

Ref: MBFSL/BSE/2025-26/24

August 12, 2025

To,
BSE Limited
Phiroze Jejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir/Madam,

Sub: Notice of 40th Annual Meeting to be held on Tuesday, September 09, 2025 & Annual Report 2024-25

Security Code: 530341 **ISIN: INE596B01017**

This is to inform that the 40th Annual General Meeting (AGM) of Mukesh Babu Financial Services Limited ('the Company') is scheduled to be held on **Tuesday, September 09, 2025 at 4.00 p.m.** through Video Conferencing.

In terms of the requirements of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of the ensuing 40th AGM of the Company and Annual Report for the financial year 2024-25.

The aforesaid Annual Report is also uploaded on the website of the Company i.e. <http://www.mbfsl.com>.

We request you to take the same on your records.

Thanking you.

Yours faithfully,

For Mukesh Babu Financial Services Limited

Nupur Chaturvedi
Company Secretary, Group Head - Legal & Compliance
ACS 30139

Encl:a/a

FORTY YEARS

OF TRUST & TRANSFORMATION.

ANNUAL REPORT 2024 - 25





MUKESH BABU FINANCIAL SERVICES LIMITED

BOARD OF DIRECTORS

Mr. Mukesh Babu	Chairman & Managing Director
Mrs. Meena Babu	Non- Executive Director
Mr. Bhavesh Doshi	Independent Director
Mr. Chetan Tamboli [#]	Independent Director
Mr. Mayank Soti [#]	Independent Director
Mr. Subhash Dave [#]	Independent Director
Mr. Manish Kumar Shah [@]	Independent Director
Mr. Pankaj Majithia [*]	Independent Director
Mr. Vijay Vora [*]	Independent Director

CHIEF FINANCIAL OFFICER

Mr. Mahesh Thakar

COMPANY SECRETARY

Ms. Nupur Chaturvedi

MAIN BANKERS

HDFC Bank Ltd
ICICI Bank Ltd

STATUTORY AUDITORS

Chaitanya C. Dalal & Co.
4th Floor, Astral centre,
N.M. Joshi Marg,
Arthur Road Naka, Chinchpokli (W),
Mumbai – 400011

INTERNAL AUDITORS

V. R. Pandya & Co.,
212 Senapati Bapat Marg,
Opp. Dadar West Railway Station,
Above Laxmi Vijay Lodge
Mumbai- 400028

SECRETARIAL AUDITORS

V. V. Chakradeo & Co.
B-301, Matoshree Residency, F.P.No.65,
Opp. Prarthana Samaj High School,
Vile Parle (E), Mumbai – 400 057

REGISTRARS & TRANSFER AGENTS

M/s. MUFG Intime India Private Limited
(Formerly M/s. Link Intime India Private Limited)
C-101, 247 Park, LBS Marg,
Vikhroli (West), Mumbai - 400 083

REGISTERED OFFICE

111, Maker Chamber - III,
223 Nariman Point, Mumbai – 400021
Tel.: +91 22-22834462
CIN: L65920MH1985PLC035504

[#] Appointed w.e.f August 9, 2024 [@] Ceased to be Director w.e.f August 20, 2024 ^{*} Ceased to be Director w.e.f September 29, 2024

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Notice

NOTICE is hereby given that the FORTIETH (40th) ANNUAL GENERAL MEETING of the Members of MUKESH BABU FINANCIAL SERVICES LIMITED (the “Company”) will be held on **Tuesday, September 09, 2025 at 4.00 p.m.** through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. Adoption of the Audited Financial Statements and Reports of the Directors and the Auditors thereon for the financial year ended March 31, 2025:

To receive, consider and adopt the audited financial statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and the Auditors thereon.

2. Declaration of dividend for the Financial Year 2024-25:

To declare dividend @ ₹1.20 (Rupee One and Paise Twenty only) per Equity Share for the year ended March 31, 2025.

3. Re-appointment of Mrs. Meena Mukesh Babu (DIN: 00799732) as a director liable to retire by rotation:

To re-appoint Mrs. Meena Mukesh Babu (DIN: 00799732), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

4. Re-appointment of Mr. Bhavesh Doshi (DIN:03194930) as an Independent Director of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV to the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or re-enactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, Mr. Bhavesh Doshi (DIN: 03194930) whose existing tenure as an Independent Director is up to August 27, 2025 and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company to hold office for another term of 5 (five) consecutive years with effect from August 28, 2025 up to August 27, 2030;

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby authorised severally to do all such acts, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To appoint Secretarial Auditors of the Company and to fix their overall audit fees and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and any other applicable provisions of laws, (including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force), M/s. V. V. Chakradeo & Co., Company Secretary in Practice (M. No.3382, COP No.1705 & Peer review code : 2376 /2022 dated 11-7-2022), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Secretarial Auditors in terms of Regulation 24A(1A) of the SEBI Listing Regulations, be and are hereby appointed as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from the financial year 2025-26, to conduct the secretarial audit and issue the Secretarial Audit Report as required under the Companies Act, 2013 and SEBI Listing Regulations;

6. To approve Material Related Party Transaction(s) and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013, and subject to such other Regulations, Guidelines and Laws

RESOLVED FURTHER THAT the Board of Directors of the Company and the Audit Committee thereof, be and are hereby severally authorised to determine and finalise the terms and conditions of appointment, including the overall fees of the Secretarial Auditors;

RESOLVED FURTHER THAT the Board of Directors of the Company and the Audit Committee thereof be and are hereby authorised on behalf of the Company, including the delegation of such authority to any Director(s) or Officer(s) of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the resolution including but not limited to scope of work of the Secretarial Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company.”

(including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the Board, for entering into/ continuing any contract(s)/ arrangement(s)/ transaction(s)

(whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with the following Related Parties (in which Director/KMP or their relative hold shareholding or directorship) for giving loan or availing loan or providing brokerage such that the principal loan amount outstanding at any point of time from a single lending/borrowing during the period under review shall not exceed ₹ 15 crore or Total brokerage paid shall not

exceed ₹ 15 crore, at arm's length basis and in the ordinary course of business of the Company as set out under the Explanatory Statement annexed:

Sr. No.	Name of the Related Party	Nature of Transaction
1.	Mukesh Babu Securities Limited	To Give/avail Loan
2.	Istaa Fashions Private Limited	To Give/avail Loan
3.	Istaa Securities Private Limited	To Give/avail Loan
4.	Istaa Infotech Private Limited	To Give/avail Loan
5.	Ashtavinayak Infra Tech Private Limited	To Give/avail Loan
6.	Istaa Finserv Private Limited	To Give/avail Loan
7.	Istaa Finserv Private Limited	Brokerage on Securities Transaction
8.	Rushil Industries Limited	To Give/avail Loan
9.	Rushil Recycling Private Limited	To Give/avail Loan
10.	Miloni Enterprise Limited	To Give/avail Loan
11.	Sagar Systech Limited	To Give/avail Loan
12.	Venus Green Recycling LLP	To Give/avail Loan
13.	Curl Capital Private Limited	To Give/avail Loan

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept, and finalize all such terms, condition(s), modification(s), and alteration(s) as it may deem fit within the aforesaid limits and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents, and writings and to do all acts, deeds, and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they

shall be deemed to have been given approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby ratified, approved, and confirmed in all respects.

7. To approve Material Related Party Transaction(s) of Mukesh Babu Securities Limited, a subsidiary of the Company with certain identified Related Parties of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013, and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, basis the approval and recommendation of the Audit Committee

and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the Board of its subsidiary Mukesh Babu Securities Limited, for entering into/continuing any contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with the following Related Parties (in which Director/KMP or their relative hold shareholding or directorship) for giving loan or availing loan or providing brokerage such that the principal loan amount outstanding at any point of time from a single lending/borrowing during the period under review shall not exceed ₹ 15 crore or Total brokerage paid shall not exceed ₹ 15 crore, at arm's length basis and in the ordinary course of business of the Company as set out under the Explanatory Statement annexed:

Sr. No.	Name of the Related Party	Nature of Transaction
1.	Mukesh Babu Financial Services Limited	To Give/avail Loan
2.	Istaa Fashions Private Limited	To Give/avail Loan
3.	Istaa Securities Private Limited	To Give/avail Loan
4.	Istaa Infotech Private Limited	To Give/avail Loan
5.	Ashtavinayak Infra Tech Private Limited	To Give/avail Loan
6.	Istaa Finserv Private Limited	To Give/avail Loan
7.	Istaa Finserv Private Limited	Brokerage on Securities Transaction
8.	Rushil Industries Limited	To Give/avail Loan
9.	Rushil Recycling Private Limited	To Give/avail Loan
10.	Miloni Enterprise Limited	To Give/avail Loan
11.	Sagar Systech Limited	To Give/avail Loan
12.	Venus Green Recycling LLP	To Give/avail Loan
13.	Curl Capital Private Limited	To Give/avail Loan

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of its subsidiary Mukesh Babu Securities Limited be and is hereby authorized to agree, make, accept, and finalize all such terms, condition(s), modification(s), and alteration(s) as it may deem fit within the aforesaid limits and its Board is also hereby authorized to

resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and execute all agreements, documents, and writings and to do all acts, deeds, and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the



members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution;

Limited in connection with any matter referred to or contemplated in this resolution, be and are hereby ratified, approved, and confirmed in all respects.

RESOLVED FURTHER THAT all actions taken by the Board of its subsidiary Mukesh Babu Securities

By Order of the Board of Directors
For **Mukesh Babu Financial Services Limited**

Nupur Chaturvedi
Company Secretary, Group Head-Legal & Compliance

Mumbai, July 30, 2025

Registered Office:

Mukesh Babu Financial Services Limited
111, Maker Chamber III,
223, Nariman Point,
Mumbai – 400021

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated 19.09.2024 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular Nos.
SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020,
SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021,
SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022,
SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023,
SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, dated October 3, 2024 (collectively referred to as “SEBI Circulars”), have permitted the holding of AGM through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue and provided relaxation to companies from dispatching physical copy of annual report vide above SEBI circulars. Consequently, the Company is convening AGM through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”).
2. In accordance with Secretarial Standard on General Meetings SS-2 issued by the Institute of Company Secretaries of India (ICSI) read with clarifications/Guidance on applicability of SS-2 dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at 111, Maker Chamber III, 223, Nariman Point, Mumbai – 400021 which shall be the deemed venue of the AGM.
3. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with and there is no provision for appointment of proxy. Accordingly, the facility for appointment of proxies by the Members under section 105 of the Companies Act, 2013 will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Company Secretary or authorised representative of the Company at e-mail id: secretarial@mukeshbabu.com.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Quorum: The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

7. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

Pursuant to the above referred Circulars from MCA and SEBI, the financial statements (including Board's report, Auditor's report and other documents required to be attached therewith) / Annual Report for the financial year 2024-25 and AGM Notice are being sent to the shareholders whose email addresses are registered with the Company or with the depository participant/ depository unless the Member has specifically requested for a hard copy of the Annual Report. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.mbfsl.com and the website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com and are also available for inspection at the Registered Office of the Company during specified business hours. The detailed process for registration of email address of the shareholders whose email address is not registered with the Company or depository participants / depository is forming part of this Notice.

Please note that as a valued shareholder of the Company, you are always entitled to request and receive all such communication in physical form free of cost.

8. Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), information in respect of the Directors retiring by rotation and appointment of Independent Director at this Annual General Meeting are provided in the "Annexure" to the Notice.

9. As per the provisions of Clause 3.A.II of the General Circular No. 20/2020 dated May 5, 2020, the matter of Special Business as appearing under Item No. 4 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
10. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 4 to 7 of the Notice, are annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
11. The Register of Members and the Share Transfer Books of the Company will remain closed from September 03, 2025 to September 09, 2025 (both days inclusive).

REGISTRATION OF EMAIL ID:

12. In case the shareholder's email Id is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, all communications from the Company shall be sent electronically including Annual Report, log in details for e-voting etc. on such registered email address.

In case the shareholder has not registered his/her/their email addresses with the Company/its RTA/Depositories, the following instructions needs to be followed:

- i. Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at info@mukeshbabu.com or to MUFG Intime India Private Limited at rnt.helpdesk@linkintime.co.in;

OR

- ii. In the case of Shares held in Demat mode:

The shareholder may please contact the relevant Depository Participant (“DP”) to register / update the email address in the demat account as per the procedure followed and advised by the DP.

PROCEDURE FOR JOINING THE AGM THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS (“VC/ OAVM”):

13. Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

- a. The Members will be able to attend the Annual General Meeting through VC/OAVM provided by MUFG Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.
- b. The Members are requested to participate on first come first served basis as participation through VC/ OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from

the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis.

- c. Members can log in and join 15 (fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. Participation is restricted to 1,000 members only.

PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

14. Open the internet browser and launch the URL: <https://instameet.in.mpms.mufig.com> & Click on “Login”.

- Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

- A. **Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the secretarial@mukeshbabu.com created for the general meeting.
2. Shareholders will get confirmation on first cum first serve basis depending upon the provision made by the Company.

3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
5. Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

6. SUBMISSION OF QUESTIONS / QUERIES PRIOR TO AGM:

For ease of conduct of AGM, Members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company’s email ID secretarial@mukeshbabu.com, at least 48 hours before the time fixed for the AGM i.e. by 4.00 p.m. (IST) on Sunday, September 07, 2025, mentioning their name, demat account number/folio number, registered email ID, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the

meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for Insta MEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General

15. The instructions for remote e-voting are as under:
 - i. The voting period begins on September 05, 2025 at 09:00 am and ends on September 08, 2025 at 05:00

Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

pm. 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 **September 02, 2025** may cast their vote electronically. The voting module shall be disabled by MUFG InTime for voting thereafter.

- ii. In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.
- iii. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.
- iv. Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

1. METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

2. METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed

alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

1. METHOD 1 – From Easi/Easiest Shareholders who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., MUFG INTIME, for voting during the remote e-voting period.
- e) Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote

website for casting the vote during the remote e-voting period.

2. METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote

website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

1. Visit URL:
<https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

- C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP /

Company - in DD/MM/YYYY format)

- D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in NSDL form, shall provide ‘D’ above*

**Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ❖ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour /

Against' (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).

4. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes', else to change your vote, click on 'No' and accordingly modify your vote.**

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund"):

1. STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

2. STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in>

and login with credentials as received in Step 1 above.

- b) Click on "Investor Mapping" tab under the Menu Section.
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name' - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

3. STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in>

and login with credentials as received in Step 1 above.

- b) Click on **'Votes Entry'** tab under the Menu section.
- c) Enter **Event No.** for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter **'16-digit Demat Account No.'** for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL:
<https://instavote.linkintime.co.in>
and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select **'View'** icon for **'Company's Name / Event number'**. E-voting page will appear.
- d) Download sample vote file from **'Download Sample Vote File'** option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under **'Upload Vote File'** option.
- f) Click on **'Submit'**. **'Data uploaded successfully'** message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode has forgotten the password:

If an Individual shareholder holding securities in physical form / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of MUFG Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘**SHARE HOLDER**’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of MUFG Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one*

numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

DIVIDEND RELATED INFORMATION:

16. The dividend for the year ended 31st March 2025 as recommended by the Board, if approved at the ensuing Annual General Meeting will be paid to those Members whose names appear on the Company’s Register of Members as on the **cutoff date i.e. September 02, 2025.**

The dividend will be paid within 30 days from the date of Annual General Meeting i.e. September 09, 2025.

17. **ELECTRONIC CREDIT OF DIVIDEND:** SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agent for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the National Electronic Clearing Service (NECS)/ National Electronic Fund Transfer (NEFT)/Real Time Gross Settlement (RTGS)/Direct Credit, etc. Further, the Shareholders holding shares in physical form may kindly note that SEBI, vide its various circulars has

mandated that dividend shall be paid only through electronic mode with effect from **1st April, 2024.**

Hence, the Shareholders are requested to update their details with Company/MUFG Intime by submitting ISR forms available on website of MUFG Intime viz.: <https://in.mpms.mufg.com>– Resources – Downloads - KYC - Formats for KYC along with below documents to avoid delay in receipt of dividend:

- i. Form ISR-1
- ii. scanned copy of the signed request letter which shall contain shareholder’s name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details),
- iii. self-attested copy of the PAN card and
- iv. cancelled cheque leaf.

In respect of shares held in demat form; the dividend will be paid to the beneficial owners of shares as per details furnished by the Depositories for the purpose.

The Shareholders holding shares in Demat forms are requested to register/update their complete bank details on or before **September 02, 2025** with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialized mode by submitting the requisite documents.

The Company or MUFG Intime cannot act on any request received directly from the Members holding shares in dematerialised form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.

In case, the Company is unable to pay the dividend to any Member holding share in demat mode by the electronic mode, the payment will be made through the dividend warrant/demand draft to such Member incorporating bank account details of such members by post.

18. **TDS ON DIVIDEND:** Members may note that as per the Income Tax Act, 1961 ("IT Act"), as amended by the Finance Act, 2020, dividends paid or distributed by the Company after April 01, 2020, shall be taxable in the hands of the Members and the Company shall be required to deduct TDS at the prescribed rates from the dividend to be paid to Members, subject to approval of dividend by the Members in the ensuing AGM. The TDS rate would vary depending on the residential status of the Member and the documents submitted by them and accepted by the Company. In order to enable the Company 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.

For Resident Shareholders, TDS is required to be deducted at the rate of 10% under Section 194 of the IT Act on the amount of dividend declared and paid by the Company in the FY 2025-26 provided valid PAN is registered by the Members. If the valid PAN is not registered or linked to Aadhar, the TDS is required to be deducted at the rate of 20% under Section 206AA of the IT Act. However, no tax shall be deducted on the dividend paid to resident individuals if aggregate dividend distributed or likely to be distributed during the FY 2025-26 does not exceed ₹ 5,000.

For Non-Resident Shareholders, Tax is required to be withheld in accordance with the provisions of Section 195 and Section 196D of the IT Act at applicable rates in force. As per the relevant provisions of the IT Act, the tax shall be withheld @ 20% (plus applicable surcharge and cess) on the amount of dividend payable. However, as per Section 90 of the Act, a Non-Resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if they are more beneficial to the shareholder. For this purpose, i.e. to avail the tax treaty benefits, the non-resident shareholder will have to provide the following:

- a. Self-attested copy of PAN card, if any, allotted by the Indian income tax authorities;
- b. Self-attested copy of Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the shareholder is resident;
- c. Self-declaration in Form 10F, needs to be submitted online on the income tax portal as required in terms of Notification No 03/2022. Form 10F

submitted online along with the acknowledgment generated from the income tax portal shall be submitted. Forms submitted in any other format will be considered as invalid;

- d. Self-declaration by the non-resident shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement (Non-resident having Permanent Establishment (“PE”) in India would need to comply with provisions of section 206AB of the IT Act);
- e. In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidences demonstrating the non-applicability of Article 24 - Limitation of Relief

under India-Singapore Double Taxation Avoidance Agreement (DTAA).

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident Shareholder. Accordingly, in order to enable the Company to determine the appropriate TDS / withholding tax rate applicable, we request the members to provide these details and documents as mentioned above on or before **September 02, 2025**.

IEPF RELATED INFORMATION:

19. Pursuant to Section 124 & 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended any dividend which remains unpaid or unclaimed for a period of 7 (Seven) years from the date of its transfer to Unpaid Dividend Account is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) of the Central Government. The Company has therefore transferred unpaid or unclaimed dividends amounting to ₹ 2,10,937/- for the financial year ended March 31, 2017 on November 20 2024 to the IEPF Authority.

20.

- i. The unclaimed dividend in respect to the financial year 2017-18 is due for transfer to the IEPF on **November 3, 2025**. Members who have not as yet encashed their dividend warrants for

the financial year ended 31st March 2018 thereafter are requested to write to the Company / Registrar and Share Transfer Agents. Members are requested to note that no claims shall lie against the Company or the IEPF in respect of any amounts which were unclaimed or unpaid for a period of 7 (Seven) years from the dates they first became due for payment and no payment shall be made in respect of such claim.

- ii. The dividends not claimed or encashed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund as per Section 124 of the Companies Act, 2013.
- iii. Additionally, pursuant to Section 124 (6) of the Companies Act, 2013 read with the IEPF Rules, all shares in respect of which dividend has not been claimed for past seven

consecutive years shall be transferred by the Company in the name of IEPF by way of credit to the Demat Account established by the IEPF Authority within 30 days from November 3, 2025. Any person whose shares are thus transferred to IEPF may claim his/her/its shares under proviso to Section 124(6) of the Act by following the process given under Rule 7 of the IEPF Rules.

- iv. In terms of the relevant IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends for the financial years 2017-18 to 2023-24 under Unclaimed Dividend on the website of the Company at www.mbfsl.com.

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2024-25, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more for the financial year ended March 31, 2017. Details of shares so far transferred to the IEPF Authority are available on the website of the Company.

- i) The said details have also been uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in.
- ii) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.

The concerned members/investors are advised to visit the weblink of the IEPF Authority <http://iepf.gov.in/IEPF/refund.html> or

contact LIPL, for detailed procedure to lodge the claim with the IEPF Authority.

21. The **Investor Education and Protection Fund Authority (IEPFA)**, under the Ministry of Corporate Affairs, has launched a 100-day nationwide campaign titled “**Saksham Niveshak**”, which is being held from **July 28, 2025 to November 06, 2025**. This initiative is aimed at assisting shareholders in claiming their unclaimed shares/dividends and facilitating the updation of KYC records to improve investor service delivery. Shareholders are requested to avail its benefit and update their records.

VOTING AND RESULT:

22. The Chairman shall at the end of discussion on the resolutions on which voting is to be held, allow voting for all those members who are present at the AGM through VC/OAVM but have not cast their votes through the remote e-voting and otherwise not barred from doing so, shall be eligible to vote through e-voting system provided during the AGM.
23. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company www.mbfsl.com within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the stock exchange viz. BSE Limited.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

24. The statutory documents such as Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the AGM; members desirous of inspecting any statutory documents at the AGM or getting any information in respect of the contents of the Annual Report or

relevant documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, are requested to forward the same to the Company Secretary at least 10 days prior to the AGM via Letter or correspondence to the secretarial department of the Company on email id: secretarial@mukeshbabu.com so that the required information can be made available.

PAN, KYC DETAILS AND NOMINATION UPDATE:

25. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. Members are requested to submit Form ISR-1 duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the Form, to register or update:

- a. PAN, KYC details and nomination (Form SH-13 or Form ISR-3 for opting out of nomination).
- b. E-mail address to receive communication through electronic means.

To mitigate unintended challenges on account of freezing of folios, SEBI vide its circular dated 17 November 2023, has done away with the provision regarding freezing of folios and referral of the frozen folio to administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, not having PAN, KYC, and Nomination details.

SEBI has also released a Frequently Asked Questions ('FAQs') in respect of

various service request including the payment of dividend.

26. Members holding shares in dematerialised mode, who have not registered/updated their PAN, KYC details and nomination are requested to register/update the same with the respective DPs.
27. The Members are requested to dematerialize their shareholdings with their Depository Participants as the Company's Shares are traded compulsorily under demat mode on the Stock Exchange.

Members are hereby informed that pursuant to the SEBI Circular relating to 'Amendment to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandating transfer of securities in dematerialized form with a depository', shares are to be transferred only in demat form. The amendment does not prohibit the investor from holding the shares in physical form, investor has the option of holding shares in physical form but any investor, who is desirous of transferring shares (which are held in physical form) after 1st April, 2019 can do so only once the shares are dematerialized.

SCRUTINIZER

28. Mr. V. V. Chakradeo, Practicing Company Secretary (Membership No. FCS3382/ COP No.1705), has been appointed as the Scrutinizer to conduct the e-voting process and voting at the AGM through VC/OAVM process in a fair and transparent manner.

The Scrutinizer shall, immediately after conclusion of the voting at AGM, first unblock the votes cast during the AGM, thereafter unblock the votes through e-voting and make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mbfsl.com and on the website of the RTA i.e. www.in.mpms.mufg.com and communicated to the BSE Limited within two days of the passing of the resolutions at the fortieth AGM of the Company on September 09, 2025.

Subject to receipt of the requisite number of votes, the resolutions as stated in this Notice shall be deemed to be have been passed on the date of the AGM i.e. September 09, 2025.

CONTACT DETAILS:

Company	<p>M/s. Mukesh Babu Financial Services Limited CIN: L65920MH1985PLC035504 Registered Office: - 111, Maker Chambers III, 223, Nariman Point, Mumbai – 400021.</p> <ul style="list-style-type: none"> ▪ Phone: +91 22-22834462 ▪ Email Id: info@mukeshbabu.com
Registrar and Share Transfer Agent	<p>M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) C-101, 247 Park, L.B.S. Road, Vikhroli (West), Mumbai – 400083.</p> <ul style="list-style-type: none"> ▪ Phone: +91 22 49186000 ▪ Email Id: manohar.shirwadkar@linkintime.co.in
E-Voting Agency	<p>M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) C-101, 247 Park, L.B.S. Road, Vikhroli (West), Mumbai – 400083.</p> <ul style="list-style-type: none"> ▪ Phone: +91 22 49186000 ▪ Email Id: enotices@linkintime.co.in
Scrutinizer	<p>CS V.V. Chakradeo (Practicing Company Secretary)</p> <ul style="list-style-type: none"> ▪ Email Id: vvchakra@gmail.com

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

As required by section 102(1) of the Companies Act, 2013 ("Act") and such other applicable rules (if any), including any statutory modification(s) thereof, the following statement sets out all material

Item no. 4: Re-appointment of Mr. Bhavesh Doshi (DIN:03194930) as an Independent Director of the Company

Mr. Bhavesh Doshi (DIN:03194930) was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, by the Board and Shareholders, effective August 28, 2020, to hold office up to August 27, 2025. He is due for retirement from the first term as an independent director on August 27, 2025. The Nomination & Remuneration Committee, after taking into account his performance evaluation during his first term of 5 (five) years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his re-appointment for a second term of 5 (five) years. The Nomination & Remuneration Committee has considered his diverse skills, leadership capabilities, expertise, as being key requirements for this role. In view of the above, the Nomination & Remuneration Committee and the Board are of the view that he possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an independent director.

Based on the recommendation of the Nomination & Remuneration Committee, the Board, recommended his re-appointment as an independent director,

facts relating to the Special Business mentioned in the accompanying Notice and shall be taken as forming part of it.

for a second term of 5 (five) years effective August 28, 2025, to August 27, 2030 (both days inclusive), not liable to retire by rotation.

As per Section 149 of the Act, an Independent Director may hold office for two terms of up to 5 (five) consecutive years each. Mr. Bhavesh Doshi fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations. The Company has received all statutory disclosures / declarations, including (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules, (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act, (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act read with Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the LODR Regulations, 2015 and, (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20 June 2018, that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority, (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company,

and the Company has also received a notice in writing by a member proposing his candidature under Section 160(1) of the Act. In the considered opinion of the Board, Mr. Bhavesh Doshi fulfils the conditions specified in the Act, and Rules made thereunder and LODR Regulations for his reappointment as an independent director of the Company and he is independent of the Management of the Company.

The Board considers that the continued association of Mr. Bhavesh Doshi would be of immense benefit to the Company and is desirable to continue to avail his services as an independent director.

The resolution seeks the approval of members for the reappointment of Mr. Bhavesh Doshi as an independent director of the Company, for a second term of 5 (five) years effective August 28, 2025, to August 27, 2030, (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

A copy of the draft letter for the re-appointment of Mr. Bhavesh Doshi as an Independent Director setting out the terms and conditions is available on the website of the Company at www.mbfsl.com. The other details of Mr. Bhavesh Doshi in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 are given in Annexure I to this Notice.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Bhavesh Doshi and his relatives to the extent of their shareholding, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution.

The Board recommends the resolution set forth in item no. 4 for the approval of members

Item no. 5: To appoint Secretarial Auditors of the Company

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), every listed company and such other class of companies as may be prescribed are required to annex with their Board's Report a Secretarial Audit Report, issued by a Company Secretary in practice, in the prescribed form.

In view of the Company being classified as an Equity Listed Company and falling within the prescribed class of companies under the aforesaid provisions, it is obligatory to appoint a Secretarial Auditor to carry out the Secretarial Audit for the financial year ending March 31, 2026 and for subsequent years. The Audit Committee of the Company, at its meeting held on April 30, 2025 and the Board of Directors at its meeting held on April 30, 2025, reviewed profiles of various Practicing Company Secretaries for this purpose.

Based on evaluation of experience, professional track record, technical capabilities and on the recommendation of the Audit Committee, Board of Directors approved and recommended the appointment of M/s. V. V. Chakradeo & Co., Company Secretary in Practice (M. No.3382, COP No.1705 & Peer review code: 2376 /2022 dated 11-7-2022), as the Secretarial Auditors of the Company for the term of 5 (Five) consecutive years commencing from FY 2025-26.

Brief profile - M/s. V. V. Chakradeo & Co., V. V. Chakradeo & Co. is a peer reviewed firm with a rich experience of more than two decades & professional expertise in dealing with all kinds of Corporate Secretarial, Corporate Advisory, Regulatory Issues and such other Allied & Legal matters.

Further, the Company has received the consent letter and eligibility letter from M/s. V. V. Chakradeo & Co., Practicing Company Secretaries for their appointment in line with the SEBI Listing Regulations and other applicable laws. M/s. V. V. Chakradeo & Co., is a peer reviewed firm and not disqualified to act as a Secretarial Auditor and services that can/ cannot be rendered by a them would be in accordance with SEBI Listing Regulations and as specified by Institute of Company Secretaries of India. The professional fees payable to the said firm for the financial year 2025-26 shall be capped at ₹1,50,000 plus applicable taxes and out-of-pocket expenses, if any, for the

Secretarial Audit Report, Secretarial Compliance Report and other certifications. The Board of Directors of the Company in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration payable to the Secretarial Auditors for remaining tenure, in such manner as may be mutually agreed with the Secretarial Auditors. Accordingly, the approval of the Members is being sought for the appointment of M/s. V. V. Chakradeo & Co., as Secretarial Auditors of the Company, by way of an Ordinary Resolution. The Board of Directors recommends the resolution as set out at Item No.5 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in passing of the resolution in Item No. 5.

Item no. 6:

To approve Material Related Party Transaction(s)

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ('LODR Regulations') was amended vide notification dated November 9, 2021, interalia, enhancing the scope of related party, related party transactions (RPTs) and the materiality threshold for seeking shareholder approval with effect from April 1, 2022, i.e. if transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. The Material Related Party Transactions requires approval of the

Shareholders by passing an Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As the Company is into lending and Investment activities, the Company provides/avail loan and provide brokerage even to/from Related Parties in the ordinary course of Business at Arm Length Prices.

As the value of transaction(s) may exceed the materiality threshold limit, as provided under the SEBI (LODR) Regulations,

2015, your approval is being sought for the Related Party Transactions as set out in the resolution for the financial year 2025-26.

The other related information as envisaged under the Act and SEBI Regulations, 2015 are furnished hereunder:

1. Type, material terms, and particulars of the proposed transactions

To grant &/or avail of Loan with Interest not below- 8% p.a. with all the specified Related parties and also availing broking related services from Istaa Finserv Private Limited

2. Tenure of the proposed transaction (particular tenure shall be specified):

1 April 2025 to 30 September 2026

3. Value of the proposed transaction: 15 crores

4. The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction: 209%

5. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

8. Other Details:

- i) details of the source of funds in connection with the proposed transaction;
- ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: nature of indebtedness, cost of funds and tenure;
- iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and
- iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.

Not applicable as the Company is NBFC

6. Justification as to why the RPTs are in the interest of the listed entity:

As the Company is into lending and investment activities, these transactions are in the ordinary course of Business and thus in the interest of the Company.

7. A copy of the valuation or other external party report, if any such report has been relied upon:

The transactions do not contemplate any valuation.

