



Tourism Finance Corporation of India Limited



36th ANNUAL REPORT
2024-25



Tourism Finance Corporation of India Limited

Board of Directors*



Dr. S. Ravi
Non Executive Chairman
(Non-Independent Director)



Shri Parkash Chand
Director



Mrs. Thankom T Mathew
Independent Director



Shri Bapi Munshi
Independent Director



Shri Ashok Kumar Garg
Independent Director



Shri Deepak Amitabh
Independent Director



Dr. Mahabaleshwara M S
Independent Director



Shri Aditya Kumar Halwasiya
Director



Shri Anoop Bali
Managing Director & CFO

*As on July 17, 2025



BOARD OF DIRECTORS*

| | |
|------------------------------------|--|
| Dr. S.Ravi | Non-Executive Chairman |
| Shri Parkash Chand | Non-Executive Director (Representing LIC of India) |
| Mrs. Thankom T. Mathew | Independent Director |
| Shri Bapi Munshi | Independent Director |
| Shri Ashok Kumar Garg | Independent Director |
| Shri Deepak Amitabh | Independent Director |
| Dr. Mahabaleshwara M S | Independent Director |
| Shri Aditya Kumar Halwasiya | Non-Executive Director |
| Shri Anoop Bali | Managing Director & CFO |

COMPLIANCE OFFICER

| | |
|--------------------------|-------------------|
| Shri Sanjay Ahuja | Company Secretary |
|--------------------------|-------------------|

STATUTORY AUDITORS

M/s Rama K. Gupta & Co.
Chartered Accountants, New Delhi

REGISTRAR AND TRANSFER AGENT

MCS Share Transfer Agent Ltd.
179-180, DSIDC Shed, 3rd Floor,
Okhla Industrial Area, Phase-I,
New Delhi-110020
Phone: +91-11-41406149/51/52
E-mail: helpdeskdelhi@mcsregistrars.com

REGISTERED & CORPORATE OFFICE

4th Floor, Tower 1, NBCC Plaza,
Pushp Vihar, Sector-V,
Saket, New Delhi-110 017
Phone No.: 011-47472200, 29561180
Email: ho@tfciltd.com
Website: www.tfciltd.com
CIN No.L65910DL1989PLC034812

MUMBAI OFFICE

C-508, Trade World
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai- 400013
Phone No.: 022-40591106

*as on July 17, 2025



HIGHLIGHTS

(₹ in Lakh)

| | | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------|-------------------------|-------------------------|
| Resources | | | |
| Share Capital | | 9260 | 9037 |
| Reserves and Surplus | | 112377 | 99925 |
| Secured Loans | | 69109 | 80804 |
| Unsecured Loans | | 17500 | 17500 |
| Total | | 208246 | 207266 |
| Operations | | | |
| | Cumulative | 2024-2025 | 2023-2024 |
| Assistance sanctioned | | | |
| Rupee Loan | 1598677 | 159896 | 136360 |
| Leasing | 2491 | — | — |
| Subscription to Equity/Preference Share/Debentures | 91070 | — | 9000 |
| Guarantee | 1483 | — | — |
| Total | 1693721 | 159896 | 145360 |
| Assistance disbursed | | | |
| Rupee Loan | 961397 | 91488 | 76271 |
| Leasing | 1580 | — | — |
| Subscription to Equity/Preference Share/Debentures | 84611 | — | 9000 |
| Guarantee | 1443 | — | — |
| Total | 1049031 | 91488 | 85271 |
| Earnings | | | |
| Profit before tax | | 12802 | 11387 |
| Profit after tax | | 10381 | 9111 |
| Earning per share (₹) | | 11.21 | 10.08 |



NOTICE

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the members of Tourism Finance Corporation of India Ltd. will be held on Thursday, the 21st day of August, 2025 at 11:00 AM, through Video Conferencing (VC)/other Audio Visual Means (OAVM) facility at 4th Floor, Tower 1, NBCC Plaza, Sector V, Pushp Vihar, Saket, New Delhi –110 017 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited Financial Statements of the Company for the year ended March 31, 2025 and the report of the Board of Directors' and Auditors' thereon.
2. To consider and declare Dividend on Equity Shares for financial year 2024-25.
3. To appoint a Director in place of Shri Parkash Chand (DIN: 07507069), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 4. Issue of Non-Convertible Bonds/Debentures/other instruments

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities), Rules 2014, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Guidelines issued by Reserve Bank of India (“RBI”), the Memorandum and Articles of Association of the Company and subject to the rules, regulations, guidelines and circulars issued thereunder from time to time by any Regulatory Authorities, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for having made and/or making offer(s) or invitation to subscribe to securities, including but not limited to bonds and non-convertible debentures, by way of private placement

in one or more tranches, on such terms and conditions as it may consider proper, upto an amount not exceeding Rs.1000 crore (Rupees One Thousand Crore only) in the year commencing from the date of approval by shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution.”

Item No. 5. Sub-division/Split of face value of the Equity Share and alteration in the Share Capital Clause of the Memorandum of Association

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

“RESOLVED THAT pursuant to the provisions of Sections 61, 64 and other applicable provisions of the Companies Act, 2013 (the “Act”), if any, read with the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and any other applicable provisions of the Act or the Listing Regulations for the time being in force [including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force], in accordance with the Memorandum of Association and Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from concerned statutory authorities, approval of the members of the Company be and is hereby accorded for sub-division/split of equity shares of the Company, such that 1 (one) equity share having face value of Rs.10/- (Rupees Ten only) each, fully paid-up, be subdivided into 5 (five) equity shares having face value of Rs.2/- (Rupees Two only) each, fully paid-up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose (“Record Date”) by the Board of Directors of the Company (hereinafter the term ‘Board’, shall be deemed to encompass any committee formed by the Board, including those constituted by the Board subsequently).

RESOLVED FURTHER THAT, pursuant to the sub-division / split of equity shares of the Company, the Authorised and Issued, Subscribed and Paid-up Equity Share Capital of face value of Rs.10/- (Rupees Ten Only) each, fully paid up, existing on record date shall stand sub-divided as follows:

| Particulars | Pre-sub division of Equity Shares | | | Post-sub division of Equity Shares | | |
|---|-----------------------------------|---------------------|------------------------------|------------------------------------|---------------------|------------------------------|
| | No. of shares | Face Value (in Rs.) | Total Share Capital (in Rs.) | No. of shares | Face Value (in Rs.) | Total Share Capital (in Rs.) |
| Authorised Share Capital | | | | | | |
| Equity Share Capital | 25,00,00,000 | 10 | 250,00,00,000 | 125,00,00,000 | 2 | 250,00,00,000 |
| Preference Share Capital | 25,00,00,000 | 10 | 250,00,00,000 | 25,00,00,000 | 10 | 250,00,00,000 |
| Total Authorised Share Capital | | | 500,00,00,000 | | | 500,00,00,000 |
| Issued, Subscribed and Paid-up share capital | | | | | | |
| Equity Share Capital | 9,25,95,448 | 10 | 92,59,54,480 | 46,29,77,240 | 2 | 92,59,54,480 |
| Preference Share Capital | Nil | Nil | Nil | Nil | Nil | Nil |
| Total Issued, Subscribed and Paid-up share capital | | | 92,59,54,480 | | | 92,59,54,480 |



RESOLVED FURTHER THAT upon sub-division/split of equity shares as aforesaid and with effect from the Record Date:

- (a) for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), shall issue new share certificate(s)/Letter of Confirmation(s) of the Company in compliance with the prevailing laws/guidelines in this regard; and
- (b) for the equity shares held in dematerialised form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s), in compliance with the prevailing laws/guidelines in this regard.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Act and the relevant rules made thereunder (including any statutory modification(s), notification(s), circular(s) issued thereunder or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association of the Company, consent of members of the Company be and is hereby accorded, to substitute the existing Clause V of the Memorandum of Association of the Company with new clause as under:

“(V) The Authorised Share Capital of the Company is Rs.500,00,00,000 (Rupees Five Hundred Crore) divided into 125,00,00,000 (One Hundred Twenty Five Crore) Equity Shares of Rs.2/- each and 25,00,00,000 (Twenty Five Crore) Preference Shares of Rs.10/- each; with rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase or re-classify or alter the capital of the Company and to divide/consolidate the shares in the capital for the time being into several classes and face values and to attach thereto respectively such preferential, cumulative, convertible, guarantee, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such right, privilege or condition or restriction in such manner as may for the time being be permitted by the Articles of Association of the Company and the legislative provisions for the time being in force.”

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to make all the requisite alterations, modifications and adjustments under the ‘TFCI ESOP Scheme - 2022’, as may be necessary due to sub-division/split of equity shares of the Company.

RESOLVED FURTHER THAT the sub-division/split of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to

do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division/split of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion, deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the sub-division/split of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further approval/consent of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers conferred by these resolutions to Committee(s) or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution, with power to such Committee(s) to further delegate all or any of its powers, subject to applicable laws.”

Item No. 6. Appointment of Secretarial Auditor of the Company effective from FY 2025-26 till FY 2029-30

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

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s Arun Kumar Gupta & Associates, Practicing Company Secretaries (firm registration no. S2004DE075500), be and is hereby appointed as the Secretarial Auditors of the Company, to hold office for a term of five consecutive financial years commencing from FY2025-26 till FY2029-30, at such terms and conditions as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to finalise, fix and modify the remuneration of the Secretarial Auditors as may be mutually agreed and to do all such acts, deeds, matters and things as may be necessary, incidental or ancillary to the foregoing resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers to any officer(s)/authorised representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors

Date: July 17, 2025

(Sanjay Ahuja)

Place: New Delhi

Company Secretary

**Notes:**

- 1) The Ministry of Corporate Affairs ("MCA") has vide its Circular dated September 19, 2024 read with the Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 Dated: October 3, 2024 (collectively referred to as "SEBI Circulars"), permitted the holding of the Annual General Meeting ("AGM") through VC, without the physical presence of the Members at a common venue till 30th September, 2025. Hence, the forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- 2) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) 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 CDSL.
- 3) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
- 4) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 5) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- 6) 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.tfcilt.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- 7) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 5, 2020 and MCA Circular No. 02/2021 dated January 13, 2021, MCA Circular No. 02/2022 dated May 5, 2022, MCA Circular No. 11/2022 dated December 28, 2022, MCA Circular No. 09/2023 dated September 25, 2023 and MCA Circular No. 09/2024 dated September 19, 2024.
- 8) The Securities and Exchange Board of India (SEBI) has mandated that securities of listed company can be transferred only in dematerialized form w.e.f April 1, 2019. Accordingly, the company has stopped accepting any fresh lodgment of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialization, members are requested to dematerialize shares held by them in physical form. Further, SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July, 2025, decided to open a special window for a period of six months, from 7th July, 2025 to 6th January, 2026 only for re-lodgement of transfer deeds, which were lodged prior to April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise. Eligible shareholders are requested to contact the Company's Registrar and Transfer Agent ('RTA') i.e. MCS Share Transfer Agent Limited at 179-180, 3rd Floor, DSIDC Shed, Okhla Industrial Area, Phase-I, New Delhi - 110020. Tel: 011-41406149, E-mail: admin@mcsregistrars.com or the Company at ho@tfcilt.com for further assistance.
- 9) Those Shareholders whose email IDs are not registered, are requested to register their email ID with Registrar & Share Transfer Agent (RTA) at admin@mcsregistrars.com; helpdeskdelhi@mcsregistrars.com, by providing their Name as registered with the RTA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them.



- 10) The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at complianceofficer@tfcilt.com.
- 11) The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the item no. 4 to 6 is annexed hereto.
- 12) All documents referred to in the Notice calling the AGM and the Explanatory Statement are available on the website of the Company for inspection by the Members.
- 13) In terms of Article 135 of the Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Shri Parkash Chand (DIN: 07507069), retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.
- 14) Brief profile of the Director proposed to be appointed/re-appointed, is set out in "Information about Director seeking re-appointment as mandated in the SEBI (LODR) Regulation 2015" annexed to the notice.
- 15) Members holding shares in more than one folio in identical order of the names are requested to write to MCS Share Transfer Agents Ltd., RTA, enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service. Members are requested to note that all correspondence relating to Share Transfer/ Transmission etc. should be addressed to RTA.
- 16) Pursuant to the provisions of Section 125 of the Companies Act, 2013 the amount of dividend remaining unclaimed and unpaid for a period of 7 years from the date of payment is required to be transferred to the Investor Education and Protection Fund (the IEPF) established by the Ministry of Corporate Affairs, Government of India. Members who have not yet encashed their dividend warrants for the previous years, are requested to make their claims to the Company immediately. It may be noted that once the unclaimed dividend is transferred to the IEPF, no claim shall lie in respect thereof from the Company. The due date for transfer of unpaid dividend amount to IEPF for these years are:
- 17) It is further informed to the shareholders that unclaimed dividend upto the financial year 2016-17 has already been transferred to the IEPF. Those who have not claimed their dividend for period up to F.Y. 2016-17 may please claim their refund from IEPF Authority and log to <http://www.iepf.gov.in/IEPFA/refund.html>.
- 18) Relevant documents referred to in the accompanying Notice as well as the other documents are open for inspection at the registered office of the Company on all working days except Saturday, Sunday and holidays between 11.00 a.m. to 1.00 p.m. upto the date of this Annual General Meeting.
- 19) (a) The Register of Members and Share Transfer Books for equity shares of the Company will remain closed from August 15, 2025 to August 21, 2025 (both days inclusive).
- (b) The dividend on Equity Shares, if declared at the Meeting, will be paid to those members holding shares
- (i) in physical form, if their names appear in the Register of Members after giving effect to all valid transfer/transmission lodged with RTA of the Company, MCS Share Transfer Agents Ltd. on or before August 14, 2025 and
- (ii) in dematerialized/electronic form, the dividend will be paid on the basis of beneficial ownership as per details to be furnished by the Depositories i.e National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as at the end of business on August 14, 2025
- 20) Members may please note that for shares in electronic form, bank particulars registered against their depository accounts will be used by the Company for payment of dividend, therefore they are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in address immediately to the RTA, MCS Share Transfer Agents Ltd. at 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area Phase I, New Delhi-110020.
- 21) Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

| Year | Due Date |
|----------------|-------------------|
| 2017-18 | 10.09.2025 |
| 2018-19 | 09.09.2026 |
| 2020-21 | 29.10.2028 |
| 2021-22 | 19.10.2029 |
| 2022-23 | 18.09.2030 |
| 2023-24 | 14.09.2031 |

Those who have not yet claimed their dividend for the last seven years may apply directly to RTA, MCS Share Transfer Agents Ltd. and stake their claim.



For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

| | |
|---|--|
| Members having valid Permanent Account Number (PAN) | 10%* or as notified by the Government of India (GOI) |
| Members not having PAN / valid PAN | 20% or as notified by the GOI |

** As per section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.*

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2025-26 does not exceed ₹10,000, and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, non resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962
- Copy of the Tax Residency Certificate for financial year 2025-26 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders / authorised signatory
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.

pdf ([incometaxindia.gov.in](https://www.incometaxindia.gov.in))). Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>

- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

The aforementioned documents are required to be sent on email id of RTA at admin@mcsregistrars.com. No communication would be accepted from members after August 14, 2025, regarding tax-withholding matters. Members may note that in case the tax is deducted at a higher rate in absence of timely receipt, or insufficiency/incomplete/incorrectness of the aforementioned details/documents from you, an option is available to you to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted. No refund will be made by the Company once tax is deducted. The Company will inform the details of TDS deduction at the members registered email ID. Members can also check their tax credit in Form 26AS from the e-filing account at <https://www.incometax.gov.in> or "View Your Tax Credit" on <https://www.tdscpc.gov.in>.

- 22) SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA at admin@mcsregistrars.com. The following forms for updating the same are available at the website of the Company at www.tfcilttd.com and at the website of RTA at www.mcsregistrars.com.

| Form No. | Description |
|------------|---|
| Form ISR-1 | Request for registering PAN, KYC details or changes / updation thereof |
| Form ISR-2 | Confirmation of Signature of securities holder by the Banker |
| Form ISR-3 | Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies |



| Form No. | Description |
|------------|---|
| Form SH-13 | Nomination Form |
| Form SH-14 | Cancellation or Variation of Nomination |

Members holding shares in electronic form are, therefore, requested to submit their PAN, KYC details, Bank details and nomination to their DP.

In case a holder of physical securities, whose folio(s) do not have PAN, Nomination, Contact Details, Bank Account Details and Specimen Signature updated, shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing the complete documents and any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 1, 2024. In this regard, intimation for furnishing the required details vide letters dated 18.5.2023 and 22.7.2024 were sent to the shareholders holding shares in physical mode.

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

- (i) The voting period begins on August 18, 2025 at 9:00 A.M. (IST) and ends on August 20, 2025 at 5:00 P.M. (IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 14, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. |
| | 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. |
| | 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. |



| Type of shareholders | Login Method |
|---|---|
| | 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL Depository | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| | 2) If the user is 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 |
| | 3) Visit 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 099 11 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000 |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.



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

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

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

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN of TOURISM FINANCE CORPORATION OF INDIA LIMITED on which you choose to vote.

(xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and



password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; complianceofficer@tfciltd.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@tfciltd.com. The shareholders who do not wish to speak during the AGM but have queries

may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at complianceofficer@tfciltd.com. These queries will be replied by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

The Scrutinizer will scrutinize the remote e-voting process in a fair and transparent manner. The Scrutinizer after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated



scrutinizer's report shall be placed on the website of the Company www.tfcilttd.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

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

ITEM No.4

As per Section 42 of the Companies Act, 2013 read with the Rules framed there under, a company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution. Such an approval by way of special resolution can be obtained once in a year for all the offers and invitations made for such NCDs during the year.

Your Company has been raising funds for meeting its requirements for business growth through various sources including issuance of bonds/debentures. Your Company had issued non-convertible bonds in the last few years by way of private placement basis as the same was cost-effective and also offers flexibility as compared to public issues.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the Rules made thereunder, to enable the Company to offer or invite subscriptions for securities, including but not limited to bonds and non-convertible debentures upto Rs.1,000 crore (Rupees One Thousand Crore only) on a private placement basis, in one or more tranches, during the period of one year ending upto the next Annual General Meeting, within the overall borrowing limits of the Company, as approved by the Members from time to time and which shall include any amount borrowed through securities offered on private placement basis and subscribed during the current financial year upto the approval of the shareholders proposed at the Resolution at Item No.4.

The Board of Directors recommends the passing of the proposed Special Resolution as set out in item No.4 of the Notice, by members of the Company.

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

ITEM No.5

As Board of Directors at its meeting held on July 10, 2025, subject to the approval of Members of the Company and statutory authority(ies), if any, had approved the sub-division/split of equity shares of the Company such that 1 (one) equity share having face value of Rs.10/- (Rupees Ten only) each, fully paid-up, be sub-divided into 5 (five) equity shares having face value of Rs.2/- (Rupees Two only) each, fully paid-up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose by the Board ("Record Date").

In the opinion of the Board of Directors, the proposed sub-division/split of equity shares will enhance the liquidity of the

equity shares of the Company and improve affordability and accessibility for retail investors. It is also expected that it will broader shareholder base, positive sentiment and increased retail participation and therefore, it is in the best interest of the investors and the Company.

The sub-division/split of equity shares of the Company as aforesaid will require alteration to the existing Capital Clause i.e. Clause V of the Memorandum of Association of the Company. There will not be any change in the amount of authorised, subscribed, issued and paid-up share capital of the Company on account of sub-division/split of the equity shares. Further, such sub-division/split shall not be construed as reduction in share capital of the Company, in accordance with the applicable provisions of the Act. The altered Capital Clause of the Memorandum of Association of the Company, subject to approval of the Members and any regulatory/statutory approvals, as may be required under applicable laws, shall read as follows:

"(V) The Authorised Share Capital of the Company is Rs.500,00,00,000 (Rupees Five Hundred Crore) divided into 125,00,00,000 (One Hundred Twenty Five Crore) Equity Shares of Rs.2/- each and 25,00,00,000 (Twenty Five Crore) Preference Shares of Rs.10/- each; with rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase or re-classify or alter the capital of the Company and to divide/consolidate the shares in the capital for the time being into several classes and face values and to attach thereto respectively such preferential, cumulative, convertible, guarantee, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such right, privilege or condition or restriction in such manner as may for the time being be permitted by the Articles of Association of the Company and the legislative provisions for the time being in force."

The sub-division of equity shares may inter-alia require appropriate adjustments to the existing employee share based benefit scheme, i.e. "TFCI ESOP Scheme - 2022".

The Board of Directors recommends the passing of the proposed Ordinary Resolution as set out in item No.5 of the Notice, by members of the Company.

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

ITEM No.6

Pursuant to provisions of Section 204 of the Act, and relevant rules thereunder, read with Regulation 24A of the Listing Regulations, every listed Company is required to annex with its Board's Report, a secretarial audit report, issued by a Practicing Company Secretary. SEBI vide notification dated December 12, 2024, amended the Regulation 24A of SEBI (LODR) Regulations which mandates that, a listed entity shall appoint an individual



or Secretarial Audit firm as Secretarial Auditor for not more than one or two terms of five consecutive years respectively, on the basis of recommendation of the Board of Directors, subject to approval of the shareholders in the Annual General Meeting. Any association of the individual or the firm as the Secretarial Auditor of the listed entity before March 31, 2025 shall not be considered for the purpose of calculating the tenure. The Secretarial Auditor shall be a peer-reviewed Company Secretary and should not have incurred any of the disqualifications as specified by SEBI.

Accordingly, the Board of Directors at its meeting held on July 10, 2025, has approved the appointment of M/s Arun Kumar Gupta & Associates, Practicing Company Secretaries, a peer reviewed firm (Firm Registration Number: S2004DE075500) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

M/s Arun Kumar Gupta and Associates is a Practicing Company Secretaries firm, known by its professionals who are immensely experienced and have vast knowledge base, expertise and exposure in corporate laws, corporate restructuring, Initial public offers, all kinds of compliances under Companies Act, SCRA, Listing Regulations, SEBI matters, corporate advisory, project analysis and management consultancy. The firm has strong and dedicated team of 8 people including qualified Company Secretaries and Cost Accountants with diverse exposure in variety of areas. The firm is peer reviewed in terms of the peer review guidelines issued by the ICSI.

M/s Arun Kumar Gupta & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI (LODR) Regulations. The services to be rendered by M/s Arun Kumar Gupta & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be Rs.75,000/- (Rupees Seventy Five Thousand only) per annum plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s Arun Kumar Gupta & Associates.

The Board of Directors recommends the passing of the proposed Ordinary Resolution as set out in item No.6 of the Notice, by members of the Company.

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

By Order of the Board of Directors

Date: July 17, 2025
Place: New Delhi

(Sanjay Ahuja)
Company Secretary

**INFORMATION ABOUT DIRECTOR SEEKING RE-APPOINTMENT AS MANDATED IN THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

| | |
|---|---|
| Name of Director & DIN | Shri Parkash Chand (DIN: 07507069) |
| Date of Birth and Age | 15 th May 1963, 62 Years |
| Date of first appointment | 20.9.2023 |
| Qualifications | M.A., Associate of Insurance Institute of India. |
| Expertise in specific functional areas and Experience/ Brief resume | Shri Parkash Chand, aged 62 years, M.A., Associate of Insurance Institute of India, is retired Zonal Manager of LIC of India having 38 years of vast experience in different capacities including Zonal Manager, Central Zone, CEO of LIC Cards, Chief Personnel for Mumbai Division and Sr. DMs for New Delhi & Nagpur Divisions. He was nominee director of National E-Governance Services Limited. |
| Terms and condition of appointment/ re-appointment | Re-appointment as Non-Executive Non-Independent Director, liable to retire by rotation |
| Directorship held in Other Companies | Nil |
| Membership / Chairmanship of Committees in other Companies | Nil |
| Listed Entity from which resigned as director in past three years | Nil |
| Remuneration | No remuneration shall be payable other than sitting fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board or Committee meetings. |
| No. of equity shares held in the Company | Nil |
| Relationship with other Directors / KMP of the Company | He is not related to any Director or Key Managerial Personnel of the Company. |
| No. of Board Meetings held and attended during the year. | Numbers of meetings attended are provided in the Corporate governance report section of the Annual Report 2024-25. |
| Skills and capabilities required for the role and the manner in which the proposed person meets such requirements. | He has in depth knowledge and vast experience in Personnel/Administration, CRM and Marketing and served on the board of other companies. |



DIRECTORS' REPORT

To the Members:

1. Presentation of the Annual Report

The Board of Directors of Tourism Finance Corporation of India Limited ("your company" or "the company" or "TFCI") is pleased to present the 36th Annual Report and Audited Financial Statements of the Company for the financial year ended 31st March, 2025.

2. Financial Results

The financial performance of the Company for the financial year ending 31st March, 2025 as compared to the previous financial year ended 31st March, 2024 is summarized below:

(Amount in ₹ Crore)

| Sl. No. | Particulars | 2024-25 | 2023-24 |
|--|--|---------|---------|
| A. OPERATIONAL RESULTS: | | | |
| 1 | Total Income | 260.06 | 242.03 |
| 2 | Total Expenses | 127.04 | 124.16 |
| 3 | Profit Before Provision And Tax | 133.02 | 117.87 |
| 4 | Provision For Doubtful Debts/ Investment | 5.00 | 4.00 |
| 5 | Profit Before Tax | 128.02 | 113.87 |
| 6 | Provision For Tax | 24.21 | 22.76 |
| 7 | Profit After Tax | 103.81 | 91.11 |
| 8 | Other Comprehensive Income | (3.39) | 3.89 |
| 9 | Total Comprehensive Income | 100.42 | 95.00 |
| B. RETAINED EARNINGS STATEMENT: | | | |
| 10 | Profit after Tax for the year | 103.81 | 91.11 |
| 11 | Add: Surplus Profit brought forward | 139.88 | 130.55 |
| 12 | Add/(Less): Reclassification of realised gain from OCI to reserve | (1.31) | 0.23 |
| 13 | Add/(Less): Remeasurement of Actuarial loss(OCI)- directly recognised in surplus | 0.07 | 0.36 |
| 14 | Less: Payment of Dividend | 23.15 | 21.69 |

(Amount in ₹ Crore)

| Sl. No. | Particulars | 2024-25 | 2023-24 |
|---------|--|---------------|---------------|
| 15 | Profit available for appropriation | 219.30 | 200.56 |
| 16 | Less: Appropriation | | |
| | (i) Transfer to Special Reserve under: | | |
| | - Section 36(1) (viii) of the Income Tax Act, 1961 | 20.05 | 17.46 |
| | - Section 45 IC of the RBI Act | 20.76 | 18.22 |
| | (ii) Transfer to General Reserve | 25.00 | 25.00 |
| 17 | Surplus Profit carried to Balance Sheet | 153.49 | 139.88 |

3. Operational Performance

During 2024-25, TFCI continued its focus on lending opportunities in hospitality/ tourism, manufacturing, social/urban infrastructure, real-estate and NBFCs/ HFCs sectors. During the year, the Company initiated to provide short-term personal loans/ retail loans through fintech platforms and also short-term loans against security of listed shares (LAS). TFCI sanctioned term loans aggregating Rs.1599 crore (PY: Rs.1454 crore) and disbursed term loans were aggregating Rs.915 crore (PY: Rs.853 crore) reflecting growth of 10% and 7% respectively over the previous fiscal. The Company for the year ended 31st March 2025, recorded total income of Rs.260.06 crore (PY: Rs.242.04 crore), Profit before Tax (PBT) of Rs.128.02 crore (PY: Rs.113.87 crore) and Profit after Tax (PAT) of Rs.103.81 crore (PY: Rs.91.11 crore). As on 31st March 2025, your Company was having gearing of 0.72 times and capital adequacy of 69.70%.

Considering the business environment and the current domestic and global cues, the Board of Directors has approved a Business Plan for your company to ensure growth with prudent resource utilisation. Your company would focus on exploring credit opportunities across the hospitality/tourism sector, other resilient performing sectors viz. manufacturing, renewable energy (solar/ wind), social/urban-infra, real-estate with focus on residential affordable/middle-income housing, and for onward lending to NBFC, HFC & ARC sectors. Your Company will also undertake retail lending through fintech platforms, co-lending with Banks & established NBFCs in secured MSE & LAP products and continue term loan against security of category-1 listed shares. Your Company will also explore supply chain financing



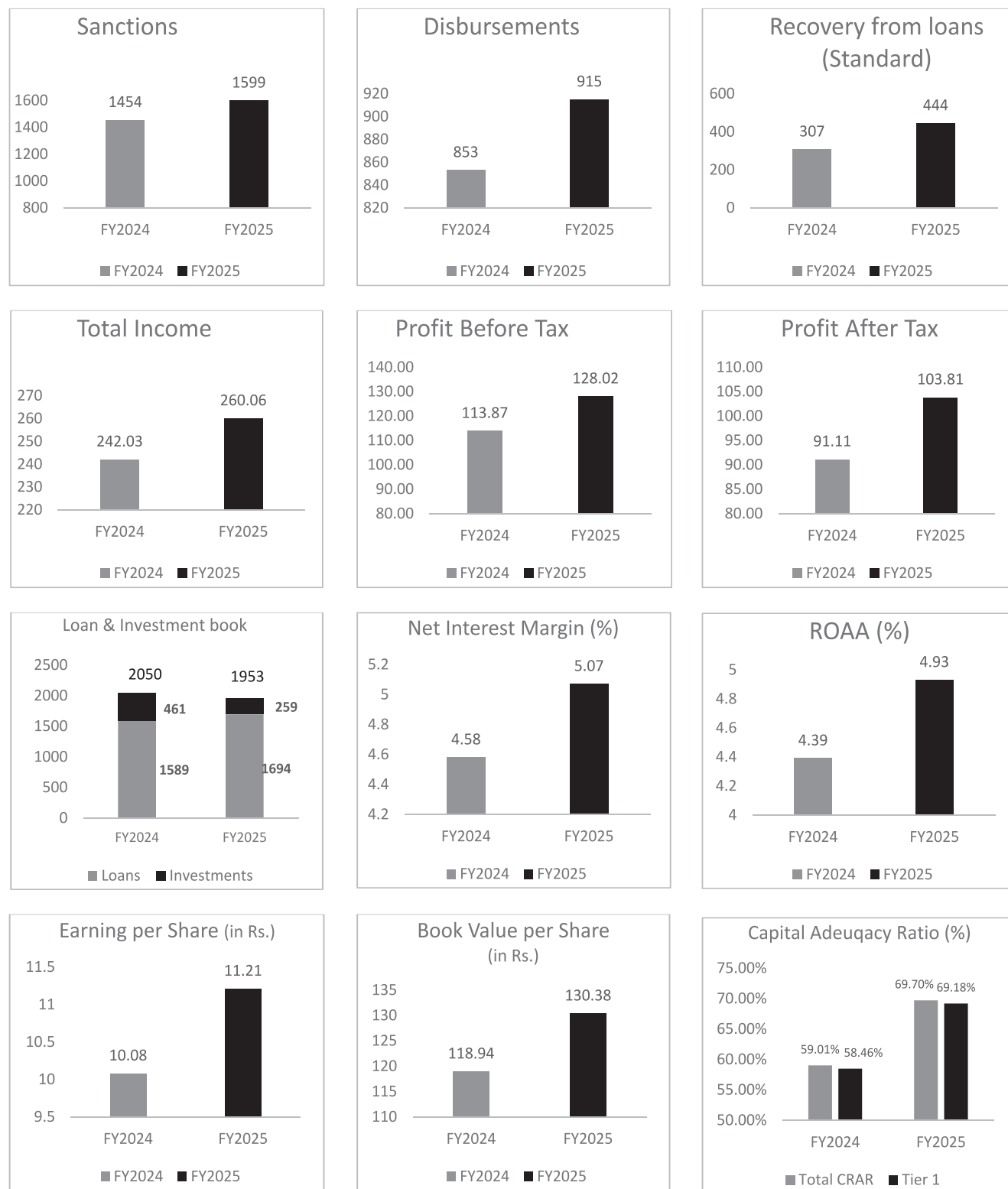
through digital platform(s). Given TFCI's expertise in the hospitality/tourism segment, lending to hospitality will continue to remain a thrust area in FY26, with emphasis on financing green-field projects, last-mile funding for under-implementation projects, brownfield projects, takeover/refinancing projects, acquisition finance, corporate financing, structured finance, and special

situation financing. Besides, TFCI will also undertake fee-based business from segments like tourism advisory, corporate advisory, loan syndication, etc.

3.1 Asset Quality:

Your Company remains committed to maintaining high-quality asset portfolio. This ensures the business's

(Rs. in crore)





stability, profitability, and overall success. Your company knows how important it is to put strong asset quality control policies in place to protect against potential risks and lessen the impact of economic uncertainties. Your Company has been using a strict appraisal and proactive monitoring framework and follows the prudential norms for loan assets set by the regulatory authority. Throughout the year, asset quality was mostly controlled through an efficient monitoring and collection system and taking proactive action for resolution of stressed assets. As on March 31, 2025, your company had three borrower accounts in the non-performing asset category with aggregate principal outstanding of Rs.54.49 crore, out of which recovery of Rs.21.54 crore would happen in April 2025 from the auction amount of the mortgaged property of an NPA under SARFAESI Act. Despite that, an Expected Credit Loss (ECL) provision of Rs.27.25 crore has been made on the non-performing assets in the books. Consequently, as on March 31, 2025, your Company had Gross NPA and Net NPA at 3.22% and 1.61% of the total loans respectively. The Company's investment in Security Receipts (SRs) also has come down from Rs.104.00 crore as on March 31, 2024 to Rs.40.49 crore as on March 31, 2025.

4. Contribution to Tourism and Other Sectors

Over the past 36 years, your Company has been playing pivotal role in funding tourism and hospitality projects in India, consistently fulfilling the objective of catalyzing investments in the crucial tourism sector. Your company has played a significant part in developing high-quality tourism infrastructure and have made substantial contributions to employment generation in the country over the years. Since inception, your Company has played a leading role in creation of approximately 58,700 star-category hotel rooms across the nation, representing a remarkable 29% of the country's total star category room supply.

Your Company through its financial products has also acted as catalyst in development and expansion of social/urban infrastructure, residential real estate in affordable and middle-income segment, manufacturing sector and ease of availability of credit through NBFCs/HFCs in India.

5. Dividend

The Board of Directors has recommended dividend of Rs.3 per Equity Share of face value Rs.10.00 (i.e. @ 30% on the paid-up Equity Share Capital) for the financial year ended 31st March, 2025, subject to approval of the shareholders at the ensuing Annual General Meeting.

The dividend will be paid to those members whose names appear in the Register of Members in respect of shares in physical form after giving effect to all valid transfer/transmission lodged with Registrar & Transfer Agent/Company on or before August 14, 2025. The dividend will be paid on the basis of beneficial ownership as per details to be furnished by the Depositories i.e National Securities

Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as at the end of business August 14, 2025 in respect of shares held in dematerialized form.

The Dividend Distribution Policy of the Company can be accessed on our website at the link: <https://www.tfcilt.com/investors-disclosures#Policies>.

6. Resource Mobilization

Your Company prioritizes continuous monitoring of its resource base to optimize its funding strategy and consistently assess its resources and leverage suitable opportunities to raise funds from diversified sources, aiming to enhance the weighted average cost of funds. During the year, your Company met its fund requirements for loan disbursements/investments out of borrowings and internal accruals. During the year, your Company raised term loans from scheduled banks/institutions aggregating Rs.225 crore at WAIR of 10.02% p.a. with tenure upto five years. The total term borrowings stood at Rs.866.09 crore as on 31st March 2025 as against Rs.983.04 crore as on 31st March 2024. During 2024-25, your Company allotted 22,23,000 fully paid up equity shares of Rs.10 each @ Rs.225 (including premium of Rs.215) per share aggregating Rs.50.02 crore on a preferential basis pursuant to approval accorded by the members at EGM held on March 22, 2024 and in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The proceeds of the issue including share premium, net of share issue expenses, have been utilized as per the objects of the issue. Your Company has not invited any deposit from the public under Section 73 and 74 of the Companies Act, 2013 during the year under review. There were no public deposits outstanding as at the beginning or end of the financial year 2024-25.

Your Company will approach banks/institutions for financial assistance to meet its future requirement of resources. Your Company may also raise funds through issue of long-term bonds/debentures depending upon emerging interest rate scenario in the market. Your Company is confident of meeting the funds requirements by raising resources at competitive rates. Further, your Company remains committed to prudent financial management and will continue to evaluate and pursue opportunities for capital optimization in line with our long-term objectives and market conditions.

7. Regulatory Compliances

Your Company has been classified by RBI as Middle Layer Non-Deposit Accepting Non-Banking Financial Company (ML-ND-NBFC). RBI has been issuing guidelines from time to time with respect to capital adequacy standards, income recognition, asset classification, provisioning and other related matters. The accounting policies of your Company conform to these guidelines. The capital adequacy of your Company stood at 69.70% as on 31st March, 2025 as against regulatory norm of 15%.



8. Management Discussion and Analysis Report

The Management Discussion and Analysis report containing Industry outlook, macro-economic environment, and other details as stipulated in the SEBI (LODR) Regulation is presented in a separate section forming part of the Directors' Report

9. Directors and Key Managerial Personnel

During the year, the members at the 35th Annual General Meeting held on August 14, 2024 had approved the appointment/re-appointment of Shri Anoop Bali as Managing Director, Dr. S. Ravi and Shri Aditya Kumar Halwasiya as Non-Executive Non-Independent Directors, and Shri Deepak Amitabh and Dr. Mahabaleshwara MS as Independent Directors.

According to the provisions of the Companies Act read with Article 135 of the Articles of Association of the Company, Shri Parkash Chand would retire by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends re-appointment of Shri Parkash Chand as Non-Executive Non-Independent Director of the Company. The resolutions seeking shareholders' approval for his reappointment forms part of the notice.

All Independent Directors of the Company have submitted requisite declarations under Section 149(7) of the Act, confirming that they meet the criteria of independence as laid down under Section 149(6) of the Act alongwith Rules framed thereunder, Regulation 16(1)(b) of SEBI (LODR) Regulations and have complied with the Code of Conduct of the Company as applicable to the directors. In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfill the conditions specified in the Act as well as the Rules made thereunder and are independent of the management.

9.1 Performance Evaluation of the Board

During the year, in compliance with the Companies Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, your Company undertook the annual evaluation of the Board of Directors, including the Chairman, the Board as a whole, and its Committees. A structured evaluation framework was implemented, with criteria for assessment formulated by the Nomination & Remuneration Committee and duly approved by the Board.

The Board assessed its performance by seeking inputs from all Directors, considering factors such as attendance, participation, contribution, responsibility towards stakeholders, adherence to their duties with care, skill, diligence, and the exercise of independent judgment. The Committee of Independent Directors evaluated the performance of Non-Independent Directors, including the Chairman and Managing Director. Similarly, the Non-Independent Directors evaluated the performance of Independent Directors. Based on the performance

evaluation report, decisions were made regarding the extension or continuation of the appointment/reappointment of Independent and other Directors. The Board has demonstrated strategic leadership skills by actively participating in the development and implementation of the long-term vision of your Company. They have ability to identify new growth opportunities and decision-making abilities. They have diligently fulfilled their fiduciary responsibilities, ensuring that the company operates within legal and regulatory frameworks. Their commitment to transparency, integrity, and ethical conduct has been unwavering, setting a strong example for all stakeholders.

9.2 Director Orientation Programme

Independent Directors are regularly updated about the Company's business model, legal framework, industry trends, and their specific roles, responsibilities, and liabilities. Continuous information regarding business developments, legal matters, etc. are shared with them—particularly with members of the Audit Committee. These updates are provided by internal teams, external consultants, statutory auditors, and internal auditors, enabling Independent Directors to stay current with key developments.

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link: <https://www.tfcilt.com/investors-disclosures#Policies>.

9.3 Details of Board meetings

During the year, Nine (9) Board meetings were held on April 5, 2024; May 16, 2024; May 17, 2024; July 6, 2024; August 13, 2024; October 24, 2024; December 20, 2024; January 28, 2025 and March 21, 2025. The time gap between consecutive meetings complied with the requirements specified under the Companies Act, 2013. Further details regarding the meetings of the Audit Committee and other Board Committees are presented in the Corporate Governance Report, which is annexed to this Directors' Report.

