



Dated: 04.09.2025

General Manager,
Deptt of Corporate Services,
Bombay Stock Exchange Ltd.
PJ Tower, 25th Floor,
Dalal Street
Mumbai-400001

Sub: Submission of Annual Report for the Financial Year 2024-25

Dear Sir,

Pursuant to the provisions of regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Annual Report of the company for the Financial Year 2024-25 which is being sent to all the shareholders.

The abovesaid Annual Report is also available on the Website of the company at <https://emeraldfin.com/wp-content/uploads/2025/09/AGM-Report-2025.pdf>

This is for your information and records please.

Yours truly
For **EMERALD FINANCE LIMITED**

(Amarjeet Kaur)
Company Secretary cum Compliance Officer
M No. FCS 13755



EMERALD FINANCE LIMITED



ANNUAL REPORT 2024-2025

BOARD OF DIRECTORS

Mr. Sanjay Aggarwal	-	Managing Director
Mrs. Anubha Aggarwal	-	Non-Executive Director
Mr. Manjeet Kaushik	-	Independent Director
Mr. Akshay Kumar Agarwal	-	Independent Director

REGISTRAR & TRANSFER AGENT

M/S Mas Services Limited,
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi – 110020
Ph No. : 01126387281/82/83
Email : sm@masserv.com
Website : www.masserv.com

STATUTORY AUDITOR

M/s. S. Lal Bansal & Company
Chartered Accountants
2825 Sector 22-C
Chandigarh 160022
E-mail: shamlal2@hotmail.com

COMPANY SECRETARY

Mrs. Amarjeet Kaur

CHIEF FINANCIAL OFFICER

Ms. Sheetal Kapoor

SECRETARIAL AUDITOR

Mr. Anil Negi

INVESTOR COMPLIANTS

cs@emeraldfin.com
info@emeraldfin.com

BANKERS

- ❖ Canara Bank
- ❖ ICICI Bank Ltd
- ❖ The Punjab State Co-op Bank Limited
- ❖ Yes Bank Limited
- ❖ State Bank of India

REGISTERED OFFICE

SCO 7, First Floor Industrial Area, Phase-II,
Chandigarh - 160 002
Fax: 0172 – 4603859
[Email- cs@emeraldfin.com](mailto:cs@emeraldfin.com)
[Website: www.emeraldfin.com](http://www.emeraldfin.com)

CIN - L65993CH1983PLC041774

Contents

Contents	Page Ref
❖ COMPANY OVERVIEW	1
❖ EMERALD – VISION & MISSION	7
❖ BUSINESS OVERVIEW	9
❖ NOTICE	12
❖ DIRECTORS' REPORT	37
❖ MANAGEMENT DISCUSSION & ANALYSIS REPORT	43
❖ REPORT ON CORPORATE GOVERNANCE	50
❖ GENERAL SHAREHOLDER INFORMATION	66
❖ STANDALONE & CONSOLIDATED FINANCIAL STATEMENTS	97

• Company overview

Emerald operates in **two high growth markets**, SME & retail lending and retail loan distribution

Market 1



Distributor of retail loans

Products

1 Retail loan distribution

Description

Facilitate loans via FIs for individuals and businesses; Pan-India presence

Market 2



SME & retail lending

2 SME lending

Provide unsecured working-capital loans to SMEs

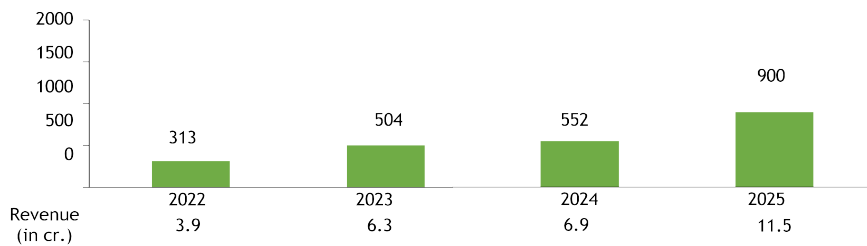
3 EWA

Provide line of credit in the form of early wage access to corporate employees

• Segment 1 overview - loan distribution

Segment growth is attributed to **increase in lending partners** and **high sub-DSA retention**

Retail loans distributed (In INR Cr.)



Select corporate lending partners



Rationale for growth



Emerald receives top tier corporate commission rates from banks and NBFCs



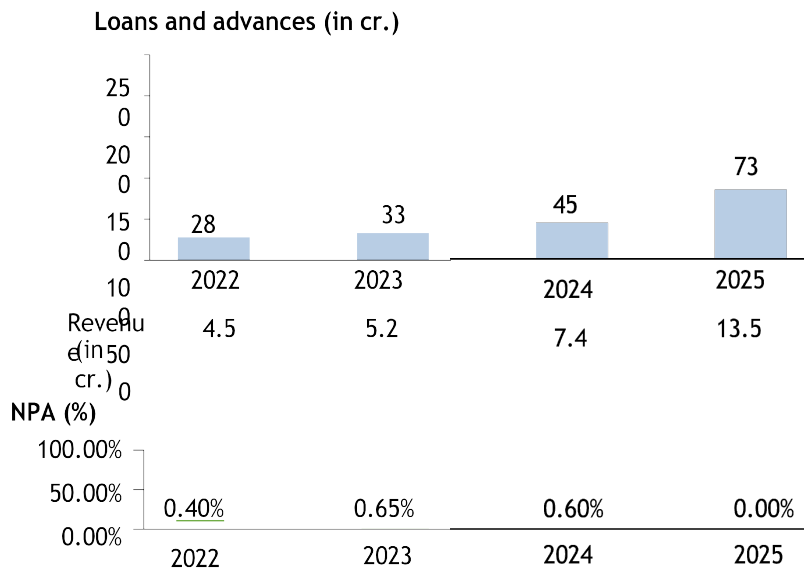
Starting work with marquee FIs such as RBL and Avanse in 2025



High sub-DSA retention due to excellent service and on-time payments

• Segment 2 overview - SME lending

Emerald has had **no NPAs** in the past year along with steady loan growth



Rationale for growth



Significant cross-sell opportunities from distribution and EWA businesses



Exceptional in-house risk and compliance team helps us contain / eliminate NPAs

• Segment 3 overview - EWA

How Emerald was introduced to EWA?

Emerald was a **lending partner** to a large US based service provider that **offered Early Wage access**

Emerald worked with them for 1 year and **gained valuable insights**

Learnings while working with the service provider:

- India has a large untapped market for early wage product *More detail in following slides*
- To maximize customer value, cross-selling other products is critical

Currently, majority of employees in India are **financially stressed**

75% reported that they run out of cash before end of the month

55% reported personal finance as their biggest source of stress

52% reported that they are unable to fund an emergency

77% feel positive about early wage access

Early wage access can ease employee stress by providing a low-cost line of credit

Product	Eligibility	Approval timeline	Fees	Penalties for default / delay
Early wage access (EWA)	Full time employees	Instant	Minimal	Low
Credit card	Top 1%	1-3 days	High	High
Personal loan from FI	Top 10%	1-3 days	Medium	High
Personal loan from loan shark	Everyone	-	Very high	Very high

Since 2023, Emerald has applied its operational expertise to the digital lending sector, starting with EWA



Lean Tech team

An extremely lean tech team of 5 employees with average 7+ years of experience



Focusing on SME

Based on market learnings and Emerald's market expertise, EWA will focus on serving SMEs in India



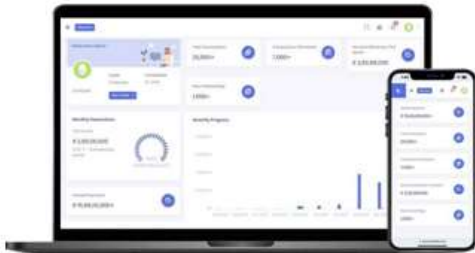
Family member led

Division led by promoter's son who has substantial expertise in this domain

What is Emerald Early-Wage-Access?

Emerald makes it easy for employees to access their earned salary instead of relying on high-cost alternatives

- Emerald partners with employers to provide On-Demand access to earned salary to their employees
- Employees access earned salary through the Emerald WebApp. Instant disbursement
- Employer reimburses Emerald on salary day for the amount withdrawn by employees



The service has no interest charges; instead, a service fee of ~2%-3% is applied at the time of the transaction, varying based on agreements with the Corporate Employer

When converted to an Annual Percentage Rate (APR), the cost of the service typically ranges from 30% to 40%

Emerald's current EWA platform is built to scale



Modular built

Entire platform is a combination of smaller modules and engines that can be scaled easily



Large capacity

In its current capacity, the platform can handle ~20k transaction in 1 second

Our Guiding Principles

Our Vision



To place customers at the heart of our vision, where every interaction is a seamless journey towards their financial dreams, backed by transparency, empathy, and unwavering support.

Our Mission



Empowering individuals and businesses to achieve their aspirations by providing flexible and reliable lending solutions tailored to their unique needs.

Focus on People




While customer focus remains, Emerald is fully conscious of and sensitive to other stakeholders. These include investors, borrowers, shareholders and most importantly, our employees.


Year in Numbers




More than
20,000 people
served



INR **32 crores**
processed in
Salary Advances

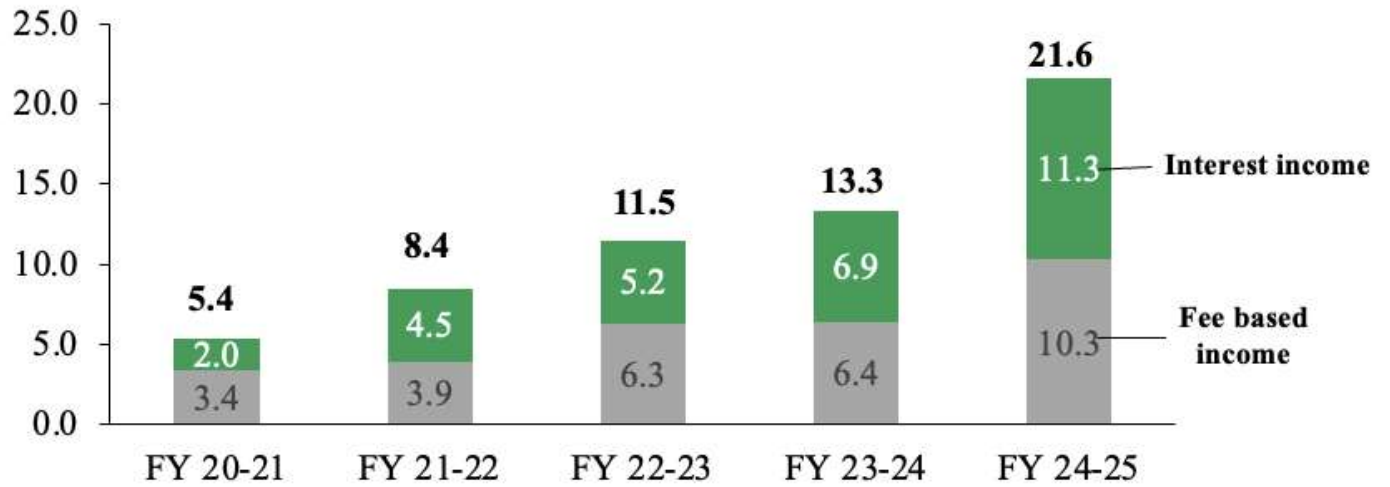


Reached **33**
States and UTs

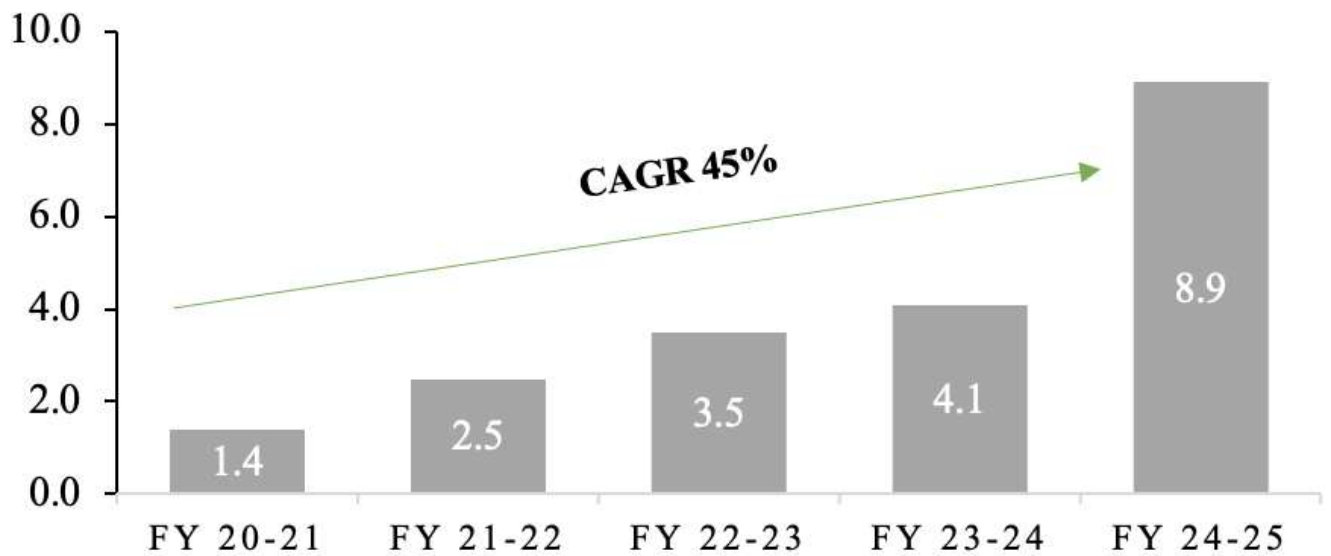


More than **2.50**
lakhs customers
served PAN India
through its
Subsidiary

Y-o-Y Segment revenue (In Cr.)



Y-o-Y Profit (In Cr.)



Leadership Code

The Leadership Code was developed as a product of the senior leadership's shared vision of the ideal behaviors expected at work. It serves as both a guide and a standard, ensuring that every leader's actions align with the values and culture of the organization. At Emerald, executives are evaluated on these behaviors, which form a key element of the performance management system. This approach reflects Emerald's commitment to fostering a culture where individual conduct supports the organization's overarching goals and values.

ALWAYS

- Trust • Listen • Be Humble • Show Empathy • Stay Calm
- Appreciate Others • Be Positive, Receptive and Responsive
- Stay Business Focused • Lead by Example

NEVER

- Gossip • Get Personal • Be Impulsive • Be Offensive
- Be Political • Resist Change • Be Judgmental
- Create Fear or Worry • Alienate Others • Use Position/Power

Pillars Driving the Company

Hallmarks of Trust

- Fairness with all stakeholders
- Openness and transparency in what we do
- Free flow of information
- Alignment with all stakeholders
- Build and strengthen long-term relationships

Hallmarks of Awareness

- Enhance awareness around our plans, strategies, tactics, processes
- Work together to create greater enterprise value
- Participative in our decision making
- Imbibe a sense of belonging across all stakeholders

Hallmarks of Joy

- Derive joy and happiness from what we do and how we do it
- Serve all stakeholders with joy and utmost dedication
- Create and maintain an environment where there is joy and happiness, where people are respected, and diversity is celebrated
- Share our success with all stakeholders

Our People

Women In Leadership Roles at Emerald

Emerald believes that a diverse workforce, enriched by a variety of perspectives and ideas, is a vital driver of organizational and business success. The company has made significant efforts to promote gender balance across all levels of leadership. As a result, several key senior positions are held by women, including the Compliance Officer, Chief Risk Officer and Chief Financial Officer.

Employee Volunteering

Volunteering serves as the primary channel for driving Emerald's CSR and inclusion initiatives across the organization. Year after year, the company actively encourages its associates to contribute their time and skills toward community development and welfare programs. As part of these efforts, Emerald is supporting the treatment of several cancer patients referred by PGI, Chandigarh.

Increasing Role of Technology

While Emerald's Information Technology (IT) systems have always been robust, the organization is now embracing digital technology with a renewed focus. The aim is to propel the company to the next level by adopting emerging technologies at a faster pace and enabling all business functions to remain current and agile. This marks a compelling example of a traditional organization leveraging digital advancements to drive business growth and innovation.

At Emerald, digital is viewed as a powerful enabler — but transformation is the true goal. Technology is seen as a means to re imagine existing processes, enhance customer service, optimize costs, boost revenues, and improve overall operational efficiency, thereby creating a sustainable competitive advantage.

NOTICE

NOTICE IS HEREBY GIVEN THAT 42ND ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF M/S EMERALD FINANCE LIMITED WILL BE HELD ON TUESDAY 30TH DAY OF SEPTEMBER, 2025 AT 10.00 A.M. AT REGISTERED OFFICE AT SCO 7, FIRST FLOOR, INDUSTRIAL AREA, PHASE-II, CHANDIGARH 160002.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the financial year ended 31st March 2025 together with Reports of the Board of Directors and Auditor's thereon.
2. To declare final dividend of Rs. 0.09 per share for the financial year ended 31st March, 2025.
3. To appoint a director in place of Mrs. Anubha Aggarwal (DIN 02557154), who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

4. RE-APPOINTMENT OF MR. SANJAY AGGARWAL AS THE MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s) the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including the statutory modifications and re-enactments thereof, for the time being in force, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the shareholders of the company be and is hereby accorded to re-appoint Mr. Sanjay Aggarwal, as the Managing Director of the company w.e.f. 11.07.2025 for a further term of 3 years on the following terms and conditions:

Salary: 1,00,000/- (Rupees One Lakh) per month and

Commission of Rs. 5,000 may be paid in respect of each personal guarantee as may be given by him, from time to time, for sanction of loan to company by any bank, financial institution, body corporate or any other entity.

Perquisites:

1. Medical Reimbursement: for self and family subject to the ceiling of one month's salary in a year as per the rules of the company.
2. Earned Leaves: Twenty days in a year to be accumulated upto 240 days as per rules of the company. Leave accumulated and not availed for during his tenure as Managing Director may be allowed to be encashed as per the rules of the company.
3. Leave Travel Concession: Actual expenses for self and family, once a year maximum upto one month's salary in accordance with the rules of the company. Foreign trips upto Rs. 2,00,000/- will be reimbursed, upon production of actual expenses details.

4. Club Fees: Fees of clubs subject to a maximum of two clubs. No admission and life membership fees will be paid.

5. The Managing Director shall also be entitled to the contribution to the Provident Fund, superannuation fund, or annuity fund which will not be included in the computation of ceiling of perquisites to the extent they are exempted under the Income Tax Act. He shall also be eligible for gratuity subject to ceiling of half a month salary for each complete year of service or Rs. 3,00,000/- whichever is lower, as per the rules of the company.

6. Free telephone facility at his residence at the company's cost subject to the conditions that the long distance calls shall be billed by the company.

7. Free of Cost Company's chauffeur driven car, including maintenance and operations thereof subject to the condition that the use of the car for private purpose shall be billed by the company.

8. The Managing Director shall also be entitled to reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred in connection with the company's business and such other benefits and amenities and other privileges ad may from time to time be available to other senior executives of the company.

9. This arrangement between the Managing Director and the company may be brought to an end either by way of a resignation by the Managing Director or by his removal by the company, by giving such prior notice as may be agreed.

FURTHER RESOLVED THAT where in any financial year during the currency of the tenure of the appointee, the company has no profits or the profits are inadequate, the company may pay to the appointee, the above remuneration as the minimum remuneration by way of salary as specified above.

FURTHER RESOLVED THAT Mr. Sanjay Aggarwal, Managing Director and/ or Ms. Anubha Aggarwal, Director of the company be and are hereby jointly and/or severally authorized to file the necessary returns, and to do all such acts, things and deeds as may be necessary to give effect to this resolution."

5. TO APPOINT MR. ANIL SINGH NEGI, PRACTICING COMPANY SECRETARY AS SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF FIVE (5) CONSECUTIVE YEARS AND FIXATION OF REMUNERATION THEREOF

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

"RESOLVED THAT pursuant to Regulation 24A of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") as amended from time to time and as per Section 205 and other applicable provisions of the Companies Act, 2013 ('the Act') and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and as per the recommendation of the Audit Committee and the Board of Directors of the Company, Mr. Anil Singh Negi, Practicing Company Secretary (Membership No. ACS 46547 and CP No. 17213, Peer Review Cert No. 2383/2022), Shiwalik Bhawan, Near Hotel Osheen, Tara Haal, Shimla (HP) – 171002, be and is hereby appointed as Secretarial Auditor of the Company, to hold office for a term of five (5) consecutive years, commencing from the Financial Year 2025-26 till Financial Year 2029-30, at such remuneration, as approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the

Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

6. PAYMENT OF COMMISSION TO MRS. ANUBHA AGGARWAL, NON-EXECUTIVE DIRECTOR FOR PROVIDING PERSONAL GUARANTEE

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Articles of Association of the Company and subject to such other approvals, consents and permissions, as may be required, consent of the Members be and is hereby accorded to the payment of commission of ₹5,000/- (Rupees Five Thousand only) in respect of each personal guarantee provided by Mrs. Anubha Aggarwal, Non-Executive Director, for sanction of loan/credit facilities to the Company by any Bank, Financial Institution, Body Corporate or any other entity, during the period commencing from 26.08.2025 onwards.

RESOLVED FURTHER THAT the above commission shall be over and above the sitting fees payable for attending the meetings of the Board/Committees of the Board and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps, actions and do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

7. TO APPROVE RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2026-27

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirement), 2015 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time read with Company's Related Party Transactions Policy, approval of the members be and is hereby accorded to Board of Directors to enter into contracts/arrangements with each of the related party as given in explanatory statement for the transactions of availing or rendering of any services and other

transactions which will be in ordinary course of business and at arm's length upto the maximum value of transactions as mentioned herein below for the financial year 2026-27:

Name of Related party	Particulars of contract/arrangement
Eclat Net Advisors Private Limited	availing or rendering of services/ loans upto Rs. 15.00 crores p.a.
Eclat Capital and Finance Limited	availing or rendering of services/ loans upto Rs. 15.00 crores p.a.
Reliable Capital & Financial Services	availing or rendering of services/ loans upto Rs. 15.00 crores p.a.
Eclat Capital Services	availing or rendering of services/ loans upto Rs. 15.00 crores p.a.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company."

8. ALTERATION IN THE APPROVED RELATED PARTY TRANSACTION(S) FOR THE FINANCIAL YEAR 2025-26

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirement), 2015 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time read with Company's Related Party Transactions Policy, and in supersession to the resolution passed by the Members of the Company in the Annual General meeting held on September 30, 2024, approving the related party transaction(s) of the Company aggregating to 7.50 crore for each related party, the approval of the members be and is hereby accorded to Board of Directors to enter into contracts/arrangements with each of the related party as given in explanatory statement for the transactions of availing or rendering of any services and other transactions which will be in ordinary course of business and at arm's length upto the maximum value of transactions as mentioned herein below for the financial year 2025-26:

Name of Related party	Particulars of contract/arrangement
Eclat Net Advisors Private Limited	availing or rendering of services/ loans upto Rs. 15.00 crores p.a.
Eclat Capital and Finance Limited	availing or rendering of services/ loans upto Rs. 15.00 crores p.a.
Reliable Capital & Financial Services	availing or rendering of services/ loans upto Rs. 15.00 crores p.a.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company."

9. TO APPROVE RELATED PARTY TRANSACTIONS WITH ECLAT CAPITAL SERVICES FOR THE FINANCIAL YEAR 2025-26

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirement), 2015 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time read with Company’s Related Party Transactions Policy, approval of the members be and is hereby accorded to Board of Directors to enter into contracts/arrangements with Eclat Capital Services, the related party as given in explanatory statement for the transactions of availing or rendering of any services and other transactions which will be in ordinary course of business and at arm's length upto Rs. 15.00 crores (Rupees Fifteen Crores only)per annum for the financial year 2025-26.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company.

Place: Chandigarh
Date: 26.08.2025

By order of the Board of Directors
for **EMERALD FINANCE LIMITED**

SANJAY AGGARWAL
(MANAGING DIRECTOR)
DIN: 02580828

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote on a poll instead of himself/ herself. The proxy need not be a member of the company. A blank form of proxy is attached herewith and, if intended to be used, it should be returned duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the commencement of 42nd Annual General Meeting.
2. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Every member entitled to vote at the meeting, or on any resolution to be moved there at, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days notice in writing of the intention so to inspect is given to the company.
4. The Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip sent along with this Report, duly completed and signed, for admission at the meeting hall. However, in case of non-receipt of Notice of AGM, members are requested to write to the Company at its Registered Office for issuing the duplicate of the same or download the same from Company’s website www.emeraldfin.com
5. Location map of the Venue of the Annual General Meeting is attached to this Annual Report.
6. 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 dated April 08, 2020, April 13,

2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

7. 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.emeraldfin.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com.
8. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. The folios wherein any one of the said document/details are not updated on or after 1 October 2023 shall be frozen by the RTA. Further, such member will not be eligible to receive dividend in physical mode. Members are requested to furnish the details in the prescribed form to the RTA Mas Services Limited. Forms can be downloaded from the website of the Company at and website of RTA
9. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by e-mail, a certified copy of the Board resolution / Power of Attorney authorizing their representative to attend and vote on their behalf in the Meeting.
10. In accordance with Section 20 of the Companies Act, 2013 service of documents on members by a company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of the Annual Report 2024-25 is being sent to all the members whose email address (es) are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. In accordance with Reg. 36(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, a physical communication will be sent to those Shareholders whose e-mails are not registered, containing a web-link and exact path of the Company's website from where the Annual Report can be accessed. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.emeraldfin.com and the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com>.
11. Further, in accordance with Listing Regulations and Section 136 of the Companies Act, 2013 including Rule 10 of the Company (Accounts) Rules, 2014 the hard copies of Annual Report 2024-25 is being sent to all other members who have not registered their email address(es). Members, who have not yet registered their email address with the Company/RTA/Depository Participant, are requested to do the same at the earliest.

The Notice of the 42nd Annual General Meeting and the Annual Report 2024-25 will also be available on the Company's website www.emeraldfin.com for downloading by the members. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours.

12. The Company's Registrar and Share Transfer Agent for its Share Registry Work (Physical and Electronic) are M/s MAS Services Limited having their office at T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi – 110020 (INDIA) Ph No. 01126387281/82/83

13. SEBI, vide its notification dated 8th June, 2018, and further amendment dated 30th November, 2018, has prescribed that w.e.f. 1st April, 2019, the securities of listed companies can be transferred only in dematerialized form. Accordingly, Members holding shares in physical form are requested to convert their holding(s) in dematerialized form.
14. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination to Company's Registrar and Share Transfer Agent, M/s MAS Services Limited, in the prescribed Form SH13, which is available on the website of the Company (www.emeraldfin.com). Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
15. The Securities and Exchange Board of India has notified that the shareholders/ transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their Income Tax Permanent Account Number (PAN) card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/ transferees of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
16. The Register of Members and Transfer Books of the Company will be closed from 24-09-2025 to 30-09-2025 (both days inclusive) for the purpose of AGM.

The record date i.e. Tuesday, 23rd September, 2025 has been fixed for ascertaining entitlement for the payment of Final Dividend

17. Members are requested to:
 - i. Intimate their latest bank account details viz. name and address of the branch of the bank with 9 digit MICR code of the branch & 11 digit IFSC code, type of account and account number, to the respective depository participant in case shares are held in demat mode and to the Company's Registrar and Share Transfer Agent, M/s MAS Services Limited, in case shares are held in physical mode for payment of dividend through ECS / to incorporate this information on the dividend warrants and thus prevent fraudulent encashment of the warrants.
 - ii. Intimate changes, if any, pertaining to their registered addresses, e-mail address, telephone/mobile numbers, nomination, power of attorney etc. to their respective depository participant in case shares are held in demat mode and to the Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited, in case shares are held in physical mode.
 - iii. Quote their folio numbers/Client ID/ DP ID in all correspondence.
 - iv. Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
18. For receiving all shareholder communications faster in future, including annual reports, the shareholders are requested to kindly register / update their e-mail address with their respective Depository Participant, where shares are held in electronic mode. If, shares are held in physical form, shareholders are advised to register their e-mail address with Company's Registrar and Share Transfer Agent, M/s MAS Services Limited with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member.

19. 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 MAS Services Limited in case the shares are held by them in physical form.
20. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of members from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to MCA General Circular 20/2020 dated 5th May, 2020, companies are directed to credit the dividend of the members directly to the bank accounts of the members using Electronic Clearing Service. Accordingly, members are requested to provide or update (as the case may be) their bank details with the respective depository participants for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form. In case of non-availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such member post normalization of postal services in the Country vide dispatch of dividend warrant/ cheque, as the case may be.
21. The Register of Members of the Company will remain closed from 24.09.2025 to 30.09.2025 (both days inclusive) for determining the name of members eligible for dividend on equity shares, if declared at the Annual General Meeting, will be credited within 30 days of AGM to those members whose name shall appear on the Register of Members of the Company on 23.09.2025 end of the day. In respect of shares held in electronic form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owner as on that date. As mentioned in the preceding note, in case of non-availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of dividend to such member post normalization of postal services in the Country vide dispatch of dividend warrant/ cheque, as the case may be.
22. Pursuant to Finance Act, 2020, dividend income has become taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereafter. The shareholders are requested to update their PAN with the Company/ Registrar and Share Transfer Agent (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source, by sending an email to info@emeraldfin.com by 30th September, 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to info@emeraldfin.com. The aforesaid declarations and documents need to be submitted by the shareholders by 30th September, 2025. Please note that the Company is not obligated to apply the beneficial Double Tax Avoidance Agreement (DTAA) rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non- Resident shareholder.

23. Unclaimed Dividends:

Members of the Company are requested to note that as per the provisions of Section 124(5) and Section 124(6) of the Act, dividends not encashed/claimed by the Member of the Company, within a period of seven years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF), also all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Demat Account of IEPF Authority notified by the MCA ('IEPF Demat Account'). In view of this, Shareholders who have not so far claimed their dividend for the financial year ended 31st March 2024 may immediately approach the company's RTA, to claim the unpaid dividends.

b) Details of Unclaimed Dividend and Shares attached thereto on Website:

The details of the unpaid/unclaimed dividend are available on the website of the Company i.e. www.emeraldfin.com.

We give below the details of Dividends paid by the Company and their respective due dates of transfer to the Fund of the Central Government if they remain unencashed.

Date of Declaration of Dividend	Dividend for the Financial Year	Proposed Date and Year of Transfer to the Fund
30.09.2020	2019-20 (Final)	30.10.2027
30.09.2021	2020-21 (Final)	30.10.2028
30.09.2022	2021-22 (Final)	30.10.2029
30.09.2023	2022-23 (Final)	30.10.2030
30.09.2024	2023-24 (Final)	30.10.2031
18.01.2025	2024-25 (Interim)	18.02.2032

It is in the Members' interest to claim any unencashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

24. Details required under regulation 36(3) of SEBI (LODR) Regulation 2015 in respect of the Directors seeking appointment/re-appointment at the AGM, is separately annexed hereto. The Directors seeking appointment/reappointment have furnished the declaration under Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Section 164(2) of the Companies Act, 2013 and other requisite declarations for their appointment / re-appointment.
25. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the RTA of the Company M/s MAS Services Ltd the prescribed Form SH 13 for nomination and Form SH 14 for cancellation/ variation as the case may be. Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.
26. Members are advised to refer to the Shareholders General Information as provided in the Annual Report. In terms of the provisions of Section 107 and 108 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the Meeting.

