



TRANSWARRANTY FINANCE LIMITED

August 25, 2025

Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051
Symbol: TFL

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 532812

Dear Sir/Madam,

Subject: Annual Report of Transwarranty Finance Limited ("the Company") for the Financial Year 2024-2025 along with the Notice convening the 31st Annual General Meeting ("AGM")

Ref: Submission of information pursuant to Regulation 30 and 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

This is to inform you that the 31st AGM of the Company will be held on Thursday, September 18, 2025 at 5.30 P.M. IST, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations and circulars issued by SEBI and MCA, time to time.

Pursuant to Regulations 34(1) of the SEBI Listing Regulations, as amended, please find enclosed herewith the Annual Report of the Company for Financial Year 2024-25 along with the Notice of the 31st AGM.

The said Annual Report is being sent through electronic mode to the Members whose email addresses are registered with the Company/ MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) - Registrar and Transfer Agent / National Securities Depository Limited and/or Central Depository Services (India) Limited.

In addition, pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, a letter is also being sent to the Members whose email addresses are not registered, stating the web-link where the Annual Report is uploaded on website.

The Annual Report for the FY 2024-2025 and Notice of the AGM are also made available on the website of the Company i.e. www.transwarranty.com.

Kindly take the same on record.

Thanking You,
Yours faithfully,
For **Transwarranty Finance Limited**

Suhas Borgaonkar
Company Secretary and Compliance Officer
Membership No.: A3391
Encl.: a/a

CIN: L65920MH1994PLC080220

403, Regent Chambers, Nariman Point, Mumbai- 400021 • Tel: 6630 6090 / 2204 7965
Fax: 6630 0999 / 4001 0999 • e-mail : mail@transwarranty.com • website:www.transwarranty.com

31st ANNUAL REPORT

2024 - 25

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LOAN



TRANSWARRANTY FINANCE LIMITED
FINANCIAL ENGINEERS

403, Regent Chambers Nariman Point Mumbai - 400 021

Email: mail@transwarranty.com

CIN: L65920MH1994PLC080220

Phone: 022 4001 0900



BUSINESS
LOANS



CONSUMER
LOANS



CO -
LENDING

Board of Directors



Mr. Kumar Nair
Chairman & Managing Director

Mr. Kumar Nair, is B.Sc., FCA (ICAI), ACA (ICAEW) & OPM (Harvard Business School). Mr. Nair has over three decades of experience in Financial Services, Capital Market and Investment Banking. Prior to this, he was a key member of the core senior management team at Kotak Mahindra Finance Limited.



Mr. Ramachandran Unnikrishnan
Director & CFO

Mr. Ramachandran Unnikrishnan, B.Com, FCA has close to four decades experience in Audit and Accounting profession.



Mr. Sudharsanan Nair
Independent Director

Mr. Sudharsanan Nair, is B.Com, (Hons.) from Mumbai University. He started as a Banker with Syndicate Bank foreign exchange department. He was associated in promoting Verdia Marble Pvt. Ltd., a marble mining Company. He was Managing Director of Intellivision Software Ltd., a listed Company, till 2014.



Dr. Gopalakrishnan Balakrishna
Independent Director

Dr. Gopalakrishnan Balakrishna was the President and Head of Law Department of Axis Bank Ltd., Mumbai for 14 years. Dr. Balakrishna also worked as Legal Advisor heading the Legal Operations & Human Resources Group of Asset Reconstruction Company (India) Ltd. (ARCIL), Mumbai, one of India's largest and premier ARCs. He is the former founding partner of SK Singhi and Co LLP, Mumbai Office and Partner of SNG & Partners, Mumbai.



Mr. Sachidanandan Menon (w.e.f February 4, 2025)
Independent Director

Mr. Sachidanandan Menon has over four decades of experience in Indirect Taxes and management. He has served as a Senior Partner & Country Head of Indirect Tax at KPMG India. Throughout the career he has held pivotal leadership positions at renowned organizations such as PwC, EY, and KPMG. He has a proven track record of leading successful business transformations, mentoring professionals and shaping tax policy at national and international levels.



Ms. Rhujuta D. Kene (w.e.f March 27, 2025)
Independent Director

Ms. Kene is a graduate in Engineering with added qualifications of Master of Science in Finance and MBA in Finance. Ms. Kene is a Banking & Financial Services functional consultant with over 24 years of work experience in consulting, technology, commercial and investment banks, central banks in India, USA, UK, Japan, Mexico, Vietnam, UAE, Saudi Arabia. She has experience as a Subject Matter Expert, Solutions consultant, Business Development, Presales, Business Analyst, Data analyst, Credit analyst, Treasury dealer for various international and Indian Banks for business and technology transformation, regulatory compliance, data warehousing, analytics, reporting and product implementation.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Kumar Nair	Chairman & Managing Director
Mr. Ramachandran Unnikrishnan	Director & Chief Financial Officer (CFO)
Mr. Sudharsanan Nair	Independent Director
Dr. Gopalakrishnan Balakrishna	Independent Director
Mr. Sachidanandan Menon	Independent Director
Ms. Rhujuta D Kene	Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Ramachandran Unnikrishnan	Chief Financial Officer (CFO)
Mr. Suhas Borgaonkar	Company Secretary and Compliance Officer (CS)

SENIOR MANAGEMENT

Mr. Haridas T.V	General Manager – Business Development
Mr. Roby Sasidharan	General Manager – Accounts
Mr. Shailendra Rai	General Manager – Loan Accounts and MIS
Mr. Sachin Patil	General Manager
Mr. Rajaram Rajagopalan	General Manager
Mr. Raviraja Poojary	General Manager

AUDITORS

Deoki Bijay & Co.,
Chartered Accountants
Statutory Auditors

Yogesh Sharma and Co.,
Company Secretaries
Secretarial Auditor

BANKERS

CSB Bank Limited
South Indian Bank Limited
ICICI Bank Limited

REGISTERED OFFICE

CIN: L65920MH1994PLC080220
403, Regent Chambers,
Nariman Point, Mumbai – 400021.
Tel. No. : 91-022-66306090, 40010900
Website : www.transwarranty.com
e-mail id : mail@transwarranty.com

REGISTRAR & SHARE TRANSFER AGENTS

M/s. MUFG Intime India Pvt. Ltd
C-101, 247 Park, LBS Marg,
Vikhroli (West), Mumbai- 400 083
Tel. No. 91-22-49186000
e-mail id: rnt.helpdesk@linkintime.co.in
website: <https://in.mpms.mufg.com>

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NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting ("AGM") of Transwarranty Finance Limited (TFL) will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), on Thursday, September 18, 2025 at 5.30 P.M. (IST) to transact the following business:

Ordinary Business:

1. To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with Reports of the Directors' and Auditors thereon.
2. To re-appoint Mr. Kumar Nair (DIN: 00320541), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. **To appoint M/s. Yogesh Sharma & Co., Practicing Company Secretaries as Secretarial Auditor of the Company for a term of five consecutive years**

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder and Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Board of Directors, approval of the Members of the Company be and is hereby accorded for appointment of M/s. Yogesh Sharma & Co., Practising Company Secretaries (Membership No. FCS 11305 & COP No. 12366) as Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30 at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Secretarial Auditor and the Board."

4. **Issuance of Non-Convertible Debentures on Private Placement Basis**

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

"RESOLVED THAT pursuant to the provisions of Section(s) 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") , read with the

Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the provisions of the Articles of Association of the Company and the applicable rules of Reserve Bank of India regarding issuance of Non-Convertible Debentures on Private Placement Basis by Non-Banking Financial Companies and subject to such other applicable approval(s), permission(s) and sanction(s), as may be required, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof constituted or to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) ("Board"), to offer or invite subscriptions for secured and/or unsecured redeemable Non-Convertible Debentures including subordinated debt ("NCDs"), in one or more series/ tranches upto an aggregate amount of Rs. 100 Crores (Rupees Hundred Crores Only) within the overall borrowing limits approved by the Members from time to time under Section 180(1) (c) of the Act, on a private placement basis and on such terms and conditions as the Board may, from time to time, determine and consider proper and beneficial to the Company;

RESOLVED FURTHER THAT approval of the Company be and is hereby given to all offers or invitations to subscribe to the NCDs to be issued by the Company for a period from the date of passing of this Resolution upto the 32nd AGM to be held in 2026;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of the Company be and is hereby authorized to approve, decide, vary or modify the terms and conditions applicable to the issue of aforesaid NCDs including the class of investors, securities to be offered, number of securities, series, tranches, issue price, denomination, currency, tenure, interest rate, premium/ discount, repayment, listing or otherwise, howsoever, as it may think appropriate and to do all acts, deeds, and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including appointment of intermediaries including Debenture Trustees and to sign and execute any deed(s)/ document (s)/ undertaking

(s)/ agreement (s)/ paper(s)/ underwriting (s) and also to delegate all or any of the above powers, as may be required to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company;

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

5. Raising of funds by way of External Commercial Borrowings

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

“**RESOLVED THAT** pursuant to the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), including any amendment, modification, variation or re-enactment and other applicable guidelines, directions or laws, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, to make offers, invitations and issue Secured Redeemable Foreign Currency/ Rupee Denominated Bonds or other instruments in one or more tranches/series, on private placement basis or otherwise, with the approval being valid for a period of 1 (one) year from the date of passing of this Resolution, on such terms and conditions including the price, coupon, premium/discount, tenor, listing of Foreign Currency/ Rupee Denominated Bonds, obtaining credit ratings etc., as may be determined by the Board of Directors (or any other person so authorised by the Board of Directors), based on the prevailing market conditions;

RESOLVED FURTHER THAT the aggregate amount to be raised through the issuance of Foreign Currency/ Rupee Denominated Bonds or other instruments pursuant to the authority under this Resolution shall not exceed Rupee equivalent to USD 50 MN;

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) constituted/to be constituted by the Board, from time to time to exercise its powers conferred by this resolution thereof), be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, application, etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid Resolution as it may deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this Resolution.”

6. To approve entering into Material Related Party Transaction(s) between the Company and/or its subsidiary(ies) on the one hand and/or its subsidiary(ies), its step-down subsidiary and/or associate companies on the other hand

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

“**RESOLVED THAT** pursuant to the provisions of Section 177 and 188 of Companies Act, 2013 (‘the Act’) read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any and the Company’s Policy on Related Party Transaction(s) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall deem to include any Committee constituted or to be constituted by the Board in this regard) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/ transaction(s)(whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with its subsidiary companies and/or its step-down subsidiaries and/or associate companies for an aggregate amount not exceeding the limits as mentioned in the Explanatory Statement, upto the 32nd Annual General Meeting of the Company to be held in the year 2026, subject to such transaction(s) / contract(s) / arrangement(s) / agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to the Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) of the Company, without being required to seek further consent from the Members and that the Members



shall be deemed to have accorded their consent 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 is hereby approved, ratified and confirmed in all respects.”

7. To approve entering into Material Related Party Transaction(s) between the Company and/or subsidiary(ies) on the one hand and the Executive Directors (“ED”)/Non-Executive Non-Independent Directors (“NED”)/Key Managerial Personnel (“KMP”)/ relatives of the ED,NED,KMP of the Company and /or its subsidiaries and/or its step-down subsidiary on the other hand

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

“**RESOLVED THAT** pursuant to the provisions of Section 177 and 188 of Companies Act, 2013 (“the Act”) read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any and the Company’s Policy on Related Party Transaction(s) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall deem to include any Committee constituted or to be constituted by the Board in this regard) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/ transaction(s)(whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) with the Executive Directors(ED), Non-Executive Non-Independent Directors(NED)/Key Managerial Personnel(KMP) (which shall include relatives of the ED,NED,KMP) of the Company and /or its subsidiaries and /or its step-down subsidiaries for an aggregate amount not exceeding the limits as mentioned in the Explanatory Statement upto the 32nd Annual General Meeting of the Company to be held in the year 2026, subject to such transaction(s) / contract(s) / arrangement(s) / agreement(s) being in the ordinary course of business and at an arms’ length basis;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to the Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent 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 is hereby approved, ratified and confirmed in all respects.”

8. To consider and approve entering into Related Party Transaction between the Company and TFL- TCCPL Merger Trust

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

“**RESOLVED THAT** pursuant to provision of Regulation 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, the provisions of Section 177 and 188 of Companies Act, 2013 (“the Act”) read with Rule 15 of Companies (Meetings of Board and its Powers) Rules 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transaction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to continue with the existing contract(s)/ arrangement(s)/transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/ transaction(s) for sale/ transfer/ pledge /charge / revoke / purchase of trust shares (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise),as mentioned in the Explanatory Statement annexed herewith, with the TFL-TCCPL Merger Trust for an aggregate amount as mentioned in

the Explanatory statement to be entered/entered upto the 32nd Annual General Meeting of the Company to be held in the year 2026, subject to such transaction(s) / contract(s) / arrangement(s) / agreement(s) being in the ordinary course of business and being carried out at an arm's length basis;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to the Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent 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 is hereby approved, ratified and confirmed in all respects."

**By Order of the Board of Directors
TRANSWARRANTY FINANCE LIMITED**

Sd/-
Suhas Borgaonkar
Company Secretary and Compliance Officer
ACS-3391

Registered Office:

403, Regent Chambers,
Nariman Point, Mumbai - 400021
CIN: L65920MH1994PLC080220
Email Id: companysecretary@transwarranty.com
Website: www.transwarranty.com
Tel: 022 40010900

Date : July 31, 2025
Place: Mumbai



NOTES:

1. Pursuant to General Circular No.09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA), Circular dated October 3, 2024 issued by SEBI and such other applicable circulars issued by MCA and SEBI (the Circulars), the Company is convening the 31st Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 31st AGM of the Company will be held through VC/OAVM.
2. As per the provisions of Clause 3.A.II. of the General Circular No.20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 3 to 8 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forms part of this Notice.
3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

However, pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDER IS NOT MADE AVAILABLE FOR THIS AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

Further, in terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately, hereinbelow). Institutional/ Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to csymsharma@gmail.com with a copy marked to the Company at companysecretary@transwarranty.com and to its RTA at rnt.helpdesk@in.mpms.mufig.com.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. 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 Act.
6. In case of Joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. The Annual Report including Notice of the 31st AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the relevant Circulars issued by MCA and said SEBI Circulars, the Annual Report including Notice of the 31st AGM of the Company will also be available on the website of the Company at www.transwarranty.com. The same can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL i.e. www.evoting.nsdl.co.in.
8. Members are requested to send all their documents and communications pertaining to shares to MUFG Intime India Private Limited., Registrar and Share Transfer Agent (RTA) of the Company at their address at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra 400083, Telephone No. 022 - 4918 6000, rnt.helpdesk@in.mpms.mufig.com, for both physical and demat segment of Equity Shares. Please quote on all such correspondence - "Unit –Transwarranty Finance Limited".
9. Pursuant to Section 101 and Section 136 of the Act read with relevant Rules made thereunder, in line with MCA Circulars and/ or SEBI Circulars, companies can serve Annual Reports and other communications through

electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by notifying the Company at companysecretary@transwarranty.com or Registrar & Share Transfer Agents of the Company, MUFG Intime India Private Limited at rnt.helpdesk@in.mpms.mufig.com. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.

10. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at companysecretary@transwarranty.com or rnt.helpdesk@in.mpms.mufig.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to companysecretary@transwarranty.com.
11. The Company has fixed August 15, 2025 as the "Record Date" for determining the members whose name are registered to be entitled to receive Notice of the AGM.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
13. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents (RTA), MUFG Intime India Private Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or RTA.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number

(PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.

14. SEBI vide its notification number SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to MUFG Intime India Private Limited, for consolidation into a single folio.
16. Members are requested:
 - a. To quote their folio number/ DP ID and Client ID in all correspondence.
 - b. To notify immediately change of their address and bank particulars to the RTA in case the shares are held in physical form; and in case the shares are held in dematerialized form, the information should be passed on directly to their respective Depository Participant and not to the Company / RTA, without any delay.
17. In terms of provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in dematerialized form are requested to submit the said details to their Depository Participant(s) and the Members holding shares in physical form, are requested to submit the said details to the Company or RTA.
18. Norms for furnishing of PAN, KYC, Bank details and Nomination:
 - a. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD- 1/P/ CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/ MIRSD/MIRSD RTAMB/P/ CIR/2021/655 and SEBI/HO/MIRSD/MIRSDRTAMB/P/ CIR/2021/687 dated November 3, 2021 and December 14,



2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA.

The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has dispatched a letter to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

19. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
20. The instructions and other information relating to voting through electronic means is given hereunder:

VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is pleased

to provide Members with the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means in respect of the business to be transacted at the AGM through e-voting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") as well as e-voting during the proceeding of the AGM ("e-voting at the AGM") will be provided by National Securities Depository Limited (NSDL).

- II. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.transwarranty.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- III. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
- IV. Members who have cast their vote by remote e-Voting prior to the AGM can also attend the AGM but shall not be entitled to cast their vote again. Only those Members, who will be present at the AGM through VC / OAVM facility and who would not have cast their vote by remote e-Voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
- V. The remote e-voting period commences on September 14, 2025 at 9:00 a.m. and ends on September 17, 2025 at 5.00 p.m. During this period, the Members, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 11, 2025 may cast their vote electronically by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 11, 2025.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, September 14, 2025 at 9:00 A.M. and ends on Wednesday, September 17, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut- off date) i.e. September 11, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 11, 2025. The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system**A. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

Log-in method for Individual Members holding securities in Demat mode is given below:

Type of Members	Login Method
Individual Shareholders holding securities in demat mode with NSDL	a) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting; voting during the meeting.
	b) Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on ‘Access to e-voting’ under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
	c) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select ‘Register Online for IDeAS Portal’ or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	d) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be re-directed to NSDL Depository site wherein you can see e-voting page. Click on company name or ‘e-voting service provider i.e. NSDL’ and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
	e) Shareholders/Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on





Individual Shareholders holding securities in demat mode with CDSL	a) Users who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then user your existing Myeasi username and password.
	b) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.
	c) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option.
	d) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be re-directed to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 133805 then user ID is 133805001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email address is registered in your demat account or with the company, your 'initial password' is communicated to you on your email address. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email address is not registered, please follow steps mentioned below in process for those shareholders whose email addresses are not registered.

6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

- Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.

- After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

- Now, you will have to click on 'Login' button.

- After you click on the 'Login' button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-voting system.

- After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting For joining virtual meeting, you need to click on 'VC/ OAVM' link placed under 'Join Meeting'.
- Now you are ready for e-voting as the voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- Upon confirmation, the message 'Vote cast successfully' will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

VI. The instructions for Members for e-voting on the day of the AGM are as under:

- The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote on such resolution(s) through e-voting system at the AGM.
- Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.



4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

Process for those Members whose email addresses are not registered with the Depositories for procuring User ID and password for and registration of e mail ids for e-voting for the resolutions set out in this notice:

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csysharma@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting tab" in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will

be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022-4886 7000 or send a request to Sagar S Gudhate, Senior Manager at evoting@nsdl.com.
4. The Board of Directors has appointed M/s. Yogesh Sharma & Co, Practising Company Secretaries (Membership No. FCS 11305 & COP No. 12366) as Scrutinizer to scrutinize the voting at the AGM and remote e-voting process, in a fair and transparent manner.
5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM , unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast prior the AGM) and shall make, not later than two working days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
6. The results declared, alongwith the Scrutinizer's Report, shall be placed on the Company's website at www.transwarranty.com and on the website of NSDL www.evoting.nsdl.com and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

**By Order of the Board of Directors
TRANSWARRANTY FINANCE LIMITED**

Sd/-
Suhas Borgaonkar
Company Secretary and Compliance Officer
ACS-3391

Registered Office:

403, Regent Chambers,
Nariman Point, Mumbai - 400021
CIN: L65920MH1994PLC080220
Email Id: companysecretary@transwarranty.com
Website: www.transwarranty.com
Tel: 022 40010900

Date : July 31, 2025
Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") AND/OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015 (SEBI LISTING REGULATIONS)

As required by Section 102 of the Act and/or the SEBI Listing Regulations, the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 3 to 8 of the accompanying Notice dated July 31, 2025.

Item No. 2

Re-appointment of Mr. Kumar Nair (DIN: 00320541), who retires by rotation

Brief profile:

Mr. Kumar Nair has over three decades of experience in Financial Services, Capital Market and Investment Banking. Prior to his current stint with the Company, he was a key member of the core senior management team at Kotak Mahindra Finance Limited.

Other Information:

Name of the Director	Mr. Kumar Nair
Director Identification Number	00320541
Designation	Managing Director & Chief Executive Officer
Date of Birth	24/03/1962
Qualifications	B.Sc., FCA and OPM (Harvard Business School)
Brief Profile and Expertise including nature of expertise in specific functional areas	He has over 35 years of experience in Financial Services, Capital Market and Investment Banking. He was a key member of the core senior management team in Kotak Mahindra Finance Ltd.
Terms and conditions of appointment/re-appointment	Re-appointment as a Director, liable to retire by rotation
Date of first appointment	09/08/1994
Remuneration last drawn (FY 2025)	Nil
Remuneration payable	Nil
No. of shares held	2,95,56,148 Equity Shares of Rs. 10 each
Inter-se relationship with other Directors / Manager/ Key Managerial Personnel of the Company	Not related to any Director / Manager / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during FY2025	7 out of 7
Directorships held in other entities	1. Vertex Securities Limited 2. Vertex Commodities & Finpro Private Limited 3. Transwarranty Capital Market Services Private Limited 4. Consolidated Eutectics (Kolhapur) Private Limited
Name of listed entities from which the person has resigned in the past three years	Nil
Committee position held in other Companies	Nil

Save and except Mr. Kumar Nair , none of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 2 of the Notice.

The Board recommends the resolution set forth in Item No. 2 of the Notice for approval of the Members.



Item No. 3 Appointment of M/s. Yogesh Sharma & Co., Practicing Company Secretaries as Secretarial Auditor of the Company for a term of five consecutive years.

Pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), a listed entity is required to appoint a Secretarial Auditor for upto two terms of five consecutive years, subject to Members approval at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board at its meeting held on July 31, 2025 has approved the appointment of M/s Yogesh Sharma & Co., Practicing Company Secretaries, (Membership No. FCS 11305 & COP No. 12366) a peer reviewed firm (PR No. 1583/2021) as Secretarial Auditors of the Company for period of five consecutive years commencing from FY2026 till FY2030.

M/s. Yogesh Sharma & Co. have consented to the said appointment and confirmed that the appointment, if made, would be within the limit specified by the Institute of Company Secretaries of India.

Mr. Sharma has confirmed that the Firm has not incurred any disqualification and is eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24A of SEBI Listing Regulations, provisions of Section 204 of the Act read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

Mr. Sharma hereby affirms his compliance with Regulation 24A(1B) of the SEBI Listing Regulations in providing services to the Company. Further, M/s. Yogesh Sharma & Co, confirms that it holds a valid peer review certificate issued by ICSI and it fulfils all eligibility criteria and has not incurred any disqualifications for appointment, as outlined in the SEBI circular dated December 31, 2024.