9.4 Appointments/Resignations of the Key Managerial Personnel

During 2024-25, Shri Anoop Bali, Managing Director & Chief Financial Officer and Shri Sanjay Ahuja, Company Secretary were the Key Managerial personnel as per the provisions of the Companies Act, 2013.

9.5 Company's policy on appointment and remuneration

The Company has constituted a Nomination and Remuneration Committee in line with the applicable guidelines and rules. A comprehensive Nomination and Remuneration Policy has also been formulated accordingly. The Committee follows a structured due diligence process while evaluating candidates for



appointment as Independent Directors or other Directors, considering factors such as qualifications, technical expertise, professional track record, and integrity. The purpose of assessing these 'fit and proper' criteria is to establish a continuous internal supervisory mechanism and ensure the individual's suitability for appointment or continuation on the Company's Board. The Nomination and Remuneration Policy may be accessed on the Company's website at the link: <https://www.tfcilttd.com/investors-disclosures#Policies> and brief details are given below:

Remuneration Policy

Board Level Remuneration Structure

(a) For Managing Director/Whole-Time Director

Remuneration, including performance-linked incentives, is paid in accordance with the approvals obtained, as and when required, from the Board and Shareholders, as applicable. The remuneration is determined considering the provisions of the Companies Act, 2013, and any other relevant Acts, Rules, and Regulations in force at that time.

(b) In case of Non-Executive / Independent Directors

During FY 2024-25 the Non-Executive Directors were paid sitting fee of Rs.75,000 and Rs.50,000 (plus tax) per meeting for attending the meetings of Board and its Committees respectively. The sitting fee was revised to Rs.1,00,000 and Rs.60,000 (plus tax) per meeting w.e.f. 24.10.2024 for attending the meetings of Board and its Committees respectively.

(c) In case of Key Managerial Personnel and other Employees

The remuneration, allowances, facilities, and other benefits extended to Key Managerial Personnel and regular employees follow a Cost-To-Company (CTC) structure, as approved by the Board and its Nomination and Remuneration Committee. This structure is designed in line with industry benchmarks and comparable organizations. Furthermore, the Performance Linked Incentive for both Key Managerial Personnel and regular employees is administered under a scheme approved by the Board. The Company also has an ESOP policy in place for employees at the middle and senior levels.

10. Directors' Responsibility Statement

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS), following the historical cost convention and accrual basis of accounting, as per the provisions of the Companies Act, 2013, and the guidelines issued by SEBI and RBI. The Ind AS have been notified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the

Companies (Indian Accounting Standards) Amendment Rules, 2016. The accounting policies have been applied consistently, except where a newly issued standard has been adopted for the first time, or where a revision to an existing standard necessitates a change in the accounting policy previously followed.

In compliance of Section 134(5) of the Companies Act, 2013, your Directors confirm:

- (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 judgements 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, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (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.

11. Dematerialization of Shares and nomination facility and listing at Stock Exchanges

As per the guidelines issued by the Securities and Exchange Board of India (SEBI), it is mandatory for the Company's shares to be traded in dematerialized form. To facilitate this, the Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), allowing shareholders to maintain and transact their shareholdings electronically. Shareholders holding shares in physical form are advised to convert them into dematerialized form at the earliest. They are also encouraged to avail the nomination facility by submitting the prescribed form, duly filled and signed, to the Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited.

The Company's equity shares are listed on the BSE Limited and the National Stock Exchange of India Limited (NSE). The Annual Listing Fees for the financial years



2024–25 and 2025–26 have been paid to both stock exchanges. The addresses of these Stock Exchanges are provided in the relevant sections of this Annual Report.

12. Auditors

Pursuant to the provision of Section 139(1) of the Companies Act 2013 and the rules made thereunder and RBI requirements, the members on the recommendation of the Board/Audit Committee at the 35th AGM held on August 14, 2024 had appointed M/s Rama K. Gupta & Co., Chartered Accountants (Firm Registration No. 005005C) as Statutory Auditors of the Company for a period of three years effective from the financial year 2024-25 till the conclusion of Annual General Meeting of financial year 2026-27 at a fee of Rs.12 Lakh plus applicable tax.

12.1 Auditors' Report

The Auditors' Report, including the accompanying notes to the accounts, is self-explanatory and does not contain any qualifications. The report provides a comprehensive explanation of the financial statements and their disclosures. Additionally, the Company is not obligated to maintain cost records under Section 148 of the Companies Act, 2013.

12.2 Secretarial Audit

In terms of Section 204 of the Act and Rules made there under, M/s Arun Kumar Gupta & Associates, Practicing Company Secretaries were appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure 3 to this report. The report is self-explanatory and do not call for any further comments. Your Company complies with all applicable mandatory Secretarial Standards issued by The Institute of Company Secretaries of India.

Further, SEBI vide notification dated December 12, 2024, amended the Regulation 24A of SEBI (LODR) Regulations which mandates that, a listed entity shall appoint an individual or Secretarial Audit firm as Secretarial Auditor for not more than one or two terms of five consecutive years respectively, on the basis of recommendation of the Board of Directors, subject to approval of the shareholders in the Annual General Meeting. Any association of the individual or the firm as the Secretarial Auditor of the listed entity before March 31, 2025 shall not be considered for the purpose of calculating the tenure. The Secretarial Auditor shall be a peer-reviewed Company Secretary and should not have incurred any of the disqualifications as specified by SEBI. Accordingly, the Board of Directors at its meeting held on July 10, 2025, has approved the appointment of M/s Arun Kumar Gupta & Associates, Practicing Company Secretaries, a peer reviewed firm (Firm Registration Number: S2004DE075500) as Secretarial Auditors of the Company for a term of five consecutive years

commencing from FY2025-26 till FY2029-30, subject to approval of the Members at an audit fee of Rs.75,000/- (Rupees Seventy Five Thousand only) per annum plus applicable GST.

13. Particulars of Employees

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to the Report as Annexure 2.

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as Annexure 2.

13.1 Committee on Sexual Harassment

Your Company maintains a zero-tolerance approach towards sexual harassment of women at the workplace and has implemented a Policy on Prevention, Prohibition, and Redressal of Sexual Harassment in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the applicable Rules. An Internal Complaints Committee has been constituted to address any related grievances. No complaints were received and consequently no complaints were outstanding or unresolved during the financial year 2024–25.

13.2 Maternity benefits

Your Company adheres to the provisions of the Maternity Benefit Act, safeguarding the rights of female employees, especially with regard to maternity leave and associated benefits.

14. Energy Conservation, Technology Absorption and Foreign Exchange Earning and outgo

As your Company's operations do not involve manufacturing or processing activities, the disclosure of particulars relating to energy conservation and technology absorption, as required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is not applicable. Your Company has adopted an ESG policy focussing on energy, water and waste management in operations and also in the assisted companies in hospitality and other sectors. On the social front, our emphasis is on the development of people, especially in skill development, improving diversity and inclusion, supporting animal welfare, supporting families of martyred defence personnel and supporting communities in healthcare, education and eradication of hunger. It is worth noting that during the process of reviewing proposals for financial assistance, due consideration is given to the aspect of energy and water conservation. This highlights the company's



commitment to promoting energy/water efficiency and sustainable practices, even though it may not be directly involved in manufacturing or processing. The ESG policy may be accessed on the Company's website at the link: <https://www.tfcilt.com/investors-disclosures#Policies>.

The particulars regarding Foreign Exchange earnings and outgo are as follows:

- | | | |
|-----|---------------------------------|-------|
| i) | Total foreign exchange outgo | : Nil |
| ii) | Total foreign exchange earnings | : Nil |

15. Transfer of amount to Investor Education and Protection Fund

Your Company has complied with the provision of the Companies Act, 2013 by transferring unclaimed/unpaid dividend and shares to Investor Education Protection Fund (IEPF) upto Financial Year 2016-17.

Pursuant to the provisions of the Investor Education Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, as on the date of last AGM (i.e August 14, 2024), with the Ministry of Corporate Affairs.

- Environmental Sustainability Programmes** included planting 5,000 saplings at the Asola Bhatti Wildlife Sanctuary, located at the tri-junction of Delhi, Gurugram, and Faridabad; supporting afforestation efforts in the Himalayan region of Uttarakhand to enhance green cover; installing 55 solar street lights in the slum areas of Delhi; setting up a solar power plant at Asha Kiran School in Raigarh, Maharashtra, to support underprivileged children from tribal communities; and at Utkarsha Learning Center at Belagavi, Karnataka, for the benefit of HIV infected underprivileged orphans children.



16. Corporate Social Responsibility

Your Company has constituted Corporate Social Responsibility (CSR) Committee of Directors and the CSR Policy of your Company has been formulated for implementation in Compliance with the provision of Section 135 of the Companies Act 2013 and Rules made thereunder. The Corporate Social Responsibility Policy (CSR Policy) may be accessed on the Company's website at the link: <https://www.tfcilt.com/investors-disclosures#Policies>.

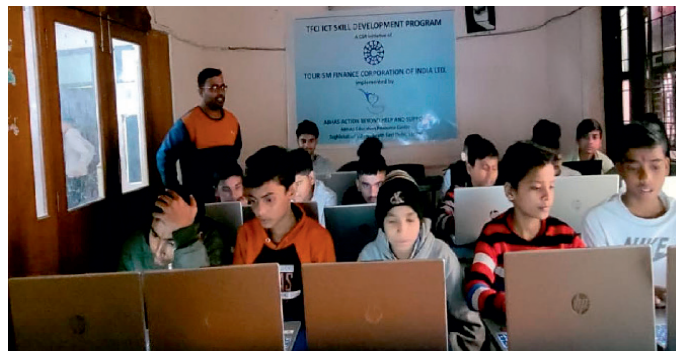
The Corporate Social Responsibility (CSR) policy has been approved with a philosophy:-

- To implement CSR initiatives in conformity with the provisions of Companies Act, 2013 and applicable rules made thereunder.
- To support activities which help cleaner, greener and healthier environment and thereby enhancing TFCI's perception as a socially responsible entity.

During 2024-25 your Company has spent ₹220.77 Lakh towards CSR initiatives/activities as per detailed report attached as Annexure 1 and brief details on sector wise programme undertaken are as under:



- **Skill Development Programmes** focused on ICT skills, sewing training for women, and employment-oriented training in the hospitality sector were conducted in Delhi and West Bengal. These initiatives aim to equip participants with employable skills, enhance their livelihood opportunities, and support workforce development in the hospitality industry.

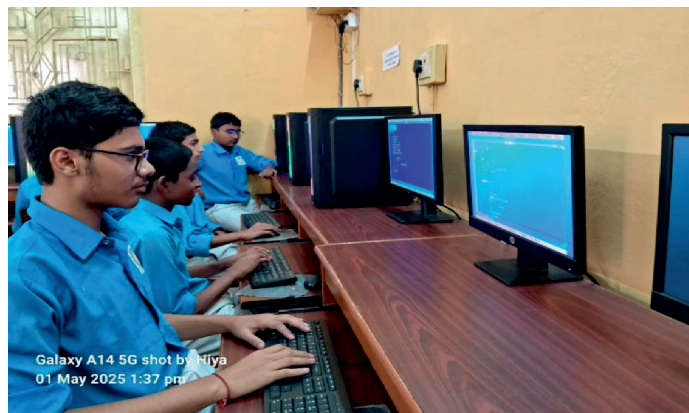


- **Sports Training Programme** for support of five national level athletes and a junior girl badminton player belonging to economically unprivileged background by supporting to NGO founded by renowned international athlete, Dr. Sunita Godara, 1992 Asian Marathon Gold medallist.





- **Education Programme** benefiting approximately 1,000 destitute and vulnerable children across the country. Acknowledging the vital role of education, this initiative gave them access to quality learning opportunities and contributed to enhancing their chances of a brighter future.



- **Eradicating Hunger and Malnutrition Programme** aimed at tackling the pressing challenges of hunger and malnutrition, your company has extended support to the Mid-day Meal initiative in Delhi-NCR, benefiting around 400 underprivileged and slum-dwelling students



- **Sanitation Programme** included cleaning of the Sea Beach and other tourist attractions in Puri, Odisha.





- **Healthcare Programme** focused on cancer care and the well-being of underserved communities. The initiative included awareness on cancer prevention, treatment, recovery, and improved survival through early detection drives, nutrition and yoga camps. It also covered the procurement of medical devices, essential medicines, and surgical supplies to Ganga Prem Hospice, Uttarakhand providing end of life care to cancer patient. Emotional support was extended through the Listening Post programme. Additionally, artificial limbs were provided to empower divyang individuals, therapy equipment was supplied for children with special needs, and colostomy bags along with other medical essentials were distributed to underprivileged children at Safdarjung Hospital undergoing colostomy surgeries. The programme has positively impacted the lives of over 5,000 patients.



- **Setting up homes and hostels for orphans** by construction of new residential block of Open Shelter.





- **Animal Welfare Programme** included procurement of physiotherapy machine for treatment of street dogs suffering with osteoarthritis and paralysis and dead body refrigerated box at crematorium for dogs and small animals in Delhi-NCR.



17. Corporate Governance and other disclosures

The Board of Directors of your Company continues to uphold sound corporate governance practices in line with the principles laid down under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company has complied with all mandatory provisions specified in these regulations. A comprehensive Corporate Governance Report forms part of this Annual Report and outlines the governance structure and practices adopted by the Company. This includes details on the composition and operations of the Board of Directors and its committees, related-party transactions, risk management framework, and other relevant governance mechanisms. To further ensure compliance with the conditions of corporate governance as stipulated under the SEBI (LODR) Regulations, a certificate has been obtained from M/s Arun Kumar Gupta & Associates, Practicing Company Secretaries. This certificate, attached as Annexure A, confirms the company's adherence to the prescribed corporate governance norms and provides independent verification of the company's commitment to maintaining high standards of governance.

17.1 Vigil mechanism

In accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, the Company has implemented a Vigil Mechanism and Whistle Blower Policy. This framework allows employees to freely report any violations of applicable laws, regulations, or the Company's Code of Conduct. Such concerns can be brought to the attention of the Audit Committee, and employees also have the option to report directly to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee. The policy on vigil mechanism and Whistle Blower policy may be accessed on the Company's website at the link: <https://www.tfcilt.com/investors-disclosures#Policies>.

17.2 Related party transactions

During the financial year, all contracts, arrangements, or transactions undertaken by the Company with related parties were conducted in the ordinary course of business and at arm's length.

There were no materially significant related party transactions entered by the Company with Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the Company during the year. Members' attention is drawn to Note 39 of the financial statements for detailed related party disclosures.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Audit Committee and the Board may be accessed on the Company's website at the link: <https://www.tfcilt.com/investors-disclosures#Policies>.

17.3 Annual Return

The Annual Return of the Company as on March 31, 2025 is available on the Company's website and can be accessed at the link: <http://www.tfcilt.com>.

**17.4 Statement containing salient features of financial statements of subsidiaries**

Since the Company has no subsidiary/associate company, the consolidation of accounts and results are not applicable.

17.5 Documents placed on the Website

In compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, the Company has established a functional website. The website serves as a platform for the Company to provide various policies, documents, and details as required by the regulations. The Company recognizes the importance of providing relevant and up-to-date information to its stakeholders through its website. This practice aligns with regulatory requirements and promotes effective communication and transparency in line with good corporate governance practices.

17.6 Risk Management Policy

The Company has formulated and implemented the Risk Management policy and Asset Liability Management (ALM) Policy and the Risk Management Committee of the Board reviews the same periodically. Your Company has also constituted ALM Committee and Risk Management Committee for reviewing/implementing ALM policies and for managing the liquidity risk as well as interest-rate, operational risk and other risks. ALCO meets every month and reviews the cash flows as well as the prevailing interest rate scenario, its likely impact on the profitability and the steps to be initiated for effectively meeting the liabilities on the due dates. ALCO is also responsible for ensuring adherence of limits set by the Board as well as deciding business strategies of TFCI in line with the overall budget and risk management policy. The Company adopts a proactive approach to manage, monitor and report on the principal risks and uncertainties that can impact its ability to achieve its planned objectives. The Company's management systems, structures, processes, standards, code of conduct and behaviours together form the System that governs how it conducts the business of the Company and manages associated risks. The Company strives to enhance its resilience and maintain a sound financial position, while effectively addressing potential risks and uncertainties that may impact its operations and objectives.

17.7 Significant and material orders passed by the regulators

During the year under review, no significant and/or material orders were passed by the regulators

or courts or tribunals impacting the going concern status and company's operations. Your Company is registered with RBI as NBFC-ML and not registered with any other financial sector regulators. No adverse order or penalties were levied during FY2024-25 by any of the regulators.

17.8 Internal financial controls

The Company has put in place a well-defined framework comprising standards, processes, and structures to support the implementation of an internal control system. This framework is designed to be appropriate and effective in relation to the size, scale, and nature of the Company's operations. To preserve objectivity and independence, the Internal Audit function reports directly to the Chairman of the Audit Committee of the Board.

The Internal Auditor plays a key role in assessing the adequacy and effectiveness of internal control systems, and in reviewing the Company's adherence to operational procedures, accounting practices, and policies across all locations. The Internal Audit Reports also prompt various functional departments to enhance their systems and procedures, thereby reinforcing internal controls. These matters are routinely presented to the Audit Committee for discussion and oversight.

17.9 Particulars of Loans given, Investments made, Guarantees given and Securities provided

Your Company is a specialised financial institution notified under the Companies Act and also registered as Non-deposit Accepting Non-Banking Finance Company Middle Layer (NBFC-ML) with RBI. It provides financial assistance by way of loans/ investment for projects in tourism/ hospitality, social infrastructure (educational institutions, hospitals, etc.) manufacturing, residential real-estate, NBFCs/HFCs/MFIs for onward lending and other resilient sectors in the ordinary course of business. The detailed particulars may be referred to in the financial statements.

17.10 Segment Reporting

Accounting Standard 17 on segment-wise reporting is not applicable to your Company, as its revenue is mainly generated from a single segment i.e. financing of projects by way of loan or investments.

17.11 Material Changes and Commitment Affecting Financial Position of the Company

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the



financial year of the Company i.e. March 31, 2025 and the date of the Directors' report i.e. July 17, 2025. However, during the period, your Company has recovered significant amount from NPA accounts and redemption of Security Receipts.

18. Acknowledgements

The Board conveys its sincere appreciation and places on record its gratitude for the steadfast support extended by the promoters and shareholders. Their trust and confidence have played a key role in the Company's progress. The Board also extends its heartfelt thanks to the Company's valued customers, as well as its bankers, financial institutions, and investors, for their continued association and support, which have contributed meaningfully to the Company's growth journey. The Board further acknowledges with deep appreciation the support, guidance, and cooperation received from various government departments and regulatory bodies,

including the Ministry of Finance, Ministry of Tourism, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India, Registrar of Companies, Stock Exchanges, Depositories, and other relevant authorities, whose role has been integral to the Company's operations. The Board also recognizes the dedicated efforts of the Company's employees. Their hard work, professionalism, and commitment have been vital to sustaining the Company's growth and performance.

For and on behalf of the Board of Directors

Date: July 17, 2025
Place: New Delhi

Anoop Bali
(Managing Director)

Dr. S.Ravi
(Chairman)



MANAGEMENT DISCUSSION AND ANALYSIS

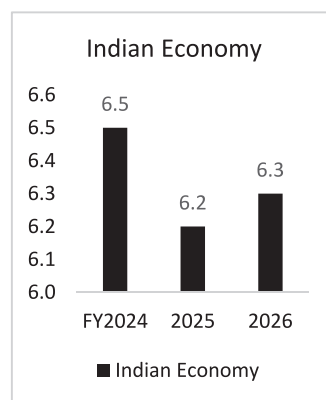
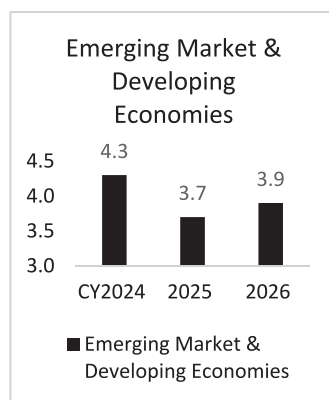
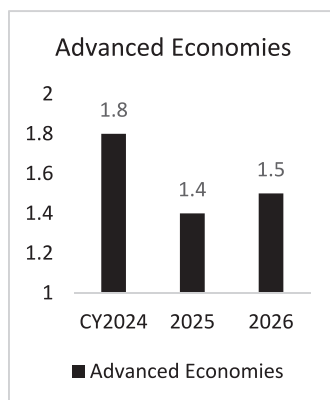
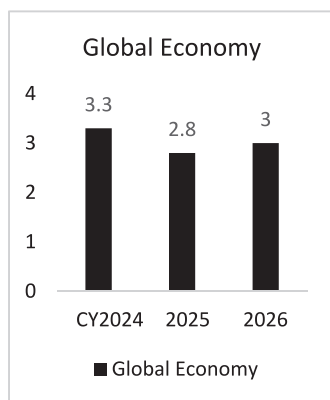
1. Global and Indian Economy

As per the forecasts of International Monetary Fund (IMF) the world economy is projected to grow at 2.8 percent during CY 2025 as against 3.3 percent in CY 2024 due to adverse trade policy shifts, geopolitical tensions, persistent inflation, climate-related natural disaster and persistent policy uncertainty that are dampening investment and cross-border commerce. It is expected to recover to 3.0 percent in CY 2026. The advanced economies are expected to grow at 1.4 percent in 2025 and 1.5 percent in 2026 while emerging market and developing economies expected to grow at 3.7 percent in CY 2025 and 3.9 percent in CY 2026. The conspicuous bright spot amidst this global moderation is the Indian economy, which continues to defy prevailing trends. In contrast, the Indian economy is firmly positioned to maintain its status as the world's fastest-growing major economy with GDP growth of 6.2 percent in 2025 and 6.3 percent in 2026.

Global inflation is forecast to decline steadily from 4.3 percent in 2025 to 3.6 percent in 2026, while advanced economies are still on course to achieve their respective inflation targets sooner than emerging market and developing economies, the pace of disinflation across these economies has proven to be slower than the initial, more optimistic, projections.

is the increasing openness of the economy which has helped to attract a growing number of international business conglomerates to the country and has contributed to the growth of many sectors including manufacturing, services, defence, space and technology. The business environment in India is also being shaped by several social and demographic trends, for example the country has a young and growing population with around half of the population under the age of 25. This youthful demographic is driving demand for a wide range of products and services and is also contributing to the growth of the country's digital economy. Aided by easing inflation and higher farm income, rural income levels have shown an uptick thereby contributing to the India's growth story. Additionally, good monsoon rains are anticipated to further boost rural income-levels and consumption. Ongoing efforts in areas like skilling labour, education, and financial sector policies are also enhancing productivity and potential growth opportunities. The Indian economy exhibits strong fundamentals and a clear growth path, solidifying its position as a global economic powerhouse despite facing external challenges. The other major pointers of Indian economy in 2024-25 were:

- Foreign Exchange Reserve reaching to the USD 654 billion covering 9 months of imports.



Source: IMF, World Economic Outlook, April'25

India continues to be a beacon of economic growth amidst a somewhat uncertain global landscape. The country has positioned itself to sustain a robust growth trajectory. This resilience is largely attributed to timely policy and regulatory support from the government and a steady growth in private sector activity.

Indian economy has undergone significant changes in recent years and has reached to USD ~4.3 trillion in FY25 with agriculture, industries, services having 17.7%, 27.6%, 54.7% share respectively in GDP. Currently, Indian economy is the 4th largest economy in the world after United States of America, China and Germany. Another key trend in the Indian business environment

- Goods and Services Tax (GST) collection in 2024-25 increased to Rs.22 Lakh crore (an increase of 9.4 %).
- Public sector spending on capital investment estimated at Rs.11.40 Lakh crore.
- Increase in merchandise, services & agriculture exports to USD820 billion in FY25, increase of 6% over last fiscal.
- Reduction in fiscal deficit to 4.8% of GDP.
- Current account deficit remained in check at 1.2% of GDP.
- Despite volatility in stock markets, there was growth in both NIFTY & SENSEX.



1.1 Outlook for Indian Economy

The Indian economy is poised for continued robust growth in the fiscal year 2025-26, solidifying its position as the fastest-growing economy globally. The Union Budget 2025-26, presented with the theme “Sabka Vikas” (inclusive development), outlines key measures aimed at accelerating growth, fostering inclusive development, spurring agricultural growth & building rural prosperity, invigorating private sector investments, supporting MSME & furthering ‘Make in India’, investing in economy, innovation & people, promoting export and enhancing the spending power of India’s rising middle class. The budget is focused on growth and job creation backed by stable macro-economic environment including the following measures.

- Agriculture & Rural Support: Enhance credit through Kisan credit Card, Cotton productive mission, high yielding seeds, self-sufficiency in pulses production etc.
- Infrastructure: Support to States for infrastructure development, Jal Jeevan mission to all by 2028, Urban Challenge Fund of Rs.1 Lakh crore, irrigation & flood migration projects worth Rs.11,500 crore, power sector reforms, etc.
- Exports: Support to exports by easy export finance, setting up of Bharat Trade Net-digital Platform for international trade, warehousing facility for air cargo, etc.
- Tourism: Ease of travel & connectivity, streamlined e-visa facilities, 50 tourism destination development in partnership with States which will qualify under infrastructure, Mudra loans for homestays, intensive skill-development programmes in tourism services for youth, etc.
- Reforms: Financial sector reforms, direct tax reforms & proposal to introduce new Income-Tax bill, rationalisation of custom tariff, regulatory reforms to unleash productivity & employment exemption to Make in India in electronics, improved access to life-saving medicines, etc.

Indian economy is expected to reach to USD 6 trillion by FY31. The average annual GDP growth rate is expected to be around 6% during the period FY26 to FY31 and India is expected to be the third largest economy and an upper middle-income country in the next three years. By FY31, the sectoral contributions to India’s GDP are anticipated to shift, with the share of agriculture at approximately 13%, industries at around 31%, and services at around 56%. This reflects

a continued structural transformation towards a more industrialized and service-oriented economy. The rising per capita income, projected to reach around USD 4,500 by FY31, is expected to significantly boost domestic consumption and discretionary spending. The increased consumer demands will be a key driver of economic growth. Capital spending, both government & private, will play a dominant role in the country’s growth path with productivity improvement. Private sector would require debt of Rs.55-60 Lakh crore to fund capex in the next 3-4 years.

1.2 Government Initiatives

The Government of India is implementing various initiatives to boost economic growth, including promoting manufacturing through schemes like Make in India and Production-Linked Incentive (PLI) schemes, reducing compliance burdens, and improving infrastructure through PM Gati-Shakti, National Infrastructure Pipeline and comprehensive tax reforms. “Make in India” initiative has been a cornerstone in transforming India into a global manufacturing hub. With a strong focus on enhancing industrial capabilities, fostering innovation, and creating world-class infrastructure, the initiative aims to position India as a key player in the global economy. These efforts aim to attract both domestic and foreign investment, stimulate job creation and enhance India’s global competitiveness.

1.3 RBI Monetary Policy

In its latest Monetary Policy Committee (MPC) meeting, the Reserve Bank of India (RBI) delivered a significant and largely unexpected “jumbo” rate cut. The MPC reduced the repo rate by 50 basis points (bps) to 5.50%. This marks the third consecutive rate cut this year, bringing the cumulative reduction to 100 bps since February 2025. Beyond the repo rate cut, the RBI also announced a substantial 100 bps reduction in the Cash Reserve Ratio (CRR) to 3%, to be implemented in four staggered tranches by November 2025. This move is expected to inject Rs. 2.5 Lakh crore into the banking system, aiming to ease liquidity and facilitate policy transmission. The policy stance has also shifted from “accommodative” to “neutral”. This indicates that while the RBI has front-loaded its easing cycle to support growth amidst benign inflation, it will now adopt a data-dependent approach for future policy actions. The inflation forecast for FY26 has been revised downwards to 3.7%, while the GDP growth projection for FY26 has been retained at 6.5%. The decisions are geared towards boosting economic momentum and ensuring ample liquidity in the system.



2. Tourism and Hospitality Sector

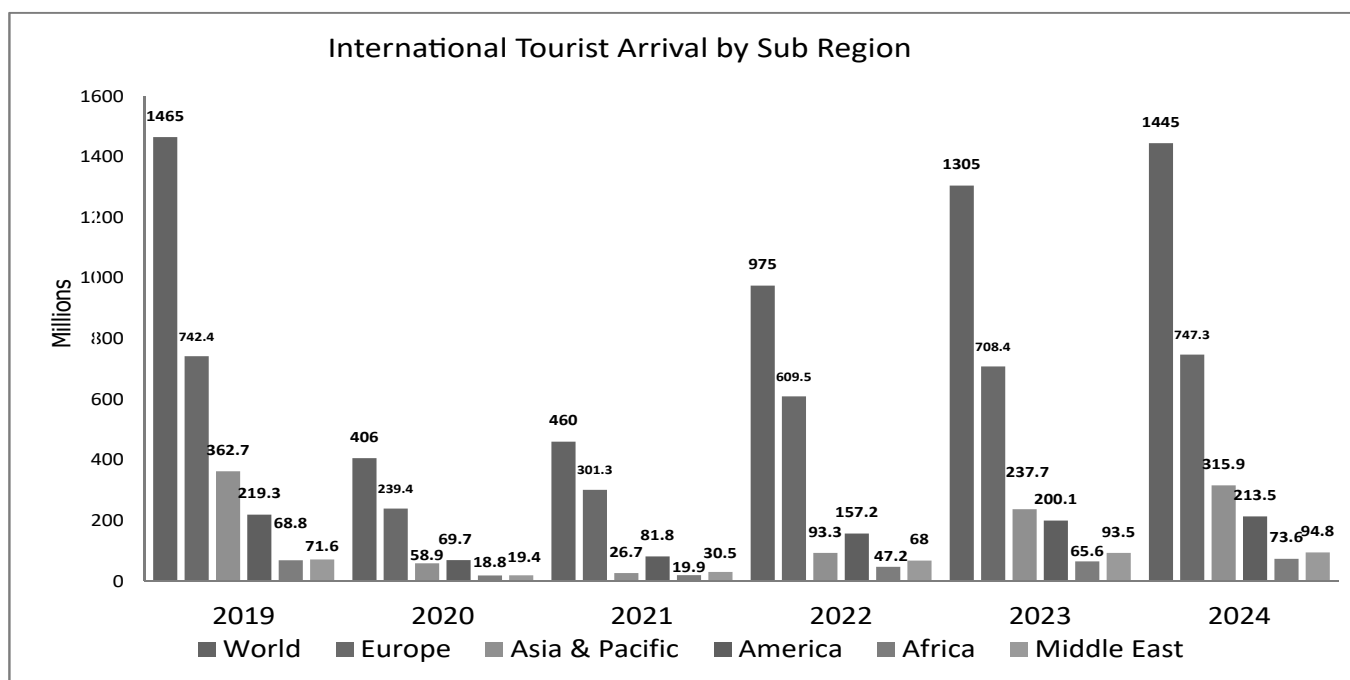
The United Nations World Tourism Organization (UNWTO) projects a continued recovery and growth for the tourism and hospitality sector, with international tourist arrivals expected to grow by 3-5% in 2025 compared to 2024. This positive outlook is driven by the continued recovery of Asia and the Pacific and solid growth in most other regions. International tourism virtually recovered (99%) pre-pandemic levels in 2024, with most destinations exceeding 2019 numbers. An estimated 1.4 billion international tourists (overnight visitors) were recorded around the world in 2024, an increase of 11% over 2023, or 140 million more. The Middle-East remained the strongest-performing region when compared to 2019, with international arrivals climbing 32% above pre-pandemic levels in 2024, though 1% over to 2023. Europe welcomed 1% more arrivals than in 2019 and 5% over 2023, while Africa saw a 7% increase in arrivals compared to 2019 and 12% more than in 2023. The America recovered 97% and Asia-Pacific 87% of its pre-pandemic arrivals. Total export revenues from tourism (including passenger transport) were estimated at a record USD 1.9 trillion in 2024, about 3% higher than before the pandemic and 4% more than in 2019 (real terms). About 64% of UN Tourism Panel of Experts indicate 'better' or 'much better' prospects for 2025 compared to 2024. Economic and geopolitical challenges continue to pose significant risks to confidence levels.

The World Travel and Tourism Council (WTTC) projects a positive outlook for India's travel and tourism sector in 2025. The sector is expected to continue growing, with the contribution to the Indian economy projected to reach the global average of 10%. Specific projections include a 7% growth over the next 10 years and a

significant increase in international visitor spending. Indian Government's vision is to become a USD 3 trillion tourism economy by 2047 and is focussing to enhance country's tourism, cultural, economic and social richness by strategic tourism infrastructure development, destination development, manpower development and fostering local entrepreneurship, complemented by robust global branding and marketing efforts

Travel & tourism industry in India contributed around USD231 billion to the country's GDP in FY25. During FY25, Foreign Tourist Arrivals were ~9.65 million with top 5 source countries being USA (18.14%), Bangladesh (17.57%), UK(10.28%), Australia(5.20%) & Canada(4.75%) and Domestic Tourist Visits were 2650 million. The Indian national departures were ~30.23 million. 157 Airports in the country handled total airline passenger traffic of 220 million (Domestic: 161 million & International: 59 million). The Indian hospitality sector is experiencing strong growth, the major demand generators for hotels were domestic corporate & leisure segment; big events such as IPL & other sports events; concerts like Coldplay, Ed Sheeran, Dua Lipa, Diljit Dosanjh; big fat Indian weddings and MICE; religious tourism (Varanasi, Ujjain, Tirupati, Vaishno Devi and particularly Ayodhya which 16 crore pilgrims had visited in 2024) etc.

The branded hotels achieved average occupancy of 66% and ARR of Rs.8,100/- in FY25 as against average occupancy of 68% and ARR of Rs.7,500/- in FY24. The hospitality sector average EBIDTA margin has improved in the range of 35%-40%. India branded hotel supply crossed the mark of 2 Lakh rooms with addition of ~14.4k rooms in CY24. Of the available inventory about 44% is in midscale & economy segment and balance 56% in



Source: World Tourism Organization (UNWTO)



luxury & upscale segment. During FY25, 486 hotel brand signings happened with an estimated 47,430 rooms. The segment mix is evolving with more than 50% of new supply concentrated in the Upper Midscale and Midscale Economy categories. This shift reflects the growing demand for affordable yet high-quality accommodations, particularly in Tier 2 and Tier 3 cities, where infrastructure improvements are driving business and leisure travel. India's position as a premier MICE destination is also on rise with world standard venues in Tier-I cities. Mumbai, Delhi, Chennai & Kolkata were the top performing hospitality markets in terms of occupancy and Udaipur, Mumbai & Goa were top performing market in terms of ARR.

In the Budget 2025-26, Rs.2541 crore has been allocated to the tourism sector to enhance infrastructure, skill development, and travel facilitation. A major initiative includes developing 50 top tourist destinations in partnership with states through a challenge mode, ensuring world-class facilities and connectivity. Recognizing the deep cultural and spiritual significance of religious tourism, the government will prioritize the development of sites associated with pilgrimage and heritage and promoting diverse tourism segments, including spiritual, medical, and heritage tourism. Additionally, the Gyan Bharatam Mission aims to preserve and digitize India's rich manuscript heritage, ensuring knowledge accessibility for future generations. The government also committed towards its 'Swadesh Darshan 2.0' scheme to develop sustainable tourist spots with a tourist and destination-centric approach. The PRASHAD (Pilgrimage Rejuvenation and Spiritual Heritage Augmentation Drive) Scheme is aimed at developing tourist facilities across India at pilgrimage and heritage sites for holistic development of the selected pilgrimage destinations.

2.1 Hospitality Sector – Outlook

Tourism Sector in India, which plays a significant role in country's economy, contributing to GDP, job creation and FEEs, is witnessing a strong recovery post covid and growth trajectory is expected to remain strong. Contribution from tourism to India's GDP is expected to reach 7-8% by FY2026 up from current level of 6.5% and is expected to grow at ~10% annually going forward. The key growth drivers for hospitality is rising number of middle-class, young population looking for experiences and high-income population. The hotel demand is expected to exceed supply resulting in growth in both occupancy & ARR. Major capex will be witnessed in the hospitality sector, particularly in emerging cities & tourist/religious locations. Indian Government vision is to promote sustainable, responsible, and holistic growth of tourism in the country. The growth in tourism & travel industry has to be led by Private

Sector with enabling & facilitating role undertaken by the Government. Strategic government initiatives, such as the 'Swadesh Darshan' scheme, UDAN scheme, Dekho Apna Desh, PRASAD Scheme, E-Visas and granting of infrastructure status to hotels in tourism destinations, are expected to drive sectoral growth. These initiatives will encourage greater investments, provide better financing options, and improve tourism infrastructure. With favourable demographics, increasing disposable incomes and expanding connectivity, the Indian hospitality sector is well-positioned for sustained growth. Indian tourism vision aims to achieve tourism GDP of Rs.33 Lakh crore (USD390 billion), Foreign Tourist Arrivals of 15 million, Domestic Tourist Visits of 4 billion and Employment Capability of 88 million by FY2031. Eco-tourism, nature-tourism, religious tourism, heritage tourism, beach-tourism, adventure tourism, wellness/health/medical tourism, etc. are likely to remain key hospitality segments going forward.

The market-size of hotels in the country is about Rs.2.6 Lakh crore (USD 30 billion) which is expected to reach Rs.3.5 Lakh crore (USD 40 billion) in coming 2 to 3 years. Considering that India is aiming to become a large-developed economy, vast scope exists for the growth in hospitality sector. The demand growth is likely to outpace the supply growth in hospitality sector. While hotel supply growth is estimated at CAGR of 7%, the hotel demand growth is estimated at CAGR of ~10% for the period FY26-FY31. The demand generators for the hospitality sectors would be domestic commercial & leisure, foreign commercial & leisure, MICE and social segments. As such, vast potential exists for development of hotels in the country & capex in this sector is expected to remain robust which would translate into credit opportunity for TFCL.

3. Social Infrastructure outlook

Besides financing in tourism/hospitality sector, your company is actively providing financial assistance by way of term loans to social infrastructure projects in Renewable energy, Healthcare, and Education, which are growing steadily and offers ample financing opportunities. India's infrastructure sector as a key driver of economic growth emphasizes the need for continued investment and focusing on integrated multi-modal transport and modernization of existing assets to improve efficiency and connectivity. India's Infrastructure Sector market size was estimated at Rs.17.7 Lakh crore (USD 204 billion) in 2024 and is expected to reach Rs.27.9 Lakh crore (USD 322 billion) by 2029, growing at a CAGR of 9.6%. India is enhancing its infrastructure and insight on our focus social infra sub-segments are as under:



3.1 Renewable Energy

The Government of India has increased focus on clean energy with about 180GW capacity addition by 2029, out of which 50% shall be from renewable energy sources. India's rooftop solar energy capacity is projected to surge, rising from 17 GW to an estimated 25–30 GW between FY25 and FY27 (1GW requires ~ Rs.7000 crore of capex). Captive solar investments in rooftop solar have payback periods of 3–5 years, falling module prices, and innovative financing models are catalysing adoption in manufacturing and services sectors. Further, in households, PM Surya Ghar Yojna is driving the residential roof-top solar market.

3.2 Healthcare

The Indian healthcare sector continues to demonstrate robust growth, fuelled by both the private sector and ongoing government initiatives. The Indian healthcare sector is witnessing unprecedented growth and is likely to have reached to Rs.55.5 Lakh crore (USD 638 billion) by FY2025. Government has allocated Rs.1 Lakh crore (USD 11.50 billion) to the healthcare sector in the Union Budget 2025-26 for the development, maintenance, and enhancement of the country's healthcare system. The Indian healthcare sector is one of India's largest employers with ~7.5 million people, with progress in telemedicine, virtual assistants, and data analytics which is expected to create around 3 million new tech jobs. However, this represents only the beginning, as the sector is anticipated to experience substantial growth, with over 6.3 million additional jobs expected by CY30. Indian medical tourism market was valued at Rs.66 thousand crore (USD 7.69 billion) in 2024 and is expected to reach Rs.1.24 Lakh crore (USD 14.31 billion) by 2029, indicating substantial economic benefits for the country. This reflects strong capex demand from healthcare segment.