27. 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 at least 7 days before the date of AGM through email on cs@emeraldfin.com. The same will be replied by the Company suitably.
28. 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 the Directors are interested under section 189 of the Act and all other documents referred to the Notice will be available for inspection in electronic mode. Members can inspect the same by sending email to cs@emeraldfin.com.
29. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.emeraldfin.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.
30. Mr. Anil Singh Negi, Membership number A46547, a Practicing Company Secretary has been appointed as the Scrutinizer for conducting the e-voting process and voting at Annual General Meeting in a fair and transparent manner.
31. **E-VOTING:**

In terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the items of Business given in the Notice of Annual General Meeting may be transacted through electronic voting system.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 27.09.2025 at 9:00 A.M. and ends on 29.09.2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23.09.2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23.09.2025.

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see

	<p>e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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

	<p>the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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. NSDL and CDSL.

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

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

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

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

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

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

General Guidelines for shareholders

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

Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@emeraldfin.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@emeraldfin.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Place: Chandigarh
Date: 26.08.2025

By order of the Board of Directors
for **EMERALD FINANCE LIMITED**

SD/-
SANJAY AGGARWAL
(MANAGING DIRECTOR)
DIN: 02580828

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 4**

Mr. Sanjay Aggarwal was appointed as Managing Director of the Company at the AGM Meeting held on 29th September, 2014 for a period of 5 years and re-appointed as such on 14.08.2019 and 09.08.2022 for a period of 3 years each. Pursuant to the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including the statutory modifications and re-enactments thereof, for the time being in force, pursuant to the recommendation of the Nomination and Remuneration Committee Mr. Sanjay Aggarwal is re-appointed as the Managing Director of the company w.e.f. 11.07.2025 for a further term of 3 years on the terms and conditions as defined in the resolution at Item No. 4.

The aforesaid remuneration of Mr. Sanjay Aggarwal falls within the maximum ceiling limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and provisions of the Rules framed thereunder.

The Board considered the knowledge, experience and expertise of Mr. Sanjay Aggarwal in the field of Finance & Administration and is of the opinion that re-appointment of Mr. Sanjay Aggarwal as Managing Director shall be of immense benefit to the Company. The Board recommends Resolution Nos. 4 for approval by the Members.

Mr. Sanjay Aggarwal is director in Eclat Net Advisors which is subsidiary of the company. Except that he does not hold Directorship or Membership of Committees of the Board in any other company.

Except Mr. Sanjay Aggarwal and Mrs. Anubha Aggarwal, spouse of Mr. Sanjay Aggarwal and director of the company, no other Director or Key Managerial Personnel or their relatives is concerned or interested in the resolution.

ITEM NO. 5:

Mr. Anil Singh Negi, Practicing Company Secretary, with strong credentials in the fields of SEBI regulations, corporate governance and legal compliance. He holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI) and has a track record of delivering reliable and compliance-oriented Secretarial Audit services to listed companies across sectors. His professional approach and subject matter expertise make him well-suited for the role of Secretarial Auditor of the Company.

In accordance with the above, upon the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 26th August, 2025, approved and recommended to the Shareholders for their approval, the appointment of Mr. Anil Singh Negi, Practicing Company Secretary, Shimla (Membership No. ACS 46547, CP No. 17213, Peer Review Cert. No. 2383/2022) as the Secretarial Auditor of the Company at the ensuing 42nd Annual General Meeting ("AGM") for a term of five (5) consecutive years, i.e., from the conclusion of the forthcoming 42nd AGM till the conclusion of the 47th AGM to be held in the year 2030 ("the Term").

Further, the Board of Directors also approved to avail/obtain from the Secretarial Auditor such other services, certificates, reports, or opinions as may be eligible to be provided/issued by the Secretarial Auditor under the applicable laws.

Mr. Anil Singh Negi has given their consent to act as the Secretarial Auditor of the Company and has confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 204 of the Companies Act, 2013 ("the Act") and the Listing Regulations.

Based on the recommendation of the Board of Directors, the remuneration payable to the Secretarial Auditor is proposed to be Rs. 23,500/- (Rupees Twenty Three Thousand Five Hundred only) plus applicable taxes and

reimbursement of out of pocket expenses incurred during the course of the audit to be paid to the Secretarial Auditor, for the Financial Year ending 31st March, 2026 and for subsequent year(s) of his term, such fee as determined by the Board, on recommendation of the Audit Committee.

Rationale for Appointment of Secretarial Auditor

The appointment of Mr. Anil Singh Negi, Practising Company Secretary (Membership No. ACS 46547, CP No. 17213), is based on a comprehensive evaluation by the Audit Committee and the Board, considering the following factors:

- **Peer-Reviewed Expertise:** Mr. Negi holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI), attesting to adherence to professional standards and continuous quality control.
- **Experience in Corporate Governance:** He brings with him substantial hands-on experience in secretarial audit, SEBI compliance, and Companies Act requirements, especially for listed and regulated entities.
- **Independence and Integrity:** The proposed auditor fulfills the independence criteria and has made necessary declarations regarding absence of disqualification under applicable laws and Listing Regulations.
- **Geographic and Operational Accessibility:** Based in Shimla, Himachal Pradesh, Mr. Negi has demonstrated capacity to serve clients across regions while maintaining efficiency and timely reporting.

His appointment supports the Company's commitment to robust governance, regulatory transparency, and high professional standards.

The information as required under para 1.2.5 of Secretarial Standard -2 and Regulation 36(3) of the SEBI (LODR) Regulations, 2015 is given under **Annexure-N2** at the end of this Explanatory Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends passing of this Ordinary Resolution as set out at Item No. 5 of this Notice, for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 5 of the Notice.

ITEM NO. 6:

The Company, being a Non-Banking Financial Company (NBFC), is required to avail financial assistance from various Banks, Financial Institutions, Bodies Corporate and other entities from time to time, for the purpose of its business operations. As part of the terms of sanction of such loans/credit facilities, the lenders often require personal guarantees of the Directors of the Company in addition to the securities offered by the Company.

Mrs. Anubha Aggarwal, Non-Executive Director of the Company, has been extending her personal guarantee(s) for securing such financial facilities as and when required by the lenders. In view of the risks and obligations undertaken by her while providing such personal guarantees, it is considered appropriate to compensate her by way of commission of ₹5,000/- (Rupees Five Thousand only) for each personal guarantee executed by her in favour of any Bank, Financial Institution, Body Corporate or any other entity, for sanction of loan/credit facilities to the Company.

Accordingly, the Board of Directors at its meeting held on 26.08.2025, has approved and recommended for the approval of the Members, the payment of such commission to Mrs. Anubha Aggarwal, Non-Executive Director, as set out in the Resolution at Item No. 6 of this Notice.

The commission proposed shall be over and above the sitting fees payable to her for attending the meetings of the Board/Committees and reimbursement of expenses for participation in the Board and other meetings.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mrs. Anubha Aggarwal, to the extent of her interest in the resolution, is concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution as set out at Item No. 6 of this Notice for approval of the Members.

ITEM NO. 7

Eclat Net Advisors Pvt. Ltd. ("ENAPL"), is a subsidiary of Emerald Finance Limited (EFL). Mr. Sanjay Aggarwal, Managing Director and Mrs. Anubha Aggarwal, Director of the company is a Director and a wholetime director respectively in ENAPL. Eclat Capital and Finance Limited and EFL have common Directors as Mr. Sanjay Aggarwal and Mrs. Anubha Aggarwal. Reliable Capital & Financial Services is a proprietorship firm in which Mrs. Anubha Aggarwal is the Proprietor and Eclat Capital Services is a proprietorship firm in which Mr. Sanjay Aggarwal is the Proprietor. They fall under the definition of 'Related Party' within the meaning of Section 2 (76) of the Companies Act, 2013 and Regulation 2 (1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). The Board of Directors of the Company had, on the recommendation of the Audit Committee, passed a resolution at its meeting held on 22nd May, 2025, approving availing or rendering of services/ loans upto a value of Rs. 15.00 Crore to and from Eclat Net Advisors Pvt. Limited, Eclat Capital and Finance Limited, Reliable Capital & Financial Services and Eclat Capital Services.

The provisions of Section 188 of Companies Act, 2013 requires prior approval of shareholders in case the Paid-up Share Capital of the Company is Rs.10 crores or more.

Further, the Securities and Exchange Board of India ('SEBI'), vide its notification dated November 09, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ('Amendments') introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI LODR. The aforesaid amendments inter-alia include replacing of current threshold i.e. 10% (ten per cent) of the listed entity's consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders' approval with the threshold of Rs. 1000 crores (Rupees One thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

This necessitates prior approval of the Shareholders for certain Related Party Transactions of the Company considered material under the provisions of the said Regulation 23, and hence Resolutions at item no. 4 of this Notice.

Given the nature of NBFC business, the Company works closely with its related parties (including subsidiaries) to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis. Members may importantly note that the Company has been undertaking transactions of similar nature with the said related parties in the past

financial years, in the ordinary course of business and on arms' length after obtaining requisite approvals from the Audit Committee of the Company. The maximum annual value of the proposed transactions with aforesaid related parties is estimated on the basis of Company's current transactions with them and future business projections. The Company has a process in place to review and certify that all transactions are at arm's length and are priced appropriately through external benchmarking.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the resolutions no. 7 whether the entity is a Related Party to the particular transaction or not.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 and SEBI master circular dated 11th November, 2024 is provided as **Annexure E-1** in addition to the disclosure(s) required under Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014.

Mr. Sanjay Aggarwal, Managing Director and Mrs. Anubha Aggarwal, Director of the company are concerned or interested in the resolution. The Board recommends passing of the proposed Resolution.

ITEM NO. 8:

The Company, being a Non-Banking Financial Company (NBFC), enters into various transactions with related parties in the ordinary course of its business. Such transactions mainly relate to availing and/or rendering of services, providing or availing of loans, and other business arrangements that are necessary for the efficient operations of the Company.

As per the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the applicable rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material related party transactions require the approval of the Members of the Company.

The Members of the Company had earlier approved, at the Annual General Meeting held on September 30, 2024, related party transactions up to an aggregate limit of ₹7.50 crores with each related party. Considering the business requirements of the Company, it is now proposed to enhance the transaction limits with each of the related parties, as detailed below, up to ₹15.00 crores per related party per annum for the financial year 2025-26.

Name of Related Party	Nature of Transactions	Maximum Value of Transactions (₹) p.a.
Eclat Net Advisors Pvt. Limited	Availing or rendering of services / loans	Up to ₹15.00 Crores
Eclat Capital and Finance Limited	Availing or rendering of services / loans	Up to ₹15.00 Crores
Reliable Capital & Financial Services	Availing or rendering of services / loans	Up to ₹15.00 Crores

All the transactions mentioned above are proposed to be carried out in the ordinary course of business and at arm's length basis, and shall not be prejudicial to the interests of the Company and its Members.

The Audit Committee and the Board of Directors of the Company have reviewed and approved the said related party transactions, and now recommend the same for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except to the extent of their shareholding/directorships/interest in the related parties concerned, is in any way concerned or interested, financially or otherwise, in the resolution.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 and SEBI master circular dated 11th November, 2024 is provided as **Annexure E-1** in addition to the disclosure(s) required under Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014.

The Board recommends the Ordinary Resolution set out at Item No. 8 of this Notice for approval of the Members.

ITEM NO. 9:

Eclat Capital Services is a proprietorship firm in which Mr. Sanjay Aggarwal is the Proprietor. It falls within the definition of "Related Party" under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). The Board of Directors of the Company, on the recommendation of the Audit Committee, had at its meeting held on 22nd May, 2025, approved transactions relating to availing or rendering of services/loans up to a value of ₹15.00 Crores with Eclat Capital Services for the financial year 2025-26.

In accordance with Section 188 of the Companies Act, 2013, if the paid-up share capital of the Company is ₹10 crores or more, prior approval of the shareholders is required for entering into specified related party transactions.

Further, SEBI, vide its notification dated November 09, 2021, amended the provisions relating to Related Party Transactions under the SEBI LODR. The amendments inter alia provide that transactions exceeding the lower of ₹1000 crores or 10% of the annual consolidated turnover of the listed entity (as per the last audited financial statements) shall be considered material related party transactions and require prior approval of the shareholders.

The proposed transactions with Eclat Capital Services may exceed the prescribed threshold limits under SEBI LODR during the financial year 2025-26, thereby necessitating approval of the Members.

Given the nature of NBFC business, the Company works closely with its related parties to achieve its business objectives and enters into various operational transactions with them in the ordinary course of business and at arm's length basis. The estimated annual value of the proposed transactions with Eclat Capital Services has been determined considering current engagements and future business projections. The Company has a robust process in place to review and certify that all related party transactions are at arm's length and appropriately benchmarked.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the resolutions no. 9 whether the entity is a Related Party to the particular transaction or not.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 and SEBI master circular dated 11th November, 2024 is provided in **Annexure E-1** in addition to the disclosure(s) required under Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014.

Mr. Sanjay Aggarwal, Managing Director and Mrs. Anubha Aggarwal, Director of the company are concerned or interested in the resolution. The Board recommends passing of the proposed Resolution.

Annexure E-1

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021					
S. No.	Description	Details			
1.	Details of summary of information provided by the Management to the Audit Committee				
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Eclat Net Advisors Pvt. Ltd. (ENAPL) Subsidiary Company	Eclat Capital and Finance Limited (ECFL) Common Directors	Reliable Capital & Financial Services (RCFS) Promoter Related Entity	Eclat Capital Services (ECS) Promoter Related Entity
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Sanjay Aggarwal, Managing Director of the company is a Director of ENAPL and Mrs. Anubha Aggarwal, Non-Executive Director of the company is a whole time director in ENAPL	Mr. Sanjay Aggarwal, Managing Director and Mrs. Anubha Aggarwal Non-Executive Director of the company are directors in ECFL)	Mrs. Anubha Aggarwal, Director of the company is a proprietor of RCFC	Mr. Sanjay Aggarwal, Managing Director of the company is a proprietor of ECS
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	Availing or rendering of services/ loans upto 15.00 crores p.a.			
d.	Value of Transaction (Estimated)	Rs.15.00 crores	Rs.15.00 crores	Rs.15.00 crores	Rs.15.00 crores
e.	Percentage of annual consolidated turnover considering FY 2024-25 as the immediately preceding financial year	69.35%	69.35%	69.35%	69.35%
2.	Justification for the transaction	The transaction for entering into agreement for providing services with its related parties is on 'arm's length' basis and is advantageous for the Company considering the experience of the related party and shall be in compliance with Section 188 and other applicable provisions of the Companies Act, 2013 and the rules thereto.			
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:				
a.	Details of the source of funds in connection with the proposed transaction	Not Applicable to NBFC			

b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	-Availing or rendering of services/ loans -Not applicable to NBFC -48 months	-Availing or rendering of services/ loans -Not applicable to NBFC -48 months	-Availing or rendering of services/ loans -Not applicable to NBFC -48 months	-Availing or rendering of services/ loans -Not applicable to NBFC -36 months
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, thenatureof security	Availing or rendering of services/ loans in relation to above mentioned related parties would be in accordance with the provisions of the Companies Act, 2013. The interest charged will be in compliance with the provisions of section 186 of the Companies Act, 2013. The financial assistance will be in the ordinary course of business and on an arm's length basis considering the following:- i) The nature and tenor of loan, ii) The opportunity cost for the Company from investment in alternative options, and iii) The cost of availing funds for the Company and for the related party.			
d.	thepurposeforwhich the funds will be utilized by the ultimate beneficiary of such fundspursuanttothe RPT	The funds shall be used for operational activities and other business requirements of the borrower			
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable			
5.	Anyother information that may be relevant	Allimportantinformationformspartofthestatementsettingoutmaterialfacts, pursuanttoSection102(1)oftheCompaniesAct,2013formingpartofthis Notice.			

INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT IN ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LODR) REGULATIONS AND THE SECRETARIAL STANDARDS, FORMING PART OF THE CORPORATE GOVERNANCE REPORT

Name	Mrs. Anubha Aggarwal	Mr. Sanjay Aggarwal
Date of Birth	09-08-1970	14-03-1967
Age	55	58
Date of Appointment	26-10-2017	01-09-2009
Qualification	B.A. Diploma Holder	B.com, Member of Institute of Chartered Accountants
Expertise in specific functional area/Brief Profile	Mrs. Anubha Aggarwal is the promoter and director of the company. She holds a bachelor degree in Arts. She also holds a Diploma. She has an experience of more than 16 years in the field of financial Services and consultancy. She is a proprietor of Reliance Capital & Financial Services from past 15 years, which deals in financial services	Mr. Sanjay Aggarwal is the promoter- director of the company. He has over 28 years of experience in project finance, loan syndication & capital restructuring.
Names of listed entities in which the person so holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL	NIL
Directorship in all other public Companies except foreign companies and companies under Section 8 of the Companies Act, 2013	1. Eclat Capital & Finance Limited 2. Eclat Net Advisors Private Limited (Subsidiary of Emerald Finance Limited)	1. Eclat Capital & Finance Limited 2. Eclat Net Advisors Private Limited (Subsidiary of Emerald Finance Limited)
Membership/ Chairman of the Committees of the Board of other public limited companies (Membership/Chairmanship of only Audit Committees and stakeholders Relationship Committees in other public limited Companies have been considered)	NIL	NIL
Number of shares held in the Company	7636751 Equity Shares	11184162 Equity shares
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	NIL	NIL
Terms and Conditions of appointment	Reappointment as Non-executive non independent director liable to retire	Reappointment as executive director liable to retire by

	by rotation.	rotation, for a tenure of 3 years w.e.f. 11.07.2025.
Number of meetings of the Board attended during the financial year 2024-25	20	20
Remuneration last drawn	NIL	INR 400000/-p.a.
Remuneration proposed to be paid	NIL	INR 100000/- per month
Relationship with Directors/ Promoters inter-se	Mr. Sanjay Aggarwal, Managing Director of the company is the spouse of Mrs. Anubha Aggarwal.	Mrs. Anubha Aggarwal, Director of the company is spouse of Mr. Sanjay Aggarwal.

Annexure N-2

INFORMATION PURSUANT TO REGULATION 36 (5) OF THE LISTING REGULATIONS, 2015 IN RESPECT OF M/S ANIL SINGH NEGI, COMPANY SECRETARY, WHO ARE PROPOSED TO BE APPOINTED AS THE SECRETARIAL AUDITORS OF THE COMPANY FOR THE SECOND TERM OF 5 YEARS

Proposed fees payable to the Secretarial auditor	Rs. 23,500/- (Rupees Twenty-three Thousand Five Hundred Only) plus applicable taxes and reimbursement of out of pocket expenses incurred during the course of the audit to be paid to the Secretarial Auditor, for the Financial Year ending 31st March, 2026 and for subsequent year(s) of her term, such fee as determined by the Board, on recommendation of the Audit Committee. The proposed fees payable to the Secretarial Auditor is based on knowledge, expertise, experience, time and effort required to be put in by him.
Terms of appointment	For a period of 5 years consecutive years commencing from the conclusion of ensuing 42 nd AGM till the conclusion of the 47 th AGM of the Company to be held in the year 2030
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not applicable as the existing Secretarial Auditor is proposed to be re-appointed for a term of 5 consecutive years in compliance with the provisions of Regulation 24A of Listing Regulations, as amended ("SEBI Listing Regulations") and Section 204 of the Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its powers) Rules, 2014
Basis of recommendation for appointment	The Board of Directors of the Company ('the Board'), recommended for the approval of the Members, the

	<p>appointment of M/s Anil Singh Negi, Peer Reviewed Practicing Company Secretary (CP No 17213 and Membership No. A46547), as Secretarial Auditor of the Company, pursuant to the provisions of Regulation 24A of Listing Regulations, as amended ("SEBI Listing Regulations") and Section 204 of the Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its powers) Rules, 2014 The Board considered various parameters like Mr. Negi's peer-reviewed expertise, substantial experience in corporate governance, independence and integrity, and geographic and operational accessibility. His appointment supports the Company's commitment to robust governance, regulatory transparency, and high professional standards.</p>
<p>Details in relation to and credentials of the Secretarial auditor(s) proposed to be appointed</p>	<p>M/s Anil Singh Negi, Company Secretary, Peer Reviewed Practicing Company Secretary (CP No 17213 and Membership No. A46547) has an extensive experience and proven proficiency in all aspects of company law, SEBI regulations, and various other business laws, CS Anil Singh Negi excels in compliance management, including statutory reporting and meeting other regulatory requirements. The firm came into existence on 12.09.2016 and has 5 number of employees. The firm has presence in Chandigarh / Shimla / Delhi, Chandigarh cities and has good working experience and proficiency in all matters related to compliance management with respect to statutory reporting and other statutory requirements.</p>

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting before you their 42nd Report together with the Audited Accounts of the Company for the year ended 31st March, 2025.

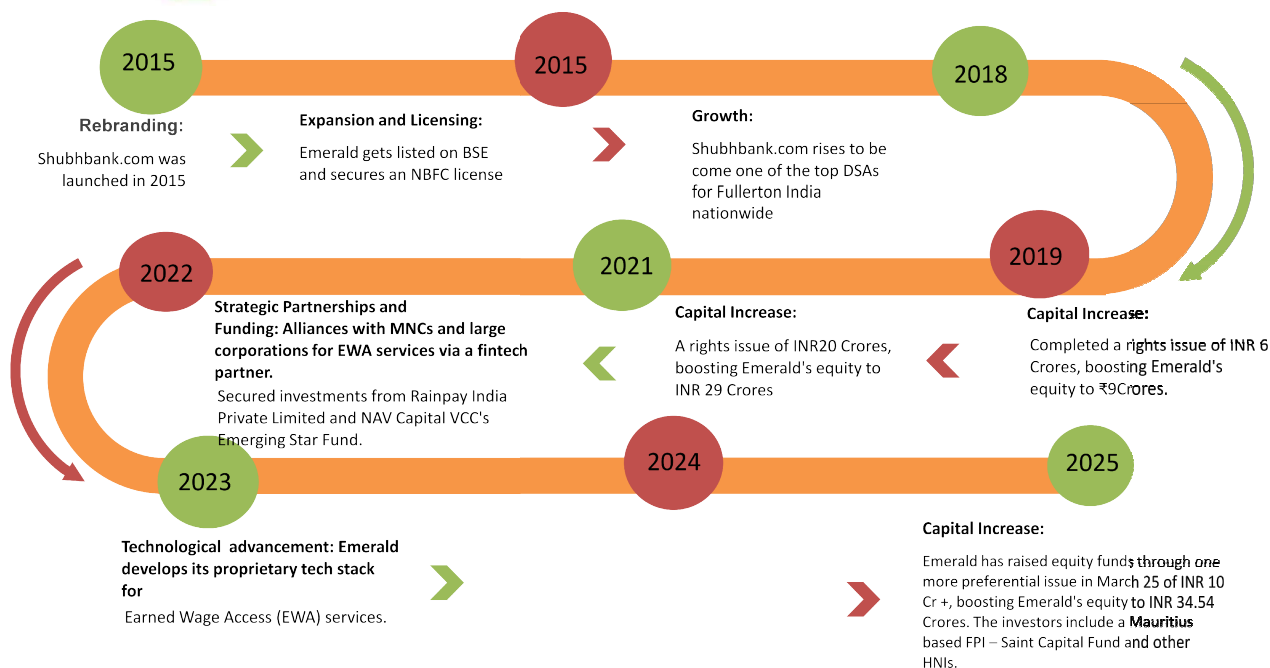
FINANCIAL RESULTS:-

The standalone financial results of the Company for the year under review are summarized for your consideration:

(Rs. In Lacs)

Particulars	2024-2025 (Standalone)	2024-2025 (Consolidated)	2023-2024 (Standalone)	2023-2024 (Consolidated)
Gross Income	1347.177	2163.421	742.498	1335.956
Expenses	462.217	946.724	339.195	771.756
Profit Before Exceptional item, Depreciation and Tax	884.960	1216.697	403.303	564.200
Exceptional Item	0	0	0	0
Profit Before Depreciation and Tax	884.960	1216.697	403.303	564.200
Depreciation	1.777	7.580	1.496	6.248
Net Profit Before Tax	883.183	1209.117	401.807	557.952
Provision for Tax	238.799	320.25	101.203	144.194
Net Profit After Tax	659.384	888.872	300.604	413.758
Basic EPS	1.866	2.573	0.997	1.373
Diluted EPS	1.866	2.573	0.997	1.373

STATE OF COMPANY'S AFFAIRS/ BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/HIGHLIGHTS/OPERATIONS**Emerald's Journey Towards Financial Excellence**




10+
Years Of
Experience




7,20,000+
SatisfiedCustomers



Presence
in**230+**
Cities



₹81 Crore
Assets Under
Management



FY25
Revenue-₹21.6 Cr
EBITDA-₹15.1Cr
PAT-₹ 8.9Cr

DIVIDEND :-

Your Company is consistently rewarding its shareholders by way of dividend payment. The Board of Directors of your Company had earlier approved payment of Interim Dividend of Rs. 0.06 per equity share having Face Value of Rs. 10/- each totalling to Rs. 20,72,419.14 on the paid-up equity share capital of the Company in January, 2025 and the same has been paid.

Further, the Board of Directors, have also recommended payment of Final Dividend Rs. 0.09 per Equity Share having Face Value of Rs. 10/- each for the Financial Year 2024-25, subject to approval of the Shareholders at the ensuing 42nd Annual General Meeting.

RESERVE:

Entire amount of Net Profit has been transferred to Profit and Loss Surplus account, which appears under the head "Reserves and Surplus." An amount of INR 1.28 crores has been transferred to Statutory Reserve Fund u/s 45 IC @20% .

EMPLOYEE STOCK OPTION SCHEME:

Pursuant to the approval of the Members through Postal Ballot dated 24th October, 2023, the Board of directors of the Company approved the 'EFL ESOP Scheme – 2023' ("Scheme") as per the Regulations of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

During the previous financial year 2023-24, the Nomination and Remuneration Committee of the Board in their meeting held on February 29, 2024 granted 1,80,000 stock options and on March 22, 2024 granted 50,000 stock options to the eligible Employees as per the Scheme of the Company at an exercise price of Rs.27 per share. The options granted under the Plan shall be exercised not earlier than minimum period of 1 (one) year and not later than maximum period of 4 (four) years from the date of vesting.

During the financial year 2025-26, the Nomination and Remuneration Committee designated as Compensation Committee of the Board in their meeting held on 11th November, 2025 granted 50,000 (Fifty Thousand) stock options to the eligible Employees as per the Scheme of the Company at an exercise price of Rs. 27/- (Rupees Twenty Seven Only) per share. The options granted under the Plan shall be exercised not earlier than minimum period of 1 (one) year and not later than maximum period of 4 (four) years from the date of vesting. Detailed disclosure under regulation 14 of Securities and Exchange Board of India as on 31st March, 2025 are given in <https://emeraldfin.com/wp-content/uploads/2025/09/ESOP-Annexure.pdf>

DIRECTORS: -

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mrs. Anubha Aggarwal (DIN 02557154), Director of the Company retires by rotation in the ensuing Annual General Meeting and being eligible offer herself for re-appointment.

During the year under review, Mr. Deepak Gour, Independent Director, resigned from the Company with effect from 7th August, 2024, before the completion of his tenure, due to his professional commitments and he confirmed that there were no other material reasons for his resignation from the company. The Board places on record its sincere appreciation for the valuable contribution and guidance rendered by him during his tenure as a Director of the Company.

Further, the Board, at its meeting held on 17th August, 2024, appointed Mr. Manjeet Kaushik (DIN: 10746402) and Mr. Akshay Kumar Agarwal (DIN: 07144917) as Additional Directors in the capacity of Independent Directors. Their appointments were subsequently regularized by the members of the Company at the Annual General Meeting held on 30th September, 2024.

The term of Mr. Raman Aggarwal, Independent Director, expired at the Annual General Meeting held on 30th September, 2024. The Board places on record its deep appreciation for his guidance and invaluable contributions during his tenure.

DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of the Company have given declarations that they meet the criteria of Independence as laid down under Section 149 (6) of the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulations.

KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. Sanjay Aggarwal	Managing Director
Ms. Sheetal Kapoor	Chief Financial Officer
Mrs. Amarjeet Kaur	Company Secretary and Compliance Officer

SHARE CAPITAL

The Authorised Share Capital of the Company is ₹50,00,00,000/- divided into 5,00,00,000 Equity Shares of ₹10/- each.

During the year under review, the Company has raised ₹ 30,02,26,792/- by way of Preferential Allotment of Equity Shares of ₹10/- each, as under:

- Conversion of Equity Warrants into Equity Shares:**
 - 9,00,000 warrants converted into Equity Shares @ Rs. 38/- per share on **21.08.2024**
 - 17,31,579 warrants converted into Equity Shares @ Rs. 38/- per share on **16.09.2024**
- Allotment of 10,00,000 Equity Shares**@ Rs. 100/- per share on **28.12.2024**
- Allotment of 7,65,090 Equity Shares**@ Rs. 131/- per share on **31.03.2025**

Consequent to the above, the **Paid-up Share Capital** of the Company has increased from ₹30,14,36,500/- to ₹34,54,03,190/-, divided into 3,45,40,319 Equity Shares of ₹10/- each as at **31st March, 2025**.

- The Company has not bought back any of its securities during the year under review.
- The Company has issued Employee Stock Options during the year under review.
- No Bonus Shares were issued during the year under review.
- The company has not issued any shares with differential voting rights during the financial year.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has zero tolerance policy in case of sexual harassment at workplace and is committed to provide a healthy environment to each and every employee of the company. The Company has in place "Policy for Prevention and Redressal of Sexual Harassment" in line with the requirements of sexual harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (hereinafter referred to as 'the said Act') and Rules made there under. As per the provisions of Section 4 of the said Act, the Board of Directors has constituted the Internal Complaints Committee (ICC) at the Registered Office, works to deal with the Complaints received by the company pertaining to gender discrimination and sexual harassment at workplace.

Further, as per the provisions of Section 21& 22 of the aid Act, the Report in details of the number of cases filed under Sexual Harassment and their disposal for the financial year under review, is as under:

Sr. No.	No. of cases pending as on the beginning of the financial year under review	No. of complaints filed during the financial year under review	No. of cases pending as on the end of the financial year under review
1.	NIL	NIL	NIL

MATERNITY BENEFIT COMPLIANCE

Pursuant to Clause (xiii) of sub-rule (5) of Rule 8 of the Companies (Accounts) Rules, 2014, the Board of

Directors hereby confirms that the Company has complied with the provisions of the Maternity Benefit Act, 1961 during the year under review. All eligible female employees are extended maternity benefits in accordance with the Act, including paid maternity leave, nursing breaks, and protection from dismissal during the maternity period. During the review period, no instances of non-compliance were observed.

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS

No events have been occurred subsequent to the date of financial results.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAS OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes have been occurred affecting the financial position of the company which has occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

MAJOR CHANGES HAPPENING DURING THE FINANCIAL YEAR

Your Directors wish to inform that there have not been any changes during the Financial Year under review:

- a. In the nature of Company's business
- b. Generally, in the class of business in which the Company has an interest.

LISTING AND LISTING REGULATIONS: -

The equity shares of the company are listed on the BSE Ltd. During the year, Company executed Uniform Listing Regulations in accordance with the requirements of SEBI circular DCS/ COMP/12/2015-16 dated October 13, 2015, with BSE Limited.

The company is regular in paying the listing fee.