Name of the Related Party	As on date extent of concern or interest in accordance with Section 102 of the Companies Act, 2013	
	Shareholding of Director/KMP or their relatives in Related party	Directorship in Related Party
Mukesh Babu Securities Limited (Subsidiary Company)-51.62%	Mr. Mukesh Babu- 44.38%	Mr. Mukesh Babu
	Mrs. Meena Babu- 4%	Mrs. Meena Babu
Istaa Fashions Private Limited	Mrs. Meena Babu- 75%	Mr. Bhavesh Doshi [#] Mrs. Meena Babu Miss Miloni Babu

Istaa Securities Private Limited	Mr. Hemant Babu-60% (Relative of KMP)	
Istaa Infotech Private Limited	Mrs. Meena Babu-50% Istaa Fashions Private Limited-33% Mr. Hemant Babu-8.5% (Relative of KMP)	
Ashtavinayak Infra tech Private Limited	Mrs. Meena Babu-5.56%	Mrs. Meena Babu
	Istaa Fashions Private Limited (Entity controlled by director)-44.44%	Mr. Mukesh Babu
Istaa Finserv Private Limited	Ms. Miloni Babu-49% (Relative of KMP)	
Rushil Industries Limited	Mr. Chetan Tamboli along with his relatives-84.58% Mr. Mukesh Babu-3.18% Mrs. Meena Babu-3.18%	Mr. Chetan Tamboli Mr. Mukesh Babu
Rushil Recycling Private Limited	Istaa Fashions Private Limited (Entity controlled by director)-49.8% Mr. Chetan Tamboli-15%	Mr. Mukesh Babu
Miloni Enterprise Limited	Mukesh Babu along with Relatives-55%	Mr. Mukesh Babu
Sagar Systech Limited	Mr. Mukesh Babu-37.50% Mrs. Meena Babu-28.13% Mr. Hemant Babu-5.16% (Relative of KMP)	Mr. Mukesh Babu Mrs. Meena Babu
Venus Green Recycling LLP	Mr. Mukesh Babu-40% Mr. Chetan Tamboli along with his relatives- 45%	
Curl Capital Private Limited	Mr. Mayank Soti-12.99% Mrs. Meena Babu-19%	Mr. Mukesh Babu Mr. Mayank Soti

Mr. Bhavesh Doshi is an Independent Director in the Company and its Subsidiary

As per Regulation 23 of the SEBI Listing Regulations and read with applicable provisions of the Act, related parties of the Company are not permitted to vote to approve the resolutions set out in Item No. 6 of this Notice whether the related party is a related party to the proposed transaction or not.

Apart from the interest mentioned above, none of the other directors and key managerial personnel or their relatives are interested in the resolution as set out in item no. 6 of this notice.

The Board recommends the resolution set forth in the above item for the approval of the members by way of Ordinary Resolution.

Item no. 7: To approve Material Related Party Transaction(s) of Mukesh Babu Securities Limited, a Subsidiary with certain identified Related Parties of the Company

As per revised Regulation 23 (2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ('LODR Regulations') amended vide notification dated November 9, 2021, with effect from April 1, 2023, a related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual standalone turnover, as per the last audited financial statements of the subsidiary. The Material Related Party Transactions requires approval of the Shareholders by passing an Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As the subsidiary company lends/avail loans and provide brokerage to Related Parties, and as the value of transaction(s) may exceed the materiality threshold limit, as provided under the SEBI (LODR) Regulations, 2015, the approval of the Shareholders of the Holding Company is required and accordingly your approval is being sought for the Related Party Transactions as set out in the resolution for the financial year 2025-26.

The other related information as envisaged under the Act and SEBI Regulations, 2015 are furnished hereunder:

1. Type, material terms, and particulars of the proposed transactions

To grant &/or avail of Loan with Interest not below- 8% p.a. with all the specified Related parties and also availing broking related services from Istaa Finserv Private Limited

2. Tenure of the proposed transaction (particular tenure shall be specified):

1 April 2025 to 30 September 2026

3. Value of the proposed transaction: 15 crores

4. The percentage of the Holding Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction: 209%

5. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

i) details of the source of funds in connection with the proposed transaction: From owned sources

- ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: nature of indebtedness, cost of funds and tenure: No

- iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security: Unsecured having interest rate of 9% p.a.

iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT: Ordinary Course of Business

7. A copy of the valuation or other external party report, if any such report has been relied upon: The transactions do not contemplate any valuation.

6. Justification as to why the RPTs are in the interest of the listed entity: as it generates other income.

8. Other Details:

Name of the Related Party	As on date extent of concern or interest in accordance with Section 102 of the Companies Act, 2013	
	Shareholding of Director/KMP or their relatives in Related party	Directorship in Related Party
Mukesh Babu Financial Services Limited (Holding Company)-51.62%	Mr. Mukesh Babu-49.23%	Mr. Mukesh Babu
	Mrs. Meena Babu- 13.63%	Mrs. Meena Babu
Istaa Fashions Private Limited	Mrs. Meena Babu- 75%	Mr. Bhavesh Doshi [#] Mrs. Meena Babu Miss Miloni Babu
Istaa Securities Private Limited	Mr. Hemant Babu-60% (Relative of KMP)	
Istaa Infotech Private Limited	Mrs. Meena Babu-50% Istaa Fashions Private Limited-33% Mr. Hemant Babu-8.5% (Relative of KMP)	
Ashtavinayak Infra tech Private Limited	Mrs. Meena Babu-5.56%	Mrs. Meena Babu
	Istaa Fashions Private Limited (Entity controlled by director)-44.44%	Mr. Mukesh Babu
Istaa Finserv Private Limited	Ms. Miloni Babu-49% (Relative of KMP)	
Rushil Industries Limited	Mr. Chetan Tamboli along with his relatives-84.58% Mr. Mukesh Babu-3.18% Mrs. Meena Babu-3.18%	Mr. Chetan Tamboli Mr. Mukesh Babu
Rushil Recycling Private Limited	Istaa Fashions Private Limited (Entity controlled by director)-49.8% Mr. Chetan Tamboli-15%	Mr. Mukesh Babu
Miloni Enterprise Limited	Mukesh Babu along with Relatives-55%	Mr. Mukesh Babu

Sagar Systech Limited	Mr. Mukesh Babu-37.50% Mrs. Meena Babu-28.13% Mr. Hemant Babu-5.16% (Relative of KMP)	Mr. Mukesh Babu Mrs. Meena Babu
Venus Green Recycling LLP	Mr. Mukesh Babu-40% Mr. Chetan Tamboli along with his relatives- 45%	
Curl Capital Private Limited	Mr. Mayank Soti-12.99% Mrs. Meena Babu-19%	Mr. Mukesh Babu Mr. Mayank Soti

Mr. Bhavesh Doshi is an Independent Director in the Company and its Subsidiary.

As per Regulation 23 of the SEBI Listing Regulations and read with applicable provisions of the Act, related parties of the Company are not permitted to vote to approve the resolutions set out in Item No. 7 of this Notice whether the related party is a related party to the proposed transaction or not.

Apart from the interest mentioned above, none of the other directors and key managerial personnel or their relatives are interested in the resolution as set out in item no.7 of this notice.

The Board recommends the resolution set forth in the above item for the approval of the members by way of Ordinary Resolution.

ANNEXURE TO THE NOTICE

Detailed profile of Directors seeking appointment/re-appointment in the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and additional Information of Director as required under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2):

Name of the Director	Mrs. Meena Mukesh Babu	Mr. Bhavesh Doshi
Designation	Non-Executive Director, liable to retire by rotation	Independent Director
DIN	00799732	03194930
Date of Birth	10-11-1957	19-11-1963
Age	68 years	62 years
Qualifications	M.Com.	B.Com.
Expertise in specific functional areas	Stocks & Shares, Investment Banking & Merchant Banking	Capital Markets and Stock Market dealings
Experience	Over 3 decades	Over 3 decades
Terms and conditions of appointment/re-appointment	Re-appointment by rotation	Re-appointment
Remuneration last drawn and sought to be paid	Nil	Nil
Date of first appointment on the Board	29-05-2018	28-08-2020
The number of Meetings of the Board attended during financial year 2024-25	Out of 4 meetings held during the period under review, she has attended 3 Board Meetings	Out of 4 meetings held during the period under review, he has attended all 4 Board Meetings
Names of listed entities in which the person also holds the directorship	Sagar Systech Limited	Nil
Other Listed Companies in which Committee membership/ chairmanship held	Nil	Nil
The listed entities from which the person has resigned in the past three years	Nil	Nil



Relationship with other Directors and/or other KMPs	Wife of Mr. Mukesh Babu – Nil Managing Director of the Company.
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She is the founding Promoter of Mukesh Babu Financial Services Limited

Shareholding in the Company	9,50,000 (13.63%)	25,000 (0.36%)
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For other details such as number of Meetings of the Board attended during the year, remuneration of Appointee Directors please refer to the Corporate Governance Report.

By Order of the Board of Directors
For **Mukesh Babu Financial Services Limited**

Nupur Chaturvedi
Company Secretary, Group Head-Legal & Compliance

Mumbai, July 30, 2025

*Registered Office:
Mukesh Babu Financial Services Limited
111, Maker Chamber III,
223, Nariman Point, Mumbai – 400021*

Information at a glance

Sr. No.	Particulars	Details
1.	Day, Date and Time of AGM	Tuesday, September 09, 2025, 4:00 P.M.(IST)
2.	Mode	Video Conference (VC)/Other Audio-Visual Means (OAVM)
3.	Submission of Questions / Queries Before AGM	<p>Questions/queries shall be submitted 48 hours before the time fixed for AGM i.e. by 4:00 p.m. (IST) on Sunday, September 07, 2025, by email to secretarial@mukeshbabu.com mentioning name, demat account number/folio number, registered email ID, mobile number, etc.</p> <p>Members can also post their questions during AGM through the “Ask A Question” tab which is available in the VC/OAVM Facility.</p>
4.	Speaker Registration Before AGM	Up to September 06, 2025
5.	Dividend for FY25 recommended by Board	₹1.20 per equity share
6.	Book Closure dates	Wednesday, September 03, 2025 To Tuesday, September 09, 2025
7.	Dividend payment date	Within 30 days from September 09, 2025
8.	Cut-off date for e-voting	Tuesday, September 02, 2025
9.	Remote E-voting start time and date	Friday, September 05, 2025 @ 9.00 a.m.
10.	Remote E-voting end time and date	Monday, September 08, 2025 @ 5.00 p.m.
11.	Remote E-voting website of MUFG Intime	https://instavote.linkintime.co.in
12.	Name, address and contact details of e-voting service Provider and Registrar and Transfer Agent	<p>M/s. MUFG Intime India Private Limited (formerly Link Intime India Private Limited) C-101, 247 Park, L.B.S. Road, Vikhroli (West), Mumbai – 400083.</p> <ul style="list-style-type: none"> Phone: +91 22 49186000 Email Id: enotices@in.mpms.mufg.com
13.	Email Registration & Contact Updation Process	<p>Demat shareholders: Contact respective Depository Participants</p> <p>Physical Shareholders: Send Form ISR-1 and other relevant forms to M/s. MUFG Intime India Private Limited, C-101, 247 Park, L.B.S. Road, Vikhroli (West), Mumbai – 400083 or email at rnt.helpdesk@in.mpms.mufg.com</p>

Director's Report

Dear Shareholders,

Your directors have pleasure in presenting the **Fortieth (40th) Annual Report** on the business, operations and state of affairs of the Company together with the Standalone and Consolidated Audited Financial Statements for the financial year ended **March 31, 2025**:

1. COMPANY OVERVIEW

Mukesh Babu Financial Services Limited was initially incorporated as M/s. Embee Finance and Consultancy Private Limited on February 27, 1985. The company officially changed its name to Mukesh Babu Financial Services Limited on November 07, 1994.

It is registered with the Reserve Bank of India (RBI) as a non-deposit taking Non-Banking Financial Company (NBFC).

2. FINANCIAL HIGHLIGHTS

The Company's standalone and consolidated financial performance under review along with previous year's figures is given hereunder:

Particulars	(₹'000)			
	Current Year	Previous Year	Current Year	Previous Year
	Standalone	Standalone	Consolidated	Consolidated
	2024-25	2023-24	2024-25	2023-24
Total Income	89,987	1,68,663	83,775	1,78,417
Total Expenditure (excluding depreciation)	55,814	86,569	66,126	96,025
Profit/(Loss) Before Depreciation & Income Tax	34,173	82,094	17,649	82,392
Depreciation	1,107	1,001	1,707	1,582
Profit before Tax	33,066	81,093	15,942	80,810
Tax expenses	10,722	21,986	10,826	22,069
Net Profit After Tax	22,344	59,107	5,116	58,741
Profit / (Loss) attributable to/(from) non-controlling interests	0	0	8,335	176
Profit for the year	22,344	59,107	13,451	58,917
Other Comprehensive Income (net of tax)	41,137	4,96,449	3,10,163	7,56,773
Total Comprehensive Income after tax	63,481	5,55,556	3,15,279	8,15,514
Appropriations from Profit after Tax:				
Transfer to Reserve Fund under Section 45-IC of the RBI Act, 1934	4,469	11,821	4,469	11,821
Dividend	8,365	8,365	8,365	8,365

Provision for Standard Assets	326	749	326	749
Balance carried to Balance Sheet	9,184	38,172	291	37,982
Earnings Per Share (Basic/Diluted)	3.21	8.48	0.73	8.43

3. PERFORMANCE REVIEW

During the year under review Income from Operations has decreased from ₹ 1,67,896 Thousands to ₹ 89,351 Thousands (decrease of 46.78%) and Profit after Tax has decreased from ₹ 59,107 Thousands to ₹ 22,344 thousand (decrease of 62.20%).

4. TRANSFER TO RESERVE

A sum of ₹ 4,469 Thousands has been transferred to Statutory Reserve during the year. Your Company does not propose to transfer any amount to General Reserve out of the amounts available for appropriation and an amount of ₹ 9,184 Thousands is proposed to be retained in the Profit & Loss account.

5. SHARE CAPITAL

The Paid-up Equity Share Capital of the Company as on March 31, 2025 is ₹ 69,675 Thousand. During the year under review, the Company has neither issued any shares with differential voting rights nor granted any stock options nor any sweat equity.

The Company's equity share capital is listed on BSE Limited. The shares are actively traded on BSE and have not been suspended from trading.

6. DIVIDEND

The Board of Directors has recommended a dividend of ₹ 1.20 (Rupee One and Twenty Paise Only) per equity share on face value of ₹10/-

(Rupees Ten each) i.e.12% for the financial year ended March 31, 2025.

The payment of dividend subject to approval of Members at the forthcoming Annual General Meeting (AGM), would result in a Dividend outflow of ₹ 8,365 Thousands.

Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders w.e.f. April 01, 2020. No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed ₹5,000/-.

The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.

Dividend will be paid to those Members whose names appear in the Register of Members as on **September 02, 2025**.

7. SCALE BASED REGULATIONS

Reserve Bank of India issued a circular on "Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs" on 22 October 2021 ('SBR Framework'). As per the framework, based on size, activity, and risk perceived, NBFCs are categorised into four layers, NBFC - Base Layer ('NBFC-BL'), NBFC - Middle Layer ('NBFC-ML'), NBFC - Upper Layer ('NBFC-UL') and NBFC - Top Layer ('NBFC-TL'). The Company has been categorized as a Base Layer NBFC (NBFC-BL).

8. INDIAN ACCOUNTING STANDARD (IND AS):

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

The financial statements of the Company are prepared in compliance with the Companies Act, 2013 and “Indian Accounting Standard (Ind AS). In accordance with the Companies (Indian Accounting Standards), Rules, 2015 of the Companies Act, 2013, the Company has been following the Indian Accounting Standards (Ind AS) for preparation of its financial statements from April 01, 2019. Significant accounting policies used for the preparation of the financial statements are disclosed in the notes to the financial statements.

9. PERFORMANCE OF SUBSIDIARY COMPANIES

During the year under review the Company has only one subsidiary – Mukesh Babu Securities Limited (CIN: U67120MH1994PLC076455) and the Highlights of the financial performance during Financial Year 2024-25 are as follows:

As on March 31, 2025, the Authorised & Paid-up Share Capital of the Subsidiary Company is ₹50,000 Thousand Only. There is net loss of ₹ 17,226 Thousand in the Company for the year ended March 31, 2025 against net loss of ₹ 365 Thousand in the previous year.

Accounts of Subsidiary:

The Consolidated Financial Statements of the Company are prepared in accordance with the provisions of Section 129(3) of the Companies Act, 2013 and as per the applicable Accounting Standards issued by the Institute of Chartered Accountants of India.

Pursuant to proviso (b) to Section 136(1) of the Companies Act, 2013, a copy of the Audited Financial statements for the year ended March 31, 2025 along with the Reports of the Board of Directors and the Auditors of the Company’s subsidiary- Mukesh Babu Securities Limited shall be furnished to any shareholder on demand.

These are also available for inspection at the Registered Office of the Company and are also being posted on the Company’s website <https://mbfsl.com/annual-reports/>.

10. CONSOLIDATED FINANCIAL STATEMENTS

As required under Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) and applicable provisions of Companies Act, 2013 (“the Act”), the Consolidated Financial Statements of the Company have been prepared in accordance with the applicable Accounting Standards and forms part of the Annual Report.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of The Companies (Accounts) Rules, 2014, Statement containing salient features of the Financial Statements of subsidiary is annexed to this report as **Annexure -A.**

11. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY THAT OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are no material changes and commitments affecting the financial position of the Company that occurred between the end of the financial year to which these financial statements relate and the date of this report.

12. PUBLIC DEPOSITS

No disclosure is required for the year under review since the Company has neither accepted nor renewed any deposits within the meaning of Section 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules 2014.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The provisions of Section 186 of the Companies Act, 2013 pertaining to investment and lending activities is not applicable to the Company since the Company is a Non- Banking Financial Company registered with the Reserve Bank of India. The details of loan given, investments made and guarantees and security provided during the financial year are furnished in the Notes to the financial statements.

14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All the related party transactions/contracts/arrangements entered by the Company during the financial year were on an arms' length basis and were carried out in the ordinary course of business.

All related party transactions were placed before the Audit Committee for their approval. Prior omnibus approval of the Audit Committee was obtained for the transactions which were of repetitive nature. The transactions entered into pursuant to the omnibus and specific approvals are reviewed periodically by the Audit Committee.

There were no materially significant related party transactions made by the Company during the year under consideration with the Promoters, Directors or Key Managerial Personnel which have a potential conflict with the interest of the Company at large.

In accordance with the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a Policy on Materiality of Related Party Transactions and a Policy on dealing with Related Party Transactions. The Policy is available on the Company's Website at <https://mbfsl.com/corporate-governance-policies/>.

During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on Materiality of Related Party Transactions.

The Company has made full disclosure of transactions with the related parties as set out in Note 34 of Standalone Financial Statements, forming part of the Annual Report.

There were no materially significant related party transactions which could have potential conflict with interest of the Company at large.

The particulars as required under Section 188 of the Companies Act, 2013 are furnished in Form AOC-2 which is annexed as **Annexure – B** to this report.

15. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 the CSR provisions were applicable to our Company in the financial year 2024-25, wherein the Company made a contribution towards CSR amounting to ₹ 2,00,000/-. The CSR initiatives undertaken by the Company were mainly focused on providing education especially among children, women, elderly and the differently-abled; eradicating hunger, poverty and malnutrition; promoting health care.

The CSR Report on the activities undertaken during the year is provided as **Annexure-C** to this report.

16. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal financial controls with reference to financial statements. The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with the laws and regulations.

18. WHISTLE BLOWER POLICY / VIGIL MECHANISM

As required under Regulation 22 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has an effective Whistle Blower Policy to deal with the instances of fraud and mismanagement. The details of the policy are enumerated in the Corporate Governance Report.

The policy is available on the Company's website at

The Company has an internal control system, commensurate with the size of its operations and nature of its business activities and is supported by an internal audit process. M/s. V. R. Pandya & Co., Chartered Accountants, the Internal Auditor of the Company monitors and evaluates the efficacy and adequacy of its internal control system, its compliance with operating systems, accounting procedures and policies of the Company.

17. RISK MANAGEMENT

Risk management is an integral part of the Company's business strategy that seeks to minimise adverse impact on business objectives and capitalise on opportunities.

The Company being a Non- Banking Financial Company is regulated by Reserve Bank of India (RBI) and the Board of Directors of the Company has constituted the Committee to frame, implement and monitor the Risk Management Policy of the Company.

The Committee is responsible for reviewing the risk management plan and ensuring its efficiency. The policy is available on the Company's website at <https://mbfsl.com/corporate-governance-policies/>.

<https://mbfsl.com/corporategovernance-policies/>. The policy provides for adequate safeguard against the victimization of the employees and Directors who express their concerns. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of employees and the Company.

The functioning of Vigil Mechanism is overseen by the Audit Committee. There was no instance of denial of access to the Audit Committee.

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

The Company has in place a Policy on Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has voluntarily set up an Internal Complaints

Committee to redress the complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. There have been no complaints filed or cases reported during the financial year ended March 31, 2025. The policy is available on the Company's website at <https://mbfsl.com/corporate-governance-policies/>.

20. DISCLOSURE UNDER MATERNITY BENEFIT ACT 1961

The Company continues to comply with the provisions of the Maternity Benefit Act, 1961, as amended, ensuring that all eligible women employees are entitled to maternity leave and related benefits as mandated by law. During the financial year under review, there were no

instances of maternity leave availed by any employee. The Company remains committed to maintaining a workplace that supports the health and well-being of its employees and upholds all applicable statutory requirements.

21. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

(a) Board of Directors:

There is change in the constitution of the Board of Directors of the Company during the year under review. The brief profile of the Directors as on March 31, 2025 is as below:

**Mr. Mukesh C. Babu,
Chairman and Managing Director**

As Chairman and Managing Director, Mr. Mukesh C. Babu exemplifies leadership by actively guiding the company with a steadfast commitment to consensus-building and democratic processes. With a tenure dating back to the company's inception, he brings over

40 years of extensive expertise in Capital Markets, Stocks & Shares, Investment Banking, and Merchant Banking.

**Mrs. Meena Mukesh Babu,
Non-Executive Director**

She is one of the Promoters of the Company and has been appointed as the Non-Executive Non-Independent Director of the Company with effect from 29th May, 2018. She is also the Managing Director of Mukesh Babu Securities Limited, Company's Subsidiary since 1997 and has extensive expertise and experience of over 3

decades in the field of Stocks & Shares, Investment Banking and Merchant Banking.

She is a member of the Nomination & Remuneration Committee and Corporate Social Responsibility Committee.

**Mr. Bhavesh Doshi,
Independent Director**

With over 3 decades of experience in the capital markets and investment, he offers a keen and insightful perspective on the Indian economy and

macroeconomic conditions across industries. He serves as an Independent Director on the Company's Board.

**Mr. Chetan M. Tamboli
Independent Director
Chairman of SRC and CSR Committee**

Mr. Chetan M. Tamboli is a Commerce graduate with an MBA from the USA. As the Chairman and Managing Director of Steelcast Limited, he brings over 35 years of experience to his role. He is actively involved on the boards of various private and public companies and has held several distinguished positions, including:

- Chairman of the Board of Governors at Government Engineering College, Bhavnagar, Gujarat
- Chairman of the CII Western Regional Council for 2014-15
- Chairman of the Institute Management Committee at ITI, Ghogha (Bhavnagar, Gujarat)

His expertise encompasses strategy, policy-making, and overall management, with a strong emphasis on strategic management, finance, general management, production, marketing, and corporate laws.

**Mr. Mayank Soti
Independent Director
Chairman of Nomination & Remuneration Committee**

Mr. Mayank Soti holds a Bachelor of Commerce degree and has completed the Company Secretary course. He is presently associated with Bridge Fintech Private Limited (Finzy) as Chief Strategy Officer. His last notable positions include Senior Executive Vice President and COO at ECL Finance Ltd (part of the Edelweiss Group) and Head of CSD Enterprise at Tata Teleservices Limited. With over 2 decades of cross-cultural and global experience, he specializes in business strategy and planning, credit and risk management, and general management. His expertise encompasses business planning and operations, strategy formulation, business origination, and overall credit, risk, and operational management.

Mr. Subhash Dave
Independent Director
Chairman of Audit Committee

Mr. Subhash Dave holds a Bachelor's degree in Commerce and is a Practicing Chartered Accountant. With over four decades of extensive experience in finance and strategic management, he has held several key leadership roles, including Executive Director (Finance) at Gujarat State Petroleum Corporation Ltd., and Director (Commercial) at M/s Sabarmati Gas Limited (SGL) on a full-time basis, among other notable

positions. He has successfully overseen large-scale financial operations, raised substantial funds, and implemented critical systems such as SAP. His expertise includes corporate finance, resource mobilization, credit appraisal, and strategic planning, consistently driving significant growth and efficiency in his roles.

(b) Appointment of Directors:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on August 09, 2024 and Shareholders in AGM held on September 27, 2024 has appointed Mr. Chetan Tamboli, Mr. Subhash Dave and Mr. Mayank Soti as the directors of the Company under the category of Independent Director.

(c) Resignation/Retirement of director

Mr. Manish Kumar Shah (DIN: 00233238) has resigned from his position as Independent Director of the Company, effective August 20, 2024, for personal reasons.

Also, the second tenure of Independent Directors, Mr. Pankaj Majithia and Mr. Vijay Vora got over on September 29, 2024.

The Board acknowledges and appreciates their contributions during their tenure.

(d) Retirement by rotation:

In terms of the provisions of Section 152(6) of the Companies Act, 2013, Mrs. Meena Mukesh Babu (DIN: 00799732) retires by rotation at the forthcoming Annual General Meeting and being eligible offers herself for re-appointment. The Board recommends her re-appointment.

(e) Key Managerial Personnel:

Pursuant to the provisions of Section 203 of the Act read with the rules made there under, the following employees are the whole time key managerial personnel of the Company:

1. Mr. Mukesh Babu – Managing Director
2. Mr. Mahesh Thakar– Chief Financial Officer
3. Ms. Nupur Chaturvedi – Company Secretary, Group Head-Legal & Compliance & Compliance Officer

22. BOARD AND COMMITTEES

During the year ended March 31, 2025, four (4) Board meetings were held and the gap between two consecutive Board Meetings did not exceed 120 days and at least one meeting was held in each quarter.

The details of the constitution and meetings of the Board and its Committees held during the year are provided in the Corporate Governance Report which forms part of this Annual Report.

23. INDEPENDENT DIRECTORS

(a) Declaration from Independent Directors

The Board has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have their names registered in the Independent Director's Databank.

(b) Criteria for Performance Evaluation

Nomination and Remuneration Committee has laid down various criteria for performance evaluation of Independent Directors which, inter-alia, includes preparedness and attendance at the meetings, understanding of Company's operations and business and contribution at Board Meetings through which the Board satisfy itself with regard to integrity, expertise and experience (including the proficiency) of the independent directors appointed in the Company.

(c) Details of Familiarization Programme

Pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every Independent Director on the Board is familiarized by the Executive Directors/ Senior Managerial Personnel about the Company's strategy, operations, organization structure, human resources, quality, finance and risk management at each Board Meeting before taking up the agenda items for discussion.

Further, at the time of appointment of an independent director, the Company issues a formal letter of appointment outlining his/ her role, functions, duties and responsibilities as a director. The terms and conditions of letter of appointment is available on the Company's website at <https://mbfsl.com/corporate-governance-policies/>.

24. EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES & INDIVIDUAL DIRECTORS

Pursuant to the provisions of Section 178(2) of the Companies Act, 2013 read with Clause VIII of Schedule IV to the

Companies Act, 2013 and the requirements laid down under Schedule II on Corporate Governance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Nomination and Remuneration Committee has framed Policy for evaluation of performance of the Board, its committees and individual Directors

The Policy inter alia provides the criteria for evaluation of performance such as Board effectiveness, quality of discussion, contribution at the meetings, business acumen, strategic thinking and relationship with the stakeholders, corporate governance practices, contribution of the Committees to the Board in discharging its functions, etc.

During the year under review, a meeting of Independent Directors was held on May 23, 2024 to carry out annual evaluation of the performance of the Board, its committees and of individual directors. The manner in which the evaluation was carried out has been explained in the Corporate Governance Report.

25. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SECTION 178 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a Nomination & Remuneration Policy on director's appointment and remuneration criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178. The Nomination & Remuneration Policy of the Company is available on the Company's website: <https://mbfsl.com/corporate-governance-policies/>.

26. POLICIES OF THE COMPANY

The Company is determined to maintain a good corporate governance practice

and has a robust system for smooth and effective functioning of the Board. Various policies have been framed by the Board of Directors as required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in order to follow a uniform system of procedures. These policies are periodically reviewed and updated by the Board of Directors of the Company from time to time.

Following is some of the major policies adopted by the Company:

1. Code for Insider Trading Policy
2. Nomination & Remuneration Policy
3. Policy for determination of Material Subsidiary
4. Policy on materiality of Related Party Transactions
5. Policy on dealing with Related Party Transactions
6. Whistle Blower Policy
7. Document Retention and Archival Policy
8. Code for Directors and Senior Managerial Personnel
9. Policy on evaluation of Directors
10. Policy on prevention of Sexual Harassment of Women at Workplace

The aforementioned policies are available on the website of the Company and can be accessed at <https://mbfsl.com/corporate-governance-policies/>.

27. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, your Directors to the best of their ability & knowledge hereby confirm that-

- (a) in the preparation of the annual accounts for the year ended March 31, 2025, the applicable accounting standards have been followed from

time to time and no material departures have been made from the same;

- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit and loss of the Company for that period;
- (c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual accounts on a going concern basis;
- (e) they, have laid down internal financial controls to be followed by the Company and that they are adequate and are operating effectively and
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

28. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There were no significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

29. AUDITORS AND AUDITORS' REPORT

Statutory Auditors

At the 37th Annual General Meeting of the Company held on September 28 2022, the members of the Company have appointed M/s. Chaitanya C. Dalal & Co., Chartered Accountants (FRN.101632W) as the Statutory Auditors of the Company for a term of period of 5 (five) years up to the conclusion of 42nd Annual General Meeting to be held in financial year 2026-2027 without the requirement of further ratification by the members.

The Auditors Report annexed to the Financial Statements does not contain any qualification, reservation or adverse remark or disclaimer.

Reporting of Frauds by Statutory Auditors

The Statutory Auditors of the Company have not reported any instances of fraud in the Company during the year under review as specified under the Section 143(12) of the Companies Act, 2013.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors in its meeting held on May 23, 2024 appointed CS V. V. Chakradeo of M/s. V. V. Chakradeo & Co., Practicing Company Secretaries (FCS: 3382/ COP: 1705) to carry out the audit of secretarial records of the Company for the financial year 2024-25. Further he is proposed to be appointed as the Secretarial Auditor for a term of 5 years at the forthcoming Annual General Meeting.

The Secretarial Audit Report of the Company and its material unlisted subsidiary Mukesh Babu Securities Limited is annexed to this report as **Annexure – D**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

As required under the Regulation 24A of SEBI (Listing Obligations and Disclosure & Requirements) Regulations, 2015, the Secretarial Compliance Report of Mukesh Babu Financial Services Limited and its material unlisted subsidiary Mukesh Babu Securities Limited for the financial year ended March 31, 2025 is provided as **Annexure – E**.

Internal Auditors

As per provisions of Section 138 of the Companies Act, 2013, every Listed Company is required to appoint an Internal Auditor to conduct internal audit of the functions and activities of the company. The Board of Directors, based on the recommendation of the Audit Committee, had approved the appointment of M/s. V. R. Pandya & Co., Chartered Accountants, Mumbai (Firm Registration No.107333W), as the Internal Auditors of the Company for the financial year ended on March 31, 2025 to conduct the internal audit of the activities of the Company.

30. SECRETARIAL STANDARDS

The Directors state that the Company has duly followed applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively. The Secretarial Auditor in his Secretarial Audit report confirms the same.

31. ANNUAL RETURN

In compliance with section 134(3)(a), the annual return referred to in sub-section (3) of section 92 has been placed on the website of the Company at <https://mbfsl.com/annual-reports/>.

32. COST RECORDS AND COST AUDIT

Maintenance of Cost Records and requirement of Cost Audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013, is not applicable to our Company.

33. PARTICULARS OF EMPLOYEES & RELATED DISCLOSURES

Pursuant to Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, a Statement showing names & other particulars of the employees are provided under **Annexure - F** to this report.

During the year under review, the Company does not have any employee who is drawing remuneration of ₹1,02,00,000/- per annum or ₹8,50,000/- per month as stipulated in the Act and the rules made thereunder. Hence, there are no disclosures required under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

34. CORPORATE GOVERNANCE

In compliance with Regulations 17 to 27 and 34 read with Schedule V of SEBI (Listing Obligations and Disclosure & Requirements) Regulations, 2015, as applicable, the Corporate Governance Report is given in **Annexure – G** and forms part of the Annual Report. Auditors' Certificate on

Corporate Governance from Statutory Auditors of the Company is annexed in **Annexure – H**.

The Certificate on Compliance with Code of Conduct duly signed by the Managing Director of the Company for the year ended March 31, 2025 regarding compliance by the Board members and senior management personnel with Company's Code of Conduct is covered thereto.

35. SUCCESSION PLANNING

The Company has in place a succession planning framework to address anticipated, as well as unscheduled changes in leadership. The plan is revisited, re-evaluated, and updated every year.

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

The particulars regarding Conservation of Energy and Technology Absorption are not furnished since the Company is not a manufacturing entity.

During the financial year under review, the Company did not have any foreign exchange earnings and outgo.

37. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

The Management Discussion and Analysis annexed to this Report as **Annexure – I**, forms the integral part of this report and covers, amongst other matters, the performance of the Company during the financial year under review as well as the future prospects.

38. OTHER DISCLOSURES

The Company does not have any scheme or provision of money for the purchase

of or subscription to its own shares by the employees/ Directors or by trustees for the benefit of the employees/ Directors.

39. ANNUAL REPORTS

The Company has published the statutory disclosures in the print version of the Annual Report along with the Notice of the AGM. Electronic copies of the Annual Report 2024-25 and Notice of the 40th Annual General Meeting are being sent through electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s). For members who have not registered their email addresses, the Company has been exempted under the General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 02/ 2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/ 2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (the "MCA Circulars") for any physical delivery of AGM Notice and Annual Report of the Company.

However as per SEBI Circular dated May 13, 2022, the Company shall send the physical copy of the Annual Reports to all the Shareholders who have registered their request for the same.

Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website <https://mbfsl.com/annual-reports/> and website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com.

40. MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER CERTIFICATE

The Certificate from Mr. Mukesh Babu, Managing Director and Mr. Mahesh Thakar, Chief Financial Officer with regard to the financial statements and other matters as stated in the Compliance Certificate has been furnished, mandated under the Part B under the Schedule II on Corporate Governance under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in [Annexure – J](#).

41. CERTIFICATION ABOUT DIRECTORS

None of the directors of the Company has been debarred or disqualified from being appointed or continuing as directors by Securities and Exchange Board of India/Ministry of Corporate Affairs or any such authority. A Certificate to this effect, duly signed by a Practicing Company Secretary is appended to this Report in [Annexure - K](#).

42. PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

Neither any application has been made nor is any proceeding pending under the IBC, 2016.

43. DIFFERENCE IN VALUATION:

The company has not made any one-time settlement against the loans obtained from Banks and Financial Institution during the financial year.

44. ACKNOWLEDGEMENTS

The Board of Directors wish to place on record their gratitude for the valuable guidance and continued support extended by the Securities Exchange Board of India, Reserve Bank of India, Bombay Stock Exchange, Ministry of Corporate Affairs, other government authorities, Banks and other stakeholders. Your directors would also like to take this opportunity to express their appreciation for the dedicated efforts of the employees of the Company.

**For and on behalf of the Board of Directors of
MUKESH BABU FINANCIAL SERVICES LIMITED**

Mukesh Babu
Managing Director
DIN: 00224300

Meena Babu
Director
DIN: 00799732

Date: July 30, 2025
Place: Mumbai



Annexure-A

Form No.AOC-1

[Pursuant to first proviso to Section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of Subsidiary
(Amt. In ₹'000)

Name of the Subsidiary	Mukesh Babu Securities Limited
Reporting Period of the subsidiary	April 01, 2024 to March 31, 2025
Reporting currency	Rupees
Share Capital	50,000
Other Equity (Includes Other Comprehensive Income)	10,38,098
Total Assets	3,71,758
Total Liabilities	2,05,193
Investments (At Realisable Value)	9,21,533
Turnover (Gross Receipt)	(4,330)
Profit /(Loss)Before Taxation	(17,122)
Profit/(Loss) After Taxation	(17,226)
Proposed Dividend	0
Shareholding Percentage	51.62%

**For and on behalf of the Board of Directors of
MUKESH BABU FINANCIAL SERVICES LIMITED**

MUKESH BABU
Managing Director
(DIN: 00224300)

MEENA BABU
Director
(DIN: 00799732)

Date: July 30, 2025
Place: Mumbai



Annexure-B

Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in subsection (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

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

The Company has not entered into any transaction with related parties which were not on an arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

The Company has not entered into any material contracts or transactions with related parties during the financial year 2024-25.

**For and on behalf of the Board of Directors of
MUKESH BABU FINANCIAL SERVICES LIMITED**

**MUKESH BABU
Managing Director
(DIN: 00224300)**

**MEENA BABU
Director
(DIN: 00799732)**

**Date: July 30, 2025
Place: Mumbai**

Annexure –C

Annual Report on CSR Activities

1. Brief outline on CSR Policy of the Company:

The CSR Policy of the Company is the guiding document to optimally allocate, manage and supervise prescribed CSR funds of the Company. The CSR initiatives undertaken by the Company as per the policy mainly focus on providing education especially among children, women, elderly and the differently-abled; eradicating hunger, poverty and malnutrition; promoting health care.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held	Number of meetings of CSR Committee attended during the year
1.	Mr. Mukesh Babu	Executive Director	2	2
2.	Mrs. Meena Mukesh Babu	Non-executive Director	2	2
3.	Mr. Chetan Tamboli*	Independent Director	2	1
4.	Mr. Subhash Dave*	Independent Director	2	1
5.	Mr. Mayank Soti*	Independent Director	2	1
6.	Mr. Pankaj Majithia [#]	Independent Director	2	1
7.	Mr. Vijay Vora [#]	Independent Director	2	1

* Member w.e.f. August 09, 2024 [#] ceased to be member w.e.f. September 29, 2024

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <https://mbfsl.com/corporate-governance-policies/>.
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report)- **N.A.**

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
1	2023-24	4,40,000	2,23,000
Total			

6. Average net profit of the company as per section 135(5). ₹ 11,127 Thousand

7.

- Two percent of average net profit of the company as per section 135(5) : ₹ 223 Thousand
- Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **0**
- Amount required to be set off for the financial year, if any: 440 Thousand
- Total CSR obligation for the financial year (7a+7b-7c)- **0**

8.

- CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to 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.
2,00,000	0	N.A	-	-	N.A

- Details of CSR amount spent against ongoing projects for the financial year: **Nil**

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project. State District	(6) Project duration	(7) Amount allocated for the project (in Rs.)	(8) Amount spent in the current financial Year (in Rs.)	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	(10) Mode of Implementation - Direct (Yes/No)	(11) Mode of Implementation - Through Implementing Agency Name CSR Registration number
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1.

Total

c) Details of CSR amount spent against **other than ongoing projects** for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project. State District	Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency Name CSR registration number
1.	School Education	ii	Yes	Maharashtra, Dahanu	2,00,000	No	C L Babu Foundation CSR00010937
Total					2,00,000		

d) Amount spent in Administrative Overheads-0

e) Amount spent on Impact Assessment, if applicable-0

f) Total amount spent for the Financial Year (8b+8c+8d+8e)-**2,00,000**

g) Excess amount for set off, if any- **4,17,000**

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	2,23,000
(ii)	Amount available for set-off from preceding financial years	4,40,000
(iii)	Total amount spent for the Financial Year	2,00,000
(iv)	Excess amount spent for the financial year [(ii)+(iii)-(i)]	4,17,000
(v)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(vi)	Amount available for set off in succeeding financial years [(iv)-(v)]	4,17,000

9.

a) 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 Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any. Name of the Fund Amount (in Rs.) Date of transfer.	Amount remaining to be spent in succeeding financial years. (in Rs.)
1	Total				

b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **Not Applicable**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs)	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Complete d /Ongoing
1								
2								
	Total							

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (**asset-wise details**)-
NIL

- Date of creation or acquisition of the capital asset(s).
- Amount of CSR spent for creation or acquisition of capital asset.
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

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

**For and on behalf of the Board of Directors of
MUKESH BABU FINANCIAL SERVICES LIMITED**

Mukesh Babu
Managing Director
(DIN: 00224300)

Chetan Tamboli
Chairman CSR Committee
(DIN: 00028421)

Date: July 30, 2025
Place: Mumbai

Annexure –D

Secretarial Audit Report

FORM NO. MR-3

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

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

To,
The Members,
Mukesh Babu Financial Services Limited,
Mumbai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to corporate practices by **Mukesh Babu Financial Services Limited** (hereinafter called 'the Company') for the audit period covering the Financial Year ended March 31, 2025. Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised 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 March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance mechanism in place to the extent in the manner and subject to the reporting made hereinafter:

We have examined the books papers, minute books, forms and returns filed and other records maintained by the Company

for the financial year ended on March 31, 2025 according to the provisions of:

- i) The Companies Act, 2013 ('the Act') and the rules thereunder;
- ii) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- iii) The Securities Contracts (Regulation) Act, 1956('SCRA') and the rules made there under (to the extent applicable);
- iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under (to the extent applicable);
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992 ('SEBI Act') (to the extent applicable):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2013;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993

- regarding the Companies Act and dealing with client;
- d. The Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018;
 - e. Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; and
 - vi) All applicable Labour Laws;
 - vii) Bombay Shop & Establishment Act, 1948;
 - viii) Indian Contract Act, 1872;
 - ix) Income Tax Act, 1961 and Indirect Tax Laws.

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

We further report that:

The Board of Directors of the Company is duly constituted with the proper balance

of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the board of directors that took place during the period under review, if any were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through and as informed, there were no dissenting members' views and hence not 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.

Place: Mumbai
Date: July 30, 2025

FOR V. V. CHAKRADEO & CO.
COMPANY SECRETARIES

V. V. CHAKRADEO
COP 1705 FCS 3382

UDIN: F003382G000893997

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,
Mukesh Babu Financial Services Limited,
Mumbai

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

1. Maintenance of secretarial record is responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of the Corporate and other laws, rules, regulations, norms and standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. I have reported in my audit report, only those non compliances, especially in respect of filing of applicable forms/ documents, which in my opinion are material and having major bearing on the financials of the Company.

Place: Mumbai
Date: July 30, 2025

FOR V. V. CHAKRADEO & CO.
COMPANY SECRETARIES

V. V. CHAKRADEO
COP 1705 FCS 3382

Secretarial Audit Report of the Subsidiary

**Secretarial Audit Report
FORM NO. MR-3**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

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

To,
The Members,
Mukesh Babu Securities Limited,
Mumbai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to corporate practices by **Mukesh Babu Securities Limited** (hereinafter called 'the Company') for the audit period covering the Financial Year ended March 31, 2025. Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised 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 March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance mechanism in place to the extent in the manner and subject to the reporting made hereinafter:

We have examined the books papers, minute books, forms and returns filed and other records maintained by the Company

for the financial year ended on March 31, 2025 according to the provisions of:

- i) The Companies Act, 2013 ('the Act') and the rules thereunder;
- ii) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment; (to the extent applicable)
- iii) The Securities Contracts (Regulation) Act, 1956('SCRA') and the rules made there under;(to the extent applicable)
- iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under (to the extent applicable);
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992 ('SEBI Act') (to the extent applicable):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2013;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the

Companies Act and dealing with client;

d. The Securities and Exchange Board of India (Depositories and Participants) Regulation, 2018.

vi) All applicable Labour Laws;

vii) Bombay Shop & Establishment Act, 1948;

viii) Indian Contract Act, 1872;

ix) Income Tax Act, 1961 and Indirect Tax Laws.

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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (to the extent applicable).

We further report that:

The Board of Directors of the Company is duly constituted with the proper

balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the board of directors that took place, if any 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 Meeting and agenda and detailed notes on agenda were sent at least seven days in advance and system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for the meaningful participation at the meeting.

Majority decision is carried through and as informed, there were no dissenting members' views and hence not 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.

Place: Mumbai

Date: July 30, 2025

**FOR V. V. CHAKRADEO & CO.
COMPANY SECRETARIES**

**V. V. CHAKRADEO
COP 1705 FCS 3382
UDIN: F003382G000894173**

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 of the Secretarial Audit Report

To,
The Members,
Mukesh Babu Securities Limited,
Mumbai

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

1. Maintenance of secretarial record is responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I obtained management representation about

the compliance of laws, rules, regulations, norms and standards and happening of events.

5. The compliance of the provisions of the Corporate and other laws, rules, regulations, norms and standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. I have reported in my audit report, only those non compliances, especially in respect of filing of applicable forms/ documents, which in my opinion are material and having major bearing on the financials of the Company.

Place: Mumbai
Date: July 30, 2025

FOR V. V. CHAKRADEO & CO.
COMPANY SECRETARIES

V. V. CHAKRADEO
COP 1705 FCS 3382

Annexure -E

Secretarial Compliance Report

Secretarial Compliance Report of the Mukesh Babu Financial Services Limited for the Year Ended 31st March, 2025

We have conducted a review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Mukesh Babu Financial Services Limited** (“the listed entity”) and its material unlisted subsidiary **Mukesh Babu Securities Limited** (hereinafter referred as ‘the listed entity’), having its Registered Office at 111, Maker Chamber - III, 223 Nariman Point, Mumbai – 400021.

Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. Based on our verification of the listed entity’s books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents, and authorized representatives during the conduct of Secretarial Review. We hereby report that in our opinion, the listed entity and its material subsidiary has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the listed entity 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:

- (a) all the documents and records made available to us and explanation provided by **Mukesh Babu Financial Services Limited** (“the listed entity”) and its

material unlisted subsidiary
Mukesh Babu Securities Limited;

- (b) the filings/ submissions made by the listed entity to the stock exchange;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended 31st March 2025 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and

- Disclosure Requirements)
Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable for the period**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: **Not Applicable for the period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: **Not Applicable for the period**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-

- Convertible Securities)
Regulations, 2021: **Not Applicable for the period**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) other regulations as applicable and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that during the review period compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Complied
2.	Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities.	Yes	Complied
	All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations	Yes	Complied

	/circulars/guidelines issued by SEBI.		
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes	Complied
4.	<p>Disqualification of Director:</p> <p>None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013</p>	Yes	Complied
5.	<p>To examine details related to Subsidiaries of listed entities:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to the disclosure of material as well as other subsidiaries</p>	Yes	Complied
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	Complied

7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted a performance evaluation of the Board, Independent Directors, and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	Complied
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes	Complied
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Complied
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	Complied
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p>	Yes	BSE has imposed the fine on the Company under Regulation 20(2)/(2A) for noncompliance with the constitution of the

	No Actions taken against the listed entity / its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		Stakeholder Relationship Committee for one day, i.e., 30 th September 2024, as per SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023 (Chapter-VII(A) - Penal Action for Non-Compliance)
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N.A.	There is no change in the auditor during the reporting period.
13.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	Complied
14.	Compliance status of Structural Digital Database as per Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 required as per Notice no. 20241018-44 dated 18 Oct 2024 issued by BSE	Yes	Complied

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

1.

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation
1.	Regulation 20(2)/(2A) of SEBI (LODR)	SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated 11th July 2023 (Chapter-VII(A) - Penal Action for Non-Compliance)	Noncompliance with the constitution of the Stakeholder Relationship Committee for one day, i.e., 30th September 2024	BSE	Fine imposed	Vide email dated 21 st November 2024, having reference no. SOPCReview/ Sep 24-Q, the BSE imposed fine on the Company alleging Noncompliance with the constitution of the Stakeholder Relationship Committee for one day, i.e., 30th September 2024 as according to the Corporate Governance Report filed for the quarter

						ended September 30, 2024, the tenure of the Chairman of the committee expired on September 29, 2024.
--	--	--	--	--	--	--

Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
2000/-	The Company filed an application dated November 22, 2024, with the BSE for a waiver of the fine, as the Stakeholders Relationship Committee had a Chairman appointed as of September 30, 2024, and the issue was only a reporting error in the Corporate Governance form. The application is currently under review by the Listing Operations team as of the date of this report.	In the Corporate Governance Report, the Company disclosed the induction of new Committee members effective August 9, 2024. However, since the tenure of the existing Chairman extended until September 29, 2024, he was reported as the Chairperson for the entire quarter, except for one day. The Company did not specify a chairperson for that single day in the reporting form, as it was under the impression that only one Chairperson could be selected per quarter. Since the new Chairman was part of the Committee on September 30, 2024, this constitutes a reporting oversight in the Corporate Governance form, rather than a case of non-compliance.	There was an inadvertent reporting error, as the appointment of the Chairman had already been made for that single day, i.e., September 30, 2024.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **NA**

S r. N o.	Compli ance Requir ement (Regul ations/ circula rs / guideli nes includi ng specific clause)	Regulation/ Circular No.	Devia tions	Act ion Ta ken by	Ty pe of Act ion	Detail s of Viola tion	Fine Am ount	Observ ations/ Remar ks of the Practici ng Compa ny Secreta ry	Manag ement Respon se	Rem arks

Assumptions & limitations of scope and review:

- Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity;
- Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Mumbai

Date: 30th April 2025

For V. V. Chakradeo & Co.
Company Secretaries

V. V. Chakradeo
FCS No.: 3382
C P No.: 1705
UDIN: F003382G000236681
Peer Review No.: 2376/2022
dt 11.07.2022.

Annexure- F

Disclosures under Section 197(12) of the Companies Act, 2013
(Read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

1. The Board affirms that the remuneration paid is as per the Remuneration Policy of the Company.
2. The ratio of the remuneration of each Director to the median remuneration of employees of the Company for the Financial Year 2024-25:

Sr. No.	Name of Directors	Ratio of Remuneration of Director to Remuneration of Employees
1.	Mr. Mukesh Babu*	0.308:1
2.	Mrs. Meena Babu	0.003:1
3.	Mr. Bhavesh Doshi	0.004:1
4.	Mr. Chetan Tamboli	0.001:1
5.	Mr. Subhash Dave	0.001:1
6.	Mr. Mayank Soti	0.002:1
7.	Mr. Pankaj Majithia	0.002:1
8.	Mr. Vijay Vora	0.002:1
9.	Mr. Manishkumar Shah	N.A

3. The percentage increase in remuneration of each Director, CFO, CEO, CS or manager, if any, in the Financial Year:

Sr. No.	Name of Directors & Key Managerial Personnel	Percentage increase/decrease in Remuneration of Each Director & Key Managerial Personnel
1.	Mr. Mukesh Babu*	119.69%
2.	Mrs. Meena Babu	0
3.	Mr. Bhavesh Doshi	-33.33
4.	Mr. Chetan Tamboli	N.A
5.	Mr. Subhash Dave	N.A
6.	Mr. Mayank Soti	N.A
7.	Mr. Pankaj Majithia	-60.00
8.	Mr. Vijay Vora	-60.00
9.	Mr. Manishkumar Shah	N.A.
10.	Mr. Mahesh Thakar [#]	306.25
11.	Ms. Nupur Chaturvedi	42.86

*Includes commission approved by Shareholders in the last AGM

[#] The data from previous years pertains to only a three-month span



4. The percentage change in the median remuneration of employees in the Financial Year is: 63.52 %
5. Average percentage increase in the salaries of employees other than the managerial personnel in the last financial year was 64.92% whereas the increase in the managerial remuneration was 91.57%.
6. The number of permanent employees on the rolls of the company: 11.

**For and on behalf of the Board of Directors of
MUKESH BABU FINANCIAL SERVICES LIMITED**

**MUKESH BABU
Managing Director
(DIN: 00224300)**

**MEENA BABU
Director
(DIN: 00799732)**

**Date: July 30, 2025
Place: Mumbai**

Annexure -G

Corporate Governance Report

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Good Governance is a key to sustainable growth and development and at Mukesh Babu Financial Services Limited, we believe in maintaining high standards of governance, integrity and transparency in our system and abiding by the law not only in letter but also in spirit. We believe that a robust Corporate Governance system lays down a strong foundation for the attainment of the long-term vision and goals of the Company. Our philosophy on Corporate Governance is the reflection of our values and the continued commitment towards following good and ethical practices in our organisation. A good Corporate Governance is an integral and ongoing system to retain and maintain the trust and confidence of stakeholders and creating a long-term value for our shareholders.

At Mukesh Babu Financial Services Limited, the Corporate Governance system aims to promote and maintain integrity, transparency and accountability at all the levels of the organisation. The Board of Directors is responsible and committed for sound principles of Corporate Governance in the organisation. The Board plays a very crucial role in upgrading the systems, policies, processes and frameworks in order to effectively meet the challenges of rapid growth in a dynamic business environment.

The Company is a Non-Banking Finance Company registered with the Reserve Bank of India and is engaged in lending & investment activities. Our disclosure always seeks to attain the best practices in Corporate Governance. We endeavour to enhance the shareholder's value and respect the rights of the smallest shareholder in all our business decisions.

I. Board of Directors

A. Composition of the Board:

The Board of Directors of your Company has an optimal combination of expertise, talent, experience, knowledge and independence. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that where the Company is having an executive chairperson, the Board should have at least one-half of the board of directors as independent directors.

As on March 31, 2025, the Board had six members, out of which one is Executive Director and five are Non-Executive Directors (including one Woman Director) out of which four are Independent Directors.

The composition of the Board of Directors is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and Section 149 of the Companies Act, 2013. The Board of Directors is chaired by an Executive Chairman who is the Managing Director of the Company.

The Board members have varied skills/expertise/ competencies which enable them to satisfactorily discharge their duties as directors apart from understanding the nature of industry in which the Company operates. The Company requires core skills/expertise/competencies in the areas of Capital Markets, Finance Markets and Business apart from

skills/expertise/competencies in the areas of strategic planning, finance, accounting, economics, legal and regulatory matters, mergers and acquisitions, green technologies, sustainability to efficiently carry on the businesses of the Company. The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, expertise, diversity and independence. The Board provides leadership, strategic

guidance, an objective and independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure. The Board periodically reviews and evaluates the need for change in its composition and size.

Pursuant to Schedule V of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, we are providing below the skills/expertise/competencies possessed by the directors as on date.

Mr. Mukesh Babu Managing Director	Mr. Chetan Tamboli Independent Director	Mr. Subhash Dave Independent Director
Skills: Capital Markets, Finance Markets and Business, Strategic Planning, Finance and Accounting	Skills: Finance, Accounting, Business/Strategy Planning, general management, production, marketing, and corporate laws	Skills: Finance, Accounting, Corporate finance, resource mobilization, credit appraisal, and strategic planning
Mrs. Meena Babu Non-Executive Director	Mr. Mayank Soti Independent Director	Mr. Bhavesh Doshi Independent Director
Skills: Capital Markets, Finance Markets and Business, Strategic Planning and Finance	Skills: Business planning and operations, strategy formulation, business origination, and overall credit, risk, and operational management	Skills: Capital Markets, Business planning

None of the Directors of the Company hold directorship in more than 10 public companies. Further, none of them is a member of more than 10 committees or chairman of more than 5 committees across all the public companies in which he or she is a director.

The composition and category of the Board of Directors as on March 31, 2025 and the number of Directorships and Committee Chairmanships / Memberships held by them in other companies as on date are given herein as follows:

Name	Designation	Category	No. of other Directorships and Committee Memberships/Chairmanships		
			* Other Directorships	** Committee Memberships	** Committee Chairmanships
Mr. Mukesh Babu (DIN:00224300)	Managing Director	Executive	9	2	0
Mrs. Meena Babu (DIN:00799732)	Director	Non-Executive-Non-Independent	5	0	0
Mr. Bhavesh Doshi (DIN:03194930)	Director	Independent	1	0	0
Mr. Chetan Tamboli (DIN: 00028421)	Director	Independent	6	0	2
Mr. Subhash Dave (DIN: 00156545)	Director	Independent	2	0	0
Mr. Mayank Soti (DIN: 03283886)	Director	Independent	2	0	0

* Excludes directorship in Mukesh Babu Financial Services Limited, Foreign Companies, Companies registered under Section 8 of the Companies Act, 2013 and Government Bodies.

** For the purpose of considering the limit of Committee Memberships and Chairmanships of a Director, Audit Committee and Stakeholders Relationship Committee of Public Companies have been considered as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 however it excludes the Memberships and Chairmanships in Mukesh Babu Financial Services Limited.

The details of Directorships held in other Listed Companies are as follows:

Mr. Mukesh Babu is a Non – Executive Director on the Board of Sagar Systech Limited, Mrs. Meena Babu is the Managing Director of Sagar Systech Limited and Mr. Chetan Tamboli is Executive Director-Chairperson-CEO-MD on the Board of Steelcast Limited and Director in Vadilal Enterprises Limited.

B. Independent Directors:

The Independent Directors fulfil the criteria of independence specified in Section 149(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and meet with the requirements of Regulation 16(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the management.

A formal letter of appointment to the Independent Director as provided in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been issued to them. The terms and conditions of appointment of Independent Directors are uploaded on the website of the Company <https://mbfsl.com/corporate-governance-policies/>.

Independent Directors have an independent standing in their respective fields and they effectively contribute to the Company's business and policy decisions of the Company.

Every Independent Director, at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets with the criteria of independence as provided under the Companies Act, 2013.

Independent Directors meet at least once in every financial year without the presence of Executive Directors or Management Personnel. Such meetings are conducted informally to enable Independent Directors to discuss, review and assess performance of Executive Directors, Chairman and that of the Board as a whole. It also enables to ascertain communication and coordination processes being followed at Board and management levels so that lapses, if any, can be rectified.

A separate meeting of the Independent Directors was held on May 23, 2024. The matters considered and discussed thereat, inter alia, included those prescribed under Schedule IV to the Act, and Regulation 25 of the Listing Regulations.

There are no material pecuniary relationships or transactions between the Independent Directors and the Company, except for the sitting fees drawn by them for attending the meeting of the Board.

C. Familiarisation Programme for Board Members:

The Board members are updated on a quarterly basis on the relevant statutory changes. They are also updated on all business-related issues and new initiatives.

At the time of appointment of a director, a formal letter of appointment is given to him / her, which inter alia explains their roles, functions, duties and

responsibilities as a Director of the Company.

The Directors are explained in detail the compliance required from him / her under the Companies Act, 2013, relevant regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant regulations.

The Managing Director interacts with the newly appointed Director to familiarise him / her with the Company's operations. Further, the Company has put in place a system to familiarise the Independent Directors about the Company, its business and the on-going events relating to the Company.

Board Meetings:

During the financial year 2024-25, 4 (four) meetings of the Board of Directors of the Company were held and the maximum gap between two consecutive meetings did not exceed one hundred and twenty days as mentioned under Section 173 of the Companies Act, 2013 and Regulation 17(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board meetings are held at regular intervals to consider, discuss and approve inter alia, the unaudited/audited standalone and consolidated financial results/statements of the Company, to decide on business policy/strategy of the Company, risk management, etc. and other items on the agenda. The required quorum was present at all the below mentioned meetings:

The dates of the meetings of the Board of Directors are as under:

Sr. No.	Period	Date of the Meeting
1.	1 st Quarter	23-05-2024
2.	2 nd Quarter	09-08-2024
3.	3 rd Quarter	13-11-2024
4.	4 th Quarter	11-02-2025

The Company adheres to the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Secretarial Standards and the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 with respect to convening and holding of the meetings of the Board of Directors and its Committees.

The attendance of the Directors at the Board Meetings and the Annual General Meeting held during the financial year 2024-25 is as under:

Name of the Director	No. of Board Meeting(s) held	No. of Board Meeting(s) attended	Last Annual General Meeting attended
Mr. Mukesh Babu	4	4	YES
Mr. Vijay Vora*	4	2	NO
Mr. Pankaj Majithia*	4	2	YES
Mrs. Meena Babu	4	3	YES
Mr. ManishKumar Shah@	4	0	NO
Mr. Bhavesh Doshi	4	4	YES
Mr. Chetan Tamboli [#]	4	1	NO
Mr. Mayank Soti [#]	4	2	YES
Mr. Subhash Dave [#]	4	1	YES

*Ceased to be director w.e.f 29.09.2024 [#]appointed as director w.e.f.09.08.2024 @Ceased to be director w.e.f 20.08.2024

Code of Conduct:

The Board has laid down the Code of Conduct for all the Board members and the senior managerial personnel of the Company, which is in compliance with Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 & Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has amended its Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information

(UPSI) ("the Code"). The Revised Code of Practice and Procedure for Fair Disclosure of UPSI updated as on April 30, 2025 is also available on the website of the Company <https://mbfsl.com/corporate-governance-policies/>.

All the Board members and senior managerial personnel of the Company have affirmed compliance with the Code of Conduct framed by the Board and a declaration signed by the Managing Director to this effect as required under Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report for the financial year 2024-25.

II. AUDIT COMMITTEE

Constitution of the Audit Committee:

The Audit Committee of the Company is in alignment with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has an Audit Committee consisting of qualified members. The Committee comprises of Four Directors out of which three are Independent Directors & an Independent Director as its Chairman as on 31st March 2025.

The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the members of the Audit Committee are financially literate and have experience in financial management.

The Company Secretary acts as Secretary to the Committee.

Meeting and Attendance:

The Committee met 4 (four) times during the financial year 2024-25 as under:

Sr. No.	Period	Date of the Meeting
1.	1 st Quarter	23-05-2024
2.	2 nd Quarter	09-08-2024
3.	3 rd Quarter	13-11-2024
4.	4 th Quarter	11-02-2025

The gap between two meetings did not exceed one hundred and twenty days or as permitted and the necessary quorum was present for all the meetings held during the year.

The composition of the Audit Committee and the details of meetings attended by members of the committee are given below:

Sr. No.	Name of the Member And Qualification	Position	Category	No. of Meetings during the year 2024-25	
				Meetings Held	Meetings attended
1.	Mr. Pankaj Majithia* F.C.A., A.C.S., LL.B.	Chairman	Independent Director	4	2
2.	Mr. Vijay Vora* B.Com.	Member	Independent Director	4	2

3.	Mr. Mukesh Babu F.C.A.	Member	Executive Director	4	4
4.	Mr. Chetan Tamboli [#] MBA	Member	Independent Director	4	1
5.	Mr. Mayank Soti [#] CS	Member	Independent Director	4	2
6.	Mr. Subhash Dave [#] F.C.A.	Chairman [@]	Independent Director	4	1

*Ceased to be member w.e.f 29.09.2024 [#]appointed as member w.e.f.09.08.2024 [@]Chairman w.e.f 30.09.2024

The Audit Committee is responsible for monitoring the financial reporting, audit process, supervision of the internal controls and, inter alia, performs the following functions:

- a. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- c. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d. Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to:
 - i. 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 Act.
 - ii. changes, if any, in accounting policies and practices and reasons for the same.
 - iii. major accounting entries involving estimates based on the exercise of judgment by Management.
 - iv. significant adjustments made in the financial statements arising out of audit findings.
- e. Reviewing the quarterly financial results with the management before submission to the Board;
- f. Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process;
- g. Approval or any subsequent modification of transactions of the Company with related parties;
- h. Scrutiny of inter - corporate loans and investments;
- i. Evaluation of internal financial controls and risk management systems;
- j. Reviewing with the management, performance of statutory and internal auditors, adequacy of internal control systems;
- k. to review the functioning of the whistle blower mechanism;
- l. 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.
- v. compliance with listing and other legal requirements relating to financial statements disclosure of any related party transactions.
- vi. disclosure of any related party transactions,
- vii. modified opinion(s) in the draft audit report.

The Audit Committee shall review the information required as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit Committee meetings are attended by the Chief Financial Officer, senior finance and accounts executives also the Committee invites such executives, as it considers appropriate, the Statutory Auditors and, Internal Auditors and/or their Representatives to be present at its meetings.

In terms of the Insider Trading Code adopted by the Company, the Committee also considers approval of policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the Insider Trading Code. The Company Secretary was appointed as the Compliance Officer by the Board to ensure compliance and effective implementation of the Insider Trading Code.

The previous (39th) Annual General Meeting (“AGM”) of the Company held on September 27, 2024 was attended by Mr. Pankaj Majithia, the then Chairman of the Audit Committee to answer shareholders queries.

III. NOMINATION AND REMUNERATION COMMITTEE

Constitution of Nomination & Remuneration Committee:

The Board has constituted the Nomination and Remuneration Committee comprising of four members of whom three are Independent Directors in line with Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 read with Section 178 of the Companies Act, 2013.

The broad terms of reference of the nomination and remuneration committee are as under:

- i) To identify and recommend to the Board in accordance with the criteria as laid down, appointment/reappointment/ removal of the Executive/ Non-executive Directors and the senior management of the Company;
- ii) To formulate the criteria and specify the manner for effective evaluation of performance of Board, its committees and individual Directors, to be carried out either by the Board, by the Committee or by the independent external agency and review its implementation and compliance;
- iii) To formulate criteria for determining qualifications, positive attributes and independence of a directors;
- iv) To recommend to the Board of Directors a remuneration policy for the Directors, Key Managerial Personnel and other employees;
- v) To devise a Policy on Board Diversity of the Company;
- vi) To recommend to the Board all remuneration in whatever form payable to Senior Management;
- vii) Any other function as may be mandated by the Board or stipulated by the Companies Act, 2013, SEBI, Stock Exchange or any other regulatory authorities from time to time.

Meeting and Attendance:

The Nomination and Remuneration Committee met 2 (two) times during the financial year 2024-25 as under and the necessary quorum was present at the meeting:

Sr. No.	Period	Date of the Meeting
1.	1 st Quarter	23-05-2024
2.	2 nd Quarter	09-08-2024

The minutes of the Nomination and Remuneration Committee meetings are circulated to the Board of Directors and noted by them at their meetings.

The Company Secretary acts as Secretary to the Committee.