3.3 Education

Education has always been a key priority for the Government. To make India a global education hub, Government has made substantial allocation of Rs.1.28 trillion for the education sector viz. schools, colleges and higher education, with emphasis on digital learning, AI integration, and skill development. The Economic Survey 2024-25 highlights India's education sector's growth, with a focus on expanding higher education institutions and achieving a 50% Gross Enrolment Ratio (GER) by 2035, while also emphasizing foundational learning and digital education. The Union Budget 2025-26 introduces innovative initiatives focused on expanding medical seats, enhancing skilling infrastructure and growing IITs, IIMs, etc. to equip youth with essential skills for the future.

4. Real Estate Sector Outlook

This sector contributes about 7.3% of GDP and is the second largest employment generator in India. The residential real-estate market witnessed sales of 4.60 Lakh units in FY24. The pan-India inventory at 14 months overhang was the lowest in last 10 years (PY:15 months inventory). This reduction is largely on account of strong buyer demand and curtailed new launches, contributing to overall market stability. Real-Estate is expected to contribute 13% of the country's GDP by FY26, from an existing share of 7.3%. The growth shall be driven by both demand & supply in the industry and favourable home loan interest rates. India's Real-estate sector is expected to expand and reach USD 1 trillion by FY31.

5. Manufacturing/Industrial, Service Sectors Outlook

5.1 Manufacturing/Industrial

Propelled by growth in priority sectors and driven by favourable megatrends, India's manufacturing sector has opened itself into new geographies and segments and has become one of the most attractive destinations for investment. Initiatives like Make in India, Digital India and Start-up India have given the much-needed thrust to the Electronics System Design and Manufacturing (ESDM) sector in India. Manufacturing sub-segment of Industry currently contributes ~18% of the GDP and employs ~21% of the workforce. The manufacturing sector of India has the potential to reach USD 1 trillion by 2025-26. The share of manufacturing is expected to increase to 20%-22% of GDP by 2031. The growth rate of manufacturing is expected to increase in the range of 8.5%-9% for period (FY26 – FY31) from current 5%.

India is planning to offer incentives of up to Rs.18,000 crore (USD 2.2 billion) to spur local manufacturing in six new sectors including chemicals, shipping containers and inputs for vaccines. India's e-commerce exports are projected to grow from USD 1 billion to USD 400 billion annually by 2030, aiding in achieving USD 2 trillion in total exports. FDI in India's manufacturing sector has reached USD 165.1 billion, a 69% increase over the past decade, driven by production-linked incentive (PLI) schemes. In the last five years, total FDI inflows amounted to USD 383.5 billion. The key drivers for growth in manufacturing are:

- FDI in Manufacturing has increased significantly
- PLI Scheme (~₹2.4 Lakh crore) boosting competitiveness through investments in logistics, roads, and digital infrastructure.
- Infrastructure and digital transformation is boosting manufacturing competitiveness.
- Supply chain diversification beyond China continues to gain traction.



- Expected Free Trade agreement with EU, UK, Canada, Australia & New Zealand.

Building on the competitive advantage of a skilled workforce and lower cost of labour, the manufacturing sector is also witnessing an increased inflow of capex and heightened M&A activity, leading to a surge in manufacturing output and resultant increased contribution to exports. Major focus is on technology driven sectors/products – Semiconductors, Electronics, solar module manufacturing, Electric Vehicle and batteries, besides other industries.

5.2 Service Sector

India's services sector has been the steadiest contributor to the Gross Value Added (GVA) in the economy. Its contribution to the total GVA at current prices has increased from 50.6% in FY14 to about 55% in FY25. The growth in the service sector, as measured by YoY change in the real GVA by services, has been above 6% in each year in the last decade, except for the Covid-19 pandemic that affected FY21. The average services growth rate before the pre-pandemic year was 8%. The average services growth in the post-pandemic Year, i.e. FY23 to FY25 has risen to 8.3%. The service sector also provides employment to approximately 30% of the workforce. Services also contribute indirectly to the GDP. Growth in the services sector is expected to remain robust at 7.2 per cent, driven by healthy activity in financial, real estate, professional services, public administration, defence, and other services. India's service sector continues to attract strong foreign investments, according to the Department for Promotion of Industry and Internal Trade (DPIIT), FDI equity inflows reached Rs.3.5 Lakh crore (USD40.67 billion) in FY2024-25 (April-December), with the services sector accounting for Rs.0.63 Lakh crore (USD7.22 billion).

6. NBFC including MFI, HFC and ARC Sector Outlook

Over 9,400 NBFCs are registered with the RBI including retail, MSME, infra and wholesale having combined AUM of around Rs.51 Lakh crore and average growth in AUM varying from 12-15%. HFCs have aggregate AUM of around Rs.7 Lakh crore and is expected to grow @12-14%. The sector's future appears promising and incremental fresh funding requirement is estimated at Rs.5.6-6.0 Lakh crore in FY26.

The stressed assets resolution through Asset Reconstruction Companies (ARCs) has evolved over the years in tandem with changing business landscape and regulations. India has 28 ARCs registered with RBI and most of these have registered a healthy growth and profit

over the last few years. SEBI has allowed ARCs to avail loan against Security Receipts (SRs). As such, potential exists for financing profitable ARCs for quality stressed asset acquisition & servicing out of receivables through management fee, recovery, incentive & redemption of Security Receipts (SRs).

7. Key Challenges before NBFCs

Here's a look at the key challenges NBFCs may have to navigate:

- Geopolitical tensions, trade policy shift, persistent inflation and capital outflow by foreign investors may slow down the growth rate and affect financial services sector.
- The Indian finance sector operates within a dynamic regulatory environment characterized by evolving policies and regulatory changes. Uncertainties surrounding regulations, tax regimes, and compliance requirements pose challenges for businesses, hindering long-term planning and investment decisions. Achieving regulatory clarity and fostering a stable policy framework are imperative to foster investor confidence and sustain growth in the finance sector.
- High levels of NPAs weaken lending institutions' balance sheets, constrain lending capacity and pose systemic risks to the financial sector. Resolving this challenge by lending institutions demands robust mechanisms for asset quality recognition, effective loan recovery framework, enhanced corporate governance and risk management practices.

8. Performance

Your Company has been having satisfactory operational performance and financial indicators despite challenging market conditions in the past few years as detailed in para 3 of the Directors' Report.

8.1 Events occurring after Balance Sheet date

No Significant events occurred between the end of the financial year and date of the Board's report as detailed in the Directors' Report. However your company has recovered significant amount from NPA accounts and redemption of Security Receipts during this intervening period.

8.2 Key financial ratios

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key sector-specific financial ratios. The Company has identified the following ratios as key financial ratios:



(Amount in ₹ crore)

| Particulars | FY25 | FY24 |
|----------------------------|------------|------------|
| Total Income | 260.06 | 242.03 |
| Net Interest Income | 106.69 | 94.96 |
| Other Operating Income | - | 4.50 |
| Profit after Tax (PAT) | 103.81 | 91.11 |
| Tangible Network | 1207.28 | 1,074.85 |
| Total Borrowings | 866.09 | 983.04 |
| Total AUM & Investments | 1952.57 | 2050.10 |
| Net Interest Margin (%) | 5.07 | 4.58 |
| Interest Coverage Ratio | 2.29 times | 2.15 times |
| Debt Equity Ratio | 0.72:1 | 0.91:1 |
| RoAA (%) | 4.93 | 4.39 |
| RoAE (%) | 9.10 | 8.78 |
| EPS(Rs.) | 11.21 | 10.08 |
| Book value per share (Rs.) | 130.38 | 118.94 |
| Capital Adequacy Ratio (%) | 69.70 | 59.01 |

Your Company's PAT was Rs.103.81 crore for FY 2024-25 as against PAT of Rs.91.11 crore in FY 2023-24. The tangible network of your Company increased to Rs.1207.28 crore as on 31.3.2025 compared to Rs.1074.85 crore in the previous year.

9. Company's Outlook

Considering the business environment and current domestic & global cues, the Board of Directors has approved a Business Plan for your company to ensure growth with prudent resource utilisation. Your company would focus on exploring credit opportunities across the hospitality/tourism sector, other resilient performing sectors viz. manufacturing, renewable energy (solar/wind), social-infra, real-estate with focus on residential affordable/middle-income housing, and for onward lending to NBFC, HFC & ARC sectors. Your Company will also undertake retail lending through FinTech platforms, co-lending with Banks & established NBFCs in secured MSE & LAP products and term loans against security of category-1 listed shares. Your Company will also explore supply chain financing through digital platform(s). Given TFCI's expertise in the hospitality/tourism segment, lending to hospitality would continue to remain a thrust area in FY26, with emphasis on financing green-field projects, last-mile funding for under-implementation projects, brownfield projects, takeover/refinancing projects, acquisition finance, corporate financing, structured finance, and special situation financing. Besides, TFCI will also undertake fee-based business from segments like tourism advisory, corporate advisory, loan syndication, etc.

9.1 Core Competencies

- **Deep Industry Expertise:** We possess specialized knowledge and extensive experience in financing India's tourism and hospitality industry, allowing us to truly understand the sector's unique needs and challenges.
- **Broad Sectoral Reach:** Beyond tourism, we have a proven track record of providing financial assistance to diverse sectors, including social and urban infrastructure (education, healthcare, affordable housing), real estate, manufacturing, and other resilient industries. We also offer onward lending to NBFCs, HFCs, and MFIs.
- **Robust Network & Partnerships:** TFCI has cultivated a vast network and strong partnerships across the tourism and other sectors. These relationships give us enhanced access to crucial resources, market intelligence, and collaborative opportunities.
- **Comprehensive Financial Solutions:** We offer a wide array of financial products and services, including project loans, term loans, corporate loans, working capital loans, acquisition financing, refinancing, takeover financing, and special situation financing.

9.2 Opportunities

- **Growing Tourism Market:** India's tourism industry continues its robust growth, fuelled by increasing domestic and international travel. This expansion offers a prime opportunity for TFCI to broaden its customer base and offer a wider array of financial services to meet the escalating demand.
- **Infrastructure Development & Real Estate Development:** The Indian government remains committed to significant infrastructure development, encompassing highways, expressways, rail networks, airports, ports, power, waterworks, schools, colleges, hospitals, logistics, and warehouses. TFCI is well-positioned to capitalize on this by providing crucial financing for these projects, thereby contributing to India's overall economic growth. Real-Estate is expected to contribute 13% of the country's GDP by FY26 from an existing share of 7.3%. The growth shall be driven by both demand & supply in the industry and favourable home loan interest rates.



- Manufacturing: The manufacturing and services sectors are undergoing a rapid digital transformation, creating new avenues for innovative financial solutions. TFCI can explore these advancements to reach a wider lending customer base within these evolving sectors.
- NBFC/HFC/ARC Sector Growth: The Non-Banking Financial Company (NBFC) sector is projected to maintain a strong annual growth rate of approximately 12% - 15% in the medium term. This presents a significant opportunity for TFCI to expand its lending and co-lending activities within this dynamic sector. The overall target return of ARCs is usually between 18% - 24% and having limited access to bank credit, provides lending opportunity to TFCI.

10. Risks and concerns

The Company's risk management philosophy and policy embody its commitment to understanding, measuring, and effectively managing risks while striving for sustained growth of a healthy asset portfolio. To achieve this, the company adopts a leadership approach in products and segments that it thoroughly understands. In areas with higher risk, an innovative approach is taken, which involves limited exposure and optimizing returns. A robust credit risk framework is in place, enabling the company to scientifically assess the credit risk rating of clients. This framework includes the mapping of internal rating grades to external rating agencies' grades, providing a comprehensive view of credit risk. The output of rating model plays a crucial role in the company's decision-making process. Furthermore, the company maintains regular monitoring of portfolio distribution across low-risk, medium-risk, and high-risk categories. This monitoring helps ensure a well-balanced and diversified portfolio, enhancing risk management capabilities. Your Company has been managing the following risks effectively:

| Type of Risk | Description | Mitigation |
|------------------|---|---|
| Credit Risk | Credit risk arises when a borrower or counterparty is unable to fulfill its contractual obligations. This risk extends beyond loans and encompasses various on and off-balance sheet exposures, including guarantees, acceptances, and investments in securities. In the context of project lending, inherent risks are present, particularly in developing economies where efforts toward long-term macroeconomic stability are still ongoing. Projects under implementation are susceptible to potential delays and cost overruns, often influenced by factors beyond the borrower's control. | <p>Your Company has established a Credit Policy that has been approved by the Board of Directors. This policy is developed after taking into account inputs from Senior Management. It outlines a comprehensive set of credit procedures and guidelines, aimed at facilitating effective credit risk management and maintaining a robust portfolio. The credit policy is reviewed annually and amended periodically to ensure compliance with guidelines of regulatory bodies.</p> <p>Your Company is actively engaged in the identification of risks and factors by conducting regular reviews and enhancing appraisal techniques. This includes conducting sensitivity analysis and evaluating the project's resilience to withstand potential changes. The Company also considers the expertise and experience of borrowers in dealing with adverse situations. Credit appraisal remains a top priority for your Company, and TFCI place significant emphasis on intensive monitoring and supervision of projects on an ongoing basis.</p> |
| Operational Risk | The risk of loss arises from insufficient or ineffective internal processes, personnel, and systems, as well as external events. | Operational risk management (ORM) is the process of proactively identifying, assessing, mitigating, and monitoring risks that disrupt/affect its business operations. These risks can be internal, such as people, processes, and systems, or external, like natural disasters or regulations. The primary objective of ORM is to protect value creation and shareholder/stakeholder confidence by managing operational risks arising from business activities while seizing opportunities that they create. TFCI has put in place a sound Operational Risk Management framework in form of inbuilt strong internal controls measures, systems and procedures across its business operations in commensurate with its complexity & nature to minimize operational disruptions and to ensure business continuity & operational resilience. |



| Type of Risk | Description | Mitigation |
|------------------------------|--|--|
| | | <p>This includes adoption of well-defined delegation of power, segregation of duties with dual check mechanism for authorisation of each transaction, staff regulation & their accountability, contingency planning, ensuring availability of insurance coverage, data storage & its retrieval arrangements i.e making system operational by backup data in real time basis while maintaining data integrity in case of some exigencies.</p> <p>The Company's controls over its business operations are managed effectively by implementing well-defined policies & standard operating procedures. The obligations of employees to conduct/performance the duties in compliance of Company's policies and as per standard operating procedures are well defined. The adequate supervision & reviews are undertaken on regular basis to ensure that the internal control systems are adequate to protect the Company against any business disruptions & losses.</p> <p>Recently Reserve Bank of India came out with guidance note on Operational Risk Management & Operational Resilience to further improve & strengthen the Operational Risk Management Framework and to enhance operational resilience of its regulated entities. TFCI is in process to implement guidance note of RBI on Operational Risks to further strengthen its ORM Framework.</p> |
| Interest Rate Risk | Interest-rate risks arise out of mismatches between interest-rate-sensitive assets and liabilities. | To manage such risks, your Company adopts a strategy of aligning lending interest rates with its average cost of borrowings. This approach helps in maintaining a balanced and sustainable interest rate structure. Additionally, your Company diligently monitors the maturity pattern of its assets and liabilities. This proactive monitoring ensures a prudent management of cash flows and minimizes any potential maturity mismatch risks. By employing these measures, your Company strives to effectively manage and mitigate its interest rate risks. |
| Liquidity Risk | Liquidity risk is the inability of a financial institute to meet its obligations as they become due, without adversely affecting the financial condition | Your Company has implemented a robust Integrated Risk Management Policy. This policy encompasses various risk management measures aimed at maintaining a healthy liquidity position. These measures include conducting short-term liquidity forecasts to identify and address any potential gaps promptly. Immediate actions are taken to correct such gaps and ensure sufficient liquidity in the short term. Furthermore, your Company emphasizes the diversification of funding sources to enhance flexibility in meeting the funding requirements. This diversification allows us to adapt to changing market conditions and mitigate liquidity risks. Additionally, maintaining strong capital adequacy is a key aspect of the risk management approach, providing a solid foundation to manage unexpected liquidity needs effectively. Through the diligent implementation of these measures, your Company aims to proactively manage liquidity risk and maintain a stable financial position. |
| Compliance & Regulatory Risk | The risk of legal or regulatory sanctions, significant financial loss, or damage to reputation arises when a company fails to comply with laws, regulations, rules, self-regulatory organization standards, and applicable codes of conduct. | To mitigate compliance and regulatory risk, your Company has established a robust framework that is closely monitored by the senior management team. This framework incorporates various measures to ensure adherence to applicable laws, regulations, and standards. Your Company emphasizes coordination and clear communication among departments, particularly when there are inter-dependencies. This collaborative approach ensures that all departments are aligned in meeting their compliance obligations and effectively managing regulatory risks. |



11. Discussion on financial performance/ Internal control systems and their adequacy

The Financial and other operational performance of your Company has been discussed in detail in the Director's Report.

12. Material Developments in human resources/industrial relations front, including number of people employed

One of the most important and critical assets and foundation of the operations is human capital. Your Company strives to create a conducive environment for growth and development of the employees. The Financial Services sector heavily relies on the expertise and skills of its employees, making their role crucial in delivering high-quality services. Your Company's dedication to nurture and retain top talent, regular sponsorship of employees for training programs organized by professional institutions has been a priority. These programs aim to enhance skills and knowledge in various functional areas, ensuring that employees are equipped to excel in their roles. To ensure effective and timely client service, as well as consistent support to assisted units, the Company

maintains offices in Delhi and Mumbai. These strategic locations facilitate efficient communication and follow-up with clients and units in these regions. As of March 31, 2025, the Company had a workforce of 40 employees. Their expertise and commitment contribute significantly to the Company's success.

13. Cautionary Statement

This document contains statements about expected future events, financial and operating results of the Company, which are forward looking. By its nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results, and events to differ materially from those expressed in the forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward- looking statements based on any subsequent developments.



CORPORATE GOVERNANCE REPORT

Company's Philosophy on Corporate Governance

Your Company adheres to the highest standards of corporate governance principles and best practices. Your Company prioritizes transparency, disclosure, accountability, compliance, ethical conduct, and the promotion of all stakeholders' interests. To uphold these principles, your Company have developed a comprehensive set of policies and implemented various governance practices. These measures not only ensure compliance with statutory and regulatory requirements but also aim to achieve transparency, integrity in financial reporting, effective risk management, and robust internal controls. Your Company also emphasizes appropriate and ethical behavior at both the Board and Senior Management levels. The policies are regularly reviewed to ensure their continued relevance, effectiveness, and responsiveness to the needs of stakeholders.

Your Company upholds the belief that ethical business conduct is grounded in nine core values: honesty, integrity, respect, fairness, purposefulness, trust, responsibility, citizenship, and caring. The employees of the Company conduct business with unwavering integrity, placing no personal profit or advantage above the company's interests. Your Company has implemented robust risk management systems and procedures to effectively identify, mitigate, and control various business-related risks. These measures enable the management to adequately and appropriately address potential risks. While we go beyond the mandatory provisions of Corporate Governance, the report on statutory compliances in this regard is set forth below:

1. Board of Directors

The composition of the Board is designed to ensure that directors are committed to actively engaging in the company's affairs, equipped with the necessary understanding and competence to address both present and emerging business challenges.

The primary role of the Board is that of trusteeship to protect and enhance shareholder's value through supervision. Representing the interests of the company's shareholders, the Board guides management towards optimizing long-term value. As trustees, the Board ensures that the company has clear goals focused on shareholder value and growth. Strategic goals are established by the Board, which holds itself accountable for their achievement. The Board provides guidance and exercises appropriate control to ensure that the company is managed in a manner that fulfills stakeholders' aspirations and meets societal expectations.

The Board's responsibilities encompass policy formation, initiation of new initiatives, performance evaluation, and the oversight and approval of matters that exceed the delegated authority of the company's functionaries. To efficiently address various functional areas, the Board has established committees and delegated powers

accordingly. Regular meetings are held by both the Board and its committees to fulfill their obligations.

The Board consists of 9 Directors as on March 31, 2025 including MD & CFO, five Independent Directors and three Non-Executive Non-Independent Directors. The independent directors fulfill the conditions specified in SEBI (LODR) Regulations and are independent of the management. The information regarding director(s) who had ceased to be director(s) before the expiry of his/her tenure during FY 2024-25 has been provided to Stock Exchange(s). The board confirmed that the independent directors fulfill the conditions specified in SEBI (LODR) Regulations and are independent of the management.

The Company follows a structured process of decision making by the Board and its Committees. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director/Committee member and in exceptional cases tabled at the Meeting with the approval of the Board/Committee member. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company vis-à-vis the budgets/targets. The Board has complete access to all the relevant information of the Company.

During the year, 9 Board Meetings were held on April 5, 2024; May 16, 2024; May 17, 2024; July 6, 2024; August 13, 2024; October 24, 2024; December 20, 2024; January 28, 2025; and March 21, 2025. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations.

Details regarding the category of Directors, their attendance at Board Meetings and the last Annual General Meeting, number of other Directorships and Committee positions held by them in companies as on March 31, 2025, are given below:-

| Sl. No | Name of Director | Category of Directorship | No. of Board Meeting Attended | Attendance at Last AGM | No. of other Directorships/ Committee Chairmanships/ Other Memberships* | | | |
|--------|------------------------|--------------------------|-------------------------------|------------------------|---|----------|-----------|----------|
| | | | | | Directorship in | | Committee | |
| | | | | | Public Co. | Pvt. Co. | Member | Chairman |
| 1 | Dr. S. Ravi | NED (Chairman) | 9 | Yes | 8 | 3 | 10 | 5 |
| 2 | Shri Parkash Chand | NED | 9 | Yes | - | - | - | - |
| 3 | Mrs. Thankom T.Mathew | NEID | 9 | Yes | - | - | - | - |
| 4 | Shri Bapi Munshi | NEID | 9 | Yes | - | - | - | - |
| 5 | Shri Ashok Kumar Garg | NEID | 9 | Yes | 3 | 1 | 5 | - |
| 6 | Shri Deepak Amitabh* | NEID | 5 | Yes | 2 | 1 | 4 | 1 |
| 7 | Dr. Mahabaleshwara MS* | NEID | 5 | Yes | - | - | - | - |



| Sl. No | Name of Director | Category of Directorship | No. of Board Meeting Attended | Attendance at Last AGM | No. of other Directorships/ Committee Chairmanships/ Other Memberships* | | | |
|--------|------------------------------|--------------------------|-------------------------------|------------------------|---|----------|-----------|----------|
| | | | | | Directorship in | | Committee | |
| | | | | | Public Co. | Pvt. Co. | Member | Chairman |
| 8 | Shri Aditya Kumar Halwasiya* | NED | 5 | Yes | 4 | 1 | 2 | 1 |
| 9 | Shri Anoop Bali# | MD & CFO | 9 | Yes | - | - | - | - |
| 10 | Shri G. D. Munda\$ | NED | - | - | - | - | - | - |

* appointed w.e.f.6.7.2024

\$ resigned on 5.4.2024

Designation was Changed from WTD to MD w.e.f. 17.5.2024

NED : Non-Executive Non-Independent Director

NEID : Non-Executive Independent Director

MD & CFO : Managing Director & Chief Financial Officer

Notes:

- Other directorship includes directorship held in Private Companies and alternate directorship.
- Committee positions of only two committees namely Audit Committee and Stakeholder Relationship Committee in only Indian Public Limited Company, whether listed or not, have been considered pursuant to the SEBI (LODR) Regulation.
- None of Board member is relative of any other director of the Company.

Board Directorships

Each Director informs the Company on an annual basis about the Board and the Committee positions he/she occupies in other companies including Chairmanships and notifies changes, if any, during the year. The Composition of the Board as on March 31, 2025 and other Directorships in Listed companies as per disclosure filed by Directors is as under:

| DETAILS OF DIRECTORSHIP IN LISTED ENTITY | | | |
|--|------------------------|--|--|
| Sl. No. | Name of Director | Name of Listed Entity | Nature of Directorship |
| 1 | Dr. S. Ravi | 1. Tourism Finance Corporation of India Ltd. 2. Usha Martin Limited 3. Spacenet Enterprises India Ltd. 4. PCBL Ltd. 5. Granules India Limited 6. Aditya Birla Money Limited | Non-Executive Non-Independent Chairman Independent Director Non-Executive Chairman Independent Director Independent Director Independent Director |
| 2 | Shri Parkash Chand | 1. Tourism Finance Corporation of India Ltd. | Non-Executive Non-Independent Director |
| 3 | Mrs. Thankom T. Mathew | 1. Tourism Finance Corporation of India Ltd. | Independent Director (Woman) |
| 4 | Shri Bapi Munshi | 1. Tourism Finance Corporation of India Ltd. | Independent Director |

| DETAILS OF DIRECTORSHIP IN LISTED ENTITY | | | |
|--|-----------------------------|--|---|
| 5 | Shri Ashok Kumar Garg | 1. Tourism Finance Corporation of India Ltd. 2. West Coast Paper Mills Limited | Independent Director Independent Director |
| 6 | Shri Deepak Amitabh | 1. Tourism Finance Corporation of India Ltd. 2. Zuari Industries Limited | Independent Director Independent Director |
| 7 | Dr. Mahabaleshwara MS | 1. Tourism Finance Corporation of India Ltd. | Independent Director |
| 8 | Shri Aditya Kumar Halwasiya | 1. Tourism Finance Corporation of India Ltd. 2. Cupid Limited 3. Apollo Micro Systems Ltd. | Independent Director Managing Director Non-Executive Non-Independent Director |
| 9 | Shri Anoop Bali | 1. Tourism Finance Corporation of India Ltd. | Managing Director & CFO |

Key Board qualifications, expertise and attributes

The Board of Directors of your Company comprises qualified members who bring required skill, competence and expertise that allow them to make effective contribution to the Board and its committees. The Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

| Sl. No. | Name of Director | Skill, competence and expertise |
|---------|-----------------------------|--|
| 1 | Dr. S. Ravi | Accounts, Audit, Finance |
| 2 | Shri Parkash Chand | Personnel/Administration, CRM and Marketing |
| 3 | Mrs. Thankom T. Mathew | HR, CSR and Communication |
| 4 | Shri Bapi Munshi | Project Finance, Banking and Risk Management |
| 5 | Shri Ashok Kumar Garg | Banking, Finance and Risk Management |
| 6 | Shri Deepak Amitabh | Tax Assessment & Investigation, Administration, System Operations, Audit & legal representation, Business strategies, and Finance |
| 7 | Dr. Mahabaleshwara MS | Banking and Finance, Payment and Settlements, HR management, IT and Digital banking, Treasury and Forex operations, Life and General Insurance, Agriculture and Rural economy etc. |
| 8 | Shri Aditya Kumar Halwasiya | Finance, Debt instruments, Equity markets, Capital Market Investments and Real Estate Investments & Projects |
| 9 | Shri Anoop Bali | Project Management & Finance, Project Advisory, Stress Asset Management & Recovery, Accounts & Finance and General Management |

**2. Board Committee Meetings and Procedures**

The Company currently has the following committees in compliance of the SEBI (LODR) Regulation:

(A) Audit Committee**i) Constitution and Composition**

The Audit Committee of the Board comprised of 3 Independent Directors and 1 Non-Executive Director. The Chairman of the Committee was an Independent Director. The Chairman of the Committee attended the last AGM. The Committee met 5 times on May 17, 2024, July 6, 2024, August 13, 2024, October 24, 2024 and January 28, 2025.

The attendance of the members at the meetings was as follows:

| Sl. No. | Name of Member | Status | No. of Meetings Attended |
|---------|------------------------|-----------------|--------------------------|
| 1 | Shri Bapi Munshi | Chairman (NEID) | 5 |
| 2 | Dr. S. Ravi | NED | 5 |
| 3 | Mrs. Thankom T. Mathew | NEID | 5 |
| 4 | Shri Ashok Kumar Garg | NEID | 5 |

The Managing Director & CFO, Statutory Auditors and Internal Auditors are invited to attend the Audit Committee Meetings and the Company Secretary acts as the Secretary of the Committee. The Minutes of the meetings of the Audit Committee are placed before the Board of Directors for the information.

ii) Terms of Reference

The terms of reference of the Audit Committee are as under:

- (1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
- (c) major accounting entries involving estimates based on the exercise of judgment by management;
- (d) significant adjustments made in the financial statements arising out of audit findings;
- (e) compliance with listing and other legal requirements relating to financial statements;
- (f) disclosure of any related party transactions;
- (g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;



- (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) to review the functioning of the whistle blower mechanism;
- (19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (20) carrying out any other function as is mentioned in the terms of reference of the audit committee.
- (21) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- (22) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

(B) Nomination and Remuneration Committee

i) Composition

During the year under report, the Nomination and Remuneration Committee of the Board comprised of 3 members (2 Non-Executive Independent Director (NEID) and 1 Non-Executive Director (NED)). The Chairman of the Committee is Independent Director. The Committee met 4 times during the year on May 16, 2024, May 17, 2024, July 6, 2024 and October 21, 2024. The names of the members and attendance are as follows

| Sl. No. | Name of Member | Status | No. of Meetings Attended |
|---------|-----------------------|-----------------|--------------------------|
| 1 | Mrs. Thankom T.Mathew | Chairman (NEID) | 4 |
| 2 | Shri Bapi Munshi | NEID | 4 |
| 3 | Dr. S.Ravi | NED | 4 |

ii) Terms of reference

The terms of reference of the Nomination and Remuneration Committee are as under:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
 - (1A) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation,

prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
 - (3) devising a policy on diversity of board of directors;
 - (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
 - (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
 - (6) recommend to the board, all remuneration, in whatever form, payable to senior management.

(iii) Selection of Independent Directors and other Directors

Considering the requirement of skill sets on the Board, individuals having an independent standing in their respective field/profession, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee of directors, for appointment, as Independent Directors on the Board. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company's Policy for Selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation, and takes appropriate decision.

(iv) Remuneration Policy

Remuneration of employees is based on CTC based salary structure and performance-linked incentive. The components of total remuneration vary for different cadres and are governed more or less by the structure prevalent in the Industry. Your Company adopts policies with the objective to motivate employees to excel in their performance and to recognize their contribution.

**(v) Details of remuneration paid to Directors for the year 2024-25**

- (i) Shri Anoop Bali, Managing Director & CFO was paid remuneration of Rs.1,65,32,317 (PY Rs.1,26,37,038) during FY 2024-25.
- (ii) No severance pay was payable on termination of appointment.
- (iii) No Stock Appreciation Rights (SARs) were granted.

(vi) Details of remuneration paid to Non-Executive Directors

Remunerations by way of sitting fee for attending the meetings of the Board/Committees thereof were paid as follows:

| Sl. No. | Name of the Director | Amount (in ₹) |
|---------|-----------------------------|---------------|
| 1 | Dr. S. Ravi | 23,89,500 |
| 2 | Shri Parkash Chand | 12,44,900 |
| 3 | Mrs. Thankom T. Mathew | 19,17,500 |
| 4 | Shri Bapi Munshi | 27,19,900 |
| 5 | Shri Ashok Kumar Garg | 22,83,300 |
| 6 | Shri Deepak Amitabh | 5,60,500 |
| 7 | Dr. Mahabaleshwara MS | 5,60,500 |
| 8 | Shri Aditya Kumar Halwasiya | 5,60,500 |
| | Total | 1,22,36,600 |

During the year under report, the Company has not paid any remuneration to Non-Executive Directors except by way of Sitting Fee which was paid Rs.75,000 and Rs.50,000 (plus tax) per meeting, for attending the meetings of Board and its Committees respectively. The sitting fee was revised to Rs.1,00,000 and Rs.60,000 (plus tax) per meeting w.e.f. 24.10.2024 for attending the meetings of Board and its Committees respectively.

(vii) Details of of Number of Shares and Convertible Instruments Held by Executive/Non-Executive Directors as on March 31, 2025

Shri Aditya Kumar Halwasiya, Non-Executive Director and Shri Anoop Bali, MD & CFO, were holding 1,40,74,142 and 12 equity shares of the company respectively as on 31st March, 2025. None of the other Executive/Non-Executive Director held shares/convertible Instruments of the Company as on 31st March, 2025.

(C) Stakeholder Relationship Committee

- i) **Composition:** During the year under report, the Stakeholder Relationship Committee of the Board comprised of 3 members (1 Independent Director (ID) and 2 Non-Executive Non-ID). The Chairman of the Committee is Independent Director. During the financial year 2024-25, the Committee met once on January 28, 2025. The names and the attendance of the members at the meeting were as follows:

| Sl. No. | Name of Member | Status | No. of Meetings Attended |
|---------|-----------------------|-----------------|--------------------------|
| 1 | Mrs. Thankom T.Mathew | Chairman (NEID) | 1 |
| 2 | Dr. S.Ravi | NED | 1 |
| 3 | Shri Parkash Chand# | NED | 1 |
| 4 | Shri G. D. Mundra@ | NEID | - |

inducted as member w.e.f 1.5. 2024

@ ceased to be member w.e.f. 5.4.2024

ii) Terms of reference:

The role of the committee shall inter-alia include the following:

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

During the year, 53 complaints were received from the shareholders and were replied/solved to the satisfaction of the shareholders. As on March 31, 2025, no complaints were pending. Shri Sanjay Ahuja, Company Secretary is the compliance officer of the Company.

(D) Corporate Social Responsibility Committee**i) Composition**

During the year under report, the Corporate Social Responsibility Committee of the Board comprised of 3 Directors including 1 NEID, 1 NED and MD & CFO. The Chairman of the Committee is a Non-Executive Director. The Committee met 5 times during the year on May 16, 2024, July 6, 2024, October 21, 2024, December 17, 2024 and January 28, 2025. The names of the members and attendance are as under:



| Sl. No. | Name of Member | Status | No. of Meetings Attended |
|---------|------------------------|----------------|--------------------------|
| 1 | Dr. S.Ravi | Chairman (NED) | 5 |
| 2 | Mrs. Thankom T. Mathew | NEID | 5 |
| 3 | Shri Anoop Bali | MD&CFO | 5 |

ii) Terms of reference

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII;
- Recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- Monitor the Corporate Social Responsibility Policy of the company from time to time

(E) Risk Management Committee

The Risk Management Committee was constituted adhering to the requirements of the Companies Act, 2013 and the SEBI (LODR) Regulations. The Committee's prime responsibility is to implement and monitor the risk management plan and policy of the Company. The Committee's constitution meets with the requirements of the SEBI (LODR) Regulations. The Role and Responsibilities of Committee inter-alia includes the followings:

- To formulate a detailed risk management policy which shall include:
 - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - Measures for risk mitigation including systems and processes for internal control of identified risks.
 - Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Risk Management Committee of the Board comprised of 3 Directors including 1 NEID, 1 NED and MD & CFO. The Chairman of the Committee is a Non-Executive Director. Four meetings of the Risk Management Committee were held during the year on May 17, 2024, August 13, 2024, October 24, 2024 and January 28, 2025 detailed as under:

| Sl. No. | Name of Member | Status | No. of Meetings Attended |
|---------|------------------|----------------|--------------------------|
| 1 | Dr. S.Ravi | Chairman (NED) | 4 |
| 2 | Shri Bapi Munshi | NEID | 4 |
| 3 | Shri Anoop Bali | MD&CFO | 4 |

(F) Committee Meetings of Independent Directors

The Committee of Company's all Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meeting are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views. One meeting of Independent Directors was held during the year 2024-25.

The independent directors in the meeting shall, *inter-alia*:

- reviewed the performance of non-independent directors and the Board as a whole;
- reviewed the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- assessed the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

3. Other Committees

Share-Transfer Committee

The Company has constituted Share-Transfer Committee to approve transfer/transmission of shares issued by the Company. It also approves issue of duplicate certificates after split/consolidation/renewal and also monitors the investors' grievances. At present, the Share Transfer Committee comprises Managing Director, CFO and Company Secretary. During the year, the Committee had 8 meetings. Report on the meetings of Share Transfer Committee is placed before the Board for information.

In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository



Participants. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued. However, as per SEBI Notification dated June 8, 2018 and further amendment including dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

4. Functional Committees

The Board is authorized to constitute one or more Functional Committees delegating powers and duties with respect to specific purposes. Meeting of such Committees are held as and when the need arises. The schedule for holding the meetings of such functional committees are finalized in consultation with the respective members of the committees.

Procedure at Committee Meetings

The Company's guidelines relating to Board Meeting are applicable to Committee meetings as far as practicable. Each Committee has the authority to engage outside experts, advisor and counsels to the extent it considers appropriate to assist in its works. Minutes of the proceedings of the Committee meetings are placed before the Board meetings for perusal and noting.

5. Senior Management of the Company

| Sl No | Name of Senior Management Personnel | Category |
|-------|-------------------------------------|--|
| 1 | Shri Anoop Bali | Managing Director & CFO |
| 2 | Mrs. Charu Singh | President |
| 3 | Shri Rajiv Singh | Sr. Vice President |
| 4 | Shri Sanjay Ahuja | Sr. Vice President & Company Secretary |

6. General Body Meeting

(A) Location and time where last three Annual General Meetings were held as under;

| Financial Year | Date | Time | Location |
|----------------|--------------------|------------|---|
| 2023-24 | August 14, 2024 | 11.00 a.m. | 4 th Floor, Tower 1, NBCC Plaza, Sector V, Pushp Vihar, Saket, New Delhi – 110 017 |
| 2022-23 | August 18, 2023 | 11.00 a.m. | 4 th Floor, Tower 1, NBCC Plaza, Sector V, Pushp Vihar, Saket, New Delhi – 110 017 |
| 2021-22 | September 19, 2022 | 11.30 a.m. | 4 th Floor, Tower 1, NBCC Plaza, Sector V, Pushp Vihar, Saket, New Delhi – 110 017 |

(B) Details of Special resolutions passed in the previous three Annual General Meetings:

| AGM Date | Relevant provisions of the Companies Act, 2013 | Particulars of Special Resolutions |
|-----------|--|--|
| 14.8.2024 | Section 42,71 | Issue of Bonds/Debentures |
| | Section 149, 152 | Appointment of Shri Deepak Amitabh as an Independent Director. |
| | Section 149, 152 | Appointment of Dr. Mahabaleshwara MS as an Independent Director. |
| 18.8.2023 | Section 42,71 | Issue of Bonds/Debentures |
| | Section 149, 152 | Appointment of Mrs. Thankom T. Mathew as an Independent Director (woman) for second term |
| | Section 149, 152 | Appointment of Shri Ashok Kumar Garg as an Independent Director. |
| | Section 14 | Alteration to the AOA of the Company |
| 19.9.2022 | Section 42,71 | Issue of Bonds/Debentures |
| | Section 62 | Approval of TFCE ESOP Scheme – 2022 |

(C) Details of resolutions passed through Postal Ballot: N.A.

7. Disclosures

(A) Shri Aditya Kumar Halwasiya, Non-Executive Director and Shri Anoop Bali, MD & CFO, were holding 1,40,74,142 and 12 equity shares of the company respectively as on 31st March, 2025. None of the other Executive/Non-Executive Director held shares/convertible Instruments of the Company as on 31st March, 2025.

(B) There was no case of non-compliance by the Company of any matter related to capital market during the last three years. There were no strictures or penalties, imposed on the Company by Stock Exchanges or SEBI or any other statutory authority for non-compliance of any matter related to the Capital market.

(C) Related Party Transactions

Related party transactions during the year have been disclosed in note No.39 to the financial statement in accordance with "IND AS". There was no transaction of material nature with the directors or the management or relatives during the year. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company except remuneration and sitting fees.

**(D) Disclosure of Accounting Treatment**

In the preparation of financial statements, the Company has followed the Companies (Indian Accounting Standards) Rules, 2015 and the guidelines issued by Reserve Bank of India from time to time to the extent applicable. The significant accounting policies have been set out in the Notes to the Accounts.

(E) Disclosure on Risk Management

Business Risk Evaluation and Management is an ongoing process within the Company. The Company has framed the Risk Management Policy and risk mitigation procedure, which is periodically reviewed.

(F) The Company has complied with the mandatory requirements of the SEBI (LODR) Regulations.**(G) Means of Communication:**

Quarterly results are published in leading English and Hindi newspapers viz. Financial Express, Jansatta etc.

Other information

- (H)** Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A).- The proceeds from funds raised by way of preferential issue of shares were utilized towards the growth of lending business of the Company, as specified in the objects of the issue. Further, there was no deviation or variation in the object of funds raised.
- (I)** 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 has been obtained and Attached as Annexure.
- (J)** During the year, no instances were reported where the board had not accepted any recommendation of any committee of the board which is mandatorily required.
- (K)** Total fees for all services to the statutory auditor was Rs.15.92 Lakh during 2024-25 (PY Rs.13.19 Lakh).
- (L)** During the year, no complaint in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, was filed/disposed off and no complaint was pending on end of financial year.
- (M)** During the year, no loans and advances in the nature of loans, given to the firms/companies in which directors are interested.