INSIDER TRADING:

The Board of Directors has adopted The Code of Conduct for Prevention of Insider Trading in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider trading policy of the company lays down guidelines and procedures to be followed and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation.

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

The requisite information has been given by way of an Annexure D-1 to this Report.

CORPORATE GOVERNANCE: -

Your Company is committed to maintain the highest standards of Corporate Governance. As required under Listing Regulations, 2015, Report on Corporate Governance is annexed herewith as Annexure D-2 and forms a part of this Annual Report. A Certificate from Mr. Anil Singh Negi, a Practicing Company Secretary confirming compliance with the conditions of Corporate Governance is also annexed with the Annual Report.

BUSINESS RESPONSIBILITY REPORT

Regulation 34 (2) (f) the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company.

PARTICULARS OF REMUNERATION OF DIRECTORS/ KMP/EMPLOYEES: -

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Companies Act 2013, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard. The details under Section 197 (12) of the Companies Act, 2013 read with Rules 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given as Annexure D-3.

NUMBER OF MEETINGS OF BOARD

During the year 2024-25, 21 Board Meetings were held including one meeting of Independent Directors on the following dates:

Sr. no.	Date of Board Meeting	No. of Directors	Present
1	10.04.2024	4	3
2	25.04.2024	4	3
3	03.05.2024	4	3
4	07.05.2024	4	3
5	23.05.2024	4	4
6	11.06.2024	4	3
7	05.07.2024	4	4
8	17.08.2024	3	3
9	21.08.2024	5	4
10	16.09.2024	5	3
11	08.10.2024	4	4
12	21.10.2024	4	2
13	26.11.2024	4	3
14	28.12.2024	4	3
15	06.01.2025	4	4
16	18.01.2025	4	2
17	01.03.2025	4	3
18	15.03.2025 (Ind. Director's Meeting)	2	2
19	20.03.2025	4	3
20	21.03.2025	4	3
21	31.03.2025	4	3

POLICY ON DIRECTORS' APPOINTMENT AND POLICY ON REMUNERATION

Pursuant to the requirement under Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the policy on appointment of Board members including criteria for determining qualifications, positive attributes, independence of a Director and the policy on remuneration of Directors, KMP and other employees is attached as Annexure D-4, which forms part of this report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT:

Management Discussion & Analysis Report for the year under review, as stipulated under Part B of Schedule V to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section as Annexure D-5 forming part of this Annual Report.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Regulations with Stock Exchanges, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors. Accordingly, following is the criteria for evaluation: -

- a. Criteria for evaluation of the Board of Directors as a whole:
 - i. The Frequency of Meetings
 - ii. Quantum of Agenda
 - iii. Administration of Meetings
 - iv. Flow and quantity of Information from the Management to the Board
 - v. Number of Committees and their role.
 - vi. Overall performance of the Company
- b. Criteria for evaluation of the Individual Directors including Independent Directors;
 - i. Experience and ability to contribute to the decision-making process
 - ii. Problem solving approach and guidance to the Management
 - iii. Attendance and Participation in the Meetings
 - iv. Personal competencies and contribution to strategy formulation
 - v. Contribution towards statutory compliances, monitoring of controls and Corporate Governance

The Independent Directors had met separately on 15.03.2025 without the presence of Non-Independent Directors and the members of management and discussed, inter-alia, the performance of non-Independent Directors and Board as a whole and the performance of the Chairman of the Company after taking into consideration the views of Executive and Non-Executive Directors.

The Nomination and Remuneration Committee has also carried out evaluation of every Director's performance. The performance evaluation of all the Independent Directors have been done by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it shall be determined whether to extend or continue their term of appointment, whenever the respective term expires. The Directors express their satisfaction with the evaluation process.

STATUTORY AUDITORS & AUDITORS REPORT: -

M/s S. Lal Bansal & Co., Chartered Accountants, Chandigarh, was appointed as Statutory Auditors of the Company in the 39th Annual General Meeting to hold office till the conclusion of Annual General Meeting to be held in the year 2027.

The Auditors' Report being self-explanatory requires no comments from the Directors. Further, there are no reservations, qualifications or adverse remarks in the Audit Report given by them in respect of the Financial Year 2024-25.

SECRETARIAL AUDITORS AND THEIR REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board of Directors had appointed M/s

Anil Singh Negi, Company Secretary in Practice (CP No. 17213, Membership No. 46547) as the Secretarial Auditor of the Company for the financial year under review. In the ensuing Annual General Meeting, it is proposed to appoint him for a term of **five consecutive years**.

The **Secretarial Audit Report** for the financial year 2024-25, submitted in the prescribed form MR-3, is annexed as **Annexure D-6** and forms part of this Report. The Report does not contain any **qualification, reservation, adverse remark or disclaimer** which calls for any explanation by the Board of Directors.

Further, during the financial year under review, the Company had one **material unlisted subsidiary, M/s Eclat Net Advisors Private Limited**. Accordingly, in compliance with **Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, the Secretarial Audit Report of the said material unlisted subsidiary has also been annexed to this Report as **Annexure D-6A**. The Report does not contain any **qualification, reservation, adverse remark or disclaimer** requiring explanation by the Board of Directors.

FRAUDS REPORTED BY AUDITORS

There are no frauds reported by auditors under sub-section (12) of section 143 including those which are reportable to the Central Government.

COST AUDIT

As per the Cost Audit Orders, Cost Audit is not applicable to the Company.

CONSOLIDATED FINANCIAL STATEMENTS

Your Directors have pleasure in attaching the Consolidated Financial Statements pursuant to Section 129(3) of the Companies Act, 2013 (Act) and SEBI Listing Regulations and prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India, in this regard.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

As required pursuant to provisions of section 134(1) (e) of the Act, the Company has a well-placed, proper and adequate internal financial control system, commensurate with the size, scale and complexity of its operations. The scope and authority of the internal Audit function is well defined in the Organization. The internal financial control system ensures that all assets are safeguarded and protected and that the transactions are authorized, recorded and reported correctly.

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT

The Company has formulated and implemented a comprehensive Risk Management Policy in accordance with the provisions of the Companies Act, 2013. The policy includes the identification and assessment of risks that, in the opinion of the Board, may potentially threaten the existence of the Company.

As part of this framework, the Company conducts periodic risk assessments and implements appropriate risk minimization procedures. These are regularly reviewed by the Board to ensure their effectiveness. Control systems are also instituted across business processes to mitigate identified risks.

The Board exercises oversight of the risk management framework and reviews the Risk Management Policy at regular intervals. In the opinion of the Board, no element of risk has been identified during the year under review which may threaten the existence of the Company.

SUBSIDIARIES/ASSOCIATES

The Company has one subsidiary, **M/s Eclat Net Advisors Private Limited (CIN:**

U74140CH2015PTC035473), within the meaning of Section 2(87) of the Companies Act, 2013. A report on the performance and financial position of the said subsidiary, in the prescribed Form **AOC-1**, is annexed to this Report as **Annexure D-7** in compliance with Section 129(3) of the Companies Act, 2013.

DEPOSITS

The Company has **not accepted or renewed any deposits** during the financial year 2024-25 in terms of **Chapter V of the Companies Act, 2013**. Accordingly, disclosure under this head is **Nil**. Further, there was **no non-compliance** with the provisions of Chapter V of the Companies Act, 2013.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERNS STATUS AND COMPANY'S OPERATIONS IN FUTURE

The Company has not received any significant or material orders passed by any Regulatory Authority, Court or Tribunal which shall impact the going concern status and Company's operations in future.

CORPORATE SOCIAL RESPONSIBILITY

The Company is not covered under section 135 of Companies Act, 2013 hence details regarding policy on Corporate Social Responsibility is not applicable to the Company. However the company is voluntarily contributing towards CSR, mainly towards girls' education and treatment of economically weaker patients.

AUDIT COMMITTEE

Your Directors wish to inform that in Compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an audit committee has been duly constituted. The Audit Committee as on March 31, 2025 comprises of the following Directors:

Mr. Manjeet Kaushik	Independent Director, Chairman
Mr. Akshay Kumar Agarwal	Independent Director, Member
Mrs. Anubha Aggarwal	Non - Executive , Non-Independent Director, Member

Details of the Audit Committee have been separately given in the corporate governance report. Further, all recommendations of Audit Committee were accepted by the Board of Directors.

NOMINATION & REMUNERATION COMMITTEE

In terms of Regulation 19 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of section 178 of the Companies Act, 2013, Nomination & Remuneration Committee as on March 31, 2025 comprises of the following Directors:

Mr. Manjeet Kaushik	Independent Director, Chairman
Mrs. Anubha Aggarwal	Non-executive, Non - Independent Director, Member
Mr. Akshay Kumar Agarwal	Independent Director, Member

The details of Remuneration Policy and the Committee are furnished in the Report on Corporate Governance, which is annexed herewith.

STAKEHOLDERS RELATIONSHIP COMMITTEE

In terms of Regulation 20 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted Stakeholders Relationship Committee with following composition as on 31.03.2025: -

Mrs. Anubha Aggarwal	Non-executive, Non - Independent Director, Chairperson
Mr. AkshayKumar Agarwal	Independent Director, Member
Mr. Sanjay Aggarwal	Managing Director, Member

ANNUAL RETURN

The Annual Return of the Company, pursuant to sub-section 3(a) of Section 134 and the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 for the financial year 2024-2025 in the Form MGT-7 has been uploaded on Company's website and the web link for the same is <https://emeraldfin.com/wp-content/uploads/2025/08/AB6348865-MGT-7draft.pdf>

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Pursuant to Section 134(3)(g) of the Companies Act, 2013 particulars of loans, guarantees or investments under Section 186 of the Act as at end of the Financial Year 2024-25 are not applicable to the company as company is a non banking finance company, though the information is attached as Annexure D-8 which forms part of this report.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188(1) OF THE COMPANIES ACT, 2013

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered by the Company during the financial year, were in the ordinary course of business and on an arm's length basis. Hence, provisions of Section 188 (1) are not applicable. However, as these transactions were in the ordinary course of business and on an arm's length basis, in the opinion of the Board these transactions are justified to be executed. The detail of these transactions is given in Annexure D-9, which forms part of this report.

During the year, the Company had not entered into any contract or arrangement with related parties which could be considered 'material' according to the policy of the Company on Materiality of Related Party Transactions. Your attention is also drawn to the Related Party disclosures set out in Note no. 27 of the Financial Statements.

VIGIL MECHANISM

The Company has established a Vigil Mechanism cum Whistle Blower Policy in terms of Section 177 (10) of the Companies Act, 2013 and also in terms of Regulation 22 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The detail of the said Vigil Mechanism cum Whistle Blower Policy is given in the Corporate Governance Section, which is annexed herewith. The Vigil Mechanism cum Whistle Blower Policy is also available on the Company's website <https://www.emeraldfin.com/wp-content/uploads/2017/09/Whistle-Blower-Policy.pdf>.

DIRECTORS' RESPONSIBILITY STATEMENT:-

Pursuant to Section 134 (3) (c) read over with Section 134 (5) of the Companies Act, 2013, your Directors confirm that:-

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (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.

COMPLIANCE

The company has devised proper systems to ensure compliance of all laws applicable to the company and the compliance reports issued by the Departmental Heads are placed before the Board every Quarter confirming compliance by the Company with all applicable Laws.

CEO/CFO CERTIFICATION

In accordance with Regulation 17 (8) read with Part B of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to corporate governance norms the Managing Director has submitted necessary certificate to the Board of Directors stating the particulars specified under the said Clause. The certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

DEMATERIALIZATION OF SHARES

As mentioned in the Company's earlier Annual Reports, the equity shares of the Company are in compulsory dematerialised form in terms of SEBI Guidelines. This facility is available through arrangements with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

As on **31st March, 2025**, about **96.86% of the Company's shares** were held in dematerialised form, primarily due to preferential allotment and pending listing approvals. Subsequently, as on **30th June, 2025**, after the listing of equity shares issued in preferential basis, the proportion of dematerialised shares increased to **99.07%**.

The Company has appointed M/s Mas Services Limited, New Delhi as its Registrar and Share Transfer Agent (RTA), which also acts as the common share agency in terms of SEBI Guidelines.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

COMPLIANCE WITH THE SECRETARIAL STANDARDS

The company has duly complied with the applicable Secretarial Standards during the financial year 2024-25.

SUMS DUE TO MICRO, SMALL & MEDIUM ENTERPRISES

There is no liability towards principal and interest payable to Micro, Small & Medium Enterprises as on 31st March, 2025.

ONE TIME SETTLEMENTS

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence 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.

SUSTAINABILITY INITIATIVE

Your Company is conscious of its responsibility towards preservation of natural resources and continuously takes initiatives to reduce consumption of electricity and water.

CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC)

No Insolvency resolution process has been initiated/ filed by a financial or operational creditor or by the company itself under the IBC before the NCLT.

ACKNOWLEDGEMENT:-

The Directors take this opportunity to express their deep sense of gratitude to the Central and State Governments, regulatory authorities, and local bodies for their continued support and cooperation.

The Board also places on record its sincere appreciation for the commitment, dedication and hard work of all employees of the Company, whose efforts have contributed significantly to its growth and performance.

The Directors further extend their gratitude to the Company's clients, Reserve Bank of India, bankers, advisors, business partners, and the local community for their valuable association and support.

Finally, the Directors convey their heartfelt thanks to the shareholders for the continued confidence, trust, and encouragement reposed in the management of the Company.

For & On Behalf of the Board

Sd/-

**(Sanjay Aggarwal)
MANAGING DIRECTOR
(DIN 02580828)**

For & On Behalf of the Board

Sd/-

**(Anubha Aggarwal)
DIRECTOR
(DIN 02557154)**

PLACE: CHANDIGARH

Date: 26.08.2025

ANNEXURE D-1 TO THE DIRECTORS' REPORT:-**A. Conservation of Energy :**

Though energy does not constitute a significant portion of the Company's overall costs, continuous efforts are undertaken, wherever feasible, to conserve energy and minimize power expenses. The energy conservation measures implemented include the replacement of incandescent lights with energy-efficient LED and compact fluorescent lights, as well as the replacement of old electrical equipment with modern, energy-efficient units. The Company also regularly educates its staff on the importance of power conservation.

B. Technology Absorption:

The Company leverages technology to drive operational efficiency through digital onboarding, underwriting, disbursements, and monitoring. A significant portion of the technical infrastructure has been developed in-house, tailored to meet the Company's specific needs and use cases. The Company continuously evaluates the latest technological advancements in the market to further enhance its offerings and strengthen its infrastructure.

C. Foreign exchange earnings and outgo:

There is no foreign exchange earnings and outgo during the financial year.

ANNEXURE D-2 TO THE DIRECTORS' REPORT**REPORT ON CORPORATE GOVERNANCE****1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The provisions of Corporate Governance became applicable to the Company during the financial year 2022-23. The Company firmly believes in the principles of good Corporate Governance and is committed to adopting the best global practices in this regard. The Company recognizes the rights of its shareholders to access timely and accurate information on its performance and considers itself a trustee of its shareholders' interests. Accordingly, it provides detailed disclosures on matters concerning its business operations and financial performance.

The Company remains committed to upholding the highest standards of integrity, transparency, accountability, and equity in all aspects of its operations and in its engagement with stakeholders, including shareholders, employees, customers, and government authorities. The core philosophy of Corporate Governance at the Company is to achieve business excellence and enhance long-term shareholder value, while balancing the needs and interests of all stakeholders.

The Company is committed to transparency in all its dealings and places emphasis on business ethics.

2. BOARD OF DIRECTORS**i). Composition and category of Directors**

The strength of Board was 4 (Four) Directors as on 31st March 2025. The Board consisted of One Managing Director, One non-Executive non-independent Woman Director, Two Independent Directors.

The Independent Directors with their diverse knowledge, vast experience and relevant expertise brings in their independent judgment, knowledgeable and professional view to the deliberations and decisions of the Board.

The non-executive Directors did not have any material pecuniary relationship or transaction with the Company during the year 2024-2025 or even after the close of Financial year upto the date of this report.

The Company has an executive Chairman and the Company meets the requirements relating to the composition of Independent and non-Independent Directors of the Board of Directors. The Composition of the Board as on 31.03.2025 is given below:

- | | |
|-----------------------------|---|
| 1. Mr. Sanjay Aggarwal | - Executive, Chairman cum Managing Director |
| 2. Mrs. Anubha Aggarwal | - Non-Executive, Non - Independent Director |
| 3. Mr. Akshay Kumar Agarwal | - Non-Executive, Independent Director |
| 4. Mr. Manjeet Kaushik | - Non-Executive, Independent Director |

- ii). The attendance at Board Meetings and at the Last Annual General Meeting and the No. of Other Directorships and Committee Memberships/Chairmanships of Directors is given below :-

NAME		Sanjay Aggarwal	Anubha Aggarwal	Raman Aggarwal	Deepak Gaur	Akshay Kumar Agarwal	Manjeet Kaushik
CATEGORY		Executive	Non-Executive	Independent & Non Executive Director	Independent & Non Executive Director	Independent & Non Executive Director	Independent & Non Executive Director
Board Meetings attended during the year		20	20	7	4	7	8
Attendance at the AGM held on 30.09.2024		YES	YES	NO	NO	YES	YES
*No. of other Boards in which Member or chairperson		1	1	1	-	-	-
Names of the listed entities where the person is a director and the category of directorship		NIL	NIL	PAISALO DIGITAL LIMITED-Independent Director	NIL	NIL	NIL
No. of other Board Committees in which Member or Chairperson	Member	NIL	NIL	NIL	NIL	NIL	3
	Chairperson	NIL	NIL	NIL	NIL	2	NIL

*Note:

- For the above purpose, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 has been excluded.
- For the purpose of membership & Chairmanship in a Committee only Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee have been considered.
- The above composition and the information are as at 31.03.2025.

None of the Directors of the Board serve as Member of more than 10 Committees nor do they Chair more than 5 Committees.

iii). Number of Board Meetings held, dates on which held:

Total 21 Board meetings including one independent directors meeting were held during the period from 1st April, 2024 to March 31, 2025 on the following dates:

10.04.2024, 25.04.2024, 03.05.2024, 07.05.2024, 23.05.2024, 11.06.2024, 05.07.2024, 17.08.2024, 21.08.2024, 16.09.2024, 08.10.2024, 21.10.2024, 26.11.2024, 28.12.2024, 06.01.2025, 18.01.2025, 01.03.2025, 20.03.2025, 21.03.2025 and 31.03.2025

And the meeting of independent directors was held on 15.03.2025

During the year under review, the gap between two meetings did not exceed 120 days as per SEBI (LODR) Regulations, 2015 and Section 173 of the Companies Act, 2013.

(iv) Chart on the Core skills/expertise/competence of Directors

Name of Director	Category	Core skills/expertise/competence
Sanjay Aggarwal	Managing Director	Mr. Sanjay Aggarwal holds Bachelor's degree in Commerce from Punjab University and is a qualified Chartered Accountant. He has over 28 years of experience in project finance, loan syndication & capital restructuring.
Anubha Aggarwal	Non-executive Non-independent Director	Mrs. Anubha Aggarwal holds a bachelor degree in Arts and a Diploma holder. She has an experience of more than 16 years in the field of financial Services and consultancy. She is a proprietor of Reliable Capital & Financial Services from past 15 years, which deals in financial services.
Akshay Kumar Agarwal	Non-executive Independent Director	Mr. Akshay Kumar Agarwal is a Commerce Graduate and a Member of the Institute of Chartered Accountants of India with over 9 years of professional experience spanning Management, Finance, Accounting, Business Development and Financial Analysis. He is also registered with the Securities and Exchange Board of India (SEBI) as a Research Analyst.
Manjeet Kaushik	Non-executive Independent Director	Mr. Manjeet Singh is a Commerce Graduate and a Member of the Institute of Chartered Accountants of India with 13 years of professional experience in Audit, Goods & Services Tax, Indirect Taxation, and Management Information Systems. He possesses extensive knowledge of the Income Tax Act, Companies Act, as well as Audit and Accounting Standards.

RELATIONSHIP OF DIRECTORS INTER SE

- Mr. Sanjay Aggarwal is the Managing Director of the Company.
- Mrs. Anubha Aggarwal is spouse of Mr. Sanjay Aggarwal
- No other directors are related to each other in any manner.

(v) Shareholding of Non Executive Directors:

Name of the Director	Category	Shareholding
Mrs. Anubha Aggarwal	Non-executive Non-independent Director	7636751

Mr. Akshay Kumar Agarwal	Non-executive Independent Director	50492
Mr. Manjeet Kaushik	Non-executive Independent Director	92415

(i) **Opinion of the Board about Independent Directors:** In the opinion of the Board, the Independent Directors satisfy the criteria to be appointed as such in the company. Weblink to Familiarization programmes imparted to Independent Directors is <https://emeraldfin.com/wp-content/uploads/2025/04/Familiarisation-Programme-Emerald.pdf>.

(ii) Information placed before the Board

The Agenda for Board Meetings is circulated well in advance to all Directors. Each item in the Agenda is supported by comprehensive background information to facilitate meaningful deliberations and enable the Board to take informed and effective decisions. In addition to the matters prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Emerald Finance Limited is provided with all relevant information on various key issues impacting the operations of the Company. Detailed updates are also shared on critical matters such as risk assessment, business growth and expansion, related party transactions, sales performance, financial results, foreign exchange exposure, appointment of Key Managerial Personnel, legal proceedings, share transfer compliance, and significant labour and human resource matters.

3. AUDIT COMMITTEE

TERMS OF REFERENCE:

Powers of the Audit Committee

The powers of the Audit Committee shall include the following:

- i). To investigate any activity within the terms of reference
- ii). To seek information from any employee
- iii). To obtain outside legal or other professional advice
- iv). To secure attendance of outsiders with relevant expertise, if it considers necessary

Role of Audit Committee

The role of the audit committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- 7) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- 8) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 9) Discussion with internal auditors any significant findings and follow up there on.
- 10) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- 11) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 12) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- 13) To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- 14) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- 15) Carrying out any other function which the Board of Directors of the Company can refer to Audit Committee from time to time.
- 16) the recommendation for appointment, remuneration and terms of appointment of auditors of the company,
- 17) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- 18) examination of the financial statement and the auditors' report thereon,
- 19) approval or any subsequent modification of transactions of the company with related parties,
- 20) scrutiny of inter-corporate loans and investments;
- 21) valuation of undertakings or assets of the company, wherever it is necessary,
- 22) evaluation of internal financial controls and risk management systems;
- 23) monitoring the end use of funds raised through public offers and related matters.

Review of information by Audit Committee

The Audit Committee shall review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

Composition of Audit Committee

As on 31.03.2025, the Audit Committee of the Company comprises of 3 directors including 2 non-executive Independent Directors, who are well qualified and financially literate. Following is the composition of the Audit Committee:

Mr. Manjeet Kaushik	Independent Director, Chairman
Mr. AkshayKumar Agarwal	Independent Director, Member
Mrs. Anubha Aggarwal	Non-executive, Non-Independent Director, Member

Mr. Deepak Gour resigned from the Directorship of the Company with effect from 07.08.2024 due to personal commitments.

Mr. Raman Aggarwal, Independent Director, completed his term at the Annual General Meeting held on 30.09.2024. Subsequently, Mr. Manjeet Kaushik was appointed as an Additional Director (Independent) with effect from 17.08.2024 and was also appointed as the Chairman of the Committee. He brings with him relevant expertise and qualifications in the field of Accounts and Finance. Further, Mr. Akshay Kumar Agarwal was appointed as an Additional Director (Independent) with effect from 17.08.2024. Both Mr. Manjeet Kaushik and Mr. Akshay Kumar Agarwal were regularised as Independent Directors at the Annual General Meeting held on 30.09.2024.

The Committee now comprises Mr. Manjeet Kaushik (Chairman), Ms. Anubha Aggarwal, and Mr. Akshay Kumar Agarwal, all of whom possess sound knowledge and expertise in Accounts and Finance.

The Audit Committee meetings are also attended by Chief Financial Officer, Head of Internal Audit and representatives of Statutory Auditors. The Company Secretary acts as a Secretary of the Committee.

Meetings of Audit Committee and attendance during the year 2024-25

4 meetings of the Audit Committee have been held during the year 2024-25 on the following dates:

23.05.2024, 05.07.2024, 08.10.2024 and 06.01.2025.

The attendance at the Audit Committee Meetings during the period from 01.04.2024 till 31.03.2025 is given below:

Name	Title	No. of Meetings held	No. of Meetings attended
Mr. Manjeet Kaushik	Independent Director, Chairman	2	2
Mr. Akshay Kumar Agarwal	Independent Director, Member	2	2
Mrs. Anubha Aggarwal	Non-Executive, Non-Independent Director, Member	4	4
Mr. Deepak Gour	Independent Director, Chairman	2	2
Mr. Raman Aggarwal	Independent Director, Member	2	2

4. NOMINATION AND REMUNERATION COMMITTEE

BRIEF DESCRIPTION OF TERMS OF REFERENCE

Nomination and Remuneration Committee of the Board of Directors is in place in terms of Section 178 of the Companies Act, 2013, SEBI (LODR), Regulations 2015 and RBI Guidelines. The Committee, earlier known as Nomination Committee was reconstituted as Nomination and Remuneration Committee in terms of Section 178 of the Companies Act, 2013. The Committee has been formed with a view to carry out the objectives as

enshrined in these respective Statutes. The terms of reference of the Nomination and Remuneration Committee include:-

- a. To identify persons who are qualified to become directors and who may appointed in Senior Management in accordance with the criteria laid down in the Companies Act, 2013, Rules framed thereunder from time to time, SEBI (LODR), Regulations 2015 and RBI Guidelines.
- b. To make recommendations to the Board about appointment and removal of Directors and Senior Management
- c. To carry out evaluation of every Director's performance.
- d. To formulate criteria for determining qualifications, positive attributes and independence of a Director
- e. To formulate and recommend to the Board a Nomination and Remuneration Policy.

COMPOSITION: -

Following was the composition of the Nomination and Remuneration Committee as on 31-03-2025:

Name	Title	No. of Meetings held	No. of Meetings attended
Mr. Manjeet Kaushik	Independent Director, Chairman	1	1
Mr. Akshay Kumar Agarwal	Independent Director, Member	1	1
Mrs. Anubha Aggarwal	Non-Executive, Non-Independent Director, Member	2	2
Mr. Deepak Gour*	Independent Director, Chairman	0	0
Mr. Raman Aggarwal*	Independent Director, Member	1	1

*Mr. Deepak Gour has resigned from the Board of Directors on 07.08.2024 and the term of Mr. Raman Aggarwal has expired in the Annual General meeting held on 30.09.2024. Mr. Manjeet Kaushik and Mr. Akshay Kumar Agarwal were appointed as Independent Directors w.e.f. 17.08.2024.

During the year, two meetings of the Nomination and Remuneration Committee were held on **17th August, 2024** and **14th November, 2024**. In its meeting held on 14th November, 2024, the Committee carried out the evaluation of every Director's performance

Further, the performance evaluation of all the Independent Directors was undertaken by the entire Board, excluding the Director being evaluated, in line with the applicable provisions. Based on such evaluations, the Board determined the appropriateness of extending or continuing the term of appointment of the respective Directors, as and when their term expires.

The Directors have expressed their satisfaction with the evaluation process.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Board has been constituted to look into complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of Annual Report etc. The Committee is headed by Mrs. Anubha Aggarwal, who is a Non Executive Director. Mr. AkshayKumar Agarwal, Non-executive Independent Director and Mr. Sanjay Aggarwal, Managing Director are other Members of the Committee.

COMPOSITION:

Following is the composition of the Stakeholders' Relationship Committee:

Mrs. Anubha Aggarwal	Non-executive Director, Member
Mr. AkshayKumar Agarwal	Independent Director, Member
Mr. Sanjay Aggarwal	Managing Director, Member
Mr. Raman Aggarwal*	Independent Director, Member

* The term of Mr. Raman Aggarwal has expired in the Annual General meeting held on 30.09.2024 and Mr. Manjeet Kaushik and Mr. Akshay Kumar Agarwal were appointed as Independent Directors w.e.f. 17.08.2024.

During the year five (5) meeting Stakeholders' Relationship Committee was held on 10.04.2024, 21.08.2024, 12.10.2024, 26.11.2024 and 01.03.2025.

NAME AND DESIGNATION OF COMPLIANCE OFFICER

The Company Secretary Mrs. Amarjeet Kaur is the Compliance Officer of the Company. The Compliance Officer can be contacted at:

SCO 7, Industrial Area, Phase-II, Chandigarh – 160002

Email: cs@emeraldfin.com and emerald_finance@yahoo.com

TEL: 0172-4603859

Number of shareholders complaints received during the financial year:- Nil

Number of complaints not solved to the satisfaction of shareholders -NIL

Number of shareholders' complaints pending – Nil

SENIOR MANAGEMENT:-

The details of the Senior Management of the Company as on 31/03/2025 are as under:-

Sr. No.	NAME	DESIGNATION
1.	Mrs. Amarjeet Kaur	Company Secretary cum Compliance Officer
2.	Mrs. Sheetal Kapoor	Chief Financial Officer
3.	Mr. Ajay Tiwari	Manager HR, Administration
4.	Mr. Devender Vatsal	Sales Head
5.	Mr. Talin Aggarwal	Chief Technical Officer
6.	Mrs. Navneet	Internal Auditor

CHANGES IN THE SENIOR MANAGEMENT SINCE THE CLOSE OF THE FY 2024-25: -

There is no change in the Senior Management since the close of the FY 2024-25 i.e. since 31.03.2025

REMUNERATION OF DIRECTORS

ALL PECUNIARY RELATIONSHIP OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS VIS A VIS THE COMPANY

NON-EXECUTIVE NON INDEPENDENT DIRECTORS:-

Mrs. Anubha Aggarwal:- No Sitting fee was paid to her and there is no pecuniary relationship or transactions of Mrs. Anubha Aggarwal with the Company during the year under review.

NON-EXECUTIVE INDEPENDENT DIRECTORS:-

No Sitting fee was paid to **Mr. Deepak Gour, Mr. Raman Aggarwal, Mr. Akshay Kumar Agarwal and Mr. Manjeet Kaushik** and there is no pecuniary relationship or transactions of the director with the Company during the year under review.

EXECUTIVE DIRECTORS: -

Mr. Sanjay Aggarwal, Managing Director of the company is getting rent for the Registered Office of the company.

BIFURCATION OF THE REMUNERATION PAID TO THE EXECUTIVE DIRECTORS:

SN.	Particulars of Remuneration	Name of MD/ WTD/ Manager		Total Amount
		Sanjay Aggarwal (MD)		
1	Gross salary	4,00,000	-	4,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5	Others, please specify- Guarantee Fee	40,000	NIL	40,000
	Total (A)	4,40,000	NIL	4,40,000
	Ceiling as per the Act			

5. GENERAL BODY MEETINGS

(i) Location and time of Annual General Meetings held in the last 3 years:

YEAR	2022	2022	2023	2024
Type of Meeting	AGM	EGM	AGM	AGM
Date	30.09.2022	09.11.2022	30.09.2023	30.09.2024

Venue	SCO 7 Industrial Area Phase 2 Chandigarh 160002	SCO 7 Industrial Area Phase 2 Chandigarh 160002	SCO 7 Industrial Area Phase 2 Chandigarh 160002	SCO 7 Industrial Area Phase 2 Chandigarh 160002
Time	10.00 A.M.	10.00 A.M	9.30 A.M.	10.00 A.M
Special Resolution passed	YES	Yes	Yes	Yes

(ii) Details of the Special Resolutions passed in the last three Annual General Meetings

Year 2022

AGM – 30.09.2022

1. Re-appointment of Mr. Sanjay Aggarwal as the Managing Director of the company

EGM – 09.11.2022

1. To approve the issuance of equity shares on preferential basis.

Year 2024

AGM – 30.09.2024

1. Appointment of Mr. Manjeet Kaushik (DIN: 10746402) as Independent Director of the Company
2. Appointment of Akshay Kumar Agarwal (DIN: 07144917) as Independent Director of the Company

EGM-19.04.2024

1. Modification of Articles of Association
2. To approve the Issuance of Convertible Warrants on Preferential Basis

EGM-21.12.2024

1. To approve the Issuance of Equity Shares on Preferential Basis

EGM-25.03.2025

1. To approve the Issuance of Equity Shares on Preferential Basis

(iii) Whether any Special Resolution passed last year through Postal Ballot – details of voting pattern

No Special Resolutions were passed through Postal Ballot through the process of Postal ballot through e-voting during Financial Year FY 2024-25.