The composition of the Committee and the attendance of members of the Nomination and Remuneration Committee are as follows:

Sr. No.	Name of the Member	Position	Category	No. of Meetings during the year 2024-25	
				Meetings Held	Meetings attended
1.	Mr. Pankaj Majithia*	Chairman	Independent Director	2	2
2.	Mr. Vijay Vora*	Member	Independent Director	2	2
3.	Mrs. Meena Babu	Member	Non-executive Director	2	2
4.	Mr. Chetan Tamboli [#]	Member	Independent Director	2	0
5.	Mr. Mayank Soti [#]	Chairman [@]	Independent Director	2	0
6.	Mr. Subhash Dave [#]	Member	Independent Director	2	0

*Ceased to be member w.e.f 29.09.2024 [#] appointed as member w.e.f.09.08.2024 [@] Chairman w.e.f 30.09.2024

IV. STAKEHOLDERS RELATIONSHIP COMMITTEE

Constitution of Stakeholders Relationship Committee:

The Board has constituted the Stakeholders Relationship Committee comprising of four members of whom three are Independent Directors.

The composition of the Stakeholders Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company Secretary acts as Secretary to the Committee.

Meeting and Attendance:

The Stakeholders Relationship Committee met 4 (four) times during the financial year 2024-25 as under:

Sr. No.	Period	Date of the Meeting
1.	1 st Quarter	23-05-2024
2.	2 nd Quarter	09-08-2024
3.	3 rd Quarter	13-11-2024
4.	4 th Quarter	11-02-2025

The composition of the Committee and the attendance of the members of the Stakeholders Relationship Committee during the financial year 2024-25 are as given below:

Sr. No.	Name of the Member	Position	Category	No. of Meetings during the year 2024-25	
				Meetings Held	Meetings attended
1.	Mr. Pankaj Majithia*	Chairman	Independent Director	4	2
2.	Mr. Vijay Vora*	Member	Independent Director	4	2
3.	Mr. Mukesh Babu	Member	Executive Director	4	4
4.	Mr. Chetan Tamboli [#]	Chairman [@]	Independent Director	4	1
5.	Mr. Mayank Soti [#]	Member	Independent Director	4	2
6.	Mr. Subhash Dave [#]	Member	Independent Director	4	1

*Ceased to be member w.e.f 29.09.2024 [#] appointed as member w.e.f. 09.08.2024 [@] Chairman w.e.f 30.09.2024

The Company has appointed “MUFG Intime India Private Limited” as its Registrar and Share Transfer Agent (RTA). The Company Secretary acts as a Compliance Officer of the Company for complying with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 and SEBI (Prohibition of Insider Trading) Regulations, 2015 and oversees the functioning of the RTA.

During the year under review, there were no investor complaints received as per the statement furnished by the RTA.

The status of complaints is reported to the Board on a quarterly basis. Details pertaining to the number of complaints received and responded and the status thereof during the financial year 2024-25 are given below as on March 31, 2025:

	No. of complaints received during the year	No. of complaints resolved during the year	No. of complaints pending at the end of the year
Non-Receipt of Dividend Warrants	0	0	0
Issue of Duplicate share certificates	0	0	0

However, the Company has received several request letters from the shareholders, these requests were in the nature of issue of/ transfer/transmission/name deletion, duplicate certificate, stop transfer, enquiries for procedure for issue of duplicate certificate, change of address, non-receipt of demat credit, bank mandate, revalidation of dividend warrant, procedure for transfer/transmission/duplicate shares/demat/IEPF, certificate not existing in master, PAN, claim of shares transferred to IEPF etc.

All Shareholder requests are being redressed within the time frame prescribed by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there were no pending requests for the financial year ended March 31, 2025.

The Secretarial Department of the Company together with MUFG Intime India Private Limited (RTA) attend all the grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc.

The Company used to obtain a yearly certificate from a Company Secretary in Practice confirming the issue of certificates for transfer, sub-division, consolidation etc. and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(9) of the Listing Regulations. Further, the Compliance Certificate under Regulation 7(3) of the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent. However, both these compliances have been discontinued vide SEBI amendment dated December 13, 2024.

The minutes of the Stakeholders Relationship Committee meetings are circulated to the Board of Directors and noted by them at their meetings.

Mr. Pankaj Majithia, the then Chairman of the Stakeholders Relationship Committee was present at the last Annual General Meeting held on September 27, 2024 to answer the queries of the Shareholders.

V. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Constitution of Corporate Social Responsibility Committee:

The Board has constituted the Corporate Social Responsibility Committee comprising of five members of whom three are Independent Directors.

The terms of reference of the Committee includes formulation and recommendation to the Board, a Corporate Social Responsibility Policy indicating activities to be undertaken as specified in Schedule VII of Companies Act, 2013, to recommend the amount of expenditure to be incurred on CSR activities and to monitor CSR Policy and its implementation from time to time.

Meeting and Attendance:

The Corporate Social Responsibility Committee met 2 (Two) time during the financial year 2024-25 as under:

Sr. No.	Period	Date of the Meeting
1.	2 nd Quarter	09-08-2024
2.	3 rd Quarter	13-11-2024

The Company Secretary acts as Secretary to the Committee.

The composition of the Committee and the attendance of the members of the Corporate Social Responsibility Committee during the financial year 2024-25 are as given below:

Sr. No.	Name of the Member	Position	Category	No. of Meetings during the year 2024-25	
				Meetings Held	Meetings attended
1.	Mr. Vijay Vora*	Chairman	Independent Director	2	1
2.	Mrs. Meena Babu	Member	Non-Independent Director	2	2
3.	Mr. Mukesh Babu	Member	Executive Director	2	2
4.	Mr. Pankaj* Majithia	Chairman	Independent Director	2	1
5.	Mr. Chetan [#] Tamboli	Chairman [@]	Independent Director	2	1
6.	Mr. Mayank Soti [#]	Member	Independent Director	2	1
7.	Mr. Subhash Dave [#]	Member	Independent Director	2	0

*Ceased to be member w.e.f 29.09.2024 # appointed as member w.e.f.09.08.2024 @ Chairman w.e.f 30.09.2024

The details of the activities undertaken under CSR project is provided in CSR Report, which forms part of the Annual report.

VI. PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee has laid down the evaluation

criteria of every Director including the Independent Director and the Board. The Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its committees.

Questionnaires were prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board's culture, level of contribution in Board processes, safeguarding and promoting interests of the Company and shareholders, execution and performance of specific duties, obligations and governance.

The performance of the Independent Directors was also evaluated taking into account the time devoted and attention given to professional obligations for independent decision making and acting in the best interest of the Company, strategic guidance to the Company and help determine important policies, external expertise provided and independent judgment that contributes objectively in the Board's deliberation, particularly on issues of strategy, performance and conflict management.

The performance evaluation of the Chairman and the Managing Director and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

VII. SENIOR MANAGEMENT

The Senior Management of the Company consist of the following:

1. Mr. Mukesh Babu – Managing Director
2. Mr. Mahesh Thakar – Chief Financial Officer
3. Ms. Nupur Chaturvedi – Company Secretary, Group Head-Legal & Compliance & Compliance Officer

VIII. DETAILS OF REMUNERATION PAID TO DIRECTORS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025:

(a) Non-executive Directors

Sr.No.	Name of Director	Sitting Fees (₹)
1.	Mr. Pankaj Majithia	20,000/-
2.	Mr. Vijay Vora	20,000/-
3.	Mrs. Meena Babu	30,000/-
4.	Mr. Bhavesh Doshi	40,000/-
5.	Mr. Manishkumar Shah	Nil
6.	Mr. Chetan Tamboli	10,000/-
7.	Mr. Subhash Dave	10,000/-
8.	Mr. Mayank Soti	20,000/-

Except for Mrs. Meena Babu, wife of Mr. Mukesh Babu, the Managing Director; none of the other Non-Executive Directors of the Company have any pecuniary relationship with the Company during the Financial Year 2024-25.

Criteria of making payment to the non-executive directors is available on the website of the Company at <https://mbfsl.com/corporate-governance-policies/>.

(b) Executive Director:

Name of Director	Mr. Mukesh Babu
Designation	Managing Director
Salary p.a. (in ₹)	15,00,000/-
Commission (in ₹)	17,40,360/-
Benefits & perquisites	Nil
Allowances	Nil
Performance linked incentives	Nil
Stock options	Nil

IX. DISCLOSURES OF LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED

Transaction entered by the Company

Name of the Related Party	Nature of Transaction	Amount of Transaction (₹ '000)	Director Interested
Mukesh Babu Securities Limited (Subsidiary Company)	Loans given	49,000	Mr. Mukesh Babu
	Loans repaid	14,565	Mrs. Meena Babu
	Interest Expense	1,284	
Istaa Fashions Pvt. Ltd.	Loans given	39,500	Mrs. Meena Babu
	Loans repaid	20,173	
	Interest Income	762	
Miloni Enterprise Ltd	Loans given	-	Mr. Mukesh Babu
	Loans repaid	24,204	
	Interest Income	2,538	
Istaa Finserv Pvt. Ltd.	Brokerage paid	2,896	Mr. Mukesh Babu and Mrs. Meena Babu through their relative
	Loans given	1,19,500	
	Loans repaid	1,10,023	
	Interest Income	5,231	
Sagar Systech Ltd.	Loans given	41,800	Mr. Mukesh Babu
	Loans repaid	17,112	Mrs. Meena Babu
	Interest Income	869	
Ashtavinayak Infra Tech Pvt. Ltd.	Loans given	21,300	Mrs. Meena Babu
	Loans repaid	9,695	
	Interest Income	1,948	

Istaa Infotech Pvt. Ltd.	Loans given	6,700	Mrs. Meena Babu
	Loans repaid	3,532	
	Interest Income	319	
Rushil Recycling Pvt Ltd	Loans given	0	Mrs. Meena Babu Mr. Chetan Tamboli
	Loans repaid	17,970	
	Interest Income	397	
Rushil Infrastructure Pvt Ltd* (* Related Party upto August, 2024)	Loans given	0	Mr. Manish Kumar Shah
	Loans repaid	8,199	
	Interest Income	174	
Venus Green Recycling LLP	Loans Given	1,250	Mr. Mukesh Babu Mr. Chetan Tamboli
	Loan Repaid	2	
	Interest Income	17	
C. L. Babu Foundation	Donation given	200	Mr. Mukesh Babu

Transaction entered by Subsidiary Company-Mukesh babu securities Limited

Name of the Related Party	Nature of Transaction	Amount of Transaction (₹ '000)	Director Interested
Mukesh Babu Financial Services Limited (Holding Company)	Loans taken	49,000	Mr. Mukesh Babu
	Loans repaid	14,565	Mrs. Meena Babu
	Interest Income	1,284	
Istaa Fashions Pvt. Ltd.	Loans given	0	Mrs. Meena Babu Mr. Mukesh Babu
	Loans repaid	13	
	Interest Income	0	
Istaa Finserv Pvt. Ltd.	Brokerage paid	3,550	Mr. Mukesh Babu and Mrs. Meena Babu through their relative
Sagar Systech Ltd.	Loans given	7,022	Mr. Mukesh Babu
	Loans repaid	7,028	Mrs. Meena Babu
	Interest Income	55	

Ashtavinayak Infra Tech Pvt. Ltd.	Loans given	0	Mrs. Meena Babu
	Loans repaid	6	Mr. Mukesh Babu
	Interest Income	0	
Istaa Infotech Pvt. Ltd.	Loans given	0	Mrs. Meena Babu
	Loans repaid	6	Mr. Mukesh Babu
	Interest Income	0	
Curl Capital Private Limited	Loans given	6,080	Mr. Mukesh Babu
	Loans repaid	0	Mr. Mayank Soti
	Interest Income	600	

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

The Company has in place a Policy on Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal)

Act, 2013. The Company has voluntarily set up an Internal Complaints Committee to redress the complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. There have been no complaints filed or cases reported during the financial year ended March 31, 2025. The policy is available on the Company's website at <https://mbfsl.com/corporate-governance-policies/>.

XI. AFFIRMATIONS AND DISCLOSURES

a) Related party transactions:

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were entered in the ordinary course of business and on arms' length basis.

Related party transactions have been disclosed under the significant accounting policies and Notes forming part of the financial statements in accordance with "Indian Accounting Standard (Ind AS) - 24". The transactions entered into pursuant to the omnibus and specific approvals are reviewed periodically & placed before

the Audit Committee for its review and recommendation to the Board for their approval.

None of the transactions with related parties were in conflict with the interest of the Company. All the transactions are in the ordinary course of the business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length basis.

The Company has formulated a policy on dealing with related party transactions and a policy on materiality of related party transactions and the same has been uploaded on the website of the Company at <https://mbfsl.com/corporate-governance-policies/>.

b) Prevention of Insider Trading:

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Company has formulated a Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) ('the Code'). The Company's Revised Code is available on its website at www.mbfsl.com.

As on date details of the shareholding of the Non-Executive Directors of the Company as on March 31, 2025 are as under:

Name of the Non-executive Directors	No. of Equity shares held
Mr. Bhavesh Doshi	25,000 (0.36%)
Mr. Chetan Tamboli	900 (0.01%)
Mr. Subhash Dave	NIL
Mr. Mayank Soti	NIL
Mrs. Meena Babu	9,50,000 (13.63%)

c) Whistle Blower Policy/ Vigil Mechanism:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimisation of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee and no personnel of the Company have been denied access to the Audit Committee.

The Policy is available on the website of the Company at www.mbfsl.com.

d) Disclosure of Accounting Treatment:

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

The financial statements of the Company are prepared in compliance with the Companies Act, 2013 and "Indian Accounting Standard (Ind AS). In accordance with the Companies (Indian Accounting Standards), Rules, 2015 of the Companies Act, 2013, the Company has been following the Indian Accounting Standards (Ind AS) for preparation of its financial statements from 01st April 2019. Significant accounting policies used for the preparation of the financial statements are disclosed in the notes to the financial statements.

e) Fees to the Auditors:

The total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part is INR 259 thousand for the period under review.

f) Risk Management:

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board.

g) Non-mandatory requirements:

- i. During the year under review, there is no audit qualification on the Company's financial statements.
- ii. The Internal Auditors report to the Board and has direct access to the Audit Committee and presents his internal audit observations to the Audit Committee.

h) Compliance with Corporate Governance Code / Regulations:

The Company has complied with all the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance from time to time.

During the period under review, BSE has imposed a fine on the Company under Regulation 20(2)/(2A) for non-compliance with the constitution of the Stakeholder Relationship Committee for one day. The Company has made an application with the BSE for a waiver of the fine, as the Stakeholders Relationship Committee had a chairman appointed, and the issue was only a reporting error in the Corporate Governance form. The application is currently under review by the Listing Operations team as of the date of this report.

XII. DIVIDEND

The Board of Directors at their meeting held on April 30, 2025 recommended a dividend payout, subject to approval of the Shareholders at the ensuing Annual General Meeting of Re.1.20 (Rupee One and Paise Twenty Only) per share, on equity shares of the Company for the Financial Year 2024-25. The dividend shall be paid to the Members whose names appear on the Company's Register of Members as on September 02, 2025, in respect of physical shareholders. In respect of demat Shareholders dividend will be payable on the basis of beneficial ownership as per details furnished by NSDL / CDSL.

The dividend, if declared at the Annual General Meeting will be paid within 30 days from the date of AGM i.e. September 09, 2025.

Unclaimed Dividend:

Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred by the Company, to the Investor Education and Protection Fund ("IEPF"), a fund established by the Central Government. The Company had, accordingly, transferred ₹ 2,10,937/- pertaining to the financial year 2016-17 to the IEPF of the Central Government. The Members, who have not yet encashed

the dividend warrants up to the said period, are requested to claim the amount from the Ministry of Corporate Affairs, Mumbai.

During the Financial Year 2025-26, the Company would be transferring unclaimed final dividend amount for the Financial Year 2017-18 within 30 days from November 03, 2025.

Details of shares/shareholders in respect of which dividend has not been claimed, are provided on the Company's website www.mbfsl.com.

The shareholders are requested to verify their records and claim their unclaimed dividends for the past years, if not claimed.

XIII. SUBSIDIARY COMPANIES

During the year under review, the Company has only one unlisted subsidiary namely:

Mukesh Babu Securities Limited:

This Subsidiary is classified as Material Subsidiary of the Company. The Company is incorporated in Mumbai on 07/02/1994.

The subsidiary of the Company is managed with its Board having the rights and obligations to manage the said Company in the best interest of their stakeholders. As a majority shareholder, the Company nominates its representatives on the Board of material unlisted subsidiary company and monitors the performance of the said Company inter alia by the following means:

- i. Financial Statements of the unlisted subsidiary are reviewed

periodically by the Audit Committee of the Company.

- ii. The minutes of the subsidiary company are periodically placed before and reviewed by the Board of Directors of the Company.
- iii. Mr. Vijay Vora (DIN: 00224394), Independent Director of the Company was a Director on the Board of Mukesh Babu Securities Limited until 29.09.2024. After him, Mr. Bhavesh Doshi (DIN: 03194930), Independent Director of the Company was appointed as director in the subsidiary.

At the 29th Annual General Meeting of the Company held on 28th September 2022, the members of the Company have appointed M/s. Chaitanya C. Dalal & Co., Chartered Accountants (FRN.101632W) as the Statutory Auditors of the Company for a term of period of 5 (five) years up to the conclusion of 34th Annual General Meeting to be held in financial year 2026-2027.

The policy for determining material subsidiary is available at <https://mbfsl.com/corporate-governance-policies/>.

XIV. COMPLIANCE OFFICER

The Company Secretary is the Compliance Officer for complying with the requirements of the Securities Laws and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

XV. GENERAL BODY MEETINGS

Details of last three Annual General Meetings held:

Financial Year	Description of the Meeting	No. of Special Resolutions passed	Venue	Date	Time
2023-24	39 th AGM	3	111, Chambers III, 223, Nariman Point, Mumbai – 400021#	27 th September, 2024	4.00 p.m.
2022-23	38 th AGM	1	111, Chambers III, 223, Nariman Point, Mumbai – 400021#	4 th August, 2023	4.00 p.m.
2021-22	37 th AGM	0	111, Chambers III, 223, Nariman Point, Mumbai – 400021#	28 th September, 2022	4.00 p.m.

Deemed Venue- AGM was held through Video Conferencing

XVI. Means of Communication

- (i) The Un-audited quarterly/ half yearly results are announced within forty-five days of the close of the quarter or within the extended timelines provided by the SEBI. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulations or within the extended timelines provided by the SEBI.
- (ii) Quarterly, half-yearly and annual financial results of the Company are published in leading English national Free Press Journal and one vernacular daily newspaper Navshakti.
- (iii) In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section on the Company's website gives information on various announcements made by the Company, status of unclaimed

dividend, stock quotes, Annual Report, Quarterly/Half yearly/ Nine-months and Annual financial results along with the applicable policies of the Company and other relevant information of interest to the investors / public. The Company's official news releases, if any are also available on the Company's website viz. www.mbfsl.com.

- (iv) The Management Discussion and Analysis Report forms part of this Annual Report.
- (v) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communications to BSE Limited are filed electronically. The Company has complied with filing submissions through BSE Listing Centre.

XVII. GENERAL SHAREHOLDER INFORMATION

1.	Annual General Meeting		40 th Annual General Meeting	
	Date		Tuesday, September 09, 2025	
	Time		04:00 p.m.	
	Deemed Venue		111, Maker Chambers III, 223, Nariman Point, Mumbai – 400021	
2.	Financial year		1 April 2024 to 31 March, 2025	
3.	Date of book closure		September 03 2025 to September 09 2024 (both days inclusive)	
4.	Dividend payment date Final dividend for the F.Y.2024-25 of Re.1.20 per equity share has been recommended by the Board of Directors at its meeting held on 30 th April 2025		Within 30 days from the date of AGM i.e. September 09, 2025 (Subject to approval of Shareholders)	
5.	Listing on stock exchanges		BSE Limited	
6.	Security Code		530341	
7.	Listing Fees		The annual listing fees for the financial year 2025-26 have been paid to BSE Limited	
8.	Demat ISIN in NSDL & CDSL for equity shares		INE596B01017	
9.	Market price data			
	Month		BSE	
			High	Low
	April	2024	147.00	120.10
	May	2024	150.00	132.40
	June	2024	144.00	125.05
	July	2024	180.90	130.00
	August	2024	155.00	131.20
	September	2024	157.40	131.00
	October	2024	145.00	130.60
	November	2024	175.00	132.00
	December	2024	164.00	143.65
	January	2025	154.95	130.60
	February	2025	151.00	124.90
	March	2025	145.15	121.55
10.	Registrar and share transfer agent		MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) C-101, 247 Park, LBS Marg, Vikhroli (West) – 400083 ☐ Phone: +91 22 49186000 Extn: 2352 ☐ Fax: +91 22 49186060	

		<input type="checkbox"/> Email: manohar.shirwadkar@in.mpms.mufg.com <input type="checkbox"/> Website: www.in.mpms.mufg.com			
11.	Details of the newspapers where Quarterly Results of the Company were published	Quarterly, half-yearly and annual financial results of the Company are published in leading English national Free Press Journal and one vernacular daily newspaper Navshakti.			
12.	Share transfer system	<div>1. The share transfer work is handled by the Registrar and share transfer agent of the Company i.e. MUFG Intime India Private Ltd. who are also having connectivity with the depositories viz. NSDL & CDSL.</div> <div>2. The enquiries of the shareholders are attended to on an immediate basis. Shares lodged for transfers are processed by the registrars & share transfer agent on fortnightly basis. Where requests for dematerialization are received simultaneously, the same are also processed separately. However, where no specific request for dematerialization is received, the physical certificates are sent back duly endorsed within a period of 15 days from the date of lodgement.</div>			
13.	Distribution of shareholding as on 31 st March 2025 as well as shareholding pattern:				
	Distribution of shareholding as on 31 st March 2025				
	No. of Equity Shares Held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Issued Capital
	1 to 500	1385	88.9531	155271	2.2274
	501 to 1000	79	5.0739	63350	0.9088
	1001 to 2000	29	1.8626	40571	0.5820
	2001 to 3000	9	0.578	23022	0.3303
	3001 to 4000	7	0.4496	24857	0.3566
	4001 to 5000	5	0.3211	24000	0.3443
	5001 to 10000	9	0.578	71050	1.0192
	10001 and above	34	2.1837	6568779	94.2314
	Total:	1557	100.00	69,70,900	100.00
	Shareholding Pattern as on 31 st March 2025				
				No. of Shares	% of Shareholding
	Promoters & persons acting in concert			4,381,600	62.86
	Directors and their relatives (excluding independent Directors and nominee Directors)			69,700	0.99
	Banks / FI / Insurance companies			0.00	0.00

	FII / NRIs / OCBs	1,18,133	1.69
	Private corporate bodies (including LLP and HUF)	12,78,039	18.33
	Public	9,99,028	14.33
	Others (Escrow account)	200	0.00
	IEPF	1,24,200	1.78
	Total	69,70,900	100.00
14.	Outstanding GDRs / ADRs	Nil	
15.	Dematerialization of shares and liquidity	<p>As on 31st March 2025 – 68,06,700 shares out of 69,70,900 shares of the Company have been dematerialized representing 97.64%. The Company has entered into an agreement with NSDL and CDSL whereby shareholders have an option to dematerialize their shares with the depositories.</p> <p>Shareholders who continue to hold shares in physical form are advised to dematerialize their shares at the earliest since it helps in immediate transfer without any payment of stamp duty. The risks pertaining to physical certificates like loss, theft, forgery, damage are eliminated when shares are held in electronic form. For any clarification, assistance or information, relating to dematerialization of shares please contact the Company's RTA.</p> <p>Also, with the SEBI Circular Notification No. SEBI/LAD-NRO/GN/2018/24 dt. 08th June, 2018 coming into effect, except in case of transmission or transposition of securities, requests for executing transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In other words, there will not be any transfer of physical share after 1st April, 2019.</p> <p>Members are thereby informed that pursuant to the SEBI Circular relating to 'Amendment to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandating transfer of securities in dematerialized form with a depository', shares are to be transferred only in demat form. The amendment does not prohibit the investor from holding the shares in physical form, investor has the option of holding shares in physical form but any investor who is desirous of transferring shares (which are held in physical form) after 1st April 2019 can do so only once after the shares are dematerialized.</p>	

16.	Special Window Opening for Re-Lodgement of Transfer Requests for Physical Shares	<p>Pursuant to SEBI Circular No. SEBI/HO/ /MIRSD/ MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 the Company is contented to offer a one-time Special Window, for the re-lodgement of transfer deeds of Physical shares that were lodged before April 01, 2019 but were rejected or returned due to deficiencies in documentation, process or any other reasons.</p> <p>Window for Re-lodgement: 6 months, starting from July 7, 2025 to January 6, 2026</p> <p>Who can re-lodge the transfer request: Investors whose transfer deed for physical shares were lodged before April 01, 2019 and were rejected/returned/not attended due to the deficiency in the documents/process/or otherwise</p> <p>How to re-lodge the transfer requests:</p> <p>Submit Original transfer documents, along with corrected or missing details to the Registrar & Share Transfer Agent, M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Pvt. Ltd.)</p> <p>Postal Address: C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400083</p> <p>Helpline No.: (022) 49186270</p> <p>Email Id: rnt.helpdesk@in.mpms.mufig.com</p> <p>Kindly note that during this window, all re-lodged securities will be issued only in dematerialized (demat) form.</p> <p>The Company's website www.mbfsl.com has been updated with the details regarding the opening of this special window and further updates if any, shall be uploaded therein.</p>
17.	Reconciliation of share capital audit report	<p>As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon are submitted to the Stock Exchanges on which the shares of the Company are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held</p>

		with NSDL and CDSL) and total number of shares in physical form.
18.	Plant Locations	The Company is in service industry and hence does not have any plant.
19.	Address for correspondence	Shareholders can correspond at the registered office of the Company at 111, Maker Chambers III, 223, Nariman Point, Mumbai – 400 021 and/or at Company's Registrar and Transfer Agents.
Company		Registrars and share transfer agents
Ms. Nupur Chaturvedi Company Secretary & Compliance Officer ▪ Phone: 022 – 26232051 ▪ secretarial@mukeshbabu.com		Mr. Manohar Shirwadkar-Senior Associate-Client Relation ▪ Phone: +91 22 49186000 Extn: 2352 ▪ Fax: +91 22 49186060 ▪ manohar.shirwadkar@in.mpms.mufg.com

XVIII. COMPLIANCE CERTIFICATE OF THE AUDITORS

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated under Regulation 34 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and the same forms part of this Report.

XIX. CEO/ CFO CERTIFICATION

The Certificate required under SEBI Listing Regulations, 2015 duly signed by the CEO and CFO was

submitted to the Board and the same is annexed to this Report.

XX. CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, the affirmation that they have complied with the 'Code of Conduct' in respect of the financial year 2024-25.

For and on behalf of the Board of Directors
MUKESH BABU FINANCIAL SERVICES LIMITED

Mukesh Babu
Chairman & Managing Director
DIN: 00224300

Date: July 30, 2025
Place: Mumbai

Annexure –H

Auditor's Certificate on Corporate Governance Report

**To Members of
Mukesh Babu Financial Services Limited**

**INDEPENDENT AUDITOR'S
CERTIFICATE ON CORPORATE
GOVERNANCE**

1. We, Chaitanya C. Dalal & Co., Chartered Accountants, the Statutory Auditors of Mukesh Babu Financial Services Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2025, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

MANAGEMENT'S RESPONSIBILITY

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

AUDITOR'S RESPONSIBILITY

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion

on the financial statements of the Company.

4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India ("the ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

OPINION

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations as applicable for the period ended 31st March, 2025.
8. We 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.

UDIN:25035809BMKOIB3604
For Chaitanya C. Dalal & Co.
Chartered Accountants
Firm Reg. No. 101632W

Chaitanya C. Dalal
Partner
Membership No: 35809
Place: Mumbai
Date: July 30, 2025

Annexure -I

Management Discussion and Analysis

Mukesh Babu Financial Services Ltd. (“MBFSL” or “the Company”) is a non-deposit taking Non-Banking Financial Company (NBFC-ND) registered with the Reserve Bank of India (RBI). The Company is classified as an NBFC-Investment and Credit Company (NBFC-ICC) and has been categorized as a Base Layer NBFC (NBFC-BL) under the RBI’s Scale Based Regulation (SBR) framework since 2022. MBFSL is involved in lending and investment activities. The Company has one Subsidiary-Mukesh Babu Securities Limited.

The management wishes to present its Analysis Report.

A. FINANCIAL REVIEW

During the year under review Income from Operations has decreased from ₹ 1,67,897 Thousands to ₹ 89,351 Thousands (decrease of 46.78%) and

Profit after Tax has decreased from ₹ 59,107 Thousands to ₹ 22,344 thousand (decrease of 62.20%).

Sr. No	Particulars	31-03-2025	31-03-2024	% change	Reason for Change
1.	Interest Coverage Ratio	2.204	4.805	(54.13)	EBIT is proportionately lower.
2.	Current Ratio	6.068	3.030	100.26	Increase in Inventory value.
3.	Debt Equity Ratio	0.465	0.334	39.52	Increase in Borrowing by 42%.
4.	Operating Profit Margin	67.257	61.550	9.27	Marginal change
5.	Net Profit Margin	24.830	35.180	(29.42)	Marginal change
6.	Return on Net Worth	2.890	7.780	(62.85)	Decrease in Net Profit by 62.20%

B. INTERNAL SYSTEMS AND CONTROL THEIR ADEQUACY

The internal control systems and their adequacy have been discussed in detail in the Directors’ Report.

C. MACRO ECONOMY - REVIEW AND OUTLOOK

The global economy stands at a critical juncture. After a prolonged and unprecedented period of shocks, it appeared to stabilise through much of

2024, marked by steady yet modest growth. Global GDP is projected to grow by 2.8% in 2025 and 3.0% in 2026, maintaining a pace similar to that of 2023. Despite substantial interest rate hikes by central banks aimed at restoring price stability, the global economy demonstrated resilience and withstood a series of mutually reinforcing shocks. However, growth remained subdued amid persistent uncertainty, weak investment, sluggish productivity, and elevated debt levels.

However, the global landscape has since shifted, as governments around the world have realigned their policy priorities in response to rising uncertainties. Geopolitical conflicts, escalating trade tensions, and elevated borrowing costs in several regions have emerged as significant risks. Further compounding these challenges, the ongoing war in Ukraine has pushed energy prices even higher, placing additional strain on energy-dependent economies.

Regrettably, CY2025 has witnessed considerable uncertainty thanks to US announcing reciprocal tariffs on several nations, including India, and punitively high tariffs on China. This action, if it continues, would lead to reduced exports, along with unfavourable trade balances, export rates and forex rates; and for most nations, especially large trading ones, to a reduction in GDP growth. While the US has paused the imposition of higher tariffs for 90 days for most nations except China with the assumption that this will induce many countries to sit at the negotiating table, it is still too early to tell what the final outcome will be with several countries considering retaliatory tariffs on US exports. It remains to be seen how long this tariff war will last;

and how it can significantly impact the economies of nations.

Despite the challenging global environment, India has emerged as a resilient economic powerhouse. India's growth story remains a compelling narrative of ambition, innovation, and immense potential. The country is steadily moving up the global value chain and continues to hold its position as the world's fifth-largest economy. This ascent is underpinned by solid economic fundamentals, ongoing structural reforms, robust domestic demand, prudent fiscal management, a high savings rate, and favourable demographic dynamics.

According to the second advance estimates released by the National Statistics Oce (NSO), under the Ministry of Statistics and Programme Implementation (MOSPI), India's real GDP is projected to grow by 6.5% in FY25. This follows a robust real GDP growth rate of 9.2% in FY24, the highest recorded in the past 12 years (excluding FY22).

D. INDUSTRY STRUCTURE AND DEVELOPMENTS

Non-Banking Financial Companies (NBFCs) have emerged as powerful engines of credit, significantly expanding access to financial services, especially for historically underserved or excluded segments. By complementing the traditional banking system, NBFCs have utilised innovative credit delivery models that leverage technology and local insights to create customised financial products tailored to diverse borrower needs. Their agility and close customer connections have enabled them to play a role that is not only complementary to traditional banks

but also catalytic in building a financial ecosystem characterised by deeper intermediation and wider opportunities.

India's NBFC sector has become a significant driver of financial inclusion and economic growth. Key segments such as housing finance, microfinance, and consumer finance have contributed to its impressive expansion, making their Assets Under Management (AUM) from less than H2 trillion at the turn of the century to approximately H43 trillion by 30 September 2024. Between FY2019 and FY2024, NBFC credit is estimated to have grown at a Compound Annual Growth Rate (CAGR) of around 12%, primarily driven by the retail segment, which is estimated to have grown at a CAGR of some 18%. In contrast, NBFC non-retail credit is estimated to have grown at a CAGR of about 9% during the same period.