7.1 Rating

The bond issues, bank borrowings and commercial papers of TFCI are rated by CARE Ratings Ltd. (CARE),

Brickwork Ratings India (P) Ltd. (BWR), Acuite Rating & Research Ltd. (ACUITE) and Infomerics Valuation and Rating Limited (Infomerics) as detailed below:

| Rating Agency | Date of Rating | Rating (Amount – ₹ in crore) | | | Rating Action |
|---------------|----------------|--|---------------------------------|---------------------------|---------------|
| | | Long-term Bonds/ MLDs | Bank/ Institution Borrowings | Commercial Paper | |
| ACUITE | 11.03.2025 | A+ Outlook: Stable Bonds: 159.74 | A+ Outlook: Stable 950.00 | - | Reaffirmed |
| BWR | 29.07.2024 | A+ Outlook: Stable 334.74 | - | - | Reaffirmed |
| CARE | 21.08.2024 | A Outlook: Stable 175.00 | - | - | Reaffirmed |
| Infomerics | 25.03.2025 | - | A+ Outlook: Stable 75.00 | A1+ Proposed CP 100.00 | Assigned |

8. Reconciliation of Share Capital Audit

A qualified practicing Company Secretary carried out quarterly reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital of the Company. The audit confirmed that the total issued/paid up capital of the company was in agreement with the aggregate of the total number of shares in physical form and dematerialized forms with NSDL and CDSL.

9. Code of Conduct

The Board has formulated a code of conduct for the Board Members and Senior Management Personnel of the Company. The same has also been posted on the website of the Company. The code has been circulated to all the members of the Board and Senior Management Personnel and the compliance of the same is affirmed by them annually. All Board Members and Senior Management Personnel have affirmed their compliance with the code.

9.1 Prohibition of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended and Companies Act, 2013. The Code is applicable to Promoters, Member of Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Code requires pre-clearance for dealing in the Company's shares beyond threshold



limits. Further, it prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. This Code is displayed on the Company's website viz. www.tfcilt.com

9.2 Whistle Blower policy

The Company has a Vigil mechanism and Whistle blower policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee. This policy is displayed on the Company's website viz. <https://www.tfcilt.com/investors-disclosures#policies>.

10. General Shareholders' Information company Registration Details

The Company is registered in the State of Delhi. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L65910DL1989PLC034812.

10.1 ANNUAL GENERAL MEETING is proposed to be held on August 21, 2025 at 11:00 a.m. at 4th Floor, Tower 1, NBCC Plaza, Sector V, Pushp Vihar, Saket, New Delhi-110017 through video conferencing (VC)/other Audio Visual Means (OAVM)

10.2 Financial calendar (tentative)

Financial Year: April 1, 2025 to March 31, 2026

Results for the quarter ending:

| | |
|------------------------|------------------------|
| June 30, 2025 | July/August 2025 |
| September 30, 2025 | October/November 2025 |
| December 31, 2025 | January/February 2026 |
| March 31, 2026 | April/May 2026 |
| Annual General Meeting | August/September, 2026 |

10.3 Date of Book Closure

August 15, 2025 to August 21, 2025

10.4 Dividend Payment

Credit/dispatched between September 11, 2025 to September 19, 2025.

10.5 Listing on Stock Exchanges

1. BSE Ltd.,
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai- 400 001.

2. National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051

10.6 Registrar and Share-Transfer Agent:

The Company has engaged MCS Share Transfer Agent Ltd., a SEBI registered Share-Transfer Agent, as Registrar and Share Transfer Agent (RTA) for processing the transfer of securities issued by the Company located at 179-180, DSIDC, Shed 3rd Floor, Okhla Industrial Area, Phase-I, New Delhi-110020. RTA acknowledges and executes transfer of securities, arranges for issue of dividend/interest warrants. RTA also accepts, deals with and resolves complaints of shareholders and bondholders.

10.7 Share-Transfer System:

All the transfers are processed by the Registrar and Share Transfer Agent and are approved by the Share Transfer Committee. Pursuant to the SEBI (LODR) Regulations certificates on half year basis have been issued by a Company Secretary in practice for due compliance of share transfer formalities by the Company. Pursuant to SEBI (Depositories and Participants) Regulations, 1996, certificates have also been received from a Company Secretary-in Practice for timely dematerialization of the shares of the Company and for conducting Secretarial Audit on a quarterly basis for re-conciliation of the share capital of the Company.

10.8 Distribution of Shareholding as on March 31, 2025

| Range | Shares | Folios | Percent Shares | Percent Holders |
|--------------|----------|--------|----------------|-----------------|
| 1-500 | 8684368 | 78571 | 9.38 | 88.03 |
| 501-1000 | 4103050 | 5005 | 4.43 | 5.61 |
| 1001-2000 | 3797079 | 2467 | 4.10 | 2.76 |
| 2001-3000 | 2544797 | 974 | 2.75 | 1.09 |
| 3001-4000 | 1471969 | 406 | 1.59 | 0.45 |
| 4001-5000 | 2265552 | 478 | 2.45 | 0.54 |
| 5001-10000 | 5248459 | 692 | 5.67 | 0.78 |
| 10001-50000 | 10678388 | 508 | 11.53 | 0.57 |
| 50001-100000 | 5258192 | 71 | 5.68 | 0.08 |
| And Above | 48543594 | 82 | 52.42 | 0.09 |
| Total | 92595448 | 89254 | 100.00 | 100.00 |

10.9 Categories of Shareholders as on March 31, 2025

| SHAREHOLDING PATTERN | | |
|-------------------------------------|---------------------------|------|
| Name of Shareholder | No. of Equity Shares Held | In % |
| I. Promoters | | |
| (i) LIC ASM NON PAR | 2699445 | 2.92 |
| (ii) The Oriental Insurance Co. Ltd | 861527 | 0.93 |



| SHAREHOLDING PATTERN | | |
|--|---------------------------|---------------|
| Name of Shareholder | No. of Equity Shares Held | In % |
| Total Promoters/Promoters Group Holding | 3560972 | 3.85 |
| II. Non Promoters Shareholders | | |
| 1. Mutual Funds | 2000 | 0.00 |
| 2. Banks | 780 | 0.00 |
| 3. NBFCs | 466 | 0.00 |
| 4. Foreign Portfolio Investors | 3186300 | 3.44 |
| 5. Directors and their relatives | 14074142 | 15.20 |
| 6. Key Managerial Personnel | 12 | 0.00 |
| 7. IEPF | 1323872 | 1.43 |
| 8. Individual Shareholding (General Public) | 42147530 | 45.52 |
| 9. NRIs | 1159384 | 1.25 |
| 10. Foreign National | 100 | 0.00 |
| 11. Foreign Company / OCB | 3703700 | 4.00 |
| 12. Bodies Corporate | 19324552 | 20.87 |
| 13. Any Others | 4111638 | 4.44 |
| Total Public shareholding | 89034476 | 96.15 |
| Grand Total | 92595448 | 100.00 |

10.10 Dematerialization of Shares

| Sl. No. | Electronic/physical | Mode of holding % |
|---------|---------------------|-------------------|
| 1 | NSDL | 47.92% |
| 2 | CDSL | 51.23% |
| 3 | Physical | 0.85% |
| | Total | 100.00% |

Trading in Equity Shares of the Company is permitted only in dematerialized form. As on March 31, 2025, 99.15% of Company's total equity shares representing 9,18,11,036 Equity Shares were held in dematerialized form and the balance shares were in physical form.

10.11 Outstanding GDR/ADR/Warrants or any Convertible instruments: Nil

10.12 Plant Location: Not applicable. TFCI is a financial institution having its registered & corporate office at Delhi and branch/liaison office at Mumbai.

10.13 Address for correspondence:

The Company's registered & corporate office is situated at:
 4th Floor, Tower 1, NBCC Plaza,
 Sector V, Pushp Vihar, Saket,
 New Delhi – 110 017
 Phone No.: 011-47472200, 29561180
 Email: ho@tfcilttd.com, Website: www.tfcilttd.com

Designated Email-id for investors' queries:
 complianceofficer@tfcilttd.com

The Company's other office is situated at:
 C-508, Trade World

Kamala Mills Compound,
 Senapati Bapat Marg, Lower Parel,
 Mumbai- 400013

Phone No.: 022-40591106

Shareholders' correspondence should be addressed to:

MCS Share Transfer Agent Ltd.,
 Registrar and Transfer Agent,
 179-180, DSIDC, Shed 3rd Floor,
 Okhla Industrial Area, Phase-I,
 New Delhi-110020

Phone: +91-11-41406149/51/52

Email: helpdeskdelhi@mcsregistrars.com

Shareholders holding shares in electronic mode should address their entire correspondence to their respective Depository Participants (DP).

Debenture Trustee:

IDBI Trusteeship Services Limited

Asian Building, Ground Floor,
 17, R. Kamani Marg, Ballard Estate,
 Mumbai – 400 001

T: 022-40807012

11. Review of Directors' Responsibility Statement

The Board, in its Report, has confirmed that the annual accounts for the year ended March 31, 2025 have been prepared as per applicable Indian accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

12. Compliance Certificate of the Auditors

The Secretarial Auditors have issued certificate confirming compliance with the conditions of Corporate Governance as stipulated under the SEBI (LODR) Regulations. The same is attached to the Directors' Report forming part of the Annual Report.

13. Management Discussion and Analysis

Management's Discussion & Analysis forms part of the annual report.

14. Managing Director & CFO Certification

The Managing Director & CFO of the Company gives annual certification on financial reporting and internal controls to the Board in terms of SEBI (LODR) Regulation. The Managing Director & CFO of the Company also gives quarterly certification on financial results while placing financial results before the Board in terms of the SEBI (LODR) Regulation.

**REPORT ON CSR ACTIVITIES/ INITIATIVES****[Pursuant to Section 135 of the Act & Rules made thereunder]****1. A brief outline of the company's CSR policy, including overview of the projects or programmes proposed to be undertaken****Vision Statement**

Ensuring the selection, implementation and monitoring of CSR initiatives in letter and spirit through appropriate procedures and transparent reporting in compliance with provision of Companies Act and applicable laws.

To promote and create additional employment opportunities particularly in Tourism Sector by enhancing vocational skill specially among the children, women, young entrepreneurs, by undertaking livelihood enhancement projects as a key contributor to the growth of India and support sustainable development activities aimed at creating a cleaner, greener and healthier environment. To support project which would promote tourism in the country by preservation/protection/enhancement of tourism products of the country.

Objective

To support activities which help cleaner, greener and healthier environment and thereby enhancing TFCI's perception as a social responsible entity. To implement CSR initiatives in conformity with the provisions of Companies Act, 2013 and applicable rules made thereunder.

2. The composition of the CSR Committee

During the year under report, the Corporate Social Responsibility Committee of the Board comprised of 3 Directors including 1 NED, 1 NEID and MD & CFO. The Chairman of the Committee is a Non-Executive Director.

| Sl. No. | Name of Director | Designation / Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---------|------------------------|--------------------------------------|--|--|
| 1 | Dr. S.Ravi | Chairman (Non-Executive Director) | 5 | 5 |
| 2 | Mrs. Thankom T. Mathew | Independent Director | 5 | 5 |
| 3 | Shri Anoop Bali | Managing Director & CFO | 5 | 5 |

3. Web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company: www.tfciltd.com
4. Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not applicable
5.
 - (a) Average Net Profit of the company as per section 135(5): Rs.110,38,07,000
 - (b) Two percent of average net profit of the company as per section 135(5): Rs. 2,20,76,140/-
 - (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
 - (d) Amount required to be set off for the financial year, if any: NIL
 - (e) Total CSR obligation for the financial year[(b)+(c)-(d)]: Rs.2,20,76,140/-
6.
 - (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs.2,20,77,000/-
 - (b) Amount spent in Administrative Overheads: Nil
 - (c) Amount spent on Impact Assessment, if applicable: Not Applicable
 - (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs.2,20,77,000/-
 - (e) CSR amount spent or unspent for the financial year:

| Total Amount Spent for the Financial Year. (in ₹) | Amount Unspent (in ₹) | | | | |
|---|--|------------------|--|--------|------------------|
| | Total Amount transferred to Unspent CSR Account as per section 135(6). | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5). | | |
| | Amount | Date of transfer | Name of the Fund | Amount | Date of transfer |
| 2,20,77,000 | NIL | NIL | NIL | NIL | NIL |



(f) Excess amount for set-off, if any:

| Sl. No. | Particular | Amount (in ₹) |
|---------|---|---------------|
| (i) | Two percent of average net profit of the company as per section 135(5) | 2,20,76,140 |
| (ii) | Total amount spent for the Financial Year | 2,20,77,000 |
| (iii) | Excess amount spent for the Financial Year [(ii)-(i)] | 860 |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any | Nil |
| (v) | Amount available for set off in succeeding Financial Years [(iii)-(iv)] | 860 |

7. Details of Unspent CSR amount for the preceding three financial years: Not applicable

| Sl. No. | Preceding Financial Year. | Amount transferred to Unspent CSR Account under section 135 (6) (in ₹) | Balance Amount in Unspent CSR Account under section 135 (6) (in ₹) | Amount spent in the reporting Financial Year (in ₹). | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any. | | Amount remaining to be spent in succeeding financial years. (in ₹) | Deficiency, if any |
|---------|---------------------------|--|--|--|--|-------------------|--|--------------------|
| | | | | | Amount (in ₹). | Date of transfer. | | |
| 1 | 2023-24 | N.A | N.A | N.A | N.A | N.A | N.A | N.A |
| 2 | 2022-23 | N.A | N.A | N.A | N.A | N.A | N.A | N.A |
| 3 | 2021-22 | N.A | N.A | N.A | N.A | N.A | N.A | N.A |
| | TOTAL | | | | | | | |

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not applicable

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: Not applicable

Date: 17.7.2025

Place: New Delhi

Sd/-

(Managing Director)

Sd/-

(Chairman of CSR Committee)



Details of CSR projects and amount spent thereon during 2024-25

| Sector in which the project is covered | S. No. | Name of NGO/CSR Project | Location of the Project | Amount spent (Rs.) | CSR registration number |
|--|--------|---|-------------------------|--------------------|-------------------------|
| 1. Skill Development Program | i | ABHAS – Action Beyond Help And Support towards ICT Skills Development Program for 210 children of class VI to XII from very poor background in Tughlakabad Village, New Delhi. | New Delhi | 8,05,000 | CSR00006845 |
| | ii | Parivaar Education Society towards Skill Development of children from poor family background studying at PARIVAAR Residential Educational Institution, Bengal. | West Bengal | 10,00,000 | CSR00000052 |
| | iii | Gandhi Peace Centre towards empowering women through sewing skill development training. | New Delhi | 4,89,000 | CSR00043488 |
| | iv | Seva Srijan Foundation towards empowering 30 youths through training & employment in the hospitality sector. | New Delhi | 1,83,000 | CSR00082862 |
| 2. Education | v | Children Unbound Foundation towards supporting 'Chowki mein Pathshala' learning opportunities for children of rag pickers in New Seemapuri slum cluster in North-East Delhi. | New Delhi | 5,65,000 | CSR000S9053 |
| | vi | Ramakrishna Mission towards upgradation and digitalization of the existing system of education and record keeping by procuring and installation of computers, printers, scanner and projectors at Ramakrishna Mission Vidyapith, Purulia, West Bengal. | Purulia, West Bengal | 10,00,000 | CSR00006101 |
| | vii | Friends of Tribals Society towards supporting 30 one-teacher one- school called Ekal vidyalaya in rural villages of India. | Pan India | 9,00,000 | CSR00001898 |
| | viii | Saikripa for support towards education, health and malnutrition for the residential children of saikripa Bal Kutir (Home for abandoned and orphaned children). | Noida, Uttar Pradesh | 4,37,000 | CSR00001904 |
| 3. Sports | ix | Health Fitness Trust for Athlete Training Programme for 5 national level Athletes. | New Delhi | 9,85,000 | CSR00008173 |
| | x | Health Fitness Trust for Athlete Training Programme for junior girl badminton player. | New Delhi | 2,20,000 | CSR00008173 |
| 4. Eradicating Hunger and Malnutrition | xi | The Akshaya Patra Foundation to support (i) Mid-Day Meal Programme to feed 300 school children in Delhi. (ii) School Meal Programme to feed 100 slum children getting formal education in Faridabad. | Delhi, Faridabad | 14,55,000 | CSR00000286 |
| 5. Sanitation | xii | Ruchika Social Service Organization for Cleaning of the Sea Beach and other tourist attractions in Puri, Odisha. | Puri, Odisha | 3,00,000 | CSR00000761 |
| 6. Health Care | xiii | Narayan Seva Sansthan to support the Divyang to stand at their own feet by distributing 100 Artificial Limbs to the needy people. | Uttar Pradesh | 10,00,000 | CSR00007855 |
| | xiv | Sneh Social Welfare Foundation to support for therapy equipment for Special Needs Children studying in the Holy Heart Special School in Delhi. | New Delhi | 5,00,000 | CSR00020236 |
| | xv | The Union South-East Asia towards supporting Arrest Cancer Program – a program to create awareness on prevention, treatment, recovery and longevity for cancer through early detection drive, nutrition & yoga camps. | Pan India | 8,04,000 | CSR00015646 |



| Sector in which the project is covered | S. No. | Name of NGO/CSR Project | Location of the Project | Amount spent (Rs.) | CSR registration number |
|---|--------|---|-------------------------|--------------------|-------------------------|
| | xvi | V Care Foundation towards cancer patient care support programs by procuring wigs, confidence bags, stoma bags, bra prosthesis, sanitary pads for menstrual hygiene. | Mumbai, Maharashtra | 8,00,000 | CSR00002134 |
| | xvii | Parivartan Sandesh Foundation for providing colostomy bags and medical supplies for underprivileged children at Safdarjung hospital requiring colostomy surgery, ensuring their dignity, health, and well-being. | New Delhi | 8,00,000 | CSR00037719 |
| | xviii | Shradha Cancer Care Trust towards procurement of Medical Devices, Medicines & Surgical Supplies for Ganga Prem Hospice, Raiwala, Rishikesh, Dehradun, Uttarakhand providing end of life care of cancer patient. | Dehradun, Uttarakhand | 10,84,000 | CSR00020961 |
| | xix | SHB Social Foundation for Emotional support through Listening post programme and awareness through radio campaigns and social media. | Pan India | 10,50,000 | CSR00034243 |
| 7. Setting up homes and hostels for orphans | xx | Ruchika Social Service Organization for construction of new residential block of Open Shelter (Drop in Centre providing care and support services to thousands of orphaned and abandoned children in a family-like environment) for 40 children in need of care and protection at Bhubaneswar. | Bhubaneswar, Odisha | 17,00,000 | CSR00000761 |
| 8. Environmental Sustainability | xxi | SayTrees Environmental Trust towards plantation of 5000 saplings in Asola Bhatti Wildlife Sanctuary bordering Delhi, Gurugram and Faridabad. | Delhi/NCR | 9,00,000 | CSR00000702 |
| | xxii | Responsible Tourism Society of India towards supporting Green Cover Expansion through Afforestation in Himalayan Region of Uttarakhand. | Uttarakhand | 2,32,000 | CSR00029194 |
| | xxiii | Seva Srijan Foundation towards environmental sustainability by installation of 55 Solar Street Lights in Slums of Delhi. | New Delhi | 5,50,000 | CSR00082862 |
| | xxiv | Navjeevan Social Enterprise Foundation towards Installation of solar power plant at Asha Kiran English Medium School, Raigarh, Maharashtra for the benefit of underprivileged Children from tribal community. | Mumbai, Maharashtra | 10,00,000 | CSR00067956 |
| | xxv | Mahesh Foundation for Installation of Solar Power Plant at Mahesh Foundation's Utkarsha Learning Center (new building) at Belagavi, Karnataka for the benefit of HIV infected underprivileged orphans children. | Belagavi, Karnataka | 15,80,000 | CSR00003827 |
| 9. Armed forces veterans/family grants | xxvi | Army Wives Welfare Association to support grants/benefits for the armed forces veterans, war widows and their dependents | Pan India | 10,00,000 | CSR00001826 |
| 10. Animal Welfare | xxvii | Sarthak Charitable Trust towards supporting cremation initiative for stray dogs and small animals by providing 2 mortuary (dead body freezer). | New Delhi | 1,50,000 | CSR00075230 |
| | xxviii | Earthlings Trust , Noida towards procurement of 'Biotech Photon Laser 10 watts Physiotherapy Machine' for treatment of street dogs suffering with osteoarthritis and paralysis. | Noida, Uttar Pradesh | 5,88,000 | CSR00026265 |
| Total | | | | 2,20,77,000 | |

**Annexure 2**

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

| Sr. No. | Requirements | Disclosure |
|---------|---|---|
| 1 | The ratio of the remuneration of each director to the median remuneration* of the employees for the financial year | Shri Anoop Bali, MD & CFO 6.37:1 |
| 2 | The percentage increase in remuneration of each director, CFO, CEO, CS in the financial year | Shri Anoop Bali, MD & CFO 30.82% Shri Sanjay Ahuja, CS 10.52% |
| 3 | The percentage increase in the median remuneration of employees in the financial year | The median remuneration of the employees in the financial year was increased by 3.80% which is based on comparable employee(s). |
| 4 | The number of permanent employees on the rolls of the Company | There were 40 employees as on March 31, 2025. |
| 5 | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration; | Average percentile increase in salaries of non- managerial personnel in the last financial year was 3.82% in comparison with 12.81% increase in the managerial remuneration of employees. |
| 6 | Affirmation that the remuneration is as per the remuneration policy of the Company | Yes, the remuneration payable to MD / Employees is as per the remuneration policy of the company approved by the Board. |

7. Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The details of permanent employees (those in receipt of remuneration not less than One Crore two Lakh rupees per annum or If employed for a part of the financial year, was in receipt of remuneration not less than Eight Lakh Fifty Thousand rupees per month) is as under:

| Name | Age | Designation | Remuneration (as per Form 16) (₹ in Lakh) | Qualifications | Experience (Year) | Date of Commence of Employment | Previous Employment/ Position Held | Whether relative of any director or manager /share held |
|--------------------|-----|-------------------------|---|-------------------------------|-------------------|--------------------------------|------------------------------------|--|
| 1. Shri Anoop Bali | 59 | Managing Director & CFO | 165.32 | B.Sc.(Honours) Physics, M.B.A | 35 years | 29.3.1995 | Consultant Hardicon | He held 12 equity shares of the Company as on March 31, 2025 |

General Notes

- (1) Remuneration in case of MD is as per the terms of appointment approved by the Board and Shareholders.
 (2) *The Remuneration for the purpose of this table is defined as per the Form 16



Form No. MR-3

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

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

To,
The Members,
Tourism Finance Corporation of India Limited
4th Floor, Tower-1, NBCC Plaza, Pushp Vihar,
Sector-5, Saket, New Delhi-110017

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Tourism Finance Corporation of India Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Tourism Finance Corporation of India Limited for the financial year ended on 31st March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the Audit Period) and
 - (h) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (Not applicable to the Company during the Audit Period)
- (vi) Having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:
 - (a) Recovery of Debts to Banks and Financial Institutions Act, 1993.
 - (b) The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002.
 - (c) RBI Act, 1934 and the Rule & Regulations made thereunder.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, (erstwhile Listing Agreement) entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

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



We further report that

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

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

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

We further report that during the audit period:

- (a) The Board of Directors, in their meeting held on 5th April, 2024, had approved the allotment of 22,23,000 fully paid up equity shares of Rs.10 each @ Rs.225 per share aggregating Rs.50.02 crore on a preferential basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- (b) The Company has obtained the consent of the members on the following resolutions by way of passing of Special Resolutions in its Annual General meeting:
 - i. Under Section 42, 71: For Approval for having made and/or making offer(s) or invitation to subscribe to securities, including but not limited to bonds and non-convertible debentures, by way of private placement in one or more tranches, on such terms and conditions as it may consider proper upto an amount not exceeding 750 crore (Rupees Seven Hundred Fifty Crore only).
 - ii. Approval for Appointment of Shri Deepak Amitabh (DIN: 01061535), as an Independent Director.
 - iii. Approval for Appointment of Dr. Mahabaleshwara MS (DIN: 07645317), as an Independent Director.

For ARUN KUMAR GUPTA & ASSOCIATES
COMPANY SECRETARIES
(ARUN KUMAR GUPTA)

Proprietor

FCS No. 5551, CP No. 5086

Peer Review Cer. No. 1658 /2022

UDIN: F005551G000565682

Place: Delhi

Date: 9.6.2025

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

Annexure A

To,
The Members,
Tourism Finance Corporation of India Limited
4th Floor, Tower-1, NBCC Plaza, Pushp Vihar,
Sector-5, Saket, New Delhi-110017

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

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

For ARUN KUMAR GUPTA & ASSOCIATES
COMPANY SECRETARIES
(ARUN KUMAR GUPTA)

Proprietor

FCS No. 5551, CP No. 5086

Peer Review Cer. No. 1658 /2022

Place: Delhi

Date: 9.6.2025



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To
The Members,
Tourism Finance Corporation of India Limited
4th Floor, Tower-1, NBCC Plaza, Pushp Vihar,
Sector-5, Saket, New Delhi-110017

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Tourism Finance Corporation of India Limited having CIN L65910DL1989PLC034812 and having registered office at 4th Floor, Tower-1, NBCC Plaza, Pushp Vihar, Sector-5, Saket, New Delhi-110017 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

| SR. NO. | NAME OF DIRECTOR | DIN | DATE OF APPOINTMENT IN COMPANY |
|---------|--|----------|--------------------------------|
| 1. | Mr. Bapi Munshi | 02470242 | 01/02/2018 |
| 2. | Ms. Thankom T Mathew | 00025326 | 24/10/2018 |
| 3. | Dr. S. Ravi | 00009790 | 04/04/2022 |
| 4. | Mr. Anoop Bali | 00302077 | 18/04/2022* |
| 5. | Mr. Ashok Kumar Garg | 07633091 | 20/05/2023 |
| 6. | Mr. Parkash Chand | 07507069 | 20/09/2023 |
| 7. | Mr. Mahabaleshwara Bhat Mavinakudige Subramanyabhatta | 07645317 | 06/07/2024 |
| 8. | Mr. Deepak Amitabh | 01061535 | 06/07/2024 |
| 9. | Mr. Aditya Kumar Halwasiya | 08200117 | 06/07/2024 |

* Designation was changed from WTD to MD w.e.f. 17.05.2024

For ARUN KUMAR GUPTA & ASSOCIATES
COMPANY SECRETARIES
(ARUN KUMAR GUPTA)
Proprietor
FCS No. 5551, CP No. 5086
Peer Review Cer. No. 1658 /2022
UDIN: F005551G000565693

Place: Delhi
Date: 9.6.2025



COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

Tourism Finance Corporation of India Limited

We have examined the compliance of conditions of Corporate Governance by Tourism Finance Corporation of India Limited for the year ended 31st March, 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 procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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.

For ARUN KUMAR GUPTA & ASSOCIATES
COMPANY SECRETARIES
(ARUN KUMAR GUPTA)

Proprietor

FCS No. 5551, CP No. 5086

Peer Review Cer. No. 1658 /2022

UDIN: F005551G000565660

Place: Delhi

Date: 9.6.2025

Chief Executive Officer & Chief Financial Officer Certification

I, Anoop Bali, Managing Director & Chief Financial Officer (CFO) of Tourism Finance Corporation of India Limited, certify to the Board that:

- A. I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- B. There are, to the best of my knowledge and belief, no transactions entered into by the company which are fraudulent, illegal or violative of the company's code of conduct.
- C. I accept the responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- D. I have indicated to the Auditors and the Audit Committee:
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which they 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..

Place: New Delhi

Date : May 7, 2025

(Anoop Bali)

Managing Director & CFO

DECLARATION BY THE MANAGING DIRECTOR UNDER SEBI (LODR) REGULATIONS, 2015

I hereby confirm that all Board Members and Senior Management Personnel have confirmed compliance with Code of Conduct for Directors and Senior Management Personnel for the Financial Year ended March 31, 2025.

Place: New Delhi

Date : May 7, 2025

(Anoop Bali)

Managing Director & CFO



APPENDIX TO DIRECTORS' REPORT

PROJECTS WISE AND PURPOSE WISE CLASSIFICATION OF FINANCIAL ASSISTANCE SANCTIONED DURING 2024-25 AND CUMULATIVE UPTO 31.03.2025

(Amount in ₹ Lakh)

| SECTOR | NEW | | EXPANSION/REN./ EQ. FINANCE | | ACQU./ REFIN. FOR EXP. ETC. | | TOTAL | |
|--|-----|--------|--------------------------------|--------|--------------------------------|--------|-------|---------|
| | NO | AMOUNT | NO. | AMOUNT | NO. | AMOUNT | NO. | AMOUNT |
| A. TOURISM-HOSPITALITY | | | | | | | | |
| 5 STAR HOTEL | 5 | 46500 | 3 | 5500 | 6 | 41750 | 14 | 93750 |
| | 106 | 279375 | 38 | 37184 | 69 | 285651 | 213 | 602210 |
| 4 STAR HOTEL | 1 | 3300 | 0 | 0 | 1 | 300 | 2 | 3600 |
| | 65 | 128676 | 16 | 14602 | 20 | 70461 | 101 | 213739 |
| 3 STAR HOTEL | 1 | 3000 | 1 | 4700 | 0 | 0 | 2 | 7700 |
| | 288 | 213572 | 42 | 29845 | 58 | 68858 | 388 | 312275 |
| 2 STAR HOTEL | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | 26 | 12568 | 2 | 478 | 5 | 7941 | 33 | 20987 |
| HERITAGE | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | 17 | 3764 | 5 | 1455 | 2 | 586 | 24 | 5805 |
| UNCLASSIFIED | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | 3 | 2710 | 1 | 24 | 3 | 7481 | 7 | 10215 |
| SUB-TOTAL (A) | 7 | 52800 | 4 | 10200 | 7 | 42050 | 18 | 105050 |
| | 505 | 640665 | 104 | 83588 | 157 | 440978 | 766 | 1165231 |
| B. TOURISM-OTHER PROJECTS | | | | | | | | |
| Amusement Park, FECs, Convention Centre, Restaurant, Travel & Tours etc. | 1 | 2500 | 0 | 0 | 0 | 0 | 1 | 2500 |
| SUB-TOTAL (B) | 79 | 55347 | 42 | 67633 | 15 | 17412 | 136 | 140392 |
| C. OTHERS SECTORS | | | | | | | | |
| NBFC | 4 | 4150 | 0 | 0 | 0 | 0 | 4 | 4150 |
| | 22 | 34900 | 0 | 0 | 0 | 0 | 22 | 34900 |
| REAL-ESTATE | 8 | 20700 | 0 | 0 | 0 | 0 | 8 | 20700 |
| | 30 | 89886 | 0 | 0 | 1 | 2500 | 31 | 92386 |
| MANUFACTURING | 3 | 13400 | 2 | 7000 | 0 | 0 | 5 | 20400 |
| | 8 | 41900 | 8 | 23000 | 23 | 77174 | 39 | 142074 |
| INFRASTRUCTURE PROJECTS | 1 | 1500 | 0 | 0 | 0 | 0 | 1 | 1500 |
| | 11 | 37680 | 1 | 3000 | 5 | 18076 | 17 | 58756 |
| LAS /RETAIL | 5 | 5596 | 0 | 0 | 0 | 0 | 5 | 5596 |
| | 5 | 5596 | 0 | 0 | 0 | 0 | 5 | 5596 |
| SUB-TOTAL (C) | 21 | 45346 | 2 | 7000 | 0 | 0 | 23 | 52346 |
| | 76 | 209962 | 9 | 26000 | 29 | 97750 | 114 | 333712 |
| G. TOTAL (A+B+C) | 29 | 100646 | 6 | 17200 | 7 | 42050 | 42 | 159896 |
| | 660 | 905974 | 155 | 177221 | 201 | 556140 | 1016 | 1639335 |

Normal - Current Year (2024-25)

Highlighted - Cumulative



INDEPENDENT AUDITORS' REPORT

To the Members of
Tourism Finance Corporation of India Limited
Report on the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of Tourism Finance Corporation of India Limited ("the Company"), which comprise the standalone balance sheet as at 31st March 2025, and the standalone statement of Profit and Loss (including other comprehensive income), standalone statement of changes in equity and standalone cash flows statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "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 Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit and other comprehensive income, changes in equity and its 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 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 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 standalone financial statements for the financial year ended 31.03.2025. These matters were addressed in the context of our audit of the standalone financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

| Sr. No. | Key Audit Matters | How our Audit addressed Key Audit Matters |
|---------|--|---|
| 1. | <p>Impairment of Financial Assets based on expected credit losses as at balance sheet date (As described in note no 6 & 43 of the standalone financial statements)</p> <p>Ind AS 109 requires the company to provide for impairment of its Financial Assets using an expected credit loss (ECL) model. A model of ECL is developed by the company based on the guiding principal prescribed under Ind AS 109.</p> <p>Accordingly as on 31.03.2025 the Company has reported Gross loans amounting to Rs.1,69,356.60 Lakh against which an impairment loss of Rs.3,765.43 Lakh has been recorded.</p> <p>ECL involves an estimation of probability weighted loss on financial instrument over their life information about past event, current conditions and estimates of future economic conditions which could impact the credit quality of company's loans and advances.</p> <p>In the above process, a significant degree of judgement has been applied by the management which includes:</p> <ul style="list-style-type: none"> Segmentation of the loan portfolio into homogenous pool of borrowers, Identification of exposures where there is a significant increase in credit risk, | <p>Considered the Company's accounting policies for impairment of Financial assets and their compliance with Ind AS 109 and the "Governance framework" in line with Reserve Bank of India (RBI) guidance.</p> <p>Evaluated the Company's Expected Credit Loss (ECL) methodology and the underlying assumptions,</p> <p>Assessed the Exposure at Default used in the impairment calculations on a test basis;</p> <p>Evaluated the basis and methodology adopted by management to determine 12 months and life-time probability of defaults for various homogenous segments and performed test checks. Assessed and verified the data used in the impairment computation;</p> <p>Evaluated the process adopted by the management for significant judgments and estimates, including future economic conditions, for ECL Computation and additional overlay provision;</p> <p>Assessed analytical reviews of disaggregated data to observe any unusual trends warranting additional audit procedures;</p> <p>Reviewed advances including SMA (stressed advances) on a sample basis with respect to compliance with the RBI Circulars/Guidelines/ Judicial pronouncements.</p> |



| Sr. No. | Key Audit Matters | How our Audit addressed Key Audit Matters |
|---------|---|---|
| | <ul style="list-style-type: none"> Completeness and timing of recognition of default, in accordance with the prudential norms on Income Recognition, Asset classification and provisioning pertaining to loan assets, Determination of the 12 months and lifetime probability of default for each of the segment identified and Technique based on past trends/experience, management estimates used to determine probability of default, loss given default, exposure at default for extended exposure. <p>As stated in note number 6 & 43 to the standalone financial statement for the year ended on 31st March, 2025 the management has determine the allowances for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. Considering the future uncertainties and considering the increased default risk in the accounts which are presently under SMA category (accounts under stress) and other factors which has impact on the company's business operation, the company has recorded ECL allowances aggregating to Rs.3,765.43 Lakh which includes an overlay of Rs.3,372.25 Lakh as part of ECL to reflect among other things the increased risk of deterioration in loans Assets. Company is periodically monitoring the basis of estimates and assumptions to arrive at overlay which significantly depend on the future development in the accounts.</p> <p>In view of the significance of the amount of loan assets in the standalone financial statements and high degree of management's judgement involve in estimation of ECL we have considered allowance of credit loss as key audit matter.</p> | <p>Assessed disclosure made in the standalone financial statements in respect of expected credit losses.</p> |
| | <p>Pending litigations with tax Authorities</p> <p>During the assessment proceedings of the earlier years the tax Authorities has raised the tax demands on the company. The company has disputed such demands and preferred appeal against them at appropriate forums.</p> <p>As per Ind AS-37 the company is required to perform an assessment of the probability of economic outflow on account of such disputed tax matters pending under litigation and determine whether any particular obligation needs to be recorded as a provision in the books of accounts or to be disclose as a contingent liability.</p> <p>As such demand amounting to Rs.132.20 Lakh are pending under litigation at different forum is treated as contingent liability .</p> <p>Considering the significant degree of judgement applies by the management in making such assessment and the resultant impact on the standalone financial statement we have considered it to be a key audit matter.</p> | <p>We have performed the following procedure to assess the company's exposure for tax matters under litigation.</p> <ul style="list-style-type: none"> Evaluated the process laid down by the management for performing their assessment taking into consideration past legal precedents, changes in laws and regulations, expert opinions obtained from external tax/legal experts as made available to us by the Company ; Evaluated communications with relevant authorities including notices, demands, orders, etc., relevant to the pending litigations, as made available to us by the management; Tested the accuracy of disputed amounts from the underlying communications received from tax authorities and responses filed by the Company; Considered the submissions made to appellate authorities and expert opinions obtained by the Company from external tax / legal experts which form the basis for management's assessment; Assessed the positions taken by the management in the light of the aforesaid information. Evaluated the disclosures included in the Standalone Financial Statements in this regard. |



| Sr. No. | Key Audit Matters | How our Audit addressed Key Audit Matters |
|---------|---|---|
| | Investment in Security Receipts (SRs) Company has investments in Security Receipts (SR) issued by ARCs on assignment of certain loan accounts. The impairment on such investments is ascertained on the basis of NAV declared by ARCs based on evaluation done by external rating agencies. The impairment is further tested considering relevant RBI guidelines in this regard. Considering the significant judgement and estimation on the recoverability, above is considered to be a Key Audit Matter. | Evaluated the assignment agreement executed between Company and ARC. Reviewed the compliance with the RBI guidelines. Verified NAV letter issued by ARC based on evaluation done by external rating agency. |

Information other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the company's Annual Report but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information when it becomes available to us and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read such other information as and when made available to us and if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance. We have nothing to report in this regard.

Management's Responsibility 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, changes in equity and cash flows of the Company in accordance with the Ind AS accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policy, making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the 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 controls 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.
- 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.

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 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 Requirements

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 Companies Act, 2013, we give in the **Annexure-A** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), statement of change in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.

(d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act. Read with the rule 7 of the companies rule (accounts), 2014 to the extent applicable to the company and in the manner so required.

e) On the basis of the written representations received from the directors as on 31.03.2025 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act

g) In respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

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

- The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
- The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts to the standalone financial statements;
- There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Rama K Gupta & Company**
Chartered Accountants
FRN: 005005C

(CA Ashok Kumar Gupta)
Partner

Place: New Delhi
Date: May 9, 2025

M No. 089807
UDIN:25089807BMOUYP7933



ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to our Independent Auditors' Report in Paragraph 3 under Report on Other Legal and Regulatory Requirements section of our Report to the Members of TOURISM FINANCE CORPORATION OF INDIA LIMITED on the standalone Financial Statement for the year ended 31.03.2025, we report that:

That to the best of our information and according to the explanations provided to us by the company and the books of account and records examined by us in the normal course of our audit, we report that:

i. In respect of Property, Plant & Equipment

- (a) The company has maintained fixed assets records showing full particulars, including situation of Property, Plant & Equipment except quantitative details and record for right to use assets, In our opinion the record maintain are proper however, the records to be strengthened by maintaining the audit trail for any subsequent modification/ alteration in the fixed assets records.
- b) The Company has maintained proper records showing full particulars of intangible assets.
- c) The Company has a system of physical verification of its fixed assets annually. Accordingly, fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and nature of its assets.
- d) As per information and record provided to us in respect of company's property at 4th floor, NBCC Plaza, Pushp Vihar, Sector 5, Saket, New Delhi 110017, execution of title deed (sub-lease deed) in favour of company is pending. However, agreement to sale and possession letter dated 04.04.2008 executed in favour of company by NBCC Limited is held on record.
- e) The company has not revalued any of its property, plant and Equipment (including right to use assets (and intangible assets during the year.
- f) No proceedings have been initiated during the year or are pending against the Company as at Amrch 31, 2005 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. In respect of Inventory

- a) The Company is not dealing or trading in inventories hence reporting under clause 3(ii)(a) of the Order is not applicable.
- b) Working capital facility amounting to Rs. Nil is sanctioned by Banks against the security of hypothecation of book debts / future receivable and pledge of debt investments. As per information

and records available to us company is submitting monthly/ quarterly statements to the Banks. No discrepancy was observed on random verification of statements submitted to the Banks with the books of accounts maintained by the company.

iii. In respect of loan granted:

- a) The Company is registered as NBFC and principal business of the company is to give loan therefore clause 3(iii)(a) is not applicable.
- b) As per record, information and explanation provided to us, we have observed that the investment made and terms and conditions of the loans and advances granted during the year are prima facie not prejudicial to the company's interest.
- c) As per record, information and explanation provided to us, in respect of loans and advances schedule of repayment for principal and payment of interest has been stipulated. Further as on 31.03.2025, the repayments of principal and interest are regular except in two SMA accounts having aggregate outstanding of Rs.3,412.62 Lakh (including overdue interest) and default amounting to Rs.64.66 Lakh on account of repayment of interest and principal.
- d) As per record and information provided to us on 31.03.2025, three NPA accounts having outstanding balance of Rs.5,449.01 Lakh are overdue for more than 90 days and in our opinion the steps taken by the company for recovery of the amount are reasonable.
- e) The company is registered as NBFC and principal business of the company is to give loan therefore clause 3(iii)(e) is not applicable.
- f) As per record, information and explanation provided to us, no loan r advance in the nature of loan either repayable on demand or without specifying any term or period of repayment has been granted during the year.

iv. In respect of compliance of section 185 and 186 of The Companies Act, 2013

In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013.

v. In respect of public deposits

In our opinion and according to the information and explanations given to us and on the basis of our examination, the Company has not accepted any deposit from the public within the meaning of the provisions of sections 73 to 76 or any relevant provisions of the Companies Act, 2013 and the rules framed there under



and accordingly paragraph 3 (v) of the order is not applicable.

vi. In respect of Cost Records:

The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.

vii. In respect of statutory dues:

(a) According to the information and explanations given to us, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Goods & Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities.