M/s. Yogesh Sharma & Co, a reputed Practicing Company Secretary firm established in 2011 by Mr. Yogesh Sharma, a Fellow Member of the Institute of Company Secretaries of India, has a team of experienced and qualified company secretaries. Over the years, the firm has built a diverse client base, serving various corporates and its clientele spans companies in the Manufacturing public sector, Health Care sector, Textile Industries, NBFCs & Stock Broking companies, leading corporates and not-for-profit organizations. The firm offers a wide range of services, including secretarial audits, corporate governance consulting, certifications and regulatory advisory. The Board of Directors has approved remuneration of Rs. 70,000 plus applicable taxes and out of pocket expenses for FY 26 and for subsequent years of the term, such fee as determined by the Board on recommendation of Audit Committee in consultation with M/s Yogesh Sharma & Co.

The Board, based on the credentials of the firm and clientele, technical expertise, capacity and eligibility criteria prescribed under SEBI Listing Regulations recommends appointment of M/s. Yogesh Sharma & Co. as Secretarial Auditor of the Company.

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

The Board recommends the Ordinary resolution set forth in Item No. 3 of the Notice for approval of the Members.

Item No. 4 : Issuance of Non-Convertible Debentures on Private Placement Basis

The Company, in the ordinary course of its business, is required to borrow from time to time, by way of loans, issue of debentures (secured or unsecured) or other debt instruments, on private placement basis or otherwise. The inter-mix of borrowings by the Company depends upon the market conditions, cost of funds, tenor and security available in case of loans to be disbursed to customers, etc. The Company may issue secured and/or unsecured redeemable Non-convertible Debentures including subordinated debt ("NCDs") of upto Rs. 100 crores (Rupees Hundred Crores only) within the borrowing limits of the Company to banks/financial institutions/mutual funds/body corporate(s) and/or to other persons. The Company may offer or invite subscription for NCDs including subordinated debt, in one or more series and/ or tranches through private placement on preferential basis with authority to the Board of Directors (the "Board") to determine the terms and conditions, including the issue price, interest rate, repayment, security, currency or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit.

As per section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, (the 'Companies PAS Rules') a company may make an offer or invitation to subscribe to the debentures through an issue of a private placement offer with a previous special resolution of its members approving offer(s) or invitation(s) to subscribe to the NCDs of the company on private placement basis. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year.

In terms of Section 180(1)(c) of the Act, the shareholders had authorised the Board to borrow up to Rs. 250 crore. Pursuant to the said authority, the Board of Directors, at their meeting held on July 31, 2025, approved issue of NCDs for an aggregate amount not exceeding Rs. 100 crore. The proposed issue of NCDs will be within the aforesaid Board approved borrowing limits as may be decided by the Board from time to time.

As on March 31, 2025 the outstanding amount of NCDs raised was Rs. 757 lakhs. The Company has successfully completed the redemption of NCDs due for redemption on respective due dates during the year.

The NCDs would be issued at face value with different coupon rates for different tenures. The issue price and rate of interest depends, inter alia, on the market rates, tenor and security. The debentures will be issued on private placement basis in accordance with the provisions of the Act and applicable RBI guidelines.

In case of secured NCDs, principal amount of the secured NCDs issued/ to be issued together with interest due on the secured NCDs, is secured by way of first ranking pari passu charge with the existing secured creditors on the movable assets, including book debts and receivables, cash and bank balances, loans and advances, both present and future of the Company equal to the value of one time of the secured NCDs outstanding plus interest accrued thereon.

The purpose of NCDs issue is to augment long term resources for the purpose of onward lending, repayment/prepayment of principal and interest of existing borrowings and/or for general corporate purposes. The consent of the Members is being sought by way of a Special resolution.

Approval of the Members is, therefore, sought under Section 42 of the Act read with Rule 14 of the Companies PAS Rules, by way of a special resolution for making offer(s) or invitation(s) to eligible persons to subscribe to the NCDs of the Company on private placement basis for a period commencing from date of passing this resolution in the AGM till the next AGM to be held in 2026.

The Board recommends passing of the Special resolution as set out in item no. 4 of this Notice.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially, or otherwise in the said resolution, except to the extent of NCDs that may be subscribed by them/their relatives/ companies/ firms in which they are interested.

Item No. 5: Raising of funds by way of External Commercial Borrowings

The Company has been raising funds through various modes in order to fulfil its working capital requirements. RBI has relaxed end-use restrictions for the ECB, enabling the companies to borrow for working capital, general corporate purpose & on-lending for the same, subject to certain conditions.

Pursuant to Section 42 of the Act, read with the Rules made thereunder, the Company is required to obtain approval of

its Members by way of a special resolution, before making any offer or invitation for issue of Foreign Currency/Rupee Denominated Bonds on a private placement basis. The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of Bonds by the Company for a period of 1 (One) year from the date on which the Members have provided the approval by way of the special resolution.

In view of the above, the Board of Directors at its meeting held on July 31, 2025, has approved issue of Foreign Currency/ Rupee Denominated Bonds or other instruments, in one or more tranches, on private placement basis, up to Rupee equivalent of USD 50 MN and within the overall borrowing limit of Rs. 250 crores (Rupees Two Hundred and Fifty Crores Only), subject to the approval of the Members.

In this regard, the approval of the Members is sought for issue of Foreign Currency/ Rupee Denominated Bonds on a private placement basis, whether listed or not, rated or not in one or more tranches, for a period of 1 (one) year from the date of passing the Resolution, on such terms and conditions including the price, coupon, premium/ discount, tenor etc., as may be determined by the Board of Directors (or any other person authorised by the Board of Directors), at the prevailing market conditions.

Accordingly, the Board recommends the Special resolution as set out at Item No. 5 of the accompanying Notice for the approval of the Members.

Save and except for the shares of the Company held by them, none of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

Context for Item Nos 6,7 and 8: Material Related Party Transactions

Regulation 23 of the SEBI Listing Regulations, inter alia, states that all Material Related Party Transactions ('RPTs') shall require prior approval of the Members by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Further, Regulation 2(1)(zb) of the SEBI Listing Regulations has provided the definition of Related Party and Regulation 2(1)(zc) of the SEBI Listing Regulations has enhanced the definition of Related Party Transaction which now includes



a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

The Management has provided the Audit Committee with relevant details of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the RPTs. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis.

It is in the above context that, Ordinary Resolution Nos. 6,7 and 8 are placed for approval of the Members of the Company.

Item No. 6

Material Related Party Transaction(s) between the Company and/or its subsidiary(ies) on the one hand and its subsidiary(ies), its step-down subsidiary and/or associate companies on the other hand

Details of the proposed RPTs between the Company and/or its subsidiaries and/or its step-down subsidiaries and/or associate companies including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

Sr. No	Description	Details of Proposed RPT between TFL and/or its subsidiary(ies) on the one hand and its subsidiary(ies), its step-down subsidiary and/or associate companies on the other hand
1.	Name of the Related Party and its relationship with the Company	Vertex Securities Limited (Subsidiary Company) Vertex Commodities and Finpro Private Limited (Subsidiary of Vertex Securities Limited) Transwarranty Capital Markets Private Limited (Wholly owned subsidiary of Company) The above mentioned companies are Related Party of the Company, as on the date of this Notice.
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolutions, except to the extent of their shareholding, if any, in the Company and/or its subsidiary companies and/or its step-down subsidiary companies and/or associate companies.
3.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company have entered into/ proposes to enter into the following RPTs from date of this AGM till date of next AGM, for an amount as mentioned below: i. Intercompany Loans/Deposits/advances taken/given/repaid for an aggregate value not exceeding Rs. 100 crores for each of the companies. (6.7 Times of the Annual Consolidated Turnover of the Company) ii. Interest and other expenses paid for an aggregate value not exceeding Rs. 10 crores for each of the companies (67% of the Annual Consolidated Turnover of the Company) iii. Interest and any Income received for an aggregate value not exceeding Rs. 10 crores for each of the companies (67% of the Annual Consolidated Turnover of the Company) iv. Any sale / purchase of investments / assets and receipt / payments thereof for an amount not exceeding Rs. 20 crores for each of the companies. (133% of the Annual Consolidated Turnover of the Company)
4.	Percentage of the Company's annual consolidated Turnover	As stated above
5.	Value of Transaction	Not exceeding Rs. 100 / 10/10/20 Crores as mentioned above.
6.	Justification for the proposed RPTs	The Company and and/or its subsidiary companies and/or its step-down subsidiary companies and/or associate companies require funds from time to time to meet the urgent working capital requirements.

7.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its Related Party	As mentioned in the Pt No.3 above
8.	Details of the source of funds in connection with the proposed transaction	The Company and and/or its subsidiary companies and/or its step-down subsidiary companies and/or associate companies shall provide loans from their own sources / internal accruals.
9.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <ul style="list-style-type: none"> • Nature of Indebtedness • Cost of fund and • Tenure 	No
10.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Terms as mentioned in Pt 3 above Tenure: Upto the Date of 32 nd AGM to be held in year 2026 The above inter-corporate deposits are under unsecured category.
11.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet the working capital requirement and other general corporate purposes.
12.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	Not Applicable.
13.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Item No. 7

Material Related Party Transaction(s) between the Company and/or subsidiary(ies) on the one hand and the Executive Directors(“ED”)/Non-Executive Non-Independent Directors (“NED”)/Key Managerial Personnel(“KMP”)/relatives of the ED,NED,KMP of the Company and /or its subsidiaries and/or its step-down subsidiary on the other hand

Sr. No	Description	Details of Proposed RPT between TFL and/or subsidiary(ies) on the one hand and the Executive Directors(“ED”)/Non-Executive Non-Independent Directors (“NED”)/Key Managerial Personnel(“KMP”)/relatives of the ED,NED,KMP of the Company and /or its subsidiaries and/or its step-down subsidiary on the other hand
1.	Name of the Related Party and its relationship with the Company	Mr. Kumar Nair (Managing Director of the Company) Mr. Ramachandran Unnikrishnan (Executive Director of the Company) Mr. George Mampillil (Executive Director & CFO of the subsidiary) and Non-Executive Non-Independent Director w.e.f August 1, 2025 of the subsidiary Ms. Meera Haridas (Executive Director of subsidiary) The above-mentioned directors/ relatives are Related Party of the Company.



2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolutions, except to the extent of their shareholding, if any, in the Company and/or step-down subsidiaries and/or associate companies.
3.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company have already entered into / propose to enter into the following RPTs : For loans / advances/ NCDs taken/ repaid / redeemed from / to some of the Directors / KMPs including their relatives individually for amounts not exceeding Rs. 20 Crores.
4.	Percentage of the Company's annual consolidated Turnover	As mentioned in Pt No. 3
5.	Value of Transaction	Not exceeding Rs. 20 Crores for each Directors/relatives of the Directors
6.	Justification for the proposed RPTs	The Company requires funds from time to time to meet the urgent working capital requirements. Funds are arranged to meet the urgent working capital requirements of the Company at short notice at reasonable cost.
7.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its Related Party	As mentioned in Point no 3
8.	Details of the source of funds in connection with the proposed transaction	The Directors / KMPs (including their relatives) shall provide loans from their own sources funds.
9.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: • Nature of Indebtedness • Cost of fund and • Tenure	No
10.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The transactions as mentioned above will be carried out in multiple tranches and/or at multiple times from individual Directors/KMPs (including their relatives) for an amount not exceeding in aggregate, Rs. 20 crores from each. Tenure: Upto the Date of 32 nd AGM to be held in year 2026 The above loans are under unsecured category.
11.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet the working capital requirement
12.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	Not applicable.
13.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Item No. 8**Related Party Transaction between the Company and TFL- TCCPL Merger Trust**

Sr. No	Description	Details of Proposed RPT between Company and TFL-TCCPL Merger Trust
1.	Name of the Related Party and its relationship with the Company	TFL – TCCPL Merger Trust The above mentioned is a Related Party of the Company, as on the date of this Notice.
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 8 of the Notice.
3.	Type, material terms, monetary value and particulars of the proposed RPTs	The Company have entered into/ proposes to enter into the following RPTs from date of this AGM till date of next AGM, for an amount as mentioned below: The transaction involves sale of the shares by trust, repayment of loan and payment of balance proceeds to the company; the value of the transaction not exceeding Rs. 100 crores (6.7 Times of the Annual Consolidated Turnover of the Company).
4.	Percentage of the Company's annual consolidated Turnover	As stated above
5.	Value of Transaction	Not exceeding Rs. 100 Crores as mentioned above.
6.	Justification for the proposed RPTs	The Company and its subsidiary require funds from time to time to meet the urgent working capital requirements.
7.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its Related Party	As mentioned in the Pt No 3 above
8.	Details of the source of funds in connection with the proposed transaction	Source of the funds would be from Trust
9.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: • Nature of Indebtedness • Cost of fund and • Tenure	Not Applicable
10.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Terms as mentioned in Pt No 3 above Tenure: Upto the Date of 32 nd AGM to be held in year 2026
11.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	To meet the working capital requirement and other general corporate purposes of the Company.



12.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	Not Applicable.
13.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

By Order of the Board of Directors
TRANSWARRANTY FINANCE LIMITED

Sd/-
Suhas Borgaonkar
Company Secretary and Compliance Officer
ACS-3391

Registered Office:

403, Regent Chambers,
Nariman Point, Mumbai - 400021
CIN: L65920MH1994PLC080220
Email Id: companysecretary@transwarranty.com
Website: www.transwarranty.com
Tel: 022 40010900

Date : July 31, 2025

Place: Mumbai

DIRECTORS' REPORT

To,

The Members,

Transwarranty Finance Limited

The Directors are pleased to present to you the Thirty First Annual Report of Transwarranty Finance Limited ("the Company" or "your Company") detailing the business performance and operations of the Company, along with the Audited Financial Statements for the financial year ended March 31, 2025.

COMPANY OVERVIEW

Transwarranty Finance Limited is a non-deposit accepting Non-Banking Finance Company (NBFC) registered with the Reserve Bank of India (RBI), offering a comprehensive range of financial services encompassing both advisory and fund-based lending. It has been actively involved in various financial services for the past 30 years with its headquarters located in Mumbai and has a capital market subsidiary in Kochi that is actively engaged in providing comprehensive brokerage services. As per RBI categorisation of NBFCs vide its press release dated January 16, 2025, your Company falls under Base Layer for the year 2024-25. The Company is in compliance with RBI Scale Based Regulations.

FINANCIAL HIGHLIGHTS

The summarized financial performance highlights of the Company, as compared to the previous year, are as mentioned below:

(Rs. in Lakh)

Particulars	Standalone Results		Consolidated Results	
	FY 2025	FY 2024	FY 2025	FY 2024
Total Income	1246.56	1216.26	1574.07	1738.03
Total Expenditure	907.73	816.10	1840.97	1658.31
Profit/ (Loss) Before Exceptional Items and Tax	338.83	400.16	(266.90)	79.72
Exceptional Items	210.20	-	210.20	-
Total Tax Expenses	63.66	-	63.66	(0.31)
Profit/(Loss) for the Year	64.97	400.16	(540.76)	80.03
Other Comprehensive Income	1.32	(2.44)	(1.10)	(4.19)
Total Comprehensive Income	66.29	397.72	(541.85)	75.84
Appropriations:				
Reserves u/s. 45 IC of RBI Act	12.99	7.02	12.99	7.02

PERFORMANCE REVIEW

On Standalone basis, the Total Income of your Company was Rs. 1246.56 lakhs in the FY 2024-25 as compared to Rs. 1216.26 lakhs in the previous year, reflecting a marginal increase. Profit before exceptional item and tax was Rs. 338.83 lakhs during the year as compared to Rs. 400.16 lakhs in previous year. At Consolidated level the Total Income for the year 2024-25 was Rs. 1574.07 lakhs against Rs. 1738.03 lakhs in the previous year, mainly due to lower turnover of subsidiary company due to adverse market conditions. Similarly, loss before exceptional item and tax was Rs. 266.90 lakhs in 2024-25 as against profit of Rs. 79.72 lakhs in previous year, mainly due to loss of subsidiary company and the exceptional item.

Detailed information on operational and financial performance of the Company for this financial year is given in the Management Discussion and Analysis Report, which forms a part of the Directors' Report.

STATE OF AFFAIRS AND OPERATIONS OF THE COMPANY

The Company has established its presence in the domain of consumer lending through its digital platform. Its innovative approach led to the creation of its proprietary digital lending application named OROBORO app. Through strategic partnerships with various channel partners, the Company has successfully expedited its lending operations and there is huge potential to scale up the business.

To remain at the forefront of technological advancements, the Company has enhanced its technology infrastructure. This proactive approach has enabled the Company to effectively manage and support a larger volume of operations.

CONSOLIDATED ACCOUNTS

The Consolidated Financial Statements of the Company are prepared in accordance with Section 129 of the Companies Act, 2013 ("the Act") read with relevant Accounting Standards issued by the Institute of Chartered Accountants of India and forms part of this Annual Report. Pursuant to Section 136 of the Act the Standalone Financial Statements of the Company and the Consolidated Financial Statements along with the relevant documents form part of this Annual Report and separate audited accounts in respect of the subsidiaries are available on the website of the Company at <http://www.transwarranty.com/Investors/FinancialReport>

OPERATIONS OF SUBSIDIARY COMPANIES

As on March 31, 2025, the Company has a total of three subsidiaries, comprising two direct subsidiaries and one step-down subsidiary. The details are as follows:

- Vertex Securities Limited (VSL) and Transwarranty Capital Market Services Private Limited (TCMSPL) are direct subsidiaries of the Company.



- Vertex Commodities and Finpro Private Limited (VCFPL) is the subsidiary of Vertex Securities Limited.

❖ **Vertex Securities Limited**

Vertex Securities Limited, incorporated in 1993, is a well-established financial services company and a stock broking member of BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). It operates as a Depository Participant of the National Securities Depository Limited (NSDL), enabling it to offer seamless demat services to its clients. VSL is also a Securities and Exchange Board of India (SEBI) registered Merchant Banker, providing a broad spectrum of investment banking services. Further, VSL is a registered Mutual Fund Advisor with the Association of Mutual Funds of India (AMFI), facilitating investment advisory and distribution services in mutual funds.

During the financial year 2024-25, VSL reported a total income of Rs. 864.18 lakh as compared to Rs. 870.10 lakh in the previous year on standalone basis. The operations for the year resulted in a loss after tax of Rs. 74.86 lakh, as against a profit after tax of Rs. 37.96 lakh in the preceding year. Despite this temporary setback, VSL's underlying business fundamentals remain strong.

❖ **Transwarranty Capital Market Services Private Limited**

Transwarranty Capital Market Services Private Limited (TCMSPL), operates as a key technology platform for the Company. TCMSPL plays a pivotal role in supporting the Company's digital transformation by providing all the necessary technological infrastructure and services. TCMSPL specializes in facilitating API integrations and developing fintech applications tailored to the Company's requirements. By leveraging its expertise in financial technology, TCMSPL ensures seamless connectivity and efficient operations across Company's financial services. Additionally, TCMSPL is actively engaged in the development of a dedicated fintech app for the Company, aimed at enhancing the client experience and streamlining the delivery of financial solutions. Through its comprehensive technology support and innovation, TCMSPL significantly contributes to the advancement and modernization of the Company's offerings in the capital markets sector.

During the year, TCMSPL recorded a loss of Rs. 0.15 lakhs as against loss of Rs. 1.58 lakhs in the previous year.

❖ **Vertex Commodities and Finpro Private Limited**

Vertex Commodities and Finpro Private Limited (VCFPL), is a subsidiary of VSL.

During the financial year ended March 31, 2025, VCFPL had total income of Rs. 46.77 lakhs and net profit after tax of Rs. 4.67 lakhs as against the total revenue of Rs. 38.75 lakhs and net profit after tax of Rs. 8.55 lakhs in the previous year.

The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary companies.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of the financial statements of the Company's subsidiaries in Form AOC 1 is attached to the financial statements of the Company.

Your Company in accordance with the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI Listing Regulations) as amended, has formulated a Policy for determining its Material Subsidiaries. This policy has been uploaded on the Company's website and can be accessed at

www.transwarranty.com/Transwarranty/PdfViewer?path=Policies\Policy%20for%20determining%20Material%20Subsidiaries_policies_1632132701.pdf.

DIVIDEND

The Board of Directors has decided not to recommend any dividend for the financial year 2024–25, despite the Company having reported profit on a standalone basis. This decision has been taken after considering the overall financial position of the Company on a consolidated basis, the need to conserve resources for future business requirements and to strengthen the financial stability of the Company. The Board believes that this approach is in the long-term interest of the Company and its stakeholders.

TRANSFER TO RESERVE FUND

Under Section 45-IC (1) of Reserve Bank of India Act, 1934, NBFCs are required to transfer a sum not less than 20% of its net profit every year to reserve fund. Accordingly, the Company has transferred a sum of Rs. 12.99 lakhs to its reserve fund.

Pursuant to provisions of the Act read with relevant rules thereunder, the Company, being an NBFC, is exempt from creating debenture redemption reserve in respect of privately placed debentures including the requirement to invest up to 15% of the amount of debentures maturing during the next financial year. However, the Company maintains sufficient liquidity buffer to fulfil its obligations arising out of debentures. In case of secured debentures, an asset cover of at least 100% is maintained at all times.

SHARE CAPITAL STRUCTURE

❖ **Authorized Capital:**

The Authorised Share Capital as on March 31, 2025 stood at Rs. 61,00,00,000/- comprising of 6,10,00,000 Equity Shares of the face value of Rs. 10/- each.

During the year, the Authorised Share Capital of the Company was increased from Rs. 51,00,00,000/- (Rupees Fifty One Crore Only) divided into 5,10,00,000 (Five Crore Ten Lakhs) Equity Shares of Rs. 10/- each to the Authorised Share Capital of Rs. 61,00,00,000 (Rupees Sixty One Crore Only) divided into 6,10,00,000 (Six Crore Ten Lakhs) Equity Shares of Rs. 10/- each.

❖ Issued, Subscribed & Paid-up Capital:

The Issued and Subscribed Capital of the Company as on March 31, 2025 stood at Rs. 53,97,45,370/- comprising of 5,39,74,537 Equity Shares of the face value of Rs. 10/- each. The Paid-up Capital of the Company as on March 31, 2025 of Rs. 53,97,45,370/- comprised of 5,39,74,537 fully paid equity shares of Rs 10/- each.

During the year, the Company has allotted 3,00,000 Equity Shares to employee of the Company upon exercise of ESOP granted. The details of stock options granted and vested during the year are provided in the Notes to Accounts in the financial statements.

PUBLIC DEPOSITS

The Company has not accepted any deposits and as such no amount on account of principal or interest on public deposits under Section 73 and 76 of the Act, read together with the Companies (Acceptance of Deposits) Rules, 2014 was outstanding as on March 31, 2025.

NON-CONVERTIBLE DEBENTURES

Over the course of time, the Company has been consistently issuing unrated unlisted Non-Convertible Debentures (NCDs) on private placement basis in multiple tranches. During FY 2024-25, the Company has issued further NCDs amounting to Rs. 547 lakhs. Simultaneously, it has redeemed NCDs worth Rs. 266 lakhs. As of March 31, 2025, the Company's outstanding NCDs amount to Rs. 757 lakhs.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company, being an NBFC registered with the RBI and engaged in the business of providing loans in the ordinary course of its business, is exempt from complying with the provisions of Section 186 of the Act by virtue of notification issued under Companies (Amendment) Act, 2017, w.e.f. May 7, 2018, with respect to loans, guarantees and investments. Accordingly, the Company is exempted from complying with the requirements to disclose in the financial statements the full particulars of the loans given, investment made, guarantee given or security provided.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per Regulation 34 of SEBI Listing Regulations, a separate section on Management Discussion and Analysis Report highlighting the business of your Company forms part of the Annual Report as **Annexure A**. It *inter-alia*, provides details about the economy, business performance review of the Company's various businesses and other material developments during the year.