6. DISCLOSURES

(I) DISCLOSURES ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS THAT MAY HAVE POTENTIAL CONFLICT WITH THE INTERESTS OF LISTED ENTITY AT LARGE;

No material significant related party transactions have taken place during the year under review that may have potential conflict with the interests of the Company at large. Further, details of related party transactions form part of Notes to the Accounts of the Annual Report. While entering into the above transactions, the Company had made full disclosures before the Board Meetings as well as Audit Committee Meetings and interested directors duly disclosed their interest in the said Board Meetings. The details of the Related Party Transactions, entered by the Company in the ordinary course of business at Arm's length basis are given in the Directors Report. The company has framed its Policy on dealing with Related Party Transactions and the same is available on its website <https://www.emeraldfin.com/wp-content/uploads/2017/09/POLICY-FOR-DEALING-WITH-RELATED-PARTY-TRANSACTIONS.pdf>

(II) DETAILS OF NON-COMPLIANCE BY THE LISTED ENTITY, PENALTIES, STRICTURES IMPOSED ON THE LISTED ENTITY BY STOCK EXCHANGE(S) OR THE BOARD OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS:

During the year 2023-24, BSE Ltd had imposed a penalty of Rs. 29,500/- for alleged delay of five days in the filing of Statement of Related Party Transactions for the half year ended 31.03.2023 under Regulation 23(9) of the Listing Regulations. The company duly paid the fine imposed by BSE and also filed an application for waiver of fine with the Fine Waiver Committee of BSE Limited. The matter since then, is pending with BSE.

During the year 2023-24, there was an inadvertent non-compliance by the Company regarding submission of Annual Report to the Stock exchange for the year 2023-24 and the company has paid penalty of Rs. 1,01,480.

Other than this there was no strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital markets, during the last three years.

(III) WHISTLE BLOWER POLICY

The 'Whistle Blower Policy' cum Vigil Mechanism is in place which is reviewed by the Audit Committee on regular basis and the text of the same is given at the end of this Corporate Governance Report as Annexure D-10. No personnel has been denied access to the Audit Committee.

(IV) COMPLIANCE WITH MANDATORY REQUIREMENTS OF SEBI (LODR) REGULATIONS, 2015

The Company has complied with all the mandatory conditions of Corporate Governance and is planning to adopt non-mandatory requirements also in a phased manner.

(V) CYBER SECURITY & DATA PRIVACY

The Company conducts regular reviews of the most significant risks affecting the business or processes of the Company. During the year under review, there are no incidents of cyber security breaches or loss of data or documents and this fact has been duly disclosed along with the Corporate Governance Reports submitted with the BSE Ltd every Quarter in accordance with Regulation 27(2) of the Listing Regulations.

(VI) DISCLOSURE OF ACCOUNTING TREATMENT

The Financial statements of Company are prepared as per the prescribed Accounting standards and reflects true and fair view of the business transactions in the Corporate Governance.

(VII) RECONCILIATION OF SHARE CAPITAL AUDIT

A reconciliation of Share Capital Audit was carried out by a qualified practicing Company secretary on quarterly basis for reconciling the total admitted capital with National Securities Depository Limited (NSDL) and Central

Depository Services (India) Limited (CDSL) and the total issued & listed capital. The audit inter alia confirms that the total issued/paid up capital is in agreement with the total number of shares held in physical form and the total number of dematerialized shares with NSDL & CDSL.

(VIII) CODE FOR PREVENTION OF INSIDER TRADING

The Company has instituted a comprehensive Code of Conduct for Prevention of Insider Trading for its designated employees, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time. After these Regulations having been amended by SEBI in 2015, the Code of Fair Disclosure and Prevention of Insider Trading Code under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 have been adopted and displayed on the website of the Company www.emeraldfin.com. These Codes lay down guidelines vide which it advises the designated employees on procedures to be followed and disclosures to be made, while dealing with the shares of the Company and caution them of the consequences of violations.

(IX) DISCLOSURE REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS:

Mrs. Anubha Aggarwal, Director of the Company retires by rotation in the ensuing Annual General Meeting and being eligible offer herself for re-appointment. Her brief Resume is already given as part of the Notice of Annual General Meeting.

(X) COMPLIANCE WITH NON-MANDATORY REQUIREMENTS**1. The Board**

The Chairman of the Company is an executive Director. His office is maintained at the company's expense and also allowed reimbursement of expenses incurred in performance of his duties.

2. Shareholder Rights

Since the Company publishes its Quarterly Results in Newspapers (English and Hindi) having wide circulation and the results are also displayed on the website of the Company and the stock Exchanges, the Company does not send any declaration of half yearly performance to the shareholders.

3. Audit Qualifications

There are no Audit qualifications on the Financial Statements of the Company for the year 2024-2025.

4. Separate posts of Chairman and CEO

At the moment, the post of Chairman and Managing Director is occupied by single person and there no post of CEO of the Company.

5. Reporting of Internal Auditor

At the moment, the reporting of the internal Audit is not directly to the Audit Committee however, the significant findings of the internal audit are placed before the Audit Committee on regular basis.

(XI) WEB LINK WHERE POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARIES IS DISCLOSED.

The Company has Eclat Net Advisors Pvt. Ltd. (CIN :U74140CH2015PTC035473) as subsidiary company. Weblink for determination of material subsidiary is <https://emeraldfin.com/srv/htdocs/wp-content/uploads/2020/04/Determination-of-material-subsiadiary2.pdf>.

(XII) WEB LINK WHERE POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS IS DISCLOSED:-

<https://www.emeraldfin.com/wp-content/uploads/2017/09/Whistle-Blower-Policy.pdf>

(XII) DISCLOSURE OF COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES

The Company is a Non-Banking Financial Company (NBFC) and is not engaged in the use or procurement of commodities. Accordingly, the Company is not exposed to any commodity price risk. The Company has adequate risk assessment and minimization systems in place. It does not have any material exposure to commodities and, therefore, no hedging activities for the same are carried out.

Further, the Company does not have any significant foreign exchange exposure. Accordingly, no hedging activities are undertaken in this regard.

Hence, no disclosure is required to be made in terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.

(XIII) PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES, PREFERENTIAL ISSUES, ETC.

During the year under review, the Company raised a sum of ₹30.023 Crores through preferential issue(s) of equity shares. The entire proceeds from the preferential issue were fully utilized for the purpose(s) for which they were raised, and there has been no deviation or variation in the use of funds as stated in the offer document/ explanatory statement to the notice of the General Meeting.

(XIV) A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority

The said Certificate is enclosed herewith as **Annexure D-11**.

(xv) Disclosure of cases where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the Financial year 2024-25, along with reasons thereof –

Information in this regard is nil as there was no instance when board had not accepted any recommendation of any committee of the board which is mandatorily required, during the financial year under review.

(XVI) Total Fees for all services paid by the listed and its subsidiaries.

The detail of payment of total fees to the Statutory Auditor is as under:

Statutory Audit	1,45,000/-
Allied Fees	-
Total	1,45,000/-

(XVII) Disclosures In Relation To The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013:-

- Number of sexual-harassment complaints received during the FY 2024-25 - **NIL**
- Number of complaints disposed of during the FY 2024-25 - **NIL**
- Number of complaints pending as on end of the FY 2024-25 - **NIL**
- Pending complaints exceeding 90 days during the FY 2024-25 - **NIL**

(XVIII) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:-

SR. NO.	In the account of	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ Investments outstanding during the year.
1	Holding Company	<ul style="list-style-type: none"> Loans and advances in the nature of loans to subsidiaries by name and amount. Eclat Net Advisors Private Limited and maximum amount outstanding during the year amount is INR 7,44,83,272.56 and as on 31.03.2025 the balance outstanding is INR 6,81,05,927.56 Loans and advances in the nature of loans to associates by name and amount. NIL Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount :

SR. NO.	In the account of	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ Investments outstanding during the year.
		<ul style="list-style-type: none"> - Eclat Capital and Finance Limited - Maximum amount outstanding - INR 7,39,92,694.58 - Amount outstanding at the end of the year – INR 7,39,92,694.58 - Reliable Capital & Financial Services - Maximum amount outstanding - INR 7,40,05,061.00 - Amount outstanding at the end of the year – INR 7,40,05,061.00
2	Subsidiary	Same disclosures as applicable to the parent company in the accounts of subsidiary company. NA
3	Holding Company	of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan. : NIL

For details of transactions of the Company with the person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company, if any, kindly refer to “Related Party Transaction” provided in notes to financial statements.

(XIX) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

Name of the Material Subsidiary	Eclat Net Advisors Pvt. Ltd.
Address of its Regd. Office	SCO 7, Industrial Area, Phase-II, Chandigarh
Principal Business Activities	Financial services
Date of incorporation	31/03/2015
Place of incorporation	Chandigarh
Name of the Statutory Auditors	M/s. S. Lal Bansal & Company
Date of appointment of the statutory auditors	Reappointed as Statutory Auditor in the AGM held on 30.11.2021

(XX) Non-compliance of any requirement of Corporate Governance report of sub paras (2) to (10) of Part C of Schedule V, with reasons thereof

There is no non-compliance of any of the said requirements.

(XXI) Adoption of Discretionary requirements as specified in Part E of Schedule II.

As given above under para (x) of 'Other Disclosures'

(XXII) The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (LODR) Regulations

The Board do hereby confirm that the Company has complied with the requirements prescribed under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (LODR) Regulations and all these details have been given in the section on Corporate Governance as above. The Company has made all the disclosures on its website www.paulmerchants.net as required under regulation 46 (2) of SEBI (LODR) Regulations. The attention of the Members is also invited to the Certificate obtained from Mr. Anil Singh Negi, Practicing Company Secretary (A 46547), Shimla regarding compliance of conditions of Corporate Governance by the Company and the same is annexed to this Annual Report as **Annexure D-12**.

(XXIII) CEO DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

The Managing Director of the Company has issued a Declaration that the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management. As there is no Chief Executive Officer in the Company, this Declaration has been issued by the Managing Director of the Company. The Declaration is appended to this Report at the end of this Report. This Declaration has been given as **Annexure D-13** to this Report.

Further, in terms of the requirements of Regulation 17 (8) read with Part B of Schedule II to the SEBI (LODR) Regulations, 2015, the Managing Director and the Chief Financial Officer have submitted necessary certificate to the Board of Directors stating & certifying the particulars specified under the said Regulation. As there is no Chief Executive Officer in the Company, this Certificate has been issued by the Managing Director of the Company along with Chief Financial Officer of the Company. The certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors. This Certificate has been given as **Annexure D-14** to this Report.

(XXIV) DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

There is no instance of opening of Demat Suspense Account/Unclaimed Suspense Account during the year

(XXV) DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES

Information as required under clause 5A of paragraph A of Part A of Schedule III of Listing Regulations in Nil for the Financial Year under review.

(XXVI) CODE OF CONDUCT

(i) The Board of Directors has laid down Code of Conduct for all Board Members and Senior Management of the Company. The copy of Code of Conduct as applicable to the Directors (including Senior Management of the Company) is uploaded on the website of the Company www.emeraldfin.com

(ii) The Members of the Board of Directors and Senior Management personnel have affirmed compliance with the Code applicable to them during the year ended March 31, 2025. The Annual Report of the Company contains a Certificate duly signed by the Managing Director in this regard.

(XXVII) BOARD DISCLOSURES - RISK MANAGEMENT

The Company manages risks as an integral part of its decision making process. The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Audit Committee and the Board of Directors review these procedures periodically.

7. MANAGEMENT DISCUSSION & ANALYSIS REPORT:

Management Discussion & Analysis Report forms part of the Annual Report and include discussions on various matters specified under Part B of Schedule V to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. MEANS OF COMMUNICATIONS

a. Quarterly Results :

The Quarterly, Half yearly and Annual Results of the Company are sent to BSE Ltd. in accordance with the Listing Regulations. The said Results are normally published in English and Hindi newspapers and also displayed on Company's website www.emeraldfin.com

b. Presentations to the Institutional Investors or to the Analysts:

Earnings calls on financials/quarterly results and investor/analyst presentations with analysts and investors and their transcripts are published on the website. Such presentations made to analysts and others are also made available on the Company's website at www.emeraldfin.com.

c. BSE Corporate Compliance and Listing Centre:-

All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Quarterly Results etc. are filed electronically with the Listing Centre of BSE. Company is also regular in paying annual listing fee.

9. GENERAL SHAREHOLDER INFORMATION

AGM : Date, time	September 30, 2025, 10.00AM
AGM venue	SCO 7 Industrial Area, Phase 2 Chandigarh 160002
Financial year	1 st April, 2024 to 31 st , March, 2025
Date of Book closure	September 24, 2025 to September 30, 2025
Dividend Payment Date	Till 30.10.2025
ISIN	INE030Q01015
Name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s);	<p>BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street Mumbai- 400001.</p> <p>Listing Fee for the Financial year 2024-25 had been paid on 25/04/2024 and for the Financial year 2025-26 has been paid on 15/04/2025.</p>
In case the securities are suspended from trading, the directors report shall explain the reasons thereof	N/A. The securities of the Company have never been suspended from trading.
Registrar and Transfer Agents	MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi – 110020, Tel.: 01126387281/82/83
Share Transfer System	<p>In terms of provisions of Regulation 7 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to ensure that all activities in relation to share transfer facility are maintained either in-house or by Registrar to Issue and Share Transfer Agent registered with the SEBI. In the Company, the said activities are maintained by the Registrar and Share Transfer Agent of the Company (RTA) M/s MAS Services Limited, New Delhi, SEBI Regn. No. INR000000049. Share Transfers are processed and approved by them and taken note of by Share Transfer Committee, i.e. Stakeholders' Relationship Committee. The Registrar ensures to attend to the formalities pertaining to transfer of securities at least once in a fortnight along with transmission and issue of duplicate share certificates etc. Post 01-04-2019, SEBI has prohibited Transfer of shares in physical mode. As such, the shares of the Company are traded in dematerialized form only. Transfer of shares in dematerialized form is done through the depositories without any involvement of the Company.</p> <p>Till 01-04-2019 the share transfers, which were received in physical form, were processed and the share certificates returned within a period of 15 days from the date of receipt by the RTA, subject to documents being valid and complete in all respects. The SEBI Circular dated 08-06-2018, amending thereby the SEBI LODR Regulations to provide for prohibition of Transfer of Shares in Physical form after 01-04-2019 has already been brought to the notice of the Shareholders.</p> <p>All requests for dematerialization of shares are processed and the confirmation is given to the Depositories within 21 days by RTA subject to documents being valid and complete in all respects. Grievances received from Members are immediately attended to and other miscellaneous correspondence on change of address, mandates etc. are processed by the Registrar within 15 days. Stakeholders' Relationship Committee also looks into the Investors Grievances, if there is any.</p> <p>SCORES (SEBI complaints redressal system) and ODR (Online Dispute Resolution)</p>

	<p>Portal: SEBI processes investor complaints in a centralized web based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a Company for his grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI. During the year under review, the Company did not receive any complaint on SCORES platform or ODR Portal.</p>
Dematerialization of shares and liquidity	<p>Liquidity:- 96.86% of the Company's shares were held in dematerialised form, primarily due to preferential allotment and pending listing approvals.</p> <p>Subsequently, as on 30th June, 2025, after the listing of equity shares allotted on 30.03.2025 on preferential basis, the proportion of dematerialised shares increased to 99.07% and there is sufficient liquidity in the stock.</p>
Outstanding Global Depository Receipts (GDRs)/ American Depository Receipts (ADRs)/ Warrants or any Convertible instruments, conversion date and likely impact on equity	<p>The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments till date.</p>
Commodity price risk or foreign exchange risk and hedging activities	<p>The Company is a Non-Banking Financial Company (NBFC) and is not engaged in the use or procurement of commodities. Accordingly, the Company is not exposed to any commodity price risk.</p> <p>The Company has adequate risk assessment and minimization systems in place. It does not have any material exposure to commodities and, therefore, no hedging activities for the same are carried out.</p> <p>Further, the Company does not have any significant foreign exchange exposure. Accordingly, no hedging activities are undertaken in this regard.</p> <p>Hence, no disclosure is required to be made in terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.</p>
Plant Locations	<p>The Company is in service Industry and had its own office at SCO-7, Industrial Area, Phase II, Chandigarh as on 31-03-2025</p>
Address for correspondence	<p>The Company Secretary, SCO-7, Industrial Area, Phase II, Chandigarh -160002 Ph. 0172-4603859 Email: cs@emeraldfin.com</p>
List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad	<p>During the year under review, the Company's credit facilities were rated by CRISIL Limited. The details of the ratings are as under:</p> <ul style="list-style-type: none"> • Total Bank Loan Facilities Rated: ₹30 Crore • Long-Term Rating: CRISIL BB+/Stable (Assigned) <p>The rating reflects the Company's financial risk profile and business position, as assessed by the rating agency.</p>

(a) **Distribution of Shareholding (No. of Shares) as on March 31, 2025 is as under:-**

No. of Shares	No. of Shareholders	% of Shareholders	Total No. of Shares	% of Holding
1 TO 5000	8165	82.617	817013	2.365
5001 TO 10000	767	7.761	594382	1.721
10001 TO 20000	399	4.037	590308	1.709
20001 TO 30000	140	1.417	346734	1.004
30001 TO 40000	78	0.789	279331	0.809
40001 TO 50000	53	0.536	247595	0.717
50001 TO 100000	131	1.326	959953	2.779
100001 AND ABOVE	150	1.518	30705003	88.896
TOTAL	9883	100.000	34540319	100.000

Shareholding Pattern as on 31st March, 2025:-

Category	No. of Shares held
Promoters	20550913
Institutional Investors	0
Mutual Funds & UTI	0
Banks, Financial Institutions and Insurance Companies	0
FII's	0
Others - Foreign Portfolio Investors Category I	3231579
Private Corporate Bodies	1703317
Indian Public	8605243
NRI's/OCBs	449267
Trust	0

11. CEO/CFO CERTIFICATION

In terms of the requirements of SEBI (LODR), 2015, the Managing Director and the CFO have submitted necessary certificate to the Board of Directors stating the particulars specified under the said Clause. The certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

12 SUBSIDIARY COMPANIES

The Company has Eclat Net Advisors Pvt. Ltd. (CIN:U74140CH2015PTC035473) as Subsidiary Company. Mrs. Anubha Aggarwal, Director & Mr. Sanjay Aggarwal, Promoter Director are also directors on the Board of the Subsidiary Company. The company has formulated a policy for determining 'material' subsidiaries and such policy is disclosed on the company's website under the web link www.emeraldfin.com. No asset of the subsidiary is sold, disposed off or leased during the previous financial year.

13 FAMILIARISATION PROGRAMME

Your Company follows a structured orientation and familiarization programme through various programs/ presentations for Independent Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic presentations are made at the Board Meetings on Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time. The

details of familiarization programme have been posted on the website of the Company under the web link <https://emeraldfin.com/wp-content/uploads/2025/04/Familiarisation-Programme-Emerald.pdf>

ANNEXURE D-3 TO THE DIRECTORS' REPORT

DETAILS UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2024-25, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the financial year 2024-25.

Sr. No.	Name of Director/KMP	Designation	The Ratio of the remuneration of each Director to the median remuneration of the employees	The percentage increase in remuneration
1.	Sanjay Aggarwal	Chairman cum Managing Director	1.01	-
2.	Anubha Aggarwal	Wholtime Director	NIL	NIL
3.	Sheetal Kapoor	CFO	1.13	-
4.	Amarjeet Kaur	CS	0.99	16.13%

ii. The percentage increase in the median remuneration of Employees for the financial year was 0.50%

iii. The Company has 26 permanent Employees on the rolls of Company as on 31st March, 2025.

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

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

It is affirmed that the remuneration is as per the 'Remuneration Policy for Directors, Key Managerial Personnel and other employees' adopted by the Company.

Top Ten Employee Information

Name	Salary	Qualification	Experience (in years)	Last Employment	No. of shares held in the company
Baishakhi Dutta	75000.00	MBA	8		
Ajay Tiwari	57000.00	Bachelor In Arts	14	Eclat Capital & Finance Limited	595
Seema Bali	55000.00	B.Tech	6		
Geeta Ray Rana	55000.00	Bachelor In Arts	11		
Talin Aggarwal	52981.00	BBA, ISB	7		
Parminder Kaur	50000.00	B.Tech	7		
Siddharth Sharma	50000.00	B.Tech	10		
Surendra Pratap	50000.00	B.Tech	9		
Shyam Sunder	35000.00	B.Tech	12		
Karan Dhir	30000.00	Bachelor In Arts	15	Eclat Capital & Finance Limited	2000
Shivangi Sharma	28792.00	M.Com	5		
Grand Total	538773.00				

ANNEXURE D- 4 TO THE DIRECTORS' REPORT**NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy has been formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulations of SEBI (LODR) Regulations, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation under SEBI (LODR) Regulations. The Key Objectives of the Committee would be:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.4. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.6. To devise a policy on Board diversity
- 1.7. To develop a succession plan for the Board and to regularly review the plan;

2. DEFINITIONS

- 2.1. **Act** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- 2.2. **Board** means Board of Directors of the Company.
- 2.3. **Directors** mean Directors of the Company.
- 2.4. **Key Managerial Personnel** means
 - 2.4.1. Chief Executive Officer or the Managing Director or the Manager;
 - 2.4.2. Whole-time director;
 - 2.4.3. Chief Financial Officer;
 - 2.4.4. Company Secretary; and

2.4.5. such other officer as may be prescribed.

2.5. **Senior Management** means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

2.6. **“Remuneration”** means money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

3. **ROLE OF COMMITTEE**

3.1. **Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee**

The Committee shall:

3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.

3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.

3.1.3. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

3.2. **Policy for appointment and removal of Director, KMP and Senior Management**

3.2.1. **Appointment criteria and qualifications**

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level in line with the Business of the Company, the Industry Structure which the Company operates in and recommend to the Board his / her appointment.

b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment to ensure that he/she is able to discharge his duties in a diligent manner. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

c) The Chief Financial Officer of the Company shall be a person with requisite professional qualification who can understand the finance and accounts. The Company Secretary of the Company shall necessarily be a member of Institute of Company Secretaries of India. For any other position in the Senior Management, where a specific educational qualification is desirable to discharge the functions and duties attached to that particular position, the person shall necessarily be holding that qualification.

d) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

3.2.2. **Term / Tenure**

b) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive

Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

c) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3.2.3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly) on the basis of following criteria:-

- a. Criteria for evaluation of the Board of Directors as a whole:
 - i. The Frequency of Meetings
 - ii. Quantum of Agenda
 - iii. Administration of Meetings
 - iv. Flow and quantity of Information from the Management to the Board
 - v. Number of Committees and their role.
 - vi. Overall performance of the Company
- b. Criteria for evaluation of the Individual Directors including Independent Directors;
 - i. Experience and ability to contribute to the decision making process
 - ii. Problem solving approach and guidance to the Management
 - iii. Attendance and Participation in the Meetings
 - iv. Personal competencies and contribution to strategy formulation
 - v. Contribution towards statutory compliances, monitoring of controls and Corporate Governance

3.2.4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder or due to other valid reasons as recorded in writing by the Committee, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

3.2.5. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement

age, for the benefit of the Company.

3.3. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

3.3.1. General:

a) The remuneration/ compensation/ commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/ compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

b) The remuneration to be paid to the Whole-time Directors and shall be in accordance with the percentage/ slabs/ conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.

c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director. Further, in case of KMP and Senior Management, the increments shall be allowed not only on the basis of performance of the Company alone but shall also include various factors like individual performance vis a vis individual KRA, diligence in achievement of KRAs, Industry trends, economic situation, future growth prospects etc

d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

3.3.2. Remuneration to Whole-time/ Executive/ Managing Director, KMP and Senior Management Personnel:

1) Remuneration to Managing Director/ Whole-time Directors:

a. The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

b. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

c. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, the Company shall pay Remuneration with the previous approval of the Central Government.

d. Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

2. Remuneration to Non- Executive / Independent Directors:

- a. The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b. All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c. An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d. Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i. The Services are rendered by such Director in his capacity as the professional; and
 - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- e. The Nomination and Remuneration Committee of the Company, shall determine the stock options and other share based payments to be made to Non Executive Non Independent Directors.

3) Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall be in compliance with the applicable provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Nomination and Remuneration Committee of the Company, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
- c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- d) The Incentive pay shall be in the form of Performance Bonus and shall be decided based upon the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

4. MEMBERSHIP OF COMMITTEE

- 4.1 The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- 4.2 Minimum two (2) members shall constitute a quorum for the Committee meetings.
- 4.3 Membership of the Committee shall be disclosed in the Annual Report.
- 4.4 Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRPERSON

- 5.1 Chairperson of the Committee shall be an Independent Director.
- 5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- 5.3 In the absence of the Chairperson of the Committee, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

5.4 Chairman of the Nomination and Remuneration Committee meeting would be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required. However, it shall be ensured that such minimum number of meetings of the committee are held as required under the Companies Act, 2013 and Rules framed thereunder or under the listing Regulations.

7. COMMITTEE MEMBERS' INTERESTS

7.1 The disclosure of Interest and participation in the meetings by a member of the Committee shall be as per the provisions of the Act and Rules made thereunder from time to time.

7.2 The Committee may invite such executives, professionals, consultants or experts as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

9.1 Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

9.2 In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee or the chairman of the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

ANNEXURE D-5 TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Our company has always strived to innovate and offer solutions that cater to the evolving needs of our customers. The most recent addition to our suite of products is our digital lending solution focused on Early Wage Access (EWA). This product is designed to address the immediate financial needs of salaried individuals, allowing them to access a portion of their earned wages before their regular payday. As we move forward, our strategic focus will be on further scaling this product and expanding our digital lending portfolio to better serve our customers and enhance shareholder value.

EWA addresses a significant pain point for salaried employees, offering a solution to manage short-term liquidity needs without resorting to high-cost credit options such as payday loans or credit card debt. The convenience, speed, and affordability of EWA make it a compelling offering, particularly in an economy where financial stability remains a concern for a large segment of the population.

Our foray into Early Wage Access is just the beginning of a broader strategy to enhance our digital lending suite. We recognize the immense potential in this space and are committed to becoming a market leader in digital lending solutions. Our immediate focus will be on the following strategic initiatives:

Market Penetration and Customer Acquisition: To capitalize on the growing demand for digital lending, we will focus on further increasing our market penetration. This will involve aggressive marketing campaigns, strategic partnerships, and leveraging digital channels to reach a broader audience. We will also enhance our customer acquisition strategies by providing value-added services that differentiate us from competitors

Regulatory Compliance and Risk Management: In the rapidly evolving digital lending space, maintaining regulatory compliance and managing risks is paramount. We are committed to adhering to all regulatory guidelines issued by the Reserve Bank of India (RBI) and other relevant authorities. Our risk management framework is being continuously refined to address the unique challenges posed by digital lending, including cyber security threats, and data privacy concerns

The future of EWA is promising, with ample opportunities for growth and expansion. By focusing on innovation, customer-centricity, and strategic partnerships, we are confident in our ability to not only meet but exceed the expectations of our customers and stakeholders. Our commitment to enhancing our digital lending suite positions us well for long-term success in this dynamic and rapidly growing industry.

Emerald Finance Limited (BSE: EMERALD), is a dynamic company offering a spectrum of financial products and services including its flagship Earned Wage Access (EWA) in India, has announced the official launch of its employee-centric mobile application, 'EMERALD EWA', now available on the Google Play Store.

FINANCIALS

The financial performance of the Company for the financial year ended March 31, 2025 is given in the director's report.

SWOT Analysis

STRENGTHS <ul style="list-style-type: none"> • Good portfolio quality • Low debt company • Incredible operational expertise • Experienced management team • Highly Scalable business model • Low competition in the EWA space • Reputation of being niche player in NBFC industries 	WEAKNESS <ul style="list-style-type: none"> • Low market penetration • Low brand recall • Medium – high cost of capital
OPPORTUNITIES <ul style="list-style-type: none"> • Buoyant business environment • Huge Growth Potential • Potential to provide other value added services • Increasing salary base for middle-class • Large untapped market for EWA product 	THREATS <ul style="list-style-type: none"> • Slow Industrial Growth • Economic factors leading to recession • Volatility in markets likely to affect revenues and increase the cost of capital • Government Policies • Shifts in consumer tastes, moving away from NBFC products • Global uncertainties

INDUSTRY STRUCTURE & DEVELOPMENT

Indian economy is going through a period of rapid 'financial liberalisation'. Today, the 'intermediation' is being conducted by a wide range of financial institutions through a plethora of customer friendly financial products.

Emerald finance Limited today has emerged as a strong & reliable player in a fiercely competitive market of financial services.

Emerald Finance Limited has built a strong presence in the market through its cumulative experience, strong network as well as sound systems and processes. The company's long-term aspiration is to play a significant role in meeting the financial requirements of retail customers as well as corporate clients.

INFORMATION TECHNOLOGY

Our company constantly upgrades its technology both in terms of hardware and software. This also helped installing a good management information system for the management to get timely information for decision making. As a digital-first product, the success of our EWA offering hinges on our ability to innovate continuously. We are investing heavily in technology to ensure our platform is not only secure and reliable but also intuitive and user-friendly. These investments will also enable us to scale our operations efficiently and handle increasing volumes as the demand for our services grows

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Our Company has built adequate systems of internal controls towards achieving efficiency and effectiveness in operations, optimum utilization of resources, and effective monitoring thereof as well as compliance with all applicable laws. The internal control mechanism comprises a well-defined organization structure, documented policy guidelines, predetermined authority levels and processes commensurate with the level of responsibility.

HUMAN RESOURCES

Our Company continues to lay great stress on its most valuable resource - people. Continuous training, both on the job and in an academic setting, is a critical input to ensure that employees at all levels are fully equipped to deliver a wide variety of products and services to the customer of the company.

We are committed to maintaining a diverse, healthy and thriving workforce that imbibes our culture of empowerment, innovation, safety and well being. Our associates play a key role in decision making and providing impactful solutions in transformation of the organization. The Company has 36 permanent Employees on the rolls of Company as on 31st March, 2025

RESPONSIBILITY FOR THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Board of Directors have reviewed the Management Discussion and Analysis prepared by the Management. Statement in this report of the Company's objective, projections, estimates, exceptions, and predictions are forward looking statements subject to the applicable laws and regulations. The statements may be subjected to certain risks and uncertainties.