(b) According to the information and explanations given to us & the records examined by us, dues of income tax which have not been deposited on account of dispute as on 31.03.2025 are as follows:

| Name of the Statute | Nature of the dues | Amount (₹) | Period to which the amount relates | Forum where dispute is pending |
|---------------------|--------------------|-------------|------------------------------------|--------------------------------|
| Income Tax | Demand | 132.20 Lakh | AY 2020-21 | CIT (Appeal) |

viii. In respect of undisclosed Income

In our opinion and according to the information and explanations given to us and based on our examination of the records of the company, there were no such unrecorded transaction in the books of account which were surrendered or disclosed as income during the year in tax assessments under Income Tax Act, 1961 (43 of 1961), and accordingly, paragraph 3 (viii) of the order is not applicable.

ix. In respect of repayment of loan

According to the information and explanations given to us, based on our examination of the records of the company and on the basis of overall examination of the Balance Sheet of the Company,

- The company has not defaulted in repayment of loans or other borrowing or in the payment of interest thereon to a financial institution or bank during the year.
- The company has not been declared willful defaulter by any bank or financial institution or any other lender.
- We have not observed any case of utilization term loan amount for other purposes than the purpose for which the term loan were obtained.

d) No such short term loan funds have been utilized for long term purpose.

e) The company has not raised any fund from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

f) The company has not raised any loan during the year by pledging of securities held in its subsidiaries, joint ventures or associate companies.

x. In respect of funds raised through IPO/FPO/Debt finance

The Company has made preferential allotment by issue of 22,23,000 equity shares having face value of Rs.10/- each at the price of Rs.225/- per share (i.e. at a premium of Rs.215/- per share). On the basis of records and information available with us we observed that proceeds of issue are utilised for the purpose for which funds were raised.

xi. In respect of fraud reporting

a) According to the information and explanations given to us and based on our examination of the records of the company, no material fraud by the Company or on the Company by its officers or employees was noticed or reported during the year.

b) According to the information and explanations given to us and based on our examination of the records of the company, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c) According to the information and explanations given to us and based on our examination of the records of the company, there are no whistle blower complaints received by the Company during the year.

xii. In respect of Nidhi Company

The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.

xiii. In Respect of Transactions With Related Parties

According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. In Respect of Internal Audit System

According to the information and explanations given to us and based on our examination of the records of the Company, the company has an internal audit system commensurate with the size and nature of its business and the reports of the Internal Auditors for the period



under audit were considered by us in determining the nature, timing and extent of our audit procedures.

xv. In respect of Non-Cash Transactions

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 non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.

xvi. In respect of compliance of section 45IA of the RBI Act, 1934

- a) The Company is required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and has been registered vide registration no. B.14.00005 dated 08.05.2009.
- b) As per explanation, information and record provided to us, the company has not conducted any non- banking financial activity without a valid certificate of registration from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c) The Company is not a core investment company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly clause 3(xvi)(c) of the order is not applicable.

xvii. In respect of Cash losses

The company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

xviii. In respect of resignation of statutory auditors

There has been no resignation of the statutory auditors during the year.

xix. In respect of any material uncertainty to meet liability

In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, on the basis of the financial ratios, ALM statement, ageing and expected dates of realisation of financial assets and payment of financial

liabilities, other information accompanying the financial statements ,our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which cause us to believe that any material uncertainty exists as on the date of the audit report that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. In Respect of Unspent Amount Under Section 135(5) of The Companies Act, 2013

- a. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, there was no such unspent amount to be transferred to fund specified in Schedule VII to the Companies Act. Accordingly, paragraphs 3(xx)(a) of the Order are not applicable.
- b. The Company does not have ongoing projects under section 135 of the Companies Act. Accordingly, paragraphs 3(xx)(b) of the Order are not applicable.

For **Rama K Gupta & Company**
Chartered Accountants
FRN: 005005C

(CA Ashok Kumar Gupta)
Partner

Place: New Delhi
Date: May 9, 2025

M No. 089807
UDIN:25089807BMOUYP7933



Annexure “B” to the Independent Auditor’s Report

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the members of
TOURISM FINANCE CORPORATION OF INDIA LTD)

Report on Internal Financial Controls with reference to financial statements

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 TOURISM FINANCE CORPORATION OF INDIA LTD as at March 31, 2025, in conjunction with our audit of IND AS standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the company are responsible for establishing and maintaining internal financial 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. 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, 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 Institute of Chartered Accountants of India and Standards on Auditing 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. 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 judgement, 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.

Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For Rama K Gupta & Company

Chartered Accountants

FRN: 005005C

(CA Ashok Kumar Gupta)

Partner

Place: New Delhi

Date: May 9, 2025

M No. 089807

UDIN:25089807BMOUYP7933



BALANCE SHEET AS AT MARCH 31, 2025

(₹ in lakh)

| Particulars | Note No. | As at March 31, 2025 | | As at March 31, 2024 | |
|---|----------|----------------------|--------------------|----------------------|--------------------|
| ASSETS | | | | | |
| (1) Financial assets | | | | | |
| (i) Cash and cash equivalents | 3 | 14,067.04 | | 3,209.61 | |
| (ii) Bank balances other than (i) above | 4 | 133.26 | | 145.35 | |
| (iii) Receivables | 5 | | | | |
| - Other receivables | | 3.38 | | 4.75 | |
| (iv) Loans & advances | 6 | 1,65,587.38 | | 1,55,587.08 | |
| (v) Investments | 7 | 25,899.95 | | 46,118.01 | |
| (vi) Other financial assets | 8 | 1,236.35 | 2,06,927.36 | 1,013.74 | 2,06,078.54 |
| (2) Non-financial assets | | | | | |
| (i) Current tax assets (Net) | 9 | 1,388.16 | | 1,604.14 | |
| (ii) Deferred tax assets (Net) | 10 | 415.02 | | 689.31 | |
| (iii) Property, plant and equipment | 11 | 1,315.00 | | 1,360.44 | |
| (iv) Other intangible assets | 12 | 9.78 | | 18.79 | |
| (v) Right of use assets | 13 | 52.18 | | 72.83 | |
| (vi) Other non-financial assets | 14 | 119.16 | 3,299.30 | 234.00 | 3,979.51 |
| (3) Assets classified as held for sale | | | - | | 530.99 |
| TOTAL ASSETS | | | 2,10,226.66 | | 2,10,589.04 |
| LIABILITIES AND EQUITY | | | | | |
| (1) Financial Liabilities | | | | | |
| (i) Payables | | | | | |
| - Other Payables | 15 | | | | |
| -total outstanding dues of micro enterprises and small enterprises | | - | | - | |
| -total outstanding dues of creditors other than micro enterprises and small enterprises | | - | | - | |
| (ii) Debt securities | 16 | 33,430.45 | | 37,377.22 | |
| (iii) Borrowings (Other than debt securities) | 17 | 52,810.33 | | 60,388.95 | |
| (iv) Other financial liabilities | 18 | 2,099.94 | 88,340.72 | 3,625.75 | 1,01,391.92 |
| (2) Non-Financial Liabilities | | | | | |
| (i) Provisions | 19 | 146.57 | | 159.06 | |
| (ii) Other Non-financial liabilities | 20 | 102.80 | 249.37 | 76.09 | 235.15 |
| (3) Equity | | | | | |
| (i) Equity share capital | 21 | 9,259.54 | | 9,037.24 | |
| (ii) Other equity | 22 | 1,12,377.03 | 1,21,636.57 | 99,924.73 | 1,08,961.97 |
| TOTAL LIABILITIES AND EQUITY | | | 2,10,226.66 | | 2,10,589.04 |

The Notes No. 1 to 58 are integral part of these financial statements

As per our report of even date
for **Rama K. Gupta & Co.**
Chartered Accountants
Firm Reg. No: 005005C

(CA Ashok Kumar Gupta)
Partner
M.No.089807

for and on behalf of the Board

(Bapi Munshi)
Director

(Sanjay Ahuja)
Company Secretary

(S. Ravi)
Non-Executive Chairman

(Anoop Bali)
Managing Director & CFO

Date : May 9, 2025
Place : New Delhi



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

(₹ in lakh)

| Particulars | Note No. | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|----------|------------------------------|------------------------------|
| I. Revenue from Operations | | | |
| (a) Interest income | 23 | 20,686.50 | 19,524.82 |
| (b) Dividend income | 24 | 108.53 | 108.53 |
| (c) Fees & commission income | 25 | 1,429.09 | 1,614.74 |
| (d) Net gain/(loss) on fair value changes | 26 | 2,938.68 | 2,487.17 |
| (e) Other operating income | 27 | - | 450.00 |
| | | 25,162.80 | 24,185.26 |
| II. Other Income | 28 | 843.50 | 18.30 |
| III. Total Income (I + II) | | 26,006.30 | 24,203.56 |
| Expenses | | | |
| (a) Finance costs | 29 | 10,017.32 | 10,029.30 |
| (b) Employee benefit expenses | 30 | 1,410.28 | 1,269.59 |
| (c) Depreciation & amortisation | 31 | 83.26 | 113.26 |
| (d) Other expenses | 32 | 1,193.27 | 1,004.14 |
| (e) Provision for bad & doubtful debts/write off/impairment of investment | | 500.00 | 400.00 |
| IV. Total Expenses | | 13,204.13 | 12,816.29 |
| V. Profit before exceptional items and tax (III - IV) | | 12,802.17 | 11,387.27 |
| VI. Exceptional items | | - | - |
| VII. Profit/(loss) before tax (V-VI) | | 12,802.17 | 11,387.27 |
| VIII. Tax expense: | | | |
| (a) Current Tax | | 2,465.00 | 2,230.00 |
| (b) Earlier Year Tax | | (48.59) | (41.10) |
| (c) Deferred Tax | | 4.44 | 87.58 |
| IX. Profit/(Loss) from continuing operations (VII - VIII) | | 10,381.32 | 9,110.79 |
| X. Profit/(Loss) from discontinuing operations | | - | - |
| XI. Tax expense of discontinuing operations | | - | - |
| XII. Profit/(Loss) from discontinuing operations (after tax) (X-XI) | | - | - |
| XIII. Profit/(Loss) for the period (IX + XII) | | 10,381.32 | 9,110.79 |
| XIV. Other Comprehensive Income | | | |
| (i) Items that will not be reclassified to profit or loss | | | |
| - Remeasurements of the defined benefit plans | | 6.84 | 35.95 |
| Less: Deferred Tax on above | | - | - |
| (ii) Items that will be reclassified to profit or loss | | | |
| - Gain/(Loss) on change in fair valuation of equity/debt instruments | | (76.65) | 353.85 |
| Less: Deferred Tax on above | | (269.85) | - |
| Other Comprehensive Income | | (339.66) | 389.80 |
| XV. Total Comprehensive Income for the period (XIII + XIV) | | 10,041.66 | 9,500.59 |
| XVI. Earnings per equity share (Weighted Average Shares Outstanding): | | | |
| (1) Basic | | 11.21 | 10.08 |
| (2) Diluted | | 11.21 | 10.08 |

The Notes No. 1 to 58 are integral part of these financial statements

As per our report of even date

for **Rama K. Gupta & Co.**

Chartered Accountants

Firm Reg. No: 005005C

(CA Ashok Kumar Gupta)

Partner

M.No.089807

for and on behalf of the Board

(Bapi Munshi)

Director

(Sanjay Ahuja)

Company Secretary

(S. Ravi)

Non-Executive Chairman

(Anoop Bali)

Managing Director & CFO

Date : May 9, 2025

Place : New Delhi



STATEMENT OF CHANGES IN EQUITY

I. Equity Share Capital

(₹ in lakh)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|----------------------|----------------------|
| Balance at beginning of the year | 9,037.24 | 9,037.24 |
| Change due to prior period errors | - | - |
| Restated balance at beginning of the year | 9,037.24 | 9,037.24 |
| Issued during period | 222.30 | - |
| Brought back during period | - | - |
| Balance at end of the period | 9,259.54 | 9,037.24 |

II. Other Equity

(₹ in lakh)

| Particulars | Reserve & Surplus | | | | | | Equity Instruments through OCI | Total as at 31 March 2025 |
|--|-------------------|-----------------|----------------------------|--|---|-----------------|--------------------------------|---------------------------|
| | Retained Earnings | Capital Reserve | Securities Premium Reserve | Special Reserve u/s 36(1) of the Income Tax Act 1961 | Special Reserve u/s 45IC of RBI Act, 1934 | General Reserve | | |
| Balance as at 01 April 2024 | 13,988.47 | 11.55 | 11,451.05 | 21,722.53 | 20,280.22 | 30,720.04 | 1,750.87 | 99,924.73 |
| Changes in accounting policy/prior period errors | - | - | - | - | - | - | - | - |
| Restated balance at the beginning of the reporting period | 13,988.47 | 11.55 | 11,451.05 | 21,722.53 | 20,280.22 | 30,720.04 | 1,750.87 | 99,924.73 |
| Addition | - | - | 4,779.45 | - | - | - | - | 4,779.45 |
| Profit for the Period | 10,381.32 | - | - | - | - | - | - | 10,381.32 |
| Other Comprehensive Income | 6.84 | - | - | - | - | - | (346.50) | (339.66) |
| Total Comprehensive Income | 24,376.63 | 11.55 | 16,230.50 | 21,722.53 | 20,280.22 | 30,720.04 | 1,404.37 | 1,14,745.84 |
| Add: Transfer to reserve during the period | - | - | - | 2,005.00 | 2,076.26 | 2,500.00 | - | 6,581.26 |
| Add: Reclassification of Realised gain from OCI to reserves | (131.54) | - | - | - | - | - | 131.54 | - |
| Less: Appropriations | | | | | | | | |
| - Transfer to General Reserve | (2,500.00) | - | - | - | - | - | - | (2,500.00) |
| - Transfer to Special Reserve under Section 36(1)(viii) of the Income Tax Act 1961 | (2,005.00) | - | - | - | - | - | - | (2,005.00) |
| - Provision Under Section 45 IC of RBI Act, 1934 | (2,076.26) | - | - | - | - | - | - | (2,076.26) |
| - Payment of Dividend | (2,314.89) | - | - | - | - | - | - | (2,314.89) |
| Less: Adjustments / withdrawal | | | | | | | | |
| - Amortisation of transaction cost of bonds | - | - | (53.92) | - | - | - | - | (53.92) |
| Closing Balance | 15,348.94 | 11.55 | 16,176.58 | 23,727.53 | 22,356.48 | 33,220.04 | 1,535.91 | 1,12,377.03 |

| Particulars | Reserve & Surplus | | | | | | Equity Instruments through OCI | Total as at 31 March 2024 |
|--|-------------------|-----------------|----------------------------|--|---|-----------------|--------------------------------|---------------------------|
| | Retained Earnings | Capital Reserve | Securities Premium Reserve | Special Reserve u/s 36(1) of the Income Tax Act 1961 | Special Reserve u/s 45IC of RBI Act, 1934 | General Reserve | | |
| Balance as at 01 April 2023 | 13,055.22 | 11.55 | 11,531.22 | 19,976.53 | 18,458.07 | 28,220.04 | 1,420.62 | 92,673.25 |
| Changes in accounting policy/prior period errors | - | - | - | - | - | - | - | - |
| Restated balance at the beginning of the reporting period | 13,055.22 | 11.55 | 11,531.22 | 19,976.53 | 18,458.07 | 28,220.04 | 1,420.62 | 92,673.25 |
| Addition | - | - | - | - | - | - | - | - |
| Profit for the Period | 9,110.79 | - | - | - | - | - | - | 9,110.79 |
| Other Comprehensive Income | 35.95 | - | - | - | - | - | 353.85 | 389.80 |
| Total Comprehensive Income | 22,201.96 | 11.55 | 11,531.22 | 19,976.53 | 18,458.07 | 28,220.04 | 1,774.47 | 1,02,173.84 |
| Add: Transfer to reserve during the period | - | - | - | 1,746.00 | 1,822.15 | 2,500.00 | - | 6,068.15 |
| Add: Reclassification of Realised gain from OCI to reserves | 23.60 | - | - | - | - | - | (23.60) | - |
| Less: Appropriations | | | | | | | | |
| - Transfer to General Reserve | (2,500.00) | - | - | - | - | - | - | (2,500.00) |
| - Transfer to Special Reserve under Section 36(1)(viii) of the Income Tax Act 1961 | (1,746.00) | - | - | - | - | - | - | (1,746.00) |
| - Provision Under Section 45 IC of RBI Act, 1934 | (1,822.15) | - | - | - | - | - | - | (1,822.15) |
| - Payment of Dividend | (2,168.94) | - | - | - | - | - | - | (2,168.94) |
| Less: Adjustments / withdrawal | | | | | | | | |
| - Amortisation of transaction cost of bonds | - | - | (80.17) | - | - | - | - | (80.17) |
| Closing Balance | 13,988.47 | 11.55 | 11,451.05 | 21,722.53 | 20,280.22 | 30,720.04 | 1,750.87 | 99,924.73 |

As per our report of even date

for and on behalf of the Board

for Rama K. Gupta & Co.

Chartered Accountants

Firm Reg. No: 005005C

(Bapi Munshi)

Director

(S. Ravi)

Non-Executive Chairman

(CA Ashok Kumar Gupta)

Partner

M.No.089807

(Sanjay Ahuja)

Company Secretary

(Anoop Bali)

Managing Director & CFO

Date : May 9, 2025

Place : New Delhi



CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2025

(₹ in lakh)

| Particulars | Year Ended 31 March 2025 | Year Ended 31 March 2024 |
|--|-----------------------------|-----------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net Profit Before Tax | 12,802.17 | 11,387.27 |
| Adjustment for : | | |
| Gain/(Loss) under OCI Section | (69.81) | 389.80 |
| Depreciation & Amortisation | 83.26 | 113.26 |
| Profit on Sale/Derecognition of Assets | (699.37) | - |
| Finance Cost on Lease Liability on Right to Use Assets | 6.08 | 7.98 |
| Operating Cash before working capital changes | 12,122.33 | 11,898.31 |
| Adjustment for : | | |
| Decrease/(Increase) in Loans & Advances | (10,000.30) | 2,671.35 |
| Decrease/(Increase) in Investments | 20,218.06 | (12,361.16) |
| Decrease/(Increase) in Receivables | 1.37 | 6.92 |
| Decrease/(Increase) in Other Financial Assets | (222.61) | 678.75 |
| Decrease/(Increase) in Other Non-Financial Assets | 114.84 | (58.10) |
| Decrease/(Increase) in Other Cash Balances | 12.09 | 2.28 |
| Increase/(Decrease) in Debt Securities | (3,946.77) | - |
| Increase/(Decrease) in Borrowings | (7,578.62) | (2,183.69) |
| Increase/(Decrease) in Other Financial Liabilities | (1,500.56) | 950.54 |
| Increase/(Decrease) in Provisions | (12.49) | 34.79 |
| Increase/(Decrease) in Other Non-Financial Liabilities | 26.71 | 3.84 |
| Cash Generated from Operation | 9,234.05 | 1,643.83 |
| Direct Tax Paid (net) | (2,200.43) | (2,307.54) |
| Net Cash Flow from Operating Activities | 7,033.62 | (663.71) |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Fixed Assets | (64.38) | (42.45) |
| Sale of Fixed Assets | 1,286.58 | 0.45 |
| Intangible Assets under Development | - | 21.80 |
| Net Cash used in Investing Activities | 1,222.20 | (20.20) |
| C. CASH FLOW FROM FINANCIAL ACTIVITIES | | |
| Preferential Issue of Share Capital | 222.30 | - |
| Securities Premium Reserve (Net) | 4,725.53 | (13.43) |
| Payment of Dividend | (2,314.89) | (2,168.94) |
| Payment/Adjustment of Lease Liability on Right to Use Assets | (31.33) | (21.83) |
| Net Cash used in Financing Activities | 2,601.61 | (2,204.20) |
| Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C) | 10,857.43 | (2,888.11) |
| Cash and Cash Equivalent at the Beginning of the Year | 3,209.61 | 6,097.72 |
| Cash and Cash Equivalent at the End of the Year | 14,067.04 | 3,209.61 |
| COMPONENTS OF CASH AND CASH EQUIVALENTS | | |
| Cash in hand | - | - |
| Balance with Banks | | |
| - Current Accounts | 7,596.49 | 2,267.72 |
| - Deposit Accounts | 6,470.55 | 941.89 |
| - DD/Cheques in Hand | - | - |
| Total Cash and Cash Equivalents (Note No. 3) | 14,067.04 | 3,209.61 |

As per our report of even date

for **Rama K. Gupta & Co.**

Chartered Accountants

Firm Reg. No: 005005C

(CA Ashok Kumar Gupta)

Partner

M.No.089807

for and on behalf of the Board

(Bapi Munshi)

Director

(S. Ravi)

Non-Executive Chairman

(Sanjay Ahuja)

Company Secretary

(Anoop Bali)

Managing Director & CFO

Date : May 9, 2025

Place : New Delhi



NOTES FORMING PART OF FINANCIAL STATEMENTS

Financial Statements for the Year Ended 31 March 2025

1. Corporate Information

Tourism Finance Corporation of India Limited (TFCI) is a premier public financial institution established in 1989, presently regulated by RBI as NBFC-ML-ICC, focused on providing finance to the tourism, real-estate, manufacturing, social infrastructure- educational institutions, hospitals, renewable (solar & wind) energy, logistics, etc. sectors in India. Besides, TFCI provides finance to non-banking and housing finance companies for secured onward lending. TFCI also provides loans to corporates and HNIs against the security of listed category-I shares.

2. Material Accounting Policies

2.1 Functional and Presentation Currency

These financial statements are presented in Indian Rupees, the national currency of India, which is the functional currency of the Company.

2.2 Basis of adoption of Financial Statements

The financial statements are prepared in accordance with Indian Accounting Standards (Ind-AS) notified under Companies (Indian Accounting Standards) Rules, 2015 and as amended further. The Financial Statements are prepared under historical cost convention from the books of accounts maintained on accrual basis except for certain financial instruments (refer note 2.11) which are measured at fair value. Further, the Company continues to follow the Reserve Bank of India (RBI) Directions issued for Non-Banking Financial Companies – Middle layer (NBFC-ML) with respect to preparation & presentation of accounts. Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing Ind AS requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised Ind AS on an ongoing basis.

2.3 Use of Estimation, Assumption and Judgement

The key assumption, judgement and estimation at the reporting date, that have significant risk, causing the material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The company based its assumption, judgement and estimation on parameters available on the date when financial statement were prepared. Existing circumstances and assumption about future development, however, may change due to the market changes or circumstances arising that are beyond the control of the company. Such changes

are reflected in the assumption when they occur. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable.

2.4 Exceptions

Derecognition of financial assets and liabilities

The Company has applied Para B2, which permit first-time adopter to apply de-recognition requirements in Ind-AS 109 prospectively for transactions occurring on or after the date of transition to Ind-AS.

Classification & measurement of financial assets:

The Company has followed classification and measurement of financial assets in accordance with Ind-AS 109 and classification of Financial Instruments have been made on the basis of facts and circumstances that existed at the date of transition to Ind-AS.

Estimates

The Company made estimates for following items in accordance with Ind-AS:

- Investment in equity instruments carried at FVTPL or FVTOCI;
- Investment in debt instruments carried at FVTPL; and
- Impairment of financial assets based on expected credit loss model

2.5 Cost for Property, Plant & Equipment and Intangible Assets

The company has availed exemption under para D7AA of appendix D to Ind-AS 101 which permits a first time adopter to continue with the carrying values for its PPE and intangible assets as at date of transition to Ind-AS measured as per previous IGAAP.

The cost of an item of **Property, Plant & Equipment**, comprises its purchase price, including import duties and non-refundable taxes after deducting trade discounts/rebates and including any directly attributable expenditure to bring the PPE to the location and making it ready for its intended use. Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the items will flow to the entity and the cost of the item can be reliably measured. Gains or losses arising from de-recognition of items of PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.



NOTES FORMING PART OF FINANCIAL STATEMENTS

Major repairs and/or renovation expenditure are capitalized under IndAS-16 as replacement costs.

An **Intangible Asset** is recognized where it is probable that the future economic benefits attributable to the asset will flow to the company. Intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. These assets are amortized on the basis of Straight Line Method over a period of 10 years or its useful life, whichever is lower.

2.6 Revenue Recognition

For recognition of revenue, the Company adopts the accrual basis except where there is uncertainty as to collection. Revenue is measured at fair value of the consideration received or receivable. Interest income is recognized on a time proportion basis, using the effective interest rate method (EIR) except in case of income on 'Non-Performing Assets' which is recognized on realization basis. Any gain/loss on account renegotiation/modification is recognized in the P&L statement.

Dividend Income is recognized on right to receive basis. Consultancy, Advisory and Management Fee is recognized on actual receipt basis.

Revenue from lease rentals are recognised on a time proportion basis from the commencement date, as prescribed in the lease agreement entered with the lessee.

2.7 Depreciation

The depreciable amount of an item of PPE is allocated on a straight line basis over its useful life as prescribed under Schedule II to the Companies Act, 2013.

Each part of an item of PPE with a cost that is significant in relation to the total cost of the asset and useful life of that part is different from remaining part of the asset; such significant part is depreciated separately.

Depreciation on additions to/deductions from PPE during the year is charged on pro-rata basis from the month of such addition or as the case may be up to the month in which such PPE is sold, discarded, demolished or destroyed.

2.8 Assets held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all of the following criteria's are met:

- Decision has been made to sell,
- The assets are available for sale in its present condition,

- The assets are being actively marketed, and
- Sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as held for sale are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortized.

2.9 Impairment - PPE and Intangible Assets

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognized immediately in statement of profit and loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

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

At the end of each reporting year, the company reviews the carrying amounts of its tangible, intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

2.10 Investment Property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). All of the Company's property interests held under operating leases to earn rentals or for capital appreciation purposes are accounted for as investment properties.

Investment properties are measured initially at cost, including transaction costs. After initial recognition, the company measures investment property at cost less accumulated depreciation and accumulated impairment loss, if any.

Investment properties to be depreciated in accordance to the class of asset that it belongs and the life of the asset shall be as conceived for the same class of asset by the Company.

Though investment property is measured using cost model, the fair value of investment property is disclosed in the notes to accounts.

**NOTES FORMING PART OF FINANCIAL STATEMENTS****2.11 Financial instruments****2.11.1 Financial Assets**

The Company shall classify financial assets measured at amortized cost, fair value through other comprehensive income (FVTOCI) or fair value through Statement of Profit and Loss (FVTPL) on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial asset.

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument and are initially recognised at fair value and directly attributable transaction costs towards acquisition or issue of the financial asset are added to or deducted from the fair value on initial recognition except for financial assets which are recognised at fair value through profit and loss.

For the purposes of subsequent measurement financial assets are classified in the following categories:

- Amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/or interest.
- Fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and/or interest but also from the sale of such assets.
- Fair value through profit or loss (FVTPL), where the financial assets are not classified either at amortized cost or FVTOCI.

Financial Assets include Investments in equity/preference share, Bonds/debentures or Security receipts, Loans, Security Deposits, Cash & cash equivalents etc.

Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired.

In case of short-term financial assets, carrying value is considered to be its fair value.

2.11.2 Impairment

The Company as permitted by Ind-AS 101, has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk as at the year end.

The Company at each reporting year end tests a financial asset or a group of financial assets (other than financial assets held at fair value through profit or loss) for impairment based on evidence or information that is available without undue cost or effort. Expected credit loss (ECL) is assessed and impairment loss recognized if the credit risk of the financial asset is significantly increased.

The impairment losses and reversals are recognized in statement of profit and loss.

Impairment model under IndAS-109 applies to financial instruments as listed below:

- Financial assets that are debt instruments measured at Amortized Cost (AC)
- Equity investments are measured at Fair Value Through Other Comprehensive Income (FVTOCI)
- Loan commitments not measured at FVTPL (Fair Value Through Profit and Loss)
- Financial guarantee contracts issued in the scope of Ind AS 109 not measured at FVTPL
- Lease receivables in the scope of Ind AS 116.

However, investments in equity shares and financial instruments measured at FVTPL are out of the scope of ECL.

The Company shall at each reporting year test loans given to companies for impairment as per Ind AS- 109 and Impairment Loss/ECL if any shall be charged to Profit & Loss Account. The company can however utilize the provision made under section 36(i)(viii) to write off/ provide for impairment loss. All credit exposures in tourism & non-tourism segments based on the nature of substantive security shall be grouped into 3 categories namely Stage-1, Stage-2 & Stage-3 exposures as enumerated below:



NOTES FORMING PART OF FINANCIAL STATEMENTS

| Loan Category (As per Ind AS 109) | Category | Description of category | Basis for recognition of expected credit loss provision on Category of Loan |
|--------------------------------------|--|---|---|
| Stage 1 | Standard Assets (with no overdue or default upto 30 days) | Assets where there has been no significant increase in credit risk since initial recognition. | Stage 1 ECL |
| Stage 2 | -Standard Assets (with overdue between 31 days to 90 days) | Assets where there has been a significant increase in credit risk since initial recognition | 12 months ECL |
| Stage 3 | -Non-Performing Assets - Non Performing Restructured Assets | Impaired Asset with increased credit risk | Lifetime ECL |

Wherever relaxations in contractual terms have been granted pursuant to regulatory guidelines, such amendment in terms of original sanction would be outside the scope of restructuring.

ECL shall be calculated based on past ten years' data as follows:

$ECL = \text{Exposure at Default at various stages (EAD)} \times \text{Probability of Default (PD)} \times \text{Loss given Default (LGD)}$

All credit exposure shall also be classified into performing and non-performing assets as per RBI guidelines applicable to Non-Banking Financial Companies (NBFCs). The company shall also compute general provision for standard asset and specific provision for sub-standard, doubtful & loss assets as per applicable guidelines and compared the same with Impairment Loss/ECL as per Ind-AS. In case, Impairment Loss is lower than provisions required as per RBI guidelines then difference shall be appropriated from PAT to a separate Impairment Reserve, which shall not be reckoned for regulatory capital.

2.11.3 Derecognition

Financial assets are derecognized when the contractual right to receive cash flows from the financial assets expires, or transfers the contractual rights to receive the cash flows from the asset. However, the company can also derecognize the asset in case the management feels that the chances of recovery are fairly remote.

2.11.4 Financial Liability

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

The subsequent measurement of financial liabilities depends on their classification, as described below:

- Amortized costs, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.
- Fair value through statement of Profit and loss, include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through Statement of Profit and Loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

The carrying value of financial liability is considered to be its fair value in case of Short Term.

2.12 Employee Benefits

2.12.1 Defined Contribution Plan

Employees Provident Fund:

In terms of the Employees Provident and Miscellaneous Provisions Act, 1952, TFCI contributes at the rate of 12% of PF



NOTES FORMING PART OF FINANCIAL STATEMENTS

applicable salary (consisting basic salary & other retaining allowances) payable to each employee covered under the scheme. An equal & matching contribution is payable by each employee. Both employer & employees contributions are deposited with EPFO within the prescribed time period on monthly basis. The entire employer contribution deposited with EPFO is recognized in the financial statement as Employees Benefit Expenses.

2.12.2 Defined Benefit Plan

Gratuity:

TFCI's gratuity policy provides for 15 days salary for each completed year or part thereof in excess of six months on separation of any employee from TFCI, on retirement or otherwise, after completion of 5 years of continuous services. However, in case of completion of minimum service of 10 years, the gratuity shall be payable @one month salary for each completed year or part thereof in excess of six months limited to maximum Rs.20.00 lakh or maximum amount provided under the Payment of Gratuity Act whichever is higher. Further, in case of employment for more than 20 years in TFCI, in addition to above, gratuity shall also be admissible to a sum equal to half month's salary in respect of each year of service or part thereof in excess of six months of service over & above 20 years. As per actuarial valuation, the expense has been recognized in the financial statement as Employees Benefit Expenses. Gains/losses due to actuarial revaluation have been shown as other comprehensive income.

Leave Encashment:

TFCI's policy provides for accrual of 1 day of ordinary leave for each 11 days of duty rendered by him/her subject to accumulation of maximum 90 days. No further ordinary leave can be earned by an employee after he/she has credit of maximum number of the leave. TFCI's ordinary leave policy also provides for encashment of 15 days of such leave in year which is fully taxable. As per actuarial valuation, the expense has been recognized in the financial statement as Employees Benefit Expenses. Gains/losses due to actuarial revaluation have been recognized in P&L account.

2.13 Taxation

Tax expense for the period comprises current tax and deferred tax. Tax recognised in statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity in which case the tax is also recognised in other comprehensive income or equity.

2.13.1 Current Tax

Current tax is the expected tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provision of the Income Tax Act, 1961 and the other applicable tax laws.

2.13.2 Deferred Tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding amounts used for taxation purpose, at the end of the year.

2.14 Lease

In compliance with Ind AS-116 effective from 1st April 2019 as notified by MCA, the Company assesses at the time of contract inception whether a contract is, or contains, a lease i.e. if the contract conveys the right of use of an identified asset for a period of time in exchange for consideration, the same is considered as lease.

2.14.1 Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets which are charged to Profit on straight line basis. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(i) Right-of-use assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of



NOTES FORMING PART OF FINANCIAL STATEMENTS

lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the estimated useful lives of the assets. The right-of-use assets are also subject to impairment.

(ii) Lease liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change

in the assessment of an option to purchase the underlying asset.

(iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to those leases that have a lease term of 12 months or less. It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. The underlying asset is considered of low value if the lessee can benefit from use of the asset on its own or together with other available resources and the underlying asset is not highly dependent on, or highly inter-related with, other assets. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

2.14.2 Company as a lessor

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership of the Company is classified as a finance lease.

Lease income from operating leases is recognized in income on a straight-line basis over the lease term of relevant lease.

2.15 Cash and cash equivalents

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

2.16 Borrowing Costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.



NOTES FORMING PART OF FINANCIAL STATEMENTS

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

2.17 Provisions, Contingent Liabilities and Contingent Assets

2.17.1 Provisions

A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are determined based on the best estimate required to settle the obligation at the Balance Sheet date.

2.17.2 Contingent Liabilities

Contingent liabilities are not recognized but disclosed in Notes when the company has possible obligation due to past events and existence of the obligation depends upon occurrence or non-occurrence of future events not wholly within the control of the company. Contingent liabilities

are assessed continuously to determine whether outflow of economic resources have become probable. If the outflow becomes probable, then relative provision is recognized in the financial statements.

2.17.3 Contingent Assets

Contingent Assets are not recognized but disclosed in Notes which usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits.

Contingent assets are assessed continuously to determine whether inflow of economic benefits becomes virtually certain, then such assets and the relative income will be recognized in the financial statement.