REPORT ON CORPORATE GOVERNANCE

Your Company is committed to maintain the highest standards of ethics and governance, resulting in enhanced transparency for the benefit of all stakeholders. The Company has complied

with the requirements under the Act and as stipulated under the provisions of the SEBI Listing Regulations.

The Report on Corporate Governance as stipulated under Regulation 27 of the SEBI Listing Regulations forms part of this Annual Report as **Annexure B**. A certificate of the Statutory Auditor confirming compliance of the Corporate Governance requirements by the Company is attached to the Report on Corporate Governance.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

❖ Directors

As on March 31, 2025, the Board of Directors of the Company comprised a blend of executive, non-executive and independent directors, reflecting a diverse and experienced leadership. Mr. Kumar Nair served as the Chairman and Managing Director, providing overall strategic direction and guidance to the Company. Mr. Ramachandran Unnikrishnan held the position of Director and Chief Financial Officer, overseeing the Company's financial management and operations. The other members of the Board include Mr. Sudharsanan Nair, Dr. Gopalakrishnan Balakrishna, Mr. Sachidanandan Menon and Ms. Rhujuta D Kene who are Independent Directors.

During the year, there were changes in the composition of the Board. Mr. Pravin Khatau, Independent Director, ceased to hold office upon completion of his term with effect from February 24, 2025 and Mrs. Nirmala Parab, Independent Director, also ceased to hold office upon completion of her term with effect from March 29, 2025. Further for strengthening the Board, Mr. Sachidanandan Menon was appointed as an Independent Director with effect from February 04, 2025 and Ms. Rhujuta D Kene was appointed as an Independent Director with effect from March 27, 2025. The Board thus continues to benefit from a wide range of expertise and experience, ensuring robust governance and effective oversight of the Company's affairs.

❖ Key Managerial Personnel:

Pursuant to the provisions of Section 203 of the Act, the following individuals were designated as Key Managerial Personnel (KMP) of the Company as on March 31, 2025.

- Mr. Kumar Nair served as the Chairman and Managing Director, providing overall leadership and strategic direction to the Company.
- Mr. Ramachandran Unnikrishnan held the position of Director and Chief Financial Officer, overseeing the Company's financial operations and management.
- Mr. Suhas Borgaonkar served as the Company Secretary and Compliance Officer, responsible for ensuring compliance with statutory and regulatory requirements, as well as facilitating effective corporate governance practices.



Together, these KMPs play a pivotal role in the management and administration of the Company's affairs in accordance with the applicable provisions of the Act.

❖ Retirement by Rotation

In accordance with the provisions of Section 152 of the Act, read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Kumar Nair (DIN: 00320541), retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

Pursuant to Regulation 36(3) of the SEBI Listing Regulations read with applicable Secretarial Standards issued by Institute of Company Secretaries of India (ICSI), brief resume of the Director proposed for appointment/re-appointment has been given in the statement annexed to the Notice convening the Annual General Meeting.

❖ Declaration by Independent Directors

The Independent Directors of the Company have furnished necessary declarations to the Company under Section 149(7) of the Act confirming that they meet the criteria of independence as prescribed for independent directors under Section 149(6) of the Act and Regulation 16(b) of the SEBI Listing Regulations.

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

FAMILIARIZATION PROGRAMME FOR DIRECTORS

The Independent Directors of the Company are persons of integrity, possessing rich experience and expertise in the field of corporate management, finance, capital market, economic and business information. The Company has issued appointment letter to the Independent Directors setting out in detail, the terms of appointment, duties, roles & responsibilities and expectations of the Independent Director. The Board of Directors has complete access to the information within the Company. Presentations are regularly made to the Board of Directors / Audit Committee / Nomination, Remuneration and Compensation Committee / Stakeholders' Relationship Committee on various related matters, where Directors have interactive sessions with the Management. Further the Managing Director also holds one to one discussion with the newly appointed Director to familiarize with the Company's operations.

The details of the Company's familiarization programme for Independent Directors can be accessed at <http://www.transwarranty.com/Investors/Policies>.

ANNUAL EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Nomination, Remuneration and Compensation Committee of the Company has laid down the criteria for performance evaluation of the Board and individual Directors including the Independent Directors and Chairperson covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its committees, Board Culture, execution and performance of specific duties, obligations and governance. It includes circulation of evaluation forms separately for evaluation of the Board, its Committees, Independent Directors / Non-Executive Directors / Executive Directors and the Chairman of your Company.

The Board and the Nomination, Remuneration and Compensation Committee reviewed the performance of individual Directors including the Chairman and the Managing Director on their personal performance, participation, contribution and offering guidance and understanding of the areas which were relevant to them in their capacity. The Directors were also assessed on selected parameters related to roles, responsibilities and obligations of the Board and functioning of the Committees including assessing the quality, quantity and timeliness of flow of information between the Company's Management and the Board which is necessary for the Board to effectively and efficiently perform their duties.

In a separate meeting of Independent Directors held on February 04, 2025, performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company was evaluated, taking into account the views of Executive Directors and Non-Executive Directors.

The Board expressed its satisfaction with the evaluation results, which reflect the high degree of engagement of the Board and its Committees with the Company and its Management.

BOARD COMMITTEES

The Board has constituted following Committees in compliance with the requirements of the business and relevant provisions of applicable laws and statutes:

- Audit Committee
- Nomination, Remuneration and Compensation Committee
- Stakeholders' Relationship Committee
- Debenture Issue Committee

All decisions pertaining to the constitution of the Committees, appointment of members and fixing of terms of reference/role of the Committees are taken by the Board of Directors.

Details of the role, terms of reference and composition of these Committees, including the number of meetings held during the financial year and attendance at meetings, are provided in the Corporate Governance Report, which forms a part of the Annual Report.

❖ **Audit Committee**

As on March 31, 2025, the Audit Committee comprises of following Members, Mr. Sudharsanan Nair, Mr. Kumar Nair, Dr. Gopalakrishnan Balakrishna and Ms. Rhujuta D Kene. The majority of the Committee is constituted by Independent Directors with Mr. Sudharsanan Nair, being the Chairman.

During FY2025, all recommendations of the Audit Committee were accepted by the Board.

❖ **Nomination, Remuneration and Compensation Committee**

As on March 31, 2025 the Nomination, Remuneration and Compensation Committee comprises of the following Members, Mr. Sudharsanan Nair, Mr. Kumar Nair, Dr. Gopalakrishnan Balakrishna and Ms. Rhujuta D Kene. The Committee comprises of majority of Independent Directors with Mr. Sudharsanan Nair, being the Chairman.

❖ **Stakeholders' Relationship Committee**

As on March 31, 2025 the Stakeholders' Relationship Committee comprises of the following Members, Mr. Sudharsanan Nair, Mr. Kumar Nair, Dr. Gopalakrishnan Balakrishna and Ms. Rhujuta D Kene. The Committee comprises of majority of Independent Directors with Mr. Sudharsanan Nair, being the Chairman.

❖ **Debenture Issue Committee**

The composition of Debenture Issue Committee as on March 31, 2025 comprises Mr. Sudharsanan Nair, Mr. Kumar Nair and Mr. Ramachandran Unnikrishnan as its Members.

MEETINGS OF THE BOARD AND COMMITTEES

The Board met 7 times during the financial year. The gap between these meetings was within the prescribed period under the Act and SEBI Listing Regulations. The details regarding the meetings of the Board of Directors, Committees of the Board and meeting of Independent Directors are provided in the Report on Corporate Governance, which forms part of the Annual Report.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

The Board of Directors affirms that the Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively. The Company has complied with the applicable Secretarial Standards.

INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

The 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. The Company's internal financial control over financial reporting includes those policies and procedures that pertain to maintenance of records, provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements and 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.

The Company's Board and Audit Committee reviews the adequacy and effectiveness of internal control systems, internal audit reports and legal compliances and provides guidance for further strengthening them. The Audit Committee reviews all quarterly and yearly financial results of the Company and recommends the same to the Board for its approval.

SIGNIFICANT AND MATERIAL ORDERS IMPACTING GOING CONCERN STATUS

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

MAINTENANCE OF COST RECORDS

The provisions of Section 148 of the Act are not applicable to the Company. Accordingly, there is no requirement of maintenance of cost records as specified under Section 148(1) of the Act.

SECRETARIAL AUDITOR

M/s. Yogesh Sharma & Co., Practicing Company Secretaries (Membership No. FCS 11305 & COP No. 12366), were appointed as the Secretarial Auditor of the Company for a period of 5 consecutive years, commencing from FY 2025-26 to FY 2029-30, at the Board meeting held on July 31, 2025, based on the recommendation of the Audit Committee, subject to the approval of the Members at the ensuing AGM of the Company. They will undertake secretarial audit as required and issue the necessary secretarial audit report for the aforesaid period in accordance with the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amended Regulation



24A of the SEBI Listing Regulations. They have confirmed that their appointment complies with the eligibility criteria in terms of SEBI Listing Regulations. The resolution seeking Members' approval for their appointment forms part of the Notice.

The Secretarial Audit Report for the year under review issued by Mr. Yogesh Sharma of M/s. Yogesh Sharma & Co is annexed to this Annual Report as **Annexure C**. There are no audit qualifications, in the said Secretarial Audit Report except as mentioned in the Report and the management response to the same which is self explanatory.

STATUTORY AUDITORS

At the 30th Annual General Meeting (AGM) of the Company held in the year 2024, the Shareholders had approved the appointment of M/s. Deoki Bijay and Co, Chartered Accountants, (Firm Registration No. 313105E), as the Statutory Auditors of the Company for a period of five years from the conclusion of the 30th AGM till the conclusion of the 35th AGM, in terms of the applicable provisions of Section 139(1) of the Act, read with the Companies (Audit and Auditors) Rules, 2014.

The Auditors' Report on the Financial Statements (Standalone and Consolidated) of the Company for the year under review, "with an unmodified opinion", as given by the Statutory Auditors, is disclosed in the Financial Statements forming part of this Annual Report. The Auditors' Report is clean and there are no qualifications in their Report.

The Notes to the Financial Statements (Standalone and Consolidated) are self-explanatory and do not call for any further comments.

INTERNAL AUDITOR

Pursuant to the provisions of the Act read with the applicable rules made thereunder, M/s. Anil Bhutra & Co., Chartered Accountants, were appointed as the Internal Auditors of the Company for the financial year 2024–25. The Firm was further re-appointed as Internal Auditors for the financial year 2025–26 at the Board Meeting held on May 02, 2025.

REPORTING OF FRAUD BY AUDITORS

During the year under review, no instances of fraud involving the Company's officers or employees were reported to the Audit Committee by the Statutory Auditors, Secretarial Auditors or Internal Auditor under Section 143(12) of the Act. Accordingly, no such details are required to be disclosed in the Directors' Report.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangement/transactions entered by the Company during FY 2025 with related parties were in compliance with the applicable provisions of the Act and SEBI Listing Regulations. Prior omnibus approval of the Audit Committee is obtained for all related party transactions which are foreseen and of repetitive nature. Such transactions are reviewed by the Audit Committee on a quarterly basis.

All related party transactions that were entered into during the year were on arm's length basis and in the ordinary course of business, as disclosed in Form AOC-2 which forms part of the Boards' Report as **Annexure D**. The Audit Committee has approved the related party transactions and subsequently the same were approved by the Board of Directors from time to time and the same are disclosed in the Financial Statements of the Company for the year under review.

Pursuant to Regulation 23 of the SEBI Listing Regulations, all related party transactions that were material in nature, as defined under the said Regulations, were duly approved by the shareholders of the Company at their meeting held on September 30, 2024.

Further, pursuant to the provisions of the Act and the SEBI Listing Regulations, the Board of Directors has, on recommendation of its Audit Committee, adopted a Policy on Related Party Transactions and the said policy is available on the website of the Company and can be accessed through following link <http://www.transwarranty.com/Investors/Policies>.

EMPLOYEES' STOCK OPTION

The Company formulated the Transwarranty Finance Limited Employees Stock Option Plan 2024 (ESOP 2024) during the financial year 2024. The ESOP 2024 was approved by the members of the Company at the Annual General Meeting held on September 30, 2024. The Plan is designed to grant stock options to eligible employees, thereby aligning their interests with the long-term goals of the Company and fostering a sense of ownership and motivation among the workforce.

Disclosures related to the ESOP have been made in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014, as per the annexures to this Report. Additionally, the Statutory Auditors and the Secretarial Auditor have certified the compliance of the ESOPs is in line with the applicable SEBI regulations and the resolutions passed by the Company's shareholders. The Plan reflects the Company's commitment to rewarding and retaining talent while ensuring compliance with all statutory and regulatory requirements.

Disclosures in terms of 'Guidance note on accounting for employee share-based payments' issued by ICAI and diluted EPS in accordance with Indian Accounting Standard (Ind AS) 33 - Earnings Per Share are provided in the Notes of Standalone Financial Statements in this Annual Report.

The Company has not issued any sweat equity shares or equity shares with differential rights during the year ended March 31, 2025.

ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, a copy of the Annual Return of the Company for the financial year ended March 31, 2025 will be uploaded on the website of the Company and can be accessed through following link

<https://www.transwarranty.com/Investors/AnnualReport/Transwarranty-Finance-Limited>

DISCLOSURE PERTAINING TO SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at work place and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provision of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

The Company has constituted an Internal Complaints Committee as per Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Your Directors state that during the year under review, there were no complaint received pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The status of complaints as on March 31, 2025 is as follows:

No. of Complaints received in the year	No. of Complaints disposed of during the year	No. of Complaints pending for more than 90 days
Nil	Nil	Nil

DISCLOSURE PURSUANT TO THE MATERNITY BENEFIT ACT, 1961

Your Company remains compliant with respect to the provisions of Maternity Benefit Act, 1961 and further confirms that there has been no deviation from the provision of the Maternity Benefit Act, 1961.

POLICIES

❖ NOMINATION AND REMUNERATION POLICY

Pursuant to Section 178 of the Act, the Board has devised Nomination and Remuneration Policy for determining director attributes and remuneration of Directors, Key Managerial Personnel and Senior Management Employees. The said Policy is available on the website of the Company and can be accessed through following link <http://www.transwarranty.com/Investors/Policies>

❖ CODE FOR PREVENTION OF INSIDER TRADING

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Company has adopted a Code of Fair Disclosure to formulate a framework and policy for disclosure of events and occurrences that could impact price discovery in the market for its securities as per the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code of Fair Disclosure has been made available on the Company's website and can be accessed through following link <http://www.transwarranty.com/Investors/Policies>.

❖ RISK MANAGEMENT POLICY

Risks are an integral part of business and it is imperative to manage these risks at acceptable levels in order to achieve business objectives. The risks to which the Company is exposed to are both external and internal. The Company has in place a Risk Management Policy, to identify and evaluate the various elements of risk, which may pose a threat to the business and existence of the Company. After identifying the risk and assessing the level of impact, controls are put in place to mitigate the risk. The Policy has different risk models, which help in identifying risks trend, exposure and potential impact analysis at the Company Level.

❖ WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Company has Whistle Blower Policy encompassing vigil mechanism to report genuine concerns and grievances of directors and employees in confirmation with section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations. The Policy provides adequate safeguards against victimization of persons who use the Whistle Blower mechanism. It provides appropriate avenues to the employees to bring to the attention of the management any issue, which is perceived to be in violation or in conflict with the fundamental business of the Company. The employees are encouraged to voice their concerns by way of the Policy and have been given access to the Audit Committee. The Policy is available on the website of the Company at <http://www.transwarranty.com/Investors/Policies>.

❖ CORPORATE SOCIAL RESPONSIBILITY POLICY

The provisions pertaining to Corporate Social Responsibility (CSR) are not applicable to the Company.



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

The Company ensures optimized and efficient consumption of energy in all the offices/branches of the Company. With the implementation of its digital initiatives, the Company has also substantially reduced its paper consumption.

The Company has always leveraged technological innovations to improve its operational efficiency and satisfy and retain its customer base. Keeping in line with the SEBI guidelines, the Company has been automating the customer on-boarding process. This has enabled the Company to reduce time-consuming activities and complexity of physical on-boarding of clients.

The details regarding foreign exchange earnings and outgo are given below:

Earnings: Nil

Outgo - Nil

HUMAN RESOURCES

As a service Company, the Company's operations are heavily dependent on qualified and competent personnel. As on 31st March 2025, the total strength of the Company's permanent employees stood at 37 excluding casual & contract staff. Your Company takes significant effort in training all employees at various levels.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

There are no employees drawing a monthly or yearly remuneration in excess of the limits specified under Section 197 of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any amendments thereof.

The information containing particulars of employees as required under Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time is attached herewith as **Annexure E**.

MATERIAL CHANGES AND COMMITMENTS

There has been no change in the nature of business during the year. There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) of the Act and based on the information provided by the Management, the Directors state that:

1. In preparation of annual accounts for the year ended 31st March, 2025, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any;
2. 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 31st March, 2025 and profit of the Company for the year ended on that date;
3. They have 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;
4. They have prepared the annual accounts on a going concern basis;
5. They have laid down proper internal financial controls to be followed by the Company and they were adequate and operating effectively and
6. They have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively

CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT

The Board has adopted a Code of Conduct for Directors & Senior Management in accordance with the provisions of the Act and Regulation 17(5) of SEBI Listing Regulations. The Code also incorporates the duties of Independent Directors. All the Board Members and Senior Management Personnel have confirmed compliance with the Code. A declaration to that effect signed by the Managing Director forms part of the Corporate Governance Report. A copy of the Code has been put on the Company's website.

TRANSFER OF FUNDS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the provisions of Section 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all unpaid or unclaimed dividends are required to be

transferred by the Company to the Investor Education and Protection Fund ("IEPF" or "Fund") Account established by the Central Government, after completion of seven years from the date the dividend is transferred to unpaid/ unclaimed account.

During FY 2024-25, the Company had not transferred any shares to IEPF Account.

INSOLVENCY AND BANKRUPTCY CODE

During the financial year under review, no applications was made or proceeding initiated against the Company under the Insolvency and Bankruptcy Code, 2016 nor any such proceeding was pending at the end of the financial year 2024-25.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

There was no instance of one-time settlement with any Bank or Financial Institutions during the period under review.

RBI GUIDELINES

The Company continues to fulfil all the norms and standards laid down by RBI pertaining to non-performing assets, capital adequacy, statutory liquidity assets, etc.

ACKNOWLEDGEMENT

Your Directors wish to express their sincere gratitude for the co-operation and continued support received from customers, shareholders, investors, collaborators, vendors, financial institutions, banks, regulatory authorities and the society at large during the year.

Your Directors recognize and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to its progress.

For and on behalf of the Board of Directors

Kumar Nair
Chairman
DIN: 00320541

Date: July 31, 2025
Place: Mumbai



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Global Economic Overview

The global economy demonstrated resilience, recording a growth rate of 3.2%, despite ongoing geopolitical tensions, realignment of supply chains, shifting trade patterns and heightened policy uncertainty. Global inflation rates have stabilised after a period of general decline, enabling central banks to adopt more expansionary policies. Global average inflation declined from 5.7% in 2024 to 4.95% in 2025.

The US economy maintained steady growth on firm job data and consumer demand. However, in Europe, growth remained sluggish with low consumer confidence. China's economy faced weak consumer demand, industrial oversupply and financial instability with its housing market crisis. Conversely, growth in emerging markets remained relatively stable, despite economic strain and trade uncertainty.

The global economic growth is expected to be moderate at 2.8% in CY 2025 and 3% in CY 2026. Ongoing trade and tariff uncertainty, sustained geopolitical conflicts, and shifting policies under the new US administration can affect the financial market's stability, hindering investment and economic growth. However, Emerging economies are expected to drive global growth. India's growth to remain stable at 6.2% in 2025 and 6.3% in 2026 supported by a strong services sector, proactive domestic policies and private consumption, particularly in rural areas.

Indian Economic Overview

Despite global economic uncertainty, the Indian economy retained its position as one of the fastest-growing economies in the world. India's real GDP growth in FY 2024-25 remained stable at 6.5%. Some of the key sectors driving this growth are construction, utility services, finance, real estate, professional services, public administration, defence and other services. Both the Private Consumption and Government Consumption witnessed a growth rate of 7.3% and 4.1% respectively during FY 2024-25 over the previous year. On the external front, overall exports of India registered positive expansion during FY 2024-25. Although merchandise imports outpaced exports, widening the trade deficit, the sustained rise in net service receipts helped bolster the current account balance.

Going forward, sustained geopolitical conflicts, ongoing trade and tariff uncertainty, and shifting policies under the new US administration causing disruptions in global supply chains and volatile commodity prices could exert inflationary pressures. However, the structural long-term growth story for India remains intact driven by favourable demographics and stable

governance, ongoing domestic and foreign investments, robust manufacturing growth and improvement in trade and financial services. The proactive policies of the government, the income tax relief for salaried individuals in the Union Budget, the remarkable pace of digitalisation, the easing food inflation and growth in tier III and IV cities is expected to further augment the demand. Despite the potential risks, the Indian economy is predicted to sustain its growth with strengthened fundamentals.

Industry Overview

The Financial Services sector in India is a diversified sector consisting of commercial banks, insurance companies, non-banking financial companies, housing finance companies, co-operatives, pension funds, mutual funds and various other smaller financial entities.

Non-Banking Financial Companies (NBFCs) have emerged as powerful engines of credit and growth, by expanding access to financial services, particularly for historically underserved or excluded segments. By complementing the traditional banking system, NBFCs have utilised innovative credit models that leverage technology and local insights to create customised financial products tailored to diverse borrower needs. Their agility and close customer contacts have enabled them to play a significant role that is complementary to the traditional banks and catalytic in building a new financial ecosystem. The NBFC sector's Assets Under Management (AUM) has surged by 20% YoY in FY 2025, in contrast to the growth in banks credits valued at 12%.

Retail lending continues to be a key facilitator of financial inclusion and profitability, with unsecured lending gaining notable traction. The ratio of unsecured to secured loans in India is 30:70 which is significantly higher than the mix in most large economies. Earlier RBI raised the risk weights by 25 bps to 125% on unsecured retail loans, due to indiscriminate growth particularly in personal loans and credit cards. Despite the rising unsecured lending, asset quality has shown improvement. Non-Performing Assets have declined from 2.7% to 2.6% for NBFCs and from 2.8% to 2.2% for banks.

India's fintech industry is the third largest in the world. AUM for mutual funds are expected to exhibit a sixfold rise over the last ten years till the end of 2025. These developments have positioned India as the global leader in fintech adoption, with rapid digitalisation across financial services. As NBFCs have become more significant, the RBI has enhanced its regulation of the sector and has issued various guidelines to address the industry specific issues such as contagion risk in the financial

system, banking regulation, fintech and payment systems, simplified underwriting processes, concentration of credit risk, exposure towards technology related risks, co-lending guidelines etc.