As NBFCs have become more significant, the RBI has enhanced its regulation of the sector to address the industry specific issues such as contagion risk in the financial system, oversimplified underwriting processes, concentration of credit risk, exposure towards technology related risks, etc. Accordingly, the RBI, over last few years, has issued various guidelines on (i) vigil over asset-liability management practices, (ii) maintaining liquidity ratios, (iii) increased reporting requirements, and (iv) scale-based regulations. These have led to NBFCs adopting practices in line with banks. The regulatory vigil is based on four key cornerstones of: (i) responsible financial innovation, (ii) accountable conduct, (iii) responsible governance, and (iv) centrality of the customer.

On 9 April 2025, the RBI announced additional measures related to banking regulation, fintech and payment systems. It has proposed:

- Enabling securitisation of stressed assets through market-based mechanism. This is in addition to the existing ARC route under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest (SARFAESI) Act, 2002.
- Extending co-lending guidelines to all regulated entities and all type of loans, which were earlier applicable to banks and NBFCs for priority sector loans.
- Harmonising guidelines for lending against gold jewellery across all regulated entities.
- Evaluating and revising limits for Unified Payments Interface (UPI) transactions, with appropriate safeguards to mitigate risks associated with higher limits.

E. OPPORTUNITIES AND THREATS IN THE CURRENT MARKET ENVIRONMENT AND FUTURE PROSPECTS

India is well-positioned to take the lead in the global economic landscape, continuing to retain its status as the fastest growing major economy. According to the World Bank's Global Economic Prospects (GEP) report, India's economy is projected to grow at a robust 6.7% in both FY26 and FY27- significantly outpacing global and regional counterparts. With global growth expected to remain at 2.7% in FY 2025- 26, India's strong performance underscores its economic resilience and its growing influence in shaping the future of the global economy. This sustained momentum is a testament to the country's solid economic fundamentals and its

capacity to navigate and thrive amid global uncertainties. India's continued expansion reinforces its standing as a key driver of global growth and a critical contributor to the world's economic stability and progress.

Non-banking financial companies (NBFCs) have significant potential to capitalize on growth opportunities by serving underserved segments, such as small businesses, MSME's and low-income households. Regulatory support and government initiatives aimed at financial inclusion, particularly in rural and semi-urban areas, provide NBFCs with opportunities to expand their reach where traditional banking services may be limited. However, these opportunities also come with challenges, including increased compliance costs and operational difficulties, especially for smaller NBFCs.

As a financial services provider, the Company is exposed to multiple risks, including risks related to credit, operations, liquidity, digital lending and information security.

Overall, while the NBFC sector in India holds substantial growth potential, it must navigate several challenges. Effective risk management, innovation, and adherence to regulatory requirements

will be crucial for NBFCs to leverage these opportunities and manage potential risks. Their ability to adapt and embrace change will be essential for sustaining their role as a key source of financing for underserved populations and as a driver of economic growth.

This Management Discussion and Analysis (MD&A) contains forward-looking statements that involve risks, uncertainties and assumptions. Actual results may differ materially from those expressed or implied in these statements due to various factors, including economic conditions, regulatory changes, market dynamics and other unforeseen circumstances. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Readers are advised to exercise caution and not to place undue reliance on these forward-looking statements.

(Data Sources: RBI, International Monetary Fund, Economic Surveys, Industry, Rating Agency reports, KPMG report on NBFCs in India: Growth and stability, February 2024, India Today, Department of Economic Affairs Report on Monthly Economy Review, January 2024, OECD Economic Outlook, Interim Report April 2024)

**For and on behalf of the Board of Directors of
MUKESH BABU FINANCIAL SERVICES LIMITED**

MUKESH BABU
Managing Director
(DIN: 00224300)

MEENA BABU
Director
(DIN: 00799732)

Date: July 30, 2025
Place: Mumbai

Annexure- J

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) - Certification
[Issued in accordance with the provisions of Regulation 17(8) of the SEBI
(Listing Obligations & Disclosure Requirements) Regulations, 2015]

**To the Board of Directors of
Mukesh Babu Financial Services Limited**

We have reviewed the financial statements read with the cash flow statement of Mukesh Babu Financial Services Limited for the year ended March 31, 2025 and to the best of our knowledge and belief, we state that;

- a) (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 our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or in violation of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We

have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies, if any, in the design or operation of such internal controls of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.

- d) We have indicated to the Auditors and the Audit Committee:
 - (i) that there were no significant changes in internal controls over financial reporting during the period;
 - (ii) that there were no significant changes in accounting policies made during the period (other than what was necessary for compliance with statutory requirements); and
 - (iii) that there were no instances of significant fraud of which we have become aware.

Yours Sincerely

Mukesh Babu
Chairman & Managing Director

Place: Mumbai
Date: July 30, 2025

Mahesh Thakar
Chief Financial Officer

Annexure – K

No Disqualification Certificate from Company Secretary in Practice

To,
The Members,
Mukesh Babu Financial Services Limited
 111, Maker Chambers III, 223,
Nariman Point, Mumbai – 400021

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Mukesh Babu Financial Services Limited** having CIN L65920MH1985PLC035504 and having registered office at 111, Maker Chambers III, 223, Nariman Point, Mumbai – 400021, Maharashtra, India (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 Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of the Director	DIN	Date of appointment in the Company
1.	Mukesh Champaklal Babu	00224300	27-02-1985
2.	Meena Mukesh Babu	00799732	29-05-2018
3.	Bhavesh Kantilal Doshi	03194930	28-08-2020
4.	Chetankumar Manmohanbhai Tamboli	00028421	09-08-2024
5.	Subhash Mahipatram Dave	00156545	09-08-2024
6.	Mayank Soti	03283886	09-08-2024

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on my verification. This certificate is neither an assurance as to the

future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: July 30, 2025

FOR V. V. CHAKRADEO & CO.
COMPANY SECRETARIES

V. V. CHAKRADEO
COP 1705 FCS 3382
UDIN: F003382G000893953

Independent Auditor's Report on Standalone Financial Statements

INDEPENDENT AUDITORS' REPORT

**To The Members of
Mukesh Babu Financial Services Limited**

REPORT ON THE STANDALONE INDIAN ACCOUNTING STANDARDS (Ind AS) FINANCIAL STATEMENTS

OPINION

We have audited the accompanying standalone Ind AS financial statements of **Mukesh Babu Financial Services Limited** ("the company"), having CIN: L65920MH1985PLC035504 which comprise the Balance Sheet as at 31 March 2025, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the financial position of the Company as at 31st March 2025, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the 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 thereunder, 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 judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed, in the context of our audit of the financial statement as a whole, and in forming our opinion thereon. We do not provide a separate opinion on these matters.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors and Management are responsible for the preparation of the other information. The other information comprises the information obtained at the date

of this auditor's report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards (Ind As) specified under section 133 of the Act. 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 implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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.

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

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are

considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

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.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, and Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2025, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls 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 with reference to the Financial Statements.
 - g) 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.
 - h) Based on the audit procedures performed by us, nothing has come to our notice that has caused us to believe that the below representations given by the management contain any material mis-statement.

- a. no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities (“Intermediaries”), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.
- b. no funds have been received by the company from any person(s) or entities including foreign entities (“Funding Parties”) with the understanding that such company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the ultimate beneficiaries.
- i) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations, if any, on its financial position as on 31 March 2025;
 - ii. the Company has made provision, as required by applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. M/s Mukesh Babu Financial Services Limited has transferred the required amount of ₹ 2,10,937/-, to the Investor Education and Protection Fund on 14/11/2024.
 - iv. The Company has complied with the provision of Section 123 of the Act with respect to the dividend declared/paid during the year.
- j) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of accounts for the financial year ended 31st March 2025 which has feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further during the course of our audit, we did not come across any instance of audit trail feature being tempered with and the audit trail has been preserved by the Company as per statutory requirements for record retention.

UDIN: 25035809BMK0HH7475

**For Chaitanya C. Dalal & Co.
Chartered Accountants
Firm Reg. No. 101632W**

**Chaitanya C. Dalal
Partner
Membership No: 35809**

Place: Mumbai
Date: 30th April 2025

Annexure A to the Independent Auditors' Report

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

- (i) (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;

(B) The Company does not have any intangible assets and hence reporting under Clause (i) (a) (B) of the Order is not applicable.
- (b) According to the information and explanations given to us, Property, Plant and Equipment of the company have been physically verified by the management at the reasonable intervals and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the company has proper titles in case of the immoveable property it owns and is found to be in order.
- (d) According to the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.
- (e) As per explanations and information given to us, the Company does not have any benami property and no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) In our opinion and according to information and explanations given to us, physical verification of inventory has been done by the management at regular intervals. No material discrepancies were observed during such verification.
- (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) In our opinion and according to information and explanations given to us, the Company has made investments in, Companies and granted unsecured loans to other parties, during the year, in respect of which:
 - (a) During the year, the Company has provided loans or advances in the nature of unsecured loans and details of which are given below:

Particulars	Amount (In ₹ 000)
Aggregate amount granted during the year.	
-Subsidiary	50,284
-Others	30,14,82
Balance outstanding as at balance sheet date in respect of above cases	
-Subsidiary	3,58,59
-Others	3,33,170

- (b) In our opinion, the terms and conditions of the grant of loans as mentioned in sub-clause (a) during the year are, prima facie, not prejudicial to the Company's interest.
- (c) In respect of loans granted by the Company as mentioned in sub-clause (a), the schedule of repayment of principal and payment of interest has not been stipulated. The loans are repayable on demand.
- (d) In respect of loans granted by the Company as mentioned in sub-clause (a), the Company has not raised any demand for repayment during the year and hence there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) The Company has granted loans in the nature of loans as mentioned in Clause (a) during the year are repayable on demand.
- (iv) The Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Companies Act 2013. The Company has complied with the provisions of Section 186 of the Act in respect of investments made or loans given or guarantee, or security provided to the parties covered under Section 186.
- (v) The company has not accepted any deposits during the year ended 31st March 2025.
- (vi) The Central Government has not prescribed the maintenance of cost records u/s 148(1) of the Act.
- (vii) a) According to the information and explanations given to us and on the basis of examination of the records, the Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.

- b) Further according to the information and explanations given to us, there are no disputed amount payable in respect of statutory dues as on 31st March 2025.
- (viii) There are no transactions which are not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) On the basis of the books and records produced before us and as per the information and explanations to us;
 - a) The Company has not defaulted in repayment of any dues to any financial institution, bank or debenture holders;
 - b) The Company is not declared wilful defaulter by any bank or financial institution or any other lender;
 - c) The term loans were applied for the purpose for which the loans were obtained;
 - d) The funds raised on short term basis have not been utilised for long term purposes;
 - e) The Company has not taken any funds 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 loans during the year on the pledge of securities held in its subsidiaries, joint venture or associate companies.
- (x) The Company has neither raised moneys by way of initial public offer or further public offer (including debt instruments) nor made preferential allotment or private placement of shares or convertible debentures during the year.
- (xi)
 - (a) According to the information and explanations given to us and on the basis of the audit conducted by us, no fraud on or by the company has been noticed or reported during the year.
 - (b) According to the information and explanations given to us, 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) No whistle-blower complaints received by auditor during the year
- (xii) The company is not a Nidhi Company hence para 3(xii) of the order is not applicable.
- (xiii) Based on our audit procedures and according to the information and explanations given to us, the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 wherever applicable, and details have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.

- (xv) During the year ended 31st March 2025 the company has not entered into any non-cash transactions with the directors or persons connected with him.
- (xvi) The company has carried out activities in nature of activities carried out by non-banking financial companies and is required to obtain registered under section 45-IA of the Reserve Bank of India Act, 1934 and the same has been obtained.
- (xvii) The company has not incurred any cash losses in the financial year and in the immediately preceding financial year;
- (xviii) There has not been any resignation of the statutory auditors during the year;
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report and company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
- (xx) The Company does not have any unspent amount as per Section 135 of the Companies Act. Therefore, paragraph 3(xx) of the Order is not applicable to the Company.

UDIN: 25035809BMK0HH7475

For Chaitanya C. Dalal & Co.
Chartered Accountants
Firm Registration No.: 101632W

Chaitanya C. Dalal
Partner
Membership No.: 035809

Place: Mumbai
Date: 30th April 2025

Annexure B to the Independent Auditors' Report

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

Report on the Internal Financial Controls over Financial Reporting 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 **Mukesh Babu Financial Services Limited** ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date:

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls issued by the Institute of Chartered Accountants of India.

These responsibilities include design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (a) pertain to the maintenance of records that, in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (b) 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;
- (c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, 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 on 31st March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls issued by the Institute of Chartered Accountants of India.

UDIN: 25035809BMK0HH7475

For Chaitanya C Dalal & Co.

Chartered Accountants

Firm Registration No.: 101632W

Chaitanya C. Dalal

Partner

Membership No.: 035809

Place: Mumbai

Date: 30th April 2025

Standalone Financial Statements with Notes

MUKESH BABU FINANCIAL SERVICES LIMITED				
CIN: L65920MH1985PLC035504				
BALANCE SHEET AS AT 31/03/2025				
			Rupees in '000	
Particulars		Note No.	31-03-2025	31-03-2024
<u>ASSETS</u>				
1	Financial Assets			
(a)	Cash and cash equivalents	2	4,834	6,220
(b)	Bank Balance other than (a) above	3	11,536	11,561
(c)	Receivables			
	(I) Trade Receivables	4	28	0
	(II) Other Receivables	5	0	8
(d)	Loans	6	3,82,361	3,00,842
(e)	Investments	7	5,41,937	5,38,971
(f)	Other Financial assets	8	79,619	68,519
Total Financial Assets			10,20,315	9,26,121
2	Non-financial Assets			
(a)	Inventories	9	21,10,796	20,41,484
(b)	Current tax assets (Net)		0	0
(c)	Deferred tax assets (Net)		0	0
(d)	Property, Plant and Equipment's	11	8,079	7,348
(e)	Other non-financial assets	12	47,803	43,402
Total Non-Financial Assets			21,66,678	20,92,234
Total Assets			31,86,993	30,18,355
<u>LIABILITIES AND EQUITY</u>				
<u>LIABILITIES</u>				
1	Financial Liabilities			
(a)	Payables			
	(a)Trade Payables:			
	(i) total outstanding dues of micro enterprises and small enterprises		0	0
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	13	46,038	39,172
	(b)Other Payables:		0	0
(b)	Borrowings (Other than Debt Securities)	14	3,59,756	2,53,292
(c)	Other financial liabilities	15	1,273	1,298
Total Financial Liabilities			4,07,067	2,93,762

2	Non-Financial Liabilities			
(a)	Current tax liabilities (Net)	10	5,547	14,214
(b)	Provisions	16	17,185	18,420
(c)	Deferred tax liabilities (Net)	17	4,88,240	4,77,948
(d)	Other non-financial liabilities	18	376	223
Total Non-Financial Liabilities			5,11,348	5,10,805
3	EQUITY			
(a)	Equity Share Capital	19	69,675	69,675
(b)	Other Equity	20	21,98,903	21,44,113
Total Equity			22,68,578	22,13,788
Total Liabilities and Equity			31,86,993	30,18,355

See accompanying notes to the financial statements

UDIN: 25035809BMKOH7475
AS PER OUR REPORT OF EVEN DATE
FOR CHAITANYA C. DALAL & COMPANY
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU FINANCIAL SERVICES LIMITED

Mukesh Babu
Managing Director
DIN:00224300

Meena Babu
Director
DIN:00799732

Chaitanya C. Dalal
Partner
Membership No.35809
FRN NO. 101632W

Mahesh Thakar
Chief Financial Officer

Nupur Chaturvedi
Company Secretary
ACS: A30139

Place : Mumbai
Date : 30/04/2025

Place : Mumbai
Date : 30/04/2025

MUKESH BABU FINANCIAL SERVICES LIMITED

CIN: L65920MH1985PLC035504

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2025

		Rupees in '000	
Particulars	Note No.	31.03.2025	31.03.2024
INCOME			
I Revenue from Operations			
Interest Income	21	26,838	22,646
Dividend Income		44,069	45,267
Profit/(Loss) on Shares and Securities		18,444	99,983
II Other Income			
Profit on sale of Investments		0	97
Interest on Term Deposits		542	542
Other Interest income		36	36
Miscellaneous Income		58	92
III Total Income (I + II)		89,987	1,68,663
EXPENSES			
Employee benefits expense	22	11,303	6,057
Finance costs	23	27,456	21,314
Loss on sale of Investments		6,782	0
Depreciation	11	1,107	1,001
Other expenses	24	10,273	59,198
IV Total Expenses		56,921	87,570
V Profit before exceptional items and tax (III-IV)		33,066	81,093
VI Exceptional items		0	0
VII Profit before tax (V-VII)		33,066	81,093
VIII Tax expense:			
(1) Current tax		(11,530)	(20,141)
(2) Deferred tax charge / (credit)		808	(1,845)
IX Profit for the year from continuing operations (VII-VIII)		22,344	59,107
X Profit/(Loss) from discontinued operations		0	0
XI Profit for the Year		22,344	59,107
Other Comprehensive Income			
Items that will not be reclassified to profit or loss		52,238	6,61,516
Income Tax to Items that will not be reclassified to profit or loss		(11,101)	(1,65,067)
Items that will be reclassified to profit or loss		0	0
Income Tax to Items that will be reclassified to profit or loss		0	0

XII	Other Comprehensive Income for the year (net of tax)	41,137	4,96,449
XIII	Total Comprehensive Income for the year (XI+XII)	63,481	5,55,556

**XIV Earnings per equity share: (Nominal
Value per Share Rs. 10)**

(1) Basic	27	3.21	8.48
(2) Diluted	27	3.21	8.48

See accompanying notes to the financial statements

UDIN: 25035809BMKOH7475

AS PER OUR REPORT OF EVEN DATE

**FOR CHAITANYA C. DALAL & COMPANY
CHARTERED ACCOUNTANTS**

FOR AND ON BEHALF OF THE BOARD OF

MUKESH BABU FINANCIAL SERVICES LIMITED

**Chaitanya C. Dalal
Partner
Membership No.35809
FRN NO. 101632W**

**Mukesh Babu
Managing Director
DIN:00224300**

**Meena Babu
Director
DIN:00799732**

**Mahesh Thakar
Chief Financial Officer**

**Nupur Chaturvedi
Company Secretary
ACS: A30139**

**Place: Mumbai
Date: 30/04/2025**

**Place: Mumbai
Date: 30/04/2025**

MUKESH BABU FINANCIAL SERVICES LIMITED

CIN: L65920MH1985PLC035504

CASH FLOW STATEMENT FOR THE YEAR ENDED 31/03/2025

	31.03.2025	31.03.2024	Rupees in '000
A. Cash flow from Operating Activities:			
Net Profit Before Tax and Extraordinary Item	33,066		81,093
Adjustments for:			
Depreciation & Misc. Exp. Written off	1,107	1,001	
Interest on Term Deposits & Bonds	(577)	(578)	
Interest Expenses	27,456	21,314	
Loss/(Profit) on Investment	6,782	0	
Excess Provision for Taxation	0	0	21,738
Operating Profit Before Working Capital Changes	67,833		1,02,832
Changes in Working Capital:			
Inventories	(31,980)	(2,999)	
Trade Receivable	(28)	0	
Other Receivable	8	789	
Loans	(81,519)	(1,19,004)	
Other Financial Assets	(11,100)	(37,733)	
Other Non-Financial Assets	(4,401)	42,779	
Other Current Assets	25	241	
Trade Payables	6,866	23,032	
Other Financial Liabilities	(25)	(252)	
Other Non-Financial Liabilities	153	(226)	
Other Liabilities/Provisions	(10,228)	11,279	(82,094)
Cash Generated from Operations	(64,398)		20,738
Direct Taxes	(11,530)		(20,141)
Cash Flow Before Extraordinary Items	(75,928)		597
Extraordinary Items	0		0
Net Cash from Operating Activities	(75,928)		597
B. Cash Flow from Investing Activities:			
Purchase of Fixed Assets	(1,839)	(996)	
Sale of Fixed Assets	0	0	
Interest on Term Deposits & Bonds	577	578	
Purchase of Investments	(2,340)	(7,831)	
Sale of Investments	7,500	3,000	(5,249)
Net cash used in Investing Activities	3,898		(5,249)
C. Cash Flow from Financing Activities:			
Proceeds from Issue of Share Capital	0	0	
Proceeds from Short Term Borrowings(net)	1,06,464	29,534	
Repayment of Short-Term Borrowings(net)	0	0	
Repayment of Finance Lease Liabilities	0	0	
Interest payment	(27,456)	(21,314)	
Dividends Paid & DDT paid	(8,365)	(8,365)	
Increase in Misc. & Public Issue Expenses	0	0	(145)
Net cash used in Financing Activities	70,643		(145)

Net Increase / (Decrease) in Cash & Cash Equivalents	(1,387)	(4,797)
Cash & Cash Equivalents at the Beginning of the Year	6,220	11,018
Cash & Cash Equivalents at the end of the Year	4,834	6,220

See accompanying notes to the financial statements

UDIN: 25035809BMKOH7475

**AS PER OUR REPORT OF EVEN DATE
FOR CHAITANYA C. DALAL & COMPANY
CHARTERED ACCOUNTANTS**

**FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU FINANCIAL SERVICES LIMITED**

**Mukesh Babu
Managing Director
DIN:00224300**

**Meena Babu
Director
DIN:00799732**

**Chaitanya C. Dalal
Partner
Membership No.35809
FRN NO. 101632W**

**Mahesh Thakar
Chief Financial Officer**

**Nupur Chaturvedi
Company Secretary
ACS: A30139**

**Place : Mumbai
Date : 30/04/2025**

**Place : Mumbai
Date : 30/04/2025**

Statement of Changes in Equity as at March 31, 2025

A. EQUITY SHARE CAPITAL

Particulars	Rupees in '000	
	31-03-2025	31-03-2024
Balance at the beginning of the period	69,675	69,675
• Changes in Equity Share Capital due to prior period errors	-	-
• Restated balance at the beginning of the current reporting period	-	-
• Changes in Equity Share Capital during the year	-	-
Balance at the end of the reporting period	69,675	69,675

B. OTHER EQUITY

Particulars	Reserves and Surplus					Rupees in '000	
	Capital Reserve	Securities Premium Reserve	Statutory Reserve	General Reserve	Retained Earnings	Other Comprehensive Income (OCI)	Total
Balance as at 31st March 2023	7,081	73,560	1,30,831	21,083	4,07,141	9,57,975	15,97,671
Profit for the year	-	-	-	-	59,107	-	59,107
Dividend Payments	-	-	-	-	(8,365)	-	(8,365)
Transfer to Statutory Reserves u/s. 45-IC of RBI Act, 1934	-	-	11,821	-	(11,821)	-	-
Provisions for Standard Assets (RBI Regulations)	-	-	-	-	(749)	-	(749)
Other Comprehensive Income (net of Taxes)	-	-	-	-		4,96,449	4,96,449
Balance as at 31st March 2024	7,081	73,560	1,42,652	21,083	4,45,313	14,54,424	21,44,113

Profit for the year	-	-	-	-	22,344	-	22,344
Dividend Payments	-	-	-	-	(8,365)	-	(8,365)
Transfer to Statutory Reserves u/s. 45-IC of RBI Act, 1934	-	-	4,469	-	(4,469)	-	-
Provisions for Standard Assets (RBI Regulations)	-	-	-	-	(326)	-	(326)
Other Comprehensive Income (net of Taxes)	-	-	-	-	-	41,137	41,137
Balance as at 31st March 2025	7,081	73,560	1,47,121	21,083	4,54,497	14,95,561	21,98,903

See accompanying notes to the financial statements

**NOTES TO ANNUAL ACCOUNTS-STANDALONE FOR THE YEAR ENDED
MARCH 31, 2025**

NOTES ON ACCOUNTS

Note 1 SIGNIFICANT ACCOUNTING POLICIES

a. Statement of compliance and basis for preparation and presentation of financial statements

These standalone or separate financial statements of the Company have been prepared in accordance with the Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules 2015 as amended and notified under Section 133 of the Companies Act, 2013 (“the Act”), in conformity with the accounting principles generally accepted in India and other relevant provisions of the Act. Any application guidance/ clarifications/ directions issued by RBI or other regulators are implemented as and when they are issued/ applicable.

The Company’s financial statements upto and for the year ended 31 March 2019 were prepared in accordance with the Generally Accepted Accounting Principles in India (IGAAP) under the historical cost convention as a going concern and on accrual basis, unless otherwise stated, and in accordance with the provisions of the Companies Act, 2013, the Accounting Standards specified under section 133 of the Companies Act, 2013 (“the Act”) read with rule 7 of the Companies (Accounts) Rules 2014 (as amended), prudential norms for income recognition, assets classification and provisioning for non-performing assets as well as contingency provision for standard assets as prescribed by The Reserve Bank of India (RBI) for NBFCs and the guidelines issued by Securities and Exchange Board of India (SEBI) to the extent applicable, collectively referred as “Previous GAAP”.

b. Basis and Measurement of fair values

The financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values. A number of Company’s accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has established policies and procedures with respect to the measurement of fair values. Fair values are Quoted prices (unadjusted) in active markets for identical assets and liabilities.

c. Revenue Recognition

Income from Shares and Securities includes income/loss form transactions trading in capital market and future & options, taken place during the year through stock exchanges. They are recognized and accounted when transaction take place and are recorded at existing fair value in market with all the relevant taxes and duties. Interest income and Expenses are accounted on accrual basis. Dividend Income on stock and Investment are accounted on Receipt basis.

d. Property, Plant and Equipment's (PPE)

PPE are stated at cost of acquisition (including incidental expenses), less accumulated

depreciation and accumulated impairment loss, if any. Assets costing less than ₹5000/- are fully depreciated in the period of purchase. PPE is derecognized on disposal or when no future economic benefits are expected from its use. Depreciation on PPE is provided on Written Down Method at the rates specified in Schedule II to the Companies Act, 2013 on a pro-rata basis.

An asset is treated as impaired when the carrying cost of the Asset exceeds its recoverable value. An impairment loss is charged to the Profit & Loss account in the year in which an asset is identified as impaired. The Impairment loss recognized in prior accounting periods is increased / reversed where there has been change in the estimate of recoverable amount. The recoverable value is the higher of the net selling price and value in use.

e. Intangible assets

Intangible assets if any are stated at cost less accumulated amortization and accumulated impairment loss, if any.

f. Investments in subsidiaries and associates

Investments in subsidiaries and associate are measured at cost less accumulated impairment, if any.

g. Investments

- a. Long term investment is an investment other than a current investment intended to hold more than one year. All long-term investments were stated at cost upto previous financial year. After adoption of adoption of the Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules 2015 as amended and notified under Section 133 of the Companies Act, 2013 (“the Act”), in Current Financial Year, quoted and long-term investment were carried at fair realisable value and that of unquoted investments are stated at cost. Accordingly Quoted Investments to earlier years are valued at fair realisable value as on the date of respective year ending and corresponding effect is given in comprehensive income.
- b. Investment in Immovable Properties are stated at cost.

h. Inventories

In view of adoption of the Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules 2015 as amended and notified under Section 133 of the Companies Act, 2013 (“the Act”), in Current Financial Year, Inventories of quoted shares were carried at fair realisable value and that of unquoted Shares at cost. Accordingly, Inventories to earlier years are valued at fair realisable value as on the date of respective year ending and corresponding effect is given in comprehensive income.

i. Employee Benefits

The Company’s contribution to ESIC/Provident Fund is accounted on accrual basis and charged to Profit and Loss Account. Gratuity is accounted as payable to Employees on Retirement or Resignation of Employees; whereas there is no defined policy enabling the employees to avail encashment of leave.

j. Finance costs

Finance costs include interest expense computed by applying the effective and agreed interest rate measured on the use of borrowed fund. Finance costs are charged to the Statement of profit and loss.

k. Provisions

Provisions are recognised when there is a present obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

l. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash on hand, cheques and drafts on hand, balance with banks in current accounts and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

m. Earning Per Share

Basic earnings per share are computed by dividing the net profit or loss for the period by the weighted average number of Equity Shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of Equity Shares outstanding during the period as adjusted for the effects of all dilutive potential equity shares.

n. Provisions, Contingent Liabilities and Contingent Assets

Contingent liabilities as defined in Ind AS 37 “Provisions, Contingent Liabilities and Contingent Assets” are disclosed by way of notes to accounts. Provision is made if it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability.

o. Statement of Cash flow

Cash flows are reported using the indirect method, whereby the net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of the past or future cash receipts or payments. The cash flows from regular revenue generating, investing & financing activities of the company are segregated.

p. Statutory Reserve and Provision of Standard Assets

A Statutory Reserve of 20% of the current profit after tax is made during the year in pursuance of section 45-IC of the Reserve Bank of India Act, 1934.

Provision is made @ 0.40 % of Standard assets which includes secured and unsecured loans granted to companies and other entities.

q. Prudential Norms

For the purpose of identifying the assets as non-performing assets in pursuance of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998, the Company follows generally accepted accounting principles and industry practices.

r. Taxation

Current tax comprises amount of tax payable in respect of the taxable income or loss for the year determined in accordance with Income Tax Act, 1961 and any adjustment to the tax payable or receivable in respect of previous years. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequence that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Note 2 CASH AND CASH EQUIVALENTS

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
Cash on hand	3,495	2,489
Balances with banks (In Current Accounts with Scheduled Banks)	1,339	3,731
Total	4,834	6,220

Note 3 BANK BALANCES (OTHER)

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
In Fixed Deposits with Scheduled Banks	10,185	10,175
In Unclaimed Dividends Account	1,273	1,298
Interest Accrued not due on Fixed Deposits	78	88
Total	11,536	11,561

Note 4 TRADE RECEIVABLES

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
Unsecured Considered Good		
i. Related Party	-	-
ii. Others	28	-
Secured Considered Good		
i. Related Party	-	-
Receivables which have significant increase in the credit risk	-	-
Receivables credit impaired	-	-
Total	28	-

Aging Disclosure of Trade Receivable Current Year

Particulars	Rupees in '000					Total
	Less than 6 Month	6 Month to 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	
Undisputed Trade Receivable						
Considered good	28	-	-	-	-	28
Receivable having Credit Risk	-	-	-	-	-	-
Receivable Credit Impaired	-	-	-	-	-	-
Disputed Trade Receivable						
Considered good	-	-	-	-	-	-
Receivable having Credit Risk	-	-	-	-	-	-
Receivable Credit Impaired	-	-	-	-	-	-
Total	28	-	-	-	-	28

Aging Disclosure of Trade Receivable Previous Year

Particulars	Rupees in '000					Total
	Less than 6 Month	6 Month to 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	
Undisputed Trade Receivable						
Considered good						
Receivable having Credit Risk					-	-
Receivable Credit Impaired					-	-

Disputed Trade Receivable		
Considered good		
Receivable having Credit Risk	-	-
Receivable Credit Impaired	-	-

Total

Note 5 OTHER RECEIVABLES

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
Other Receivable	-	8
Total	-	8

Note 6 LOANS

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
A. Term Loans, Considered Good in India		
ICD Loans Unsecured	1,49,377	143,132
Loans to Related Parties	2,19,651	152,537
B. Others, Considered Good in India		
Staff & Associates	13,333	5,173
Total	3,82,361	300,842

* Out of the above no loans are granted to Public Sector Company.

* Out of the above no loans are granted to parties outside the India.

