except for share data or otherwise stated)**

**Note 6 - Other Financial Assets**

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Unsecured, considered good -</b>		
<b>Current</b>		
Interest accrued but not due on term deposit and loans given	-	9.23
Security Deposits	1.70	1.70
Other advances (receivable in cash or kind)	11.85	33.91
<b>Total</b>	<b>13.55</b>	<b>44.84</b>

**Note 7A-Property, Plant and Equipment**

Particulars	Office Equipment	Total
Cost as at 1st April 2023	0.40	0.40
Additions	-	-
Disposals	-	-
Cost as at 31st March 2024	0.40	0.40
Additions	-	-
Disposals	-	-
Cost as at 31st March 2025 (A)	<b>0.40</b>	<b>0.40</b>
Accumulated depreciation as at 1st April 2023	0.27	0.27
Depreciation charged during the year	0.06	0.06
Disposals	-	-
Accumulated depreciation as at 31st March 2024	0.33	0.33
Depreciation charged during the year	0.05	0.05
Disposals	-	-
Accumulated depreciation as at 31st March 2025 (B)	<b>0.38</b>	<b>0.38</b>
Net Carrying Amount as at 31st March 2025 (A-B)	<b>0.02</b>	<b>0.02</b>
Net Carrying Amount as at 31st March 2024	<b>0.07</b>	<b>0.07</b>
Net Carrying Amount as at 1st April 2023	0.13	0.13

**Note 7B - Other Non Financial Assets**

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Unsecured, considered good -</b>		
Advance to vendors	1.58	-
Prepaid expenses	1.44	0.06
Balance with government authorities	0.89	-
Advance income tax (net of provisions)	3.87	3.87
<b>Total</b>	<b>7.78</b>	<b>3.93</b>

**Avasara Finance Limited**
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**Notes forming part of the financial statements**

(Amount mentioned in Rs lakhs, except for share data or otherwise stated)

**Note 8 - Trade Payables**

Particulars	As at March 31, 2025	As at March 31, 2024
(i) MSME	1.68	-
(ii) Others	30.22	34.77
(iii) Disputed dues- MSME	-	-
(iv) Disputed dues - Others	-	-
<b>Total</b>	<b>31.90</b>	<b>34.77</b>

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total

**Trade Payables ageing schedule: As at 31st March 2025:**

(i) MSME	1.68	-	-	-	1.68
(ii) Others	6.04	12.72	8.08	3.38	30.22
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

**Trade Payables ageing schedule: As at 31st March 2024:**

(i) MSME	-	-	-	-	-
(ii) Others	23.31	8.08	2.88	0.50	34.77
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

**Note 9 - Other Non Financial Liabilities**

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Non Financial Liabilities</b>		
Other Current Liability	12.99	2.54
Duties and taxes payable	2.31	23.01
	<b>15.30</b>	<b>25.55</b>

**Note 10 - Equity Share Capital**

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number	Amount	Number	Amount
<b>Authorised</b>				
Equity Shares of Rs 10 each	60,00,000	600.00	60,00,000	600.00
Preference Shares of Rs. 10 each	20,00,000	200.00	20,00,000	200.00
<b>Total</b>	<b>80,00,000</b>	<b>800.00</b>	<b>80,00,000</b>	<b>800.00</b>
<b>Issued, Subscribed &amp; fully Paid up</b>				
Equity Shares of Rs 10 each fully paid	50,00,900	500.09	50,00,900	500.09
<b>Total</b>	<b>50,00,900</b>	<b>500.09</b>	<b>50,00,900</b>	<b>500.09</b>
<b>a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year</b>				
<b>Equity Shares</b>				
Particulars	As at March 31, 2025		As at March 31, 2024	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	50,00,900	500.09	50,00,900	500.09
Add : Shares issued	-	-	-	-
Shares outstanding at the end of the year	<b>50,00,900</b>	<b>500.09</b>	<b>50,00,900</b>	<b>500.09</b>
<b>b) The Company has only one class of equity shares with voting rights ( one vote per share). The distribution of dividend is in proportion to the number of equity shares held by the shareholders in the ensuing AGM. In the event of liquidation of the Company, the equity shareholder are entitled to receive only residual assets of the company.</b>				
<b>c) Shares in the Company held by each shareholder holding more than 5 percent shares</b>				
<b>Equity Shares</b>				
Name of Shareholder	As at March 31, 2025		As at March 31, 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Jupiter Capital Private Limited	32,94,426	65.87%	32,94,426	65.87%
<b>d) Shares held by promoters :</b>				
Name of Shareholder	No. of Shares	% of Holding	% Change during the year	
<b>at the end of the year March 31, 2025</b>				
1. Jupiter Capital Private Limited	32,94,426	65.87%	0.00%	
<b>at the end of the year March 31, 2024</b>				
1. Jupiter Capital Private Limited	32,94,426	65.87%	0.00%	