Overall, the NBFC sector in India will continue to demonstrate resilience, innovation, and adaptability, thereby positioning itself for sustained growth and financial inclusion in the years ahead.

Company Overview

Transwarranty Finance Limited is a non-deposit accepting Non-Banking Finance Company ("NBFC"), holding a license from the Reserve Bank of India ("RBI") engaged in a wide spectrum of financial services, both advisory and fund-based lending mainly focussed on Digital Lending. The Company is headquartered in Mumbai and has a capital market subsidiary engaged in equity / commodities / currency broking and Merchant Banking activities.

The Company achieved a total Income of Rs. 1246.56 lakh compared to Rs. 1216.26 lakh in previous year on standalone basis. On consolidated basis, the revenue was Rs. 1574.07 lakh during the current year as compared to Rs. 1738.03 lakh in the previous year, mainly due to lower total income of subsidiary operations. The subsidiary company, Vertex Securities Limited achieved consolidated revenue of Rs. 910.95 lakh against Rs.908.85 lakh in the previous year.

The Company has been in the personal and consumer lending business on digital platform. It has developed its own digital lending OROBORO app as well. The Company has collaborated with many channel partners and have accelerated lending activities. The number of disbursements during the year have increased substantially to Rs. 2270.11 lakh (12,125 No. of loans). The Company has taken necessary steps to further upgrade the technology platform and has put in place the systems to cater to higher scale of operations. The business activity is very encouraging and there is huge potential to scale up the business.

Business Outlook

Transwarranty Finance Limited, an RBI registered NBFC is active in a wide gamut of Financial Services like Corporate Finance, Project Finance, Trade Finance, Investment Banking, Digital Lending etc. Excellent domain expertise combined with a strong client and institutional relationship network nurtured over last 30+ years has ensured that all the companies in the Group are well poised to unlock value for its shareholders in the fast-evolving financial landscape in India.

The Company has collaborated with multiple channel partners for lending. This will accelerate the scale up in fund based

digital lending business. The Company strives to be an important player in pocket loans segment. It is exploring equity capital from strategic / financial investors to finance the growth in its lending business.

The Company has developed OROBORO app for seamless digital lending. It is in the process of integrating it with other technology platforms for complete automation. Application Program Interface (API) based integrations and full set of digital payment options and the integration with partner networks is likely to improve operational efficiency.

The Company conducts all capital market activities through its subsidiary company, Vertex Securities Limited. This includes broking into equity & equity derivatives, commodities and currency broking and distribution of third-party products and Merchant Banking Activities.

Strengths, Weakness, Opportunities and Threats (SWOT) analysis

Strengths:

- Professional and ethical management
- Availability of basic funding
- Various Channel partners
- Stringent cost control
- Follows risk management systems
- Strong collection field force
- Strong Technological base

Weakness:

- Limitations in raising capital for scaling of business

Opportunities:

- Scalability of digital lending business
- Leveraging technology for ease of operations
- Distribution of various financial products
- Wealth management

Threats:

- Exposed to systemic risks and economic risks

Risk Management

Risk Management is an integral part of the Company's business strategy. The Company is exposed to specific risks that are peculiar to its business including interest rate volatility, economic cycle, market risk and credit risk. The Management continuously assesses the risk and monitors its business and risk management policies to mitigate risk.

**Internal Control Systems and their Adequacy**

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 laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficacy of the Company's internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company.

Human Resource

The Company believes that the Human resources play a vital role in giving the Company a competitive edge. The Company's philosophy is to provide congenial work environment, performance-oriented work culture, knowledge acquisition / dissemination, creativity and responsibility. As in the past, the Company has enjoyed cordial relations with the employees at all levels. Our employee strength is 37 as on 31st March, 2025.

Key Ratios

Particulars	FY 2024-25	FY 2023-24
Current Ratio (Current Assets/ Current Liabilities)	3.14	1.15
Return on Equity (Profit for the period / Equity Share Capital)	0.01	0.08
Debt Equity Ratio (Debt/Equity)	0.73	0.75
Debt Service Coverage Ratio (Operating Income/ Debt)	1.12	3.46

Operating Profit Margin (%) (Profit Before Tax/Revenue from operation)	18.33%	67.65%
Net Profit Margin (%) (Profit for the period/Revenue from operation)	9.26%	67.65%
Interest Service Coverage Ratio (Earnings EBITDA/Interest)	6.19	14.22

Cautionary Statements

Statements in this Report describing the Company's objectives, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events. These statements are subject to risks and uncertainties. Actual results could differ materially from those expressed or implied since there could be many factors which are beyond the control of the Management. The Company assumes no responsibility in respect of forward-looking statements that may change due to subsequent developments.

For and on behalf of the Board of Directors

Kumar Nair
Chairman
DIN : 00320541

Date: July 31, 2025
Place: Mumbai

REPORT ON CORPORATE GOVERNANCE

Corporate Governance:

Corporate governance refers to a set of laws, regulations and good practices that enable an organization to perform efficiently and ethically, generate long term wealth and create value for all its stakeholders. The Company believes that sound Corporate Governance is critical for enhancing and retaining investor trust and the Company always seeks to ensure that its performance goals are met with integrity. The Company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate governance viz., integrity, equity, transparency, fairness, disclosure, accountability and commitment to values.

1. Company's Philosophy on Code of Corporate Governance:

Transparency, fairness, disclosure and accountability are central to the working of the Company and its Board of Directors. The Company has always been guided by conviction of adhering to transparency, accountability and integrity. The Company believes and acknowledges individual and collective responsibilities to manage the business activities with integrity.

The Company lays great emphasis on regulatory compliances and strives to ensure that high standard of professionalism and ethical conducts are maintained throughout the organization. The Board undertakes its fiduciary responsibilities to all its stakeholders by ensuring transparency, fairplay and independence in its decision making. A Good Corporate Governance framework incorporates a system of robust checks and balances between key players; namely, the Board, its Committees, the management, auditors and various other Stakeholders. Corporate Governance practice has always been an integral part of your Company's philosophy and your Company is committed to achieving and maintaining the highest standards of Corporate Governance.

2. Board of Directors :

The Board reviews and approves the Company's strategic, operational and financial plans. It also guides corporate strategy, takes key strategic decisions, reviews major plans of action etc. Besides, the plans of action also includes review of the risk policy, review and approval of annual budget and business plans and monitor performance against corporate strategy.

The Board of Directors of the Company play a crucial role in overseeing how the management serves the short-term and long-term interests of stakeholders. This belief

is reflected in the governance practices, under which the Company strives to maintain an effective, informed and independent Board.

a) Composition and size of the Board

The Company's policy is to have an appropriate mix of Executive and Non-Executive Directors. The size and composition of the Board, conforms to the requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

As on March 31, 2025, the Company's Board consisted of six Directors including one woman Director, all the members with good academic background and with rich professional experience in various fields. Out of the six Directors, Managing Director and CFO are Executive Directors and other four are Independent Directors. None of the Directors are related to each other.

All the Directors possess the requisite qualifications and experience in general corporate management, audit, finance, banking, legal and other allied fields enabling them to contribute effectively in their capacity as Directors of the Company.

b) Meetings of the Board:

During the financial year 2024-25, the Board met 7 (Seven) times on May 02, 2024, May 13, 2024, June 27, 2024, August 09, 2024, September 19, 2024, November 14, 2024 and February 04, 2025 respectively. The gap between these meetings was within the prescribed period under the Companies Act, 2013 ("the Act") and SEBI Listing Regulations.

The necessary quorum was present for all the meetings. The notice and detailed agenda along with the relevant notes and other material information were sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board.

Pursuant to Section 149 of the Act read with Schedule IV of the said Act and Regulation 25 of the SEBI Listing Regulations, a separate meeting of the Independent Directors of the Company was held on February 04, 2025, to review the performance of Non-Independent Directors of the Company and the Board as a whole.

The Company Secretary prepares the agenda and the explanatory notes, in consultation with the Managing Director and circulates the same in advance to the Directors. Every Director is free to suggest inclusion of items on the agenda. The Board meets at least once in



every quarter inter alia to review the quarterly financial results. Additional Meetings are held as and when necessary. The Minutes of the proceedings of the meetings of the Board of Directors are noted and the draft minutes are circulated amongst the members of the Board for their perusal. Comments, if any, received from the Directors are also incorporated in the minutes, in consultation with the Chairman of the meeting. Senior Management Personnel are invited to provide additional inputs for the items being discussed by the Board of Directors as and when necessary.

The necessary disclosure regarding Directorships and Committee positions have been made by the Directors who are on the Board of the Company as on March 31, 2025.

c) Record of Attendance of Directors and other details:

Name of Director	Designation	No. of Board meetings attended	Last AGM attendance	No. of Directorships in other public company including this Company	No. of Committee Positions in other Public Company		Directorship in other listed entities	
					Chairperson	Member	Name of the entity	Category of Directorship
Mr. Kumar Nair	Chairman & Managing Director	7	Yes	2	Nil	Nil	Vertex Securities Limited	Executive Director
Mr. Ramachandran Unnikrishnan	Executive Director & Chief Financial Officer	7	Yes	2	Nil	2	Vertex Securities Limited	Managing Director
Mr. Pravin Khatau*	Independent Director	4	Yes	1	Nil	Nil	Nil	Nil
Mrs. Nirmla Sachin Parab**	Independent Director	5	Yes	1	Nil	Nil	Nil	Nil
Mr. Sudharsanan Nair	Independent Director	5	Yes	1	Nil	Nil	Nil	Nil
Dr. Gopalakrishnan Balakrishna	Independent Director	7	Yes	2	Nil	Nil	Nil	Nil
Dr. Sachidanandan Menon [^]	Independent Director	0	No	1	Nil	Nil	Nil	Nil
Ms. Rhujuta D Kene ^{^^}	Independent Director	0	No	1	Nil	Nil	Nil	Nil

[^]Appointed by the Board w.e.f. February 4, 2025, which was subsequently approved by the shareholders through Postal Ballot

^{^^}Appointed by the Board w.e.f. March 27, 2025, which was subsequently approved by the shareholders through Postal Ballot

* Cessation due to completion of term w.e.f. February 24, 2025

** Cessation due to completion of term w.e.f. March 29, 2025

- None of the Directors on the Board hold directorships in more than twenty companies at the same time. None of the Directors has directorships in more than ten public limited companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a Director.
- Other directorships do not include directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act.
- Only Chairpersonship/membership of Audit Committee and Stakeholders' Relationship Committee of Listed and Public Limited Company has been considered.

As per the declaration received from the Directors, none of the Directors of the Company is an independent director in more than seven equity listed companies or in more than three equity listed companies in case he is a whole-time director in any listed company.

None of the Directors are related to each other.

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

Name	Category	Number of equity shares
Mr. Kumar Nair	Managing Director	2,95,56,148
Mr. Ramachandran Unnikrishnan	Executive Director	2,66,909
Mr. Sudharsanan Nair	Non-Executive – Independent Director	100
Dr. Gopalakrishnan Balakrishna	Non-Executive-Independent Director	Nil
Mr. Sachidanandan Menon	Non-Executive – Independent Director	Nil
Ms. Rhujuta D Kene	Non-Executive – Independent Director	Nil

e) Appointment of Directors:

i. Retire by Rotation:

Mr. Kumar Nair shall retire by rotation at the ensuing Annual General Meeting (AGM) pursuant to Section 152 of the Act and being eligible offers himself for re-appointment.

ii. Appointment of Independent Director:

Mr. Sachidanandan Menon (DIN: 06642819), has been appointed as an Independent Director of the Company w.e.f. February 04, 2025, for a first term of 5(five) consecutive years.

Ms. Rhujuta D Kene (DIN: 11014930), has been appointed as an Independent Woman Director of the Company w.e.f. March 27, 2025 for a first term of 5(five) consecutive years.

The brief resume and information relating to Mr. Kumar Nair is furnished as part of the Notice convening the Annual General Meeting.

f) Meeting of Independent Directors:

During the year under review, the Independent Directors met on February 04, 2025 to discuss *inter alia*:

- Evaluation of performance of Non-Independent Directors and Board of Directors as a whole.
- Evaluation of the performance of the Chairman of the Company.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Company has adopted well-structured induction programmes for orientation and training of Directors at the time of their joining so as to provide them with an opportunity to familiarize themselves with the Company, its management, its operations and the industry in which the Company operates.

The Board has an active communication channel with the executive management, which enables Directors to raise queries, seek clarifications for enabling a good understanding of the Company and its various operations.

The details of the familiarization programme of the Independent Directors are available on the website of the Company at <http://www.transwarranty.com/Investors/Policies>.

g) Confirmation regarding independence of Independent Directors:

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

All Independent Directors of the Company have been appointed as per the provisions of the Act and SEBI Listing Regulations. They have also confirmed compliance with the Section 150 of the Act and Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014 relating to the inclusion of their name in the databank of Independent Directors maintained by Indian Institute of Corporate Affairs.

Based on the disclosures received from all the Independent Directors, the Board is of the opinion that the Independent Directors fulfil the conditions specified in Section 149 of the Act and the SEBI Listing Regulations and are independent of the Management.

h) Performance evaluation criteria for Independent Directors

Performance evaluation criteria for independent directors is determined by the Nomination, Remuneration and Compensation Committee. The evaluation of performance is carried out by considering the factors such as experience and skills, participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgment.



i) A Chart / Matrix setting out the skills / expertise / competence of the Board of Directors:

As stipulated under Schedule V to the SEBI Listing Regulations, core skills/expertise/competencies as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

The list of core skills/expertise/competencies identified by the Board as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Directors is as below:

Core Skill/ Expertise/ /Competencies	Mr. Kumar Nair	Mr. Ramachandran Unnikrishnan	Mr. Sudharsanan Nair	Dr. Gopalakrishnan Balakrishna	Mr. Sachidanandan Menon	Ms. Rhujuta D Kene
Management and strategy	YES	YES	-	-	YES	YES
Human Resources and Industrial Relations	-	-	-	-	YES	-
Banking, Investment, Treasury and Forex Management	-	-	YES	YES	YES	YES
Insurance, Mutual Fund and Financial Services	YES	YES	YES	YES	-	-
Audit and Risk Management	YES	YES	YES	-	YES	YES
Corporate Governance and Ethics	YES	-	-	YES	YES	YES
Global Business Leadership	YES	YES	-	-	-	YES
Law	-	-	-	YES	-	YES
Economics and Statistics	YES	-	-	-	-	YES
Regulatory, Government and Security matters	YES	YES	YES	YES	YES	-
Academics, Education and Authorship	YES	YES	YES	YES	YES	-
Information Technology, Systems and Computers	YES	YES	-	-	-	YES

j) Information to the Board:

The Board of Directors has complete access to the information within the Company, which *inter-alia* includes:

- Annual revenue budgets and capital expenditure plans;
- Quarterly results and results of operations of Company and business segments;
- Financing plans of the Company;
- Minutes of meeting of Board of Directors, Audit Committee, Nomination, Remuneration and Compensation Committee, Stakeholders' Relationship Committee and other Committees, if any;

- Compliance or non-compliance of any regulatory, statutory nature or listing requirements and investor service such as delay in share transfer, etc., if any.

3. Committees of the Board

The Committees of the Board focus on certain specific areas and make informed decisions within the delegated authority. The Chairperson of each Committee briefs the Board on significant discussions at its meetings. The composition and the terms of reference of various Committees constituted by the Board, *inter alia* including the details of meetings held during the year and attendance thereat in accordance with the Act, and the SEBI Listing Regulations are as below :

(a) Audit Committee:

In compliance with the provisions of Section 177 of the Act and Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations, the Committee comprises of 4 members with majority of the members being the Independent Directors of the Company. The members of the Committee possess sound knowledge and experience in the fields of Audit, Accounts, Finance, Taxation and Internal Controls. The quorum of the Committee is two members or one-third of its members, whichever is higher, with at least two Independent Directors being present.

During the financial year 2024-25, Audit Committee met 4 (four) times on May 2, 2024, August 9, 2024, November 14, 2024 and February 4, 2025.

Attendance and composition of Audit Committee:

Name	Designation	Category	Attendance
Mr. Sudharsanan Nair	Chairman	Independent Director	4/4
Mr. Kumar Nair	Member	Executive Director	4/4
Mrs. Nirmala Parab^	Member	Independent Director	4/4
Dr. Gopalakrishnan Balakrishna	Member	Independent Director	4/4
Ms. Rhujuta D Kene*	Member	Independent Director	0/0

*Appointed as a Member w.e.f. March 29, 2025

^ Mrs. Nirmala Parab, ceased be a member w.e.f. March 29, 2025 due to completion of her term as a Director.

The Board has designated the Company Secretary to act as Secretary of the Audit Committee.

Powers of Audit Committee:

- To investigate any activity within the terms of reference
- To seek information from any employee
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if considered necessary

Terms of Reference:

The Audit Committee, *inter-alia*, reviews and reports to the Board on the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

- Recommending to the Board, the appointment, re-appointment, terms of appointment and if required replacement or removal of Auditors and fixation of Audit Fees;
- Approval of payment to Statutory Auditors for any other services rendered by Statutory Auditors;
- Reviewing with management the annual financial statements and Auditor's Report before submission to the Board for approval, with particular reference to:
 - Matters required to be included in Directors' Responsibility Statement to be included in the Director's Report;
 - Changes if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosures of related party transactions;
 - Qualifications in draft Audit Report;
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency regarding the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval of any subsequent modification of transactions with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;



11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management the performance of Statutory and Internal Auditors, adequacy of internal control systems;
13. Reviewing the adequacy of Internal audit function, if any, including the structure of the internal audit department, staffing and the seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit;
14. Discussion with Internal Auditors on any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of Internal Control Systems of a material nature and reporting the matter to the Board;
16. Discussion with the Statutory Auditors before the audit commences, about nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for the substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of Whistle Blower Mechanism;
19. Approval of appointment of Chief Financial Officer (i.e. the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding Rs. 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments;
21. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
22. Carrying out any other function as is mentioned in the terms of reference of Audit Committee.

In addition to the above, the Audit Committee reviews information mandatorily required to be reviewed as per the SEBI Listing Regulations. The powers and terms of reference of the Audit Committee are in accordance with the provisions of the SEBI Listing Regulations.

(b) Nomination, Remuneration and Compensation Committee:

In compliance with Section 178 of the Act and Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations, the Board has constituted the Nomination, Remuneration and Compensation Committee with four members.

The Committee acts as a Nomination and Remuneration Committee under Section 178(1) of the Act and as Compensation Committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

During the financial year 2024-25, the Committee met 4 (four) times on May 2, 2024, August 9, 2024, November 14, 2024 and February 4, 2025.

Attendance and composition of Nomination, Remuneration and Compensation Committee:

The Board has constituted a Nomination, Remuneration and Compensation Committee comprising the following Directors:

Name	Designation	Category	Attendance
Mrs. Nirmala Parab [^]	Chairperson	Independent Director	4/4
Mr. Kumar Nair	Member	Executive Director	4/4
Mr. Sudharsanan Nair [#]	Chairperson	Independent Director	4/4
Dr. Gopalakrishnan Balakrishna	Member	Independent Director	4/4
Ms. Rhujuta D Kene [*]	Member	Independent Director	0/0

^{*}Appointed as a Member w.e.f. March 29, 2025

[^] Mrs. Nirmala Parab, ceased to be a Director w.e.f. March 29, 2025 due to completion of her term as a Director.

[#] Appointed as Chairman w.e.f March 31, 2025

Terms of Reference

1. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board, a policy relating to the Remuneration of the Directors, Key Managerial Personnel and other senior employees.
2. For every appointment of an Independent Director, the Nomination, Remuneration and Compensation Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have

the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity and
 - c. consider the time commitments of the candidates.
3. To formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors.
 4. To devise a policy on Board Diversity.
 5. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
 6. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
 7. To recommend to the Board, all remuneration, in whatever form, payable to senior management.
 8. Performing such other duties and responsibilities as may be required

Evaluation of Directors

The Company has in place performance evaluation criteria for Board, Committees, Chairperson and Directors. The criteria for evaluation of independent directors, *inter-alia*, includes their ability to bring external expertise and independent judgment that enhances the objectivity of the Board's deliberations—particularly on matters related to strategy, performance, resource allocation, key appointments, risk management, and standards of conduct. It also considers their commitment to devote adequate time and attention to professional obligations, enabling independent decision-making in the best interest of all stakeholders. The criteria is hosted on the website of the Company and can be accessed at: <http://www.transwarranty.com>

Nomination and Remuneration Policy

The Company's Nomination and Remuneration Policy aims to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company. The Policy is designed to attract talented personnel and remunerate them fairly and reasonably. The Company's Nomination and Remuneration policy is available on the website of the Company at <http://www.transwarranty.com/Transwarranty/InvestorRelations>

(c) Stakeholders' Relationship Committee:

The Board has constituted a Stakeholders' Relationship Committee which is in line with the provisions of Section 178 of the Act and Regulation 20 read with Part D of Schedule II of SEBI Listing Regulations.

The Committee consists of four members. The Committee considers and resolves the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc.

During the year under review, the meeting of the Committee was held on February 04, 2025.

Attendance and composition of Stakeholders' Relationship Committee:

Name	Category	Designation	No. of Meeting held/ attended
Mr. Sudharsanan Nair	Independent Director	Chairman	1/1
Mrs. Nirmala Parab^	Independent Director	Member	1/1
Mr. Kumar Nair	Executive Director	Member	1/1
Dr. Gopalakrishnan Balakrishna	Independent Director	Member	1/1
Ms. Rhujuta D Kene*	Independent Director	Member	0/0

*Appointed as a Member w.e.f. March 29, 2025

^ Mrs. Nirmala Parab, ceased to be a member w.e.f. March 29, 2025 due to completion of her term as a Director.

Mr. Suhas Borgaonkar, Company Secretary acts as the Compliance Officer of the Company. The investors may register their complaints at the email: companysecretary@transwarranty.com

Terms of reference:

The terms of reference of the Stakeholders' Relationship Committee, in accordance with the SEBI Listing Regulations, are:

- (i) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
- (ii) Review of measures taken for effective exercise of voting rights by shareholders.
- (iii) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.



- (iv) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

Number of Complaints:

Details of investor complaints received and redressed during the year 2024- 25 are as follows:

Ongoing	Received	Resolved	Pending	Complaints not resolved to the satisfaction of Stakeholders
Nil	Nil	Nil	Nil	Nil

The Stakeholders' Relationship Committee reviews and redresses shareholder grievances / complaints and oversees the performance of the Registrars and Share Transfer Agents and recommends measures for overall improvement of the quality of investor services. The Committee also keeps a close watch on the performance of MUFG Intime India Private Limited, the Registrar & Share Transfer Agents (RTA) of the Company.

(d) Debenture Issue Committee

The Company has established a Debenture Issue Committee tasked with overseeing all aspects of operations and ensuring compliance concerning Non-Convertible Debentures. The Committee comprises Mr. Sudharsanan Nair, Mr. Kumar Nair and Mr. Ramachandran Unnikrishnan as its Members.

(e) Rights Issue Committee

The Company had formed a Rights Issue Committee responsible for overseeing the process of issuing and allocating rights shares. The Committee was dissolved with effect from February 4, 2025.