The Company assumes no responsibility in respect of forward looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

OTHER KEY INDICATORS

Ratios	2024-25	2023-24	2022-23	% Increase/ Decrease	Reason for change
Debtors Turnover Ratio	12.05	5.87	5.85	105.28%	Because of timely receipt of payment from debtors.

Interest Coverage Ratio	5.49	4.90	5.76	12.04%	Because of increase in EBITA margin.
Current Ratio	6.54	4.94	5.85	32.39%	Due to decrease in current liabilities as compared to that of current assets
Debt Equity Ratio	0.20	0.33	0.12	-0.39%	INR 30Crore of Equity was raised during the previous year
Operating Profit Margin	0.80	0.69	0.64	15.94%	Due to Increase in Revenue during the year viz a viz expenses
Net Profit Margin	0.48	0.41	0.40	17.07%	Because of increase in revenue during the year as compared to increase in expenses.

ANNEXURE D-6 TO THE DIRECTORS' REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

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

To,

The Members,
Emerald Finance Limited,
(formerly known as Emerald Leasing Finance and Investment Company Limited)
S.C.O. 7, Industrial Area,
Phase 2, Chandigarh.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **EMERALD FINANCE LIMITED** (formerly known as Emerald Leasing Finance and Investment Company 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 EMERALD 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 March 31, 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 **EMERALD FINANCE LIMITED** ("the Company") for the financial year ended on March 31, 2025 under the provisions of below mentioned regulations:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2013.
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: Not Applicable during the financial year under review.

- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
 - e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not Applicable as there was no instance of Buy-Back during the financial year.
 - f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: Not applicable during the financial year under review.
 - g) 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 as the company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review.
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- Not applicable as the company has not delisted any securities from any stock exchange during the financial year under review.
- (vi) The major provisions and requirements prescribed under all applicable Labour laws viz. The Payment of Wages Act, 1936, The Minimum Wages Act, 1948, The Payment of Bonus Act, 1965, Employee's State Insurance Act, 1948, Employees Provident Fund and Miscellaneous Provisions Act, 1952, Payment of Gratuity Act, 1972 etc.
- (vii) Environment Protection Act, 1986 and other environmental laws.
- (viii) Hazardous Waste (Management and Handling) Rules, 1989 and the Amendments Rules, 2003.
- (ix) The Air (Prevention and Control of Pollution) Act, 1981
- (x) The Water (Prevention and Control of Pollution) Act, 1974

The company complies with Statutory Tax Audit requirement under section 44AB of the Income Tax Act, 1961, which is done by Tax Auditors appointed, in his Tax Audit Report, so we have not reviewed compliance of applicable Income Tax Laws to the Company.

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to the extent applicable, being a material subsidiary of a listed company.

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

Based on our examination and the information received and records maintained, I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors during the financial year were carried out in compliance with the applicable regulations.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well 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.

3. All decisions are carried out through majority, while the dissenting members' views, if any, are captured and recorded as part of the minutes.
4. The company has proper board processes.

Based on the compliance mechanism established by the company and on the basis of the compliance certificate(s) issued by the Company Secretary/ Officers, I am of an opinion that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period under review, the company has issued and allotted 26,31,579 equity shares on conversion of warrants to non promoter on preferential basis of INR 10 each at a price of INR 38 per Equity Share i.e. aggregating to INR 10,00,00,002 (Rupees Ten Crore and Two Only), 10,00,000 equity shares to non promoter on preferential basis of INR 10 each at a price of INR 100 per Equity Share i.e. aggregating to INR 10,00,00,000 (Rupees Ten Crore) and 765090 equity shares to promoters and non promoter on preferential basis of INR 10 each at a price of INR 131 per Equity Share i.e. aggregating to INR 10,02,26,792 (Rupees Ten Crore Two Lacs Twenty Six Thousand Seven Hundred Ninety Two Only).

I further report that during the period under review, the company has issued 100 Secured Unlisted Unrated Redeemable Non convertible Debentures (Series 4) at a price of Rs 1,00,000 /- (One Lac) each aggregating upto Rs. 1,00,00,000/- (Rupees One Crore Only) and 24 Secured Unlisted Unrated Redeemable Non convertible Debentures (Series 5) at a price of Rs 5,00,000 /- (Five Lacs) each aggregating upto Rs. 1,20,00,000/- (Rupees One Crore Twenty Lacs Only) on private placement basis, for which necessary forms and returns have been filled with Registrar of Companies, Chandigarh.

There was an inadvertent non-compliance by the Company regarding submission of Annual Report to the Stock exchange for the year 2023-24 and the company has paid penalty of Rs. 1,01,480.

Apart from the business stated above, there were no instances of:

- (i) Redemption / buy-back of securities.
- (ii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (iii) Merger / amalgamation / reconstruction etc.
- (iv) Foreign technical collaborations.

Place: Shimla
Date: 26.08.2025
Company Secretaries

UDIN: A046547G001084419

ANIL SINGH NEGI
ACS No. 46547
C P No.: 17213
Peer Review Cert No. 2383/2022

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

“Annexure-A”

To,

The Members,
Emerald Finance Limited,
(formerly known as Emerald Leasing Finance and Investment Company Limited)
S.C.O. 7, Industrial Area,
Phase 2, Chandigarh.

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

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records, based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the processes and practices, we followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the extent of verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Shimla
Date: 26.08.2025

UDIN: A046547G001084419

ANIL SINGH NEGI
ACS No. 46547
C P No.: 17213
Peer Review Cert No. 2383/2022

ANNEXURE D-6A TO THE DIRECTORS' REPORT**Form No. MR-3****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

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

To,

The Members,
Eclat Net Advisors Private Limited,
SCO. 7, Industrial Area,
Phase- 2, Chandigarh 160002.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Eclat Net Advisors Private 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 Eclat Net Advisors Private 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 March 31, 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 Eclat Net Advisors Private Limited ("the Company") for the financial year ended on March 31, 2025 under the provisions of below mentioned regulations:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2013.
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: Not Applicable during the financial year under review.

- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
 - e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not Applicable as there was no instance of Buy-Back during the financial year.
 - f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: Not applicable during the financial year under review.
 - g) 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 as the company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review.
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- Not applicable as the company has not delisted any securities from any stock exchange during the financial year under review.
- (vi) The major provisions and requirements prescribed under all applicable Labour laws viz. The Payment of Wages Act, 1936, The Minimum Wages Act, 1948, The Payment of Bonus Act, 1965, Employee's State Insurance Act, 1948, Employees Provident Fund and Miscellaneous Provisions Act, 1952, Payment of Gratuity Act, 1972 etc.
- (vii) Environment Protection Act, 1986 and other environmental laws.
- (viii) Hazardous Waste (Management and Handling) Rules, 1989 and the Amendments Rules, 2003.
- (ix) The Air (Prevention and Control of Pollution) Act, 1981
- (x) The Water (Prevention and Control of Pollution) Act, 1974

The company complies with Statutory Tax Audit requirement under section 44AB of the Income Tax Act, 1961, which is done by Tax Auditors appointed, in his Tax Audit Report, so we have not reviewed compliance of applicable Income Tax Laws to the Company.

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to the extent applicable, being a material subsidiary of a listed company.

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

Based on our examination and the information received and records maintained, I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors during the financial year were carried out in compliance with the applicable regulations.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well 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.

3. All decisions are carried out through majority, while the dissenting members' views, if any, are captured and recorded as part of the minutes.
4. The company has proper board processes.

Based on the compliance mechanism established by the company and on the basis of the compliance certificate(s) issued by the Company Secretary/ Officers, I am of an opinion that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

- (iv) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (v) Redemption / buy-back of securities.
- (vi) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013.
- (vii) Merger / amalgamation / reconstruction etc.
- (iv) Foreign Technical Collaborations.

Place: Shimla
Date: 26.08.2025
UDIN: A046547G001084474

ANIL SINGH NEGI
ACS No. 46547
C P No.: 17213
Peer Review Cert No. 2383/2022

ANNEXURE D-7 TO THE DIRECTORS' REPORT**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Lakhs.)

	Particulars	Details
1	Name of the subsidiary	Eclat Net Advisors Pvt. Ltd.
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01-04-2024 – 31-03-2025
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4	Share capital	110.76
5	Reserves & surplus	1071.692
6	Total assets	2038.056
7	Total Liabilities	855.608
8	Investments	Nil
9	Turnover	816.244
10	Profit before taxation	325.934
11	Provision for taxation	81.446
12	Profit after taxation	244.488
13	Proposed Dividend	NIL
14	% of shareholding	81.26%

Notes: The following information shall be furnished at the end of the statement:

Part "B": Associates and Joint Ventures

Nil

ANNEXURE D-8 TO THE DIRECTORS' REPORT: -

Details of Guarantees			
Sr. No.	Name of Entity/Person	Amount	Purpose
1	No Guarantees have been given during the Financial year 2024-2025		
Details of Investments			
Sr. No.	Name of Entity/Person	Amount in Rs.)	Purpose
1	Eclat Net Advisors Private Limited	89,99,900.00	To Promote online and offline business through its Subsidiary Company
2.	Fundfina Technologies Private Limited	5,00,000.00	For capital appreciation

ANNEXURE D-9 TO THE DIRECTORS' REPORT**FORM NO. AOC -2**

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis. –**NIL**
2. Details of contracts or arrangements or transactions at Arm's length basis

a)

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	M/s Eclat Net Advisors Private Limited
b)	Nature of contracts/arrangements/transaction	Investment made in Equity of Subsidiary Company (Eclat Net Advisors Pvt Ltd) -899990 shares of Rs. 10/- each.
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Investment in equity shares at par
e)	Justification for entering into such contracts or arrangements or transactions'	Starting up online/ offline syndication business through its subsidiary company
f)	Date of approval by the Board	16.03.2015
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

2)

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mr. Sanjay Aggarwal, Managing Director Mrs. Anubha Aggarwal, Director and Relative of Managing Director
b)	Nature of contracts/arrangements/transaction	Rent paid to Sanjay Aggarwal (Managing Director)
c)	Duration of the contracts/arrangements/transaction	As Mutually agreed
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Transactions with promoter at market value INR1.20lacs
e)	Justification for entering into such contracts or arrangements or transactions'	Good Office at reasonable rate.
f)	Date of approval by the Board	26.10.2017
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

a)

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	• Mr. Sanjay Aggarwal, Managing Director
b)	Nature of contracts/ arrangements/ transaction	• Managerial Remuneration paid to Mr. Sanjay Aggarwal (Managing Director)
c)	Duration of the contracts/ arrangements/ transaction	Till resignation from the designation of MD.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	INR 1,00,000 per month (actually paid 4,40,000/- during F.Y. 2024-25 – Rs. 4,00,000 Remuneration and Rs. 40000 Guarantee Fee)
e)	Justification for entering into such contracts or arrangements or transactions'	Reasonable Transaction
f)	Date of approval by the Board	09.08.2022
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

ANNEXURE D-10 TO THE DIRECTORS' REPORT**VIGIL MECHANISM & WHISTLE BLOWER POLICY****Whistle Blower Policy****A. INTRODUCTION**

Emerald Finance Limited (herein referred as “Emerald”) is committed to its “vision statement” of upholding its Financial Services Brand creating an ethos of trust across all constituents, developing a culture of empowerment and a spirit of enterprise within the company thereby becoming the most preferred employer in the financial sector.

Consistent with the Vision Statement, **Emerald** is committed to maintain and provide to all its employees and directors highest standards of transparency, probity and accountability. **Emerald** endeavors to develop a culture where it is safe and acceptable for all employees and director to raise / voice genuine concern in good faith and in a responsible as well as effective manner.

B. APPLICABILITY OF THE POLICY AND ITS EFFECTIVE DATE

This Policy which has been in existence, as amended from time to time, applies to all employees and directors of the **Emerald** including those who are on probation from immediate effect.

The effective date of the Policy for each member of the **Emerald** will be decided by the Board of Directors of the respective companies by drawing reference to this policy with appropriate changes and/or adopting a whistle blowing policy on the same lines as this policy.

C. WHISTLE BLOWER

Any employee or director or any other person that the company through the Audit Committee of the Board may wish to extend this policy including suppliers, vendors, Service provider or by whatever name called (hereinafter referred to as “Whistle blower”), who in good faith raises genuine concern or reports evidence of activity by the company or its employees or director that may constitute:

1. Instances of corporate fraud;
2. Unethical business conduct;
3. a violation of Central or State laws, rules, regulation and / or any other regulatory or judicial directives;
4. Any unlawful act, whether criminal or civil;
5. Malpractice;
6. Serious irregularities;
7. Impropriety, abuse or wrong doing;
8. Deliberate breaches and non-compliance with the company's policies;
9. Questionable accounting / audit matters / financial malpractice; (collectively referred to as “the concerns”) If one is acting in good faith it does not matter if one is mistaken.

D. REPORTING

If whistle blower has become aware of any concern, he must immediately report through such means or methods as may be communicated by the Audit Committee or through e-mail, telephone, or a letter sent by mail, courier or fax, the facts to any or all of the following persons clearly indicating that this reporting of the concerns is under policy :

1. Any member of the Audit Committee or such other persons as may be communicated by the Audit Committee from time to time.

If any of the members of the Audit Committee have a conflict of interest in a given case, they should recuse with the matter on hand.

The company will not insist the Whistle Blower to prove that his/her concern is true.

E. INVESTIGATION

All concerns under this policy will be investigated and all information disclosed during the course of investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action in accordance with applicable laws/ Company policies.

PROCEDURE:

Once any concern has been raised/ reported, the Administrator shall take the following :

1. Obtain full details and clarification of the concern;
2. Consider ordering investigation by the company's internal auditors or any other investigation agency or person, external or internal including the police;
3. Fully investigate into the allegation with the assistance where appropriate of other individuals/ bodies

F. DISCIPLINARY ACTION

Audit committee shall oversee that appropriate disciplinary actions are taken as per the prevailing Human Resources policies of the Company. Actions however may be taken by the concerned business team/ unit or any other department/ committee in turn shall appropriately apprise the Board of Directors, wherever deemed necessary.

G. UNTRUE CONCERNS

If a Whistle Blower reports/ raises a Concern in good faith, which is not confirmed by subsequent investigation, no action will be taken against that Whistle Blower. In making a disclosure, the Whistle Blower shall exercise due care to ensure the accuracy of the information. In case of repeated frivolous complaints being filed by an employee of director (if he/she chooses to disclose his/her name), the Audit Committee may take suitable action against the concerned employee or director including reprimand.

H. DISCRIMINATION

The company strictly prohibits discrimination, retaliation or harassment of any kind against a Whistle Blower who based on his reasonable belief that such conduct or practices have occurred or are occurring, report that information. If a Whistle Blower believes that he/she has been subjected to discrimination, retaliation or harassment for having reported concern under this Policy, he/she must report such fact to any member of the Audit Committee.

ANNEXURE D-11 TO THE DIRECTORS' REPORT**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,

**The Members of
Emerald Finance Ltd.,
SCO-7, Industrial Area,
Phase II, Behind Plot No.410,
Chandigarh -160002**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Emerald Finance Limited having CIN L65993CH1983PLC041774 and having registered office at SCO-7, Industrial Area, Phase II, Behind Plot No.410, Chandigarh -160002 and (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	SANJAY AGGARWAL	02580828	01/09/2009
2.	ANUBHA AGGARWAL	02557154	26/10/2017
3.	AKSHAY KUMAR AGARWAL	07144917	17/08/2024
4.	MANJEET KAUSHIK	10746402	17/08/2024

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

Place: Chandigarh

Date : 26.08.2025

UDIN: A046547G001084738

Sd/-
ANIL SINGH NEGI
(Proprietor)
ACS No. 46547
C P No.: 17213
Peer Review Cert No. 2383/2022

ANNEXURE D-12 TO THE DIRECTORS' REPORT

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To
The Members of Emerald Finance Limited

We have examined the compliance of conditions of Corporate Governance by Emerald Finance Limited for the year ended March 31, 2025, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 except for composition of Board/committee.

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

Place: Chandigarh
Date : 26.08.2025

UDIN: A046547G001084496

Sd/-
ANIL SINGH NEGI
ACS No. 46547
C P No.: 17213
Peer Review Cert No. 2383/2022

ANNEXURE D-13 TO THE DIRECTORS' REPORT

DECLARATION OF THE MANAGING DIRECTOR

This is to certify that the Company has laid down code of conduct for all Board Members and Senior Management of the Company and the copies of the same is uploaded on the website of the Company www.emeraldfin.com. Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the code applicable to them during the year ended March 31, 2025.

Place: CHANDIGARH
Date: 11.04.2025

SD/-
SANJAY AGGARWAL
Managing Director

ANNEXURE D-14 TO THE DIRECTORS' REPORT**CEO and CFO DECLARATION**

**The Board of Directors of,
Emerald Finance Ltd.,
SCO-7, Industrial Area,
Phase II, Behind Plot No.410,
Chandigarh -160002**

Date: 22.05.2025

We hereby certify that for the financial year ending 31-03-2025, on the basis of review of financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

1. These Statements of Emerald Finance Limited for the Financial year ending 31-03-2025, do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and we have taken steps from time to time to rectify these deficiencies.
5. We further certify that we have indicated to the Auditors and the Audit Committee that:
 - a) there have been no significant changes in internal control over financial reporting during the year;
 - b) there have been no significant changes in accounting policies during the year and
 - c) there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-

**Sanjay Aggarwal
(Managing Director)**

**Place: CHANDIGARH
Date: 22.05.2025**

Sd/-

**Sheetal Kapoor
(Chief Financial Officer)**

**SD/-
SANJAY AGGARWAL
Managing Director**

INDEPENDENT AUDITORS' REPORT

To the Members of

Emerald Finance Limited

Report on the Standalone Financial Statements as per Ind AS

Opinion

We have audited the accompanying Standalone Financial Statements of Emerald Finance Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of change in Equity and the Statement of Cash Flows Statement for the year ended on that date, and notes to the financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Standalone Financial Statements").

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

Basis for Opinion

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

Key Audit Matters

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

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

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

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

Responsibilities of Management Those Charged with the Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and change in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standard Ind AS specified under Section 133 of the Act, read with the provision of the Companies (Indian accounting Standards) Rules, 2015 as amended . This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentations of the Standalone Financial Statements that give a true and fair view and free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management and Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matter relating to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operation, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the Audit of Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit

evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Perform procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Financial Results of which we are the independent auditors.
- Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

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

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

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

Report on Other Legal and Regulatory Requirement's

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

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

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

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

d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014;

e) On the basis of written representations received from the directors as on March 31, 2025, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of section 164(2) of the Companies Act, 2013.

f) with respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls with reference to Standalone Financial Statements.

g) with respect to other matters to be included in the Auditors Report in accordance with the requirements of section 197(16) of the Act as amended: ,In our Opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of Section 197 read with schedule V of the Act.

h) With respect to the other matters included in the Auditor’s Report in accordance with Rule 11 of Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to explanations given to us:

I. There is no pending litigations against /for the Company.

II. There is no long term contracts including derivative contracts and

III. There have been no delay in transferring amounts which are required to be transferred to
be transferred to the Investor Education and Protection Fund by the company.

IV (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been advanced or loaned or Invested (either from borrowed funds or share premium or any other sources or kinds of Funds) by the Company to or in any other persons or entities including foreign entities (“Intermediaries”), with the understanding , whether recorded in writing or otherwise, that the Intermediary shall:

- Directly or indirectly lend or invest in other persons or entities identified in a manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company Or
- Provide any guarantee , security or the like to or on behalf of the Ultimate Beneficiaries

(b) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been received by the Company from any persons or entities , including foreign entities (“Funding Parties”) , with the understanding, whether recorded in writing or otherwise , that the Company shall:

- Weather directly or indirectly lend or invest in other persons or entities identified in a manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) S or
- Provide any guarantee , security or the like to or on behalf of the Ultimate Beneficiaries ;

(c) Based on such audit procedures as considered reasonable and appropriate in the circumstances , nothing has come to our notice that has caused us to believe that representations under sub-clause (i) and (ii) of Rule 11(e) ,as provided under (a) and (b) above contain any material misstatement; and

V. The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

VI. Based on our examination, which included test checks, the Company has used accounting software’s for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording

audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

FOR S.LAL. BANSAL&CO
CHARTERED ACCOUNTANTS
Firm No. 0002664N

PLACE:CHANDIGARH
DATED: May 22, 2025

SHAM LAL BANSAL
Partner
Membership No. 081569
UDIN :25081569BMJREE8645

ANNEXURE – A TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

To the best of information and according to the examinations provided to us by the Company and books of account and records examined by us in the normal course of audit, we state that:

- (i) In respect of the Company’s property ,plant and equipment ,right –of-use assets and intangible assets
 - (a) i) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets;
 - ii. The Company has no intangible Asset as on the date of Balance Sheet.
- (b) The Company has a program of verification to cover all items of property, plant and equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its property, plant and equipment. Pursuant to the programme, a portion of the property, plant and equipment have been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company has no immovable property under its name.
- (d) The company has not revalued its Property, Plant and Equipment (including right of use assets) during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at 31st March 2025 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The company does not hold any inventory. Accordingly, reporting under the clause 3 (ii)(a) of the order is not applicable to the company.
- (b) The company has not been sanctioned working capital limit in excess of Rs. 5 Crores ,in aggregate, at any point of time during the year, from banks and financial institutions bases on the basis of security of current assets (except term loans availed by the company on the basis of book receivables). Hence, reporting under clause 3 (ii) (b) of the Order is not applicable.
- (iii) (a) The Company is a Non-Banking Finance Company and its principal business is to give loans. Accordingly,

reporting under clause 3(iii)(a) of the Order is not applicable to the company.

(b) In our opinion, and according to the information and explanations given to us, the investments made and terms and conditions of the grant of all loans and advances in the nature of loans provided are, prima facie, not prejudicial to the interest of the Company.

(c) The Company is a Non-Banking Financial Company ('NBFC'), registered under provisions of the Reserve Bank of India Act, 1934 and rules made thereunder and is regulated by various regulations, circulars and norms issued by the Reserve Bank of India including Master Circular – Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances. In respect of loans and advances in the nature of loans granted by the Company, we report that the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts of principal and interest are regular.

(d) According to the information and explanations given to us, the total amount which is overdue for more than 90 days in respect of loans and advances in the nature of loans given in course of the business operations was NIL as at 31 March 2025.

e) The Company is a Non-Banking Finance Company and its principal business is to give loans. Accordingly, reporting under clause 3(iii)(e) of the Order is not applicable to the Company.

(f) The Company has not granted any loans or advances in the nature of loans, which are repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

(iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and section 186 of the Act in respect of loans granted, investments made and guarantees and securities provided as applicable. Further, the Company has not entered into any transaction covered under section 185 and section 186 of the Act in respect of guarantees and security.

(v) The provisions of the sections 73 to 76 and any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended), are not applicable to the Company being a non-banking financial company registered with the Reserve Bank of India ('the RBI'), and also the Company has not accepted any deposits from public or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act. Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company. Thus reporting under clause 3(vi) of the order is not applicable.

(vii) (a) According to the information and explanations given to us and based on the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Excise Duty, Custom Duty, Goods and Service Tax, Cess and other material statutory dues, as applicable, with the appropriate authorities.

(b) with reference to (a) above there are no disputed dues on account of Income Tax, Service Tax, Sales Tax, Excise Duty, Custom Duty, Value Added Tax, Goods and Service Tax, Cess and other statutory dues as at 31st March 2025 .

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us including the confirmations received from banks/ financial institution and/ or other lenders and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained, though idle funds which were not required for immediate utilization have been invested in readily realizable liquid investments.

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilized for long term purposes.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint ventures.

(f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries or joint ventures.

(x)(a) In our opinion, and according to the information and explanations given to us, the Company has not an raised money by way further public offer (including debt instruments) during the year. Accordingly, paragraph 3 (x) (a) of the order is not applicable

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has made 3 private placements during the year, i.e. 26,31,579 equity shares at premium of Rs. 28/-per share (Face value of share Rs. 10/- per share) during September 2024, 10,00,000 equity shares at premium of Rs. 90/-per share (Face value of share Rs. 10/- per share) during December 2024 and 7,65,090 equity shares at premium of Rs. 121/-per share (Face value of share Rs. 10/- per share during March 2025.

(xi) (a) No material fraud on or by the Company has been noticed or reported during the year nor have we been informed of any such case by the Management.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report .

(c) As represented by the management, there are no whistle blower complaints received by the company during the year.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, reporting as per paragraph 3 para (xii) of the Order is not required.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.

(xiv) The Company has an internal audit system commensurate with the size of the company hence no material points were noted in internal audit reports which need our comments.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected with

them. Accordingly, reporting as per paragraph 3(xv) of the Order is not required.

(xvi) (a) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained by the Company.

(b) According to the information and explanations given to us, the Company has conducted Non Banking Financial activities during the year under a valid Certificate of Registration (CoR) from the RBI as per the Reserve Bank of India Act, 1934.

(c) According to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the RBI. Accordingly, reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.

(d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

(xvii) The Company has not incurred any cash loss in the current as well as the immediately preceding financial year

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management, we are of the opinion that no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) There is no ongoing projects relating to CSR hence no unspent amounts towards such requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Further the company has not undertaken any ongoing project as a part of CSR Accordingly, reporting under clause 3(xx)(a) and (b) of the Order are not applicable for the year.

(xxi) The company has one subsidiary and there is no qualification or adverse remarks by the respective auditor.

FOR S.LAL. BANSAL&CO
CHARTERED ACCOUNTANTS
Firm No. 0002664N

PLACE:CHANDIGARH
DATED: 22/05/2025

SHAM LAL BANSAL
Partner
Membership No. 081569
UDIN:25081569BMJREE8645

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of Standalone Financial Statements of Emerald Finance Limited ("the Company") as of 31st March, 2025 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in

accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

for **S.LAL.BANSAL&CO**

Chartered Accountants

Firm's Registration Number: 002664N

CA. SHAM LAL BANSAL

Partner

Membership Number: 081569

Place of Signature: Chandigarh

Date: 22nd May, 2025

UDIN:25081569BMJREE8645

Notes forming part of the financial statements for the year ended March 31, 2025

Note 1 Corporate Information

M/s Emerald Finance Limited (Formerly “Emerald Leasing Finance and Investment Company Limited”) (the ‘Company’) is a Listed Limited Company domiciled in India and incorporated under the provisions of the Companies Act on 22-11-1983. The Company is a NBFC registered with RBI vide certificate No B - 06.00615 dated 15th Dec 2018 as amended.

Note 2 Summary of Significant Accounting Policies

2.1. Basis of Preparation and Presentation

a) Statement of compliance

The Company has adopted Indian Accounting Standards (Ind AS) with effect from 1st April, 2017, with transition date of 1st April, 2016, pursuant to notification issued by Ministry of Corporate Affairs dated 16th February, 2015, notifying the Companies (Indian Accounting Standards) Rules, 2015. Accordingly, the financial statements comply with Ind AS as prescribed under section 133 of the Companies Act, 2013 (the "Act"), read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, relevant provisions of the Act and other accounting principles generally accepted in India.

The financial statements for the year ended 31st March 2025 are prepared under Ind AS.

b) Functional and presentation currency

The management has determined the currency of the primary economic environment in which the Company operates i.e., functional currency, to be ‘Indian Rupees’ [INR (Rs.)]. The financial statements are presented in INR (Rs.) which is Company’s functional and presentational currency.

c) Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items

Items	Measurement Basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

d) Critical accounting estimates and judgments

In preparing these financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgements

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements.

2.2. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements and in preparing the opening Ind AS Balance Sheet as at 1st April, 2016 for the purposes of the transition to Ind AS.

a) Current and non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is due to be settled within 12 months after the reporting date; or
- The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of financial liabilities some part of which may be noncurrent. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained

its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities as current and non-current.

b) Financial instruments

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

i. Financial assets

Recognition and initial measurement

All financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets are initially measured at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Classification and subsequent measurement

Classification

For the purpose of subsequent measurement, the Company classifies financial assets in following categories:

- Financial assets at amortized cost;
- Financial assets at fair value through profit or loss (FVTPL)

A financial asset being 'debt instrument' is measured at the amortized cost if both of the following conditions are met

- The financial asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

A financial asset being equity instrument is measured at FVTPL.

All financial assets not classified as measured at amortized cost are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

ii. Financial liabilities

Recognition and initial measurement

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial liabilities are initially measured at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the liability.

c) Equity share capital

Proceeds from issuance of ordinary shares are recognized as equity share capital in equity.

d) Cash and cash equivalents

Cash and cash equivalents include cash in hand, bank balances and any deposits with original maturities of three months or less (that are readily convertible to known amounts of cash and cash equivalents and subject to an insignificant risk of changes in value). However, for the purpose of the statement of cash flows, in addition to above items, any bank overdrafts / cash credits that are integral part of the Company's cash management, are also included as a component of cash and cash equivalents.

e) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received/receivable net of trade discounts, GST or any other taxes as applicable from time to time.

The Company assesses its revenue arrangements against specific criteria, i.e., whether it has exposure to the significant risks and rewards associated with the rendering of services, in order to determine if it is acting as a principal or as an agent.

Sale of Services

Revenue from the sale of services is recognized when the services has been provided to the client and are invoiced, at which time all the following conditions are satisfied:

1. the Company has transferred to the buyer the significant risks and rewards of ownership of the goods or services;
2. the Company retains neither continuing managerial involvement to the degree usually associated with services provided.
3. the amount of revenue can be measured reliably;
4. it is probable that the economic benefits associated with the transaction will flow to the Company; and
5. the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on, 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.

Dividend income

Dividend income from investments is recognized when the shareholder's right to receive payment has been established.

f) Income tax

Income tax expense comprises current and deferred tax. It is recognized in statement of profit and

loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on reversal of temporary differences. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

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

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Minimum Alternative Tax ('MAT') expense under the provisions of the Income Tax Act, 1961 is recognized as an asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Company and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Company becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is written down to reflect the amount that is reasonably certain to be set off

in future years against the future income tax liability. MAT Credit Entitlement has been presented as Deferred Tax in Balance Sheet.

g) Earnings per share

The Company presents basic and diluted earnings per share (EPS) data for its equity shares. Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

For Emerald Finance limited

Sanjay Aggarwal
Managing Director

Anubha Aggarwal
Director

Sheetal Kapoor
CFO

Amarjeet Kaur
Company secretary

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE &
INVESTMENT COMPANY LIMITED) CIN -
L65993CH1983PLC041774

BALANCE SHEET AS ON MARCH 31, 2025

PARTICULARS	NOTE NO.	As at 31st March 2025 (INR in Lacs)	As at 31st March 2024 (INR in Lacs)
ASSETS			
(1) Financial Assets			
Cash and Cash Equivalents	3	1,465.864	80.958
Bank balances other than cash and cash equivalents	4	228.751	209.790
Loans and Advances	5	7,271.964	4,487.751
Trade Receivables	6	124.033	99.605
Investment in subsidiaries and joint venture	7A	89.999	89.999
Other investments	7B	5.000	5.000
Other financial assets	8	103.223	394.155
		9,288.834	5,367.258
(2) Non-financial assets			
Property, plant and equipment	9	11.111	5.610
Deferred Tax Assets (net)	10	0.346	0.266
Intangible assets	11	4.243	9.712
		15.700	15.588
Total Assets		9,304.534	5,382.846
LIABILITIES AND EQUITY			
(1) LIABILITIES			
Financial Liabilities			
Debt Securities	12	143.077	60.000
Long Term Borrowings	13	1,357.180	1,233.365
Trade Payables	14	-	-
Other financial Liabilities	15	22.817	25.613
		1,523.074	1,318.978
Non-financial Liabilities			
Short Term Provisions	16	270.931	133.153
		270.931	133.153
(2) EQUITY			
Equity Share Capital	17	3,454.032	3,014.365
Other Equity	18	4,056.497	916.350
		7,510.529	3,930.715
Total		9,304.534	5,382.846

Significant Accounting Policies & Notes on Financial Statements

1 to 49

-

-

As per our report of even date attached.