Note 7 INVESTMENTS

Disclosure pursuant to Note no. K (i) of Part I of Schedule III to the Companies Act 2013

Sr. No.	Name of the Body Corporate	No. of Shares / Units		Amount Rupees in '000	
		31.03.2025	31.03.2024	31.03.2025	31.03.2024
1	2	3	4	5	6
a.	Investment in Equity Instruments (Unquoted at Cost)				
	Subsidiary				
	Mukesh Babu Securities Ltd	2,580,996	2,580,996	25,810	25,810
				25,810	25,810
	UnQuoted At Cost:				
	Curl Capital Pvt.Ltd.	22,401	22,401	3,575	3,575
				3,575	3,575
	Quoted At fair value through other comprehensive income:				
	Steelcast Ltd	40,000	40,000	40,736	26,154
	The Gaekwar Mills Ltd	3,60,000	3,60,000	4,730	4,507
				45,466	30,661
b.	Investments in Preference Shares (At Cost)				
	Balance Equity Broking (India) P. Ltd (15% Redeemable Optionally Convertible)	15,00,000	15,00,000	15,000	15,000
	Istaa Finserv P. Ltd. (9% Redeemable Non-Cumulative)	10,000	10,000	10,000	10,000
	Bridge Fintech Solutions Pvt. Ltd.	30,786	30,786	78,566	78,566
	(0.00001% SERIES A4 PP PREF 27MY23)				
	Bridge Fintech Solutions Pvt. Ltd.	-	3,703	-	9,450
	(0.0001% SERIES A3 PREF 27MY38)				
	Bridge Fintech Solutions Pvt. Ltd.	64,000	64,000	49,536	49,536
	(Fully paid up CCPS R1)				
	Bridge Fintech Solutions Pvt. Ltd.	32,000	32,000	24,768	24,768
	(Fully Paid up CCPS R2)			1,77,870	1,87,320

c.	Investments in Government or Trust securities				
	Quoted At fair value through other comprehensive income:				
	GOI Loan 7.10% 2029	5,000	5,000	526	516
				526	516
d.	Investments in Mutual Fund				
	Quoted At fair value through other comprehensive income:				
	HDFC Large Cap & Mid Cap Fund Regular (G)	25,100	25,100	7,236	7,221
				7,236	7,221
e.	Investments in Debentures/ Bonds (At Cost)				
	The Gaekwar Mills Ltd (9%)	3,000	3,000	2,29,000	2,29,000
	The Gaekwar Mills Ltd (0%)	500	500	50,000	50,000
				2,79,000	2,79,000
f.	Investments in Treasury Bill				
	Quoted At fair value through other comprehensive income:				
	T- Bill 33828 2024	-	50,000	-	4,868
	T- Bill 34665 2025	25,000	-	2,454	
				2,454	4,868
Total				5,41,937	538,971

Note 8 **OTHER FINANCIAL ASSETS**

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
Security Deposit	1,448	948
Margin Deposit	78,171	67,571
Total	79,619	68,519

Note 9 **INVENTORIES**

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
Stock of Shares (At fair realisable value)	21,10,796	2,041,484
Total	21,10,796	2,041,484

INCREASE / DECREASE IN INVENTORIES

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
Inventories at the end of the year		
Stock of Shares (At fair Realisable Value)	21,10,796	20,41,484
Inventories at the beginning of the year		
Stock of Shares (At fair Realisable Value)	20,41,484	13,87,339
Net Increase/(Decrease) in Inventories	69,312	6,54,145

Note 10 CURRENT TAX LIABILITIES (Net)

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
Provision for Taxations (Net of TDS)	5,547	14,214
Total	5,547	14,214

Note 11 PROPERTY, PLANT AND EQUIPMENTS

Particulars	Gross Block			Accumulated Depreciation			Rupees in '000		
	01-04-2024	Additions/(Disposals)	31-03-2025	01-04-2024	Depreciation for the year	On disposals	31-03-2025	01-04-2024	31-03-2025
a Property, Plant and Equipment									
Office Premises	14,883	0	14,883	11,781	151	0	11,932	3,103	2,951
Guest House	3,690	0	3,690	1,811	92	0	1,902	1,879	1,788
Furniture and Fixtures	4,594	28	4,622	4,304	77	0	4,381	289	241
Electrical Fittings & Equipment	1,589	1,810	3,399	1,266	185	0	1,451	323	1,949
Office equipment	1,611	0	1,611	1,488	55	0	1,543	123	68
Computers	1,621	0	1,621	1,145	187	0	1,332	476	289
Vehicles	6,505	0	6,505	5,351	361	0	5,711	1,155	794
Total (Current Year)	34,494	1,839	36,332	27,146	1,107	0	28,253	7,348	8,079

Rupees in '000

Total	33,498	996	34,494	26,144	1,001	0	27,146	7,354	7,348
(Previous Year)									
b Intangible Assets									
--	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-
(Current Year)									
Total	-	-	-	-	-	-	-	-	-
(Previous Year)									
c Capital Work in Progress									
--	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-
(Current Year)									
Total	-	-	-	-	-	-	-	-	-
(Previous Year)									
d Intangible assets under Development									
--	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-
(Current Year)									
Total	-	-	-	-	-	-	-	-	-
(Previous Year)									

Disclosure pursuant to Note no. (H) (iii) of General Instructions for preparation of Balance Sheet of Schedule III to the Companies Act, 2013

Where sums have been written off on a reduction of capital or revaluation of assets or where sums have been added on revaluation of assets:

Particulars	2020-21	2021-22	Year	2023-24	2024-25
	₹	₹	2022-23	₹	₹
			₹		
Asset details:					
Balance as at 1st April	-	-	-	-	-
Impairment/ Revaluation	-	-	-	-	-
Balance as at 31st March	-	-	-	-	-

Reconciliation		Opening Value	Additions	Disposals	Acquisitions through business combinations	Amount of change due to revaluation	Other adjustments and the related depreciation	Impairment losses / reversals	Net Block
Property, Plant and Equipment	Current Year	34,494	1,839	-	-	-	28,253	-	8,079
	Previous Year	33,498	996	-	-	-	27,146	-	7,348
Intangible Assets	Current Year	-	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-	-
Capital Work in Progress	Current Year	-	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-	-
Intangible assets under Development	Current Year	-	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-	-

The Company does not hold any property for investment purposes and Company has not revalued its Property, Plant and Equipment.

The Company does not have any Intangible Fixed Assets and Capital Work in Progress. The Company does not hold any Benami Property.

Note 12 OTHER NON-FINANCIAL ASSETS

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
Advances Against Projects	33,004	33,004
Prepaid Expenses	40	91
Advance for Assets & Expenses	14,759	10,307
Total	47,803	43,402

Note 13 PAYABLES

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
Trade Payable		
Related Party	46,038	39,172
Others	-	-
Total Trade Payable	46,038	39,172
Other Payable:		
Related Party	-	-
Others	-	-
Total Other Payable	-	-
Total	46,038	39,172

(There is no amount Payable to Micro, Small and Medium Enterprises)

Aging Disclosure of Trade Payable Current Year		Rupees in '000			
Particulars	Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
Undisputed Trade Payable					
MSME Trade Payable	-	-	-	-	-
Other Trade Payable	46,038	-	-	-	46,038
Disputed Trade Payable					
MSME Trade Payable	-	-	-	-	-
Other Trade Payable	-	-	-	-	-
Total	46,038	-	-	-	46,038

Aging Disclosure of Trade Payable Previous year		Rupees in '000			
Particulars	Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
Undisputed Trade Payable					
MSME Trade Payable	-	-	-	-	-
Other Trade Payable	39,172	-	-	-	39,172
Disputed Trade Payable					
MSME Trade Payable	-	-	-	-	-
Other Trade Payable	-	-	-	-	-
Total	39,172	-	-	-	39,172

Note 14 BORROWINGS (OTHER THAN DEBT SECURITIES)

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
TERM LOANS		
Secured		
From Banks (Secured Against Bank Fixed Deposit)	1,181	-
From other parties	3,58,575	2,53,292
(Secured against Pledge of Stock of Shares)		
Period of Maturity	1 Year	
Applicable rate of interest	9.00% to 12%	
Guaranteed By Directors	No	
Sub Total	3,59,756	2,53,292
LOANS PAYABLE ON DEMAND		
Unsecured		
From Banks	-	-
From other parties	-	-
From Related party	-	-
Sub Total	-	-
Total (A)	3,59,756	2,53,292
Borrowings in India	3,59,756	2,53,292
Borrowings outside India	-	-
Total (B)	3,59,756	2,53,292

Note 15 OTHER FINANCIAL LIABILITIES

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
Unclaimed Dividends	1,273	1,298
Total	1,273	1,298

Note 16 PROVISIONS

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
Provisions for F&O contracts	13,763	17,092
Provision For Standard Assets (RBI Regulations)	1,529	1,203
Provision for Expenses	1,893	125
Total	17,185	18,420

Note 17 DEFERRED TAX LIABILITIES

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
Deferred tax liability		
Fixed Assets : Impact of Difference between tax depreciation and depreciation / amortisation charged for financial reporting	207	246
On Comprehensive Income		
Income Tax relating to items that will not be reclassified to Profit & Loss	4,94,048	4,82,948
Gross deferred tax liabilities	4,94,255	4,83,194
Deferred Tax Liabilities		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	6,015	5,246
Gross Deferred tax Assets	6,015	5,246
Net deferred tax liabilities / (assets)	4,88,240	4,77,948

Note 18 OTHER NON-FINANCIAL LIABILITIES

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
TDS payable	376	223
Other payables	0	-
Total	376	223

Note 19 EQUITY SHARE CAPITAL

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
Authorised		
1,00,00,000 (1,00,00,000) Equity Shares of ₹ 10 each	100,000	100,000
Issued		
69,70,900(69,70,900) Equity Shares of ₹10 each	69,709	69,709
Subscribed and fully Paid up		
69,60,600(69,60,600) Equity Shares of ₹10 each	69,606	69,606
Subscribed but not fully Paid up		
10,300(10,300) Equity Shares of ₹ 10 each	103	103
Less: Unpaid Calls	34	34
	69	69
Total	69,675	69,675

Reconciliation of the number of shares

Particulars - Equity Shares	31.03.2025		31.03.2024	
	Number	Rupees in '000	Number	Rupees in '000
Shares at the beginning of the year	69,70,900	69,709	69,70,900	69,709
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares at the end of the year	69,70,900	69,709	69,70,900	69,709

Details of shareholders holding more than 5% of the aggregate shares in the Company

Name of the Shareholder	31.03.2025		31.03.2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mukesh Champaklal Babu	3,431,600	49.23%	3,431,600	49.23%
Meena Mukesh Babu	9,50,000	13.63%	9,50,000	13.63%
Sagar Systech Limited	5,30,000	07.60%	5,30,000	07.60%
Saurashtra Solid Industries Pvt. Ltd.	4,08,432	05.86%	4,05,089	05.81%

Details of Shareholding of Promoters

Shareholding of Promoters	% of Holding	31.03.2025		31.03.2024	
		No. of Shares	% of Holding	No. of Shares	% of Holding
Mukesh Champaklal Babu	N.A	34,31,600	49.23%	34,31,600	49.23%
Meena Mukesh Babu	N.A	9,50,000	13.63%	9,50,000	13.63%
		43,81,600	62.86%	43,81,600	62.86%

Rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital

Particulars	Description	31.03.2025	31.03.2024
		Number	Number
Equity Shares	Pari Pasu	69,70,900	69,70,900
Restrictions on the distribution of dividends	None		
Voting rights or with differential voting rights as to dividend	All shares have equal Voting Rights		

Disclosure of Unpaid Calls

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
By Directors	-	-
By Officers	-	-
Others	34	34

Capital management

The Company has only equity capital. The Company operates as an Investment Company and Loan Company and consequently is registered as a Non-Banking Financial Institution - Investment and Credit Company (NBFC-ICC) with Reserve Bank of India (RBI). As per RBI's 'Scale Based Regulations' (SBR), the Company is classified as NBFC - Base Layer (NBFC-BL).

The funds are currently invested in equity, debt, money market and other instruments or given as loan depending on economic conditions in line with Investment Policy set by the Management. Safety of capital is of prime importance to ensure availability of capital for operations. Investment objective is to provide safety and adequate return on the surplus funds.

No changes were made in the objectives, policies and processes of capital management during the year.

Note 20 OTHER EQUITY

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
a. Capital Reserves		
Opening Balance	7,081	7,081
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	7,081	7,081
b. Securities Premium Account		
Opening Balance	73,628	73,628
(+) Securities premium credited on Share issue	-	-
(-) Premium Utilised for various reasons	-	-
(-) Unpaid Calls	(68)	(68)
Closing Balance	73,560	73,560
c. Statutory Reserve		
Opening Balance	1,42,652	1,30,831
(+) Current Year Transfer	4,469	11,821
Closing Balance	1,47,121	142,652

d. General Reserve		
Opening Balance	21,083	21,083
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	21,083	21,083
e. Other Comprehensive Income		
Opening Balance	14,54,424	9,57,975
+/(-) Movement in OCI during the Year	41,137	4,96,449
Closing Balance	14,95,561	14,54,424
f. Surplus Profit and Loss A/c		
Opening balance	4,45,313	407,141
(+) Net Profit/(Net Loss) For the current year	22,344	59,107
(-) Dividends Payment	(8,365)	(8,365)
(-) Transfer to Statutory Reserves (RBI Regulations)	(4,469)	(11,821)
+/(-) Provision for Standard Assets (RBI Regulations)	(326)	(749)
Closing Balance	4,54,497	4,45,313
Total Other Equity	21,98,903	21,44,113

Note 21 INTEREST INCOME

		Rupees in '000	
Particulars	31.03.2025	31.03.2024	
On Financial Assets measured at fair value through profit or loss (FVTPL):			
Interest on Loans & ICDs	26,838	22,646	
Interest on deposits with Banks	-	-	
Interest income from Investment	-	-	
Total	26,838	22,646	

Note 22 EMPLOYEE BENEFIT EXPENSES

		Rupees in '000	
Particulars	31.03.2025	31.03.2024	
Salaries	6,520	4,113	
Bonus	600	242	
Directors' Remuneration	1,500	1,475	
Directors' Sitting Fees	150	220	
Commission to Directors	1,740	-	
Staff welfare expenses	793	7	
Total	11,303	6,057	

Note 23 FINANCE COST

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
Interest expense		
Interest on Loans	27,361	21,164
Interest on Bank Overdraft	95	150
Interest Expenses- Others		-
Other Financial Expenses		
Loan Processing Fees	-	-
Total	27,456	21,314

Note 24 OTHER EXPENSES

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
Audit Fees	60	40
Business Promotion Expenses	1,035	550
Conveyance	1,805	419
Corporate Social Responsibility Expense	200	650
Donations	500	0
House Keeping Expenses	313	264
Professional & Legal Expenses	1,178	1,909
Listing Fees	325	325
Membership & Subscriptions	117	81
Office Expenses	291	18
Printing and Stationery Expenses	321	134
Publishing Expenses	146	140
Rent, Rates & Taxes	691	981
Repairs and Maintenance Expenses	1,170	627
Registrar and Share Transfer Expenses	251	235
Travelling Expenses	1,642	2,365
Sundry Expenses	228	460
Conciliation Award Compensation	-	50,000
Total	10,273	59,198

Note 25 In the opinion of the Directors, balances in Loans and Advances & Current Assets, Debtors and Creditors, borrowings have a value on realization of current assets in the ordinary course of business and it would not be less than the amount at which they are stated in the Balance sheet. According to the management, provisions for all the loans and liabilities are adequate. Balances in Debtors, Creditors, Loans, and advances and current assets are subject to confirmation & reconciliation.

Note 26 Auditors' remuneration in accordance with paragraph 5A (j) of part II of Schedule III to the Companies Act 2013 is as under:

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
As Auditors	60	40
Other Professional Services	139	41
Total	199	81

Note 27 **Earning per share is calculated as under:**

Particulars	31.03.2025	31.03.2024
<i>Basic earning per share</i>		
Net profit after Taxation (Rupees in '000)	22,344	59,107
Number of shares issued (Nominal Value ₹10)	69,70,900	69,70,900
Basic earning per share (In Rupees)	3.21	8.48
<i>Diluted earning per share</i>		
Net profit after Taxation (Rupees in '000)	22,344	59,107
Number of shares issued (Nominal Value ₹10)	69,70,900	69,70,900
Diluted earning per share (In Rupees)	3.21	8.48

Note 28 **Directors' Remuneration**

	Rupees in '000	
	31.03.2025	31.03.2024
Within the limits of Schedule V to the Companies Act 2013	1,500	1,475

Note 29 The Company is mainly engaged in the business of providing finance and dealing in shares and securities. All other activities of the Company revolve around the main business, and as such in the opinion of the management, there is no separate reportable segment as per IND AS 108 on 'Operating Segments' in respect of the Company.

The Company operates in single segment only. There are no operations outside India and hence there is no external revenue or assets which require disclosure.

Note 30 Loans and advances given to the employees and associates and for projects do not carry any stipulation as to repayment of principal or payment of interest; and are being repaid periodically. Accordingly, these are considered as good and not considered as part of non-performing assets.

Note 31 The management has made full inquiries and is of the view that assets of the Company in form of fixed assets and Inventories are good in nature, and are stated at appropriate value of the respective assets; and there is no necessity as to impairment / write down provision in the accounts.

Note 32 Disclosure of Provisions as required by IND-AS-37 is as under:

				Rupees in '000
Particulars	Opening Balance	Additional provisions during the year	Amount Used or reversed during the year	Closing Balance
Income-tax	14,214	10,722	(19,389)	5,547

Note 33 The additional information on Quantitative Information of Shares and Securities Traded

Particulars	Opening Stock	Purchases	Sales	Closing Stock
Shares (Qty in Nos.)	39,89,453	6,95,334	1,18,391	45,66,396

(Purchases and sales include Bonus Shares and Splits and other adjustments, if any)

Note 34 Disclosure in respect of related parties' transaction as required by the IND AS - 24 "Related Party Disclosures":

(A)	Transactions during the year with related parties:				Rupees in '000	
Sr. No.	Name of related party and nature of relationship	Nature of Transaction	2024-25		2023-24	
			Transacti on value	Outstanding amounts carried in Balance Sheet Dr./ (Cr.)	Transaction value	Outstanding amounts carried in Balance Sheet Dr./ (Cr.)
A)	Subsidiary					
1	Mukesh Babu Securities Limited	Investment in equity shares	-	25,810	-	25,810
		Loans Given	49,000		5,734	
		Loans repaid	14,565		32,104	
		Interest Expense	1,284	35,859	155	140

B) Entities in which KMP/Director & their relatives have Directorship/Shareholding / significant influence						
1.	Istaa Fashions Pvt. Ltd.	Loans given	39,500		30,500	
		Loans repaid	20,173		2,051	
		Interest Income	762	30,186	107	10,097
2.	Istaa Finserv Pvt. Ltd.	Brokerage Expenses	2,896		1,433	
		Loans given	1,19,500		82,500	
		Loans repaid	1,10,023		32,633	
		Interest Income	5,231	65,904	1,328	51,196
3.	Rushil Industries Ltd.	Loans given	-	-	42,000	-
		Loans repaid	-	-	44,035	-
		Interest Income	-	-	2,035	-
4.	Miloni Enterprise Ltd	Loans given	-	-	3,500	-
		Loans repaid	24,204		467	-
		Interest Income	2,538	24,021	4,668	45,687
5.	Sagar Systech Ltd.	Loans given	41,800		7,500	
		Loans repaid	17,112		5,003	
		Interest Income	869	28,082	28	2,525
6.	Ashtavinayak Infra Tech Pvt. Ltd.	Loans given	21,300		23,500	
		Loans repaid	9,695		7,969	
		Interest Income	1,948	30,171	686	16,618
7.	Istaa Infotech Pvt. Ltd.	Loans given	6,700		5,000	
		Loans repaid	3,532		5,004	
		Interest Income	319	3,526	43	39
8.	Rushil Recycling Pvt. Ltd.	Loans given	-		17,000	
		Loans repaid	17,970		103	
		Interest Income	397	357	1,034	17,931
9.	Rushil Infrastructure Pvt Ltd* (* Related	Loans Given	-		7,500	

Party upto August, 2024)					
	Loan Repaid	8,199		76	
	Interest Income	174	156	757	8,181
10. Mukesh Babu Stock Broking Pvt. Ltd.	Loans given	-		-	
	Loans repaid	-		-	-
	Interest Income	-	50	-	50
11. Mukesh Babu Mgt. Consultants Pvt. Ltd.	Loans given	-		25	
	Loans repaid	-		-	-
	Interest Income	-	75	-	75
12. Venus Green Recycling LLP	Loans Given	1,250		-	
	Loan Repaid	2		-	
	Interest Income	17	1,265	-	-
13. C. L. Babu Foundation	Donation given	200		650	-
C) Key management personnel (KMP) and their relatives					
1. Mr. Mukesh Babu - Managing Director	Remuneration	3,240	0	1,475	-
2. Ms. Nupur Chaturvedi - Company Secretary	Remuneration	1,625	0	1,138	-
3. Mr. Mahesh Thakar - Chief Financial Officer w.e.f. 01.12.2023	Remuneration	1,430	0	352	-
4. Ms. Sarika Pandya - Chief Financial Officer upto 15/09/2023)	Remuneration	-	-	400	-
5. Mr. Deepali Thakar - Wife of Mr. Mahesh Thakar (CFO)	Professional Fees	780	0	248	0

D) Non-Executive/Independent Directors

1.	Mrs. Meena Babu - Non-Executive Director	Sitting Fees	30	-	30	-
2.	Mr. Pankaj Majithia - Independent Director	Sitting Fees	20	-	50	-
3.	Mr. Vijay Vora - Independent Director	Sitting Fees	20	-	50	-
4.	Mr. Manish Kumar Shah - Independent Director	Sitting Fees	0	-	30	-
5.	Mr. Bhavesh Doshi - Independent Director	Sitting Fees	40	-	60	-
6.	Mr. Mayank Soti-Independent Director	Sitting Fees	20	-	-	-
7.	Mr. Chetan Tamboli-Independent Director	Sitting Fees	10	-	-	-
8.	Mr. Subhash Dave-Independent Director	Sitting Fees	10	-	-	-

(B) Percentage to total Loans and Advances in the nature of loans:

Type of Borrower	31-03-2025	31-03-2024	31-03-2025	31-03-2024
	Amount of Loan or Advance in the nature of Loan Outstanding Rupees in '000		Percentage to total loans and Advances in Nature of Loans	
Promoter	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	2,19,652	1,52,539	59.52	51.59

Note 35 **INCOME AND EXPENSES IN FOREIGN CURRENCY:**

31.03.2025	31.03.2024
NIL	NIL

Note 36 **CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)**

Particulars	31.03.2025	31.03.2024
	₹	₹
A. Contingent Liabilities		
(1) Claims against the company not acknowledged as debt	-	-
(2) Guarantees	-	-
(3) Other money for which the company is contingently liable	-	-
Sub Total (A)	-	-
B. Commitments		
(1) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
(2) Uncalled liability on shares/other investments partly paid	-	-
(3) Other commitments (specify nature)	-	-
Sub Total (B)	-	-
Total (A+B)	-	-

Note 37 **SPECIFIC DISCLOSURES**

1 Disclosure related to proposed Dividend

Particulars	Total in '000	Total ₹ per Share
Dividends proposed to be distributed to equity shareholders	8,365	1.20

2 **Disclosure pursuant to Note no. (W) of General Instructions to Balance Sheet to the Schedule III of the Companies Act 2013**

Where in respect of an issue of securities made for a specific purpose, the whole or part of the amount has not been used for the specific purpose at the balance sheet date, indicate below how such unutilized amounts have been used or invested.

Not Applicable

3 Disclosure pursuant to General Instructions to Balance Sheet to the Schedule III to the Companies Act 2013

If, in the opinion of the Board, any of the assets other than fixed assets and non-current investments do not have a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion, shall be stated.

Name of Assets	Realisable Value	Value in Balance Sheet None	Opinion of Board
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Note 38 CORPORATE SOCIAL RESPONSIBILITY (CSR)

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
(a) amount required to be spent by the company during the year,	223	210
(b) amount of expenditure incurred,	200	650
(c) Excess/(shortfall) at the end of the year to be carried forward,	417*	440
(d) total of previous years shortfall,		-
(e) reason for shortfall,		-
(f) nature of CSR activities,	School Education	School Education
(g) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	C.L. Babu Foundation, Trust	C.L. Babu Foundation, Trust
(h) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	Not Applicable	Not Applicable

*After set-off of excess of Previous year

Note 39 The Company has a process whereby periodically all long-term contracts are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law / accounting standards for material foreseeable losses, including derivatives, on such long-term contracts has been made in the books of account.

Note 40 The Company has reviewed its pending litigations and proceedings and has adequately provided for where Provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the

outcome of these proceedings to have a materially adverse effect on its financial results.

- Note 41 The previous year's figures are regrouped / rearranged / reclassified wherever considered necessary to correspond with the figures of current year.
- Note 42 As required by paragraph 32 of 'Ind AS' - 101 net profit reconciliation between the figures reported under Previous GAAP and 'Ind-AS' is not applicable for previous year ending 31.03.2025.
- Note 43 Disclosures pursuant to RBI Notification - RBI/2020-21/16 DOR.No.BP.BC/3/21.04.048/2020-21 dated 6 August 2020

Type of borrower	Number of accounts where resolution plan has been implemented under this window	Exposure to accounts mentioned at (A) before implementation of the plan	Of (B), aggregate amount of debt that was converted into other securities	Additional funding sanctioned, if any, including between invocation of the plan and implementation	Increase in provisions on account of the implementation of the resolution plan
Personal Loans	0	0	0	0	0
Corporate persons*	0	0	0	0	0
Of which, MSMEs	0	0	0	0	0
Others	0	0	0	0	0
Total	0	0	0	0	0

- Note 44 Disclosure pursuant to Reserve Bank of India Notification RBI/DOR/2023-24/106 Master Direction - Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 DOR.FIN.REC.NO.45/03.10.119/2023-24 updated as on 21 March 2024

1. Exposure

1.1. Exposure to real estate sector

Category	Rupees in '000	
	Current year	Previous Year
i) Direct exposure (Unsecured)	33,354	24,759
a) Residential Mortgages – Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund based (NFB) limits.	-	-
b) Commercial Real Estate –	-	-

Lending secured by mortgages on commercial real estate (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits.		
c) Investments in Mortgage-Backed Securities (MBS) and other securitized exposures –	-	-
i. Residential		
ii. Commercial Real Estate		
ii) Indirect Exposure	-	-
Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies.		
Total Exposure to Real Estate Sector (Unsecured)	33,354	24,759

1.2. Exposure to capital market

Particulars	Rupees in '000	
	Current Year	Previous Year
i) 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	50,810	50,810
ii) 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	-	-
iii) 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	-	-
iv) 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	-	-
v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers	65,904	51,196
vi) 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

vii) Bridge loans to companies against expected equity flows / issues	-	-
viii) 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	-	-
ix) Financing to stockbrokers for margin trading	-	-
x) All exposures to Alternative Investment Funds:	-	-
(i) Category I		
(ii) Category II		
(iii) Category III		
Total exposure to capital market	1,16,714	1,02,006

1.3. Sectoral exposure

Sectors	Rupees in '000					
	Current Year			Previous Year		
	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	-	-	-	-	-	-
2. Industry						
i Commercial	33,354	-	-	24,759	-	-
Rea Estate						
ii NBFC	27,403	-	-	33,002	-	-
Others	3,08,272	-	-	2,37,908	-	-
Total of Industry	3,69,029	-	-	2,95,669	-	-
3. Services						
i...						

ii...						
Others						
Total of Services	-	-	-	-	-	-
4. Personal Loans						
i...						
ii...						
Others						
Total of Personal Loans	-	-	-	-	-	-
(i+ii+...+Others)						
5. Others, if any (please specify)	-	-	-	-	-	-

1.4. Intra-group exposures

		Rupees in '000	
		Current Year	Previous Year
1.	Total amount of intra-group exposures	2,19,652	1,52,539
2.	Total amount of top 20 intra-group exposures	2,19,652	1,52,539
3.	Percentage of intra-group exposures to total exposure of the NBFC on borrowers/customers	59.52%	51.59%

1.5. Unhedged foreign currency exposure

Not Applicable

2. Related Party Disclosure

		Rupees in '000												Total	
Related Party	Parent (as per ownership or control)	Subsidiaries		Associates/Joint ventures		Key Management		Relatives of Key Management Personnel		Others					
		Cur rent year	Prev ious year	Cur rent year	Prev ious year	Cur rent year	Prev ious year	Cur rent year	Prev ious year	Cur rent year	Prev ious year	Cur rent year	Prev ious year	Cur rent year	Prev ious year
Borrowings		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deposits		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Placeme nt of deposits		-	-	-	-	-	-	-	-	-	-	-	-	-	-
Advances		-	-	35,859	140	-	-	89,828	29314	93,964	123033	-	-	2,19,651	152487

Investments	-	-	25,810	25810	-	-	-	-	-	-	-	-	25,810	25810
Purchase of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest paid	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest received	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-	-	-	-	-

3. Disclosure of complaints

3.1. Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

Sr. No	Particulars	Current Year	Previous Year
Complaints received by the NBFC from its customers			
1	Number of complaints pending at beginning of the year	0	0
2	Number of complaints received during the year	0	0
3	Number of complaints disposed during the year	0	0
3.1	Of which, number of complaints rejected by the NBFC	0	0
4	Number of complaints pending at the end of the year	0	0
Maintainable complaints received by the NBFC from Office of Ombudsman			
5*	Number of maintainable complaints received by the NBFC from Office of Ombudsman	0	0

5.1	Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman	N.A.	N.A.
5.2	Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	N.A.	N.A.
5.3	Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC	N.A.	N.A.
6*	Number of Awards unimplemented within the stipulated time (other than those appealed)	N.A.	N.A.

* It shall only be applicable to NBFCs which are included under 'Reserve Bank - Integrated Ombudsman Scheme, 2021'.

3.2. Top five grounds of complaints received by the NBFCs from customers –

Not applicable as no complaints are received from the customer during the year under review and Previous year.

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
1	2	3	4	5	6
Current Year					
Ground - 1					
Ground - 2					
Ground - 3					
Ground - 4					
Ground - 5					
Others					
Total					
Previous Year					
Ground - 1					
Ground - 2					
Ground - 3					
Ground - 4					
Ground - 5					
Others					
Total					

- Note 45 The Notes referred to in the Balance Sheet and Statement of Profit and Loss Account form an integral part of the Accounts.
- Note 46 Company do not have borrowings from Banks or financial institutions on the basis of security of current assets, hence disclosure to that effect is not required.
- Note 47 The Company does not have any benami property and no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- Note 48 There have been no events after the reporting date that require disclosure in these financial statements.
- Note 49 Company do not have any transactions with companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956, hence disclosure to that effect is not required.
- Note 50 There are no charges or satisfaction yet to be registered with Register of Companies (ROC) beyond the statutory period.
- Note 51 Company is not declared wilful defaulter by any bank, financial institution or other lender, hence disclosure to that effect is not required.
- Note 52 There is no such scheme of Arrangements has been approved by the Competent Authority in terms of Section 230 to 237 of the Companies Act. 2013.
- Note 53 Undisclosed Income

Details of any transaction not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961), unless there is immunity for disclosure under any scheme.

Not Applicable

Whether the previously unrecorded income and related assets have been properly recorded in the books of account during the year.;

Not Applicable

- Note 54 Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year, has disclosure is not required to that effect.
- Note 55 Disclosure of details as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007):

Particulars		Amount in ₹000	
LIABILITIES SIDE:			
1	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	Amount Outstanding	Amount Overdue
a	Debentures		
	Secured	-	-
	Unsecured (Other than falling withing the meaning of Public Deposits)	-	-
b	Deferred Credits	-	-
c	Term Loans	-	-
d	Inter-corporate Loans and Borrowings		-
	Loan from Other NBFC-Secured	3,58,575	-
	Loan from Other than NBFC- Secured	1,181	-
	Loans from Directors	-	-
e	Commercial Paper	-	-
f	Public Deposits	-	-
g	Other Loans (Specify nature)	-	-
2	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):	-	-
ASSETS SIDE:		Amount Outstanding	
3	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:		
a	Secured	-	
b	Unsecured	3,82,361	
4	Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities	-	
5	Break-up of Investments:		
	Current Investments:		
	Long Term Investments:		
1	Quoted: (At Fair Market Value)		
	(i) Shares:		
	(a) Equity	45,466	
	(b) Preference	-	

	(ii) Units of Mutual Funds	7,236
	(iii) Investments in Government or Trust securities	526
2	Unquoted :(At Cost)	
	(i) Shares :	
	(a) Equity	29,385
	(b) Preference	1,77,870
	(ii) Debentures and Bonds	2,79,000
6	Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances:	-
7	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):	

	Category	Market Value / Break up of fair Value or NAV	Book Value (Net of Provisions)
1.	Related Parties		
a	Subsidiaries	25,810	25,810
b	Other Related Parties	-	-
2.	Other than Related Parties	5,16,127	5,16,127
	Total	5,41,937	5,41,937

8 OTHER INFORMATION

Particulars	Amount in ₹000
(i) Gross Non-Performing Assets	
(a) Related Parties	-
(b) Other than related parties	-
(ii) Net Non-Performing Assets	
(a) Related Parties	-
(b) Other than related parties	-
(iii) Assets acquired in satisfaction of Debt	-

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with companies (Restriction on number of Layers) Rules, 2017.