4. SENIOR MANAGEMENT

Details of Senior Management as on March 31, 2025 are as follows:

Sr No.	Name	Designation
1.	Mr. Ramachandran Unnikrishnan	Executive Director & CFO
2.	Mr. Suhas Borgaonkar	Company Secretary & Compliance Officer
3.	Mr. Haridas T.V	General Manager – Business Development

4.	Mr. Roby Sasidharan	General Manager – Accounts
5.	Mr. Sachin Patil	General Manager
6.	Mr. Rajaram Rajagopalan	General Manager
7.	Mr. Raviraja Poojary	General Manager
8.	Mr. Shailendra Rai	General Manager (Loan Accounts and MIS)

5. REMUNERATION OF DIRECTORS

The Company's Nomination & Remuneration Policy aims to pay equitable remuneration to all the Directors, Key Managerial Personnel and employees of the Company to harmonize the aspirations of human resources consistent with the goals of the Company. The Policy is designed to attract talented personnel and remunerate them fairly and reasonably.

The remuneration paid to Mr. Kumar Nair, Managing Director and CEO is subject to the limits laid down under Section 197 and Schedule V to the Act and in accordance with the terms of appointment approved by the Shareholders of the Company. The remuneration of the Executive Directors is determined by the Nomination, Remuneration and Compensation Committee based on factors such as the Company's performance and performance/track record of the Executive Directors. The remuneration consists of Salary, Company's contribution to Provident Fund, House Rent Allowance (HRA), Leave Travel Allowance (LTA) and other perquisites and allowances in accordance with the rules of the Company, applicable from time to time.

Mr. Ramachandran Unnikrishnan, Director and CFO is not paid any remuneration.

The Executive Directors are not paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

None of the Non-Executive Directors have any pecuniary relationship with the Company apart from sitting fees paid for attending the meetings of the Board or Committees thereof within the limits prescribed under the Act.

Remuneration of employees largely consists of basic salary, perquisites, allowances and performance incentives. The components of the total remuneration vary for different grades and are governed by industry patterns, qualifications and experience of the employees, responsibilities handled by them, their annual performance, etc.

The details of payments made during the year ended March 31, 2025 is as follows:

Name of the Director	Salary (including Performance Incentive, if any and other allowance) (Rs. in lakh)	Perquisites (Rs. in lakh)	Contribution to P. F. superannuation and Gratuity (Rs. in lakh)	Sitting Fees (Rs. in lakh)	Others (Rent) (Rs. in lakh)	Total (Rs. in lakh)
Mr. Kumar Nair	-	-	-	-	-	-
Mr. Ramachandran Unnikrishnan	-	-	-	-	-	-
@Mr. Pravin Khatau	-	-	-	0.60	-	0.60
^Mrs. Nirmala Parab	-	-	-	1.46	-	1.46
Mr. Sudharsanan Nair	-	-	-	1.88	-	1.88
Dr. Gopalakrishnan Balakrishna	-	-	-	2.08	-	2.08
Mr. Sachidanandan Menon**	-	-	-	-	-	-
Ms. Rhujuta D Kene*	-	-	-	-	-	-

** Appointed as Independent Director w.e.f. February 4, 2025

*Appointed as Independent Director w.e.f. March 27, 2025

^ ceased to be a Director w.e.f. March 29, 2025 due to completion of her term as a Director.

@ Ceased to be Director w.e.f. February 24, 2025

Notes:

- No notice period or severance fee is payable to any Director.
- There were no other pecuniary relationships or transactions of Non-Executive Directors vis-a-vis the Company.
- Payments to Non – Executive Directors are made in accordance with Nomination and Remuneration Policy of the Company as displayed on the website.
- Company has no system of giving any performance linked incentives and stock options, etc.
- The salary does not include any deduction of taxes.
- No stock options have been granted or vested during the year to any of the Directors.

6. CODE OF CONDUCT

The Company has well defined policy framework which lays down procedures to be adhered to by all Board Members and Senior Management for ethical professional conduct. The Code outlines fundamental ethical considerations as well as specified considerations that need to be maintained for professional conduct. Senior Management includes personnel of the core management team excluding Board of Directors. The Code of Conduct is also posted on the website of the Company <http://www.transwarranty.com/Investors/Policies>

7. ANNUAL SECRETARIAL COMPLIANCE REPORT

Pursuant to Regulation 24A of SEBI Listing Regulations and SEBI Master Circular dated November 11, 2024 the Annual Secretarial Compliance Report for the financial year 2024-25 issued by Yogesh Sharma & Co., Company Secretaries, confirming compliance with all applicable SEBI Regulations and Circulars/Guidelines issued thereunder, has been submitted to the Stock Exchanges within the prescribed timeline. The report is available on website of the Company at <http://www.transwarranty.com/Investors>



8. GENERAL BODY MEETING

a. Details of Annual General Meetings held during the last three years:

Financial Year	Day, Date and Time	Venue	Special Resolution passed, if any
2021-22	Wednesday 28/09/2022 at 4.00 p.m.	Through Video Conference/ Other Audio Visual Means (Deemed Venue): Registered Office: 403, Regent Chambers, Nariman Point, Mumbai – 400021	Yes. 1. Issuance of Non-convertible Debentures on Private Placement Basis 2. Raising of funds by way of External Commercial Borrowings 3. Approval of Material Related Party Transaction.
2022-23	Friday 15/09/2023 at 4.00 p.m.	Through Video Conference/ Other Audio Visual Means (Deemed Venue): Registered Office: 403, Regent Chambers, Nariman Point, Mumbai - 400021	Yes 1. Re-appointment of Mr. Kumar Nair as a Managing Director & CEO of the Company for the period of three years 2. Issuance of Non- Convertible Debentures on Private Placement basis 3. Raising of the Funds by way of External Commercial Borrowings 4. Related Party Transactions with Vertex Securities Limited 5. Related Party Transactions with Executive Directors and their relatives 6. To make investment and/or provide guarantee and/or security (ies) to the bodies corporate and/or any other person, situated within or outside the country, as the case maybe
2023-24	Friday 30/09/2024 at 4.00 p.m.	Through Video Conference/ Other Audio Visual Means (Deemed Venue): Registered Office: 403, Regent Chambers, Nariman Point, Mumbai 400021	Yes 1. Issuance of Non Convertible Debentures on Private Placement Basis 2. Raising of the Funds by way of External Commercial Borrowings 3. To consider and approve Employees Stock Option Plan 2024 4. Approval of 'Employee Stock Option Scheme 2024' to the employees of subsidiaries/ step down subsidiaries of the Company 5. Grant of Options under ESOP 2024 exceeding 1% of the Issued Capital of the Company 6. Approval of variations in the terms of Employee Stock Option Plan, 2019 (ESOP 2019)

b. Extra Ordinary General Body meetings:

During the financial year ended 31st March, 2025, an Extra-Ordinary General Body Meeting of the Company was held on June 10, 2024.

c. Postal Ballot:

During the financial year ended 31st March, 2025, the Company passed the following resolutions through postal ballot:

1. Approval of appointment of Dr. Gopalakrishnan Balakrishna as Independent Director of the Company for the period of 5 years commencing from February 14, 2024 till February 13, 2029.

2. Approval of Related Party Transaction entered by the Company with subsidiary company i.e. Vertex Securities Limited.
3. Approval for increase in Authorised Share Capital and consequent amendment to the Capital clause of Memorandum of Association.
4. Appointment of Mr. Sachidanandan Menon (DIN: 06642819) as an Independent Director of the Company for the first term of 5 (five) consecutive years.
5. Re-appointment of Mr. Ramachandran Unnikrishnan (DIN: 00493707), Chief Financial Officer as an Executive Director of the Company for the period of 5 (five) years.
6. Appointment of Ms. Rhujuta D. Kene (DIN: 11014930) as an Independent Woman Director of the Company for the first term of 5 (five) consecutive years.
7. The Company has not proposed any upcoming Postal Ballots.

All the aforementioned resolutions proposed from time to time were passed with a majority exceeding the required threshold.

d. Procedure for Postal Ballot:

Postal Ballot whenever conducted shall be carried out as per the procedure mentioned in the Act read with Companies (Management and Administration) Rules, 2014 and SEBI Listing Regulations as may be amended from time to time.

9. MEANS OF COMMUNICATION

a. Quarterly Results:

The quarterly results of the Company are published in Free Press Journal (English newspaper) and Navshakti (Marathi newspaper). Annual Reports are sent to the Shareholders at their registered address with the Company and is being regularly placed on the website of the Company. As the financial results of the Company are published in the Newspapers and also displayed on the Company's website, a separate half yearly declaration of financial performance is not sent to the shareholders of the Company.

b. Website, where displayed:

In compliance with Regulation 46 of the SEBI Listing Regulations, the Company has maintained two separate sections i.e. 'Investor Relations' and 'Companies Policies' on the Company's website providing all the announcements made by the Company, Annual reports, Results and Policies of the Company. The weblink for the same is: <http://www.transwarranty.com/Investors/Newspaper-Advertisements>.

GENERAL SHAREHOLDERS INFORMATION

a) Annual General Meeting:

Date	September 18, 2025
Day	Thursday
Time	5.30 P.M.
Venue	Video Conferencing/Other Audio Visuals Means - Deemed Venue - Registered Office
Book Closure	NA

b) Financial Year:

The Financial Year of the Company covers the financial period from 1st April, 2024 to 31st March, 2025.

During the financial year under review, the Board Meetings for the approval of the Quarterly and Annual Financial Results were held on the following dates:

1 st Quarter Results	August 09, 2024
2 nd Quarter Results	November 14, 2024
3 rd Quarter Results	February 4, 2025
4 th Quarter/Annual Results	May 02, 2025

For the Financial Year 2025-26, the Board Meeting for the approval of the Quarterly and Annual Financial Results will be held during the following period:

1 st Quarter Results	July – August 2025
2 nd Quarter Results	October – November 2025
3 rd Quarter Results	January – February 2026
4 th Quarter/Annual Results	April – May 2026
Tentative Date for the Annual General Meeting for the year ended March 31, 2026	September 2026

c) Dividend Payment Date:

No dividend was declared during the financial year 2024-25.

d) Listing:

Stock Exchange	BSE Limited	National Stock Exchange of India Limited
Address	Phiroze Jeejeeboy Towers, Dalal Street, Mumbai - 400 001	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051
Stock Code	532812	TFL
Payment of Listing Fees	Paid for the year	Paid for the year
Demat ISIN for NSDL & CDSL	INE804H01012	INE804H01012



f) Registrars & Transfer Agents:

NAME	M/s. MUFG Intime India Private Limited
Address	C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai- 400 083
Contact person	Mr. Ashok Sherugar
Contact No.	+91 7506054546
Fax No.	022-49186060
E-Mail Id	ashok.sherugar@in.mpms.mufg.com
Website	https://in.mpms.mufg.com

g) Share Transfer System:

In terms of Regulation 40(1) of the SEBI Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 2021, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company. The officers of the RTA were authorised to approve transfers. Further pursuant to SEBI circular dated July 04, 2025, the Company, RTA and Stock exchanges has opened a special window for re-lodgement for transfer of physical shares for investors who had lodged requests prior to April 01, 2019 but subsequently whose documents were rejected due to deficiencies for a period of six-months, which shall remain active till January 06, 2026.

h) Shareholding

The Equity Shareholding pattern as on March 31, 2025 is as follows:

Category	No. of Shares		Percentage %
	No. of shares fully paid up	No. of shares partly paid up	
Promoters and Promoter Group	3,02,27,204	-	56.00
Public	2,37,47,333	-	44.00
Total	5,39,74,537	-	100.00

Distribution of Shareholding as on March 31, 2025:

No. of equity shares held	No. of shareholders	% of shareholders	No. of shares held	% of share capital
1 – 500	7706	83.6608	7838630	1.4523
501 - 1000	599	6.5031	4946280	0.9164
1001 - 2000	327	3.5501	4946420	0.9164
2001 - 3000	140	1.5199	3636790	0.6738
3001 - 4000	61	0.6623	2189190	0.4056
4001 - 5000	64	0.6948	3019560	0.5594
5001 - 10,000	135	1.4656	10210140	1.8917
10,001 and above	179	1.9433	502958360	93.1844
Total	9211	100.00	539745370	100.00

As on March 31, 2025, the Company did not have any outstanding GDRs/ADRs/Warrants or any Convertible Instruments.

i) Corporate Benefits to Shareholders

(i) Dividend History

Financial Year	Dividend	Dividend (Rs. per Share)
2008-09	3.00%	0.30/-
2009-10	Nil	Nil
2010-11	Nil	Nil
2011-12	5.00%	0.50/-
2012-13	Nil	Nil
2013-14	Nil	Nil
2014-15	Nil	Nil
2015-16	Nil	Nil
2016-17	Nil	Nil
2017-18	Nil	Nil
2018-19	Nil	Nil
2019-20	Nil	Nil
2020-21	Nil	Nil
2021-22	Nil	Nil
2022-23	Nil	Nil
2023-24	Nil	Nil
2024-25	Nil	Nil

(ii) Transfer of unclaimed/unpaid dividend and shares to Investors Education and Protection Fund

In terms of the provisions of Section 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") dividends which remain unpaid or unclaimed for a period

of seven years from the date of transfer to the Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund ("IEPF").

The IEPF Rules mandate companies to transfer all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more in the name of IEPF. The Members whose dividend/shares are transferred to the IEPF Authority can claim their shares/dividend from the IEPF Authority following the procedure prescribed in the Rules.

(iii) Details of Shares transferred/credited to IEPF:

Pursuant to IEPF Rules, the details of Equity Shares transferred by the Company to the IEPF Authority are given as follows:

Transferred during the Financial Year	Number of Shares transferred to IEPF
2017-18	4,586
2018-19	16,378

The voting rights on these shares shall remain frozen until the rightful owner claims the shares.

No shares have been transferred to IEPF during the year.

The Company has appointed a Nodal Officer under the provisions of IEPF, the details of which are available on the website of the Company at the web-link:

<http://www.transwarranty.com/Transwarranty/InvestorRelations>

In accordance with the said IEPF Rules and its amendments, the Company had sent notices to all the Shareholders whose shares were due for transfer to the IEPF Authority and simultaneously published newspaper advertisement for transfer of shares to IEPF.

The Company has uploaded the details of unclaimed dividend on the Company's website at <http://www.transwarranty.com/Transwarranty/InvestorRelations> and also on website specified by the Ministry of Corporate Affairs <http://www.iepf.gov.in/IEPF/services.html>

10. DEMATERIALIZATION OF SHARES

The Company's Shares are required to be compulsorily traded in the Stock Exchanges in dematerialized form. The Company had sent letters to shareholders holding shares in physical form emphasizing the benefits of dematerialization and 99.94% of the shares have been dematerialized so far.

The number of shares held in dematerialized and physical mode as on March 31, 2025 is as under:

Particulars	No. of shares	% of total capital
Held in dematerialized form in NSDL	41367674	76.64
Held in dematerialized form in CDSL	12573925	23.29
Physical	32938	0.06
Total	53974537	100.00

*The Company allotted 3,00,000 equity shares upon the exercise of stock options granted to an employee. Consequently, the paid-up share capital stood increased as on March 31, 2025. However, the corresponding corporate action was completed subsequent to March 31, 2025.

11. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk.

Other Details

Custodian Fees to Depositories	The Company has paid custodial fees for the year
Address for correspondence	Transwarranty Finance Limited 403, Regent Chambers, Nariman Point, Mumbai - 400 021. Phone: 022 – 6630 6090/4001 0900
Contact person	Mr. Suhas Borgaonkar. Company Secretary & Compliance Officer
Investor Grievances	The Company has designated an exclusive e-mail id viz. companysecretary@transwarranty.com to enable investors to register their complaints, if any. Any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, non receipt of dividend or annual report or any other query relating to shares be addressed to MUFG Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai - 400083. Phone: 022 49186000, Fax: 022 49186060 Email: rnt.helpdesk@in.mpms.mufg.com
Debenture Trustee	Vistra ITCL (India) Limited
Address	The IL&FS Financial Centre, Plot No. C-22, G Block, 7th Floor, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Phone	(022) 2653 3333
Fax	(022) 2653 3297
Email	mumbai@vistra.com



Address for correspondence for Non-convertible Debentures:

MUFG Intime India Private Limited also acts as Registrar and Transfer Agents for the unlisted privately placed Non-Convertible Debentures of the Company. Complaints or queries/requests with respect to the Company's privately placed Debentures may be directed to Mr. Amit Dabhade, Email Id: debtca@in.mpms.mufig.com; Tel.: +91 49186000.

Debenture holders would have to correspond with the respective Depository Participants for debentures held in dematerialised mode.

12. Other Disclosures:

- a) There were no transactions of material nature with its Promoters, Directors or the Management, their subsidiaries or relatives during the period that may have potential conflict with the interest of the Company at large.

All Related Party Transactions attracting compliance under Section 188 of the Act and Regulation 23 of the SEBI Listing Regulations are on Arm's Length basis and in the ordinary course of business and are placed before the Audit Committee as well as the Board for approval.

The Board approved policy for related party transactions has been uploaded on the website of the Company and can be accessed at <http://www.transwarranty.com/Investors/Policies>.

The transactions have no potential conflict with the interest of the Company. The disclosures on the Related Party Transactions are provided in the Financial Statements at Note No. 35 in the Notes to Financial Statements of the Company.

None of the transactions with related parties were in conflict with the interest of the Company. All the transactions were in the normal course of business and had no potential conflict with the interest of the Company at large and were carried out on at arm's length basis or fair value.

- b) Penalty of Rs. 10,000 was imposed on the Company by National Stock Exchange of India Limited due to an inadvertent error of failure to comply with the provisions of Regulation 29 of the SEBI Listing Regulations.
- c) Vigil Mechanism/ Whistle Blower Policy: The Company believes in conducting its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The Company is committed to developing a culture where it is safe for all the Directors and Employees to raise genuine concerns about any wrongful conduct. The Board has, in compliance with the provisions of the Act and SEBI Listing Regulations, approved the Vigil Mechanism/ Whistle Blower Policy of the Company which provides a framework to promote

and secure whistle blowing. It protects the Directors/ Employees wishing to raise a concern about serious irregularities within the Company. It provides for a Vigil Mechanism to channelize reporting of such instances/ complaints/ grievances to ensure proper governance. The Audit Committee oversees the Vigil Mechanism. No personnel have been denied access to the Chairperson of the Audit Committee. The Policy is placed on the website of the Company and can be accessed at <http://www.transwarranty.com/Investors/Policies>.

- d) Policy on determining Material Subsidiary

The Company has adopted a Policy for determining Material Subsidiaries of the Company, pursuant to Regulation 16(1) (c) of the SEBI Listing Regulations. This policy is available on the Company's website at <http://www.transwarranty.com/Transwarranty/InvestorRelations> pursuant to Regulation 46(2) of the SEBI Listing Regulations.

During the year under review, your Company has raised funds through Preferential Allotment amounting to Rs. 48,00,000 (Forty-Eight Lakh) and disclosed the same in accordance with Regulation 32 (7A) of the SEBI Listing Regulations. Further, the Company has confirmed there was no deviation or variation in the utilisation of the funds raised, which is available for the inspection at National Stock Exchange of India Limited and BSE Limited.

Further the Company confirms that the funds raised by way of Preferential Allotment have been fully utilised.

Certificate of non-disqualification of Directors from practicing Company Secretary: A certificate issued by CS Yogesh Sharma of M/s. Yogesh Sharma & Co, Practising Company Secretaries, pursuant to Regulation 34(3) read with Clause 10 (i) of Paragraph C of Schedule V of the SEBI Listing Regulations, certifying that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India, or any such Statutory Authority is attached at the end of the Corporate Governance Report.

- e) During the year under review, there have been no instances whereby the Board of Directors of the Company has not accepted the recommendations made by the Audit Committee/Nomination, Remuneration and Compensation Committee Relationship Committee on any matter which is mandatorily required.
- f) Total fees paid to the Statutory Auditors and all entities in the network firm/ entities: M/s. Deoki Bijay and Co., Chartered Accountants were appointed as the Statutory Auditors of the Company at the AGM held in the year 2024 for a period of five years from the conclusion of the 30th AGM till the conclusion of the 35th AGM.

The details of total fees for all the services paid by the Company and its Subsidiaries on a consolidated basis to M/s. Deoki Bijay and Co., Chartered Accountants, Statutory Auditors and all entities in the network firm/ network entity of which the Statutory Auditors are a part, are given below:

Payment to Statutory Auditors	FY 2024-25 (in Rs.)
Statutory Audit	1,70,000
Quarterly Audit Fees (Review)	40,000
Certifications	64,000
Tax Audit	-
Total	2,74,000

- g) Disclosure as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013: The Company has zero tolerance for sexual harassment at work place and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provision of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

The Company has constituted an Internal Complaints Committee as per Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Details of complaints received and redressed during the year 2024- 25 are as follows:

Number of complaints filed at beginning of the year	Number of complaints filed during the year	Number of complaints disposed of during the year	Number of complaints pending at the year
Nil	Nil	Nil	Nil

- h) The Company has duly fulfilled the following discretionary requirements as prescribed in Part E of Schedule II of the SEBI Listing Regulations:

Non-mandatory requirements:

- Chairman of the Board –The Company does not maintain a separate office for Chairman at the Company's expenses.
- Reporting of Internal Auditor – The Internal Audit Reports provided by the Internal Auditor are placed before the Audit Committee and Board for discussion.

- i) The Company is in compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.

- j) Equity shares in the suspense account: There are no equity shares lying in the demat suspense account.

- k) The Board has adopted a Code of Conduct including Business Ethics Policy for its Directors and Senior Management. This is available on the Company's website: <http://www.transwarranty.com/Investors/Policies>.

The Managing Director has submitted before the Board a declaration of compliance with the Code of Conduct by the Directors during the financial year ended March 31, 2025.

- l) The Company follows the Accounting Standards issued by the Institute of Chartered Accountants of India and in the preparation of the financial statement, the Company has not adopted a treatment different from that prescribed by any Accounting Standard.

- m) Risk assessment and minimization procedures are periodically reviewed by the Audit Committee and the Board of Directors of the Company.

- n) The Chief Executive Officer and the Chief Financial Officer have certified to the Board of Directors as per the format prescribed in Part B of Schedule II of SEBI Listing Regulations. This has been reviewed by the Audit Committee and taken on record by the Board of Directors of the Company.

- o) During the financial year 2024-25, the information as mentioned in Part A of Schedule II of SEBI Listing Regulations has been placed before the Board for its consideration.

For and on behalf of the Board of Directors

Kumar Nair
Chairman
DIN: 00320541

Place: Mumbai
Date: July 31, 2025



FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025

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

To,

The Members

TRANSWARRANTY FINANCE LIMITED

403, Regent Chambers,

Nariman Point,

Mumbai - 400021

I have conducted the Secretarial Audit of the compliance with applicable statutory provisions and the adherence to good corporate practices by **M/s. TRANSWARRANTY FINANCE LIMITED having CIN L65920MH1994PLC080220** (hereinafter called 'the Company'). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Auditor's responsibility

My responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. I have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period from 1st April, 2024 to 31st March, 2025 ('the Audit Period') generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent and in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March 2025 according to the provisions of:

I. The Companies Act, 2013 ('the Act') and the rules made thereunder;

- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (**Overseas Direct Investment and External Commercial Borrowings- Not Applicable to the Company during the Audit period**);
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable to the Company during the Audit period**);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (**Not applicable to the Company during the Audit period**);
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the Audit period**);
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulation").