For and on behalf of the Board

For S.Lal Bansal & Company
Chartered Accountants
Firm No : 002664N

Sanjay Aggarwal
Managing Director
DIN No: 02580828

Anubha Aggarwal
Director
DIN No. 02557154

Sham Lal Bansal
Partner
Membership No. - 081569
UDIN : 25081569BMJREE8645

Sheetal Kapoor
CFO

Amarjeet Kaur
Company Secretary

Place : Chandigarh
Dated : May 22, 2025

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
CIN - L65993CH1983PLC041774
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2025

Particulars		(INR in Lacs) As at March 31		
		2025	2024	
I	Revenue from Operations	19	1,342.064	738.972
II	Other Income	20	5.113	3.526
III	Total Income		1,347.177	742.498
IV	EXPENSES			
	Employee-Benefits Expenses	21	137.864	97.355
	Finance Costs	22	197.284	104.599
	Depreciation and Amortization Expenses	23	1.777	1.496
	Other Expenses	24	127.069	137.241
	Total expenses		463.994	340.691
V	Profit/ (Loss) before Exceptional Items & Tax (I-IV)		883.183	401.807
VI	Exceptional Items			
	Other Exceptional Items		-	-
VII	Profit/(Loss) Before Tax (V-VI)		883.183	401.807
VIII	Tax expense			
	Current Tax (including Deferred Tax & previous year adjustments)	25	223.799	101.203
	Net Profit before Provisions		659.384	300.604
	Current Statutory Provisions	26	15.000	-
IX	Profit for the year		644.384	300.604
X	Earning per equity share			
	Basic Earnings per share	27	1.866	0.997
	Diluted Earnings per share	27	1.866	0.997
	(Nominal value per share INR 10)			
	Summary of significant Accounting Policies followed by the company	1 to 49		

As per our report of even date attached.

For and on behalf of the Board

For S.Lal Bansal & Company
Chartered Accountants
Firm No : 002664N

Sham Lal Bansal
Partner
Membership No. - 081569
UDIN : 25081569BMJREE8645

Sanjay Aggarwal
Managing Director

Sheetal Kapoor
CFO

Anubha Aggarwal
Director

Amarjeet Kaur
Company Secretary

Place : Chandigarh
Dated : May 22, 2025

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
NOTES ON FINANCIAL STATEMENT AS ON MARCH 31, 2025 Continued

3 Cash and Cash Equivalents

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Cash in hand	0.462	3.065
Balances with banks	1,465.402	77.893
TOTAL	1,465.864	80.958

4 Bank Balances other than cash and Cash Equivalents

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Unclaimed Dividend Accounts	2.468	1.926
Fixed Deposits with Banks	226.283	207.864
TOTAL	228.751	209.790

**5 Loans and Advances
(Unsecured, considered good, unless stated otherwise)**

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Unsecured loans:		
Loans to Individuals/ Firms/ Body corporates	7,271.964	4,487.751
TOTAL	7,271.964	4,487.751

**6 Trade Receivables
(Unsecured, considered good, unless stated otherwise)**

Particulars	(INR in Lacs) As at March 31	
	2025	2024
More than six months	-	-
Less than six months		
Fees receivables	124.033	99.605
Others	-	-
TOTAL	124.033	99.605

Trade receivable aging schedule

OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENTS						
PARTICULARS	Not due	less than 6 months	6 months -1 year	1-2 years	More than 2 years	More than 2 years
31-Mar-25						
Undisputed Trade receivables – considered good		124.033	-	-	-	-
Unbilled dues		-	-	-	-	-
31-Mar-24						
Undisputed Trade receivables – considered good		99.605	-	-	-	-
Unbilled dues		-	-	-	-	-

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
NOTES ON FINANCIAL STATEMENT AS ON MARCH 31, 2025 *Continued*

7 Investments

Particulars	(INR in Lacs) As at March 31	
	2025	2024
A. Investment in subsidiary		
Eclat Net Advisors Private Limited	89.999	89.999
TOTAL (A)	89.999	89.999
B. Other Investments		
In shares of other companies		
Fundfina Marketplace Private Limited	5.000	5.000
TOTAL (B)	5.000	5.000

Other Financial assets

8 (Unsecured, considered good, unless stated otherwise)

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Accrued Interest on Unsecured Loans	-	27.516
Cash Collateral with Lenders	15.511	21.472
Cheques in clearing (Net)		296.458
Prepaid Insurance	0.173	0.119
Security Deposits	0.500	-
Short term advances	-	0.235
TDS Receivables	87.039	48.123
GST Input Receivable	-	0.232
TOTAL	103.223	394.155

10 Deferred Tax Assets (Net)

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Deferred Tax Assets (net)	0.346	0.266
TOTAL	0.346	0.266

11 Intangible assets

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Misc Expenditure	4.243	9.712
TOTAL	4.243	9.712

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
NOTES ON FINANCIAL STATEMENT AS ON MARCH 31, 2025 Continued

12 Debt Securities

Particulars	(INR in Lacs) As at March 31	
	2025	2024
15% Non- Convertible Debentures (Aviator Emerging Fund)	-	25.000
16% Non- Convertible Debentures(Calypso Global Investment Fund)	-	17.500
16% Non- Convertible Debentures(Citrus Arbitrage Fund)	-	17.500
16% Non- Convertible Debentures(Neeva Swarnam Private Limited)	23.077	
16.5% Non- Convertible Debentures(Neeva Swarnam Private Limited)	120.000	
TOTAL	143.077	60.000

Terms of repayment of non-convertible debentures (NCDs) as at March 31, 2025

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENTS				
	Due within 1 year	Due to 1 to 2 years	Due 2 to 3 years	More than 3 years	More than 3 years
Issued at par and redeemable at par	23.077	120.000	-	-	-
	-	-	-	-	-

* Secured by charge on specific loan receivables

13 Long Term Borrowings (other than debt securities)

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Long Term Borrowings		
Secured Loans from Banks		
1) State Bank of India against mortgage of property & charge on specific receivable	943.731	599.998
2) Canara bank	3.062	2.700
3) The Punjab State Co-op Bank Limited	2.384	2.603
	949.177	605.301
Secured Loans from NBFC against hypothecation of specific receivable		
1) Alwar general finance Co. Pvt. Ltd.	100.000	-
2) Alwar general finance Co. Pvt. Ltd.	70.117	143.547
3) MAS Financial services Limited	16.667	58.333
4) Punjab Kashmir Finance Limited	100.000	-
5) Punjab Reliable Investment private Limited	-	100.000
6) Punjab Reliable Investment private Limited	8.954	-
7) RAR Fincare Limited	32.152	65.728
8) RAR Fincare Limited	-	47.772
9) RAR Fincare Limited	62.143	-
10) Shine Star Build Cap Private Limited	-	8.595
11) UC Inclusive Credit Private Limited	17.970	200.000
	408.003	623.975
Unsecured Loans		
1) Axis Finance Limited	-	4.089
TOTAL	1,357.180	1,233.365

The company has never defaulted in the repayment of debt securities, borrowings, subordinated liabilities and interest thereon for the year ended March 31, 2025 and in any of the previous years

14 Trade Payables

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Sundry Creditors	-	-
TOTAL	-	-

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
NOTES ON FINANCIAL STATEMENT AS ON MARCH 31, 2025 Continued

Trade Payables (Contd...)

Trade payable aging schedule

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENTS				
	Not due	less than 6 months	6 months -1 year	1-2 years	More than 2 years
31-Mar-25					
MSME		-	-	-	-
Others		-	-	-	-
		-			
31-Mar-24					
MSME		-	-	-	-
Others		-	-	-	-

15 Other Financial Liabilities

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Audit Fees Payable	0.720	0.630
Expenses Payable	5.131	0.304
Unclaimed Dividend	2.468	1.926
Interest Payable	0.175	-
Income Tax Deducted as Source Payable	3.986	9.106
Employer Contribution to PF	0.142	-
GST Payable	10.195	13.647
TOTAL	22.817	25.613

16 Short term Provisions

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Provision for taxation	223.879	101.101
Provision for CSR Expenditure	8.000	-
Provision for Standard Assets for loans (0.25% of outstanding Loans)	39.052	32.052
TOTAL	270.931	133.153

17 EQUITY SHARE CAPITAL

Particulars	(INR in Lacs) As at March 31	
	2025	2024
AUTHORISED		
(Previous Year 5,00,00,000 Equity Shares of INR 10/- each)	5,000.000	5,000.000
	5,000.000	5,000.000
ISSUED, SUBSCRIBED AND PAID UP		
34540319 Equity Shares INR 10/- Each fully paid		
(Previous Year 3,01,43,650 Equity Shares of INR 10/-)	3,454.032	3,014.365
TOTAL	3,454.032	3,014.365

The reconciliation of number of shares outstanding is set out below.

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Equity Shares at the beginning of the period	30,143,650	30,143,650
Add : Shares issued during the period	4,396,669	-
Equity Shares at the end of the period	34,540,319	30,143,650

The detail of Shareholders holding more than 5% shares:

Name of the Shareholders

(INR in Lakhs)		(INR in Lacs)	
As at March 31 2025		As at March 31 2024	
Total holding	% holding	Total holding	% holding
11184162	32.38	9,753,873	32.36
7636751	22.11	7,731,084	25.65
1730000	5.01	1,730,000	5.74

Terms/ rights/ restrictions attached to equity shares

The company has only one class of equity shares having a par value of INR 10 per share. Each holder of the equity shares is entitled to one vote per share. The dividend recommended by the Board of directors and approved by the shareholders in the Annual general Meeting is paid in Indian Rupees. The distribution will be in proportion to the number of equity shares held by the shareholders.

There are no shares in the preceeding 5 years which were allotted as fully paid up without payment being received in cash/ bonus shares/ bought back

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
NOTES ON FINANCIAL STATEMENT AS ON MARCH 31, 2025 *Continued*

19 Revenue from Operations

Particulars	(INR in Lacs) of the year ended March 31	
	2025	2024
Interest Income	820.937	517.737
Income from Fees Based Activities	521.127	221.235
TOTAL	1,342.064	738.972

20 OTHER INCOME

Particulars	(INR in Lacs) of the year ended March 31	
	2025	2024
Balances written back	-	1.722
Income on Fixed Deposit	-	1.330
Interest on Cash Collateral with Lenders	-	0.446
Profit from Redemption (Mutual Fund)	3.823	-
Other Income	1.290	0.028
TOTAL	5.113	3.526

21 Employees Benefit Expenses

Particulars	(INR in Lacs) of the year ended March 31	
	2025	2024
Salary to Staff	133.864	93.355
Salary to Managing Director	4.000	4.000
TOTAL	137.864	97.355

22 FINANCE COSTS

Particulars	(INR in Lacs) of the year ended March 31	
	2025	2024
Interest on Debentures	9.450	18.113
Interest on Loan (Secured Loans)	187.650	83.020
Interest on Loan (Unsecured Loans)	0.184	3.466
TOTAL	197.284	104.599

23 DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	(INR in Lacs) of the year ended March 31	
	2025	2024
Depreciation on Fixed Assets	1.777	1.496
TOTAL	1.777	1.496

24 OTHER EXPENSES

Particulars	(INR in Lacs) of the year ended March 31	
	2025	2024
Advertisement & Promotion	2.247	1.208
Annual Listing Fee	3.812	3.543
Audit fee	0.800	0.700

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
NOTES ON FINANCIAL STATEMENT AS ON MARCH 31, 2025 Continued

OTHER EXPENSES (Contd...)

Balances written off	2.547	-
Bad Debts written off	-	26.863
Commission Paid	18.230	2.372
Guarantee Fees	0.400	0.550
Bank Charges	1.658	0.989
Employee Stock Option Compensation	7.379	-
Employer Contribution to PF	0.613	0.311
Interest and Other Financial Overheads	10.044	5.156
Insurance Expenses	0.940	1.008
Internet Marketing Expenses	2.136	0.434
Legal Fees	3.670	
Misc Exp W/off	5.469	5.707
Office Expenses	2.493	1.001
Postage & Telegraph	0.918	0.211
Printing & Stationery	0.997	0.819
Processing Fees	11.149	42.483
Professional Fees	22.924	31.950
Marketing Fees	11.266	
Rates Fees & Taxes	12.673	5.843
Repair & Maintenance	0.029	
Rent	1.200	1.200
Service Charges*	-	0.487
Short & Excess	0.022	0.006
Software Expenses	1.090	
Stamp Duty Charges	-	2.560
Telephone Expenses	0.455	0.226
Travelling Expenses	1.908	1.614
GRAND TOTAL	127.069	137.241

* Service charges paid to Rainpay India Private Limited

EMERALD FINANCE LIMITED											
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)											
9. FIXED ASSETS SCHEDULE AS ON MARCH 31, 2025											
											(INR in Lacs)
Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	AS ON	ADDITION	AJUSTMENT/S OLD DURING THE YEAR	AS ON	AS ON	PROVIDED	TRANSFER	ON SALE /	TOTAL	AS ON	AS ON
	01.04.2024	DURING THE YR.		31.3.2025	01.04.2024	DURING THE YR.	TO GENERAL RESERVE	ADJUSTMENTS DURING THE YR.	UP TO 31.3.2025		
1. Computers	3.370	-	-	3.370	3.203	-	-	-	3.203	0.167	0.167
2. Mobile	0.450	0.105	-	0.555	0.427	0.020	-	0.009	0.438	0.117	0.023
3. Printer	2.583	-	-	2.583	2.453	-	-	-	2.453	0.130	0.130
4. UPS	0.322	-	-	0.322	0.322	(0.016)	-	-	0.306	0.016	-
5. Invertor	0.240	-	-	0.240	0.228	-	-	-	0.228	0.012	0.012
6. Software	6.424	2.853		9.277	1.146	1.763	-	-	2.909	6.368	5.278
7. Office Equipments	-	0.018		0.018	-	0.010	-	-	0.010	0.008	
Capital work in progress				-	-	-	-	-	-	-	
1. Office under renovation		4.293	-	4.293	-	-	-	-	-	4.293	
TOTAL	13.389	7.269	-	20.658	7.779	1.777	-	0.009	9.547	11.111	5.610
	6.965	6.424	-	13.389	6.283	1.496	-	-	7.779	5.610	1.041

Statement of Change in Equity

As on March 31, 2025

18 Other Equity

(Amount in Lacs)

Particulars	Note No.	Reserves and Surplus			
		Securities Premium	General reserve	Reserve fund in terms of section 45 IC(1) of the Reserve Bank of India	Retained Earnings
Balance as at March 31, 2023	18	165.000	-	114.096	379.787
Profit for the year		-	-	-	300.604
Issue of Equity Share Capital		-	-	-	-
Dividends		-	-	-	(30.144)
Transferred to Reserve fund u/s 45IC @20%		-	-	60.121	(60.121)
Less: Provision for Standard Assets(0.25% of outstanding Loans)		-	-	-	(11.288)
Others (Voluntary CSR contribution)		-	-	-	(1.705)
Balance as at March 31, 2024		165.000	-	174.217	577.133
Profit for the year		-	-	-	644.384
Issue of Equity Share Capital		2,562.601	-	-	-
Dividends		-	-	-	(53.040)
Transferred to Reserve fund u/s 45IC @20%		-	-	128.877	(128.877)
Deferred Employees Compensation A/c (Net)		-	-	-	7.379
Voluntary CSR contribution		-	-	-	(21.177)
Balance as at March 31, 2025		2,727.601	-	303.094	1,025.802

Nature and purpose of other equity

- (i) **Securities Premium**
Securities Premium is used to record the premium on issue of shares.
- (ii) **Retained earnings**
Retained earnings represents the surplus in profit and Loss Account and appropriations.
- (iii) **Reserve fund in terms of section 45 IC (1) of the Reserve Bank of India Act, 1934**
Reserve fund created as per the terms of section 45 IC(1) of the Reserve Bank of India Act, 1934
- (iv) **General reserve**
Amounts set aside from retained profits as a reserve to be utilised for permissible general purpose as per law.
- (v) **Addition in Note pertaining to Equity Share Capital**

Employee Stock Option

Under the Employee Stock Option Scheme -2023 (ESOS - 2023), Equity Shares of the Company shall be granted to the Eligible Employees of the Company at an exercise price fixed on the recommendation of Nomination and Remuneration Committee. As per scheme, option granted are vested in 4 Installments on the expiry of 12 months, 24 months, 36 months and 48 months. These Options may be exercised on any day over a period of 3 years from the date of vesting.

Further to grant given till previous financial year, the Company during the current financial year has given grant of 50,000 Equity Share at an exercise price of Rs.27/- Share to the eligible employees

Activity in ESOS- 2023 is as follows

Particulars	2025	2024
Options Outstanding at the beginning of the year	230,000	- 230,000
Options granted during the year	50,000	-
Options forfeited/lapsed during the year	-	-
Options exercised during the year	-	-
Options Outstanding at the end of the year	280,000	230,000

Information in respect of options outstanding as at 31st March 2025

Exercise Price	No. of Options	Weighted Average Remaining
RS.27	280,000	24

The Fair Value of Options granted during the year, calculated using Black-Scholes Option Pricing model with the following assumptions

Grant Date	11/15/2024
Vesting Period	12-36 months
Exercise Price (Rs.)	27.00
Expected Volatility(%)	60.49
Expected Life of the Option (years)	4.00
Exercise Dividend Yield (%)	0.42
Risk-Free Interest Rate(%)	6.66
Weighted Average Fair Value of Grant (Rs.)	76.62

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
NOTES ON FINANCIAL STATEMENT AS ON MARCH 31, 2025 Continued

25 Tax Expenses

Particulars	(INR in Lacs) for the year ended March 31	
	2025	2024
Current tax	-	
Current tax on profits for the year	223.879	101.101
Total current tax expenses	223.879	101.101
Deferred Tax		
Decrease/ (Increase) in deferred tax assets	(0.080)	(0.021)
(Decrease)/ Increase in deferred tax liabilities		
Total deferred tax expense/ benefit	(0.080)	(0.021)
Income tax adjustments for previous year	-	0.123
TOTAL	223.799	101.203

26 Current Statutory Provisions

Particulars	(INR in Lacs) for the year ended March 31	
	2025	2024
Current Provisions		
Current Provision for Corporate Social Responsibility	8.000	-
Current Provision for Standard Assets	7.000	-
TOTAL	15.000	-

27 Earning per share (EPS)

Particulars	(INR in Lacs) for the year ended March 31	
	2025	2024
Profit for the year (INR in Lacs)	644.384	300.604
Weighted average number of shares outstanding during the year (Nos)	34,540,319	30,143,650
Weighted average number of shares - Diluted outstanding during the year (Nos)	34,540,319	30,143,650
Earning per share (Basic)	1.866	0.997
Earning per share (Diluted)	1.866	0.997
Face value per share	10	10

28 Contingent Liabilities not provided for

Particulars	(INR in Lacs) for the year ended March 31	
	2025	2024
a) Claims against the company not acknowledge as debts	Nil	Nil
b) Income tax matters under dispute appeal by the company	Nil	Nil
c) Value added Tax, Service tax and GST matters under dispute	Nil	Nil

29 Business Segement

The company is dealing in one business segment and from single geographical location therefore there is no other reportable business or geographical segment.

30 Related Party Disclosures

As per INDAS 24, the disclosure of transactions with the related parties are given below.

(i) List of related parties with whom transactions have taken place.

S.No.	Name of the Related Party	Relationship
1.	Eclat Net Advisors Private Limited	Subsidiary
2.	Mr. Sanjay Aggarwal	Managing Director & Promoter
3.	Mrs. Anubha Aggarwal	Director & Promoter
4.	Mr. Ram Swaroop Aggarwal	Promoter
5.	Eclat Capital & Finance Limited	Related Company
6.	Reliable Capital & Financial Services	Related Company

II) **Disclosure in Respect of Material Related Party Transactions during the year:**

- 1 Rent paid to Managing Director Mr. Sanjay Aggarwal during the year - INR 1,20,000 for the premises of registered cum corporate office taken on rent.
- 2 Salary paid to Managing Director Mr. Sanjay Aggarwal during the year - INR 4,00,000.
- 3 Dividend paid during the year:

a. Mr. Sanjay Aggarwal	: INR 1560619/-
b. Mrs. Anubha Aggarwal	: INR 1203560/-
c. Mr. R.S. Aggarwal	: INR 276800/-
- 4 Total Investment by way of Equity as on March 31, 2025 :

a. Mr. Sanjay Aggarwal	: INR 111841620 (11184162 Equity Shares of Rs. 10/- each)
b. Mrs. Anubha Aggarwal	: INR 76367510 (7636751 Equity Shares of Rs. 10/- each)
c. Mr. R.S. Aggarwal	: INR 17300000 (1730000 Equity shares of Rs. 10/- each)
- 5 Guarantee fees paid to Managing Director Mr. Sanjay Aggarwal during the year - INR 40,000.
- 6 Company has granted a Short term loan to Eclat Net Advisors Private Limited, which is a Subsidiary of the company. Outstanding amount of which as on 31-03-2025 is INR 68105927.56 The company has received interest amounting to INR 7677775.00 from Eclat Net Advisors Private Limited for this year
- 7 Company has granted a Short term loan to Eclat Capital and Finance Limited, which is a related company. Outstanding amount of which as on 31-03-2025 is INR 7,39,92,694.58. The company has received interest amounting to INR 6633336.00 from Eclat Capital & Finance Limited for this year
- 8 Company has granted a Short term loan to Reliable Capital and Financial Services, which is a related company. Outstanding amount of which as on 31-03-2025 is INR 7,40,05,061.00. The company has received interest amounting to INR 1,20,16,942/- from Reliable Capital & Financial Services for this year.

31 **Disclosure as required under INDAS 108 -Operating Segments**

The company has only one reportable primary segment i.e. NBFC Activity and hence no separate segment disclosures made.

Particulars	Total As on 31.03.2025	As on 31.03.2024
Revenue		
External Sales	1,342.064	738.972
Total Revenue	1,342.064	738.972
Result		
Segment result	(463.994)	(340.691)
Operating Profit	878.070	398.281
Interest expenses		
Interest income	-	-
Other income	5.113	3.526
Income tax (Current+Deferred)	(223.799)	(101.203)
Other exceptional Items	-	-
Current Statutory Provisions	(15.000)	-
Net Profit (inclusive other comprehensive income)	644.384	300.604

Other Information	As on 31.03.2025	As on 31.03.2024
Segment assets	9,304.534	5,382.846
Unallocated corporate assets	-	-
Total assets	9,304.534	5,382.846
Segment liabilities	1,794.005	1,452.131
Unallocated corporate liabilities	-	-
Total liabilities	1,794.005	1,452.131
Capital Expenditure	7.269	6.424
Depreciation	1.777	1.496

32 **Financial Instruments-Accounting classifications and fair value measurements**

The fair value of the assets and liabilities are included at the amount at which the instrument could be exchanged in current transaction between willing parties, other than in force or liquidation sale.

Financial Instruments with fixed and variable interest rates are evaluated by the company based on parameters such as interest rates and individual credit worthiness of the counter party. Based on this evaluation, allowances are taken to the account for the expected losses of these receivables.

The company uses the following hierarchy for determining and disclosing the fair value of financial instruments by

valuation technique: Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data

32.1	Particulars	Carrying amount	Fair Value			
		As at 31- March- 2025	Level 1	Level 1	Level 2	Level 3
	Financial assets at fair value through other					
	Cash and cash equivalents	1,465.864	-	1,465.864	-	-
	Bank balance other than cash and cash equivalents	228.751	-	228.751	-	-
	Loans and advances	7,271.964	-	-	-	7,271.964
	Trade Receivables	124.033	-	-	-	124.033
	Investment in subsidiaries and joint ventures	89.999	-	-	-	89.999
	Other investments	5.000	-	-	-	5.000
	Other financial assets	103.223	-	-	-	103.223
	Total	9,288.834	-	1,694.615	-	7,594.219
	Financial liabilities at amortised cost					
	Debt securities	143.077	-	-	143.077	-
	Long term borrowings	1,357.180	-	-	-	1,357.180
	Trade Payables	-	-	-	-	-
	Other financial liabilities	22.817	-	-	-	22.817
	Total	1,523.074	-	-	143.077	1,379.997
32.2	Particulars	Carrying amount	Fair Value			
		As at 31-March- 2024	Level 1	Level 1	Level 2	Level 3
	Financial assets at fair value through other					
	Cash and cash equivalents	80.958	-	80.958	-	-
	Bank balance other than cash and cash equivalents	209.790	-	209.790	-	-
	Loans and advances	4,487.751	-	-	-	4,487.751
	Trade Receivables	99.605	-	-	-	99.605
	Investment in subsidiaries and joint ventures	89.999	-	-	-	89.999
	Other investments	5.000	-	-	-	5.000
	Other financial assets	394.155	-	-	-	394.155
	Total	5,367.258	-	290.748	-	5,076.510
	Financial liabilities at amortised cost					
	Debt securities	60.000	-	-	60.000	-
	Long term borrowings	1,233.365	-	-	-	1,233.365
	Trade Payables	-	-	-	-	-
	Other financial liabilities	25.613	-	-	-	25.613
	Total	1,318.978	-	-	60.000	1,258.978

33 Financial Risk Management Objectives and Policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies.

Market risk

Market risk is the risk of loss of future earnings, fair value or future cash flows arising out of change in the price of a financial instrument. These include change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

Interest rate risk

The company is not exposed to significant interest rate risk as at the respective reporting dates.

Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of account receivables.

Financial assets are written off when there is no reasonable expectation of recovery, such as debtor failing to engage in a repayment plan with the company.

Liquidity Risk

Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's finance department is responsible for maintenance of liquidity (including quasi liquidity), continuity of funding as well as timely settlement of debts. In addition, policies related to mitigation of risks are overseen by senior management. Management monitors the Company's net liquidity position on the basis of expected cash flows vis a vis debt service fulfillment obligation.

Maturity profile of financial liabilities

The table below provides details regarding the maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

As at March 31, 2025	Less than 1 year	1 to 5 years	More than 5 years
Debt Securities	23.077	120.000	-
Long term borrowings	243.591	1,113.589	-
Trade payables	-	-	-
Other financial liabilities	22.817	-	-
Short term Provisions	270.931	-	-

As at March 31, 2024	Less than 1 year	1 to 5 years	More than 5 years
Debt Securities	60.000	-	-
Long term borrowings	-	1,233.365	-
Trade payables	-	-	-
Other financial liabilities	25.613	-	-
Short term Provisions	133.153	-	-

Particulars	Foreign Currency	Local Currency
34 Exposure in Foreign Currency		
(A) Outstanding overseas exposure not being hedged against adverse currency fluctuation	NIL	NIL
35 Foreign Exchange Transaction		
(a) Value of imports calculated on C.I.F basis by the company during the financial year in respect of		
I. Raw materials;	NIL	NIL
II. Components and spare parts;	NIL	NIL
III. Capital goods;	NIL	NIL
(b) Expenditure in foreign currency during the financial year on account of royalty, know-how, professional and consultation fees, interest, and other matters	NIL	NIL
(c) Total value if all imported raw materials, spare parts and components consumed during the financial year and the total value of all indigenous raw materials, spare parts and components similarly consumed and the percentage of each to the total consumption;	NIL	NIL
(d) The amount remitted during the year in foreign currencies on account of dividends with a specific mention of the total number of non-resident shareholders, the total number of shares held by them on which the dividends were due and the year to which the dividends related.	NIL	NIL

(e) Earnings in foreign exchange classified under the following heads, namely:—		
I. Export of goods calculated on F.O.B. basis;	NIL	NIL
II. Royalty, know-how, professional and consultation fees;	NIL	NIL
III. Interest and dividend;	NIL	NIL
IV. Other income, indicating the nature thereof.	NIL	NIL

36 Disclosure as required by INDAS 33- Earning Per Share.

Particulars	(INR in Lacs)	
	As at March 31	
	2025	2024
Net Profit After tax	644.384	300.604
Weighted Average number of equity shares for Basic EPS(Nos.)	34,540,319	30,143,650
Face Value Per share	INR 10/-	INR 10/-
Basic EPS (INR)	1.866	0.997
Diluted EPS (INR)	1.866	0.997

37 As per INDAS 36 impairment of Assets, the company has assessed the conditions of all assets used in its operation and is of the opinion that there is no impairment of assets, hence no provision was made.

38 In the opinion of the management current assets, loan and advances are of the value stated, if realized in the ordinary course of business.

39 Assets Taken on Operating Lease

The office premises has been taken on Rent on annual basis and is annually renewable. The Rent Agreement does not have any escalation clause for renewal of the agreement. There are no Sub-Leases in the name of the company

40 Notes Regarding Payable and Receivable

The Balances of debtors and creditors, loan and advances are subject to confirmation and are pending for reconciliation. Such balances that are reflected in the balance sheet as are appearing in the books of accounts.

41 Disclosure As per Clause 32 of Listing agreement with the stock exchanges:

		INR In Lacs	
a) Loan and Advances			
Name of Company	Relationship	Balance as on March 31, 2025	Maximum balance outstanding during year ending 31st March 2025
Eclat Net Advisors Private Limited	Subsidiary	68,105,927.56	74,483,272.56
Eclat Capital & Finance Limited	Related Party	73,992,694.58	73,992,694.58
Reliable Capital and Financial Services	Related Party	74,005,061.00	74,005,061.00

42 Other Notes

In the Opinion of the Board, the current assets, loans & advances are approximately of the value stated, if realised in the normal course of business. The provision for known liabilities is adequate & not in excess of amount considered reasonably necessarily.

43 Regrouping of Figures

Previous Years Figures have been regrouped wherever it is necessary to make the figures compareable with those of current year

44 Micro Small and Medium Enterprises Development Act 2006

The Company has conducted due diligence of its payables with regard to their status being Micro or Small Enterprises and have accordingly classified the payables in the respected category based on the information received from such payables. In cases where no information has been received, the same has been classified under any other category.

45 Provision for Standard Assets

As per Reserve Bank of India Act 1934, Company is required to maintain a statutory provision of 0.25% of total standard loans & advnaces. As the total standard advances outstanding as on March 31, 2025 were INR 7271.96 Lacs and company is required to maintain 18.18 Lacs as on March 31, 2025. However, company has already provided for INR 32.05 Lacs till March 31, 2024, as a matter of prudence company provided for an additional 7 lacs during the financial year, taking the total provision to INR 39.05 Lacs against the required provision of 18.18 Lacs.

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025 Continued

46 Additional Regulatory Information

(i) Title deeds of Immovable Property not held in name of the Company:- "The company does not hold any immovable property."

		Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/ director	Property held since which date	Reason for not being held in the name of the company
	PPE	NIL	NIL	NIL	NIL	NIL	NIL
	Investment property	NIL	NIL	NIL	NIL	NIL	NIL
	PPE retired from active use and held for disposal	NIL	NIL	NIL	NIL	NIL	NIL
	others	NIL	NIL	NIL	NIL	NIL	NIL

(ii) The company had not revalued any Property , Plant & Equipments.

(iii) The Company has granted Loans & Advances to it's subsidiary and Related parties of the directors. The details of which is as follows.