**Avasara Finance Limited****CIN: L74899MH1994PLC216417****Notes forming part of the financial statements**

(Amount mentioned in Rs lakhs, except for share data or otherwise stated)

**Note 11 -Other equity**

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Statutory reserves</b> This represents transfer of 20% of the profit after tax to the statutory reserve (rounded off upwards to the nearest lakh) in accordance with the provisions of Section 45-IC of the Reserve Bank of India Act, 1934.	43.15	43.15
<b>Retained earnings/(deficit)</b> Retained earnings/(deficit) comprise of the Company's current and prior years' undistributed earnings after taxes or accumulated losses and other items of other comprehensive income pertaining to re-measurement of net defined benefit liability/asset.	(342.31)	(297.70)
	<b>(299.16)</b>	<b>(254.55)</b>

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Others-Statutory Reserve</b>		
Opening balance	43.15	38.79
Add: Transfer from retain earnings	-	4.34
<b>Closing Balance</b>	<b>43.15</b>	<b>43.15</b>
<b>Retained earnings/(deficit)</b>		
Opening balance	(297.70)	(315.04)
Add: Profit / (Loss) for the year	(44.61)	21.68
Less : Transfer to other statutory reserve	-	(4.34)
Remeasurements of the defined benefit liabilities / (asset) net of tax	-	-
<b>Closing Balance</b>	<b>(342.31)</b>	<b>(297.7)</b>

**Avasara Finance Limited**  
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**Notes forming part of the financial statements**  
(Amount mentioned in Rs lakhs, except for share data or otherwise stated)

**Note 12 - Interest Income**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest on Loans and inter corporate deposits at amortised cost	-	3.00
<b>Total</b>	<b>-</b>	<b>3.00</b>

**Note 13- Employee benefits expenses**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salaries and wages	11.00	17.63
<b>Total</b>	<b>11.00</b>	<b>17.63</b>

**Note 14 - Other Expenses**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Rent	3.00	3.00
Listing Fees	3.63	3.25
Auditor remuneration (Refer note i below)	1.14	1.40
Legal and Professional charges	3.23	10.96
Travelling and conveyance	2.07	1.36
Insurance Expenses	0.60	1.76
Provision for NPA/ECL	6.25	35.57
Other expenditure	13.63	36.33
<b>Total</b>	<b>33.56</b>	<b>93.63</b>
<b><u>Note (i) Auditors' remuneration:</u></b>		
a) as Statutory Auditor		
- Audit fee	0.60	0.60
- Limited review	0.50	0.50
- Certificates	0.04	0.00
- Others	-	0.30
<b>SUB - TOTAL</b>	<b>1.14</b>	<b>1.40</b>

**Notes forming part of the financial statements**

(Amount mentioned in Rs lakhs, except for share data or otherwise stated)

**Additional information to the financial statements**

**15 Contingent liabilities and commitments (to the extent not provided for)**

S.No.	Particulars	As at March 31, 2025	As at March 31, 2024
(i)	Contingent liabilities: Claims against Company not acknowledged as debt	-	-

**16 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	1.68	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, 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	-	-
Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.		

**17 Segment information for the year ended March 31, 2025**

The Company has identified a single reportable segment which is investment and relating consultancy services. The Company operates as single segment based on the nature of services, resource allocation, regulatory environment, customers and distribution methods, there are no additional disclosures to be provided in terms of Ind AS 108 on 'Operating Segments'.

**18 Earnings per share:**

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Net profit / (loss) after tax	(44.61)	21.68
The weighted average number of ordinary shares outstanding	50,00,900	50,00,900
Earnings Per Share (Rs.) – Basic and Diluted	(0.89)	0.43
(Nominal value of Rs.10 per share)		



**19 Related parties**
**Related party and relationships**

<b>Name of the Related Parties</b>	<b>Relationship</b>
Jupiter Capital Private Limited	Holding Company
Hindusthan Infrastructure Projects & Engineering Private Limited	Fellow Subsidiary
Charmi Gindra	Key Managerial Personnel