I 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 Listing Agreements entered into by the Company with BSE Ltd. ("**BSE**") and NSE Limited ("**NSE**")

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

- 1) *The Company was required to submit an intimation for Board Meeting to the National Stock Exchange of India as per Regulation 29(2) of SEBI LODR Regulations, 2015.*
- 2) *The Company was required to disclose the following material events to the Stock Exchanges as per Regulation 30 of SEBI LODR Regulations, 2015:*
 - a) *Re-appointment of an Executive Director on 04/02/2025;*
 - b) *Cessation of two Independent Directors of the Company from 24/02/2025 and 29/03/2025 respectively on completion of their 2nd terms;*
 - c) *Change in Auditors of the Company from 30/09/2024.*
- 3) *The Company was required to submit the Notice of Extra Ordinary General Meeting dated 10th June, 2024 which was submitted to Stock Exchanges on 31st May, 2024, which was required to be submitted to Stock Exchanges within 12 hours of the issuance of Notice to Shareholders on 16th May, 2024 as per Regulation 30 of SEBI LODR Regulations, 2015.*
- 4) *The Company was required to obtain prior in-principle approval from the Stock Exchanges the grant of 32,60,520 Options to employees on 02/05/2024 in pursuance ESOP Plan 2019 as per Regulation 10 and 12(3) of SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.*

I further report that, with regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has generally complied with Reserve Bank of India Act, 1934 and Rules, regulations and guidelines issued by Reserve Bank of India and its Circulars, Master Circulars, directions and notifications; to the extent as applicable to the Non-deposit taking Non-Banking Financial Companies, which are applicable specifically to the Company.

I further report that, the Board of Directors of the Company is constituted with 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 audit period were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance (a few meetings were convened at shorter notice for which necessary approvals were obtained as per applicable provisions). A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decision in the board meetings and committee meetings are carried out unanimously as recorded in the minutes of the meeting of Board of Directors or committee of the Board, as the case may be.

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the Company has:

1. Increased its Authorised Share Capital from Rs. 51,00,00,000/- (Rupees Fifty One Crore Only) to Rs. 61,00,00,000/- (Rupees Sixty One Crore Only).
2. Allotted 48,00,000 (Forty Eight Lakhs) Equity Shares on Preferential Basis to the Non-Promoter Category aggregating to Rs. 7,34,40,000.
3. Allotted 300,000 Equity Shares at Rs. 10/- (Rupees Ten) towards the Employee Stock Options granted under Transwarranty Employee Stock Plan, 2019
4. Issued Non-Convertible Debentures aggregating to Rs. 547 Lakhs on private placement basis.
5. Redeemed Non-Convertible Debentures aggregating to Rs. 266.

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

For Yogesh Sharma & Co.,
Practicing Company Secretary

Yogesh M. Sharma
Proprietor
FCS No: 11305
COP No: 12366

Place: Mumbai
Date: 11th July, 2025
UDIN: F011305G000757941
PR NO: 1583/2021



ANNEXURE

To,

The Members

TRANSWARRANTY FINANCE LIMITED

403, Regent Chambers,

Nariman Point,

Mumbai - 400021

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that accurate facts are reflected in secretarial records. I believed that the processes and practices that I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Yogesh Sharma & Co.,
Practicing Company Secretary

Yogesh M. Sharma
Proprietor
FCS No: 11305
COP No: 12366

Place: Mumbai
Date: 11th July, 2025
UDIN: F011305G000757941
PR NO: 1583/2021

Management responses to the observations provided by Secretarial Auditor

Observation	Management Response
The Company was required to submit an intimation for Board Meeting to the National Stock Exchange of India as per Regulation 29(2) of SEBI LODR Regulations, 2015.	The said intimation was inadvertently missed out due to misinterpretation of the relevant circular. Subsequently, intimations have been made to both the Exchanges.
The Company was required to disclose the following material events to the Stock Exchanges as per Regulation 30 of SEBI LODR Regulations, 2015: a) Re-appointment of an Executive Director on 04/02/2025; b) Cessation of two Independent Directors of the Company from 24/02/2025 and 29/03/2025 respectively on completion of their 2nd terms; c) Change in Auditors of the Company from 30/09/2024.	Inadvertently, the appointment of the Executive Director was not disclosed in the outcome of the relevant board meeting assuming that re-appointments do not need disclosure. Similarly, cessation of the IDs was not disclosed as the cessation of the IDs were due to completion of 2 nd term of 5 years. Also, the change in Auditors was due to appointment of new Auditor arising from the completion of term of the erstwhile Auditor.
The Company was required to submit the Notice of Extra Ordinary General Meeting dated 10th June, 2024 which was submitted to Stock Exchanges on 31st May, 2024, which was required to be submitted to Stock Exchanges within 12 hours of the issuance of Notice to Shareholders on 16th May, 2024 as per Regulation 30 of SEBI LODR Regulations, 2015.	Inadvertently there was a delay in intimation to the Exchanges.
The Company was required to obtain prior in-principle approval from the Stock Exchanges the grant of 32,60,520 Options to employees on 02/05/2024 in pursuance ESOP Plan 2019 as per Regulation 10 and 12(3) of SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.	Inadvertently, the in-principle approval was not taken. However, subsequently in-principle approval was obtained from both the Exchanges.

ANNEXURE-D

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

Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto

1. Details of contracts or arrangements or transactions not at Arm's length basis. **All the transactions are entered on Arm's length basis.**
2. Details of material contracts or arrangements or transactions at Arm's length basis.

SL. No.	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any and justification for entering into such contracts or arrangements or transactions	Date of approval by the Board	Amount paid as Inter Corporate Deposit, if any (Rs. In Lakhs)
1	Mrs. Selina George, Relative of KMP of Subsidiary Company	Amount received through the NCD issued	FY 2024-25	Transaction entered into in the ordinary course of business at arm length basis for an amount of Rs. 2.5 crore	NA	-
2	Vertex Commodities and Finpro Private Limited, Step Down subsidiary	Loan	FY 2024-25	Transaction entered into in the Ordinary course of business at arm length basis for an amount of Rs. 1.5 crore	NA	

Note : The transactions were entered into in the ordinary course of business and on an arm's length basis. Accordingly, the provisions of Section 188 of the Companies Act, 2013, requiring approval of the Board or shareholders, were not applicable. However, the Company has obtained necessary approvals under the respective applicable provisions of law, wherever required.

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

Kumar Nair
Chairman
DIN: 00320541

Place : Mumbai
Date : July 31, 2025



PARTICULARS UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2024-2025:

Name of the Director	Ratio
Mr. Kumar Nair, Managing Director & CEO	Nil
Mr. Ramachandran Unnikrishnan, Executive Director & CFO	Nil

Other Directors of the Company are paid only sitting fees which are not considered as remuneration.

- (ii) The percentage increase / decrease in the remuneration of each Director, Chief Financial Officer and Company Secretary or Manager in the Financial Year 2024-2025:

Name	% increase /(decrease)
Mr. Kumar Nair, Managing Director & CEO	Nil
Mr. Ramachandran Unnikrishnan, Executive Director & CFO	Nil
Mr. Suhas Borgaonkar, Company Secretary & Compliance Officer	Nil

Other Directors of the Company are paid only sitting fees which are not considered as remuneration.

- (iii) The percentage increase in the median remuneration of employees in the Financial Year 2024-25: 1.56%
- (iv) The number of permanent employees on the rolls of the Company: 37 employees
- (v) Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
- Average percentile increase in managerial remuneration and for employees other than Managerial Personnel was 10%
 - Average increase in remuneration of Managers (defined as MD and ED on the Board of your Company) was Nil
- (vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company: The Company affirms that the remuneration is as per the Remuneration Policy of the Company.
- (vii) The names of the top ten employees in terms of remuneration drawn and the name of every employee who: Not Applicable
- a) If employed throughout the financial year, was in receipt of remuneration for that year in which, in the aggregate, was not less than one crore and two lakhs rupees.
 - b) If employed for a part of the financial year, was in receipt of remuneration for any part of that year, at rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month
 - c) If employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

For and on behalf of the Board of Directors

Kumar Nair
Chairman
DIN : 00320541

Date: July 31, 2025
Place: Mumbai

Annexure-F

CERTIFICATE OF COMPLIANCE, FOR THE YEAR ENDED MARCH 31, 2025 ISSUED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021

To,

The Members

TRANSWARRANTY FINANCE LIMITED

403, Regent Chambers,

Nariman Point,

Mumbai – 400021

I, Yogesh Sharma, Proprietor of M/s. Yogesh Sharma & Co., Company Secretaries, was appointed as the Secretarial Auditor vide a resolution passed at the Board meeting held on 4th February, 2025 by the Board of Directors of M/s. TRANSWARRANTY FINANCE LIMITED having CIN: L65920MH1994PLC080220 (hereinafter referred to as 'the Company'). This certificate of compliance, for the year ended March 31, 2025, is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations").

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Schemes including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented the following Employee Stock Option Plans (ESOPs):

1. Employees Stock Option Plan 2019 (ESOP 2019) (Period 2019 to 2024)
2. Employees Stock Option Plan 2024 (ESOP 2024)

For the purpose of verifying compliance of the Regulations, we have examined the following:

1. ESOP Plan 2019 and ESOP Plan 2024;
2. Articles of Association of the Company;
3. Shareholders Resolution passed at Annual General Meeting of the Company held on 27th September, 2019 for approving the ESOP Plan 2019 and Shareholders Resolution passed at Annual General Meeting of the Company held on 30th September, 2024 for modification of ESOP Plan 2019;
4. Shareholders Resolution passed at Annual General Meeting of the Company held on 30th September, 2024 for approving the ESOP Plan 2024;
5. Other relevant documents/filings/records/information as sought and made available to us for issuing this Certificate.

Certification:

Based on our examination of relevant documents and records, and the information and explanations provided to us, in our opinion, the Company has implemented the 'Employees Stock Option Plan 2019' and 'Employees Stock Option Plan 2024' in accordance with the applicable provisions of the Regulations and the Shareholders' Resolutions referred to above, except that 32,60,520 options were granted to employees on May 2, 2024 under the ESOP Plan 2019, which required prior in-principle approval from the Stock Exchanges.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.



2. Our responsibility is to give a certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. 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.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

Place: Mumbai

Date: 18th August, 2025

UDIN: F011305G001022722

Peer Review Certificate No.: 1583/2021

For Yogesh Sharma & Co

Yogesh M Sharma

Proprietor

FCS No. 11305

COP No. 12366

CEO/CFO CERTIFICATION

Pursuant to Regulation 17(8) and 33(2) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To,

The Board of Directors

Transwarranty Finance Limited

403, Regent Chambers, Nariman Point,
Mumbai 400021

We hereby certify to the Board that:

- a) We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2025 and that to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 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 year which are fraudulent, illegal or violative of the Company's code of conduct;
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee -
 - There have been no significant changes in internal control over financial reporting during the year;
 - There have been no significant changes in accounting policies during the year;
 - To the best of our knowledge, there have been no instances of fraud, involving management or an employee having a significant role in the Company's internal control systems.

For **Transwarranty Finance Limited**

Kumar Nair

Managing Director & Chief Executive Officer
DIN: 00320541

For **Transwarranty Finance Limited**

Ramachandran Unnikrishnan

Director & Chief Financial Officer
DIN: 00493707

Date: July 31, 2025

Place: Mumbai

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

In terms of Regulation 26 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct and Ethics during the financial year ended March 31, 2025.

For **Transwarranty Finance Limited**

Kumar Nair

Managing Director & Chief Executive Officer
DIN: 00320541

Place : Mumbai

Date : July 31, 2025



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

The Members

TRANSWARRANTY FINANCE LIMITED

403, Regent Chambers,
Nariman Point, Mumbai- 400021

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s TRANSWARRANTY FINANCE LIMITED** having **CIN: L65920MH1994PLC080220** and having registered office at 403, Regent Chambers, Nariman Point, Mumbai- 400021 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mr. Kumar Nair	00320541	09/08/1994
2	Mr. Ramachandran Unnikrishnan	00493707	25/02/2015
3	Mr. Sudharsanan Nair	01510505	09/11/2015
4	Dr. Gopalakrishnan Balakrishna	00681508	14/02/2024
5	*Ms. Rhujuta D Kene	11014930	27/03/2025
6	* Mr. Sachidanandan Menon	06642819	04/02/2025

* During the year Ms. Rhujuta D. Kene was appointed as an Independent Woman Director of the Company with effect from March 27, 2025 and Mr. Sachidanandan Menon was appointed as Independent Director of the Company with effect from February 04, 2025.

** During the year Mr. Pravin Khatau has ceased from his position as an Independent Director with effect from 24 th February, 2025 and Mrs. Nirmala Sachin Parab has ceased form her position as an Independent Women Director with effect from 29 th March, 2025 due to completion of their tenure.

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

Place: Mumbai

Date: 11th July, 2025

UDIN: F011305G000757963

Peer Review Certificate No.: 1583/2021

For Yogesh Sharma & Co

Yogesh M Sharma

Proprietor

FCS No. 11305

COP No. 12366

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
TRANSWARRANTY FINANCE LIMITED

Independent Auditor's Certificate of Corporate Governance for the year ended March 31, 2025 of Transwarranty Finance Limited

1. This report is issued in accordance with the request received from Transwarranty Finance Limited (the "Company") dated July 10, 2025.
2. We Deoki Bijay & Co, Chartered Accountants, are the Statutory Auditors of the Company, have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 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

3. 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

4. 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.
5. A limited assurance engagement includes performing procedures to examine the books of account and other relevant records and documents and obtain sufficient appropriate evidence that may vary in nature, timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we do not express audit opinion.
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.
7. We have conducted verification of the supporting 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.

8. Our scope of work did not include verification of compliance with other requirements of the other circulars and notifications issued by regulatory authorities from time to time and any other laws and regulations applicable to the Company.
9. The procedures performed vary in nature and timing from, and are in less in extent than for, a reasonable assurance engagement. We have performed the following procedures in relation to the Statement:
 - a. Obtained the report on corporate governance and verified the details.
 - b. Obtained necessary representations from the Company's officials in respect of Information furnished in the report on Corporate Governance.
10. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

Conclusion

11. Based on the procedures performed by us, as stated in paragraph 7 and 9 above and according to the information and explanations given to us and 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, nothing has come to our attention that causes us to believe that the information contained in the Statement is not in compliance with the conditions of Corporate Governance 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 Listing Regulations during the year ended March 31, 2025.

Restriction on Use

12. The certificate is addressed and provided to the members of the Company solely for the purpose of complying with the requirement of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Deoki Bijay & Co
Chartered Accountants
PAN of CA Firm:- AABFD6462C
ICAI FRN:- 313105E

CA Sushil Kumar Agrawal
Partner
ICAI membership No:- 059051

Place:- Mumbai
ICAI UDIN:- 25059051BMOZWV3695
Date:- July 31, 2025

**INDEPENDENT AUDITOR'S REPORT****To the Members of Transwarranty Finance Limited****Report on the Audit of the Standalone Financial Statements****Opinion**

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

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

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How our Audit addressed the key audit matter
<p>Impairment of financial assets as at balance sheet date (expected credit losses) (Refer Note No. 6 to the standalone financial statements).</p> <p>Ind AS 109 requires the Company to provide for impairment of its financial assets using the Expected Credit Loss (ECL) approach.</p> <p>The Company recognises lifetime ECL from initial recognition of trade receivables by using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.</p> <p>In the process, a significant degree of judgment has been applied by the Management for:</p> <ul style="list-style-type: none"> ➤ Staging of Trade Receivables [i.e. classification in 'significant increase in credit risk' ('SICR') and 'default' categories]; ➤ Grouping of receivables based on homogeneity by using appropriate statistical techniques; ➤ Determining macro-economic factors impacting credit quality of receivables; <p>In view of the high degree of Management's judgment involved in estimation of ECL it is a key audit matter.</p>	<p>The procedures performed by us included the following:</p> <ol style="list-style-type: none"> 1. Understood and evaluated the design and tested the operating effectiveness of the key controls put in place by the Company's Management over the: <ol style="list-style-type: none"> a. Assumptions used in the calculation of ECL and its various aspects b. Completeness and accuracy of source data used by the Management in the ECL computation; c. Understanding ECL methodology and models through the Company's governance framework; and d. Computation of ECL. 2. Read and assessed the Company's policy with respect to moratorium pursuant to the RBI circular and tested the implementation of such policy on a sample basis. 3. Assessed the Company's accounting policy in respect of loans and related ECL provisioning for compliance with Ind AS 109 'Financial Instruments'. 4. Assessed the criteria for staging of receivables based on their past-due status to check compliance with requirement of Ind AS 109. Tested a sample of performing (stage 1) receivables to assess whether any SICR or loss indicators were present requiring them to be classified under stage 2 or 3.

Key Audit Matters	How our Audit addressed the key audit matter
	<p>5. Tested, on a sample basis, the completeness and accuracy of the source data used.</p> <p>6. Obtained an ageing report and tested the accuracy by checking the ageing of select items on a sample basis.</p> <p>7. Recomputed the impairment loss allowance for a sample of loans spread across the portfolios, to check the arithmetical accuracy and compliance with the ECL methodology of the Company.</p> <p>8. Evaluated the adequacy of presentation and disclosures in relation to impairment loss allowance in the financial statements.</p>
Change in Accounting Policy for Measurement of Investments in Subsidiaries and Associates	
<p>As described in Note 45 to the standalone financial statements; during the year, the Company changed its accounting policy for measurement of investments in subsidiaries and associates from cost to Fair Value Through Profit or Loss (FVTPL), in accordance with Ind AS 109 “Financial Instruments”. This change has been applied retrospectively in accordance with Ind AS 8 “Accounting Policies, Changes in Accounting Estimates and Errors”, resulting in restatement of comparative financial information and recognition of unrealised gains of ₹533.85 lakhs and ₹365.06 lakhs in the statement of profit and loss for the years ended March 31, 2025 and March 31, 2024, respectively.</p> <p>We considered this a key audit matter due to:</p> <ul style="list-style-type: none"> • The material financial impact arising from the change in accounting policy. • The significant judgment involved in determining the fair value of unquoted investments. • The complexity involved in applying Ind AS 109 and Ind AS 8 requirements, including retrospective application and adequate disclosures. 	<p>The procedures performed by us included the following:</p> <ol style="list-style-type: none"> 1. Evaluated the appropriateness of the accounting policy change in accordance with Ind AS 109 and Ind AS 8. 2. Assessed the methodology and assumptions used by management in determining the fair value of investments. 3. Tested the fair valuation models and inputs, particularly for quoted investments, with reference to observable market data. 4. Evaluated the retrospective application of the policy change and the restatement of comparative information. 5. Verified the related disclosures in the financial statements for adequacy and compliance with Ind AS requirements.

Emphasis of Matter

1. We draw attention to Note 42 to the Statement indicating Company's financial position with an accumulated net deficit INR. 1,572.04 as at the year end. Based on the management's projected operations and marketing efforts, the Company expects to generate adequate surplus in the future and consequently does not foresee any difficulty in settling its liabilities as and when they arise or continue as a going concern.
2. We draw attention to Note 45 to the Statement, which describes the change in the Company's accounting policy for measurement of investments in subsidiaries and associates from cost to fair value through profit or loss, in accordance with Ind AS 109. This change has been applied retrospectively in accordance with Ind AS 8, resulting in restatement of comparative financial information and recognition of unrealised gains of INR 533.85 lacs in the statement of profit and loss for the year ended March 31,

2025 along with recognition of unrealised gains of INR 365.06 lacs in the statement of profit and loss for the comparative year (year ended March 31, 2024).

3. We draw attention to Note 47 to the financial statements, which describes that the Company has written off certain trade receivables and old outstanding balances amounting to INR 210.20 lacs and has also written off prior period tax adjustments amounting to INR 63.66 lacs.

Our opinion is not modified in respect of each of the above matters.

Other Matter

The audit of Standalone Financial Statements for the year ended March 31, 2024 was carried out and reported by S S Khan & Co, Chartered Accountants who has expressed unmodified opinion vide their audit report dated May 02, 2024, whose audit report have been furnished to us and which have been relied upon by us for the purpose of our audit of the financial statements.



Our opinion is not modified in respect of the above matter.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, but does not include the Standalone Financial Statements, and our auditor's report thereon.

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

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

When we read such 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 to comply with the relevant applicable requirements of the standard on auditing for auditor's responsibility in relation to other information in documents containing audit of the Standalone Financial Statements. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes:

- i. 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;
- ii. selection and application of appropriate accounting policies;
- iii. making judgments and estimates that are reasonable and prudent;
- iv. and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for

ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are also responsible for overseeing the Company's financial reporting process.

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

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

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements for the year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2) As required by section 143(3) of the Act, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e. On the basis of the written representations received from the directors as on March 31, 2025, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of section 164(2) of the Act;
 - f. With respect to the adequacy of the internal financial controls with reference to these Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report;
 - g. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act;
 - h. The preservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under Section 143(3)(b) and paragraph (vii) below on reporting under Rule 11(g).
 - 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, as amended 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 on its financial position in its Standalone Financial Statements – Refer Note 34 on Contingent Liabilities to the Standalone Financial Statements;



- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
- iv. A) The management has represented to us that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- B) The management has represented that, to the best of its knowledge and belief to the Standalone Financial Statements no funds have been received by the Company from any person or entity, including foreign entities ("the Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- C) Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under subclause (a) and (b) contain any material misstatement;
- v. The company had not declared any dividend during the financial year ended March 31, 2025.
- vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software. Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.
- vii. Based on our examination which included test checks, we have verified the preservation of the audit trail in accordance with Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, as amended. The Company has retained the audit trail for the prior year as per statutory record retention requirements.

For Deoki Bijay & Co
Chartered Accountants
ICAI Firm Registration No. - 313105E

CA Sushil Kumar Agrawal
Partner
ICAI Membership No. 059051

Place: - Kolkata
Date: - May 02, 2025
UDIN: - 25059051BMOZWN2737

ANNEXURE 'A' TO INDEPENDENT AUDITORS' REPORT

(Annexure referred to in paragraph 1 under the heading of 'Report on Other Legal and Regulatory Requirements' of our report of even date.)