2.18 Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

| Note No. | Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|----------|---|-------------------------|--------------------|-------------------------|--------------------|
| 3 | Cash and Cash Equivalents | | | | |
| | Cash in hand | | - | | - |
| | Balances with Banks | | | | |
| | - Current Accounts | | 7,596.49 | | 2,267.72 |
| | - Term Deposits | | 6,470.55 | | 941.89 |
| | TOTAL | | 14,067.04 | | 3,209.61 |
| 4 | Bank balances other than (i) above | | | | |
| | Balance in unclaimed dividend accounts/unpaid dividend | | 129.51 | | 141.10 |
| | Term Deposits with SBI (Lien against Bank Guarantee) | | 3.75 | | 4.25 |
| | TOTAL | | 133.26 | | 145.35 |
| 5 | Receivables | | | | |
| | Other Receivables (in cash or kind) | | 3.38 | | 4.75 |
| | TOTAL | | 3.38 | | 4.75 |
| 6 | Loans & Advances | AMORTISED COST | | AMORTISED COST | |
| | I. Secured | | | | |
| | Secured by Mortgage of properties, Hypothecation of movables & current assets, personal/corporate guarantees, assignment of receivables | | | | |
| | (a) Loan to Companies/LLP.* | 1,69,356.60 | | 1,58,892.35 | |
| | Less: unamortised Upfront fee received | (21.07) | 1,69,335.53 | (57.40) | 1,58,834.95 |
| | (b) Loan to Employees | | 17.28 | | 17.56 |
| | II. Gross Loans & Advances | | 1,69,352.81 | | 1,58,852.51 |
| | III. Impairment loss allowance (Expected Credit Loss) | | | | |
| | - On standard loans (Stage 1 & Stage 2) | 1,040.82 | | 1,295.89 | |
| | - On Sub-standard/ Doubtful loans (Stage 3) | 2,724.61 | 3,765.43 | 1,969.54 | 3,265.43 |
| | IV. Net Loans & Advances (II - III) | | 1,65,587.38 | | 1,55,587.08 |
| | Breakup of Gross Loans & Advances (at II above) | | | | |
| | Loans Within India | | | | |
| | - Public Sector | | - | | - |
| | - Others | | 1,69,352.81 | | 1,58,852.51 |
| | Less: Impairment loss allowance (as per III above) | | 3,765.43 | | 3,265.43 |
| | Total - Net (as per IV above) | | 1,65,587.38 | | 1,55,587.08 |
| | * Loans to Companies/LLP aggregating Rs.5,076.51 Lakh is primarily secured by Govt Guarantee issued under ECLGS Scheme. | | | | |



NOTES FORMING PART OF FINANCIAL STATEMENTS

| Note No. | Particulars | As at March 31, 2025 | | | | | As at March 31, 2024 | | | | |
|----------|--|----------------------|---------|----------------|---------------|-------------|----------------------|----------------|---------------|-------------|-----------|
| | | Face Value | No's | Amortised Cost | At Fair Value | | No's | Amortised Cost | At Fair Value | | Total |
| | | | | | Through OCI | Through P/L | | | Through OCI | Through P/L | |
| 7 | Investments | | | | | | | | | | |
| | I. Debt securities:- | | | | | | | | | | |
| | a) Investment in bonds/debentures (measured at amortised cost) | | | | | | | | | | |
| | 9.25% Motilal Oswal Financial Services Limited(NCD) | 1,00,000 | 2500 | 2,525.16 | - | - | 0 | - | - | - | - |
| | 9.40% IFCI Ltd - Bonds (NCD) - Series III | 1,000 | 0 | - | - | - | 150000 | 1,500.00 | - | - | 1,500.00 |
| | 12.00% Prestige Projects Private Limited - NCD | 10,00,000 | 0 | - | - | - | 825 | 8,203.80 | - | - | 8,203.80 |
| | b) Investment in Certificate of Deposits (measured at amortised cost) | | | | | | | | | | |
| | Certificate of Deposits of Banks | | | 17,313.14 | - | - | | 12,383.01 | - | - | 12,383.01 |
| | c) Investment in mutual funds (measured at fair value through P&L) | | | | | | | | | | |
| | Debt Oriented Mutual Funds | - | - | - | - | - | - | - | - | 11,000.00 | 11,000.00 |
| | Sub total-I | | | 19,838.30 | - | - | | 22,086.81 | - | 11,000.00 | 33,086.81 |
| | III. Equity & Preference shares:- | | | | | | | | | | |
| | a) Investment in Equity instruments (measured at fair value through OCI) | | | | | | | | | | |
| | Cross Country Hotels Ltd. | 10 | 250000 | - | 24.63 | - | 250000 | - | 24.63 | - | 24.63 |
| | Assets Care & Reconstruction Enterprise Ltd. | 10 | 2856000 | - | 473.28 | - | 2856000 | - | 473.28 | - | 473.28 |
| | Shell Inn International Private Limited. | 10 | 0 | - | - | - | 3931323 | - | 393.13 | - | 393.13 |
| | b) Investment in Equity instruments (measured at fair value through P&L) | | | | | | | | | | |
| | Viceroy Hotels Ltd. | 10 | 3440 | - | - | 200.00 | 3440 | - | - | 200.00 | 200.00 |
| | Punjab Woolcombers Ltd. | 10 | 2500 | - | - | 0.22 | 2500 | - | - | 0.22 | 0.22 |
| | Subtotal-II | | | - | 497.91 | 200.22 | | - | 891.04 | 200.22 | 1,091.26 |
| | III. Other approved securities:- | | | | | | | | | | |
| | a) Investment in Security Receipts (measured at fair value through P&L) | | | | | | | | | | |
| | Phoenix ARC Pvt Ltd | | | | | | | | | | |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

| Note No. | Particulars | As at March 31, 2025 | | | | | | As at March 31, 2024 | | | | | | |
|----------|--|----------------------|--------|------------------|-----------------|-----------------|------|----------------------|--------|------------------|-----------------|------------------|------|------------------|
| | | Face Value | No's | Amortised Cost | At Fair Value | | Cost | Total | No's | Amortised Cost | At Fair Value | | Cost | Total |
| | | | | | Through OCI | Through P/L | | | | | Through OCI | Through P/L | | |
| | - (FY22-8 : assigned loan of Appu Hotels Ltd) | 1,000 | 0 | - | - | - | - | - | 235 | - | - | 2.34 | - | 2.34 |
| | - (FY22-15: assigned loan of Golden Apple Resort & Spa LLP) | 1,000 | 144755 | - | - | 1,447.55 | - | 1,447.55 | 144755 | - | - | 1,447.55 | - | 1,447.55 |
| | Alchemist Asset Reconstruction Company Limited | | | | | | | | | | | | | |
| | - (XXXIX Trust: assigned loan of Mosaic Hospitality Pvt Ltd) | | | - | - | 3,077.00 | - | 3,077.00 | | - | - | 9,664.50 | - | 9,664.50 |
| | Subtotal-III | | | - | - | 4,524.55 | - | 4,524.55 | | - | - | 11,114.39 | - | 11,114.39 |
| | Gross Investments (Subtotal I+II+III).... (A) | | | 19,838.30 | 497.91 | 4,724.77 | - | 25,060.98 | | 22,086.81 | 891.04 | 22,314.61 | - | 45,292.46 |
| | (i) Investment outside India | | | - | - | - | - | - | - | - | - | - | - | - |
| | (ii) Investment in India | | | 19,838.30 | 497.91 | 4,724.77 | - | 25,060.98 | | 22,086.81 | 891.04 | 22,314.61 | - | 45,292.46 |
| | Total | | | 19,838.30 | 497.91 | 4,724.77 | - | 25,060.98 | | 22,086.81 | 891.04 | 22,314.61 | - | 45,292.46 |
| | Add: Appreciation in value of investments:- | | | | | | | | | | | | | |
| | Assets Care & Reconstruction Enterprise Ltd. | | | - | 1,535.92 | - | - | 1,535.92 | | - | 1,453.66 | - | - | 1,453.66 |
| | Shell Inn International Private Limited. | | | - | - | - | - | - | | - | 297.21 | - | - | 297.21 |
| | Debt Oriented Mutual Funds | | | | - | - | - | - | | | - | 14.38 | - | 14.38 |
| | Sub total (B) | | | - | 1,535.92 | - | - | 1,535.92 | | - | 1,750.87 | 14.38 | - | 1,765.25 |
| | Less: Allowance for Impairment loss | | | | | | | | | | | | | |
| | Cross Country Hotels Ltd. | | | - | 24.63 | - | - | 24.63 | | - | 24.63 | - | - | 24.63 |
| | Phoenix ARC Pvt Ltd | | | | | | | | | | | | | |
| | - (FY22-15: assigned loan of Golden Apple Resort & Spa LLP) | | | - | - | 317.55 | - | 317.55 | | - | - | 217.13 | - | 217.13 |
| | Alchemist Asset Reconstruction Company Limited | | | | | | | | | | | | | |
| | - (XXXIX Trust: assigned loan of Mosaic Hospitality Pvt Ltd) | | | - | - | 158.47 | - | 158.47 | | - | - | 497.72 | - | 497.72 |
| | Viceroy Hotels Ltd. | | | - | - | 196.08 | - | 196.08 | | - | - | 200.00 | - | 200.00 |
| | Punjab Woolcombers Ltd. | | | - | - | 0.22 | - | 0.22 | | - | - | 0.22 | - | 0.22 |
| | Sub total (C) | | | - | 24.63 | 672.32 | - | 696.95 | | - | 24.63 | 915.07 | - | 939.70 |
| | Total Investment - Net (A+B-C) | | | 19,838.30 | 2,009.20 | 4,052.45 | - | 25,899.95 | | 22,086.81 | 2,617.28 | 21,413.92 | - | 46,118.01 |

Note1: - Fair value of unquoted equity investment in Assets Care & Reconstruction Enterprise Ltd is based on its book value as on 31 March 2024 discounted @15%.



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

| Note No. | Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|----------|--|-------------------------|-----------------|-------------------------|-----------------|
| 8 | Other Financial Assets | | | | |
| | Interest accrued on investment | | 235.53 | | 122.41 |
| | Interest & Other Charges accrued and due on loans and advances | | 54.61 | | 141.05 |
| | Interest accrued but not due on loans and advances | | 934.91 | | 738.01 |
| | Security Deposits | 13.53 | | 14.55 | |
| | Less:- Fair value adjustment | (2.23) | 11.30 | (2.28) | 12.27 |
| | TOTAL | | 1,236.35 | | 1,013.74 |

| Note No. | Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|----------|--|-------------------------|-----------------|-------------------------|-----------------|
| 9 | Current Tax assets (Net) | | | | |
| | Advance Income Tax & TDS (Net of Provision for Taxation) | | 1,388.16 | | 1,604.14 |
| | TOTAL | | 1,388.16 | | 1,604.14 |
| | Yearwise details of Current Tax Assets | | | | |
| | Advance Tax & TDS | | | | |
| | - F.Y. 1994-95 | | 609.04 | | 609.04 |
| | - F.Y. 1995-96 | | 934.32 | | 934.32 |
| | - F.Y. 1996-97 | | 761.17 | | 761.17 |
| | - F.Y. 1997-98 | | 655.12 | | 655.12 |
| | - F.Y. 1998-99 | | 432.18 | | 432.18 |
| | - F.Y. 1999-00 | | 454.88 | | 454.88 |
| | - F.Y. 2000-01 | | 522.97 | | 522.97 |
| | - F.Y. 2001-02 | | 237.85 | | 237.85 |
| | - F.Y. 2005-06 | | 110.00 | | 110.00 |
| | - F.Y. 2007-08 | | 289.25 | | 893.05 |
| | - F.Y. 2015-16 | | - | | 1,943.45 |
| | - F.Y. 2019-20 | | 1,757.20 | | 2,058.48 |
| | - F.Y. 2022-23 | | - | | 2,151.12 |
| | - F.Y. 2023-24 | | - | | 2,268.94 |
| | - F.Y. 2024-25 | | 2,513.36 | | - |
| | Less: Provision for Taxation | | | | |
| | - F.Y. 1994-95 | | (644.62) | | (644.62) |
| | - F.Y. 1995-96 | | (767.27) | | (767.27) |
| | - F.Y. 1996-97 | | (520.96) | | (520.96) |
| | - F.Y. 1997-98 | | (668.44) | | (668.44) |
| | - F.Y. 1998-99 | | (252.74) | | (252.74) |
| | - F.Y. 1999-00 | | (509.40) | | (509.40) |
| | - F.Y. 2000-01 | | (301.48) | | (301.48) |
| | - F.Y. 2001-02 | | (134.27) | | (134.27) |
| | - F.Y. 2007-08 | | - | | (822.25) |
| | - F.Y. 2015-16 | | - | | (1,807.00) |
| | - F.Y. 2019-20 | | (1,625.00) | | (1,625.00) |
| | - F.Y. 2022-23 | | - | | (2,145.00) |
| | - F.Y. 2023-24 | | - | | (2,230.00) |
| | - F.Y. 2024-25 | | (2,465.00) | | - |
| | Total (Net) | | 1,388.16 | | 1,604.14 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

| Note No. | Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|----------|---|-------------------------|---------------|-------------------------|---------------|
| 10 | Deferred Tax Assets/Liability (Net) | | | | |
| | Deferred Tax Assets | | | | |
| | a) Allowance for doubtful debts and advances | | 738.25 | | 640.22 |
| | b) Allowance for diminution in value of investments | | - | | 258.98 |
| | Deferred Tax Liabilities | | | | |
| | a) Depreciation | | (235.98) | | (209.89) |
| | b) Allowance for diminution in value of investments | | (87.25) | | - |
| | TOTAL | | 415.02 | | 689.31 |

Note No. 11 Property, Plant and Equipments

| As at March 31, 2025 | | | | | | | | | |
|------------------------|---------------------------------------|-------------------------|------------------------|---------------------------------------|--------------------------|-------------------------|------------------------|------------------|-------------------------------------|
| Particulars | Gross Block | | | | Accumulated Depreciation | | | | Net Block |
| | Gross Carrying Value as at 01/04/2024 | Addition for the Period | Disposal / Adjustments | Gross Carrying Value as at 31/03/2025 | As at 01/04/2024 | Addition for the Period | Disposal / Adjustments | As at 31/03/2025 | Net Carrying Value as at 31/03/2025 |
| Building (NBCC Plaza)* | 1,474.16 | - | - | 1,474.16 | 185.51 | 26.75 | - | 212.26 | 1,261.90 |
| Furniture & Fixture | 40.66 | 5.44 | - | 46.10 | 22.38 | 1.95 | - | 24.33 | 21.77 |
| Office Equipment | 38.11 | 3.60 | - | 41.71 | 29.53 | 4.32 | - | 33.85 | 7.86 |
| Electricals | 36.04 | - | - | 36.04 | 25.14 | 1.32 | - | 26.46 | 9.58 |
| Computers | 167.09 | 1.67 | - | 168.76 | 134.14 | 20.73 | - | 154.87 | 13.89 |
| Vehicles | 15.19 | - | 15.19 | - | 14.11 | - | 14.11 | - | - |
| Total | 1,771.25 | 10.71 | 15.19 | 1,766.77 | 410.81 | 55.07 | 14.11 | 451.77 | 1,315.00 |

| As at March 31, 2024 | | | | | | | | | |
|------------------------|---------------------------------------|-------------------------|------------------------|---------------------------------------|--------------------------|-------------------------|------------------------|------------------|-------------------------------------|
| Particulars | Gross Block | | | | Accumulated Depreciation | | | | Net Block |
| | Gross Carrying Value as at 01/04/2023 | Addition for the Period | Disposal / Adjustments | Gross Carrying Value as at 31/03/2024 | As at 01/04/2023 | Addition for the Period | Disposal / Adjustments | As at 31/03/2024 | Net Carrying Value as at 31/03/2024 |
| Building (NBCC Plaza)* | 1,457.32 | 16.84 | - | 1,474.16 | 158.83 | 26.68 | - | 185.51 | 1,288.65 |
| Furniture & Fixture | 32.79 | 7.87 | - | 40.66 | 20.89 | 1.49 | - | 22.38 | 18.28 |
| Office Equipment | 38.11 | - | - | 38.11 | 23.20 | 6.33 | - | 29.53 | 8.58 |
| Electricals | 36.04 | - | - | 36.04 | 23.82 | 1.32 | - | 25.14 | 10.90 |
| Computers | 171.36 | 4.44 | 8.71 | 167.09 | 96.90 | 45.50 | 8.26 | 134.14 | 32.95 |
| Vehicles | 15.19 | - | - | 15.19 | 14.11 | - | - | 14.11 | 1.08 |
| Total | 1,750.81 | 29.15 | 8.71 | 1,771.25 | 337.75 | 81.32 | 8.26 | 410.81 | 1,360.44 |

* The title to the Office Building at NBCC Plaza, New Delhi is by means of Agreement to Sell & Possession letter from the Seller NBCC Limited. The sub-lease deed shall be executed in favour of Company post execution of Perpetual Lease Deed by L&DO, Ministry of Urban Development Govt. of India in favour of NBCC Ltd.



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

| Note No. 12 | | Other Intangible Assets | | | | | | | |
|----------------------|---------------------------------------|-------------------------|------------------------|---------------------------------------|--------------------------|-------------------------|------------------------|------------------|-------------------------------------|
| As at March 31, 2025 | | | | | | | | | |
| Particulars | Gross Block | | | | Accumulated Depreciation | | | | Net Block |
| | Gross Carrying Value as at 01/04/2024 | Addition for the Period | Disposal / Adjustments | Gross Carrying Value as at 31/03/2025 | As at 01/04/2024 | Addition for the Period | Disposal / Adjustments | As at 31/03/2025 | Net Carrying Value as at 31/03/2025 |
| Computer Software | 55.24 | - | - | 55.24 | 36.45 | 9.01 | - | 45.46 | 9.78 |
| Total | 55.24 | - | - | 55.24 | 36.45 | 9.01 | - | 45.46 | 9.78 |

| As at March 31, 2024 | | | | | | | | | |
|----------------------|---------------------------------------|-------------------------|------------------------|---------------------------------------|--------------------------|-------------------------|------------------------|------------------|-------------------------------------|
| Particulars | Gross Block | | | | Accumulated Depreciation | | | | Net Block |
| | Gross Carrying Value as at 01/04/2023 | Addition for the Period | Disposal / Adjustments | Gross Carrying Value as at 31/03/2024 | As at 01/04/2023 | Addition for the Period | Disposal / Adjustments | As at 31/03/2024 | Net Carrying Value as at 31/03/2024 |
| Computer Software | 41.94 | 13.30 | - | 55.24 | 23.83 | 12.62 | - | 36.45 | 18.79 |
| Total | 41.94 | 13.30 | - | 55.24 | 23.83 | 12.62 | - | 36.45 | 18.79 |

| Note No. 13 | | | | | Right to Use Assets | | | | |
|--------------------------|---------------------------------------|-------------------------|------------------------|---------------------------------------|--------------------------|-------------------------|------------------------|------------------|-------------------------------------|
| As at March 31, 2025 | | | | | | | | | |
| Particulars | Gross Block | | | | Accumulated Depreciation | | | | Net Block |
| | Gross Carrying Value as at 01/04/2024 | Addition for the Period | Disposal / Adjustments | Gross Carrying Value as at 31/03/2025 | As at 01/04/2024 | Addition for the Period | Disposal / Adjustments | As at 31/03/2025 | Net Carrying Value as at 31/03/2025 |
| Assets Acquired on Lease | 96.51 | 53.67 | 96.51 | 53.67 | 23.68 | 19.18 | 41.37 | 1.49 | 52.18 |
| Total | 96.51 | 53.67 | 96.51 | 53.67 | 23.68 | 19.18 | 41.37 | 1.49 | 52.18 |

| As at March 31, 2024 | | | | | | | | | |
|--------------------------|---------------------------------------|-------------------------|------------------------|---------------------------------------|--------------------------|-------------------------|------------------------|------------------|-------------------------------------|
| Particulars | Gross Block | | | | Accumulated Depreciation | | | | Net Block |
| | Gross Carrying Value as at 01/04/2023 | Addition for the Period | Disposal / Adjustments | Gross Carrying Value as at 31/03/2024 | As at 01/04/2023 | Addition for the Period | Disposal / Adjustments | As at 31/03/2024 | Net Carrying Value as at 31/03/2024 |
| Assets Acquired on Lease | 96.51 | - | - | 96.51 | 4.36 | 19.32 | - | 23.68 | 72.83 |
| Total | 96.51 | - | - | 96.51 | 4.36 | 19.32 | - | 23.68 | 72.83 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

| Note No. | Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|-----------|--|-------------------------|---------------|-------------------------|---------------|
| 14 | Other Non-Financial Assets | | | | |
| | Prepaid Expenses (including upfront fee on unavailed borrowings) | | 116.09 | | 231.08 |
| | Deferred cost- (Fair Valuation of Security deposit) | | 2.23 | | 2.28 |
| | GST Input Tax Credit | | 0.84 | | 0.64 |
| | TOTAL | | 119.16 | | 234.00 |

| Note No. | Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|-----------|-------------------|-------------------------|----------|-------------------------|----------|
| 15 | Payables | | | | |
| | 1. Trade Payables | | - | | - |
| | 2. Other Payables | | - | | - |
| | TOTAL | | - | | - |

| Note No. | Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|-----------|--|-------------------------|------------------|-------------------------|------------------|
| 16 | Debt Securities | At Amortised Cost | | At Amortised Cost | |
| | - Secured | | | | |
| | (Secured By Hypothecation of Book Debts/future receivables) | | | | |
| | 9.95% Market Linked Debentures (Series XLVIII) | | | | |
| | 400 Nos of 9.95% Bonds of Rs.10,00,000/- each | | | | |
| | Redeemable at par on 01 December 2024 | - | | 4,000.00 | |
| | Less- Unamortised Issue Expenses | - | - | (30.71) | 3,969.29 |
| | 8.81% Bonds (2025) (Series MB 2015-01) | | | | |
| | 15974 Nos of 8.81% Bonds of Rs.1,00,000/- each Redeemable at par on 09 November 2025 | 15,974.00 | | 15,974.00 | |
| | Less- Unamortised Issue Expenses | (7.87) | 15,966.13 | (24.49) | 15,949.51 |
| | - Un Secured | | | | |
| | 9.60% Bonds (2028) (Series MB XLVI-B) | | | | |
| | 1000 Nos of 9.60% Bonds of Rs.10,00,000/- each Redeemable at par on 25 February 2028 | 10,000.00 | | 10,000.00 | |
| | Less- Unamortised Issue Expenses | (14.44) | 9,985.56 | (18.59) | 9,981.41 |
| | 9.65% Bonds (2033) (Series MB XLVI-C) | | | | |
| | 750 Nos of 9.65% Bonds of Rs.10,00,000/- each Redeemable at par on 25 February 2033 | 7,500.00 | | 7,500.00 | |
| | Less- Unamortised Issue Expenses | (21.24) | 7,478.76 | (22.99) | 7,477.01 |
| | Total | | 33,430.45 | | 37,377.22 |
| | Debt Securities in India | | 33,430.45 | | 37,377.22 |
| | Debt Securities outside India | | - | | - |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

| Note No. | Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|----------|---|-------------------------|-----------|-------------------------|-----------|
| 17 | Borrowings (Other than Debt Securities) | At Amortised Cost | | At Amortised Cost | |
| | - Secured (Secured By Hypothecation of Book Debts/future receivables and pledge of Debt Investments) | | | | |
| | I. Term Loan from State Bank of India | 17,494.16 | | 10,000.00 | |
| | Less: Unamortised Upfront Fee | (141.12) | 17,353.04 | (100.04) | 9,899.96 |
| | 10.60% p.a. repayable by 30.09.2028 (16 Quarterly installment starting from 30.12.2024 and ending on 30.09.2028) | | | | |
| | II. Term Loan from State Bank of India | - | | 18,750.00 | |
| | Less: Unamortised Upfront Fee | - | - | (67.03) | 18,682.97 |
| | III. Term Loan from Canara Bank | - | | 525.00 | |
| | Less: Unamortised Upfront Fee | - | - | (0.26) | 524.74 |
| | IV. Term Loan from Indian Bank | 1,731.72 | | 2,000.00 | |
| | Less: Unamortised Upfront Fee | (12.64) | 1,719.08 | (27.94) | 1,972.06 |
| | 10.30% p.a. repayable by 31.12.2026 (16 Quarterly installments starting from 31.03.2023 and ending on 31.12.2026) | | | | |
| | V. Term Loan from Punjab & Sind Bank | 199.74 | | 1,666.02 | |
| | Less: Unamortised Upfront Fee | (1.47) | 198.27 | (14.96) | 1,651.06 |
| | 10.60% p.a. repayable by 30.09.2025 (12 Quarterly installments starting from 31.12.2022 and ending on 30.09.2025) | | | | |
| | VI. Term Loan from UCO Bank | - | | 2,500.00 | |
| | Less: Unamortised Upfront Fee | - | - | (21.56) | 2,478.44 |
| | VII. Term Loan from Canara Bank | 1,685.80 | | 2,062.50 | |
| | Less: Unamortised Upfront Fee | (5.60) | 1,680.20 | (10.74) | 2,051.76 |
| | 10.10% p.a. repayable by 03.07.2027 (12 Quarterly installments starting from 03.10.2023 and ending on 03.07.2027) | | | | |
| | VIII. Term Loan from Bank of Baroda | 148.31 | | 2,326.70 | |
| | Less: Unamortised Upfront Fee | (18.97) | 129.34 | (46.55) | 2,280.15 |
| | 10.80% p.a. repayable by 31.07.2027 (60 Monthly installments starting from 31.08.2022 and ending on 31.07.2027) | | | | |
| | IX. Term Loan from India Infrastructure Finance Company Ltd | 15,000.00 | | 15,000.00 | |
| | Less: Unamortised Upfront Fee | (61.61) | 14,938.39 | (97.42) | 14,902.58 |
| | 9.55% p.a. repayable by 25.07.2028 (12 Quarterly installments starting from 25.10.2025 and ending on 25.07.2028) | | | | |
| | X. Term Loan India Infrastructure Finance Company Ltd | 5,000.00 | | 5,000.00 | |
| | Less: Unamortised Upfront Fee | (20.53) | 4,979.47 | (32.47) | 4,967.53 |
| | 9.55% p.a. repayable by 08.03.2028 (12 Quarterly installments starting from 08.06.2025 and ending on 08.03.2028) | | | | |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

| Note No. | Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|-----------|--|-------------------------|------------------|-------------------------|------------------|
| 17 | Borrowings (Other than Debt Securities) | At Amortised Cost | | At Amortised Cost | |
| Cont | XI. Term Loan from Indian Overseas Bank | - | | 1,000.00 | |
| | Less: Unamortised Upfront Fee | - | - | (22.30) | 977.70 |
| | XII. Term Loan from Indian Bank | 4,374.82 | | - | |
| | Less: Unamortised Upfront Fee | (21.40) | 4,353.42 | - | - |
| | <i>10.20% p.a. repayable by 30.09.2028 (16 Quarterly installments starting from 31.12.2024 and ending on 30.09.2028)</i> | | | | |
| | XIII. Term Loan from SIDBI | 7,500.00 | | - | |
| | Less: Unamortised Upfront Fee | (40.88) | 7,459.12 | - | - |
| | <i>10.25% p.a. repayable by 10.03.2028 (11 Quarterly installments starting from 10.09.2025 and ending on 10.03.2028)</i> | | | | |
| | TOTAL | | 52,810.33 | | 60,388.95 |
| | Borrowings in India | | 52,810.33 | | 60,388.95 |
| | Borrowings outside India | | - | | - |

| Note No. | Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|-----------|---|-------------------------|-----------------|-------------------------|-----------------|
| 18 | Other Financial Liabilities | | | | |
| | Interest & Other Charges Accrued but not due on Borrowings | | 806.45 | | 1,775.31 |
| | Unclaimed Dividend/Unpaid dividend | | 129.51 | | 141.10 |
| | Amount Received Pending Adjustment | | 959.25 | | 666.98 |
| | Lease Liability against right to use asset | | 52.03 | | 77.28 |
| | Retention towards DSRA & Other Payables | | 152.70 | | 954.43 |
| | Liability towards Unclaimed Interest-on-Interest during Moratorium period | | - | | 10.65 |
| | TOTAL | | 2,099.94 | | 3,625.75 |

| Note No. | Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|-----------|---------------------------------|-------------------------|---------------|-------------------------|---------------|
| 19 | Provisions | | | | |
| | Provision for Employee Benefits | | 92.70 | | 75.00 |
| | Provision for Expenses | | 53.87 | | 84.06 |
| | TOTAL | | 146.57 | | 159.06 |

(₹ in lakh)

| Note No. | Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|-----------|--|-------------------------|---------------|-------------------------|--------------|
| 20 | Other Non-financial liabilities | | | | |
| | Statutory Dues | | 102.80 | | 76.09 |
| | TOTAL | | 102.80 | | 76.09 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

| Note No. | Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|----------|---|-----------------------------------|--------------------|---------------------------------|--------------------|
| 21 | Equity Share Capital | | | | |
| | Authorised Share Capital | | | | |
| | 25,00,00,000 Equity Shares (P. Y. 25,00,00,000) of Rs. 10/- each | | 25,000.00 | | 25,000.00 |
| | 25,00,00,000 Cumulative Redeemable Preference Shares (P. Y. 25,00,00,000) of Rs.10/- each | | 25,000.00 | | 25,000.00 |
| | TOTAL | | 50,000.00 | | 50,000.00 |
| | Issued, subscribed and fully paid | | | | |
| | 9,25,95,448 Equity Shares (P.Y. 9,03,72,448) of Rs. 10/- each Fully Paid Up | | 9,259.54 | | 9,037.24 |
| | TOTAL | | 9,259.54 | | 9,037.24 |
| | Reconciliation of Issued Share Capital | | | | |
| | | No of Shares | Amount | No of Shares | Amount |
| | Equity shares outstanding at the beginning of the year | 90372448 | 9,037.24 | 90372448 | 9,037.24 |
| | Issued During period | 2223000 | 222.30 | - | - |
| | Bought Back During period | - | - | - | - |
| | Equity shares outstanding at the end of the period | 92595448 | 9,259.54 | 90372448 | 9,037.24 |
| | Shareholders holding more than 5% of Shares in the company | No of Shares | % of shares | No of Shares | % of shares |
| | (a) Shri Aditya Kumar Halwasiya | 1,40,74,142 | 15.20% | 1,18,02,094 | 13.06% |
| | Shareholding of promoters/promoter group | No of Shares | % of shares | No of Shares | % of shares |
| | (a) Life Insurance Corporation of India (LICI ASM NON PAR) | 26,99,445 | 2.92% | 29,60,644 | 2.99% |
| | (b) The Oriental Insurance Co. Ltd | 8,61,527 | 0.93% | 8,61,527 | 0.95% |
| | (c) Pransatree Holding Pte Ltd.* | - | - | 37,03,700 | 4.10% |
| | Changes in Shareholding held by promoters/promoter group | % Change during the period | | % Change during the year | |
| | (a) Life Insurance Corporation of India (LICI ASM NON PAR) | | (0.07%) | | (0.29%) |
| | (b) Pransatree Holding Pte Ltd. | | (4.10%) | | (4.71%) |

* As on 31.03.2025 stands reclassified as public shareholder

(₹ in lakh)

| Note No. | Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|----------|-------------------------------|-------------------------|------------------|-------------------------|------------------|
| 22 | Other Equity | | | | |
| | Reserves and Surplus | | | | |
| | (i) Capital Reserves | | 11.55 | | 11.55 |
| | (ii) Security Premium Reserve | | 16,176.58 | | 11,451.05 |
| | (iii) General Reserve | | 33,220.04 | | 30,720.04 |
| | (iv) Retained Earnings | | 15,348.94 | | 13,988.47 |
| | SUB - TOTAL | | 64,757.11 | | 56,171.11 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

| Note No. | Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|-----------|--|-------------------------|--------------------|-------------------------|------------------|
| 22 | Other Equity | | | | |
| Cont. | Special Reserves | | | | |
| | (i) Under Section 36(1)(viii) of the Income Tax Act 1961 | | 23,727.53 | | 21,722.53 |
| | (ii) Under Section 45 IC of RBI Act, 1934 | | 22,356.48 | | 20,280.22 |
| | SUB - TOTAL | | 46,084.01 | | 42,002.75 |
| | Other Reserves | | | | |
| | (i) Equity Instruments through Other Comprehensive Income | | 1,535.91 | | 1,750.87 |
| | SUB - TOTAL | | 1,535.91 | | 1,750.87 |
| | TOTAL | | 1,12,377.03 | | 99,924.73 |
| | Reserves and Surplus | | | | |
| | (i) Capital Reserves | | | | |
| | Balance at the beginning of the year | 11.55 | | 11.55 | |
| | Add: Transfer | - | | - | |
| | Balance at the end of the period | | 11.55 | | 11.55 |
| | (ii) Security Premium Reserve | | | | |
| | Balance at the beginning of the year | 11,451.05 | | 11,531.22 | |
| | Add: Additions during period | 4,779.45 | | - | |
| | Less: Amortization of Bond/Share Issue Expenses | (53.92) | | (80.17) | |
| | Balance at the end of the period | | 16,176.58 | | 11,451.05 |
| | (iii) General Reserve | | | | |
| | Balance at the beginning of the year | 30,720.04 | | 28,220.04 | |
| | Add: Transfer | 2,500.00 | | 2,500.00 | |
| | Balance at the end of the period | | 33,220.04 | | 30,720.04 |
| | (iv) Retained Earnings | | | | |
| | Balance at the beginning of the year | 13,988.47 | | 13,055.22 | |
| | - Less: Payment of Dividend | (2,314.89) | | (2,168.94) | |
| | - Add/Less: Other Comprehensive Income directly recognised. (Remeasurement of Actuarial Gain /(Loss)) | 6.84 | | 35.95 | |
| | - Add: Reclassification of Realised gain from OCI to Reserves | (131.54) | | 23.60 | |
| | - Add: Profit for the period | 10,381.32 | | 9,110.79 | |
| | Less: Appropriations | | | | |
| | - Transfer to General Reserve | (2,500.00) | | (2,500.00) | |
| | - Transfer to Special Reserve under Section 36(1)(viii) of the Income Tax Act 1961 | (2,005.00) | | (1,746.00) | |
| | - provision Under Section 45 IC of RBI Act, 1934 | (2,076.26) | | (1,822.15) | |
| | Balance at the end of the period | | 15,348.94 | | 13,988.47 |
| | Special Reserves | | | | |
| | (i) Under Section 36(1)(viii) of the Income Tax Act 1961 | | | | |
| | Balance at the beginning of the year | 21,722.53 | | 19,976.53 | |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

| Note No. | Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|-----------|--|-------------------------|-----------|-------------------------|-----------|
| 22 | Other Equity | | | | |
| Cont. | Add: Transfer | 2,005.00 | | 1,746.00 | |
| | Less: Utilised for Write-off | - | | - | |
| | Balance at the end of the period | | 23,727.53 | | 21,722.53 |
| | (ii) Under Section 45 IC of RBI Act, 1934 | | | | |
| | Balance at the beginning of the year | 20,280.22 | | 18,458.07 | |
| | Add: Transfer | 2,076.26 | | 1,822.15 | |
| | Less: Written Back in Current period | - | | - | |
| | Balance at the end of the period | | 22,356.48 | | 20,280.22 |
| | Other Reserves | | | | |
| | Equity Instruments through Other Comprehensive Income | | | | |
| | Balance at the beginning of the year | 1,750.87 | | 1,420.62 | |
| | Add: Other Comprehensive Income (Incl DTA/(DTL)) | (346.50) | | 353.85 | |
| | Less: Reclassification of Realised gain from OCI to reserves | 131.54 | | (23.60) | |
| | Balance at the end of the period | | 1,535.91 | | 1,750.87 |

(₹ in lakh)

| Note No. | Particulars | Year ended March 31, 2025 | | | Year ended March 31, 2024 | | |
|-----------|---|--|--|---|--|--|---|
| | | On Financial Assets measured at Amortised Cost | On Financial Assets measured Through P&L | On Financial Assets measured through OCI | On Financial Assets measured at Amortised Cost | On Financial Assets measured Through P&L | On Financial Assets measured through OCI |
| 23 | Interest Income | | | | | | |
| | 1. Interest on Loans | | | | | | |
| | (a) Interest on Wholesale Loans & Advances | 19,525.17 | - | - | 17,511.85 | - | - |
| | (b) Interest on Retail Loans | 6.45 | - | - | - | - | - |
| | (c) Interest on Loans to Staff | 1.58 | - | - | 1.61 | - | - |
| | 2. Interest on Investments | | | | | | |
| | (a) Interest on investment in bonds | 344.16 | - | - | 846.68 | - | - |
| | (b) Interest on term deposit with banks | 218.22 | - | - | 524.85 | - | - |
| | (c) Interest on certificate of deposits & commercial paper | 590.24 | - | - | 639.21 | - | - |
| | 3. Interest income (due to fair valuation of security deposit) | 0.68 | - | - | 0.62 | - | - |
| | Total | 20,686.50 | - | - | 19,524.82 | - | - |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

| Note No. | Particulars | Year ended March 31, 2025 | | | Year ended March 31, 2024 | | |
|-----------|------------------------|--|--|--|--|--|--|
| | | On Financial Assets measured at Amortised Cost | On Financial Assets measured Through P&L | On Financial Assets measured through OCI | On Financial Assets measured at Amortised Cost | On Financial Assets measured Through P&L | On Financial Assets measured through OCI |
| 24 | Dividend Income | | | | | | |
| | Dividend Received | - | - | 108.53 | - | - | 108.53 |
| | Total | - | - | 108.53 | - | - | 108.53 |

| Note No. | Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|-----------|-------------------------------------|------------------------------|------------------------------|
| 25 | Fees & Commission Income | | |
| | Premium on prepayments of loan | 452.17 | 671.01 |
| | Legal fee | 58.50 | 34.00 |
| | Appraisal and Advisory fee | 918.42 | 905.71 |
| | Management fee | - | 4.02 |
| | Total | 1,429.09 | 1,614.74 |

(₹ in lakh)

| Note No. | Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|-----------|--|------------------------------|------------------------------|
| 26 | Net gain/(loss) on fair value changes | | |
| | Net Gain/(Loss) on financial instruments at fair value through profit or loss | | |
| | (i) On trading portfolio - Investments | | |
| | - Gain/(Loss) on fair valuation of Mutual Funds | - | 14.38 |
| | - Gain/(Loss) on fair valuation of Shares | 3.92 | 0.00 |
| | (ii) On non-trading portfolio - Investments | | |
| | - Gain/ (Loss) on fair valuation of security receipts | -100.42 | -0.34 |
| | Net Gain/(Loss) realised on sale of financial instruments | | |
| | (i) On trading portfolio - Investments | | |
| | - Gain/(Loss) on investment in mutual funds (debt based) | 2,393.97 | 1,819.94 |
| | - Gain/(Loss) on sale of Bonds/Debentures | 46.19 | 4.20 |
| | (ii) On non-trading portfolio - Investments | | |
| | - Gain/(Loss) on sale of Shares | 0.00 | 1.52 |
| | (iii) On financial instruments designated at fair value through profit or loss | | |
| | - Gain/ (Loss) on redemption of security receipts | 595.02 | 647.47 |
| | Total Net gain/(loss) on fair value changes | 2,938.68 | 2,487.17 |
| | Fair Value changes: | | |
| | - Realised | 3,035.18 | 2,473.13 |
| | - Unrealised | (96.50) | 14.04 |
| | Total | 2,938.68 | 2,487.17 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

| Note No. | Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|----------|-------------------------------|------------------------------|------------------------------|
| 27 | Other Operating Income | | |
| | Bad Debt Recovered | - | 450.00 |
| | Total | - | 450.00 |

| Note No. | Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|----------|--|------------------------------|------------------------------|
| 28 | Other Income | | |
| | Profit on Sale/Derecognition of Assets | 699.37 | - |
| | Miscellaneous Income | 56.76 | 18.30 |
| | Interest on Income Tax Refund | 87.37 | - |
| | Total | 843.50 | 18.30 |

(₹ in lakh)

| Note No. | Particulars | Year ended March 31, 2025 | | Year ended March 31, 2024 | |
|----------|-----------------------------------|---|---|---|---|
| | | On Financial liabilities measured at Amortised Cost | On Financial liabilities measured through P&L | On Financial liabilities measured at Amortised Cost | On Financial liabilities measured through P&L |
| 29 | Finance Cost | | | | |
| | Interest on borrowings | 6,294.30 | - | 6,152.29 | - |
| | Interest on debt securities | 3,404.29 | - | 3,552.88 | - |
| | Interest on lease liability | 6.08 | - | 7.98 | - |
| | Other Fee and charges | 18.63 | - | 48.39 | - |
| | Amortisation of Cost of Borrowing | 294.02 | - | 267.76 | - |
| | Total | 10,017.32 | - | 10,029.30 | - |

| Note No. | Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|----------|-----------------------------------|------------------------------|------------------------------|
| 30 | Employee Benefit Expenses | | |
| | Salaries & Allowances | 1,268.96 | 1,164.74 |
| | Contribution to Provident Fund | 82.93 | 75.64 |
| | Contribution for Gratuity | 21.38 | 22.07 |
| | Contribution for Leave Encashment | 19.07 | -11.24 |
| | Staff Welfare Expenses & Others | 17.94 | 18.38 |
| | Total | 1,410.28 | 1,269.59 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

| Note No. | Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|-----------|--|------------------------------|------------------------------|
| 31 | Depreciation & Amortisation | | |
| | Building (NBCC Plaza) | 26.75 | 26.68 |
| | Furniture & Fixture | 1.95 | 1.49 |
| | Office Equipment | 4.32 | 6.33 |
| | Electricals | 1.32 | 1.32 |
| | Computers | 20.73 | 45.50 |
| | Computer Software | 9.01 | 12.62 |
| | Right of Use Assets | 19.18 | 19.32 |
| | Total | 83.26 | 113.26 |

(₹ in lakh)

| Note No. | Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|-----------|---|------------------------------|------------------------------|
| 32 | Other Expenses | | |
| | Rent Rates & Taxes | 12.02 | 7.51 |
| | Office Upkeep & Maintenance | 141.37 | 121.69 |
| | Insurance Premium | 36.29 | 30.60 |
| | Electricity charges | 5.21 | 4.42 |
| | Travelling and Conveyance | 142.07 | 121.24 |
| | Printing and Stationery | 6.31 | 7.85 |
| | Postage, Telephone and Internet | 33.97 | 36.53 |
| | Advertisement & Publicity | 57.21 | 32.56 |
| | Books & Periodicals | 15.92 | 14.18 |
| | Membership and Subscription | 3.46 | 6.85 |
| | Directors Sitting Fee | 122.37 | 111.51 |
| | Board Meeting Expenses | 23.76 | 17.67 |
| | AGM Expenses | 2.40 | 4.61 |
| | Registrar & Transfer Agent Fee | 8.92 | 7.42 |
| | Listing Fee | 9.32 | 10.39 |
| | Rating Fees | 44.69 | 28.51 |
| | Audit Fee | 15.49 | 11.21 |
| | Legal and Professional Charges | 276.61 | 214.46 |
| | Training Expenses | 11.67 | 0.88 |
| | Miscellaneous Expenses | 3.44 | 2.30 |
| | Loss on Sale of Fixed Assets | - | 0.33 |
| | Corporate Social Responsibility(CSR) Expenses | 220.77 | 211.42 |
| | Total | 1,193.27 | 1,004.14 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

| Note No. | Particulars | As at March 31, 2025 | As at March 31, 2024 |
|-----------|---|-------------------------|-------------------------|
| 33 | Provisions, Contingent Liabilities and Contingent Assets (Ind AS - 37) | | |
| a) | Contingent Liabilities: | | |
| | Income Tax | 132.20 | 600.47 |
| | Total | 132.20 | 600.47 |

Contingent liabilities not provided for where order of CIT(Appeals)/ITAT, in similar matters, in previous years, are in favour of TFCI.

5 cases are filed against TFCI which are pending in Hon'ble Courts/Tribunals/Forums. Based on merits, no liability is likely to arise on TFCI.