**Transactions with related parties and outstanding balances**

<b>Particulars</b>	<b>Year ended March 31,2025</b>	<b>Year ended March 31, 2024</b>
<b>Transactions for the year</b>		
<b>Income :</b>		
Consultancy Fee - Hindusthan Infrastruture Projects & Engineering Private Limited	-	5.00
<b>Expenses :</b>		
Salary Paid - Charmi Gindra - KMP	1.60	1.77
<b>Balance as at Balance Sheet</b>	<b>As at March 31, 2025</b>	<b>As at March 31, 2024</b>
<b>Assets :</b>		
<b>Other financial assets - Holding Company</b>		
<b>Opening balance</b>	<b>28.74</b>	<b>36.13</b>
Add: Advance repaid during the year	0.39	8.58
Less: Advance given during the year	22.20	15.97
<b>Closing balance</b>	<b>6.93</b>	<b>28.74</b>
<b>Liabilities:</b>		
<b>Other current liability - Fellow Subsidiary Company</b>		
<b>Opening balance</b>	<b>2.54</b>	<b>-</b>
Add: Advance taken during the year	8.00	9.00
Less: Advance repaid during the year	-	6.46
<b>Closing balance</b>	<b>10.54</b>	<b>2.54</b>
Reimbursement Payable - KMP	-	1.97
Salary Payable - KMP	-	1.44

**20**

**(i) Financial risk management**

The Company's principal financial liabilities, comprise trade and other payables. The main purpose of these financial liabilities is to finance the company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and short-term deposits that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, equity price risk and interest rate risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The Board of Directors reviews and agrees policies for managing each of these risks.

**(ii) Credit risk**

Credit risk in the Company is managed through a framework that sets out policies and procedures covering the measurement and management of credit risk. There is a clear segregation of duties between transaction originators in the business function and approvers in the credit risk function. Board approved credit policies and procedures mitigate the Company's prime risk-default risk. There is a Credit Risk Management Committee in the Company for the review of the policies, process and products on an ongoing basis, with approval secured from the Board as and when required.

**Significant increase in credit risk**

The Company monitors all financial assets that are subject to impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk the Company measures the loss allowance based on lifetime rather than Stage 1 (12-month) Expected Credit Loss (ECL). Pending the adoption of scoring models to assess the change in credit status at an account level and at portfolio level, the Company has adopted SICR (Significant Increase in Credit risk) criteria based on Days Past Due (DPD). The following table lists the staging criteria used in the Company: Staging Criterion

Stage-1 : 0 – 30 days past due

Stage-2 : 31 – 89 days past due

Stage-3 : 90+ days past due

Stage 2 follows the rebuttable presumption of Ind AS 109, that credit risk has increased significantly since initial recognition no later than when contractual payments are more than 30 days past due.

**Measurement of ECL**

The key inputs used for measuring ECL are:

Probability of default (PD):

The PD is an estimate of the likelihood of default over a given time horizon (12 Month). It is estimated as at a point in time. To compute Expected Credit Loss (ECL) the portfolio is segregated into 3 stages viz. Stage 1, Stage 2 and Stage 3 on the basis of Days Past Dues. The Company uses 12 month PD for the stage 1 borrowers and lifetime PD for stage 2 and 3 to compute the ECL. The Company has used 0.03% PD for unsecured corporate loans

Loss given default (LGD):

LGD is an estimation of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from eligible collateral. The Company has computed LGD for Microfinance loans using empirical data and for other portfolios it used FIRB (Foundation Internal Rating Based) guidelines and Loan Loss Provisioning paper as given by Reserve Company of India. LGD for unsecured corporate loans is considered as 65%

Exposure at default (EAD):

EAD is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, and expected drawdowns on committed facilities.

EAD is the total outstanding balance at the reporting date including principal and accrued interests at the reporting date

The Company measures ECL as the product of PD , LGD and EAD estimates for its Ind AS 109 specified financial obligations

**(iii) Equity price risk**

The Company has investments in listed securities and mutual funds and thereby exposed to equity price risk.

The Company limits its risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The company does not expect any losses from non- performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors.

**(iv) Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages liquidity risk by maintaining adequate reserves, Companying facilities and reserve borrowing facilities, by continuously monitoring forecast and actual short term and long term cash flows, and by matching the maturity profiles of financial assets and liabilities.

The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

The working capital position of the Company is given below:

<b>Particulars</b>	<b>As at March 31, 2025</b>	<b>As at March 31, 2024</b>
Cash and cash equivalents	0.43	1.92
<b>Total</b>	<b>0.43</b>	<b>1.92</b>

The table below provides details regarding the contractual maturities of significant financial liabilities As at March 31, 2025, & As at March 31, 2024

<b>Particulars</b>	<b>As at</b>			
		<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2 years and above</b>
Trade payables and other financial liabilities	As at March 31, 2025	23.02	12.72	11.46
	As at March 31, 2024	60.32	-	-

**(v) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to any interest rate fluctuation since it does not have any borrowings

**(vi) Capital management**

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company monitors the return on capital. The Company's objective when managing capital is to maintain an optimal structure so as to maximize shareholder value.