Name of Company	Relationship	Balance as on March 31, 2025	Balance as on March 31, 2024
Eclat Net Advisors Private Limited	Subsidiary	68,105,927.56	48,000,272.56
Eclat Capital & Finance Limited	Related Party	73,992,694.58	38,719,349.58
Reliable Capital and Financial Services	Related Party	74,005,061.00	32,033,459.00

(iv) CAPITAL WORK IN PROGRESS (CWIP)

CWIP aging schedule

CWIP		Amount in CWIP for a period of				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress		N.A				
Project temporarily suspended						

(v) Details of Benami Property Held

No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(a) Details of such property, including year of acquisition,	N.A
(b) Amount thereof,	N.A
(c) Details of Beneficiaries,	N.A
(d) If property is in the books, then reference to the item in the Balance Sheet,	N.A
(e) If property is not in the books, then the fact shall be stated with reasons,	N.A
(f) Where there are proceedings against the company under this law as an abetter of the transaction or as the transferor then the details shall be provided,	N.A
(g) Nature of proceedings, status of same and company's view on same.	N.A

(vi) Company has borrowings from banks or financial institutions on the basis of security of current assets,

(a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.	Yes
(b) if not, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed	N.A

(vii) Wilful Defaulter

The company is not a Wilful Defaulter as declared and notified by any Bank or Financial Institutions.

(viii) Relationship with Struck off Companies

The company had not entered any transaction during the year with the companies which are struck off u/s 248 of companies Act,2013 or Section 560 of the

(ix) Registration of charges or satisfaction with Registrar of Companies

The company had availed the following loans of which the status for Charge Registration with ROC is as under :-

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025 Continued

SR. NO.	Name	Nature of Facility	Amount of Loan	Charge Registered	Reason for Non-Registration
1	Alwar general finance Co. Pvt. Ltd.	Secured Term Loan	10,000,000.00	Yes	
2	Alwar general finance Co. Pvt. Ltd.	Secured Term Loan	20,000,000.00	Yes	
3	Canara bank	Loan against FD	270,000.00	No	
4	MAS Financial services Limited	Secured Term Loan	5,000,000.00	Yes	
5	Punjab Kashmir Finance Limited	Secured Term Loan	10,000,000.00	Yes	
6	Punjab Reliable Investment private Limited	Secured Term Loan	10,000,000.00	Yes	
7	RAR Fincare Limited	Secured Term Loan	10,000,000.00	Yes	
8	RAR Fincare Limited	Secured Term Loan	10,000,000.00	Yes	
9	State Bank of India	Secured Term Loan	110,000,000.00	Yes	
10	The Punjab State Co-op Bank Limited	Loan against FD	255,000.00	No	
11	UC Inclusive Credit Private Limited	Secured Term Loan	20,000,000.00	Yes	
12	Yes Bank Limited	Overdraft Facility	300,000.00	No	
13	16% NCD (Neeva Swarnam Private Limited)	Secured NCD	10,000,000.00	Yes	
14	16% NCD (Neeva Swarnam Private Limited)	Secured NCD	12,000,000.00	Yes	

(X) Analytical Ratios:-

Ratios	2024-2025	2023-2024
A.Current Ratio	6.543	4.940
B.Debt-equity Ratio	0.200	0.329
C.Debt service coverage Ratio	0.716	1.461
D.Return on equity Ratio	0.187	0.076
E. Debtors turnover Ratio	12.048	5.867
F.Net Capital turnover Ratio	0.179	0.188
G.Return on Capital employed	11.23%	10.35%
H.Net Profit Ratio	47.83%	40.49%
I.Interest Services Coverage Ratio	5.486	4.856
J.Long term debt to working capital Ratio	0.166	0.248
K.Bad Debts to Account Receivable Ratio	-	0.270
L.Total Debts to total assets Ratio	16.12%	24.03%
M.Operating Profit Ratio	80.33%	68.40%

a) Current Ratio	Current Assets (excluding the assets repayable on demand)/ Current Liabilities (excluding current maturities of long term borrowing)
b) Debt-Equity Ratio	Total Debt/ Total Equity
c) Debt Service Coverage Ratio	Income available for debt service/ (interest expense + repayments made during the period for long term loans),
	where income available for debt service = Profit before exceptional items and tax + Depreciation, depletion and amortization expense+ Interest expense
d) Return on Equity Ratio	Net profit after tax before exceptional items (net of tax)/ Total Equity
e) Debtors Turnover Ratio	(Revenue from operations+ other operating income)/ Average Trade Receivables
f) Net Capital Turnover Ratio	Revenue from operations + other operating income/ Total Equity
g) Return on Capital employed	Net Profit after Tax + Depreciation + Interest Expenses/ Net Worth
h) Net-Profit Margin(%)	Net profit after tax before exceptional items (net of tax)/ (Revenue from operations+ Other operating income)
i) Interest Service Coverage Ratio	Income available for debt service/ interest expense
j) Long term debt to working capital Ratio	Non-current borrowing (including current maturities of long term borrowing)/ Working capital (WC), where WC= Current Assets - Current Liabilities (excluding current maturities of long term borrowing)
k) Bad debts to Account receivable Ratio	Bad Debts written off/ Average Trade Receivables
l) Total debts to total assets Ratio	Total Debt/ Total Assets
m) Operating-Profit Margin(%)	(EBITDA - depletion and amortization expense)/ (Revenue from operations+ Other operating income)

Other Additional Regulatory Information vide clauses XI, XIII. XIV are not applicable to the company.

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025 Continued

47 Undisclosed income

Each & Every entry of the company is properly accounted for in Books of accounts. Neither there is any Undisclosed Income nor any Income surrendered during the year under the income Tax Act, 1967.

48 Corporate Social Responsibility (CSR)

CSR Provisions in terms of section 135 of the Companies Act 2013 are applicable to the company and company has made required provisions for the same.

49 Details of Crypto Currency or Virtual Currency

Where the Company has traded or invested in Crypto currency or Virtual Currency during the financial year	NIL
(a) profit or loss on transactions involving Crypto currency or Virtual Currency	
(b) amount of currency held as at the reporting date	
(c) deposits or advances from any person for the purpose of trading or investing in Crypto Currency/ virtual currency.	

The accompanying notes are an integral part of the financial statements

As per our report of even date attached.

For S.Lal Bansal & Company
Chartered Accountants
Firm No : 002664N

For and on behalf of the Board

Sanjay Aggarwal
Managing Director
DIN No: 02580828

Anubha Aggarwal
Director
DIN No. 02557154

Sham Lal Bansal
Partner
Membership No. - 081569
UDIN : 25081569BMJREE8645

Sheetal Kapoor
CFO

Amarjeet Kaur
Company Secretary

Place : Chandigarh
Dated : May 22, 2025

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
CASH FLOWS FOR THE YEAR ENDED 31.03.2025

PARTICULARS	Year Ended 31st March 2025 (INR in Lacs)	Year Ended 31st March 2024 (INR in Lacs)
1. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX AND EXCEPTIONAL ITEMS	883.183	401.807
Add:		
Depreciation	1.777	1.496
Miscellaneous Expenses Written Off	5.469	5.707
Deferred Tax Liability/ Assets	0.080	0.021
Deferred Employees Compensation A/c (Net)	7.379	-
Financial Expenses	197.284	104.599
Total	211.989	111.823
Less:		
Provision for Tax	223.879	101.101
Income tax adjustment during the year	-	0.123
Others	21.186	1.705
Current Provision for Corporate Social Responsibility	8.000	-
Current Provision for Standard Asset	7.000	11.288
Dividend Paid	53.040	30.144
	313.105	144.361
Operating profit for working capital changes	782.067	369.269
(Increase) / Decrease in Trade Receivable	(24.428)	(72.661)
(Increase) / Decrease in Loans & Advances	(2,784.213)	(1,155.982)
(Increase) / Decrease in Other Current Assets	290.852	(318.848)
Increase / (Decrease) in Trade Payables & Others	134.982	30.995
Cash Generated from / (used in) operating activities	(1,600.740)	(1,147.227)
Direct Taxes paid / deducted at source	-	-
Net cash generated from / (used in) operating activities	(A)	(1,600.740)
		(1,147.227)
2. CASH FLOW FROM INVESTING ACTIVITIES		
Misc Expenditure	-	-
Purchase of Fixed Assets	(7.269)	(6.424)
Investments	-	42.487
Net Cash from / (used in) Investing Activities	(B)	(7.269)
		36.063
3. CASH FLOW FROM FINANCING ACTIVITIES		
Proceed from Share Application money	-	-
Proceeds from Share Capital	3,002.268	-
Proceeds from Non Convertible Debentures	83.077	(136.000)
Proceeds from Unsecured Loans	123.815	997.439
Interest Paid	(197.284)	(104.599)
Net Cash from / (used in) Financing Activities	(C)	3,011.876
		756.840
4. NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS	(A)+(B)+(C)	1,403.867
		(354.324)
5. CASH & CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR	290.748	645.072
6. CASH & CASH EQUIVALENTS AS AT THE END OF THE YEAR	1,694.615	290.748
Cash and Cash equivalents (Year end)	1,694.615	290.748
Balances with banks with restatement (including cc & od balances)	1,694.153	287.683
Cash in Hand	0.462	3.065
Reconciliation of Cash and Cash equivalents		
Cash and Cash equivalents as per Balance Sheet	1,694.615	290.748
Balances with banks in CC Accounts	-	-
Balances with banks in OD Accounts	-	-
TOTAL	1,694.615	290.748

Sanjay Aggarwal
Managing Director
DIN No: 02580828

Anubha Aggarwal Director
DIN No. 02557154

Place : Chandigarh Dated :
May 22, 2025

Sheetal Kapoor
CFO

Amarjeet Kaur
Company Secretary

Auditor's Certificate

We have examined the attached cash flow statement of Emerald Finance Limited for the year ended 31st March 2025. The Statement has been prepared by the company in accordance with the requirement of the listing agreement Clause 32 with Stock Exchange and is based on and derived from the audited accounts of the Company for the year ended 31st March 2025.

For S.Lal Bansal & Company
Chartered Accountants
Firm No : 002664N

Sham Lal Bansal
Partner
Membership No. - 081569
UDIN : 25081569BMJREE8

Place : Chandigarh
Dated : May 22, 2025

CONSOLIDATED AUDIT REPORT

To the Members of
Emerald Finance Limited.
Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Emerald Finance Limited** (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as the "Group"), which comprise of Consolidated Balance Sheet as at March 31, 2025, Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of change in Equity, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, *except, for the effects of the matters described in the Basis for Opinion paragraph above*, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2025 and its consolidated Profit (including other total comprehensive income), the changes in equity and its consolidated Cash Flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

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

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

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion there on. In connection with our audit of the consolidated financial statements,

our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work, we have performed, we conclude that there is material misstatement of this other information, we are required to report the fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated Financial Position, consolidated Financial Performance including other Comprehensive income, consolidated Cash Flows and Change in Equity of the Company in accordance with the Accounting principles generally accepted in India, including the Indian Accounting Standard (Ind AS) specified under Section 133 of the Act, read with the provision of the Companies (Indian accounting Standards) Rules, 2015 as amended. The respective Board of Directors of the companies included in the Group are responsible for the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Group and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentations of the consolidated financial statements that give a true and fair view and free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid..

In preparing the consolidated Financial Statements, the respective Board of Directors of the companies included in Group are responsible for assessing the company ability to continue as a going concern, disclosing, as applicable, matter relating to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operation, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in Group is responsible for overseeing the company's financial reporting process of the Group.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the consolidated financial statement as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible

for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Perform procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements, of which we are the independent auditors.
- Materiality is the magnitude of misstatements in the consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

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

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

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

Report on Other Legal and Regulatory Requirement's

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

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

b) In our opinion proper books of account as required by law have been kept by the Holding Company, its subsidiaries included in the Group, including relevant records relating to preparation of the aforesaid consolidated financial statements , so far as appears from our examination of those bookstand records of the Holding Company.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other Comprehensive Income), Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statements.

d) in our opinion, the financial statements comply with the Indian Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies(Accounts) Rules, 2014;

e) On the basis of written representations received from the directors of the Holding Company as on March 31, 2025, and taken on record by the Board of Directors of the Holding Company and its subsidiary company, none of the directors of the Group companies is disqualified as on March 31, 2025, from being appointed as a director in terms of section 164(2) of the Companies Act, 2013.

f) with respect to the adequacy of the internal financial controls over financial reporting of the Holding company and its subsidiary companies , the operating effectiveness of such control, refer to our separate report in **Annexure "B"** and

g) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of Companies (Audit and Auditors)Rules, 2014 in our opinion and to the best of our information and according to explanations given to us:

- I. There is no pending litigations against /for the Holding Company and its subsidiary.
- II. The Group did not have any long term contracts including derivative contracts.
- III. There are no Pending dues to Investor Education and Protection Fund by the Holding Company and its subsidiary company.

IV (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kinds of funds) by the Company to or in any other persons or entities including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- Directly or indirectly lend or invest in other persons or entities identified in a manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company Or
- Provide any guarantee , security or the like to or on behalf of the Ultimate Beneficiaries

(b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from the Company from any persons or entities , including foreign entities ("Funding Parties") , with the understanding, whether recorded in writing or otherwise , that the Company shall:

- Directly or indirectly lend or invest in other persons or entities identified in a manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- Provide any guarantee , security or the like to or on behalf of the Ultimate Beneficiaries ; and

(c) Based on such audit procedures as considered reasonable and appropriate in the circumstances , nothing has come to our notice that has caused us to believe that representations under sub-clause (d) (i) and (d) (ii) contain any material misstatement; and

V) The Board of Directors of the Holding Company has proposed final dividend for the year which is subject to approval of the members at the ensuing Annual General Meeting. The amount of dividend is in accordance with section 123 of the Act, as applicable..

Vi) Based on our examination, which included test checks, the Holding Company and its subsidiary has used accounting software's for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As provision to Rule 3(1) of the companies (Accounts) Rules, 2014 is applicable from April 1, 2023 reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025

(C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Holding Company and its subsidiary to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

FOR S. LAL. BANSAL & CO
CHARTERED ACCOUNTANTS
Firm No. 0002664N

SHAM LAL BANSAL
Partner

PLACE: CHANDIGARH
DATED: 22/05/2025

Membership No. 081569
UDIN : 25081569BMJREF7490

Annexure – “B” to the Auditors’ Report

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

We have audited the internal financial controls over financial reporting of **Emerald Finance Limited** (“the Holding Company”) and its subsidiaries as of 31st March, 2025 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its subsidiaries, has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For S. LAL.BANSAL&CO

Chartered Accountants

Firm's Registration Number: 002664N

CA. SHAM LAL BANSAL

Partner

Membership Number: 081569

Place of Signature: Chandigarh

Date: 22nd May 2025

UDIN: 25081569BMJREF7490

Annexure – “A” to the Independent Auditor’s report on the consolidated financial statements of Emerald Finance Limited for the year ended 31st March, 2025.

(Referred to in paragraph “under Report on Other Legal and Regulatory Requirements” section of our report of even date)

There has been no qualification or adverse remarks by the respective auditors in the companies (Auditor’ Report) Order (CARO) reports of the companies included in the consolidated financial statements except following:

Name of Entities	CIN	Holding Company/ Subsidiary/ Joint Venture	Clause number of the CARO Report which is Qualified or adverse
Emerald Finance Limited	L65993CH1983 PLC041774	Holding Company	

for S. LAL. BANSAL&CO

Chartered Accountants

Firm’s Registration Number: 002664N

CA. SHAM LAL BANSAL

Partner

Membership Number: 081569

Place of Signature: Chandigarh

Date: 22nd MAY, 2025

UDIN: 25081569BMJREF7490

EMERALD FINANCE LIMITED

(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note No. 1

SIGNIFICANT ACCOUNTING POLICIES.-Year ended 31st March, 2025

a) Principles of Consolidation

The Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standard (Ind AS) 110, "Consolidated Financial Statements", issued by The Institute of Chartered Accountants of India. The financial statement Emerald Finance Limited (Formerly Emerald Leasing Finance & Investment Company Limited) the parent company of Eclat Net Advisors Private Limited has been combined on 31st March, 2025. The Consolidated Financial Statements are prepared by applying on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating inter-group balances and inter-group transactions resulting in unrealized profit or losses.

Note No. 2

b) Basis of Presentation

1. The consolidated financial statements relate to Emerald Finance Limited (Formerly Emerald Leasing Finance & Investment Company Limited), ("the Company") and its subsidiaries.
2. Notes to these consolidated financial statements are intended to serve as a means of information disclosure and guide to better understanding of the consolidated position of the companies. Recognizing, this purpose, the company has disclosed only such notes from the individual financial statement, which fairly present the needed disclosures.

c) Other Significant Accounting Policies

These are set out under "Significant Accounting Policies" as given in the standalone financial statements of Emerald Finance Limited (Formerly Emerald Leasing Finance & Investment Company Limited) and its subsidiaries.

EMERALD FINANCE LIMITED

(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2025

PARTICULARS	NOTE NO.	As at 31st March 2025 (INR in Lacs)	As at 31st March, 2024 (INR in Lacs)
ASSETS			
(1) Financial Assets			
Cash and Cash Equivalents	3	1,526.415	87.223
Bank balances other than cash and cash equivalents	4	228.751	209.790
Loans and Advances	5	8,068.576	5,503.734
Trade Receivables	6	210.820	165.867
Other investments	7	5.000	5.000
Other financial assets	8	459.116	455.406
		10,498.678	6,427.020
(2) Non-financial assets			
Property, plant and equipment	9	68.169	49.892
Deferred Tax Assets (net)	10	0.442	-
Intangible assets	11	4.243	9.712
		72.854	59.604
Total Assets		10,571.532	6,486.624
LIABILITIES AND EQUITY			
(1) LIABILITIES			
Financial Liabilities			
Debt Securities	12	143.077	60.000
Borrowings	13	1,416.727	1,393.569
Trade Payables	14	-	-
Other financial Liabilities	15	52.047	64.569
		1,611.851	1,518.138
Non-financial Liabilities			
Short Term Provisions	16	356.702	175.117
Deferred Tax Liabilities (net)	17	-	0.223
		356.702	175.340
(2) EQUITY			
Equity Share Capital	18	3,454.032	3,014.365
Other Equity	19	4,998.814	1,674.465
Minority Interest	20	150.133	104.316
		8,602.979	4,793.146
Total		10,571.532	6,486.624

Significant Accounting Policies & Notes on Financial Stat 1 to 52

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As per our report of even date attached.

For and on behalf of the Board

For S.Lal Bansal & Company
Chartered Accountants
Firm No 002664N

Sanjay Aggarwal
Managing Director
DIN No: 02580828

Anubha Aggarwal
Director
DIN No. 02557154

Sham Lal Bansal
Partner
Membership No. -081569
UDIN: 25081569BMJREF7490
Place : Chandigarh
Dated : May 22, 2025

Sheetal Kapoor
CFO

Amarjeet Kaur
Company Secretary

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2025

Particulars		(INR in Lacs) As at March 31		
		2025	2024	
I	Revenue from Operations	21	2,157.425	1,334.199
II	Other Income	22	5.996	1.757
III	Total Income		2,163.421	1,335.956
EXPENSES				
	Employee-Benefits Expenses	23	382.011	208.298
	Finance Costs	24	289.850	142.216
	Depreciation and Amortization Expenses	25	7.580	6.248
	Other Expenses	26	274.863	421.242
IV	Total expenses		954.304	778.004
V	Profit/ (Loss) before Exceptional Items & Tax (I-IV)		1,209.117	557.952
VI	Exceptional Items			
	Other Exceptional Items	27	-	-
VII	Profit/(Loss) Before Tax (V-VI)		1,209.117	557.952
VIII	Tax expense			
	Current Tax (including Deferred Tax & previous year adjustments)	28	305.245	144.194
	Net Profit before Provisions		903.872	413.758
	Current Statutory Provisions	29	15.00	-
IX	Profit for the year		888.872	413.758
Earning per equity share				
	Basic Earnings per share	30	2.573	1.373
	Diluted Earnings per share	30	2.573	1.373
(Nominal value per share INR 10)				

Summary of significant Accounting Policies followed by the company

Significant Accounting Policies & Notes on Financial Statements 1 to 52

As per our report of even date attached.

For S.Lal Bansal & Company
Chartered Accountants
Firm No 002664N

For and on behalf of the Board

Sanjay Aggarwal
Managing Director
DIN No: 02580828

Anubha Aggarwal
Director
DIN No. 02557154

Sham Lal Bansal
Partner
Membership No. -081569
UDIN: 25081569BMJREF7490
Place : Chandigarh
Dated : May 22, 2025

Sheetal Kapoor
CFO

Amarjeet Kaur
Company Secretary

EMERALD FINANCE LIMITED

(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)

CONSOLIDATED NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025 Continued

3 Cash and Cash Equivalents

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Cash in hand	2.592	5.381
Balances with banks	1,523.823	81.842
TOTAL	1,526.415	87.223

4 Bank Balances other than cash and Cash Equivalents

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Unclaimed dividend accounts	2.468	1.926
Fixed Deposits with original maturity exceeding three months	226.283	207.864
TOTAL	228.751	209.790

5 Loans and Advances

(Unsecured, considered good, unless stated otherwise)

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Unsecured loans:		
Loans to Individuals/ Firms/ Body corporates	8,068.576	5,503.734
TOTAL	8,068.576	5,503.734

6 Trade Receivables

(Unsecured, considered good, unless stated otherwise)

Particulars	(INR in Lacs) As at March 31	
	2025	2024
More than six months	-	-
Less than six months		
Fees receivables	210.820	165.867
Others	-	-
TOTAL	210.820	165.867

Trade receivable aging schedule

PARTICULARS	(Amount in Lacs)				
	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENTS				
	Not due	less than 6 months	6 months - 1 year	1-2 years	More than 2 years
		months	year		years
31-Mar-25					
Undisputed Trade receivables – considered good	210.820	-	-	-	210.820
Unbilled dues	-	-	-	-	-
31-Mar-24					
Undisputed Trade receivables – considered good	165.867	-	-	-	165.867
Unbilled dues	-	-	-	-	-

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
CONSOLIDATED NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025 Continued

7 Investments

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Other Investments		
In shares of other companies		
Fundfina Marketplace	5.000	5.000
TOTAL	5.000	5.000

8 Other Financial assets

(Unsecured, considered good, unless stated otherwise)

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Accrued Interest on Unsecured Loans	-	59.635
Tax Collected at Source (Receivable)	-	0.250
TDS Receivables	119.777	75.036
GST Input Receivable	5.530	1.419
Cash Collateral with Lenders	15.511	21.472
Cheques in hand	317.166	296.458
Prepaid Insurance	0.632	0.399
Security Deposits	0.500	0.502
Short term advances		0.235
TOTAL	459.116	455.406

10 Deferred Tax Assets (Net)

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Deferred Tax Assets (net)	0.442	-
TOTAL	0.442	-

11 Intangible assets

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Misc Expenditure	4.243	9.712
TOTAL	4.243	9.712

EMERALD FINANCE LIMITED

(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)

CONSOLIDATED NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025 Continued

12 Debt Securities

Particulars	(INR in Lacs) As at March 31	
	2025	2024
15% Non- Convertible Debentures (Aviator Emerging Fund)	-	25.000
16% Non- Convertible Debentures(Calypso Global Investment Fund)	-	17.500
16% Non- Convertible Debentures(Citrus Arbitrage Fund)	-	17.500
16% Non- Convertible Debentures (Neeva Swarnam Private Limited)	23.077	-
16.5% Non- Convertible Debentures (Neeva Swarnam Private Limited)	120.000	-
TOTAL	143.077	60.000

Terms of repayment of non-convertible debentures (NCDs) as at March 31, 2025

PARTICULARS	(Amount of Lacs) OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMNETS				
	Due within 1 year	Due to 1 to 2 years	Due 2 to 3 years	More than 3 years	TOTAL
Issued at par and redeemable at par	23.077	120.000	-	-	143.077

* Secured by charge on specific loan receivables

13 Borrowings (other than debt securities)

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Long Term Borrowings		
Secured Loans from Banks		
1) State Bank of India against mortgage of property & charge on specific receivable	943.731	599.998
2) Canara bank	3.062	2.700
3) The Punjab State Co-op Bank Limited	2.384	2.603
4) Capital Small Bank	17.799	44.604
	966.976	649.905
Secured Loans from NBFC against hypothecation of specific receivable		
1) Alwar general finance Co. Pvt. Ltd.	100.000	-
2) Alwar general finance Co. Pvt. Ltd.	70.117	143.547
3) MAS Financial services Limited	16.667	58.333
4) Punjab Kashmir Finance Limited	100.000	-
5) Punjab Reliable investment private Limited	8.954	-
6) Punjab Reliable investment private Limited	-	100.000
7) RAR Fincare limited	32.152	65.728
8) RAR Fincare limited	-	47.772
9) RAR Fincare limited	62.143	-
10) Shine Star Build Cap Private Limited	-	8.595
11) UC Inclusive Credit Private Limited	17.970	200.000
	1,374.979	1,273.880
Unsecured Loans		
1) Axis Finance Limited	-	4.089
2) Bajaj Finance Limited	-	18.071
3) Fullerton India Credit Company Limited	15.420	40.49
4) Indusind Bank Limited	13.796	38.75
	29.216	101.400
Car Loan From HDFC Bank Limited	12.532	18.289
TOTAL	1,416.727	1,393.569

The company has never defaulted in the repayment of debt securities, borrowings, subordinated liabilities and interest thereon for the year ended March 31, 2025 and March 31, 2024

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
CONSOLIDATED NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025 Continued

14 Trade Payables

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Sundry Creditors		
TOTAL	-	-

Trade payable aging schedule

PARTICULARS	OUTSTANDING FOR FOLLOWING PERIODS FROM DUE DATE OF PAYMENTS					TOTAL
	Not due	less than 6 months	6 months - 1 year	1-2 years	More than 2 years	
		months	year			
31-Mar-25						
MSME		-	-	-	-	-
Others		-	-	-	-	-
31-Mar-24						
MSME		-	-	-	-	-
Others		-	-	-	-	-

15 Other Financial Liabilities

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Audit Fees Payable	1.305	1.125
Expenses Payable	22.320	0.641
Income Tax Deducted as Source Payable	7.555	17.656
GST Payable	11.002	43.222
Unclaimed Dividend	2.468	1.925
Interest Payable	0.175	-
Employer Contribution to PF	0.212	-
Salaries Payable	7.010	
TOTAL	52.047	64.569

16 Provisions

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Provision for taxation	305.910	139.325
Provision for CSR Expenditure	8.000	-
Provision for Standard Assets for loans (0.25% of outstanding Loans)	42.792	35.792
TOTAL	356.702	175.117

17 Deferred Tax Liabilities (Net)

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Deferred Tax Liabilities (net)		0.223
TOTAL	-	0.223

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
CONSOLIDATED NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025 Continued

18 EQUITY SHARE CAPITAL

Particulars	(INR in Lacs) As at March 31	
	2025	2024
AUTHORISED		
5,00,00,000 Equity Shares of INR 10/- each (Previous Year 5,00,00,000 Equity Shares of INR 10/- each)	5,000.000	5,000.000
	5,000.000	5,000.000
ISSUED, SUBSCRIBED AND PAID UP CAPITAL		
3,454,0319 Equity Shares INR 10/- Each fully paid (Previous Year 3,01,43,650 Equity Shares of INR 10/- Each fully paid up)	3,454.032	3,014.365
TOTAL	3,454.032	3,014.365

The reconciliation of number of shares outstanding is set out below.

Particulars	(INR in Lacs) As at March 31	
	2025	2024
Equity Shares at the beginning of the period	30,143,650	30,143,650
Add : Shares issued during the period	4,396,669	-
Equity Shares at the end of the period	34,540,319	30,143,650

The detail of Shareholders holding more than 5% shares:	(INR in Lacs) As at March 31 2025		(INR in Lacs) As at March 31 2024	
	2025	% holding	2024	% holding
Name of the Shareholders				
1 Sanjay Aggarwal	11184162	32.38	9753873	32.36
2 Anubha Aggarwal	7636751	22.11	7731084	25.65
3 R.S Aggarwal	1730000	5.01	1730000	5.74

Terms/ rights/ restrictions attached to equity shares

The company has only one class of equity shares having a par value of INR 10 per share. Each holder of the equity shares is entitled to one vote per share. The dividend recommended by the Board of directors and approved by the shareholders in the Annual general Meeting is paid in Indian Rupees. The distribution will be in proportion to the number of equity shares held by the shareholders.

There are no shares in the preceeding 5 years which were allotted as fully paid up without payment being received in cash/ bonus shares/ bought back

**Statement of Change in Equity
As on 31st March 2025**

19 Other Equity

(Amount in Lacs)

Particulars	Note No.	Reserves and Surplus				
		Securities Premium	Minority Interest	Reserve fund in terms of section 45 IC(1) of the Reserve Bank of India	Retained Earnings	Total
Balance as at March 31, 2023	19	453.739	(62.354)	183.987	753.784	1,329.156
Profit for the year		-	-	-	413.758	413.758
Issue of Equity Share Capital		-	-	-	-	-
Dividends		-	-	-	(30.144)	(30.144)
Transferred to Reserve fund u/s 45IC @20%		-	-	82.490	(82.490)	-
Provision for Standard Assets(0.25% of outstanding Loans)		-	-	-	(15.028)	(15.028)
Others (Voluntary CSR contribution)		-	-	-	(2.072)	(2.072)
Minority Interest		-	(21.205)	-	-	(21.205)
Balance as at March 31, 2024		453.739	(83.559)	266.477	1,037.808	1,674.465
Profit for the year		-	-	-	888.872	888.872
Issue of Equity Share Capital		2,562.601	-	-	-	2,562.601
Dividends		-	-	-	(53.040)	(53.040)
Transferred to Reserve fund u/s 45IC @20%		-	-	133.767	(133.767)	-
Provision for Standard Assets(0.25% of outstanding Loans)		-	-	-	-	-
Deferred Employees Compensation A/c (Net)		-	-	-	7.379	7.379
Others (Voluntary CSR contribution)		-	-	-	(35.646)	(35.646)
Minority Interest		-	(45.817)	-	-	(45.817)
Balance as at March 31, 2025		3,016.340	(129.376)	400.244	1,711.606	4,998.814

Nature and purpose of other equity

- (i) **Securities Premium**
Securities Premium is used to record the premium on issue of shares.
- (ii) **Retained earnings**
Retained earnings represents the surplus in profit and Loss Account and appropriations.
- (iii) **Reserve fund in terms of section 45 IC (1) of the Reserve Bank of India Act, 1934**
Reserve fund created as per the terms of section 45 IC(1) of the Reserve Bank of India Act, 1934
- (iv) **General reserve**
Amounts set aside from retained profits as a reserve to be utilised for permissible general purpose as per law.
- (v) **Addition in Note pertaining to Equity Share Capital**

Employee Stock Option

Under the Employee Stock Option Scheme - 2023 (ESOS - 2023), Equity Shares of the Company shall be granted to the Eligible Employees of the Company at an exercise price fixed on the recommendation of Nomination and Remuneration Committee. As per scheme, option granted are vested in 4 Installments on the expiry of 12 months, 24 months, 36 months and 48 months. These Options may be exercised on any day over a period of 3 years from the date of vesting.