- i) a) A) In our opinion, the Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use asset.
B) The Company has maintained proper records showing full particulars of intangible assets.
- b) As explained to us, some of the fixed assets have been physically verified by the management according to a programme of verification which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies with respect to book records were noticed on such verification.
- c) According to the information and explanations given to us by the management, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) included in fixed assets are held in the name of the Company.
- d) The Company has not revalued its Property, Plant and Equipment and Right of Use assets or intangible assets during the year ended March 31, 2025.
- e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii) a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
- b) The Company has not been sanctioned working capital limits in excess of INR 5 crores, 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) a) Reporting under clause 3(iii)(a) of the Order is not applicable to the Company as it is a nonbanking financial company registered with the Reserve Bank of India engaged in the business of granting loans.
- b) In our opinion, and according to the information and explanations given to us, the investments made, guarantees provided, security given and terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are, prima facie, not prejudicial to the interest of the Company.
- c) In respect of the loans/advances in nature of loan, the schedule of repayment of principal and payment of interest has been stipulated by the Company. Considering that the Company is a non-banking financial company engaged in the business of granting consumer loans & business loans, the entity wise details of the amount, due date for payment and extent of delay (that has been suggested in the Guidance Note on CARO 2020 issued by the Institute of Chartered Accountants of India for reporting under this clause) have not been reported because it is not practicable to furnish such details owing to the voluminous nature of data generated in the normal course of the Company's business. Further, except for the instances where there are delays or defaults in repayment of principal and/or interest and in respect of which the Company has recognised necessary provisions in accordance with the principles of Indian Accounting Standards (Ind AS) and the guidelines issued by the Reserve Bank of India ('RBI') for Income Recognition and Asset Classification, the parties are repaying the principal amounts, as stipulated, and are also regular in payment of interest, as applicable.
- d) According to the information and explanations given to us, the total amount which is overdue for more than 90 days in respect of loans and advances in the nature of loans given in course of the business operations of the Company aggregates to Rs. 77.04 lakhs as at March 31, 2025. Further, reasonable steps as per the policies and procedures of the Company have been taken for recovery of such principal and interest amounts overdue.
- e) The Company is a Non-Banking Finance Company and its principal business is to give loans. Accordingly, reporting under clause 3(iii)(e) of the Order is not applicable to the Company.
- f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment. Hence the requirement to report loans granted to promoters, related parties as defined in clause 76 of section 2 of the Act or to any other parties on clause 3(iii) (f) of the Order is not applicable.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made and guarantees and security provided by it, as applicable.



- v) The provisions of the sections 73 to 76 and any other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended), are not applicable to the Company being a non-banking financial company registered with the Reserve Bank of India ('the RBI'), and also the Company has not accepted any deposits from public or there are no amounts which has been considered as deemed deposits within the meaning of sections 73 to 76 of the Act. Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under paragraph 3(vi) of the Order is not applicable to the Company.
- vii) a) According to the records of the Company and the information and explanations given to us, the Company has been regularly depositing with the appropriate authorities undisputed statutory dues including Goods & Service tax, Provident Fund, Employees' State Insurance, Income tax, Sales Tax, Service tax, Customs Duty, Excise Duty, Value added Tax, Cess and any other statutory dues applicable to it. There are no undisputed statutory dues as referred to above as at March 31, 2025 outstanding for a period of more than six months from the date they become payable.
- b) The disputed statutory dues aggregating to Rs. 380.51 lacs that have not been deposited on account of matters pending before the appropriate authority are as under:
- | Sr No. | Name of the Statute | Nature of dues | Amount (In lacs) | Period to which the amount relates | Forum where dispute is pending |
|--------|---------------------|----------------|------------------|------------------------------------|--------------------------------|
| 1 | Finance Act | Tax/ Penalty | 1.08 | AY 2018-19 | Income Tax Authority |
| 2 | Finance Act | Tax/ Penalty | 379.43 | AY 2017-18 | CIT (Appeal) |
- viii) According to the information and explanations given to us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report under paragraph 3(viii) of the Order is not applicable to the Company.
- ix) a) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) According to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) In our opinion and according to the information and explanations given to us, term loans were applied for the purpose for which the loans were obtained.
- d) On an overall examination of the Standalone Financial Statements of the Company, no funds raised on short term basis have been used for long-term purposes by the Company.
- e) On an overall examination of the Standalone Financial Statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.
- x) a) In our opinion and according to the information and explanations given to us, the company has utilised the money raised by way of initial public offer/ further public offer (including debt instruments) for the purposes for which they were raised.
- b) In our opinion and according to the information and explanations given to us, the company has utilized funds raised by way of preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) for the purposes for which they were raised.
- xi) a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Standalone Financial Statements and according to the information and explanations given by the management, no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by the auditor in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) As represented to us by the management, there are no whistle blower complaints received by the company during the year and hence reporting under clause 3(xi) (c) of the Order is not applicable.

- xii) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report under clause 3(xii) of the Order is not applicable to the Company.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and the details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standard 24 'Related Party Disclosures' specified under section 133 of the Act .
- xiv) a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has an internal audit system commensurate with the size and nature of its business.
- b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- xvi) a) According to the information and explanations given to us, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained by the Company.
- b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, the requirement to report on clause (xvi) (b) of the Order is not applicable to the Company.
- c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report under clause 3(xvi)(c) of the Order is not applicable to the Company.
- d) As per the information and explanations given to us, there are no core investment companies, as defined in the regulations made by the Reserve Bank of India, as part of its group and hence the reporting requirements under clause 3 (xvi)(d) of the Order are not applicable.
- xvii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has incurred cash losses of INR 120.03 lacs in FY 2024-25 and had no cash losses in the previous year.
- xviii) There has been no resignation of the statutory auditors during the year and accordingly the requirement to report under Clause 3(xviii) of the Order is not applicable to the Company.
- xix) On the basis of the financial ratios to the Standalone Financial Statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx) a) According to the information and explanation given to us and based on our examination of the records of the Company, in respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act.
- b) There are no ongoing projects and accordingly, there are no unspent amounts that are required to be transferred to a special account, in compliance with provision of sub section (6) of section 135 of the Companies Act.
- xxi) The reporting under clause 3(xx) of the Order is not applicable in respect of audit of Standalone Financial Statements of the Company. Accordingly, no comment has been included in respect of the said clause under this report.

For Deoki Bijay & Co
Chartered Accountants
 ICAI Firm Registration No. - 313105E

CA Sushil Kumar Agrawal
 Partner
 ICAI Membership No. 059051

Place: - Kolkata
 Date: - May 02, 2025
 UDIN: - 25059051BMOZWN2737



ANNEXURE 'B' TO INDEPENDENT AUDITORS' REPORT

(Annexure referred to under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date.)

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

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting with reference to these Standalone Financial Statements

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

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial

reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**For Deoki Bijay & Co
Chartered Accountants**

ICAI Firm Registration No. - 313105E

CA Sushil Kumar Agrawal

Partner

ICAI Membership No. 059051

Place: - Kolkata

Date: - May 02, 2025

UDIN: - 25059051BMOZWN2737



STANDALONE BALANCE SHEET AS AT MARCH 31, 2025

(Amount in Rs. in lakhs)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024	April 01, 2023
ASSETS			Restated*	Restated*
Financial Assets				
Cash and Cash Equivalents	3	2.01	3.28	361.50
Bank balance other than Cash and Cash Equivalents	4	105.00	105.00	105.00
Trade Receivables	5	39.00	221.96	222.26
Loans	6	3,328.74	2,698.70	2,035.72
Investments	7	1,906.36	1,366.45	1,983.60
Other Financial Assets	8	1,172.59	1,091.67	858.18
		6,553.70	5,487.06	5,566.26
Non-financial Assets				
Current Tax Assets (Net)	9	122.31	139.72	102.45
Deferred tax Assets (Net)	10	213.53	213.53	213.53
Property, Plant and Equipments	11	780.82	786.21	793.44
Goodwill	11	-	4.00	4.00
Other Intangible Assets	11	-	0.03	0.06
Other Non-financial Assets	12	415.16	427.23	438.27
		1,531.82	1,570.72	1,551.75
TOTAL ASSETS		8,085.52	7,057.78	7,118.01
LIABILITIES AND EQUITY				
Financial Liabilities				
Payables	13			
(A) Trade Payables				
(i) total outstanding dues of micro enterprises and small enterprises		2.81	2.54	4.63
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		185.54	109.85	43.59
(B) Other Payables				
(i) total outstanding dues of micro enterprises and small enterprises		-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		4.85	4.85	4.85
Debt Securities	14	747.48	469.74	387.51
Borrowings (Other than Debt Securities)	15	3,168.76	3,220.57	2,715.05
Other Financial Liabilities	16	122.36	58.80	62.40
		4,231.80	3,866.35	3,218.03
Non-Financial Liabilities				
Provisions	17	11.93	13.32	9.30
Other non-financial liabilities	18	14.98	15.07	46.15
		26.91	28.39	55.45
Equity				
Equity Share Capital	19	5,398.85	4,888.85	4,846.05
Other Equity	20	(1,572.04)	(1,725.81)	(1,001.52)
Total Equity		3,826.81	3,163.04	3,844.53
TOTAL LIABILITIES AND EQUITY		8,085.52	7,057.78	7,118.01

Summary of material accounting policies and key accounting estimates and judgements

The accompanying notes form an integral part of the financial statements

*Restated (Refer Note no. 45)

As per our attached report of even date

For Deoki Bijay & Co

Chartered Accountants

ICAI Firm Registration Number : 313105E

For and on Behalf of Board of Directors

CA Sushil Kumar Agrawal

Partner

Membership Number: 059051

Kumar Nair

Managing Director

DIN: 00320541

Ramachandran Unnikrishnan

Director & CFO

DIN: 00493707

Place: Kolkata

Date : May 02, 2025

Suhas Borgaonkar

Company Secretary

Place: Mumbai

Date : May 02, 2025

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

(Amount in Rs. in lakhs)

Particulars	Note No.	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
Revenue from Operations			
Interest Income	21	455.50	378.13
Fees and Commission Income	22	246.13	213.36
Total Revenue from operations		701.63	591.49
Other Income	23	544.93	624.77
Total Income		1,246.56	1,216.26
Expenses			
Finance Costs	24	353.35	414.11
Fees and Commission Expenses	25	91.27	55.65
Impairment on Financial Instruments	26	56.14	2.25
Employee Benefits Expenses	27	222.31	173.12
Depreciation, amortization and Impairment	28	23.49	21.71
Others Expenses	29	161.17	149.27
Total expenses		907.73	816.11
Profit before exceptional items and tax		338.83	400.16
Exceptional items	46	210.20	-
Profit before tax		128.63	400.16
Tax expense:			
Current Tax		-	-
Deferred Tax		-	-
Prior Period Tax Adjustments	46	63.66	-
Total income tax expense		63.66	-
Profit for the period		64.97	400.16
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of net defined benefit liability		1.56	(2.71)
Fair valuation on Equity instrument		(0.24)	0.28
Income tax effect on these items		-	-
		1.32	(2.44)
Items that will be reclassified to profit or loss			
Reclassification of financial assets		-	-
Income tax effect on these items		-	-
		-	-
Other comprehensive income for the year, net of tax		1.32	(2.44)
Total comprehensive income for the year		66.29	397.72
Basic EPS (In Rs.) Face Value Rs.10/- per Equity Share	30	0.13	0.81
Diluted EPS (In Rs.) Face Value Rs.10/- per Equity Share	30	0.12	0.81

The accompanying notes form an integral part of the financial statements

As per our attached report of even date

For Deoki Bijay & Co

Chartered Accountants

ICAI Firm Registration Number : 313105E

For and on Behalf of Board of Directors

CA Sushil Kumar Agrawal

Partner

Membership Number: 059051

Kumar Nair

Managing Director

DIN: 00320541

Ramachandran Unnikrishnan

Director & CFO

DIN: 00493707

Place: Kolkata

Date : May 02, 2025

Suhas Borgaonkar

Company Secretary

Place: Mumbai

Date : May 02, 2025

**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025**

(Amount in Rs. in lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
A. Cash flows from operating activities		
Profit before tax for the year	128.63	400.16
Adjustments for:		
Depreciation of tangible and amortization of intangible assets	23.49	21.71
Interest Income	(455.50)	(377.77)
Dividend Income	(0.18)	(0.18)
Interest Expense	347.00	402.08
Remeasurement of net defined benefit liability	1.56	(2.71)
Profit on sale of Investments	0	(5.30)
Profit on Fair Value of Investments	(540.04)	(365.06)
Impairment Allowance	56.14	2.25
Exceptional item	210.20	-
Bad Debts Written off	-	4.88
	(228.70)	80.06
Movements in working capital:		
(Increase) / Decrease in Trade Receivables	(17.70)	0.30
Increase / (Decrease) in Trade & Other Payables	75.96	64.16
(Increase)/decrease in loans	(630.04)	(667.87)
(Increase)/decrease in other financial assets	(90.46)	(276.93)
(Increase)/decrease in other non-financial assets	12.07	11.05
Increase / (Decrease) in other financial Liabilities	63.56	-
Increase/(decrease) in provisions	(1.39)	4.01
Increase / (Decrease) in non-financial Liabilities	(0.08)	(31.08)
Cash inflow from interest on loans	369.95	421.19
Income tax paid (net of refunds)	17.41	(37.27)
Net cash generated from operating activities (A)	(429.42)	(432.38)
B. Cash flow from investing activities		
Dividend Income	0.18	0.18
Sale of Investment (Net)	(4.41)	13.56
Purchase of Investment (Net)	-	(150.00)
Purchase of Property Plant and Equipment	(18.38)	(14.45)
Sale of Property Plant and Equipment	(0.31)	-
Net cash used in investing activities (B)	(22.92)	(150.71)
C. Cash flow from financing activities		
Borrowings other than debt securities issued/ (Redeemed) (net)	(51.81)	505.52
Debt securities issued/ (Redeemed) (net)	277.74	82.23
Net Proceeds from Right issue of Equity Shares	508.61	42.81
Finance cost paid	(283.45)	(405.68)
Net cash used in financing activities (C)	451.08	224.88
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(1.27)	(358.22)
Effect of exchange differences on cash and cash equivalent held in foreign currency		
Cash and cash equivalents at the beginning of the year	108.28	466.50
Cash and cash equivalents at the end of the year	107.01	108.28
Components of cash and cash equivalents		
Cash on hand	0.00	0.06
With banks - on current accounts	107.01	108.22
Total cash and cash equivalents	107.01	108.28

Summary of material accounting policies and key accounting estimates and judgements

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS – 7 "Statement of Cash Flows".

The accompanying notes form an integral part of the financial statements

As per our attached report of even date

For Deoki Bijay & Co

Chartered Accountants

ICAI Firm Registration Number : 313105E

For and on Behalf of Board of Directors

CA Sushil Kumar Agrawal

Partner

Membership Number: 059051

Kumar Nair

Managing Director

DIN: 00320541

Ramachandran Unnikrishnan

Director & CFO

DIN: 00493707

Suhas Borgaonkar

Company Secretary

Place: Mumbai

Date : May 02, 2025

Place: Kolkata

Date : May 02, 2025

STANDALONE STATEMENT OF CHANGES IN EQUITY

Notes to Standalone Financial Statement for the year ended March 31, 2025

Equity Share Capital

(Amount in Rs. in lakhs)

Particulars	Note No.	For the year ended March 31	
		2025	2024
Balance at the beginning of the year	19	4,887.45	4,826.30
Changes in Equity Share Capital during the year		510.00	61.15
Balance at the end of the year		5,397.45	4,887.45

Other Equity

For the year Ended March 31, 2025

Particulars	Note No.	Reserves & Surplus				Other Comprehensive Income on	Total Other Equity
		Retained Earnings	Reserve Fund as per RBI Act	General Reserve	Equity Share Premium	Equity Instruments through OCI	
At April 1, 2024	20	(2,179.56)	348.42	104.11	-	1.22	(1,725.81)
Profit after tax		64.97	-	-	-	(0.24)	64.73
Other comprehensive income		1.56	-	-	-	-	1.56
Additions		-	-	-	87.46	-	87.46
		(2,113.03)	348.42	104.11	87.46	0.99	(1,572.04)
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	20	(12.99)	12.99	-	-	-	-
At March 31, 2025		(2,126.03)	361.41	104.11	87.46	0.99	(1,572.04)

For the year Ended March 31, 2024

Particulars	Note No.	Reserves & Surplus				Other Comprehensive Income on	Total Other Equity
		Retained Earnings	Reserve Fund as per RBI Act	General Reserve	Equity Share Premium	Equity Instruments through OCI	
At April 1, 2023	20	(2,569.98)	341.40	104.11	-	0.94	(2,123.54)
Profit after tax		400.16	-	-	-	-	400.16
Other comprehensive income		(2.71)	-	-	-	0.28	(2.44)
		(2,172.54)	341.40	104.11	-	1.22	(1,725.81)
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	20	(7.02)	7.02	-	-	-	-
At March 31, 2024		(2,179.56)	348.42	104.11	-	1.22	(1,725.81)

As per our attached report of even date

For Deoki Bijay & Co

Chartered Accountants

ICAI Firm Registration Number : 313105E

CA Sushil Kumar Agrawal

Partner

Membership Number: 059051

Place: Kolkata

Date : May 02, 2025

For and on Behalf of Board of Directors

Kumar Nair

Managing Director

DIN: 00320541

Suhas Borgaonkar

Company Secretary

Ramachandran Unnikrishnan

Director & CFO

DIN: 00493707

Place: Mumbai

Date : May 02, 2025



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

Note 1 CORPORATE INFORMATION

Transwarranty Finance Limited ('the Company'), incorporated in India (Corporate Identification Number L65920MH1994PLC080220), is a public limited company, headquartered in Mumbai. The Company is a full service Financial & Capital Market Services Company, providing a wide range of services to over 1,000 Large, Small and Medium companies and thousands of retail clients all over India, since 1994.

The Company is registered with Reserve Bank of India (RBI) as an Non Banking Finance Company (NBFC) and its shares are listed on both National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). It is engaged in advisory services like Investment Banking, Corporate Finance, Project Finance, Trade Finance and providing Business & Retail Loans digitally both secured and unsecured Loans.

Note 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES

2.1 STATEMENT OF COMPLIANCE AND BASIS FOR PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS

- a) These Standalone Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, and other relevant provisions of the Act. The financial statements have also been prepared in conformity with the accounting principles generally accepted in India.
- b) The standalone financial statements were approved and authorized for issue by the Board of Directors of the Company at its meeting held on May 02, 2025.
- c) The accounting policies have been consistently applied to all periods presented in the standalone financial statements except where a newly issued Ind AS is applied for the first time or where a change in accounting policy is required due to amendment to existing standards.
- d) The standalone balance sheet, the standalone statement of profit and loss, the standalone statement of changes in equity, and disclosures have been prepared in accordance with the format prescribed under Division III of Schedule III to the Companies Act, 2013, as amended, applicable to Non-Banking Financial Companies (NBFCs) that are required to comply with Ind AS. The standalone statement of cash flows has been prepared in accordance with Ind AS 7, Statement of Cash Flows.

2.2 FUNCTIONAL & MEASUREMENT CURRENCY

These standalone financial statements are presented in Indian Rupees (INR or Rs.), which is the Company's functional and presentation currency. All financial information presented in INR has been rounded to the nearest lakhs with two decimal places unless otherwise stated. Amounts stated as "0.00" represent values that are below the rounding off threshold.

2.3 BASIS OF MEASUREMENT

The standalone financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values:

- i. Financial instruments measured at fair value through profit or loss (FVTPL)
- ii. Financial assets classified as fair value through other comprehensive income (FVOCI)
- iii. Derivative financial instruments
- iv. Other financial assets held for trading

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

2.4 KEY ACCOUNTING ESTIMATES & JUDGEMENTS

- a) The preparation of these financial statements in accordance with Indian Accounting Standards (IND AS) requires management to make estimates, judgements, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities (including contingent liabilities), income, expenses, and related disclosures at the reporting date.
- b) These estimates and assumptions are based on historical experience, current and expected future events, and various other factors that are considered reasonable under the circumstances.
- c) The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively in the period of revision and, where applicable, in future periods. If such revisions are material, they are disclosed in the relevant notes to the financial statements.
- d) Significant areas involving a higher degree of judgement or complexity, or areas where estimates have a significant impact on the financial statements, include but not limited to:
 - (i) Valuation of financial instruments
 - (ii) Assessment of impairment of assets
 - (iii) Useful lives of property, plant and equipment and intangibles
 - (iv) Recognition of revenue and contract assets
 - (v) Deferred tax assets
 - (vi) Provisions and contingencies

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect on the amounts recognised in the financial statements are included in the following notes:

(i) Business Model Assessment:

Classification and measurement of financial assets depends on the results of the SPPI (Solely Payments of Principal and Interest) and the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective.

This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed. The Company monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held.

Fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the standalone statement of profit and loss in the period in which they arise.

(ii) Measurement of Fair Values

The preparation of the financial statements requires the Company to measure certain financial and non-financial assets and liabilities at fair value, both at initial recognition and at subsequent reporting dates.

Fair values are determined based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using a valuation technique.



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

The Company classifies fair value measurements using a fair value hierarchy, which reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

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

Level 2: Inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities in active markets, or inputs derived from observable market data.

Level 3: Inputs that are unobservable for the asset or liability, based on the Company's own assumptions about the assumptions market participants would use in pricing the asset or liability.

For items that are recognised in the financial statements on a recurring basis at fair value, the Company determines whether transfers between levels in the hierarchy have occurred by reassessing the categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Valuation techniques used to determine fair value include the market approach, income approach, and cost approach, as appropriate. When applicable, the Company calibrates valuation models using observable data and reviews the models periodically for consistency and reliability.

(iii) **Effective Interest Rate (EIR) Method**

The Company's EIR methodology, recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the financial instruments. This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well expected changes to India's base rate and other fee income/expense that are integral parts of the instrument.

(iv) **Provision & Contingent Liability:**

The company operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration and regulatory investigations and proceedings in the ordinary course of the Company's business.

When the Company can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Company records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Company takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

(v) **Expected Credit Loss:**

When determining whether the risk of default on a financial instruments has increased significantly since initial recognition, the company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the company's historical experience and credit assessment and including forward-looking information.

The inputs used and process followed by the company in determining the ECL have been detailed in note 37.

(vi) **Defined Benefit Plans**

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may

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

differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(vii) Leases

With effect from 1 April 2019, the Company has applied Ind AS 116 'Leases' for all long term and material lease contracts covered by the Ind AS. The Company has adopted modified retrospective approach as stated in Ind AS 116 for all applicable leases on the date of adoption.

Measurement of Lease Liability

At the time of initial recognition, the Company measures lease liability as present value of all lease payments discounted using the Company's incremental cost of borrowing and directly attributable costs. Subsequently, the lease liability is –

- (a) increased by interest on lease liability;
- (b) reduced by lease payments made; and
- (c) remeasured to reflect any reassessment or lease modifications specified in Ind AS 116 'Leases', or to reflect revised fixed lease payments.

Measurement of Right-of-use assets

At the time of initial recognition, the Company measures 'Right-of-use assets' as present value of all lease payments discounted using the Company's incremental cost of borrowing w.r.t said lease contract. Subsequently, 'Right-of-use assets' is measured using cost model i.e. at cost less any accumulated depreciation and any accumulated impairment losses adjusted for any remeasurement of the lease liability specified in Ind AS 116 'Leases'.

Depreciation on 'Right-of-use assets' is provided on straight line basis over the lease period.

The exception permitted in Ind AS 116 for low value assets and short term leases has been adopted by Company.

2.5 PROPERTY, PLANT & EQUIPMENT (PPE)

a) Recognition & Measurement

Property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. The cost of property, plant and equipment comprise purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-financial assets and the cost of assets not put to use before such date is disclosed under 'Capital work-in-progress'.