The capital structure is as follows:

<b>Particulars</b>	<b>As at March 31, 2025</b>	<b>As at March 31, 2024</b>
Total equity attributable to the equity share holders of the company	200.93	245.54
As percentage of total capital	100%	100%
Current borrowings	-	-
Non-current borrowings	-	-
Total borrowings	-	-
<b>As a percentage of total capital</b>	<b>0%</b>	<b>0%</b>
<b>Total capital (borrowings)</b>	<b>200.93</b>	<b>245.54</b>

The Company is predominantly equity financed which is evident from the capital structure table.

## **21 Dividend**

During the year end March 31, 2025, the company has not paid any dividend. For the financials Year 2024-25, the company has not proposed any dividend

## **22 Going Concern**

As on 31st March, 2025, the company has accumulated losses of Rs.299.16 Lacs (Previous year Rs.254.55 Lacs) which has resulted in significant erosion of networth of the Company. The management is hopeful of improving the performance of the Company by exploring various avenues of enhancing revenue. The said measures are expected to improve the performance of the Company and accordingly the financial statements continue to be prepared on a Going Concern Basis.

## **23 Ultimate Beneficiary**

a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or any other kind of funds) by the company to or in any other person(s) or entity (ies), including foreign entities ("intermediaries") with the understanding, whether recorded in writing or otherwise, that the intermediary shall lend or invest in party identified by or on behalf of the company (Ultimate beneficiaries).

b) the company has not received any funds from any party(s) (funding party) with the understanding that the company shall whether directly or indirectly lend or invest in other persons or entities identified by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

## **24 Other Disclosures:**

a) There are no proceedings initiated or are pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

b) The company does not have any charges or satisfaction which are yet to be registered with ROC beyond the statutory period.

c) The company has not traded or invested in Crypto currency or Virtual currency during the financial year

d) The company does not have any such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the income tax act, 1961 (such as, search or survey or any other relevant provisions of the income tax act 1961).

e) The company does not have any transactions with company struck-off under section 248 of the companies act 2013 or section 560 of companies act 1956.

**Avasara Finance Limited**

**CIN: L74899MH1994PLC216417**

**Notes forming part of the financial statements**

(Amount mentioned in Rs lakhs, except for share data or otherwise stated)

**25 Additional Regulatory Information**

**Ratios:**

Particulars	FY 2024-25	FY 2023-24
<b>Current Ratio (in times)</b>	<b>3.11</b>	<b>3.29</b>
Current Assets/Current Liabilities		
Current Assets	146.78	198.19
Current Liabilities	47.22	60.32
<b>Return on Equity Ratio (%)</b>	<b>(8.92)</b>	<b>4.34</b>
Net Profit/(loss) After Tax/Average Shareholder's Equity		
Net Profit/(loss) After Tax	(44.61)	21.68
Average Shareholder's Equity	500.09	500.09
<b>Trade Receivables Turnover Ratio (in times)</b>	<b>-</b>	<b>0.90</b>
Revenue from Operation/Average Trade Receivables		
Revenue from operations	-	133.00
Trade Receivables	125.00	147.50
<b>Trade Payable Turnover Ratio (in times)</b>	<b>1.40</b>	<b>3.20</b>
Operating Expenses and Other expenses/Average Trade Payable		
Operating Expenses and Other expenses	44.56	111.26
Trade Payable	31.90	34.77
<b>Net Capital Turnover Ratio (in times)</b>	<b>-</b>	<b>0.96</b>
Revenue from operations/Working Capital		
Revenue from operations	-	133.00
Working Capital	99.56	137.87
<b>Net Profit Ratio (%)</b>	<b>NA</b>	<b>16.30</b>
Net Profit After Tax/Revenue from operations * 100		
Net Profit/(loss) After Tax	(44.61)	21.68
Revenue from operations	-	133.00
<b>Return on Capital employed (%)</b>	<b>(22.20)</b>	<b>8.83</b>
Profit before Interest and Taxes/Capital Employed*100		
Profit before Interest and Taxes	(44.61)	21.68
Capital Employed	200.93	245.53

Note: In view of nature of business and various components of financial statements, other Ratios as mentioned in Schedule III are not applicable to the Company

**26** Previous year's figures are re-grouped and re-classified wherever necessary to make the same comparable with the figures of the current year

In terms of our report attached

**For P. B. Shetty & Co. LLP**

Chartered Accountants

Firm Registration No. 110102W / W101056

Sd/-

Brijesh Shetty

Partner

Membership number - 131490

Date: 27th Day of May, 2025

Place: Mumbai

**For and on behalf of the Board of Directors**

Sd/-

Sabarinath Gopalakrishnan Korodi Sanjay Prabhu

Director

Director

DIN: 08479403

DIN: 00023196

Sd/-

Raj Surendra Jain

Chief Financial Officer

Sd/-

K Madhavi

Company Secretary

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