Note 56 Disclosure of Loans to Directors, Senior Officers and Relatives of Directors- pursuant to Reserve Bank of India Notification RBI/DOR/2023-24/106 Master Direction - Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 DOR.FIN.REC.NO.45/03.10.119/2023-24 updated as on 21 March 2024

	Rupees in '000	
	Current Year	Previous Year
Directors and their relatives	-	-
Entities associated with directors and their relatives (entities where directors or their relatives have major shareholding)	2,19,653	1,52,539
Senior Officers and their relatives	-	-
	2,19,653	1,52,539

Note 57 Utilisation of Borrowed funds and share premium:

A. Where company has advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

- i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
- the company shall disclose the following: -

- (I) date and amount of fund advanced or loaned or invested in Intermediaries with complete details of each Intermediary.
- (II) There is no such scheme of Arrangements has been approved by the Competent Authority in terms of Section 230 to 237 of the Companies Act, 2013.
- (III) date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries
- (IV) declaration that relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violate of the Prevention of Money-Laundering act, 2002 (15 of 2003).;

Not
Applicable

B. Where a company has received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the

- i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
the company shall disclose the following: -

-
- | | |
|--|------------|
| (I) date and amount of fund received from Funding parties with complete details of each Funding party. | |
| (II) date and amount of fund further advanced or loaned or invested other intermediaries or Ultimate Beneficiaries along with complete details of the other intermediaries' or ultimate beneficiaries. | Not |
| (III) date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries | Applicable |
| (IV) declaration that relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violate of the Prevention of Money-Laundering act, 2002 (15 of 2003).] | |
-

Note 58 **Ratio Disclosure**

Capital to Risk weighted Assets Ratio	1.09
Tier I CRAR	65.57
Tier II CRAR	43.23
Liquidity Coverage Ratio	18.52

Note 59 Other information pursuant to General Instructions for preparation of Balance Sheet and Profit & Loss Account of Schedule III to the Companies Act 2013 is not applicable.

UDIN: 25035809BMK0HH7475

AS PER OUR REPORT OF EVEN DATE

FOR CHAITANYA C. DALAL & COMPANY
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU FINANCIAL SERVICES LIMITED

Chaitanya C. Dalal
Partner
Membership No.35809
FRN NO. 101632W

Mukesh Babu
Managing Director
DIN:00224300

Meena Babu
Director
DIN:00799732

Mahesh Thakar
Chief Financial Officer

Nupur Chaturvedi
Company Secretary
ACS: A30139

Place : Mumbai
Date : 30/04/2025

Place : Mumbai
Date : 30/04/2025

Independent Auditor's Report on Consolidated Financial Statements

INDEPENDENT AUDITORS' REPORT

**To The Members of
Mukesh Babu Financial Services Limited**

REPORT ON THE CONSOLIDATED INDIAN ACCOUNTING STANDARDS (Ind AS) FINANCIAL STATEMENTS

OPINION

We have audited the accompanying consolidated financial statements of **Mukesh Babu Financial Services Limited** (hereinafter referred to as "the company") having CIN: L65920MH1985PLC035504 and its subsidiary (the company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March 2025, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the financial position of the Group as at 31st March 2025, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the 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 consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, 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 judgement, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statement as a whole, and in forming our opinion thereon. We do not provide a separate opinion on these matters.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Board of Directors and Management are responsible for the preparation of the other information. The other information comprises the information included in the Group's annual report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. When we read the Group's other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Company's Board of Directors and Management are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

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 implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated 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.

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

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has 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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries, associates and joint ventures/joint operations which are incorporated in India whose financial statements have been audited under the

Act, the company, subsidiaries, associates and joint ventures/joint operations have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and respective auditors of the above referred subsidiaries, associates and joint ventures/joint operations did not come across any instance of audit trail feature being tampered with.

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.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. With respect to the matters specified in clause (xxi) of paragraph 3 and 4 of the Companies (Auditors Report) Order, 2020 (“CARO”) issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditor of subsidiary company included in the Consolidated Financial Statements as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the Consolidated Financial Statements.
2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as appears from our examination of those books.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of written representations received from the directors as on 31 March, 2025, taken on record by the Board of Directors of the company and its subsidiary, none of the directors of the Group is disqualified as on 31 March, 2025, from being appointed as a director in terms of Section 164(2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **“Annexure A”**; and
- (g) 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.

- (h) Based on the audit procedures performed by us, nothing has come to our notice that has caused us to believe that the below representations given by the management contain any material mis-statement.
 - a. no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities (“Intermediaries”), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.
 - b. no funds have been received by the company from any person(s) or entities including foreign entities (“Funding Parties”) with the understanding that such company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the ultimate beneficiaries.
- (i) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Group has disclosed the impact of pending litigations, if any, on its financial position as on 31 March 2025;
 - (ii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - (iii) M/s Mukesh Babu Financial Services Limited has transferred the required amount of Rs. 2,10,937/-, to the Investor Education and Protection Fund on 14/11/2024.
 - (iv) The Group has complied with the provision of Section 123 of the Act with respect to dividend declared/paid during the year.
- (j) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of accounts for the financial year ended 31st March 2025 which has feature of recording audit trail (edit log) facility and the



same has operated throughout the year for all relevant transactions recorded in the software. Further during the course of our audit we did not come across any instance of audit trail feature being tempered with and the audit trail has been preserved by the Company as per statutory requirements for record retention.

UDIN: 25035809BMK0HI5802
For Chaitanya C Dalal & Co.
Chartered Accountants
Firm Registration No.: 101632W

Chaitanya C Dalal
Partner
Membership No.: 035809

Place: Mumbai
Date: 30th April 2025

Annexure A to the Independent Auditors' Report

Re: Mukesh Babu Financial Services Limited

The Annexure referred to in our Independent Auditors' Report with reference to the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") to the members of the Company and its subsidiary on the Consolidated Financial Statement for the year ended 31st March 2025.

We have audited the internal financial controls over financial reporting of **Mukesh Babu Financial Services Limited** (hereinafter referred to as "the Company") and its subsidiary company as of March 31, 2025 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date:

Management's Responsibility for Internal Financial Controls

The management of the company and its subsidiary company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls issued by the Institute of Chartered Accountants of India.

These responsibilities include design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to policies of the Group, 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 Group'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 The Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, the guidelines issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

Internal financial control over financial reporting of the Group is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. Internal financial control over financial reporting of the Group includes those policies and procedures that

- (a) pertain to the maintenance of records that, in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company and its subsidiary company;
- (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company and its subsidiary company;
- (c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the assets of the Group that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Group 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 on 31st March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls issued by the Institute of Chartered Accountants of India.

UDIN: 25035809BMK0HI5802

For Chaitanya C Dalal & Co.

Chartered Accountants

Firm Registration No.: 101632W

Chaitanya C Dalal

Partner

Membership No.: 035809

Place: Mumbai

Date: 30th April 2025



Consolidated Financial Statements with Notes

MUKESH BABU FINANCIAL SERVICES LIMITED			
CIN: L65920MH1985PLC035504			
CONSOLIDATED BALANCE SHEET AS AT 31/03/2025			
Particulars	Note No.	31-03-2025	Rupees in '000 31-03-2024
<u>ASSETS</u>			
I. Financial Assets			
1 Cash and cash equivalents	2	7,346	9,087
2 Bank Balance other than (1) above	3	86,893	89,226
3 Receivables			
(I) Trade Receivables	4	7,211	7,164
(II) Other Receivables	5	0	8
4 Loans	6	4,27,015	3,84,033
5 Investments	7	14,37,660	11,13,476
6 Other financial assets	8	1,91,704	1,36,190
Total Financial Assets		21,57,829	17,39,184
II. Non-financial assets			
1 Inventories	9	21,10,796	20,41,484
2 Current tax assets (Net)		0	0
3 Deferred tax assets (Net)		0	0
4 Property, Plant and Equipment's	11	20,726	20,254
5 Other non-financial assets	12	1,28,378	1,23,922
Total Non-Financial Assets		22,59,900	21,85,660
Total Assets		44,17,729	39,24,844
<u>LIABILITIES AND EQUITY</u>			
<u>LIABILITIES</u>			
I. Financial Liabilities			
1 Payables			
(a) Trade Payables:			
(i) total outstanding dues of micro enterprises and small enterprises			
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	13	77,315	39,485
(b) Other Payables:			
2 Borrowings (Other than Debt Securities)	14	4,02,277	2,95,184
3 Other financial liabilities	15	1,273	1,298
Total Financial Liabilities		4,80,865	3,35,967

II. Non-Financial Liabilities				
1	Current tax liabilities (Net)	10	4,654	13,377
2	Provisions	16	26,792	18,588
3	Deferred tax liabilities (Net)	17	5,73,711	5,32,090
4	Other non-financial liabilities	18	839	543
Total Non-Financial Liabilities			6,05,996	5,64,598
III. EQUITY				
1	Equity Share capital	19	69,675	69,675
2	Other Equity	20	30,89,425	27,74,502
3	Non-Controlling Interest		1,71,768	1,80,102
Total Equity			33,30,868	30,24,279
Total Liabilities and Equity			44,17,729	39,24,844

See accompanying notes to the financial statements

UDIN:25035809BMKOH15802

**AS PER OUR REPORT OF EVEN DATE
FOR CHAITANYA C. DALAL & COMPANY**

**FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU FINANCIAL SERVICES LIMITED**

**Chaitanya C. Dalal
Partner**

**Membership No.35809
FRN NO. 101632W**

**Place: Mumbai
Date: 30/04/2025**

**Mukesh Babu
Managing Director
DIN:00224300**

**Mahesh Thakar
Chief Financial Officer**

**Place: Mumbai
Date: 30/04/2025**

**Meena Babu
Director
DIN:00799732**

**Nupur Chaturvedi
Company Secretary
ACS: A30139**

MUKESH BABU FINANCIAL SERVICES LIMITED

CIN: L65920MH1985PLC035504

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED
31/03/2025**

		Rupees in '000	
Particulars	Note No.	31-03-2025	31-03-2024
INCOME			
I Revenue from Operations			
Interest Income	21	25,554	22,646
Dividend Income		44,069	45,267
Profit on Shares and Securities		2,090	99,983
II Other Income			
Profit on sale of Investments		0	97
Dividend On Investment		3,192	2,730
Interest on Term Deposits		5,499	4,777
Interest on Income Tax Refund		24	34
Interest Income - Others		1,986	1,619
Rent Income		1,302	1,172
Miscellaneous Income		59	92
III Total Income (I + II)		83,775	1,78,417
EXPENSES			
Employee benefits expense	22	14,312	8,120
Finance costs	23	30,869	24,000
loss on Sale of Investment		6,185	0
Depreciation	11	1,707	1,582
Other expenses	24	14,760	63,905
IV Total expenses		67,833	97,607
V Profit before exceptional items and tax (III-IV)		15,942	80,810
VI Exceptional items			
VII Profit before tax (V-VII)		15,942	80,810
VIII Tax expense:			
(1) Current tax		(11,534)	(20,141)
(2) Deferred tax charge / (credit)		708	(1,928)
IX Profit for the year from continuing operations (VII-VIII)		5,116	58,741



X	Profit/(Loss) from discontinued operations	0	0
XI	Net Profit after tax	5,116	58,741
XII	Profit / (Loss) attributable to/(from) non-controlling interests	8,335	176
XIII	Profit for the year	13,451	58,917
XIV	Other Comprehensive Income		
	Items that will not be reclassified to profit or loss	3,52,490	9,52,056
	Income Tax to Items that will not be reclassified to profit or loss	(42,327)	(1,95,283)
	Items that will be reclassified to profit or loss	0	0
	Income Tax to Items that will be reclassified to profit or loss	0	0
	Other Comprehensive Income for the year (net of tax)	3,10,163	7,56,773
XV	Total Comprehensive Income for the year (XI+XIV)	3,15,279	8,15,514
XVI	Earnings per equity share: (Face Value per Share Rs. 10)		
	(1) Basic	0.73	8.43
	(2) Diluted	0.73	8.43

See accompanying notes to the financial statements

UDIN:25035809BMKOH15802

**AS PER OUR REPORT OF EVEN DATE
FOR CHAITANYA C. DALAL & COMPANY**

**FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU FINANCIAL SERVICES LIMITED**

**Chaitanya C. Dalal
Partner**

**Membership No.35809
FRN NO. 101632W**

**Place: Mumbai
Date: 30/04/2025**

**Mukesh Babu
Managing Director
DIN:00224300**

**Mahesh Thakar
Chief Financial Officer**

**Place: Mumbai
Date: 30/04/2025**

**Meena Babu
Director
DIN:00799732**

**Nupur Chaturvedi
Company Secretary
ACS: A30139**



MUKESH BABU FINANCIAL SERVICES LIMITED

CIN: L65920MH1985PLC035504

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 30/03/2025

	31.03.2025	Rupees in '000 31.03.2024
A. Cash flow from Operating Activities:		
Net Profit Before Tax and Extraordinary Item	15,942	80,810
Adjustments for:		
Depreciation & Misc. Exp. Written off	1,707	1,582
Loss(Profit) on sale of Investment	6,185	0
Dividend On Investment	(3,192)	(2,730)
Interest received	(7,510)	(6,430)
Interest Expenses	30,869	24,000
Rent received	(1,361)	(1,172)
Interest Paid	0	26,697
	0	15,250
Operating Profit Before Working Capital Changes	42,640	96,060
Changes in Working Capital:		
Inventories	(31,980)	(2,988)
Trade Receivables	(47)	0
Other Receivables	8	790
Loans and Advances	(42,981)	(1,23,505)
Other Financial Assets	(55,514)	(37,734)
Other Non-Financial Assets	(4,456)	42,779
Other Current Assets	2,333	167
Trade Payables	37,830	23,032
Other Financial Liabilities	(25)	(252)
Other Non-Financial Liabilities	296	(302)
Other Liabilities	(845)	(95,382)
	(95,382)	11,242
Cash Generated from Operations	(52,742)	9,289
Direct Taxes	(11,534)	(20,141)
Cash Flow Before Extraordinary Items	(64,276)	(10,852)
Extraordinary Items	0	0
Net Cash from Operating Activities	(64,276)	(10,852)
B. Cash Flow from Investing Activities:		
Purchase of Fixed Assets	(2,182)	(1,173)
Sale of Fixed Assets	(0)	0
Dividend On Investment	3,192	2,730
Interest received	7,510	6,430
Rent received	1,361	1,172
Purchase of Investments	(26,686)	(7,831)
Sale of Investments	11,475	(5,329)
	(5,329)	3,000
Net cash used in Investing Activities	(5,329)	4,328

**C. Cash Flow from Financing Activities:**

Proceeds from Issue of Share Capital	0	0	
Proceeds from Short Term Borrowings(net)	1,07,098	34,650	
Repayment of Short Term Borrowings(net)	0	0	
Repayment of Finance Lease Liabilities	0	0	
Interest Paid	(30,869)	(24,000)	
Dividends Paid	(8,365)	(8,365)	
Increase in Misc. & Public Issue Expenses	0	67,864	2,285
Net cash used in Financing Activities	67,864	2,285	

Net Increase / (Decrease) in Cash & Cash Equivalents	(1,741)	(4,239)
Cash & Cash Equivalents at the beginning of the year	9,087	13,326
Cash & Cash Equivalents at the end of the year	7,346	9,087

See accompanying notes to the financial statements

UDIN:25035809BMKOH15802

AS PER OUR REPORT OF EVEN DATE
FOR CHAITANYA C. DALAL & COMPANY

FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU FINANCIAL SERVICES LIMITED

Mukesh Babu
Managing Director
DIN:00224300

Meena Babu
Director
DIN:00799732

Chaitanya C. Dalal
Partner

Membership No.35809
FRN NO. 101632W

Mahesh Thakar
Chief Financial Officer

Nupur Chaturvedi
Company Secretary
ACS: A30139

Place: Mumbai
Date: 30/04/2025

Place: Mumbai
Date: 30/04/2025

Consolidated Statement of changes in Equity as at March 31, 2025

A. EQUITY SHARE CAPITAL

Particulars	Rupees in '000	
	31-03-2025	31-03-2024
Balance at the beginning of the period	69,675	69,675
• Changes in Equity Share Capital due to prior period errors	-	-
• Restated balance at the beginning of the current reporting period	-	-
• Changes in Equity Share Capital during the year	-	-
Balance at the end of the reporting period	69,675	69,675

B. OTHER EQUITY

Particulars	Reserves and Surplus					Rupees in '000	
	Capital Reserve	Securities Premium Reserve	Statutory Reserve	General Reserve	Retained Earnings	Other Comprehensive Income (OCI)	Total
Balance as at 31st March 2023	7,081	73,560	1,30,831	21,083	5,73,684	11,61,687	19,67,926
Profit for the year	-	-	-	-	58,741	-	58,741
Transfer (to)/from non-controlling interests	-	-	-	-	176	-	176
Dividend Payments	-	-	-	-	(8,365)	-	(8,365)
Transfer to Statutory Reserves u/s. 45-IC of RBI Act, 1934	-	-	11,821	-	(11,821)	-	-
Provisions for Standard Assets (RBI Regulations)	-	-	-	-	(749)	-	(749)
Other Comprehensive Income (net of Taxes)	-	-	-	-	-	7,56,773	7,56,773
Balance as at 31st March 2024	7,081	73,560	1,42,652	21,083	6,11,666	19,18,460	27,74,502



Profit for the year	0	0	0	0	5,116	0	5,116
Transfer (to)/from non-controlling interests	0	0	0	0	8,335	0	8,335
Dividend Payments	0	0	0	0	(8,365)	0	(8,365)
Transfer to Statutory Reserves u/s. 45-IC of RBI Act, 1934	0	0	4,469	0	(4,469)	0	0
Provisions for Standard Assets (RBI Regulations)	0	0	0	0	(326)	0	(326)
Other Comprehensive Income (net of Taxes)	0	0	0	0		3,10,163	3,10,163
Balance as at 31st March 2025	7,081	73,560	1,47,121	21,083	6,11,957	22,28,623	30,89,425

See accompanying notes to the financial statements

NOTES TO ANNUAL ACCOUNTS-CONSOLIDATED FOR THE YEAR ENDED MARCH 31, 2025

NOTES ON ACCOUNTS

Note 1 SIGNIFICANT ACCOUNTING POLICIES

a. Statement of compliance and basis for preparation and presentation of financial statements

These consolidated or separate financial statements of the Company have been prepared in accordance with the Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules 2015 as amended and notified under Section 133 of the Companies Act, 2013 (“the Act”), in conformity with the accounting principles generally accepted in India and other relevant provisions of the Act. Any application guidance/ clarifications/ directions issued by RBI or other regulators are implemented as and when they are issued/ applicable.

The Company’s financial statements upto and for the year ended 31 March 2019 were prepared in accordance with the Generally Accepted Accounting Principles in India (IGAAP) under the historical cost convention as a going concern and on accrual basis, unless otherwise stated, and in accordance with the provisions of the Companies Act, 2013, the Accounting Standards specified under section 133 of the Companies Act, 2013 (“the Act”) read with rule 7 of the Companies (Accounts) Rules 2014 (as amended), prudential norms for income recognition, assets classification and provisioning for non-performing assets as well as contingency provision for standard assets as prescribed by The Reserve Bank of India (RBI) for NBFCs and the guidelines issued by Securities and Exchange Board of India (SEBI) to the extent applicable, collectively referred as “Previous GAAP”.

b. Basis and Measurement of fair values

The financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values. A number of Company’s accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has established policies and procedures with respect to the measurement of fair values. Fair values are Quoted prices (unadjusted) in active markets for identical assets and liabilities.

c. Revenue Recognition

Income from Shares and Securities includes income/loss from transactions trading in capital market and future & options, taken place during the year through stock exchanges. They are recognized and accounted when transaction take place and are recorded at existing fair value in market with all the relevant taxes and duties. Interest income and Expenses are accounted on accrual basis. Dividend Income on stock and Investment are accounted on Receipt basis.

d. Property, Plant and Equipment's (PPE)

PPE are stated at cost of acquisition (including incidental expenses), less accumulated depreciation and accumulated impairment loss, if any. Assets costing less than ₹5000/- are fully depreciated in the period of purchase. PPE is derecognized on disposal or when no future economic benefits are expected from its use. Depreciation on PPE is provided on Written Down Method at the rates specified in Schedule II to the Companies Act, 2013 on a pro-rata basis.

An asset is treated as impaired when the carrying cost of the Asset exceeds its recoverable value. An impairment loss is charged to the Profit & Loss account in the year in which an asset is identified as impaired. The Impairment loss recognized in prior accounting periods is increased / reversed where there has been change in the estimate of recoverable amount. The recoverable value is the higher of the net selling price and value in use.

e. Intangible assets

Intangible assets if any are stated at cost less accumulated amortization and accumulated impairment loss, if any.

f. Investments in subsidiaries and associates

Investments in subsidiaries and associate are measured at cost less accumulated impairment, if any.

g. Investments

- a. Long term investment is an investment other than a current investment intended to hold more than one year. All long-term investments were stated at cost upto previous financial year. After adoption of adoption of the Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules 2015 as amended and notified under Section 133 of the Companies Act, 2013 ("the Act"), in Current Financial Year, quoted and long-term investment were carried at fair realisable value and that of unquoted investments are stated at cost. Accordingly Quoted Investments to earlier years are valued at fair realisable value as on the date of respective year ending and corresponding effect is given in comprehensive income.
- b. Investment in Immovable Properties are stated at cost.

h. Inventories

In view of adoption of the Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules 2015 as amended and notified under Section 133 of the Companies Act, 2013 ("the Act"), in Current Financial Year, Inventories of quoted shares were carried at fair realisable value and that of unquoted Shares at cost. Accordingly Inventories to earlier years are valued at fair realisable value as on the date of respective year ending and corresponding effect is given in comprehensive income.

i. Employee Benefits

The Company's contribution to ESIC/Provident Fund is accounted on accrual basis and charged to Profit and Loss Account. Gratuity is accounted as payable to Employees on Retirement or Resignation of Employees; whereas there is no defined policy enabling the employees to avail encashment of leave.

j. Finance costs

Finance costs include interest expense computed by applying the effective and agreed interest rate measured on the use of borrowed fund. Finance costs are charged to the Statement of profit and loss.

k. Provisions

Provisions are recognised when there is a present obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

l. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash on hand, cheques and drafts on hand, balance with banks in current accounts and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

m. Earnings Per Share

Basic earnings per share are computed by dividing the net profit or loss for the period by the weighted average number of Equity Shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of Equity Shares outstanding during the period as adjusted for the effects of all dilutive potential equity shares.

n. Provisions, Contingent Liabilities and Contingent Assets

Contingent liabilities as defined in Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets" are disclosed by way of notes to accounts. Provision is made if it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability.

o. Statement of Cash flow

Cash flows are reported using the indirect method, whereby the net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of the past or future cash receipts or payments. The cash flows from regular revenue generating, investing & financing activities of the company are segregated.

p. Statutory Reserve and Provision of Standard Assets

A Statutory Reserve of 20% of the current profit after tax is made during the year in pursuance of section 45-IC of the Reserve Bank of India Act, 1934.

Provision is made @ 00.40 % of Standard assets, which includes secured and unsecured loans granted to companies and other entities.

q. Prudential Norms

For the purpose of identifying the assets as non-performing assets in pursuance of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998, the Company follows generally accepted accounting principles and industry practices.

r. Taxation

Current tax comprises amount of tax payable in respect of the taxable income or loss for the year determined in accordance with Income Tax Act, 1961 and any adjustment to the tax payable or receivable in respect of previous years. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequence that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Note 2 CASH AND CASH EQUIVALENTS

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
Cash on hand	5,051	3,572
Balances with banks (In Current Accounts with Scheduled Banks)	2,295	5,515
Total	7,346	9,087

Note 3 BANK BALANCES (OTHER)

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
In Fixed Deposits with Scheduled Banks	84,232	86,459
In Unclaimed Dividends Account	1,273	1,298
Interest Accrued not due on Fixed Deposits	1,388	1,469
Total	86,893	89,226

Note 4 TRADE RECEIVABLES

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
Unsecured Considered Good		
i. Related Party	-	-
ii. Others	7,211	7,164
Secured		
i. Related Party	-	-
Total	7,211	7,164

**Aging Disclosure of Trade
Receivable**

Current Year

Rupees in '000

Particulars	Less than 6 Month	6 Month to 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
Undisputed Trade Receivable						
Considered good	-	-	-	-	7,211	7,211
Receivable having Credit Risk	-	-	-	-	-	-
Receivable Credit Impaired	-	-	-	-	-	-
Disputed Trade Receivable						
Considered good	-	-	-	-	-	-
Receivable having Credit Risk	-	-	-	-	-	-
Receivable Credit Impaired	-	-	-	-	-	-
Total	-	-	-	-	7,211	7,211

**Aging Disclosure of Trade
Receivable**

Previous Year

Rupees in '000

Particulars	Less than 6 Month	6 Month to 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
Undisputed Trade Receivable						
Considered good	-	-	-	-	7,164	7,164
Receivable having Credit Risk	-	-	-	-	-	-
Receivable Credit Impaired	-	-	-	-	-	-
Disputed Trade Receivable						
Considered good	-	-	-	-	-	-
Receivable having Credit Risk	-	-	-	-	-	-
Receivable Credit Impaired	-	-	-	-	-	-
Total	-	-	-	-	7,164	7,164

Note 5 OTHER RECEIVABLES

		Rupees in '000	
Particulars	31.03.2025	31.03.2024	
Other Receivable	-	8	
Total	-	8	

Note 6 LOANS

		Rupees in '000	
Particulars	31.03.2025	31.03.2024	
A. Term Loans, Considered Good			
ICD Loans Unsecured	2,22,954	226,145	
Easy Finance Consumer loans	-	-	
IPO funding Loans	-	-	
Loans to Related Parties	1,90,532	152,585	
B. Others, Considered Good			
Staff & Associates	13,529	5,303	
Total	4,27,015	384,033	
* Out of the above no loans are granted to Public Sector Company.			
* Out of the above no loans are granted to parties outside the India.			

Note 7 INVESTMENTS

Disclosure pursuant to Note no. K (i) of Part I of Schedule III to the Companies Act 2013

Sr. No.	Name of the Body Corporate	No. of Shares / Units		Amount Rupees in '000	
		31.03.2025	31.03.2024	31.03.2025	31.03.2024
1	2	3	4	5	6
a	Investment in Equity Instruments				
	Quoted Instrument At fair value through other comprehensive income:				
	Aftek Ltd.	1,162	1,162	2	2
	Bajaj Auto Ltd.	1,500	1,500	11,990	13,717
	BSE Ltd.	90,000	90,000	4,91,940	2,39,846
	BF Investment Ltd.	15,000	15,000	7,426	7,809
	BF Utilities Ltd.	15,000	15,000	11,180	11,561
	Bharat Forge Ltd.	75,000	75,000	87,514	84,709
	Diligent Media Corporation Ltd.	3,432	3,432	17	17

DSQ Software	5,200	5,200	52	52
Dr. Reddy's Laboratories Ltd.	500	500	572	3,078
HDFC Bank Ltd.	25,000	25,000	45,713	36,205
Hindustan Oil Exploration Ltd.	50,000	50,000	8,776	8,873
Indian Telephone Industries Ltd.	10,000	10,000	2,482	2,529
Indusind Bank	900	900	585	1,400
ITC Ltd.	2,500	2,500	1,017	1,071
ITC Hotels	250	-	53	0
Kesoram Industries Ltd.	40	40	0	7
Kirlosker Pneumatics Co. Ltd.	1,00,000	1,00,000	1,18,355	70,570
Larsen & Toubro Ltd.	6,200	6,200	21,308	23,399
MPL Plastic Ltd	85,000	85,000	860	1,306
Nexus Software Ltd.	44	44	0	0
Número Uno Projects Ltd.	2,030	2,030	2	2
PC JEWELLERS	10,00,000	-	13,680	0
P.M. Telelinks Ltd.	100	100	1	1
Vashu Bhagnani Industries Ltd (Pooja Entertainment & Films Ltd.	3,500	500	379	495
Reliance Communications Ltd.	1,500	1,500	2	3
Sun Pharmaceutical Industries Ltd.	360	360	625	583
Sun Infoways Ltd.	400	400	2	2
Spice Jet	1,00,000	-	4,434	0
Steelcast Ltd	40,000	40,000	40,736	26,154
The Gackwar Mills Ltd	3,60,000	3,60,000	4,730	4,507
Tata Consultancy Services Ltd.	1,000	1,000	3,551	3,884
Tata Motors Ltd.	25,000	25,000	16,796	24,825
Ultratech Cement Ltd.	1,000	1,000	11,379	9,745
United Spirits Ltd.	8,000	8,000	11,214	9,074
Siti Cable Network Ltd.	35,181	35,181	18	23
Zee Entertainment Enterprises Ltd.	20,000	20,000	2,032	2,774
			9,19,420	5,88,221
UnQuoted At Cost:				
Bhakti Vedanta Infratech P. Ltd.	5,40,000	5,40,000	5,400	5,400
Bridge Fintech Solutions Pvt. Ltd.	7,406	7,406	18,900	18,900
Curl Capital Pvt. Ltd.	22,401	22,401	3,575	3,575
			27,875	27,875

b. Investments in Preference Shares
At Cost :

Balance Equity Broking (India) P. Ltd. (15% Redeemable Optionally Convertible)	15,00,000	15,00,000	15,000	15,000
Istaa Finserv Private Limited (formerly known as Yogen Babu Securites P.Ltd.) (9% Redeemable Non-cumulative)	10,000	10,000	10,000	10,000
Bridge Fintech Solutions Pvt. Ltd. (0.00001% SERIES A4 PP PREF 27MY23)	30,786	30,786	78,566	78,566
Bridge Fintech Solutions Pvt. Ltd. (0.0001% SERIES A3 PREF 27MY38)	-	3,703	-	9,450
Bridge Fintech Solutions Pvt. Ltd. (Fully paid up CCPS R1)	64,000	64,000	49,536	49,536
Bridge Fintech Solutions Pvt. Ltd. (Fully Paid up CCPS R2)	32,000	32,000	24,768	24,768
			1,77,870	1,87,320

c. Investment in Immovable Properties at cost

Flat NO. 1109 at Callista - Andheri	-	-	9,227	9,227
Flat NO. 1110 at Callista - Andheri	-	-	9,227	9,227
			18,454	18,454

d. Investments in Government or Trust securities
(At realisable value)

GOI Loan 7.10% 2029	5,000	5,000	526	516
			526	516

e. Investments in Mutual Funds
(At realisable value)

HDFC Large Cap & Mid Cap Fund Regular (G)	25,100	25,100	7,236	7,221
			7,236	7,221

**f. Investments in Debentures/ Bonds
(At Cost)**

The Gacwara Mills Ltd (9%)	3,000	3,000	229,000	229,000
The Gacwara Mills Ltd (0%)	500	500	50,000	50,000
			279,000	279,000

**g. Investments in Treasury Bill
Quoted At fair value
through other
comprehensive income:**

T- Bill 33828 2024	-	50,000	-	4,868
T- Bill 34665 2025	25,000	-	2,454	0
T-Bill-34727 2025	25,000	-	2,388	0
T-Bill -34806 2025	25,000	-	2,437	0
			7,279	4,868

Total			14,37,660	11,13,476
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Note 8 OTHER FINANCIAL ASSETS

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
Security Deposit	51,448	50,948
Interest Free Deposits with Exchanges & others	17,671	17,671
Margin Money with Brokers	1,22,585	67,571
Total	1,91,704	1,36,190

Note 9 INVENTORIES

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
Stock of Shares (At fair realisable value)	21,10,796	20,41,484
Total	21,10,796	20,41,484

INCREASE / DECREASE IN INVENTORIES

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
Inventories at the end of the year		
Stock of Shares (At fair Realisable Value)	21,10,796	20,41,484
Inventories at the beginning of the year		
Stock of Shares (At fair Realisable Value)	20,41,484	13,87,339
Net Increase / (Decrease) in Inventories	69,312	6,54,145



Note 10 **CURRENT TAX LIABILITIES (Net)**

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
Provision for Taxations (Net of TDS)	4,654	13,377
Total	4,654	13,377

Note 11 **PROPERTY, PLANT AND EQUIPMENTS**

								Rupees in '000	
Particulars	Gross Block		Accumulated Depreciation					Net Block	
	01-04-2024	Additions/ (Disposals)	31-03-2025	01-04-2024	Depreciation for the year	On disposals	31-03-2025	01-04-2024	31-03-2025
a Tangible Assets									
Office Premises	26,314		26,314	14,306	585	-	14,891	12,008	11,423
Guest House	7,220		7,220	1,811	92	-	1,902	5,409	5,317
Furniture and Fixtures	7,321	28	7,349	6,865	120	-	6,984	456	364
Electrical Fittings & Equipment's	2,685	2,153	4,839	2,302	245	-	2,547	383	2,292
Office equipment's	4,095		4,095	3,791	103	-	3,893	305	202
Computers	8,292	(6,671)	1,621	7,816	187	6,670	1,332	476	289
Vehicles	8,802		8,802	7,588	376	-	7,964	1,214	838
Total (Current Year)	64,728	(4,489)	60,239	44,477	1,707	6,670	39,513	20,252	20,726
Total (Previous Year)	63,557	1,173	64,730	42,894	1,582	-	44,476	20,663	20,254
b Intangible Assets									
Total (Current Year)	-	-	-	-	-	-	-	-	-
Total (Previous Year)	-	-	-	-	-	-	-	-	-
c Capital Work in Progress									
--									