(₹ in lakh)

| | | | |
|-----------|---------------------------|-----|-----|
| b) | Contingent Assets: | | |
| | Contingent Assets | Nil | Nil |

| | |
|-----------|--|
| 34 | Effects of changes in Foreign Exchange Rates (Ind AS - 21) : NIL (PY-NIL) |
|-----------|--|

(₹ in lakh)

| | | | |
|-----------|--|---------------------------------|---------------------------------|
| 35 | Employee Benefits (IND AS - 19) | | |
| | The summarized position of various defined benefits recognized in the Statement of Profit & Loss, Other Comprehensive Income (OCI) and Balance Sheet & other disclosures. | | |
| | Summary of membership data (Gratuity & Leave Encashment) | As at March 31, 2025 | As at March 31, 2024 |
| | Number of Regular employees | 38 | 33 |
| | Total Monthly Salary for gratuity | 48.90 | 48.91 |
| | Total Monthly Salary for leave encashment | 104.39 | 88.27 |
| | Total Monthly Salary for leave availment | 104.39 | 88.27 |
| | Average Past Service (in Years) | 14.30 | 16.87 |
| | Average Age of Employees (in Years) | 45.28 | 46.63 |
| | Average remaining working life (in Years) | 14.72 | 13.37 |
| | Leave balance considered on valuation date (No's) | 2,161 | 2186 |
| | Weighted average duration of PBO (in Years) | 11.90 | 10.90 |

(₹ in lakh)

| Balances of defined benefit obligation | | | | |
|---|---------------------------------|-----------------------------|---------------------------------|-----------------------------|
| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
| | Gratuity | Leave Encashment | Gratuity | Leave Encashment |
| Defined Benefit Obligation | 539.05 | 244.88 | 534.52 | 221.13 |
| Fair Value of Plan Assets | 595.06 | 237.18 | 603.48 | 232.34 |
| Net Defined Benefit Assets/(Liabilities) | 56.01 | (7.70) | 68.96 | 11.21 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

| Movement in present value of defined benefit obligation | | | | |
|--|-------------------------|---------------------|-------------------------|---------------------|
| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
| | Gratuity | Leave Encashment | Gratuity | Leave Encashment |
| Defined benefit obligation at the beginning of the year | 534.52 | 221.13 | 510.82 | 217.45 |
| Interest Cost | 38.54 | 15.94 | 37.50 | 15.96 |
| Service Cost | 26.35 | 30.51 | 26.03 | 23.60 |
| Benefits Paid | (49.45) | (11.36) | - | - |
| Total actuarial loss/(gain) on obligation | (10.91) | (11.34) | (39.83) | (35.88) |
| Defined benefit obligation at the end of the year | 539.05 | 244.88 | 534.52 | 221.13 |

(₹ in lakh)

| Movement in fair value of plan asset | | | | |
|--|-------------------------|---------------------|-------------------------|---------------------|
| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
| | Gratuity | Leave Encashment | Gratuity | Leave Encashment |
| Fair value of plan assets at the beginning of the year | 603.47 | 232.34 | 564.80 | 208.14 |
| Actuarial return on the plan assets | 39.44 | 16.08 | 37.57 | 14.92 |
| Mortality charges | - | 0.12 | - | - |
| Recovered from fund | - | - | - | - |
| Employer contribution | 1.60 | - | 1.10 | 9.28 |
| Benefit paid | (49.45) | (11.36) | - | - |
| Fair value of plan assets at end of year | 595.06 | 237.18 | 603.47 | 232.34 |

(₹ in lakh)

| Amount Recognized in Statement of Profit and Loss | | | | |
|--|-------------------------|---------------------|-------------------------|---------------------|
| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
| | Gratuity | Leave Encashment | Gratuity | Leave Encashment |
| Current service cost | 26.35 | 30.51 | 26.03 | 23.60 |
| Past Service Cost including Curtailment loss/gain | - | - | - | - |
| Gain or loss on non-routine settlement | - | - | - | - |
| Service Cost | 26.35 | 30.51 | 26.03 | 23.60 |
| Net interest cost | (4.97) | (0.81) | (3.96) | 0.68 |
| Net actuarial (gain) / loss recognized in the period | - | (10.66) | - | (35.52) |
| Adhoc Benefits Paid* | - | - | - | - |
| Cost Recognized in P&L | 21.38 | 19.04 | 22.07 | (11.24) |

*Paid as per employment contract



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

| Amount recognized in Other Comprehensive Income (OCI) | | | | |
|---|-------------------------|---------------------|-------------------------|---------------------|
| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
| | Gratuity | Leave Encashment | Gratuity | Leave Encashment |
| Net cumulative unrecognised actuarial gain/(loss) - opening balance | - | - | - | - |
| Actuarial gain/(loss) for the year on PBO | 10.91 | - | 39.83 | - |
| Actuarial gain /(loss) for the year on Asset | (4.07) | - | (3.88) | - |
| Unrecognised actuarial gain/(loss) at the end of the year | 6.84 | - | 35.95 | - |

Sensitivity Analysis

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

(₹ in lakh)

| Assumptions | | | | |
|--|-------------------------|---------------------|-------------------------|---------------------|
| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
| | Gratuity | Leave Encashment | Gratuity | Leave Encashment |
| Present Value of Obligation at the end of the period | 539.04 | 244.88 | 534.51 | 221.13 |
| Impact due to increase of 0.50% in discount rate | (37.55) | (8.08) | (32.52) | (7.95) |
| Impact due to decrease of 0.50 % in discount rate | 34.22 | 8.63 | 31.86 | 8.42 |
| Impact due to increase of 0.50% in salary | 34.85 | 8.55 | 31.90 | 8.39 |
| Impact due to decrease of 0.50 % in salary | (37.56) | (8.09) | (33.56) | (7.98) |

(₹ in lakh)

| Actuarial Assumption | | | | |
|-------------------------|--------------------------------|---------------------|--------------------------------|---------------------|
| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
| | Gratuity | Leave Encashment | Gratuity | Leave Encashment |
| Method used | Projected Unit Credit (PUC) | | Projected Unit Credit (PUC) | |
| Discount rate | 6.80% | 6.80% | 7.21% | 7.21% |
| Rate of salary increase | 7.00% | 7.00% | 7.00% | 7.00% |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in lakh)

| Maturity Profile of Defined Benefit Obligation | | | | |
|--|-------------------------|---------------------|-------------------------|---------------------|
| Year of payment | As at March 31, 2025 | | As at March 31, 2024 | |
| | Gratuity | Leave Encashment | Gratuity | Leave Encashment |
| 0 to 1 Year | 14.24 | 9.07 | 13.82 | 8.19 |
| 1 to 2 Year | 95.11 | 53.64 | 9.75 | 6.11 |
| 2 to 3 Year | 58.42 | 16.67 | 79.38 | 40.82 |
| 3 to 4 Year | 30.12 | 4.11 | 55.77 | 15.41 |
| 4 to 5 Year | 84.24 | 35.69 | 29.08 | 4.43 |
| 5 to 6 Year | 35.40 | 16.14 | 78.76 | 30.31 |
| 6 Year onwards | 221.52 | 109.56 | 267.96 | 115.86 |

| Category of investment in Plan assets | | | | |
|---------------------------------------|--------------------------------|---------------------|-------------------------|---------------------|
| Category of Investment | As at March 31, 2025 | | As at March 31, 2024 | |
| | Gratuity | Leave Encashment | Gratuity | Leave Encashment |
| | % of fair value of plan assets | | | |
| Funds Managed by Insurer | 100% | 100% | 100% | 100% |

36 Operating Segments (Ind AS - 108)

- a) Based on the "Management Approach" as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the performance and allocates resources based on an analysis of various performance indicators by business segments. The Managing Director (MD) has been identified as CODM. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual business segment, and are as set out in the significant accounting policies.
- b) The company operates in a single segment namely "Financing and Investment Activities" taking into account the different risks and returns, the organisational structure and the internal reporting systems.
- c) **Entity-Wide Disclosures-**
- (i) **Information about major customers**
The company is not reliant on single customer for revenue and hence revenue from no single external customer amounts to 10 per cent or more of an entity's revenues.
- (ii) **Geographical Information**
Geographical Locationwise details of Non Current Assets and Revenue from Customers.

(₹ in lakh)

| Particulars | Geographical Location - INDIA | |
|------------------------------------|-------------------------------|----------------|
| | March 31, 2025 | March 31, 2024 |
| 1. Revenue from External Customers | 25,162.80 | 24,185.26 |
| 2. Non Current Assets | | |
| (A) Property Plant & Equipment | 1,324.78 | 1,379.23 |
| (A) Loans & Advances (Gross) | 1,69,356.60 | 1,58,892.35 |

**NOTES FORMING PART OF FINANCIAL STATEMENTS****(iii) Revenue from Major Products**

Revenue from external customers for each product and service are as follow:-

(₹ in lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|-----------------|------------------------------|------------------------------|
| Interest Income | 20,686.50 | 19,524.82 |

Company is in the business of financing primarily to entities engaged mainly in tourism sector and derives its major revenue from interest on loans to such entities.

37 Earning Per Share (Ind AS - 33)**a) Basic EPS**

(₹ in lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|------------------------------|------------------------------|
| Net Profit Attributable to Equity Shareholders | 10,381.32 | 9,110.79 |
| Weighted Average Number of Equity Shares (No's) | 9,25,95,448 | 9,03,72,448 |
| Basic Earning Per Share (Face Value Rs.10/- each) | 11.21 | 10.08 |

b) Diluted EPS

(₹ in lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|------------------------------|------------------------------|
| Net Profit Attributable to Equity Shareholders (Rs. in lakh) | 10,381.32 | 9,110.79 |
| Weighted Average Number of Equity Shares (No's) | 9,25,95,448 | 9,03,72,448 |
| Diluted Earning Per Share (Face Value Rs.10/- each) | 11.21 | 10.08 |

38 Dividends (Ind AS - 10)

- a) The Board of Directors have recommended dividend of Rs.3.00/-per share (30%) for the Financial Year 2024-25 subject to its approval by shareholders in forthcoming AGM.

(₹ in lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|------------------------------|------------------------------|
| Net Profit for the Period | 10,381.32 | 9,110.79 |
| Dividend Paid During Year | 2,314.89 | 2,168.94 |
| Equity Shares (No's) | 9,25,95,448 | 9,03,72,448 |
| Dividend Per Share (Face Value Rs.10/- each) | 2.50 | 2.40 |
| Dividend(as % of per equity share) | 25.00% | 24.00% |



NOTES FORMING PART OF FINANCIAL STATEMENTS

39 Related Part Disclosure (Ind AS -24)

(a) List of Related Party and their Relationship

| Sr. No. | Name | Relationship | Related Party During | |
|--------------------------------------|--|---|----------------------|------------|
| | | | FY 2024-25 | FY 2023-24 |
| - Directors & Key Managerial Persons | | | | |
| 1 | Dr. S. Ravi | Non-Executive Chairman | ✓ | ✓ |
| 2 | Shri Parkash Chand | Non-Executive Director (Representing LIC of India) w.e.f 20.9.2023 | ✓ | ✓ |
| 3 | Shri Bapi Munshi | Independent Director | ✓ | ✓ |
| 4 | Mrs.Thankom T Mathew | Independent Director | ✓ | ✓ |
| 5 | Shri Ashok Kumar Garg | Independent Director (w.e.f 20.5.2023) | ✓ | ✓ |
| 6 | Shri Deepak Amitabh | Independent Director (w.e.f 6.7.2024) | ✓ | - |
| 7 | Dr. Mahabaleshwara MS | Independent Director (w.e.f 6.7.2024) | ✓ | - |
| 8 | Shri Aditya Kumar Halwasiya | Non-Executive Director (w.e.f 6.7.2024) and held >10% of Equity Shares during the immediate preceding financial year. | ✓ | - |
| 9 | Shri Anoop Bali | Managing Director (w.e.f 17.5.2024) and Chief Financial Officer | ✓ | ✓ |
| 10 | Shri G.D. Mundra | Non-Executive Director (upto 5.4.2024) | ✓ | ✓ |
| 11 | Shri Koppara Sajeeve Thomas | Promoter Group (upto 12.12.2024) & Director (upto 28.3.2024) | - | ✓ |
| 12 | Shri Rajesh Kumar Dubey | Non-Executive Director (Representing LIC of India) upto 23.6.2023 | - | ✓ |
| 13 | Shri Sanjay Ahuja | Company Secretary | ✓ | ✓ |
| - Other Related Parties | | | | |
| 1 | Billmart Fintech Pvt. Ltd. | Company with Common Director | ✓ | ✓ |
| 2 | S.Ravi Financial Management Services Pvt. Ltd. | Company with Common Director | ✓ | ✓ |
| 3 | Xander Advisors India Pvt. Ltd. | Company with Common Director (w.e.f 14.1.2025) | ✓ | - |
| 4 | Ebixcash Ltd. (earlier know as Ebixcash Pvt. Ltd.) | Company with Common Director (upto 19.2.2024) | - | ✓ |
| 5 | Abhay Capital Services Pvt. Ltd. | Director relative is Member/Director | ✓ | ✓ |
| 6 | Abhay Financial Consultancy Pvt. Ltd. | Director relative is Member/Director | ✓ | ✓ |
| 7 | Camcann Smart Systems Technology Pvt. Ltd. | Director relative is Member/Director (w.e.f 6.5.2023) | ✓ | ✓ |
| 8 | Ravi Rajan Consultancy Pvt. Ltd. | Director relative is Member/Director | ✓ | ✓ |
| 9 | Fidas Tech Pvt. Ltd. | Director relative is Member/Director | ✓ | ✓ |
| 10 | Drishya Education Scholarship Foundation | Director relative is Member/Director | ✓ | ✓ |
| 11 | Benzai10 Investment Ventures Pvt Ltd | Director relative is Member/Director | ✓ | ✓ |
| 12 | Rules Sports Tech Pvt Ltd | Director relative is Member/Director (w.e.f 8.11.2024) | ✓ | - |
| 13 | Fiducrest Advisors IFSC LLP | Director relative is Partner (w.e.f 2.7.2024) | ✓ | - |



NOTES FORMING PART OF FINANCIAL STATEMENTS

| Sr. No. | Name | Relationship | Related Party During | |
|---------|--|---|----------------------|------------|
| | | | FY 2024-25 | FY 2023-24 |
| 14 | Harper Partner 1 (AOP) | Director relative is Member/Director | ✓ | ✓ |
| 15 | Ravi Rajan & Co. LLP | Director relative is Partner | ✓ | ✓ |
| 16 | AAR & Co. | Director relative is Partner | ✓ | ✓ |
| 17 | CSI Leasing India Pvt. Ltd. | Company with Common Director (w.e.f. 20.5.2023) | ✓ | ✓ |
| 18 | Aeries Financial Technologies Pvt Ltd. | Company with Common Director (w.e.f. 26.8.2024) | ✓ | - |
| 19 | Udupi Sri Adamaru Math Education Council | Director is member of the Trust (w.e.f 6.7.2024) | ✓ | - |
| 20 | Samskritha Bharathi Karnataka Trust | Director is President of the Trust (w.e.f 6.7.2024) | ✓ | - |
| 21 | Cupid Limited | Company with Common Director (w.e.f 6.7.2024) and Director/his relatives holds >2% of Equity Shares | ✓ | - |
| 22 | Universal Petro-Chemicals Limited | Company with Common Director (w.e.f 6.7.2024) and Director/his relatives holds >2% of Equity Shares | ✓ | - |
| 23 | Olka Technologies (OPC) Pvt. Ltd. | Company with Common Director (w.e.f 6.7.2024) | ✓ | - |
| 24 | MM Halwasiya Charitable Trust | Director is Trustee (w.e.f 6.7.2024) | ✓ | - |
| 25 | Bangur Trading Pvt. Ltd. | Company with Common Director (upto 5.4.2024) | ✓ | ✓ |
| 26 | Revenue Trading Pvt Ltd. | Company with Common Director (upto 5.4.2024) | ✓ | ✓ |
| 27 | Bluediamond Infrastructure & Reality Pvt. Ltd. | Director relatives are Member/Director (upto 5.4.2024) | ✓ | ✓ |
| 28 | Goldenlife Investments | Director is Partner (upto 5.4.2024) | ✓ | ✓ |
| 29 | Mundra Agro Farm | Director is Partner (upto 5.4.2024) | ✓ | ✓ |
| 30 | Bluechip Investment | Director is Partner (upto 5.4.2024) | ✓ | ✓ |
| 31 | Good Investments | Director relatives are Partner (upto 5.4.2024) | ✓ | ✓ |
| 32 | Surftube Developers LLP | Director relatives are Partner (upto 5.4.2024) | ✓ | ✓ |
| 33 | Rishita Trading LLP | Director relatives are Partner (upto 5.4.2024) | ✓ | ✓ |
| 34 | Mytemple Capital Advisors LLP | Director relatives are Partner (upto 5.4.2024) | ✓ | ✓ |
| 35 | Kiansh Mundra Trust | Director is Trustee (upto 5.4.2024) | ✓ | ✓ |
| 36 | Shivaan Anant Trust | Director is Trustee (upto 5.4.2024) | ✓ | ✓ |
| 37 | Dharmishta Aditya Trust | Director is Trustee (upto 5.4.2024) | ✓ | ✓ |
| 38 | Calibrium Capital (IFSC) Pvt Ltd | Company with Common Director (w.e.f 16.9.2023 upto 28.3.2024) | - | ✓ |
| 39 | Mynvax Pvt. Ltd. | Director is Member (upto 28.3.2024) | - | ✓ |
| 40 | LICI ASM NON PAR | Promoter | ✓ | ✓ |
| 41 | The Oriental Insurance Co. Ltd | Promoter | ✓ | ✓ |
| 42 | Pransatree Holdings Pte Limited | Promoter Group (upto 12.12.2024) | ✓ | ✓ |
| 43 | Rajasthan Global Securities Pvt.Ltd. | Held >10% of Equity Shares during the immediate preceding FY (upto 15.01.2024) | - | ✓ |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(b) Transactions with Related Parties

(₹ in Lakh)

| Sr. No. | Name | Nature of Transaction | FY 2024-25 | FY 2023-24 |
|---------|-------------------|------------------------------|------------|------------|
| 1 | Shri Anoop Bali | Salary including perquisites | 165.32 | 126.37 |
| 2 | Shri Sanjay Ahuja | Salary including perquisites | 65.32 | 59.11 |

Note : The remuneration of KMP have been considered as per Form 16.

(c) Closing Balances with related Parties

(₹ in Lakh)

| Sr. No. | Name | Nature | FY 2024-25 | FY 2023-24 |
|---------|-------------------|-----------------------------|------------|------------|
| 1 | Shri Anoop Bali | Gratuity & Leave Encashment | 99.57 | 76.30 |
| 2 | Shri Sanjay Ahuja | Gratuity & Leave Encashment | 50.65 | 46.04 |

(d) Details of Loans Granted to directors, senior officers and relatives of directors

| | | | | |
|---|---------------------------|--|-----|-----|
| 1 | Loans granted during year | | Nil | Nil |
|---|---------------------------|--|-----|-----|

40 Leases (Ind AS 116)

1. Description of Leases

The Company's significant leasing arrangements is in respect of leases of premises for office use in Mumbai. The tenure of lease arrangements is for 3 years ending on 28th February 2028. Under lease arrangement, refundable interest-free security deposit of Rs.9.00 lakh has been provided to the Lessor. The company has applied the incremental borrowing rate to lease liabilities recognised in the balance sheet at the date of initial application.

2. Maturity analysis of lease liabilities

The tables below shows the company's financial liabilities into relevant maturity groupings based on their contractual maturities for undiscounted cash flows.

(₹ in Lakh)

| Maturity analysis –contractual undiscounted cash flows | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Up to 30/31 Days | 1.64 | 1.89 |
| Over 1 months -2 months | 1.64 | 1.89 |
| Over 2 months -3 months | 1.64 | 1.89 |
| Over 3 months - upto 6 months | 4.91 | 5.67 |
| Over 6 months -upto 1 year | 9.89 | 11.58 |
| Over 1 year & up to 3 years | 40.52 | 49.33 |
| Over 3 & up to 5 years | - | 20.31 |
| Over 5 years | - | - |
| Total undiscounted lease liabilities as at 31 March | 60.24 | 92.56 |
| Lease liabilities included in the statement of financial position | 52.03 | 77.28 |
| Current | 13.64 | 16.35 |
| Non-Current | 38.39 | 60.93 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

3. Amounts recognised in profit or loss

(₹ in Lakh)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|--|-------------------------|-------------------------|
| Interest on lease liabilities | 6.08 | 7.98 |
| Variable lease payments not included in the measurement of lease liabilities | - | - |
| Income from sub-leasing right-of-use assets | - | - |
| Expenses relating to short-term leases | 3.27 | 3.06 |
| Depreciation charge for right-of-use assets by class of underlying asset; | 19.18 | 19.32 |

4. Amounts recognised in the statement of cash flows

(₹ in Lakh)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|-------------------------------|-------------------------|-------------------------|
| Total cash outflow for leases | 34.60 | 24.89 |

5. Amounts recognised in the Balance Sheet

(₹ in Lakh)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|-------------------------|-------------------------|
| Recognition of Lease Liability - Gross | 52.03 | 96.51 |
| Recognition of Rights of Use Assets - Gross | 52.03 | 96.51 |

41 Fair Value Measurement (IND AS - 113)

Financial instrument by category

(₹ in Lakh)

| A. | Particulars | As at March 31, 2025 | | | | |
|----|-------------------------------------|----------------------|---|---------------------------|----------|--------------------|
| | | At Amortised Cost | At Fair Value | | At Cost | Total |
| | | | Through Other Comprehensive Income* | Through profit or loss | | |
| | Financial assets | | | | | |
| | Cash and cash equivalents | 14,067.04 | - | - | - | 14,067.04 |
| | Bank balances other than (i) above | 133.26 | - | - | - | 133.26 |
| | Other receivables | 3.38 | - | - | - | 3.38 |
| | Loans & Advances (net of provision) | 1,65,570.10 | - | - | - | 1,65,570.10 |
| | Loan to employees | 17.28 | - | - | - | 17.28 |
| | Investment in debt securities | 19,838.30 | - | - | - | 19,838.30 |
| | Investment in equity securities | - | 2,009.20 | 3.92 | - | 2,013.12 |
| | Investment in security receipts | - | - | 4,048.53 | - | 4,048.53 |
| | Other financial assets | 1,236.35 | - | - | - | 1,236.35 |
| | Total financial assets | 2,00,865.71 | 2,009.20 | 4,052.45 | - | 2,06,927.36 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakh)

| A. | Particulars | As at March 31, 2025 | | | |
|----|---|----------------------|-------------------------------------|------------------------|--------------------|
| | | At Amortised Cost | At Fair Value | | Total |
| | | | Through Other Comprehensive Income* | Through profit or loss | |
| | Financial liabilities | | | | |
| | Payables | - | - | - | - |
| | Debt Securities | 33,430.45 | - | - | 33,430.45 |
| | Borrowings (other than debt securities) | 52,810.33 | - | - | 52,810.33 |
| | Other financial liabilities | 2,099.94 | - | - | 2,099.94 |
| | Total financial liabilities | 88,340.72 | - | - | 88,340.72 |
| | Financial assets | | | | |
| | Cash and cash equivalents | 3,209.61 | - | - | 3,209.61 |
| | Bank balances other than (i) above | 145.35 | - | - | 145.35 |
| | Other receivables | 4.75 | - | - | 4.75 |
| | Loans & Advances | 1,55,569.52 | - | - | 1,55,569.52 |
| | Loan to employees | 17.56 | - | - | 17.56 |
| | Investment in debt securities | 22,086.81 | - | 11,014.38 | 33,101.19 |
| | Investment in equity securities | - | 2,617.28 | - | 2,617.28 |
| | Investment in security receipts | - | - | 10,399.54 | 10,399.54 |
| | Other financial assets | 1,013.74 | - | - | 1,013.74 |
| | Total financial assets | 1,82,047.34 | 2,617.28 | 21,413.92 | 2,06,078.54 |
| | Financial liabilities | | | | |
| | Payables | - | - | - | - |
| | Debt Securities | 37,377.22 | - | - | 37,377.22 |
| | Borrowings (other than debt securities) | 60,388.95 | - | - | 60,388.95 |
| | Other financial liabilities | 3,625.75 | - | - | 3,625.75 |
| | Total financial liabilities | 1,01,391.92 | - | - | 1,01,391.92 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakh)

| B. | Particulars | March 31, 2025 | | March 31, 2024 | |
|----|--|---|-------------------------------------|---|-------------------------------------|
| | | Fair value at the date of derecognition | Cumulative gain or loss on disposal | Fair value at the date of derecognition | Cumulative gain or loss on disposal |
| | Shell Inn International Pvt. Ltd. (Sale of Shares) | 297.21 | 138.31 | 54.81 | 25.13 |
| | Total | 297.21 | 138.31 | 54.81 | 25.13 |

41 Fair value hierarchy

C (i). Financial Instruments Measured and Recognised at Fair Value (FVTOCI & FVTPL).

(₹ in Lakh)

| Particulars | Amount at Fair Value | | | | | | Valuation Techniques & Significant Inputs |
|---|----------------------|----------|-----------------|----------------------|----------|------------------|---|
| | As at March 31, 2025 | | | As at March 31, 2024 | | | |
| | Level 1 | Level 2 | Level 3 | Level 1 | Level 2 | Level 3 | |
| I. FINANCIAL ASSETS | | | | | | | |
| Financial Investments at FVTOCI | | | | | | | |
| - Investment in Equity Instruments (refer foot note of Note No.7) | - | - | 2,009.20 | - | - | 2,617.28 | Fair value ascertained based on Book Value/Market Value of Securities |
| Financial Investments at FVTPL | | | | | | | |
| - Investment in Debt Securities | - | - | - | - | - | - | - Open Market Settlement Rate |
| - Investment in Equity Instruments | 3.92 | - | - | - | - | - | - Share Market Quoted Price |
| - Investment in Security Receipts | - | - | 4,048.53 | - | - | 10,399.54 | NAV Declared by SR Trust/ Stage-3 ECL Rate of respective asset class |
| - Investment in Mutual Funds | - | - | - | 11,014.38 | - | - | - NAV Declared by Mutual fund |
| TOTAL | 3.92 | - | 6,057.73 | 11,014.38 | - | 13,016.82 | |
| II. FINANCIAL LIABILITIES | - | - | - | - | - | - | - |
| TOTAL | - | - | - | - | - | - | |

C (ii). Financial Assets and Liabilities Measured at Amortised Cost.

| Particulars | Amount at Amortised Cost | | | | | | Valuation Techniques & Significant Inputs |
|---------------------------------|--------------------------|---------|-------------|----------------------|---------|-------------|---|
| | As at March 31, 2025 | | | As at March 31, 2024 | | | |
| | Level 1 | Level 2 | Level 3 | Level 1 | Level 2 | Level 3 | |
| I. FINANCIAL ASSETS | | | | | | | |
| - Loan to Companies/LLP | - | - | 1,65,570.10 | - | - | 1,55,569.52 | Effective Interest Rate (EIR). |
| - Loan to Employees | - | - | 17.28 | - | - | 17.56 | NPV at SBI Rate for Perquisite. |
| - Investment in Debt Securities | - | - | 19,838.30 | - | - | 22,086.81 | Effective Interest Rate (EIR). |
| TOTAL | - | - | 1,85,425.68 | - | - | 1,77,673.89 | |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakh)

| Particulars | Amount at Amortised Cost | | | | | | Valuation Techniques & Significant Inputs |
|--|--------------------------|---------|-----------|----------------------|---------|-----------|---|
| | As at March 31, 2025 | | | As at March 31, 2024 | | | |
| | Level 1 | Level 2 | Level 3 | Level 1 | Level 2 | Level 3 | |
| II. FINANCIAL LIABILITIES | | | | | | | |
| - Debt securities | - | - | 33,430.45 | - | - | 37,377.22 | Effective Interest Rate (EIR). |
| - Borrowings(other than debt securities) | - | - | 52,810.33 | - | - | 60,388.95 | Effective Interest Rate (EIR). |
| TOTAL | - | - | 86,240.78 | - | - | 97,766.17 | |

Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value are observable and significance to the inputs to the fair value measurement in its entirety, which are described as follows

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at measurement date.

- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

- Level 3 inputs for the asset or liability that are not based on observable market data (unobservable inputs) that the Company can access at measurement date.

C (iii). Table showing Carrying Value and Fair Value of all Financial Assets and Liabilities.

(₹ in Lakh)

| Particulars | As at March 31, 2025 | | As at March 31, 2024 | |
|--|----------------------|--------------------|----------------------|--------------------|
| | Carrying Value | Fair Value | Carrying Value | Fair Value |
| I. FINANCIAL ASSETS | | | | |
| - Cash & cash equivalent | 14,200.30 | 14,200.30 | 3,354.96 | 3,354.96 |
| - Receivables | 3.38 | 3.38 | 4.75 | 4.75 |
| - Loans & advances | 1,69,373.88 | 1,69,352.81 | 1,58,909.91 | 1,58,852.51 |
| - Investments | 25,060.98 | 25,899.95 | 45,292.46 | 46,118.01 |
| - Other Financial Assets | 1,238.58 | 1,236.35 | 1,016.02 | 1,013.74 |
| TOTAL | 2,09,877.12 | 2,10,692.79 | 2,08,578.10 | 2,09,343.97 |
| II. FINANCIAL LIABILITIES | | | | |
| - Payables | - | - | - | - |
| - Debt securities | 33,474.00 | 33,430.45 | 37,474.00 | 37,377.22 |
| - Borrowings(other than debt securities) | 53,134.55 | 52,810.33 | 60,830.22 | 60,388.95 |
| - Other financial liabilities | 2,099.94 | 2,099.94 | 3,625.75 | 3,625.75 |
| TOTAL | 88,708.49 | 88,340.72 | 1,01,929.97 | 1,01,391.92 |

The carrying amount of the cash & cash equivalent, receivables, payables, Other financial assets (except in case of security deposit given for lease) & other financial liabilities are considered as their fair values due to their short term nature.

**NOTES FORMING PART OF FINANCIAL STATEMENTS****42 Financial Risk Management**

Associated Risk to Company and its Management

| Risk | Exposure on which arise | Measurement | Managment |
|------------------------------|---|----------------------------------|---|
| Credit risk | Cash and cash equivalents, trade receivables, financial asset measured at amortised cost. | Aging analysis Credit ratings | Diversification of bank deposits, credit limits, credit rating review, hypothecation of assets, Maintaining adequate cash and cash equivalent |
| Liquidity risk | Borrowings and other liabilities | Rolling cash flow forecasts | Availability of committed credit lines and borrowing facilities |
| Market risk- interest rate | Long-term borrowings at variable rates | Sensitivity analysis | Company has taken the loan at competitive market rates |
| Market risk- security prices | Investment in equity securities and debt instruments | Sensitivity analysis | Portfolio diversification |

(A) Credit risk

- i. The company manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties and for geographical and industry concentrations, and by monitoring exposures in relation to such limits.

ii Significant estimates and judgements**Impairment of financial assets:-**

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the company's history for past 10 years, existing market conditions as well as forward looking estimates at the end of each reporting period.

Company has adopted policy to recognise impairment loss (ECL) in books and has categorized all loans, in tourism & non-tourism segments based on nature of substantive security, in three stages:

Stage-1 – Standard Assets (with no overdues or default upto 30 days)

Stage-2 – Standard Assets (with overdues between 31 days to 90 days)

Stage-3 – Non-Performing Assets / Restructured Assets - Credit impaired.

ECL is calculated based on past ten years data as follows:-

$ECL = \text{Exposure at Default} \times \text{Probability of Default (PD)} \times \text{Loss given default (LGD)}$

Probability of Default (PD):

Stage-1: $\frac{\text{No of Borrowers moving to Stage-3}}{\text{Total No of Borrowers}} \times \text{Loan Exposure (in \% terms)}$

Stage-2: $\frac{\text{No of Borrowers moving to Stage-3}}{\text{Total No of Borrowers in Stage-2}} \text{ (in \% terms)}$

Stage-3: 100% (Since default has already incurred)

Loss given Default: $\frac{LGD = 1 - (PV \text{ Recovery} - \text{Cost of recovery})}{\text{Exposure at Default}} \text{ (in \% terms)}$

Where PV recovery is the sum of discounted cash flows of the recovery made (discounted at weighted average cost of borrowings).

It is presumed that there is increase in credit risk whenever past dues exceed 30 days, however the presumption is rebuttable if there are sufficient at supportable information that demonstrates that the credit risk has not increased despite past overdues exceeding 30 days but less than 60 days, such as availability of tangible security, confirmed availability of buyer/auction price for exceeding the value of the loan asset. All such cases are reviewed by the Audit Committee of the Board before finalisation.

Further, Wherever the management believes that there is increase in credit risk, the Company may provide additional ECL over and above the stagewise ECL requirement.



NOTES FORMING PART OF FINANCIAL STATEMENTS

iii Analysis of risk concentration

The following table shows the risk concentration of the Company's loans.

(₹ in Lakh)

| Particulars | March 31, 2025 | March 31, 2024 |
|--------------------------------|----------------|----------------|
| Gross Loans to companies | 1,69,356.60 | 1,58,892.35 |
| Mortgage & Assets backed loans | 1,69,356.60 | 1,58,892.35 |

Collateral and other credit enhancements

The amount and type of collateral required depends on an assessment of the credit risk of the counterparty. Guidelines are in place covering the acceptability and valuation of each type of collateral.

The main types of collateral obtained are, as follows:

- For project lending to hotel/other tourism sector, Exclusive/Pari-passu charge on project assets alongwith mortgage of land and building and hypothecation of movables.
- For manufacturing lendings, the security cover by means of charge on net fixed assets/project assets of the borrower company should be atleast 1.5 times or by way of charge on collateral immovable assets based on distress sale value. Management monitors the market value of collateral and will request additional collateral in accordance with the underlying agreement.
- Government Guarantee on lending under ECLGS to tourism and non-tourism sectors.

(₹ in Lakh)

| Loan to Value (LTV) range | March 31, 2025 | March 31, 2024 |
|---------------------------|----------------|----------------|
| Above 100% Coverage | 1,69,356.60 | 1,58,892.35 |

(B) Liquidity risk

Liquidity is the risk that suitable sources of funding for Company's business activities may not be available. The Company's objective is to maintain optimum level of liquidity to meet its cash requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It also maintains adequate sources to finance its short term and long term fund requirement such as overdraft facility and Long term borrowing through domestic market.

(i) Financing arrangements

The company had access to the following undrawn borrowing facilities at the end of the reporting period:

(₹ in Lakh)

| Particulars | March 31, 2025 | March 31, 2024 |
|--|----------------|----------------|
| Floating rate | | |
| - Expiring within one year (bank overdraft and other facilities) | 11,000.00 | 13,500.00 |

Company has term loan & cash credit facility from banks at floating rate of interest.

(ii) Maturity profile of financial liabilities

The tables below analyse the company's financial liabilities into relevant maturity groupings based on their contractual maturities for: all non-derivative financial liabilities for which the contractual maturities are essential for an understanding of the timing of the cash flows:-

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant :-



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakh)

| Particulars | Contractual maturities of financial liabilities | | | | | |
|---------------------------------|---|-------------------|------------------|------------------|-------------------|------------------|
| | March 31, 2025 | | | March 31, 2024 | | |
| | Bank Borrowings | Market Borrowings | Total | Bank Borrowings | Market Borrowings | Total |
| 1 day to 30/31 days (one month) | - | - | - | 2,769.20 | - | 2,769.20 |
| Over one month to 2 months | - | - | - | - | - | - |
| Over 2 months upto 3 months | 3,312.50 | - | 3,312.50 | - | - | - |
| Over 3 months to 6 months | 4,381.54 | - | 4,381.54 | 1,360.00 | - | 1,360.00 |
| Over 6 months to 1 year | 8,363.60 | 15,974.00 | 24,337.60 | 5,833.33 | 4,000.00 | 9,833.33 |
| Over 1 year to 3 years | 33,957.93 | 10,000.00 | 43,957.93 | 38,015.98 | 15,974.00 | 53,989.98 |
| Over 3 years to 5 years | 3,118.98 | - | 3,118.98 | 12,851.70 | 10,000.00 | 22,851.70 |
| Over 5 years | - | 7,500.00 | 7,500.00 | - | 7,500.00 | 7,500.00 |
| Total | 53,134.55 | 33,474.00 | 86,608.55 | 60,830.22 | 37,474.00 | 98,304.22 |

(C) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk :- interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings.

(i) Cash flow and fair value interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the long term loans with floating interest rates. The Company manages its interest rate risk according to its Board approved Interest Rate Risk Management policy'. Market interest rate risk is mitigated by proper review of market conditions, factors etc.

The company's borrowings are carried at amortised cost.

The fixed costs borrowings are not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(a) Interest rate risk exposure

The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows :-

(₹ in Lakh)

| Particulars | March 31, 2025 | March 31, 2024 |
|--------------------------|------------------|------------------|
| Variable rate borrowings | 53,134.55 | 60,830.22 |
| Fixed rate borrowings | 33,474.00 | 37,474.00 |
| Total borrowings | 86,608.55 | 98,304.22 |

(b) Sensitivity

Profit is sensitive to change in interest rates. The impact of change on profit is as below (holding other variables constant):-

(₹ in Lakh)

| Particulars | 0.50% increase in rates | | 0.50% decrease in rates | |
|--|-------------------------|----------------|-------------------------|-----------------|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Impact on Cost (on Borrowings) | (265.67) | (304.15) | 265.67 | 304.15 |
| Impact on Earnings (on Standard Loans) | 815.95 | 772.63 | (815.95) | (772.63) |
| Increase/(decrease) in Profit | 550.28 | 468.48 | (550.28) | (468.48) |



NOTES FORMING PART OF FINANCIAL STATEMENTS

iii Price risk

(a) Exposure

The company's exposure to equity securities price risk arises from investments held by the company and classified in the balance sheet either as fair value through OCI or at fair value through profit or loss

To manage its price risk arising from investments in equity securities, the company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the company

(b) Sensitivity

Company has insignificant investment in indexed linked equity and also there is no significant change in movement in last two years. Hence, sensitivity not required to be disclosed.

Profit for the period would increase/decrease as a result of gains/losses on equity securities classified as fair value through profit or loss. Other components of equity would increase/decrease as a result of gains/losses on equity instrument classified as fair value through other comprehensive income.

43 Capital Management (Ind AS -1)

The primary objective of the Company's capital management policy is to ensure compliance with regulatory capital requirements. In line with this objective, the Company ensures adequate capital at all times and manages its business in a way in which capital is protected, satisfactory business growth is ensured, cash flows are monitored, borrowing covenants are honoured and ratings are maintained.

Regulatory capital-related information is presented as part of the RBI mandated disclosures. The RBI norms require capital to be maintained at prescribed levels. In accordance with such norms, Tier I capital of the company comprises of share capital, share premium, reserves and perpetual debt, Tier II capital comprises of subordinated debt and provision on loans that are not credit-impaired. There were no changes in the capital management process during the periods presented.

44 Tax Expense (Ind AS - 12)

(i) Movement of Deferred Tax

(₹ in Lakh)

| Particulars | Net balance as at April 1, 2024 | Recognised in statement of profit and loss | Recognised in OCI | Net balance as at March 31, 2025 |
|---|---------------------------------|--|-------------------|----------------------------------|
| Deferred Tax Asset | | | | |
| a) Allowance for doubtful debts and advances | 640.22 | 98.03 | - | 738.25 |
| b) Allowance for diminution in value of investments | 258.98 | (76.38) | (269.85) | (87.25) |
| Deferred Tax Liabilities | | | | |
| a) Depreciation | (209.89) | (26.09) | - | (235.98) |
| Total | 689.31 | (4.44) | (269.85) | 415.02 |

(ii) Tax recognised in Statement of Profit and Loss

(₹ in Lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--------------------|---------------------------|---------------------------|
| Current Income Tax | 2,465.00 | 2,230.00 |
| Deferred Tax (Net) | 4.44 | 87.58 |
| Total | 2,469.44 | 2,317.58 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(iii) Reconciliation of income tax expense at tax rate applicable to tax expenses recognised.