Further to grant given till previous financial year, the Company during the current financial year has given grant of 50,000 Equity Share at an exercise price of Rs.27/- Share to the eligible employees

Activity in ESOS- 2023 is as follows

Particulars	2025	2024
Options Outstanding at the beginning of the year	230,000	-
Options granted during the year	50,000	230,000
Options forfeited/lapsed during the year	-	-
Options exercised during the year	-	-
Options Outstanding at the end of the year	280,000	230,000

Information in respect of options outstanding as at 31st March 2025

Exercise Price	No. of Options	Weighted Average Remaining Life of Vesting
Rs.27	280,000	24

The Fair Value of Options granted during the year, calculated using Black-Scholes Option Pricing model with the following assumptions

Grant Date	11/15/2024
Vesting Period	12-36 months
Exercise Price (Rs.)	27.00
Expected Volatility(%)	60.49
Expected Life of the Option (years)	4.00
Exercise Dividend Yield (%)	0.42
Risk-Free Interest Rate(%)	6.66
Weighted Average Fair Value of Grant (Rs.)	76.62

20 Minority Interest

Particulars	(INR in Lakhs) of the year ended March 31	
	2025	2024
Minority Interest	150.133	104.316
TOTAL	150.133	104.316

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
CONSOLIDATED NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025 Continued

21 Revenue from Operations

Particulars	(INR in Lacs) of the year ended March 31	
	2025	2024
Interest Income	1,031.615	644.727
Income from Fees Based Activities	1,125.810	689.472
TOTAL	2,157.425	1,334.199

22 OTHER INCOME

Particulars	(INR in Lacs) of the year ended March 31	
	2025	2024
Balances written back	0.699	1.722
Profit from Redemption (Mutual Fund)	3.823	-
Other Income	1.474	0.035
TOTAL	5.996	1.757

23 Employees Benefit Expenses

Particulars	(INR in Lacs) of the year ended March 31	
	2025	2024
Salary to Staff	374.411	200.698
Salary to Directors	7.600	7.600
TOTAL	382.011	208.298

24 FINANCE COSTS

Particulars	(INR in Lacs) of the year ended March 31	
	2025	2024
Interest on Debentures	9.45	18.113
Interest on Loan (Secured Loans)	192.354	87.326
Interest on Loan (Unsecured Loans)	87.529	36.346
Interest on OD limit with ICICI Bank	0.517	0.431
TOTAL	289.850	142.216

25 DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	(INR in Lacs) of the year ended March 31	
	2025	2024
Depreciation on Fixed Assets	7.580	6.248
TOTAL	7.580	6.248

26 OTHER EXPENSES

Particulars	(INR in Lacs) of the year ended March 31	
	2025	2024
Advertisement & Promotion	2.247	1.208
Annual Listing Fee	3.812	3.543
Audit fee	1.450	1.250
Bad Debts written off	-	26.863

EMERALD FINANCE LIMITED

(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)

CONSOLIDATED NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025 Continued

OTHER EXPENSES (Contd...)

Balances written off	4.940	1.971
Commission Paid	127.520	239.282
Guarantee Fees	0.400	1.100
Electricity & Water Expenses	1.268	0.940
Employer Contribution to PF	0.874	0.311
Employee stock option compensation	7.379	-
Gensent Rent	0.730	0.720
Bank Charges	1.822	1.078
Interest and Other Financial Overheads	13.085	3.838
Insurance Expenses	3.167	4.156
Internet Marketing Expenses	3.402	5.884
Legal Fees	3.670	-
Misc Exp W/off	5.469	5.732
Marketing Fees	11.266	-
Office Expenses	6.835	4.072
Postage & Telegraph	1.001	0.350
Printing & Stationery	1.019	0.898
Processing Fees	11.149	43.557
Professional Fees	36.359	56.984
Rates Fees & Taxes	13.235	5.943
Rent	1.550	1.200
Repair and Maintenance	1.619	1.027
Service Charges	-	0.487
Short & Excess	0.022	0.007
Stamp Duty Charges	-	2.560
Software Expenses	1.090	-
Telephone Expenses	1.046	0.958
Travelling Expenses	7.437	5.323
GRAND TOTAL	274.863	421.242

27 OTHER EXCEPTIONAL ITEMS

Particulars	(INR in Lacs)	
	of the year ended March 31	
	2025	2024
Loss on sale of shares	-	-
GRAND TOTAL	-	-

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
CONSOLIDATED NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025 Continued

28 Tax Expenses

Particulars	(INR in Lacs) for the period ended March 31	
	2025	2024
Current tax	-	0.000
Current tax on profits for the year	305.910	139.325
Total current tax expenses	305.910	139.325
Deferred Tax		
Decrease/ (Increase) in deferred tax assets	(0.665)	(0.021)
(Decrease)/ Increase in deferred tax liabilities	-	0.498
Total deferred tax expense/ benefit	(0.665)	0.477
Income tax adjustments for previous year	-	4.392
TOTAL	305.245	144.194

29 Current Statutory Provisions

Particulars	(INR in Lacs) for the year ended March 31	
	2025	2024
Current Provisions		
Current Provision for Corporate Social Responsibility	8.000	-
Current Provision for Standard Assets	7.000	
TOTAL	15.000	-

30 Earning per share (EPS)

Particulars	(INR in Lacs) for the period ended March 31	
	2025	2024
Profit for the year (INR in Lacs)	888.872	413.758
Weighted average number of shares outstanding during the year (Nos)	34,540,319	30,143,650
Weighted average number of shares - Diluted outstanding during the year (Nos)	34,540,319	30,143,650
Earning per share (Basic)	2.573	1.373
Earning per share (Diluted)	2.573	1.373
Face value per share	10	10

31 Contingent Liabilities not provided for

Particulars	(INR in Lacs) for the period ended March 31	
	2025	2024
a) Claims against the company not acknowledge as debts	Nil	Nil
b) Income tax matters under dispute appeal by the company	Nil	Nil
c) Value added Tax,, Service tax and GST matters under dispute	Nil	Nil

32 Business Segement

The company is dealing in one business segment and from single geographical location therefore there is no other reportable business or geographical segment.

33 Related Party Disclosures

As per INDAS 24, the disclosure of transactions with the related parties are given below.

(i) List of related parties with whom transactions have taken place.

S.No.	Name of the Related Party	Relationship
1.	Eclat Net Advisors Private Limited	Subsidiary
2.	Mr. Sanjay Aggarwal	Managing Director & Promoter
3.	Mrs. Anubha Aggarwal	Director & Promoter
4.	Mr. Ram Swaroop Aggarwal	Promoter
5.	Eclat Capital & Finance Limited	Related Company
6.	Reliable Capital & Financial Services	Related Company

II) Disclosure in Respect of Material Related Party Transactions during the year:

1 Rent paid to Managing Director Mr. Sanjay Aggarwal during the year - INR 1,20,000 for the premises of registered cum corporate office of Holding Company taken on rent and INR 35,000/- paid during the year for premises taken on rent for Subsidiary Company.

2 Salary paid to Managing Director Mr. Sanjay Aggarwal during the year - INR 4,00,000 and Salary paid to Director Mrs. Anubha Aggarwal in subsidiary company i.e Eclat Net advisors Private Limited during the year - INR 3,60,000.

3 Dividend paid during the year:

a.	Mr. Sanjay Aggarwal	:	INR 1560619/-
b.	Mrs. Anubha Aggarwal	:	INR 1203560/-
c.	Mr. R.S. Aggarwal	:	INR 276800/-

4 Total Investment by way of Equity as on March 31, 2025 :

a.	Mr. Sanjay Aggarwal	:	INR 111841620 (11184162 Equity Shares of Rs. 10/- each)
b.	Mrs. Anubha Aggarwal	:	INR 76367510 (7636751 Equity Shares of Rs. 10/- each)
c.	Mr. R.S. Aggarwal	:	INR 17300000 (1730000 Equity shares of Rs. 10/- each)

5 Guarantee fees paid to Managing Director Mr. Sanjay Aggarwal during the year - INR 40,000.

6 Company has granted a Business Loan to Eclat Net Advisors Private Limited, which is a Subsidiary of the company. Outstanding amount of which as on 31-03-2025 is INR 68105927.56 The company has received interest amounting to INR 7677775.00 from Eclat Net Advisors Private Limited for this year

7 Company has granted a Business Loan to Eclat Capital and Finance Limited, which is a related company. Outstanding amount of which as on 31-03-2025 is INR 7,39,92,694.58. The company has received interest amounting to INR 6633336.00 from Eclat Capital & Finance Limited for this year

8 Company has granted a Business Loan to Reliable Capital and Financial Services, which is a related company. Outstanding amount of which as on 31-03-2025 is INR 7,40,05,061.00. The company has received interest amounting to INR 1,20,16,942/- from Reliable Capital & Financial Services for this year.

34 Disclosure as required under INDAS 108 -Operating Segments

The company has only one reportable primary segment i.e. NBFC Activity and hence no separate segment disclosures made.

Particulars	Total	
	As on 31.03.2025	As on 31.03.2024
Revenue		
External Sales	2,157.425	1,334.199
Total Revenue	2,157.425	1,334.199
Result		
Segment result	(954.304)	(778.004)
Operating Profit	1,203.121	556.195
Interest expenses		
Interest income	-	-
Other income	5.996	1.757
Income tax (Current+Deferred)	(305.245)	(144.194)
Other exceptional Items	-	-
Net Profit (inclusive other comprehensive income)	903.872	413.758

Other Information	As on 31.03.2025	As on 31.03.2024
Segment assets	10,571.532	10,571.532
Unallocated corporate assets	-	-
Total assets	10,571.532	10,571.532
Segment liabilities	1,968.553	1,693.478
Unallocated corporate liabilities	-	-
Total liabilities	1,968.553	1,693.478
Capital Expenditure	25.848	45.569
Depreciation	7.580	6.248

35 Financial Instruments-Accounting classifications and fair value measurements

The fair value of the assets and liabilities are included at the amount at which the instrument could be exchanged in current transaction between willing parties, other than in force or liquidation sale.

Financial Instruments with fixed and variable interest rates are evaluated by the company based on parameters such as interest rates and individual credit worthiness of the counter party. Based on this evaluation, allowances are taken to the account for the expected losses of these receivables.

The company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data

35.1	Particulars	Carrying amount	Fair Value		
		As at 31-March-2025	Level 1	Level 2	Level 3
	Financial assets at fair value through other				
	Cash and cash equivalents	1,526.415	1,526.415	-	-
	Bank balance other than cash and cash equivalents	228.751	228.751	-	-
	Loans and advances	8,068.576	-	-	8,068.576
	Trade Receivables	210.820	-	-	210.820
	Other investments	5.000	-	-	5.000
	Other financial assets	459.116	-	-	459.116
	Total	10,498.678	1,755.166	-	8,743.512
	Financial liabilities at amortised cost				
	Debt securities	143.077	-	143.077	-
	Long term borrowings	1,416.727	-	-	1,416.727
	Trade Payables	-	-	-	-
	Other financial liabilities	52.047	-	-	52.047
	Total	1,611.851	-	143.077	1,468.774
35.2	Particulars	Carrying amount	Fair Value		
		As at 31-March-2024	Level 1	Level 2	Level 3
	Financial assets at fair value through other				
	Cash and cash equivalents	87.223	87.223	-	-
	Bank balance other than cash and cash equivalents	209.790	209.790	-	-
	Loans and advances	5,503.734	-	-	5,503.734
	Trade Receivables	165.867	-	-	165.867
	Other investments	5.000	-	-	5.000
	Other financial assets	455.406	-	-	455.406
	Total	6,427.020	297.013	-	6,130.007
	Financial liabilities at amortised cost				
	Debt securities	60.000	-	60.000	-
	Long term borrowings	1,393.569	-	-	1,393.569
	Trade Payables	-	-	-	-
	Other financial liabilities	64.569	-	-	64.569
	Total	1,518.138	-	60.000	1,458.138

36 Financial Risk Management Objectives and Policies

The Company's financial risk management is an integral part of how to plan and execute its business strategies.

Market risk

Market risk is the risk of loss of future earnings, fair value or future cash flows arising out of change in the price of a financial instrument. These include change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings. The Board provides oversight and reviews the Risk management policy on a quarterly basis.

Interest rate risk

The company is not exposed to significant interest rate risk as at the respective reporting dates.

Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of account receivables. Individual risk limits are set accordingly.

Financial assets are written off when there is no reasonable expectation of recovery, such as debtor failing to engage in a repayment plan with the company.

Liquidity Risk

Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's finance department is responsible for maintenance of liquidity (including quasi liquidity), continuity of funding as well as timely settlement of debts. In addition, policies related to mitigation of risks are overseen by senior management. Management monitors the Company's net liquidity position on the basis of expected cash flows vis a vis debt service fulfillment obligation.

Maturity profile of financial liabilities

The table below provides details regarding the maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

As at March 31, 2025	Less than 1 year	1 to 5 years	More than 5 years
Debt Securities	143.077	-	-
Long term borrowings	-	1,416.727	-
Trade payables	-	.	-
Other financial liabilities	52.047		-
Short Term Provisions	356.702		

As at March 31, 2024	Less than 1 year	1 to 5 years	More than 5 years
Debt Securities	60.000	-	-
Long term borrowings	-	1,393.569	-
Trade payables	-	.	-
Other financial liabilities	64.569		-
Short Term Provisions	175.117		

Particulars	Foreign Currency	Local Currency
37 Exposure in Foreign Currency		
(A) Outstanding overseas exposure not being hedged against adverse currency fluctuation	NIL	NIL
38 Foreign Exchange Transaction		
(a) Value of imports calculated on C.I.F basis by the company		
I. Raw materials;	NIL	NIL
II. Components and spare parts;	NIL	NIL
III. Capital goods;	NIL	NIL
(b) Expenditure in foreign currency during the financial year on	NIL	NIL
(c) Total value if all imported raw materials, spare parts and components consumed		

during the financial year and the total value of all indigenous raw materials, spare parts and components similarly consumed and the percentage of each to the total consumption;

(d) The amount remitted during the year in foreign currencies on account of dividends with a specific mention of the total number of non-resident shareholders, the total number of shares held by them on which the dividends were due and the year to which the dividends related.

(e) Earnings in foreign exchange classified under the following heads, namely:—

I. Export of goods calculated on F.O.B. basis;

0

0

II. Royalty, know-how, professional and consultation fees;

NIL

NIL

III. Interest and dividend;

NIL

NIL

IV. Other income, indicating the nature thereof.

NIL

NIL

39 Disclosure as required by INDAS 33- Earning Per Share.

Particulars	(INR in Lacs)	
	As at March 31	
	2025	2024
Net Profit After tax	888.872	413.758
Weighted Average number of equity shares for Basic EPS(Nos.)	34,540,319	30,143,650
Face Value Per share	INR 10/-	INR 10/-
Basic EPS (INR)	2.573	1.373
Diluted EPS (INR)	2.573	1.373

40 As per INDAS 36 impairment of Assets, the company has assessed the conditions of all assets used in its operation and is of the opinion that there is no impairment of assets, hence no provision was made.

41 In the opinion of the management current assets, loan and advances are of the value stated, if realized in the ordinary course of business.

42 Assets Taken on Operating Lease

The office premises has been taken on operating lease on annual basis and is annually renewable. The lease Agreements does not have any escalation clause for renewal of lease. There are no Sub-Leases in the name of the company

43 Notes Regarding Payable and Receivable

The Balances of debtors and creditors, loan and advances are subject to confirmation and are pending for reconciliation. Such balances that are reflected in the balance sheet are as appearing in the books of accounts.

44 Disclosure As per Clause 32 of Listing agreement with the stock exchanges:

a) Loan and Advances

Name of Company	Relationship	Balance as on March 31, 2025	INR In Lacs
			Maximum balance outstanding during year ending 31st March 2025
Eclat Net Advisors Private Limited	Subsidiary	68,105,927.56	74,483,272.56
Eclat Capital & Finance Limited	Related Party	73,992,694.58	73,992,694.58
Reliable Capital and Financial Services	Related Party	74,005,061.00	74,005,061.00

45 Other Notes

In the Opinion of the Board, the current assets, loans & advances are approximately of the value stated, if realised in the normal course of business. The provision for known liabilities is adequate & not in excess of amount considered reasonably necessarily.

46 Regrouping of Figures

Previous Years Figures have been regrouped wherever it is necessary to make the figures comparable with those of current year

47 Micro Small and Medium Enterprises Development Act 2006

The Company has conducted due diligence of its payables with regard to their status being Micro or Small Enterprises and have accordingly classified the payables in the respected category based on the information received from such payables. In cases where no information has been received, the same has been classified under any other category.

48 Provision for Standard Assets

As per Reserve Bank of India Act 1934, Company is required to maintain a statutory provision of 0.25% of total standard loans & advances. As the total standard advances outstanding of the holding company as on March 31, 2025 were INR 7271.96 Lacs and company is required to maintain 18.18 Lacs as on March 31, 2025. However, company has already provided for INR 32.05 Lacs till March 31, 2024 in the holding company itself, as a matter of prudence holding company provided for an additional 7 lacs during the financial year, taking the total provision to INR 39.05 Lacs against the required provision of 18.18 Lacs, taking the total to INR 42.792. No fresh provision was created in Subsidiary company as enough provision was created during the preceeding years.

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
CONSOLIDATED NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025 Continued

49 Additional Regulatory Information

(i) Title deeds of Immovable Property not held in name of the Company:- "The company does not hold any immovable property."

	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
PPE	NIL	NIL	NIL	NIL	NIL	
Investment property	NIL	NIL	NIL	NIL	NIL	
PPE retired from active use and held for disposal	NIL	NIL	NIL	NIL	NIL	
others	NIL	NIL	NIL	NIL	NIL	

(ii) The company had not revalued any Property , Plant & Equipments.

(iii) The Company has granted Loans & Advances to it's subsidiary and Related parties of the directors. The details of which is as follows.

Name of Company	Relationship	Balance as on March 31, 2025
Eclat Net Advisors Private Limited	Subsidiary	68,105,927.56
Eclat Capital & Finance Limited	Related Party	73,992,694.58
Reliable Capital and Financial Services	Related Party	74,005,061.00

(iv) CAPITAL WORK IN PROGRESS (CWIP)

CWIP aging schedule

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress			N.A		
Project temporarily suspended					

(v) Details of Benami Property Held

No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(a) Details of such property, including year of acquisition,	N.A
(b) Amount thereof,	N.A
(c) Details of Beneficiaries,	N.A
(d) If property is in the books, then reference to the item in the Balance Sheet,	N.A
(e) If property is not in the books, then the fact shall be stated with reasons,	N.A
(f) Where there are proceedings against the company under this law as an abetter of the transaction or as the transferor then the details shall be provided,	N.A
(g) Nature of proceedings, status of same and company's view on same.	N.A

(vi) Company has borrowings from banks or financial institutions on the basis of security of current assets,

(a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.	Yes
(b) if not, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed	N.A

(vii) Wilful Defaulter

The company is not a Wilful Defaulter as declared and notified by any Bank or Financial Institutions.

(viii) Relationship with Struck off Companies

The company had not entered any transaction during the year with the companies which are struck off u/s 248 of companies Act,2013 or Section 560 of the companies Act,1956.

(ix) Registration of charges or satisfaction with Registrar of Companies

The company had availed the following loans of which the status for Charge Registration with ROC is as under :-

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
CONSOLIDATED NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025 Continued

SR. NO.	Name	Nature of Facility	Amount of Loan	Charge Registered	Reason for Non-Registration
1	Alwar general finance Co. Pvt. Ltd.	Secured Term Loan	10,000,000.00	Yes	
2	Alwar general finance Co. Pvt. Ltd.	Secured Term Loan	20,000,000.00	Yes	
3	Canara bank	Loan against FD	270,000.00	No	Charge is not mandate by the bank to be registered with ROC
4	MAS Financial services Limited	Secured Term Loan	5,000,000.00	Yes	
5	Punjab Kashmir Finance Limited	Secured Term Loan	10,000,000.00	Yes	
6	Punjab Reliable Investment private Limited	Secured Term Loan	10,000,000.00	Yes	
7	RAR Fincare Limited	Secured Term Loan	10,000,000.00	Yes	
8	RAR Fincare Limited	Secured Term Loan	10,000,000.00	Yes	
9	State Bank of India	Secured Term Loan	110,000,000.00	Yes	
10	The Punjab State Co-op Bank Limited	Loan against FD	255,000.00	No	Charge is not mandate by the bank to be registered with ROC
11	UC Inclusive Credit Private Limited	Secured Term Loan	20,000,000.00	Yes	
12	Yes Bank Limited	Overdraft Facility	300,000.00	No	
13	16% NCD (Neeva Swarnam Private Limited)	Secured NCD	10,000,000.00	Yes	
14	16% NCD (Neeva Swarnam Private Limited)	Secured NCD	12,000,000.00	Yes	
15	Capital Small Bank	Term Loan	1,800,000.00	Yes	
16	Capital Small Bank	Term Loan	2,100,000.00	Yes	
17	Capital Small Bank	Term Loan	2,110,000.00	Yes	
18	HDFC Bank Limited	Car Loan	2,010,000.00	Yes	Lien is marked on RC
19	Bajaj Finance Ltd	Business Loan	2,639,505.00	NIL	
20	Fullerton India Credit Co Ltd	Business Loan	5,000,000.00	NIL	Unsecured Loans (Charge is not mandate by the bank to be registered with ROC.)
21	Indusind Bank Ltd	Business Loan	5,000,000.00	NIL	

(X) Analytical Ratios:-

Ratios	2024-2025	2023-2024
A. Current Ratio	5.933	3.831
B. Debt-equity Ratio	0.181	0.303
C. Debt service coverage Ratio	0.606	0.292
D. Return on equity Ratio	10.33%	8.63%
E. Debtors turnover Ratio	11.487	12.802
F. <u>Return on Capital employed</u>	14.75%	11.21%
G. Net Profit Ratio	41.09%	30.97%
H. Interest Services Coverage Ratio	5.198	4.967
I. Bad Debts to Account Receivable Ratio	-	0.257
J. Total Debts to total assets Ratio	14.75%	22.41%

a) Current Ratio	Current Assets (excluding the assets repayable on demand)/ Current Liabilities (excluding current maturities of long term borrowing)
b) Debt-Equity Ratio	Total Debt/ Total Equity
c) Debt Service Coverage Ratio	Income available for debt service/ (interest expense + repayments made during the period for long term loans), where income available for debt service = Profit before exceptional items and tax + Depreciation, depletion and amortization expense+ Interest expense
d) Return on Equity Ratio	Net profit after tax before exceptional items (net of tax)/ Total Equity
e) Debtors Turnover Ratio	(Revenue from operations+ other operating income)/ Average Trade Receivables
f) Return on Capital employed	Net Profit +Tax + Interest Expenses/ Total Capital Employed
g) Net-Profit Margin(%)	Net profit after tax before exceptional items (net of tax)/ (Revenue from operations+ Other operating income)
h) Interest Service Coverage Ratio	Income available for debt service/ interest expense
i) Bad debts to Account receivable Ratio	Bad Debts written off/ Average Trade Receivables
j) Total debts to total assets Ratio	Total Debt/ Total Assets

Other Additional Regulatory Information vide clauses XI, XIII. XIV are not applicable to the company.

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
CONSOLIDATED NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025 Continued

50 Undisclosed income

Each & Every entry of the company is properly accounted for in Books of accounts. There is no Undisclosed Income or any Income surrendered during the year under the income Tax Act, 1967.

51 Corporate Social Responsibility (CSR)

CSR Provisions in terms of section 135 of the Companies Act 2013 are applicable to the company and company has made required provisions for the same.

52 Details of Crypto Currency or Virtual Currency

Where the Company has traded or invested in Crypto currency or Virtual Currency during the financial year NIL

(a) profit or loss on transactions involving Crypto currency or Virtual Currency

(b) amount of currency held as at the reporting date

(c) deposits or advances from any person for the purpose of trading or investing in Crypto Currency/ virtual currency.

The accompanying notes are an integral part of the financial statements

As per our report of even date attached.

For and on behalf of the Board

For S.Lal Bansal & Company
Chartered Accountants
Firm No : 002664N

Sanjay Aggarwal
Managing Director
DIN No: 02580828

Anubha Aggarwal
Director
DIN No. 02557154

Sham Lal Bansal
Partner
Membership No. - 081569
UDIN: 25081569BMJREF7490

Sheetal Kapoor
CFO

Amarjeet Kaur
Company Secretary

Place : Chandigarh
Dated : May 22, 2025

EMERALD FINANCE LIMITED												
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)												
9. PROPERTY, PLANT & EQUIPMENT FOR THE YEAR ENDED 31ST MARCH 2025												
												(INR in Lacs)
Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK			
	AS ON 01.04.2024	ADDITION DURING THE YR.	AJUSTMENT/SOL D DURING THE YEAR	AS ON 31.3.2025	AS ON 01.04.2024	PROVIDED DURING THE YR.	TRANSFER TO GENERAL RESERVE	ON SALE / ADJUSTMENTS DURING THE YR.	TOTAL UP TO 31.3.2025	AS ON 31.3.2025	AS ON 31.03.2024	
1 Computers	19.919	3.854	-	23.773	13.357	1.692	-	-	15.049	8.724	6.562	
2 CAR	22.308	-		22.308	0.565	0.565	-		1.130	21.178	21.743	
3 Air Conditioner	4.659	-		4.659	2.461	0.565	-		3.026	1.633	2.198	
4 Electrical Appliances	4.279	4.019		8.298	0.403	0.535			0.938	7.360	3.876	
5 Furniture & Fixtures	1.938	-		1.938	0.184	0.184	-	-	0.368	1.570	1.754	
6 Printer	5.065	0.269		5.334	4.330	0.145	-	-	4.475	0.859	0.735	
7 Mobile	9.228	8.742		17.970	2.532	1.845	-	0.009	4.368	13.602	6.696	
8 UPS	0.631	-		0.631	0.417	0.013	-		0.430	0.201	0.214	
9 Stablizer V Guard	0.068	-	-	0.068	0.032	0.011			0.043	0.025	0.036	
10 Software	7.766	3.141		10.907	1.700	1.924	-	-	3.624	7.283	6.066	
11 Invertor	0.240	0.277		0.517	0.228	0.052	-	-	0.280	0.237	0.012	
12 Office Equipments	-	0.018		0.018	-	0.010			0.010	0.008	-	
13 Battery	-	1.235		1.235	-	0.039	-	-	0.039	1.196	-	
Capital Work in Progress												
1 Building under construction	-	4.293		4.293	-	-	-	-	-	4.293	-	
TOTAL	76.101	25.848	-	101.949	26.209	7.580	-	0.009	33.780	68.169	49.892	
	30.532	45.569	-	76.101	19.961	6.248	-	-	26.209	49.892	10.571	

EMERALD FINANCE LIMITED
(FORMERLY EMERALD LEASING FINANCE & INVESTMENT COMPANY LIMITED)
CONSOLIDATED CASH FLOWS FOR THE YEAR ENDED 31.03.2025

PARTICULARS	Year Ended	Year Ended
	31st March 2025	31st March 2024
	(INR in Lacs)	(INR in Lacs)
1. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX AND EXCEPTIONAL ITEMS	1,209.117	557.952
Add:		
Depreciation	7.580	6.248
Miscellaneous Expenses Written Off	5.469	5.732
Financial Expenses	289.850	142.2160
Deferred Tax Liability	0.665	(0.477)
Deferred Employees Compensation A/c (Net)	7.379	
	310.943	153.719
Less:		
Provision for Tax	305.910	139.325
Income tax adjustment during the year	-	4.392
Provision for Corporate Social responsibility	8.000	-
Provision for Standard Asset	7.000	15.028
Dividend Paid	53.040	30.144
Others	35.655	2.072
	409.605	190.961
Operating profit for working capital changes	1,110.455	520.710
(Increase) / Decrease in Trade Receivable	(44.953)	(98.125)
(Increase) / Decrease in Loans & Advances	(2,564.842)	(1,255.520)
(Increase) / Decrease in Other Current Assets	(4.152)	(301.735)
Increase / (Decrease) in Trade Payables & Others	168.840	5.385
Cash Generated from / (used in) operating activities	(1,334.652)	(1,129.285)
Direct Taxes paid / deducted at source	-	-
Net cash generated from / (used in) operating activities	(A) (1,334.652)	(1,129.285)
2. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(25.848)	(45.569)
Investments in demat accounts	-	42.487
Net Cash from / (used in) Investing Activities	(B) (25.848)	(3.082)
3. CASH FLOW FROM FINANCING ACTIVITIES		
Proceed from Share Capital	3,002.268	-
Proceeds from Non Convertible Debentures	83.077	(136.000)
Proceeds from Unsecured Loans	23.158	1,052.502
Interest Paid	(289.850)	(142.216)
Net Cash from / (used in) Financing Activities	(C) 2,818.653	774.286
4. NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS	(A)+(B)+(C) 1,458.153	(358.081)
5. CASH & CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR	297.013	655.094
6. CASH & CASH EQUIVALENTS AS AT THE END OF THE YEAR	1,755.166	297.013
Cash and Cash equivalents (Year end)	1,755.166	297.013
Balances with banks with restatement (including cc & od balances)	1,752.574	291.632
Cheques in Hand	-	-
Cash in Hand	2.592	5.381
Reconciliation of Cash and Cash equivalents		
Cash and Cash equivalents as per Balance Sheet	1,755.166	297.013
Balances with banks in CC Accounts	-	-
Balances with banks in OD Accounts	-	-
TOTAL	1,755.166	297.013
<div> <div> Sanjay Aggarwal Managing Director DIN No: 02580828 </div> <div> Anubha Aggarwal Director DIN No. 02557154 </div> </div> <div> <div> Place : Chandigarh Dated : May 22, 2025 </div> <div> Sheetal Kapoor CFO </div> <div> Amarjeet Kaur Company Secretary </div> </div>		
<p style="text-align: center;">Auditor's Certificate</p> <p>We have examined the attached cash flow statement of Emerald Finance Limited for the year ended 31st March 2025. The Statement has been prepared by the company in accordance with the requirement of the listing agreement Clause 32 with Stock Exchange and is based on and derived from the audited accounts of the Company for the year ended 31st March 2025</p> <div> <div> Place : Chandigarh Dated : May 22, 2025 </div> <div> For S.Lal Bansal & Company Chartered Accountants Firm No 002664N Sham Lal Bansal Partner Membership No. -081569 UDIN: 25081569BMJREF7490 </div> </div>		



Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L65993CH1983PLC041774

Name of the company: EMERALD FINANCE LIMITED

Registered office: SCO 7, Industrial Area, Phase-II, Chandigarh - 160 002

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at theAnnual general meeting/ Extraordinary general meeting of the company, to be held on the day of At a.m. /p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

2.....

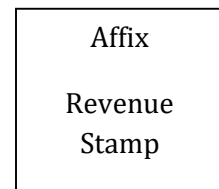
3.....

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



EMERALD FINANCE LIMITED

Registered Office: SCO 7, First Floor Industrial Area, Phase-II, Chandigarh - 160 002

ATTENDANCE SLIP

for the 42nd Annual General Meeting

to be handed over at the registration counter

Folio No./ DPID & Client ID:

Name:

Address:

I/ We hereby record my/our presence at the 42nd Annual General Meeting of the company on Tuesday, September 30, 2025 at 10 A.M at the registered office of the company at SCO 7, Industrial Area, Phase-II, Chandigarh - 160 002

.....

Name of the Member/ Proxy
member/proxy

.....

Signature of the

Note:

1. A member or his duly appointed Proxy wishing to attend the meeting must complete this Attendance slip and hand it over at the entrance.
2. Name of the Proxy in block letters.....(in case the proxy attends the meeting).
3. Members are requested to bring their copies of the Annual Report to the meeting .