Total	-	-	-	-	-	-	-	-	-
(Current Year)	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-
(Previous Year)	-	-	-	-	-	-	-	-	-
d Intangible assets under Development									
--	-	-	-	-	-	-	-	-	-
Total (Current Year)	-	-	-	-	-	-	-	-	-
Total (Previous Year)	-	-	-	-	-	-	-	-	-

Disclosure pursuant to Note no. I (iv) and J (iii) of Part I of Schedule III to the Companies Act, 2013

Where sums have been written off on a reduction of capital or revaluation of assets or where sums have been added on revaluation of assets,

Particulars	Year				
	2019-20	2020-21	2021-22	2022-23	2023-24
	₹	₹	₹	₹	₹
Asset details:					
Balance as at 1st April	0	0	0	0	0
Impairment/Revaluation	0	0	0	0	0
Balance as at 31st March	0	0	0	0	0

		Rupees in '000							
Reconciliation		Opening Value	Additions	Disposals	Acquisitions through business combinations	Amount of change due to revaluation	Other adjustments and the related depreciation	Impairment losses / reversals	Net Block
Property, Plant and Equipment	Current Year	64,728	(4,489)	-	-	-	39,513	-	20,726
	Previous Year	63,557	1,173	-	-	-	44,476	-	20,254
Intangible Assets	Current Year	-	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-	-

Capital Work in Progress	Current Year	-	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-	-
Intangible assets under Development	Current Year	-	-	-	-	-	-	-	-
	Previous Year	-	-	-	-	-	-	-	-

Note 12 OTHER NON-FINANCIAL ASSETS

		Rupees in '000	
Particulars		31.03.2025	31.03.2024
Advances Against Projects		33,004	33,004
Prepaid Expenses		41	91
Advance for Assets & Expenses		95,333	90,827
Total		1,28,378	1,23,922

Note 13 PAYABLES

		Rupees in '000	
Particulars		31.03.2025	31.03.2024
Trade Payable			
Related Party		77,002	-
Others		313	39,485
Total Trade Payable		77,315	39,485
Other Payable:			
Related Party		-	-
Others		-	-
Total Other Payable		-	-
Total		77,315	39,485

(There is no amount Payable to Micro, Small and Medium Enterprises)

<u>Aging Disclosure of Trade Payable</u>		Current Year				Rupees in '000	
Particulars		Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total	
Undisputed Trade Payable							
MSME Trade Payable		-	-	-	-	-	-
Other Trade Payable		77,002	-	-	313	77,315	

Disputed Trade Payable					
MSME Trade Payable	-	-	-	-	-
Other Trade Payable	-	-	-	-	-
Total	77,002	-	-	313	77,315

Aging Disclosure of Trade Payable

Previous year

Particulars	Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Rupees in '000 Total
Undisputed Trade Payable					
MSME Trade Payable	-	-	-	-	-
Other Trade Payable	39,172	-	-	313	39,485
Disputed Trade Payable					
MSME Trade Payable	-	-	-	-	-
Other Trade Payable	-	-	-	-	-
Total	39,172	-	-	313	39,485

Note 14 BORROWINGS (OTHER THAN DEBT SECURITIES)

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
TERM LOANS		
Secured		
From Banks	40,243	41,752
From other parties	3,58,576	2,53,292
(Secured against Pledge of Stock of Shares)		
Period of Maturity	1 Year	
Applicable rate of interest	9% to 12%	
Guaranteed By Directors	No	
Sub Total	3,98,819	2,95,044
LOANS PAYABLE ON DEMAND		
Unsecured		
From Banks	-	-
From other parties	3,409	-
From Directors	49	-
From Related party	-	140
Sub Total	3,458	140
Total (A)	4,02,277	2,95,184
Borrowings in India	4,02,277	2,95,184
Borrowings outside India	0	0
Total (B)	4,02,277	2,95,184

Note 15 OTHER FINANCIAL LIABILITIES

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
Unclaimed Dividends	1,273	1,298
Total	1,273	1,298

Note 16 PROVISIONS

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
Provisions for F&O contracts	23,257	17,092
Provision For Standard Assets (RBI Regulations)	1,529	1,203
Provision for Expenses	2,006	293
Total	26,792	18,588

Note 17 DEFERRED TAX LIABILITIES

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
Deferred tax liability		
Fixed Assets : Impact of Difference between tax depreciation and depreciation / amortisation charged for financial reporting	590	529
On Comprehensive Income		
Income Tax relating to items that will not be reclassified to Profit & Loss	5,79,136	5,36,807
Gross deferred tax liabilities	5,79,726	5,37,336
Deferred tax Assets		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	6,015	5,246
Gross Deferred tax assets	6,015	5,246
Net deferred tax liabilities / (assets)	5,73,711	5,32,090

Note 18 OTHER NON-FINANCIAL LIABILITIES

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
Other Payables	1,63,147	-
Rent Deposits	300	300
Statutory Dues	376	243
Total	839	543

Note 19 EQUITY SHARE CAPITAL

Rupees in '000			
Particulars	31.03.2025	31.03.2024	
Authorised			
1,00,00,000 (1,00,00,000) Equity Shares of ₹ 10 each	100,000	100,000	
Issued			
69,70,900(69,70,900) Equity Shares of ₹10 each	69,709	69,709	
Subscribed and fully Paid up			
69,60,600(69,60,600) Equity Shares of ₹ 10 each	69,606	69,606	
Subscribed but not fully Paid up			
10,300(10,300) Equity Shares of ₹10 each	103	103	
Less: Unpaid Calls	(34)	(34)	
	69	69	
Total	69,675	69,675	

Reconciliation of the shares outstanding at the beginning and at the end of the year

Rupees in '000				
Particulars - Equity Shares	31.03.2025	31.03.2024		
	Number	Rupees in '000	Number	Rupees in '000
Shares at the beginning of the year	69,70,900	69,709	69,70,900	69,709
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares at the end of the year	69,70,900	69,709	69,70,900	69,709

Details of shareholders holding more than 5% shares in the Holding Company

Name of Shareholder	31.03.2025	31.03.2024		
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mukesh Champaklal Babu	34,31,600	49.23%	34,31,600	49.23%
Meena Mukesh Babu	9,50,000	13.63%	9,50,000	13.63%
Sagar Systech Limited	5,30,000	7.60%	5,30,000	7.60%
Saurashtra Solid Industries Pvt. Ltd.	4,08,432	05.86%	4,05,089	05.81%

Details of promoter shareholding

Shareholding of Promoters	% of Holding	31.03.2025	31.03.2024		
		No. of Shares	% of Holding	No. of Shares	% of Holding
Mukesh Champaklal Babu	N.A	34,31,600	49.23%	34,31,600	49.23%
Meena Mukesh Babu	N.A	9,50,000	13.63%	9,50,000	13.63%
		43,81,600	62.86%	43,81,600	62.86%

Rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital

Particulars	Description	31.03.2025 Number	31.03.2024 Number
Equity Shares	Pari Pasu	6,970,900	6,970,900
Restrictions on the distribution of dividends	None		
Voting rights or with differential voting rights as to dividend	All shares have equal Voting Rights		

Disclosure of Unpaid Calls
Rupees in '000

Particulars	31.03.2025	31.03.2024
By Directors	-	-
By Officers	-	-
Others	34	34

Note 20 **OTHER EQUITY**

Particulars	31.03.2025	31.03.2024
Rupees in '000		
a. Capital Reserves		
Opening Balance	7,081	7,081
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	7,081	7,081
b. Securities Premium Account		
Opening Balance	73,628	73,628
(+) Securities premium credited on Share issue	-	-
(-) Premium Utilised for various reasons	-	-
(-) Unpaid Calls	(68)	(68)
Closing Balance	73,560	73,560
c. Statutory Reserve		
Opening Balance	142,652	1,30,831
(+) Current Year Transfer	4,469	11,821
Closing Balance	1,47,121	142,652
d. General Reserve		
Opening Balance	21,083	21,083
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	21,083	21,083

e. Other Comprehensive Income		
Opening Balance	19,18,460	11,61,687
+ / (-) Movement in OCI during the Year	3,10,163	7,56,773
Closing Balance	22,28,623	19,18,460
f. Surplus Profit and Loss A/c		
Opening balance	6,11,666	5,73,684
(+) Net Profit/(Net Loss) For the current year	5,116	58,741
(-) Transfer (to)/ (+) from Non-Controlling Interest	8,335	176
(-) Dividends Payment	(8,365)	(8,365)
(-) Transfer to Statutory Reserves (RBI Regulations)	(4,469)	(11,821)
+ / (-) Provision for Standard Assets (RBI Regulations)	(326)	(749)
Closing Balance	6,11,957	6,11,666
Total Other Equity	30,89,425	27,74,502

Note 21 INTEREST INCOME

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
On Financial Assets measured at fair value through profit or loss (FVTPL):		
Interest on Loans & ICDs	25,554	22,646
Interest on deposits with Banks		-
Interest income from Investment		-
Total	25,554	22,646

Note 22 EMPLOYEE BENEFIT EXPENSES

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
Salaries	7,078	4,569
Bonus	660	293
Contribution to Provident Fund	183	151
Gratuity Expenses	-	-
Directors' Remuneration	3,000	2,675
Commission to Directors	1,740	-
Directors' Sitting Fees	150	220
Staff welfare expenses	1,362	86
Dearness Allowances	138	126
Total	14,312	8,120

Note 23 FINANCE COST

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
Interest expense		
Interest on Loans	27,648	21,164
Interest on Bank Overdraft	3,221	2,836
Interest Expenses- Others		-
Other Financial Expenses		
Loan Processing Fees		-
Total	30,869	24,000

Note 24 OTHER EXPENSES

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
Audit Fees	120	85
Business Promotion Expenses	1,035	550
Conveyance & Car Expenses	2,449	545
Corporate Social Responsibility Expense	200	650
Donations	500	-
Electricity Expenses	409	373
House Keeping expenses	313	-
Professional & Legal Expenses	1,894	2,376
Listing Fees	325	325
Membership & Subscriptions	117	81
Office Expenses	714	265
Postage, Courier & Telephone Expenses	242	86
Printing and Stationery Expenses	560	231
Publishing Expenses	146	140
Rent, Rates & Taxes	1,196	1,771
Repairs and Maintenance Expenses	1,934	2,428
Registrar and Share Transfer Expenses	251	235
Travelling Expenses	1,642	2,365
Stock Exchange Expenses	319	307
Sundry Expenses	394	1,092
Conciliation Award Compensation	-	50,000
Total	14,760	63,905

Note 25 In the opinion of the Directors balances in Loans and Advances & Current Assets Debtors and Creditors have a value on realization of current assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance sheet according to the management provision for all the loans and liabilities adequate. Balances in Debtors, Creditors, Loans, and advances and current assets are subject to confirmation & reconciliation.

Note 26 Auditors' remuneration in accordance with paragraph 5A (j) of part II of Schedule III to the Companies Act 2013 is as under:

	Rupees in '000	
Particulars	31.03.2025	31.03.2024
As Auditors	120	85
Other Professional Services	139	41
Total	259	126

Note 27 **Earnings per share is calculated as under:**

Particulars	31.03.2025	31.03.2024
<i>Basic earning per share</i>		
Net profit after Taxation (Rupees in '000)	5,116	58,741
Number of shares issued (Nominal Value ₹10)	69,70,900	69,70,900
Basic earning per share (In Rupees)	0.73	8.43
<i>Diluted earning per share</i>		
Net profit after Taxation (Rupees in '000)	5,116	58,741
Number of shares issued (Nominal Value ₹10)	69,70,900	69,70,900
Diluted earning per share (In Rupees)	0.73	8.43

Note 28

	Rupees in '000	
Directors' Remuneration	31.03.2025	31.03.2024
Within the limits of Schedule V to the Companies Act 2013	4,890	2,675

Note 29 The Company is mainly engaged in the business of providing finance and dealing in shares and securities. All other activities of the Company revolve around the main business, and as such in the opinion of the management, there is no separate reportable segment as per Ind AS 108 on 'Operating Segments' in respect of the Company.

The Company operates in single segment only. There are no operations outside India and hence there is no external revenue or assets which require disclosure.

Note 30 Loans and advances given to the employees and associates and for projects do not carry any stipulation as to repayment of principal or payment of interest; and are being repaid periodically. Accordingly, these are considered as good and not considered as part of non-performing assets.

Note 31 The management has made full inquiries and is of the view that assets of the Company in form of fixed assets and Inventories are good in nature, and are stated at appropriate value of the respective assets; and there is no necessity as to impairment / write down provision in the accounts.

Note 32 **Disclosure of Provisions as required by IND-AS-37 is as under:**

Particulars	Opening Balance	Additional provisions during the year	Amount Used or reversed during the year	Rupees in '000
				Closing Balance
Income-tax	13,377	(10,826)	7,205	4,654

Note 33 The additional information on Quantitative Information of Shares and Securities Traded

Particulars	Opening Stock	Purchases	Sales	Closing Stock
Shares (Qty in Nos.)	37,66,206	4,02,945	72,020	40,97,131
(Purchases and sales include Bonus Shares and Splits and other adjustments, if any)				

Note 34 Disclosure of transactions with related parties as required by Ind AS 24

(A) Transactions during the year with related parties:				Rupees in '000			
Sr. No.	Name of related party and nature of relationship	Nature of Transaction	2024-25		2023-24		
			Transaction value	Outstanding amounts carried in Balance Sheet Dr./(Cr.)	Transaction value	Outstanding amounts carried in Balance Sheet Dr./(Cr.)	
A)	Entities in which KMP/Director & their relatives have Directorship/Shareholding / significant influence						
1.	Istaa Fashions Pvt. Ltd.	Loans given	39,500		30,500		
		Loans repaid	20,173		2,051		
		Interest Income	762	30,186	107		10,097
2.	Istaa Finserv Pvt. Ltd.	Brokerage Expenses	6,445		1,433		
		Loans given	1,19,500		82,500		

		Loans repaid	1,10,023		32,633	
		Interest	5,231	65,904	1,328	51,196
		Income				
3.	Rushil Industries Ltd.	Loans given	-	-	42,000	-
		Loans repaid	-	-	44,035	-
		Interest	-	-	2,035	-
		Income				
4.	Miloni Enterprise Ltd	Loans given	-	-	3,500	-
		Loans repaid	24,204		467	-
		Interest	2,538	24,021	4,668	45,687
		Income				
5.	Sagar Systech Ltd.	Loans given	34,778		7,500	
		Loans repaid	10,084		5,003	
		Interest	814	28,033	28	2,525
		Income				
6.	Ashtavinayak Infra Tech Pvt. Ltd.	Loans given	21,300		23,500	
		Loans repaid	9,701		10,494	
		Interest	1,948	30,171	693	16,624
		Income				
7.	Istaa Infotech Pvt. Ltd.	Loans given	6,700		5,000	
		Loans repaid	3,538		7,545	
		Interest	319	3,526	50	45
		Income				
8.	Rushil Recycling Pvt. Ltd.	Loans given	0		17,000	
		Loans repaid	17,970		103	
		Interest	397	357	1,034	17,931
		Income				
9.	Rushil Infrastructure Pvt. Ltd.* (* Related Party upto	Loans Given	0		7,500	

	August, 2024)					
		Loan Repaid	8,199		76	
		Interest	174	156	757	8,181
		Income				
10.	Mukesh Babu Stock Broking Pvt. Ltd.	Loans given	-	-	-	-
		Loans repaid	-		-	-
		Interest	-	50	-	50
		Income				
11.	Mukesh Babu Mgt. Consultants Pvt. Ltd.	Loans given	-	-	25	-
		Loans repaid	-	-	-	-
		Interest	-	75	-	75
		Income				
12.	Venus Green Recycling LLP	Loans Given	1,250		0	
		Loan Repaid	2		0	
		Interest	17	1,265	0	0
		Income				
13.	C. L. Babu Foundation	Donation given	200		650	-
14.	Curl Capital Pvt. Ltd.	Loans Given	6,080	0	0	0
		Loan Repaid	0	0	0	0
		Interest	600	6,680	0	0
		Income				
B) Key management personnel (KMP) and their relatives						
1.	Mr. Mukesh Babu - Managing Director	Remuneration	3,240	0	1,475	-
2.	Ms. Nupur Chaturvedi - Company Secretary	Remuneration	1,625	0	1,138	-

3.	Mr. Mahesh Thakar - Chief Financial Officer w.e.f. 01.12.2023	Remuneration	1,430	0	352	-
4.	Ms. Sarika Pandya - Chief Financial Officer upto 15/09/2023)	Remuneration	-	-	400	-
5.	Mr. Deepali Thakar - Wife of Mr. Mahesh Thakar (CFO)	Professional Fees	780	0	248	0
6.	Mrs. Meena Babu - Wife of Mr. Mukesh Babu (Managing Director)	Remuneration	1,500	0	1,200	0
C) Non-Executive/Independent Directors						
1.	Mrs. Meena Babu - Non-Executive Director	Sitting Fees	30	-	30	-
2.	Mr. Pankaj Majithia - Independent Director	Sitting Fees	20	-	50	-
3.	Mr. Vijay Vora - Independent Director	Sitting Fees	20	-	50	-
4.	Mr. Manish Kumar Shah - Independent Director	Sitting Fees	0	-	30	-
5.	Mr. Bhavesh Doshi - Independent Director	Sitting Fees	40	-	60	-

6.	Mr. Mayank Soti-Independent Director	Sitting Fees	20	0	0	0
7.	Mr. Chetan Tamboli-Independent Director	Sitting Fees	10	0	0	0
8.	Mr. Subhash Dave-Independent Director	Sitting Fees	10	0	0	0

(B) **Percentage to total Loans and Advances in the nature of loans:**

Type of Borrower	31-03-2025	31-03-2024	31-03-2025	31-03-2024
	Amount of Loan or Advance in the nature of Loan Outstanding Rupees in '000		Percentage to total loans and Advances in Nature of Loans	
Promoter	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	1,90,423	1,52,412	44.59	39.69

Note 35 **INCOME AND EXPENSES IN FOREIGN CURRENCY:**

31.03.2025	31.03.2024
NIL	NIL

Note 36 **CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)**

Particulars	31.03.2025	31.03.2024
	₹	₹

A. Contingent Liabilities

(1) Claims against the company not acknowledged as debt	-	-
---	---	---

(2) Guarantees	-	-
(3) Other money for which the company is contingently liable	-	-
Sub Total (A)	-	-
B. Commitments		
(1) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
(2) Uncalled liability on shares/other investments partly paid	-	-
(3) Other commitments (specify nature)	-	-
Sub Total (B)	-	-
Total (A+B)	-	-

Note 37 SPECIFIC DISCLOSURES

1 Disclosure related to proposed Dividend

Particulars	Total in '000	Total ₹ per Share
Dividends proposed to be distributed to equity shareholders	8,365	1.20

2 Disclosure pursuant to Note no. (W) of General Instructions to Balance Sheet to the Schedule III of the Companies Act 2013

Where in respect of an issue of securities made for a specific purpose, the whole or part of the amount has not been used for the specific purpose at the balance sheet date, indicate below how such unutilized amounts have been used or invested.

Not Applicable

3 Disclosure pursuant to General Instructions to Balance Sheet to the Schedule III to the Companies Act 2013

If, in the opinion of the Board, any of the assets other than fixed assets and non-current investments do not have a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion, shall be stated.

Name of Assets	Realisable Value	Value in Balance Sheet None	Opinion of Board
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Note 38 CORPORATE SOCIAL RESPONSIBILITY (CSR)

Particulars	Rupees in '000	
	31.03.2025	31.03.2024
(a) amount required to be spent by the company during the year,	223	210
(b) amount of expenditure incurred,	200	650
(c) Excess/(shortfall) at the end of the year to be carried forward,	417*	440
(d) total of previous years shortfall,		-
(e) reason for shortfall,		-
(f) nature of CSR activities,	School Education	School Education
(g) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	C.L. Babu Foundation, Trust	C.L. Babu Foundation, Trust
(h) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	Not Applicable	Not Applicable

*After set-off of excess of Previous year

Note 39 The Company has a process whereby periodically all long-term contracts are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law / accounting standards for material foreseeable losses, including derivatives, on such long-term contracts has been made in the books of account.

Note 40 The Company has reviewed its pending litigations and proceedings and has adequately provided for where Provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.

- Note 41 The previous year's figures are regrouped / rearranged / reclassified wherever considered necessary to correspond with the figures of current year.
- Note 42 As required by paragraph 32 of 'Ind AS' - 101 net profit reconciliation between the figures reported under Previous GAAP and 'Ind-AS' is not applicable for previous year ending 31.03.2025.
- Note 43 Disclosures pursuant to RBI Notification - RBI/2020-21/16 DOR.No.BP.BC/3/21.04.048/2020-21 dated 6 August 2020

Type of borrower	Number of accounts where resolution plan has been implemented under this window	Exposure to accounts mentioned at (A) before implementation of the plan	Of (B), aggregate amount of debt that was converted into other securities	Additional funding sanctioned, if any, including between invocation of the plan and implementation	Increase in provisions on account of the implementation of the resolution plan
Personal Loans	0	0	0	0	0
Corporate persons*	0	0	0	0	0
Of which, MSMEs	0	0	0	0	0
Others	0	0	0	0	0
Total	0	0	0	0	0

- Note 44 Disclosure pursuant to Reserve Bank of India Notification RBI/DOR/2023-24/106 Master Direction - Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 DOR.FIN.REC.NO.45/03.10.119/2023-24 updated as on 21 March 2024

1. Exposure

1.1. Exposure to real estate sector

Category	Rupees in '000	
	Current year	Previous Year
i) Direct exposure (Unsecured)	33,354	24,759
a) Residential Mortgages – Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund based (NFB) limits.	-	-
b) Commercial Real Estate – Lending secured by mortgages on commercial real estate	-	-

(office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.).

Exposure would also include non-fund based (NFB) limits.

c) Investments in Mortgage-Backed Securities (MBS) and other securitized exposures –	-	-
i. Residential		
ii. Commercial Real Estate		
ii) Indirect Exposure	-	-
Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies.		
Total Exposure to Real Estate Sector (Unsecured)	33,354	24,759

1.2. Exposure to capital market

Particulars	Rupees in '000	
	Current Year	Previous Year
i) 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		
ii) 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	-	-
iii) 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	-	-
iv) 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	-	-
v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers	65,904	51,196
vi) 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		
vii) Bridge loans to companies against expected equity flows / issues	-	-
viii) 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	-	-
ix) Financing to stockbrokers for margin trading	-	-
x) All exposures to Alternative Investment Funds:	-	-
(i) Category I		
(ii) Category II		
(iii) Category III		
Total exposure to capital market	65,904	51,196

1.3. Sectoral exposure

Sectors	Rupees in '000					
	Current Year			Previous Year		
	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	-	-	-	-	-	-
2. Industry						
i Commercial	33,354	-	-	24,759	-	-
Rea Estate						
ii NBFC	27,403	-	-	33,002	-	-
Others	3,66,258	-	-	3,26,272	-	-
Total of Industry	4,27,015	-	-	3,84,033	-	-
3. Services						
i...						

ii...						
Others						
Total of Services	-	-	-	-	-	-
4. Personal Loans						
i...						
ii...						
Others						
Total of Personal Loans	-	-	-	-	-	-
(i+ii+...+Others)						
5. Others, if any (please specify)	-	-	-	-	-	-

1.4. Intra-group exposures

		Rupees in '000	
		Current Year	Previous Year
1.	Total amount of intra-group exposures	1,90,532	1,52,585
2.	Total amount of top 20 intra-group exposures	1,90,532	1,52,585
3.	Percentage of intra-group exposures to total exposure of the NBFC on borrowers/customers	44.62	39.73

1.5. Unhedged foreign currency exposure

Not Applicable

2. Related Party Disclosure

		Rupees in '000											
Related Party	Parent (as per ownership or control)	Subsidiaries		Associate s/ Joint ventures		Key Management		Relatives of Key Management Personnel		Others		Total	
		Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year
Borrowings		-	-	-	-	-	-	-	-	-	-	-	-
Deposits		-	-	-	-	-	-	-	-	-	-	-	-
Placem ent of deposits		-	-	-	-	-	-	-	-	-	-	-	-

Advances	-	-	-	-	-	-	96,568	29,552	93,964	1,23,033	0	0	1,90,532	1,52,585
Investments	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Purchase of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest paid	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest received	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-	-	-	-	-

'@Disclosures for directors and relatives of directors should be made separately in separate columns from other KMPs and relatives of other KMPs.

The outstanding at the year end and the maximum during the year are to be disclosed

* Specify item if total for the item is more than 5 percent of total related party transactions. Related parties would include trusts and other bodies in which the NBFC can directly or indirectly (through its related parties) exert control or significant influence.

- Note 45 The Notes referred to in the Balance Sheet and Statement of Profit and Loss Account form an integral part of the Accounts.
- Note 46 There have been no events after the reporting date that require disclosure in these financial statements.
- Note 47 The Company does not have any benami property and no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- Note 48 Company do not have any transactions with companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956, hence disclosure to that effect is not required.
- Note 49 Company do not have any transactions with companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956, hence disclosure to that effect is not required.
- Note 50 There are no charges or satisfaction yet to be registered with Register of Companies (ROC) beyond the statutory period.

- Note 51 Company is not declared wilful defaulter by any bank, financial institution or other lender, hence disclosure to that effect is not required.
- Note 52 There is no such scheme of Arrangements has been approved by the Competent Authority in terms of Section 230 to 237 of the Companies Act. 2013.
- Note 53 Undisclosed Income

Details of any transaction not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961), unless there is immunity for disclosure under any scheme.	Not Applicable
Whether the previously unrecorded income and related assets have been properly recorded in the books of account during the year.;	Not Applicable

- Note 54 Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year, has disclosure is not required to that effect.
- Note 55 Disclosure of details as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007):

	Particulars	Amount in ₹000	
	LIABILITIES SIDE:		
1	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	Amount Outstanding	Amount Overdue
	a Debentures		
	Secured	-	-
	Unsecured (Other than falling within the meaning of Public Deposits)	-	-
	b Deferred Credits	-	-
	c Term Loans	-	-
	d Inter-corporate Loans and Borrowings		-
	Loan from Other NBFC -Secured	3,58,576	-
	Loan from Other than NBFC- Secured	40,243	-
	Loan from Other Parties	3,409	-
	Loans from Directors	49	-
	e Commercial Paper	-	-

f	Public Deposits	-	-
g	Other Loans (Specify nature)	-	-
2	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):	-	-
ASSETS SIDE:		Amount Outstanding	
3	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
a	Secured	-	
b	Unsecured	4,27,015	
4	Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities	-	
5	Break-up of Investments:		
	<u>Current Investments:</u>		
	<u>Long Term Investments:</u>		
1	Quoted: (At Fair Market Value)		
	(i) Shares: (a) Equity	9,19,420	
	(b) Preference	-	
	(ii) Units of Mutual Funds	7,236	
	(iii) Investments in Government or Trust securities	7,804	
2	Unquoted :(At Cost)		
	(i) Shares : (a) Equity	27,875	
	(b) Preference	1,77,870	
	(ii) Debentures and Bonds	2,79,000	
	(iii) Immovable Properties	18,455	
6	Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances:	-	
7	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):		
	Category	Market Value / Break up of fair Value or NAV	Book Value (Net of Provisions)

1. Related Parties		
a Subsidiaries		
b Other Related Parties	18,975	18,975
2. Other than Related Parties	14,18,685	14,18,685
Total	14,18,685	14,18,685

8 OTHER INFORMATION

Particulars	Amount in ₹000
(i) Gross Non-Performing Assets	
(a) Related Parties	-
(b) Other than related parties	-
(ii) Net Non-Performing Assets	
(a) Related Parties	-
(b) Other than related parties	-
(iii) Assets acquired in satisfaction of Debt	-

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with companies (Restriction on number of Layers) Rules, 2017.

Note 56	Ratio Disclosure of Holding Company	
	Capital to Risk weighted Assets Ratio	1.09
	Tier I CRAR	65.57
	Tier II CRAR	43.23
	Liquidity Coverage Ratio	18.52

Ratio Disclosure of Subsidiary Company

	Ratio	Numerator	Denominator	Current Year	Previous Year	% Variance	Reason for Variance
a)	Current Ratio	Current Assets	Current Liabilities	2.440	5.950	(58.99)	Decrease in current ratio due to increase in borrowings.
b)	Debt-Equity Ratio	Borrowing + Interest Accrued	Total Equity	0.221	0.113	96.17	Increase in borrowing and decrease in retained earnings
c)	Debt Service Coverage Ratio	Earning for Debt Service = Net Profit after Taxes + Non-Cash Operating Expenses like depreciation and other amortisation + interest + other adjustments like loss on sale of fixed assets etc.,	Debt Service = Interest and Lease payment + Principal Repayments	-5.948	0.391	(1,622.13)	Due to increase in Trading Loss
d)	Return on Equity Ratio	Net Profit after Tax	Average Shareholder's Equity	(0.047)	(0.001)	(6,164.04)	Increase in earning
e)	Inventory Turnover Ratio	Cost of Goods Sales or Sales	Average Inventory = (Opening + Closing balance)/2)	-	-	-	N.A

f)	Trade Receivable Turnover Ratio	Net Credit sales	Average Trade Receivable	-	-	-	N.A
g)	Trade Payable Turnover Ratio	Net Credit Purchase	Average Trade Payable	-	-	-	N.A
h)	Net Capital Turnover Ratio	Net sales	Working Capital	-	-	-	N.A
i)	Net Profit Ratio	Net Profit	Net Sales	(3.954)	(0.037)	(10,648.86)	Due to increase in Trading Loss
j)	Return on Capital Employed	Earning before interest and taxes	Capital Employed	-0.029	0.006	(563.96)	Due to increase in Trading Loss
k)	Return of Investments	Earning before Tax	Shareholders' Funds	(0.048)	(0.001)	(6,274.18)	Due to increase in Trading Loss
l)	Interest Coverage ratio	Earnings Before Interest and Taxes	Interest Expenses	(2.518)	1.105	327.79	Due to increase in Trading Loss and Interest Expenses

Note 57 Utilisation of Borrowed funds and share premium:

A. Where company has advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

- ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

the company shall disclose the following: -

<p>(I) date and amount of fund advanced or loaned or invested in Intermediaries with complete details of each Intermediary.</p> <p>(II) There is no such scheme of Arrangements has been approved by the Competent Authority in terms of Section 230 to 237 of the Companies Act. 2013.</p> <p>(III) date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries</p> <p>(IV) declaration that relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violate of the Prevention of Money-Laundering act, 2002 (15 of 2003).;</p>	<p>Not Applicable</p>
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- B. Where a company has received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the

- i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

the company shall disclose the following: -

<p>(I) date and amount of fund received from Funding parties with complete details of each Funding party.</p> <p>(II) date and amount of fund further advanced or loaned or invested other intermediaries or Ultimate Beneficiaries along with complete details of the other intermediaries' or ultimate beneficiaries.</p> <p>(III) date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries</p> <p>(IV) declaration that relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violate of the Prevention of Money-Laundering act, 2002 (15 of 2003).]</p>	<p>Not Applicable</p>
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Note 58 Additional Information as required by Paragraph 2 of the General Instructions for preparations of Consolidated Financial Statements to Schedule III of the Companies Act, 2013:

Name of the entity in the Group	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Subsidiaries								
Indian								
Mukesh Babu Securities Limited	32.67%	10,88,098	(66.10)%	(8,891)	44.77%	1,38,871	42.03%	1,32,497
Foreign								
Non-controlling Interest in Subsidiaries	-	-	-	-	-	-	-	-
Total	32.67%	10,88,098	(66.10)%	(8,891)	44.77%	1,38,871	42.03%	1,32,497

Note 59 Other information pursuant to General Instructions for preparation of Balance Sheet and Profit & Loss Account of Schedule III to the Companies Act 2013 is not applicable.

UDIN: 24035809BKCQTF5485

AS PER OUR REPORT OF EVEN DATE

FOR CHAITANYA C. DALAL & COMPANY
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD OF
MUKESH BABU FINANCIAL SERVICES LIMITED

Chaitanya C. Dalal
Partner
Membership No.35809
FRN NO. 101632W

Mukesh Babu
Managing Director
DIN:00224300

Meena Babu
Director
DIN:00799732

Mahesh Thakar
Chief Financial Officer

Nupur Chaturvedi
Company Secretary
ACS: A30139

Place : Mumbai
Date : 30/04/2025

Place : Mumbai
Date : 30/04/2025

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