(₹ in Lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|------------------------------|------------------------------|
| Profit before tax | 12,802.17 | 11,387.27 |
| Applicable Income Tax Rate u/s 115BAA | 25.17% | 25.17% |
| Income Tax at Applicable Tax Rates | 3,222.31 | 2,866.18 |
| Adjustments | | |
| - Deductions/adjustments as per Income Tax Act | (757.31) | (636.18) |
| Income Tax expense recognised in P&L | 2,465.00 | 2,230.00 |
| Actual effective Tax Rate | 19.25% | 19.58% |

45 Approval of Financial Statements (Ind AS - 10)

These financial statements are approved by the Board of Directors and authorized for issue on May 9, 2025

46 Recent Accounting Pronouncements (Ind AS - 8) :

No New/Amended Standard have been issued which will have any impact on the financial statement of the company.

47 Non-current Assets Held for Sale (Ind AS - 105) : NIL

48 Revenue from Contracts with Customers (Ind AS - 115)

Component wise revenue of Company

(₹ in Lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|------------------------------|------------------------------|
| Interest Income | 20,686.50 | 19,524.82 |
| Dividend Income | 108.53 | 108.53 |
| Fees and Commission Income | 1,429.09 | 1,614.74 |
| Net gain on fair value changes on investments | 2,938.68 | 2,487.17 |
| Other Operating Income | - | 450.00 |
| TOTAL | 25,162.80 | 24,185.26 |

49 Maturity Analysis of Assets & Liabilities (Ind AS - 1)

(₹ in Lakh)

| Particulars | Note No. | As at March 31, 2025 | | As at March 31, 2024 | |
|---|-------------|----------------------|-------------|----------------------|-------------|
| | | Current | Non Current | Current | Non Current |
| ASSETS | | | | | |
| (1) Financial Assets | | | | | |
| (i) Cash and cash equivalents | 3 | 14,067.04 | - | 3,209.61 | - |
| (ii) Bank balances other than (i) above | 4 | 129.51 | 3.75 | 141.10 | 4.25 |
| (iii) Receivables | 5 | | | - | |
| - Other Receivables | | 3.38 | - | 4.75 | - |
| (iv) Loans & Advances | 6 | 34,317.61 | 1,31,269.77 | 30,666.60 | 1,24,920.48 |
| (v) Investments | 7 | 19,597.32 | 6,302.63 | 34,046.29 | 12,071.72 |
| (vi) Other financial assets | 8 | 1,225.05 | 11.30 | 1,001.47 | 12.27 |
| | | 69,339.91 | 1,37,587.45 | 69,069.82 | 1,37,008.72 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakh)

| Particulars | Note No. | As at March 31, 2025 | | As at March 31, 2024 | |
|--|----------|----------------------|--------------------|----------------------|--------------------|
| | | Current | Non Current | Current | Non Current |
| (2) Non-Financial Assets | | | | | |
| (i) Current tax assets (Net) | 9 | 1,050.55 | 337.61 | -0.00 | 1,604.14 |
| (ii) Deferred tax assets (Net) | 10 | - | 415.02 | 0.06 | 689.25 |
| (iii) Property, Plant and Equipment | 11 | - | 1,315.00 | - | 1,360.44 |
| (iv) Other Intangible Assets | 12 | - | 9.78 | - | 18.79 |
| (v) Right of Use Assets | 13 | - | 52.18 | - | 72.83 |
| (vi) Other non-financial assets | 14 | 116.93 | 2.23 | 231.72 | 2.28 |
| | | 1,167.48 | 2,131.82 | 231.78 | 3,747.73 |
| (3) Assets classified as held for sale | | - | - | 530.99 | - |
| TOTAL ASSETS | | 70,507.39 | 1,39,719.27 | 69,832.59 | 1,40,756.45 |
| LIABILITIES AND EQUITY | | | | | |
| (1) Financial Liabilities | | | | | |
| (i) Payables | | | | | |
| - Other Payables | 15 | - | - | - | - |
| total outstanding dues of creditors other than micro enterprises and small enterprises | | | | | |
| (ii) Debt Securities | 16 | 15,930.45 | 17,500.00 | 3,903.22 | 33,474.00 |
| (iii) Borrowings (Other than Debt Securities) | 17 | 15,733.42 | 37,076.91 | 9,521.27 | 50,867.68 |
| (iv) Other financial liabilities | 18 | 1,932.04 | 167.90 | 3,423.72 | 202.03 |
| | | 33,595.91 | 54,744.81 | 16,848.21 | 84,543.71 |
| (2) Non-Financial Liabilities | | | | | |
| (i) Provisions | 19 | 146.57 | - | 159.06 | - |
| (ii) Other Non-financial liabilities | 20 | 102.80 | - | 76.09 | - |
| | | 249.37 | - | 235.15 | - |
| (3) Equity | | | | | |
| (i) Equity Share Capital | 21 | - | 9,259.54 | - | 9,037.24 |
| (ii) Other Equity | 22 | - | 1,12,377.03 | - | 99,924.73 |
| | | - | 1,21,636.57 | - | 1,08,961.97 |
| TOTAL LIABILITIES AND EQUITY | | 33,845.28 | 1,76,381.38 | 17,083.36 | 1,93,505.68 |

50 The additional information required to be disclosed vide RBI norms - as certified by the management

1 Rating Assigned By Credit Rating Agencies for the Bonds/Borrowings of TFCI

| | |
|--|---|
| - Acuite Rating & Research Ltd | ACUITE A+ (reaffirmed vide letter dated 11.03.2025) |
| - Brickworks Ratings (India) Pvt. Ltd. | BWR A+ (reaffirmed vide letter dated 29.07.2024) |
| - CARE Ratings Ltd (CARE) | CARE A (reaffirmed vide letter dated 21.08.2024) |
| - Infomerics Valuation & Rating Ltd | IVR A+ (assigned vide letter dated 25.03.2025) |

Migration : NIL

2 No Penalty is levied by any regulator during the year.

**NOTES FORMING PART OF FINANCIAL STATEMENTS****3 Capital & Analytical Ratios**

(₹ in Lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|------------------------------|------------------------------|
| i) CRAR (%) | 69.70% | 59.05% |
| ii) CRAR - Tier I Capital (%) | 69.18% | 58.50% |
| iii) CRAR - Tier II Capital (%) | 0.52% | 0.55% |
| iv) Amount of Subordinate debt raised as Tier-II Capital | Nil | Nil |
| v) Amount raised by issue of perpetual debt instruments | Nil | Nil |
| vi) Liquidity Coverage Ratio | 1592.41% | 157.15% |

4 Investments

- TFCI does not hold any Investments Outside India

(₹ in Lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|------------------------------|------------------------------|
| 1) Value of Investments | | |
| (a) Gross Value of Investments | 25,060.98 | 45,292.46 |
| (b) Fair Value Changes(Net) | 838.97 | 825.55 |
| (c) Net Value of Investments | 25,899.95 | 46,118.01 |
| 2) Movement in fair value changes of Investments (Net) | | |
| (a) Opening Balance | 825.55 | 144.46 |
| (b) Add: Increase in Value | 425.43 | 1,302.86 |
| (c) Less: Decrease in Value | (412.01) | (621.77) |
| (d) Closing Balance | 838.97 | 825.55 |

5 Derivatives

| | | |
|---|-----|-----|
| Exposure to Derivative Instruments/Products | Nil | Nil |
|---|-----|-----|

6 Acquisition/Sale/Assignment of Loan Exposure**A. Details of SPVs Sponsored for Securitisation of Assets**

| | | |
|----------------|-----|-----|
| SPVs Sponsored | Nil | Nil |
|----------------|-----|-----|

B. Details of loans acquired during the year (Loans not in default).

(₹ in Lakh)

| | | |
|---|------------|-----------|
| Aggregate principal outstanding of loans acquired | 47,666.18 | 19,136.79 |
| Aggregate consideration paid | 47,666.18 | 19,136.79 |
| Weighted average residual tenor of loans acquired | 10.8 Years | 6.7 Years |

C. Details of Financial Assets (NPA) transferred to Asset Reconstruction Company.

(₹ in Lakh)

| | | |
|---|----------|-----------|
| No. of Accounts transferred | 1 | 3 |
| Aggregate Principal Outstanding of loan transferred | 1,239.76 | 13,181.57 |
| Weighted Average Residual Tenure of the Loans transferred | 5 Years | 8.5 Years |
| Net Book Value the Loans transferred | 865.36 | 10,858.51 |
| Aggregate consideration | 1,400.00 | 13,170.00 |
| Additional consideration realized in respect of accounts transferred in earlier years | Nil | Nil |



NOTES FORMING PART OF FINANCIAL STATEMENTS

D. Details of Assignment transaction undertaken

(₹ in Lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|------------------------------|------------------------------|
| No. of Accounts assigned | Nil | Nil |
| Aggregate value (net of provisions) of accounts assigned | Nil | Nil |
| Aggregate consideration | Nil | Nil |
| Aggregate gain / loss over net book value | Nil | Nil |

E. Details of Non-performing financial assets purchased/sold

| | | |
|--|-----|-----|
| 1) Non-performing financial assets purchased | Nil | Nil |
| 2) Non-performing financial assets sold | Nil | Nil |

7 Exposures

A. Exposure to Real Estate Sector (Direct)

(₹ in Lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|------------------------------|------------------------------|
| 1) Residential Mortgage | Nil | Nil |
| 2) Commercial Real Estate | | |
| - Lending secured by mortgage on commercial real estate | 14,893.77 | 14,372.57 |
| - lending in mortgage backed securities & other exposure | - | - |

B. Exposure to Capital Market (Gross)

| | | |
|---|----------|----------|
| direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt; | 698.13 | 1,091.26 |
| advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds; | Nil | Nil |
| advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security; | 5,260.00 | Nil |
| advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances; | Nil | Nil |
| secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers; | Nil | Nil |
| loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources; | Nil | Nil |
| bridge loans to companies against expected equity flows / issues; | Nil | Nil |
| all exposures to Venture Capital Funds (both registered and unregistered) | Nil | Nil |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakh)

| | | |
|--|----------|----------|
| Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds | Nil | Nil |
| Financing to stockbrokers for margin trading | Nil | Nil |
| All exposures to Alternative Investment Funds: | | |
| (i) Category I | | |
| (ii) Category II | Nil | Nil |
| (iii) Category III | | |
| Total exposure to capital market | 5,958.13 | 1,091.26 |

8 Additional Disclosures**8.1 Breakup of Provision & Contingencies shown under the head expenditure in profit & loss account**

(₹ in Lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|------------------------------|------------------------------|
| 1) Provision for Expected Credit Loss / NPA | 500.00 | 400.00 |
| 2) Provision Made towards Income Tax (Net) | 2,416.41 | 2,188.90 |
| 3) Other Provision and Contingencies (Deferred Tax Liability) | 4.44 | 87.58 |

8.2 Concentration of Advances and NPAs.**8.2.1 Concentration of Advances.**

| | | |
|---|-------------|-------------|
| 1) Total Advances to Twenty Large Borrowers | 1,23,987.38 | 1,14,938.34 |
| 2) Percentage of Advances to Twenty Large Borrowers | 73.21% | 72.34% |

8.2.2 Concentration of NPAs.

| | | |
|--|----------|----------|
| 1) Total Exposure to Top Four NPA Accounts | 5,449.01 | 4,365.94 |
|--|----------|----------|

8.2.3 Sectoral Exposure.**1. Tourism Sector**

| | | |
|-------------------|-------------|-----------|
| a) Total Exposure | 1,10,265.21 | 96,831.42 |
| b) Gross NPA | 2,408.18 | 4,365.94 |
| c) Gross NPA % | 2.18% | 4.51% |

2. Manufacturing

| | | |
|-------------------|-----------|-----------|
| a) Total Exposure | 23,978.29 | 32,178.83 |
| b) Gross NPA | Nil | Nil |
| c) Gross NPA % | Nil | Nil |

3. Service Sector

| | | |
|-------------------|-----------|-----------|
| a) Total Exposure | 14,959.33 | 12,251.00 |
| b) Gross NPA | 3,040.83 | Nil |
| c) Gross NPA % | 20.33% | Nil |

4. Other Sector

| | | |
|-------------------|-----------|-----------|
| a) Total Exposure | 20,153.77 | 17,631.10 |
| b) Gross NPA | Nil | Nil |
| c) Gross NPA % | Nil | Nil |



NOTES FORMING PART OF FINANCIAL STATEMENTS

8.2.4 Intragroup Exposure

(₹ in Lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---------------------|------------------------------|------------------------------|
| Intragroup Exposure | Nil | Nil |

8.3 Movement of NPAs.

(₹ in Lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|------------------------------|------------------------------|
| 1) Net NPAs to Net Advances (%) | 1.64% | 1.53% |
| 2) Movement of Gross NPAs | | |
| (a) Opening Balance | 4,365.94 | 6,361.92 |
| (b) Add: Addition During Year | 5,204.83 | 14,421.33 |
| (c) Less: Write-off During Year | - | 319.65 |
| (d) Less: Upgradation, assignment & Recovery During Year | 4,121.76 | 16,097.66 |
| (e) Closing Balance | 5,449.01 | 4,365.94 |
| 3) Movement of Net NPAs | | |
| (a) Opening Balance | 2,396.40 | 4,784.42 |
| (b) Add: Addition During Year | 3,030.84 | 680.49 |
| (c) Less: Write-off, Upgradation & Recovery During Year | 2,702.78 | 3,068.51 |
| (d) Closing Balance | 2,724.46 | 2,396.40 |
| 4) Movement in Provision for ECL (incl NPA/Stage-3 accounts) | | |
| (a) Opening Balance | 3,265.43 | 3,806.51 |
| (b) Add: Provision made during the year | 500.00 | 400.00 |
| (c) Less: Loans & Investments Written off during the year | - | 319.65 |
| (d) Less: Utilised for provision on Security Receipts | - | 621.43 |
| (e) Closing Balance | 3,765.43 | 3,265.43 |

On successful auction of secured asset of a NPA under SARFAESI Act, initial payment of Rs. 718.00 lakh recovered has been appropriated as recovery in NPA.

8.4 Loans and advances availed (including interest due thereon but not paid)

| Particulars | Outstanding | Overdue | Outstanding | Overdue |
|-------------------------------|-------------|---------|-------------|---------|
| Debentures (Bonds) | | | | |
| - Secured | 15,974.00 | Nil | 19,974.00 | Nil |
| - Unsecured | 17,500.00 | Nil | 17,500.00 | Nil |
| Deferred Credits | Nil | Nil | Nil | Nil |
| Term Loans, WCDL/CC & FCNR(B) | 53,134.55 | Nil | 60,830.22 | Nil |
| Inter Corporate Deposits | Nil | Nil | Nil | Nil |
| Commercial Papers | Nil | Nil | Nil | Nil |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakh)

8.5 Break-up of Loans and Advances including bills receivables (Net of provision).

| Particulars | Amount Outstanding | Amount Outstanding |
|--------------|--------------------|--------------------|
| a) Secured | 1,65,587.38 | 1,55,587.08 |
| b) Unsecured | - | - |

8.6 Break up of Leased Assets and stock on hire and other assets counting towards AFC activities : NIL

8.7 Break-up of Investments (Net of Provision)

(₹ in Lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|------------------------------|------------------------------|
| Investment in Debt securities | | |
| - at amortised cost | 19,838.30 | 22,086.81 |
| - at fair value through P&L | - | 11,014.38 |
| Investment in Equity Instruments | | |
| - at fair value through OCI | 2,009.20 | 2,617.28 |
| - at fair value through P&L | 3.92 | - |
| Investment in Other approved securities | | |
| - at fair value through P&L | 4,048.53 | 10,399.54 |
| Total Investment | 25,899.95 | 46,118.01 |

8.8 Borrower group-wise classification of assets financed as in (8.5) and (8.6) above

| Particulars | Amount (Net of Provision) | | | Amount (Net of Provision) | | |
|--------------------------------|---------------------------|-----------|-------------|---------------------------|-----------|-----------|
| | Secured | unsecured | Total | Secured | unsecured | Total |
| i) Related Parties | | | | | | |
| - Subsidiaries | Nil | Nil | Nil | Nil | Nil | Nil |
| - Companies in Same Group | Nil | Nil | Nil | Nil | Nil | Nil |
| - Other Related Parties | Nil | Nil | Nil | Nil | Nil | Nil |
| ii) Other than Related Parties | 1,65,587.38 | Nil | 1,65,587.38 | 155587.08 | Nil | 155587.08 |

8.9 Investor group-wise classification of all investments in shares and securities (Both Quoted & Unquoted)

| Particulars | Market value/ Break up value or Fair Value or NAV | Book Value (Net of Specific provision) | Market value/ Break up value or Fair Value or NAV | Book Value (Net of Specific provision) |
|--------------------------------|---|--|---|--|
| i) Related Parties | | | | |
| - Subsidiaries | Nil | Nil | Nil | Nil |
| - Companies in Same Group | Nil | Nil | Nil | Nil |
| - Other Related Parties | Nil | Nil | Nil | Nil |
| ii) Other than Related Parties | 25,899.95 | 25,060.98 | 46,118.01 | 45,292.46 |
| TOTAL | 25,899.95 | 25,060.98 | 46,118.01 | 45,292.46 |

8.10 Other Information

| | | |
|--|----------|----------|
| i) Gross Non-Performing Assets | | |
| - Related parties | Nil | Nil |
| - Other than related parties | 5,449.01 | 4,365.94 |
| ii) Net Non-Performing Assets | | |
| - Related parties | Nil | Nil |
| - Other than related parties | 2,724.46 | 2,396.40 |
| iii) Assets acquired in satisfaction of debt | Nil | Nil |



NOTES FORMING PART OF FINANCIAL STATEMENTS

8.11 Complaints Received & Resolved

A. Customer & Investor Complaints

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---|------------------------------|------------------------------|
| a) No. of complaints pending at the beginning of the year | Nil | Nil |
| b) No. of complaints received during the year | 53 | 44 |
| c) No. of complaints redressed during the year | 53 | 44 |
| d) No. of complaints rejected during the year | Nil | Nil |
| e) No. of complaints pending at the end of the year | Nil | Nil |

B. Complaints received from Office of Ombudsman

| | | |
|--|-----|-----|
| a) No. of maintainable complaints received during the year | Nil | 3 |
| b) No. of complaints resolved in favour | Nil | 3 |
| c) No. of complaints resolved through conciliation/mediation/ advisories | Nil | Nil |
| d) No. of complaints resolved after passing of Awards by Office of Ombudsman against the Company | Nil | Nil |
| e) No. of Awards unimplemented within the stipulated time | Nil | Nil |

C. Ground of Complaints received

| | | |
|-----------------------|------|---|
| 1) Loans and advances | N.A. | 3 |
|-----------------------|------|---|

8.12 Disclosure on Flexible Structuring of Existing Loans : NIL

8.13 Disclosure on MSME Restructured Loans

As per RBI Circular No.DBR.BP.BC.18/21.04.048/2018-19 dated 1st January 2019 and extended guidelines for the same vide RBI Circular No. DOR.No.BP.BC.34/21.04.048/2019-20 dated February 11, 2020 and again extended guidelines for the same vide RBI Notification No. DOR.No.BP.BC.4/21.04.048/2020-21 dated August 6, 2020 on "One-time MSME restructuring", the details of MSME restructured accounts as on 31st March, 2025 are as under

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|-----------------------------|-------------------------|-------------------------|
| No of Accounts Restructured | Nil | 1 |
| Amount (Rs. In Lakh) | Nil | 2,235.00 |

8.14 Disclosures on Liquidity Risk

8.14.1 Funding concentration based on significant counterparty

(₹ in Lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|-----------------------------------|------------------------------|------------------------------|
| No. of Significant Counterparties | 17 | 16 |
| Amount | 72,470.50 | 78,914.22 |
| % of Total Deposit | N.A. | N.A. |
| % of total Liabilities | 81.80% | 77.65% |



NOTES FORMING PART OF FINANCIAL STATEMENTS

8.14.2 Top 20 large deposits

Not applicable. The Company being a Middle Layer Non-Deposit taking Non-Banking Financial Company registered with Reserve Bank of India does not accept public deposit.

8.14.3 Top 10 Borrowings

(₹ in Lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|-----------------------|------------------------------|------------------------------|
| Amount | 64,470.50 | 69,878.20 |
| % of total Borrowings | 65.58% | 71.08% |

8.14.4 Funding concentration based on significant instrument/product

(₹ in Lakh)

| Name of the instrument/product | Amount | % of Total Liabilities | Amount | % of Total Liabilities |
|---|-----------|---------------------------|-------------|---------------------------|
| 1. Secured Non-Convertible Debentures | 15,974.00 | 18.03% | 19,974.00 | 19.65% |
| 2. Unsecured Non- Convertible Debentures | 17,500.00 | 19.75% | 17,500.00 | 17.22% |
| 3. Term Loans from Bank/FI | 53,134.55 | 59.98% | 60,830.22 | 59.86% |
| 4. Working Capital Limit/WCDL | - | 0.00% | - | 0.00% |
| Total Borrowings | 86,608.55 | 97.76% | 98,304.22 | 96.73% |
| Total Liabilities (Total Liabilities - Equity & other Equity) | 88,590.09 | | 1,01,627.07 | |

8.14.5 Stock Ratios

(₹ in Lakh)

| Particulars | as a % of total | | | as a % of total | | |
|--|-----------------|-------------|--------|-----------------|-------------|--------|
| | public fund | liabilities | assets | public fund | liabilities | assets |
| Commercial Paper | - | - | - | - | - | - |
| Non-convertible Debentures (Original maturity of less than one year) | - | - | - | - | - | - |
| Other Short term liabilities | 39.66% | 38.77% | 16.34% | 17.80% | 17.21% | 8.31% |

8.14.6 Institutional Set Up for Liquidity Risk Management

The Liquidity Risk management of the Company is governed by the Liquidity Risk Management Framework and Asset & Liability Management(ALM) Policy approved by the Board. The Board of Directors of the Company has the overall responsibility for management of liquidity risk. The Board decides the strategy, policies and procedures to manage liquidity risk in accordance with the liquidity risk tolerance/limits approved by it. The Risk Management Committee of Directors (RMCD) is responsible for evaluating the overall risks faced by the company including liquidity risks. The Asset Liability Management Committee (ALCO) is responsible for ensuring adherence to the liquidity risk tolerance/limit set by the Board as well as implementing the liquidity risk management strategy. The role of ALCO with respect to liquidity risk includes, inter alia, decision on desired maturity profile and mix of incremental assets and liabilities, responsibilities and controls for managing liquidity risk and overseeing the liquidity positions at an entity level.



NOTES FORMING PART OF FINANCIAL STATEMENTS

9 Details of Restructured & Negotiated Settlement Accounts
As at March 31, 2025

(₹ in Lakh)

| S. No | Type of Restructuring Assets Classification | Under CDR Mechanism | | | | Others | | | | Total | | | |
|-------|--|---------------------|--------------|----------|------|--------|----------|--------------|----------|-------|----------|----------|--------------|
| | | Standard | Sub-Standard | Doubtful | Loss | Total | Standard | Sub-Standard | Doubtful | Loss | Total | Standard | Sub-Standard |
| | Details | | | | | | | | | | | | |
| 1 | Restructured Accounts as on 01.04.2024 | - | - | - | - | - | 1 | - | - | - | 1 | 1 | - |
| | Amount Outstanding | - | - | - | - | - | 2,235.00 | - | - | - | 2,235.00 | 2,235.00 | - |
| | Provision Thereon | - | - | - | - | - | 202.27 | - | - | - | 202.27 | 202.27 | - |
| 2 | Fresh restructuring during the year | - | - | - | - | - | - | - | - | - | - | - | - |
| | Amount Outstanding | - | - | - | - | - | - | - | - | - | - | - | - |
| | Provision Thereon | - | - | - | - | - | - | - | - | - | - | - | - |
| 3 | Upgradations to restructured standard | - | - | - | - | - | - | - | - | - | - | - | - |
| | Amount Outstanding | - | - | - | - | - | - | - | - | - | - | - | - |
| | Provision Thereon | - | - | - | - | - | - | - | - | - | - | - | - |
| 4 | Restructured standard advances which cease to attract higher provisioning and / or additional risk weight at the end of the FY and hence need not be shown as restructured standard advances at the beginning of the next FY | - | - | - | - | - | 1 | - | - | - | 1 | 1 | - |
| | Amount Outstanding | - | - | - | - | - | 2,235.00 | - | - | - | 2,235.00 | 2,235.00 | - |
| | Provision Thereon | - | - | - | - | - | 202.27 | - | - | - | 202.27 | 202.27 | - |
| 5 | Downgradations of restructured accounts during the FY | - | - | - | - | - | - | - | - | - | - | - | - |
| | Amount Outstanding | - | - | - | - | - | - | - | - | - | - | - | - |
| | Provision Thereon | - | - | - | - | - | - | - | - | - | - | - | - |
| 6 | Write-offs of restructured accounts during the FY | - | - | - | - | - | - | - | - | - | - | - | - |
| | Amount Outstanding | - | - | - | - | - | - | - | - | - | - | - | - |
| | Provision Thereon | - | - | - | - | - | - | - | - | - | - | - | - |
| 7 | Restructured Accounts as on March 31 of the FY (closing figure) | - | - | - | - | - | - | - | - | - | - | - | - |
| | Amount Outstanding | - | - | - | - | - | - | - | - | - | - | - | - |
| | Provision Thereon | - | - | - | - | - | - | - | - | - | - | - | - |



NOTES FORMING PART OF FINANCIAL STATEMENTS

10 Details of Provision as per Ind AS 109 & RBI - IRACP Norms

(₹ in Lakh)

| Asset Classification as per RBI Norms | Asset classification as per Ind AS 109 | Gross Carrying Amount as per Ind AS | Loss Allowances (Provisions) as required under Ind AS 109 | Net Carrying Amount | Provisions required as per IRACP norms | Difference between Ind AS 109 provisions and IRACP norms |
|---|--|-------------------------------------|---|---------------------|--|--|
| (1) | (2) | (3) | (4) | (5)=(3)-(4) | (6) | (7) = (4)-(6) |
| Performing Assets | | | | | | |
| Standard | Stage 1 | 1,62,555.59 | 901.72 | 1,61,653.87 | 725.98 | 175.74 |
| | Stage 2 | 1,352.00 | 139.10 | 1,212.90 | 5.41 | 133.69 |
| Sub total | | 1,63,907.59 | 1,040.82 | 1,62,866.77 | 731.39 | 309.43 |
| Non-Performing Assets (NPA) | | | | | | |
| Sub standard | Stage 3 | 3,040.83 | 1,284.14 | 1,756.69 | 953.85 | 330.29 |
| Doubtful - up to 1 year | Stage 3 | - | - | - | - | - |
| 1 to 3 years | Stage 3 | 2,408.18 | 1,440.47 | 967.71 | 288.08 | 1,152.39 |
| More than 3 years | Stage 3 | - | - | - | - | - |
| Sub total for doubtful | | 5,449.01 | 2,724.61 | 2,724.40 | 1,241.93 | 1,482.68 |
| Loss | Stage 3 | - | - | - | - | - |
| Sub total for NPA | | 5,449.01 | 2,724.61 | 2,724.40 | 1,241.93 | 1,482.68 |
| Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms | Stage 1 | - | - | - | - | - |
| | Stage 2 | - | - | - | - | - |
| | Stage 3 | - | - | - | - | - |
| Sub total | | - | - | - | - | - |
| Total | Stage 1 | 1,62,555.59 | 901.72 | 1,61,653.87 | 725.98 | 175.74 |
| | Stage 2 | 1,352.00 | 139.10 | 1,212.90 | 5.41 | 133.69 |
| | Stage 3 | 5,449.01 | 2,724.61 | 2,724.40 | 1,241.93 | 1,482.68 |
| | Total | 1,69,356.60 | 3,765.43 | 1,65,591.17 | 1,973.32 | 1,792.11 |

Note:

In terms of the requirement as per RBI notification no. RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020 on Implementation of Indian Accounting Standards, NBFCs are required to create an impairment reserve for any shortfall in impairment allowances under Ind AS 109 and IRACP norms (including provision on standard assets). The impairment allowances under Ind AS 109 made by the Company exceeds the total provision required under IRACP as at March 31, 2025 and accordingly, no amount is required to be transferred to impairment reserve.



NOTES FORMING PART OF FINANCIAL STATEMENTS

11 Asset Liability Management Maturity pattern of certain items of assets and liabilities (As at March 31, 2025)

(₹ in Lakh)

| Particulars | 1 day to 30/31 days (one month) | Over one month to 2 months | Over 2 months upto 3 months | Over 3 months to 6 months | Over 6 months to 1 year | Over 1 year to 3 years | Over 3 years to 5 years | Over 5 years | Total |
|-------------------------|---------------------------------|----------------------------|-----------------------------|---------------------------|-------------------------|------------------------|-------------------------|--------------|-------------|
| Liabilities | | | | | | | | | |
| - Borrowings from banks | - | - | 3,312.50 | 4,381.54 | 8,363.60 | 33,957.93 | 3,118.98 | - | 53,134.55 |
| - Market Borrowings | | | | | 15,974.00 | 10,000.00 | - | 7,500.00 | 33,474.00 |
| Assets | | | | | | | | | |
| - Advances | 7,072.43 | 4,397.83 | 1,410.44 | 6,917.58 | 18,288.55 | 37,239.82 | 28,118.95 | 65,911.00 | 1,69,356.60 |
| - Investments | 4,962.03 | 13,798.66 | | | | | | 6,302.63 | 25,063.32 |

51 Commitments

(₹ in Lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|---------------------|---------------------------|---------------------------|
| Capital Commitments | Nil | Nil |

52 There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2025. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

53 Corporate Social Responsibility(CSR)

(i) Corporate Social Responsibility (CSR) Expenditure

(₹ in Lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|--|---------------------------|---------------------------|
| Gross amount required to be spent by the company | 220.77 | 211.42 |
| Amount spent during the period on | | |
| i) Construction / acquisition of any assets | - | - |
| ii) On purposes other than (i) above | 220.77 | 211.42 |
| Total | 220.77 | 211.42 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(ii) Details of Expenditure on Corporate Social Responsibility(CSR)

(₹ in Lakh)

| CSR Project/Activity | Outlay & Spent | |
|---|------------------------------|------------------------------|
| | Year ended March 31, 2025 | Year ended March 31, 2024 |
| SayTrees Environmental Trust towards plantation of 5000 saplings in Asola Bhatti Wildlife Sanctuary bordering Delhi, Gurugram and Faridabad. | 9.00 | - |
| Army Wives Welfare Association to support grants/benefits for the armed forces veterans, war widows and their dependents | 10.00 | - |
| Narayan Seva Sansthan to support the Divyang to stand at their own feet by distributing 100 Artificial Limbs to the needy people. | 10.00 | - |
| Sneh Social Welfare Foundation to support for therapy equipment for Special Needs Children studying in the Holy Heart Special School in Delhi. | 5.00 | - |
| The Union South-East Asia towards supporting Arrest Cancer Program – a program to create awareness on prevention, treatment, recovery and longevity for cancer through early detection drive, nutrition & yoga camps. | 8.04 | - |
| V Care Foundation towards cancer patient care support programs by procuring wigs, confidence bags, stoma bags, bra prosthesis, sanitary pads for menstrual hygiene. | 8.00 | - |
| Responsible Tourism Society of India towards supporting Green Cover Expansion through Afforestation in Himalayan Region of Uttarakhand. | 2.32 | - |
| The Akshaya Patra Foundation to support (i) Mid-Day Meal Programme to feed 300 school children in Delhi. (ii) School Meal Programme to feed 100 slum children getting formal education in Faridabad. | 14.55 | - |
| Children Unbound Foundation towards supporting 'Chowki mein Pathshala' learning opportunities for children of rag pickers in New Seemapuri slum cluster in North-East Delhi. | 5.65 | - |
| ABHAS – Action Beyond Help And Support towards ICT Skills Development Program for 210 children of class VI to XII from very poor background in Tughlakabad Village, New Delhi. | 8.05 | - |
| Ruchika Social Service Organization for construction of new residential block of Open Shelter for 40 children in need of care and protection at Bhubaneswar. | 17.00 | - |
| Ruchika Social Service Organization for Cleaning of the Sea Beach and other tourist attractions in Puri, Odisha. | 3.00 | - |
| Health Fitness Trust for Athlete Training Programme for 5 national level Athletes. | 9.85 | - |
| Sarthak Charitable Trust towards supporting cremation initiative for stray dogs and small animals by providing 2 mortuary (dead body freezer). | 1.50 | - |
| Earthlings Trust, Noida towards procurement of 'Biotech Photon Laser 10 watts Physiotherapy Machine' for treatment of street dogs suffering with osteoarthritis and paralysis. | 5.88 | - |
| Seva Srijan Foundation towards environmental sustainability by installation of 55 Solar Street Lights in Slums of Delhi. | 5.50 | - |
| Seva Srijan Foundation towards empowering 30 youths through training & employment in the hospitality sector. | 1.83 | - |
| Health Fitness Trust for Athlete Training Programme for junior girl badminton player. | 2.20 | - |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakh)

| CSR Project/Activity | Outlay & Spent | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2025 | Year ended March 31, 2024 |
| Ramakrishna Mission towards upgradation and digitalization of the existing system of education and record keeping by procuring and installation of computers, printers, scanner and projectors at Ramakrishna Mission Vidyapith, Purulia, West Bengal. | 10.00 | - |
| Friends of Tribals Society towards supporting 30 one-teacher one- school called Ekal vidyalaya in rural villages of India. | 9.00 | - |
| SHB Social Foundation for Emotional support through Listening post programme and awareness through radio campaigns and social media. | 10.50 | - |
| Parivaar Education Society towards Skill Development of eighteen children from poor family background studying at PARIVAAR Residential Educational Institution, Bengal. | 10.00 | - |
| Navjeevan Social Enterprise Foundation towards Installation of solar power plant at Asha Kiran English Medium School, Raigarh, Maharashtra for the benefit of underprivileged Children from tribal community. | 10.00 | - |
| Mahesh Foundation for Installation of Solar Power Plant at Mahesh Foundation's Utkarsha Learning Center (new building) at Belagavi, Karnataka for the benefit of HIV infected underprivileged orphans children. | 15.80 | - |
| Parivartan Sandesh Foundation for providing colostomy bags and medical supplies for underprivileged children at safdarjung hospital requiring colostomy surgery, ensuring their dignity, health, and well-being. | 8.00 | - |
| Shradha Cancer Care Trust towards procurement of Medical Devices, Medicines & Surgical Supplies for Ganga Prem Hospice, Raiwala, Rishikesh, Dehradun, Uttarakhand proving end of life care of cancer patient. | 10.84 | - |
| Gandhi Peace Centre towards empowering women through sewing skill development training. | 4.89 | - |
| Saikripa for support towards education, health and malnutrition for the residential children of saikripa Bal Kutir (Home for abandoned and orphaned children). | 4.37 | - |
| Khelaghar towards education, food and lodging to 100 underprivileged Girl Students. | - | 5.00 |
| Health Fitness Trust for Athlete Training Programme for 5 national level Athletes and Taekwondo Martial Art Taining Programme for 75 Athletes. | - | 18.00 |
| Friendicoes SECA towards food and medical care of small animals. | - | 5.00 |
| Shaheed Bhagat Singh Sewa Dal towards 5 Mobile Morgue Refrigerators. | - | 4.90 |
| Bhartiya Sarva Samaj Mahasangh towards tailoring training to 50 poor, destitute and widow women in Delhi. | - | 5.00 |
| The Akshaya Patra Foundation to support School Meal Programme to feed 300 school children in Delhi. | - | 9.00 |
| International Academy of Environmental Sanitation and Public Health for setting up a facility for provision of safe drinking water (installation of Water ATM) at Naya Ghat, Ayodhya, Uttar Pradesh for pilgrims and tourists. | - | 12.98 |
| International Academy of Environmental Sanitation and Public Health for setting up a facility for safe drinking water (installation of Water ATM and Water Cooler) at Gandhi Smriti, New Delhi for visitors and general public. | - | 6.08 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakh)

| CSR Project/Activity | Outlay & Spent | |
|--|------------------------------|------------------------------|
| | Year ended March 31, 2025 | Year ended March 31, 2024 |
| The Akshaya Patra Foundation to support School Meal Programme to feed 100 slum children getting formal education in Faridabad. | - | 5.55 |
| V Care Foundation towards active treatment and nutrition/prosthesis/ supportive care to cancers patients. | - | 9.00 |
| Ramakrishna Mission towards upgradation of Charitable Dispensary with implementation of Digital X-Ray machine and CR system at Ramakrishna Mission Vidyapith, Purulia, West Bengal. | - | 9.25 |
| ABHAS – Action Beyond Help And Support towards ICT Skills Development Program for 150 children of class VIII to XII from very poor background in Tughlakabad Village, New Delhi. | - | 5.46 |
| Earthlings Trust, Noida towards Animal Feeding Programme for small animals like dogs, cats, goats, birds etc. | - | 2.10 |
| Regional Centre for Entrepreneurship Development to conduct Skill development Training for Chef for 30 beneficiaries belonging to Socially & Economically unprivileged communities in Solan, Himachal Pradesh. | - | 5.25 |
| PanIIT Alumni Reach for India Foundation for Culinary Commis Chef Course (one year) for 40 underprivileged girls @Rs.40,000 each, typically from Naxal affected aspirational districts of low HDI states of Jharkhand & Madhya Pradesh. | - | 16.00 |
| Mahesh Foundation for setting up a new Computers Lab by procuring 25 computer and 1 smart board for the benefit of 1000 HIV infected orphans and Underprivileged Children studying at Mahesh Foundation's Utkarsha Learning Center at Belagavi, Karnataka. | - | 14.78 |
| Friends of Tribals Society towards supporting 114 one-teacher one- school called Ekal vidyalaya in rural villages of India. | - | 25.08 |
| Aseem Charitable Education Trust for setup six Rural Community Library cum Creative Learning Centres in underserved community in Gurugram, Haryana (2), Bagpat, U.P (2), Manipur (1) and Neemrana, Rajasthan (1) for underprivileged childrens. | - | 5.80 |
| SHB Social Foundation for Emotional support through Listening post programme and awareness through radio campaigns and social media. | - | 9.00 |
| Army Wives Welfare Association to support grants/benefits for the armed forces veterans, war widows and their dependents. | - | 10.00 |
| Mahavir International, Delhi to support for five free eye & health check-up camps for benefits of needy patient and Menstrual Hygiene Awareness Programme with Free Distribution of Oxo-biodegradable Sanitary Napkins for underserved girls and women in the rural and slum areas in Delhi and NCR. | - | 8.50 |
| Ruchika Social Service Organization for Transformation Of Open Shelter for 40 children in need of care and protection at Bhubaneshwar. | - | 7.56 |
| Ruchika Social Service Organization for installation of solar street light in slum areas in Delhi. | - | 5.00 |
| Navjeevan Social Enterprise Foundation for setting up Computers Lab and library in Asha Kiran High School, Paned, Raigad, Maharashtra for the benefit of 500 Children from tribal community or economically marginalized families | - | 7.13 |
| Total | 220.77 | 211.42 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

54 Auditor Remuneration

(₹ in Lakh)

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 |
|-----------------------------------|------------------------------|------------------------------|
| Audit fees (excluding GST) | 13.13 | 9.50 |
| Certification Fee (excluding GST) | 2.79 | 3.69 |
| Total | 15.92 | 13.19 |

- 55 In the opinion of the Management, the All Financial Assets, including Loans & Advances, have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet and necessary provision has been made in the cases wherever it is considered as doubtful.
- 56 Miscellaneous Expenses do not include items of expenses exceeding 1% of the total revenue of the company or Rupees Ten Lakh which ever is higher.
- 57 Figures in Financial Statements have been rounded off to the nearest lakh (except number of shares) and previous years figures have been re-grouped, re-arranged wherever necessary to make them comparable with those of the current year's figures.
- 58 TFCI has availed financial assistance from banks and financial institutions against the security of loan receivables. TFCI submits their statement of loan outstanding and other required return certified by management on monthly basis and duly certified by statutory auditors on quarterly basis. These statements are in agreement with the books of accounts.

As per our report of even date

for **Rama K. Gupta & Co.**

Chartered Accountants

Firm Reg. No: 005005C

(CA Ashok Kumar Gupta)

Partner

M.No.089807

for and on behalf of the Board

(Bapi Munshi)

Director

(Sanjay Ahuja)

Company Secretary

(S. Ravi)

Non-Executive Chairman

(Anoop Bali)

Managing Director & CFO

Date : May 9, 2025

Place : New Delhi



Tourism Finance Corporation of India Limited

4th Floor, Tower 1, NBCC Plaza, Pushp Vihar, Sector-V, Saket, New Delhi-110 017

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