Assets held for sale or disposals are stated at the lower of their net book value and net realisable value.

b) Subsequent Measurement

Subsequent expenditure related to the asset are added to its carrying amount or recognised as a separate asset only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

c) Depreciation, estimated useful life & residual values

Depreciation on PPE is provided on straight-line basis in accordance with the useful lives specified in Schedule II to the Companies Act, 2013 on a pro-rata basis.



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

The estimated useful lives used for computation of depreciation are as follows:

Assets	Useful Life
Computers and Data processing units	3 to 6 years
Furniture and fixtures	10 years
Office equipments	5 years
Buildings	60 years
Vehicles	8 to 10 years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at the end of each financial year and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by modifying the depreciation period or methodology, as appropriate, and treated as change in accounting estimates.

The carrying amount of an item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The date of disposal of an item of property, plant and equipment is the date when the recipient gains control of the item, in accordance with the requirements for determining when a performance obligation is satisfied under Ind AS 115. The gain or loss arising from the derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item, and it is recognised in the Statement of Profit and Loss.

2.6 INTANGIBLE ASSETS

- a) An intangible asset is recognised only when its cost can be measured reliably, and it is probable that the expected future economic benefits that are attributable to it will flow to the Company.
- b) Intangible assets are stated at cost less accumulated amortization and accumulated impairment loss, if any.
- c) Intangible assets comprises of Membership rights of Stock Exchanges, Computer software and Software licences which is amortized over the estimated useful life. The amortization period of Stock exchange license and membership right is 10 years and computer software is 3 years which is based on management's estimates of useful life. Amortisation is calculated using the straight line method to write down the cost of intangible assets over their estimated useful lives.
- d) Subsequent expenditure related to the asset is added to its carrying amount or recognised as a separate asset only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance and cost can be measured reliably.
- (e) Gains or losses from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit or Loss when the asset is derecognised.

2.7 INVESTMENT IN SUBSIDIARIES AND ASSOCIATES

The Company's investments in subsidiaries, joint ventures and associates that are listed are carried at fair value through profit or loss in accordance with the requirements of Ind AS 109 read with IND AS Any gains or losses arising from changes in fair value are recognised in the Statement of Profit and Loss. Separate Financial Statements. Investments classified as held for sale are measured and presented in accordance with Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations, if any.

2.8 FOREIGN EXCHANGE

The Company's financial statements are presented in Indian Rupee, which is also the Company's functional currency.

a) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

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

b) Conversion

Foreign currency monetary items are re-translated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

c) Exchange difference

All exchange differences are accounted in the Statement of Profit and Loss.

2.9 FINANCIAL INSTRUMENTS

a) Date of recognition

Financial assets and financial liabilities are recognised in the Company's Standalone Balance sheet, when the Company becomes a party to the contractual provisions of the instrument.

b) Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables are measured at transaction price determined under Ind AS 115 since it do not contain a significant financing component and the Company has applied the practical expedient as well.

Financial assets and liabilities, with the exception of loans, debt securities, deposits and borrowings are initially recognised on the trade date, i.e., the date that the Company becomes a party to the contractual provisions of the instrument. Recognised financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

c) Classification and Subsequent measurement of financial assets

Based on the business model, the contractual characteristics of the financial assets, the Company classifies and measures financial assets in the following categories:

- (i) Amortised cost
- (ii) Fair value through other comprehensive income ('FVOCI')
- (iii) Fair value through profit or loss ('FVTPL')

(i) Amortised cost -

The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios being the level at which they are managed. The financial asset is held with the objective to hold financial asset in order to collect contractual cash flows as per the contractual terms that give rise on specified dates to cash flows that are solely payment of principal and interest (SPPI) on the principal amount outstanding. Accordingly, the Company measures Cash and Bank balances, Loans, investment in subsidiaries, trade receivables at amortised cost.

(ii) Fair value through other comprehensive income

The Company measures all equity investments at fair value through profit or loss, unless the Company's management has elected to classify irrevocably some of its equity instruments at FVOCI, when such instruments meet the definition of Equity under Ind AS 32 Financial Instruments and are not held for trading.



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

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

Movements in the carrying amount of such financial assets are recognised in Other Comprehensive Income ('OCI'), except interest/dividend income which is recognised in profit and loss. Amounts recorded in OCI are subsequently transferred to the statement of profit and loss in case of debt instruments however, in case of equity instruments it will be directly transferred to reserves. Equity instruments at FVOCI are not subject to an impairment assessment.

(iii) Financial assets at fair value through profit and loss

Financial assets which do not meet the criteria for categorisation as at amortised cost or as FVOCI or either designated, are measured at FVTPL. Subsequent changes in fair value are recognised in profit or loss. The Company records investments in equity instruments and mutual funds at FVTPL.

d) Financial liabilities and equity instruments:

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Classification as debt or equity-

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(i) Equity instruments -

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by Company are recognised at the proceeds received. Transaction costs of an equity transaction are recognised as a deduction from equity.

(ii) Financial liabilities -

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for trading or it is a derivative or it is designated as such on initial recognition. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of profit and loss. Any gain or loss on derecognition is also recognised in Statement of profit and loss.

e) Reclassification

Financial assets are not reclassified subsequent to their initial recognition, apart from the exceptional circumstances in which the Company acquires, disposes of, or terminates a business line or in the period the Company changes its business model for managing financial assets. Financial liabilities are not reclassified.

f) Derecognition

(i) Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
(ii) Financial liabilities

A financial liability is derecognised when the obligation in respect of the liability is discharged, cancelled or expires. The difference between the carrying value of the financial liability and the consideration paid is recognised in Statement of profit and loss.

g) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

h) Impairment of financial assets**(i) Trade Receivables**

- The Company applies the Ind AS 109 simplified approach for measuring expected credit losses which uses a lifetime expected loss allowance (ECL) for all trade receivables.
- The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.
- To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on average of historical loss rate adjusted to reflect current and available forward-looking information affecting the ability of the customers to settle the receivables. The Company has also computed expected credit loss due to significant delay in collection.

(ii) Other financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' model (ECL), for evaluating impairment of financial assets other than those measured at Fair value through profit and loss.

The Company recognises lifetime ECL for trade and other receivables and lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. Lifetime ECL represents the expected credit losses that may result from all possible default events over the expected life of a financial assets. (refer Schedule on Receivables Note No 5)

For all other financial assets, the Company recognizes lifetime expected credit losses (ECL) based on the months past due when there has been a significant increase in credit risk since initial recognition and when the financial asset is credit impaired. Financial assets where no significant increase in credit risk has been observed are considered to be in 'stage 1' and for which no ECL is recognized. Financial assets where there has been significant increase in credit risk are considered to be in 'stage 2' and those which are in default or for which there is an objective evidence of impairment are considered to be in 'stage 3'. Lifetime ECL is recognized for stage 2 and stage 3 financial assets.

In the event of a significant increase in credit risk, allowance (or provision) is required for ECL towards all possible default events over the expected life of the financial instrument ('lifetime ECL').

Financial assets (and the related impairment loss allowances) are written off either partially or in their entirety, when there is no realistic prospect of recovery and the company has stopped pursuing the recovery. If the amount to be written off is greater than the accumulated loss allowance, the difference is first treated as an addition to the allowance that is then applied against the gross carrying amount. Any subsequent recoveries are credited to impairment on financial instruments in statement of profit and loss.



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

Without significant increase in credit risk since initial recognition (stage 1)

No ECL allowance is recognized for stage 1 financial asset as based on company's assessment there is no significant increase in credit risk. The Company has ascertained default possibilities on past behavioral trends and other performance indicators.

Significant increase in credit risk (stage 2)

An assessment of whether credit risk has increased significantly since initial recognition is performed at each reporting period by considering the change in the risk of default of the loan exposure. However, unless identified at an earlier stage 90 days past due is considered as an indication of financial assets to have suffered a significant increase in credit risk.

Credit impaired (stage 3)

The Company recognises a financial asset to be credit impaired and in stage 3 by considering relevant objective evidence, primarily whether:

Contractual payments of either principal or interest are past due for more than 365 days;

The loan is otherwise considered to be in default.

Measurement of ECL

The assessment of credit risk and estimation of ECL are unbiased and probability weighted. It incorporates all information that is relevant including information about past events, current conditions and reasonable forecasts of future events and economic conditions at the reporting date. The Company has calculated ECL using three components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD). ECL is calculated by multiplying the PD, LGD and EAD and adjusted for time value of money as necessary.

- * Determination of PD is covered above for each stages of ECL.
- * EAD represents the expected balance at default, taking into account the repayment of principal and interest from the Balance Sheet date to the date of default together with any expected drawdowns of committed facilities.
- * LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value, if any, at the time it is expected to be realised.

2.10 IMPAIRMENT OF ASSETS OTHER THAN FINANCIAL ASSETS

- a) The Company reviews the carrying amounts of its tangible and intangible assets at the end of each reporting period, to determine whether there is any indication that those assets have impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or group of assets.
- b) Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.
- c) If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount.
- d) When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount such that the increased carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised for the asset (or cash-generating unit) in prior years. The reversal of an impairment loss is recognised in Statement of profit and loss.

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

2.11 CASH & 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. For the purpose of the statement of cash flows, cash and cash equivalents, and short-term deposits are considered integral part of the Company's cash management. Outstanding bank overdrafts are not considered as an integral part of the Company's cash management.

2.12 REVENUE RECOGNITION

Revenue (other than for those items to which Ind AS 109, Financial Instruments, are applicable) is measured at the transaction price, which includes but is not limited to estimating variable consideration, adjusting the consideration for the effects of the time value of money, and measuring non-cash consideration as applicable. Ind AS 115, Revenue from Contracts with Customers, outlines a single comprehensive model of accounting for revenue arising from contracts with customers. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer.

The Company recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Company satisfies a performance obligation.

Specific policies for the Company's different sources of revenue are explained below:

a) Fee and commission income

Fee based income are recognised when they become measurable and when it is probable to expect their ultimate collection. Commission and brokerage income earned for the services rendered are recognised as and when they are due.

b) Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

c) Dividend Income

Dividends are recognised in the statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.



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

d) **Depository Service Income**

Revenue from depository services on account of annual maintenance charges is accounted for over the period of the performance obligation. Revenue from depository services on account of transaction charges is recognised at the point in time when the performance obligation is satisfied.

Contract Asset & Contract Liability

Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as unbilled revenue.

Revenues in excess of invoicing are classified as contract assets (which we refer as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as unearned revenues).

2.13 EMPLOYEE BENEFITS

a) **Short-term employee benefits**

Short-term employee benefits are recognised as an expense as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

b) **Contribution to provident fund**

Retirement benefit in the form of provident fund, is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

c) **Gratuity**

The Company's liability towards gratuity scheme is determined by independent actuaries, using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. Past services are recognised at the earlier of the plan amendment / curtailment and recognition of related restructuring costs/ termination benefits.

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

Remeasurement gains/losses

Remeasurement of defined benefit plans, comprising of actuarial gains / losses, return on plan assets excluding interest income are recognised immediately in the balance sheet with corresponding debit or credit to Other Comprehensive Income (OCI). Remeasurements are not reclassified to Statement of profit and loss in the subsequent period.

Remeasurement gains or losses on long-term compensated absences that are classified as other long-term benefits are recognised in Statement of profit and loss.

d) **Leave encashment / compensated absences**

The employees of the Company are entitled to compensated absences as per the policy of the Company. The Company recognises the charge to the Statement of profit and loss and corresponding liability on account of such non-vesting accumulated leave entitlement based on a valuation by an independent actuary. The cost of providing compensated absences are determined using the projected unit credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of Profit and Loss

e) **Employee shared based payments**

Equity-settled share-based payments to employees are recognised as an expense at the fair value of stock options at the grant date. The fair value determined at the grant date of the Equity-settled share-based payments is expensed on a straightline basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

2.14 FINANCE COSTS

Finance costs include interest expense computed by applying the effective interest rate on respective financial instruments measured at Amortised cost.

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

Financial instruments include bank term loans and overdraft facility. Borrowing costs directly attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of that asset, as per Ind AS 23. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Finance costs are charged to the Statement of profit and loss.

2.15 INCOME TAX

Income tax expense comprises of current tax and deferred tax. It is recognised in Statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

a) Current tax

Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income Tax Act, 1961. Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates and tax laws enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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

b) Deferred tax

- (i) Deferred tax is provided using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.
- (ii) Deferred tax assets arising mainly on account of carry forward losses and unabsorbed depreciation under tax laws are recognised only if there is reasonable certainty of its realisation.
- (iii) Deferred tax assets on account of other temporary differences are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.
- (iv) Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Changes in deferred tax assets / liabilities on account of changes in enacted tax rates are given effect to in the standalone statement of profit and loss in the period of the change. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date.
- (v) Deferred tax assets and deferred tax liabilities are off set when there is a legally enforceable right to setoff assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

2.16 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, sub-division of shares etc. that have changed the number of equity shares outstanding, without a corresponding change in resources. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity share holders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

2.17 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

- a) A provision is recognised when the Company has a present obligation as a result of a past event and it is probable that an outflow of embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle



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

the present obligation at the Balance sheet date. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are reviewed at each balance sheet date and adjusted to effect current management estimates.

- b) Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. Contingent liabilities are not recognised but are disclosed in the notes. Contingent liabilities are recognised when there is possible obligation arising from past events.
- c) A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The company does not have any contingent assets in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

2.18 CASH FLOW STATEMENT

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

2.19 BORROWING COST

Borrowing cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised, if any. All other borrowing costs are expensed in the period in which they occur.

2.20 GOODS AND SERVICES TAX PAID ON ACQUISITION OF ASSETS OR ON INCURRING EXPENSES

Expenses and assets are recognised net of the goods and services tax paid, except when the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables, respectively, in the balance sheet.

2.21 STANDARDS ISSUED AND EFFECTIVE

Ministry of Corporate Affairs ("MCA") had notified the Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March, 2023 to amend the following Ind AS which were effective from 01 April, 2023. However, these amendments does not have an impact on Financial Statements and material accounting policy information.

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 01 April, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the Company's financial statements.

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

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 01 April, 2023. The Company has evaluated the amendment and there is no impact on its financial statement.

2.22 STANDARDS NOTIFIED BUT NOT YET EFFECTIVE

There are no standards that are notified and not yet effective as on the date.

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

(Amount in Rs. in lakhs)

Note- 3 Cash and Cash Equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks:		
in current accounts	2.01	3.22
Cash on hand	0.00	0.06
Total	2.01	3.28

Cash and cash equivalents include cash on hand, bank balances in current accounts and fixed deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Note- 4 Bank balances other than Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks:		
in Fixed Deposits (with original maturity more than 3 months)	105.00	105.00
(Overdraft facility has been obtained from bank against the above fixed deposits as a security)		
Total	105.00	105.00

Note- 5 Trade Receivables

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured		
-Considered good	39.01	21.31
Receivables which have significant increase in Credit Risk	-	401.31
	39.01	422.62
Less : Impairment Loss Allowance	-	(200.66)
Total	39.01	221.96

- No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person.
- No trade receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.
- The Company follows simplified approach under Ind AS 109 'Financial Instruments' for measurement of impairment loss allowance on trade receivables that do not contain significant financing component.



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

(Amount in Rs. in lakhs)

Trade receivables ageing schedule as at March 31, 2025

Particulars	Outstanding from due date of payment					
	Less than 6 months	6 months - 1 year	1 -2 years	2-3 years	More than 3 years	Total
<u>Considered good</u>						
(i) Undisputed Trade receivables	19.38	19.63	-	-	-	39.01
<u>Which have significant increase in credit risk</u>						
(i) Undisputed Trade Receivables	-	-	-	-	-	-
Total	19.38	19.63	-	-	-	39.01

Trade receivables ageing schedule as at March 31, 2024

Particulars	Outstanding from due date of payment					
	Less than 6 months	6 months - 1 year	1 -2 years	2-3 years	More than 3 years	Total
<u>Considered good</u>						
(i) Undisputed Trade receivables	20.15	0.04	0.87	-	0.25	21.31
<u>Which have significant increase in credit risk</u>						
(i) Undisputed Trade Receivables	-	-	-	-	401.31	401.31
Total	20.15	0.04	0.87	-	401.56	422.62

Reconciliation of Impirement loss Allowance on Trade Receivables

Particulars	As at March 31, 2025	As at March 31, 2024
Impirement Loss Allowance at the beginning of the year	200.66	454.16
Net Increase/(Decrease) during the year	(200.66)	(253.50)
Impirement Loss Allowance at the end of the year	-	200.66

Note- 6 Loans

Particulars	As at March 31, 2025	As at March 31, 2024
<u>At Amortised Cost</u>		
Unsecured		
Consumer Loans and Business Loans	1,193.41	892.63
Inter Corporate Deposits	2,134.50	1,942.50
Loans to Related Parties	46.30	44.55
Loans to Employee	1.77	1.96
Gross Loans	3,375.97	2,881.64

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

(Amount in Rs. in lakhs)

Less: Impairment loss allowance - Consumer Loans and Business Loans	(44.36)	(181.16)
Less: Provision for Standard Assets	(2.87)	(1.77)
Net Loans	3,328.74	2,698.70
Out of the above;		
(i) Loans in India		
Public Sector	-	-
Others	3,375.97	2,881.64
Less: Impairment loss allowance - Consumer Loans and Business Loans	(44.36)	(181.16)
Less: Provision for Standard Assets	(2.87)	(1.77)
	3,328.74	2,698.70
(i) Loans outside India		
Others	-	-
Total (i)+ (ii)	3,328.74	2,698.70

*The Company has not granted any loans or advances in the nature of loans to promoters, directors and KMPs (as defined under the Companies Act, 2013), either severally or jointly with any other person that are (a) repayable on demand or (b) without specifying any terms or period of repayment.

Summary of loans by stage distribution

Particulars	As at March 31, 2025			
	Stage 1	Stage 2	Stage 3	Total
	0-30 Days DPD	31-120 Days DPD	> 120 Days DPD	
Gross carrying amount	3,258.17	73.44	44.36	3375.97
Less: Impairment loss allowance	-	-	44.36	44.36
Less: Provision For Standard Assets	2.69	0.18	-	2.87
Net carrying amount	3,255.49	73.26	0	3328.74
Impairment loss allowance as a percentage of gross carrying amount	-	-	100.00%	1.31%

Particulars	As at March 31, 2024			
	Stage 1	Stage 2	Stage 3	Total
	0-30 Days DPD	31-120 Days DPD	> 120 Days DPD	
Gross carrying amount	2,617.13	63.29	201.21	2,881.63
Less: Impairment loss allowance	-	-	181.16	181.16
Less: Provision For Standard Assets	1.57	0.15	0.05	1.77
Net carrying amount	2,615.56	63.14	20.00	2,698.70
Impairment loss allowance as a percentage of gross carrying amount	-	-	90.04%	6.29%



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

(Amount in Rs. in lakhs)

Note- 7 Investments

Particulars	As at March 31, 2025	As at March 31, 2024
At Fair Value Through statement of Profit & Loss Account		
(i) Investment in subsidiaries		
Equity shares	1,363.95	998.89
Add: Fair value gain/(losses)	533.85	365.06
	1,897.80	1,363.95
(ii) In equity instruments (Quoted)		
Equity shares	0.19	1.73
Add: Fair value gain/(losses)	6.19	(1.54)
	6.38	0.19
(iii) In equity instruments (Un Quoted)		
Equity shares	0.11	0.11
Add: Fair value gain/(losses)	-	-
	0.11	0.11
At Fair Value Through Other Comprehensive Income		
(i) In mutual funds	1.49	1.39
(ii) In Government securities	0.82	0.54
Add: Fair value gain/(losses)	(0.24)	0.27
	2.07	2.20
Total Investments, Net	1,906.36	1,366.45

Particulars	As at March 31, 2025	As at March 31, 2024
Out of Above		
In India	1,906.36	1,366.45
Outside India	-	-
Total	1,906.36	1,366.45

-Impairment allowance recognised on investments is Rs. Nil (Previous year Rs. Nil) except where specified

-Details of Investment in subsidiaries and associates is as below:

Name of the entity	Relationship	Principal Place of Business	Principal activities	As at March 31, 2025	As at March 31, 2024
Vertex Securities Limited	Subsidiary	Kerala	Share Broking Company	53.04%	53.04%
Vertex Commodities and Finpro Private Limited	Step down Subsidiary Company	Kerala	Commodities Broking Company	38.85%	38.85%
Transwarranty Capital Market Services Private Limited	Subsidiary	Mumbai	Tech Support Company	100%	100%

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

(Amount in Rs. in lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Units	Amount	Units	Amount
Mutual Funds				
UTI Liquid Fund - Regular Plan Daily Reinvestment of IDCW	1.17	0.01	1.14	0.01
UTI - Ultra Short Duration Fund-Direct Growth Plan Growth	3.86	0.17	3.86	0.16
HDFC Liquid Fund- Growth	25.93	1.31	25.93	1.22
Sub total (i)	30.96	1.49	30.92	1.39
Government Securities				
National Savings Certificate VIII issue	1.00	0.05	1.00	0.05
UTI Large Cap Fund (UTI Master Share)	1,000.00	0.53	1,000.00	0.76
Sub total (i)	1,001.00	0.58	1,001.00	0.81
Equity Instruments				
Subsidiaries				
Vertex Securities Limited	3,92,53,950	1,746.80	3,92,53,950	1,212.95
Vertex Commodities and FinPro Private Limited	15,00,000	150.00	15,00,000	150.00
Transwarranty Capital Market Services Private Limited	50,000	1.00	50,000	1.00
	4,08,03,950	1,897.80	4,08,03,950	1,363.95
Others, Quoted				
South Indian Bank (ISIN- INE683A01023)	10,000	2.31	-	-
South Indian Bank (ISIN- INE683A20015)	2.00	0.00	-	-
NEPC India Limited	2,000	0.20	2,000	-
Shree Rama Newsprints Limited	1,250	0.42	1,250	0.19
Bank of Baroda	1	0.00	-	-
Anil Products Limited	39	-	39	-
Kitex Garments Limited	1,920	3.46	-	-
	15,212	6.38	3,289	0.19
Others, Unquoted				
Saraswat Co-Operative Bank Limited	1,000	0.10	1,000	0.10
Regent Chamber Co.Op. Housing Society	10	0.01	10	0.01
	1,010	0.11	1,010	0.11
Total		1,906.36		1,366.45



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

(Amount in Rs. in lakhs)

Note- 8 Other Financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
Security Deposits	1.69	29.04
Advance Lease Rental	-	0.03
Interest Accrued on ICDs & Others	90.20	17.51
Interest Accrued on Other Loans	22.85	9.37
Interest Receivable on Fixed Deposit	0.86	1.48
Receivable from Payment Gateway	3.38	6.17
Interest Recoverable from Bank	42.48	-
Un Billed Revenue	253.50	270.45
TFL-TCCPL and TFCPL Merger Scheme Trust	757.63	757.63
Total	1,172.59	1,091.67

Note- 9 Current tax assets (Net)

Particulars	As at March 31, 2025	As at March 31, 2024
Income Tax (Net of Provisions)	122.31	139.72
Total	122.31	139.72

Note- 10 Deferred tax Assets (Net)

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred tax Assets	213.53	213.53
Total	213.53	213.53

Deferred tax assets recorded in Balance Sheet

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred tax assets		
Depreciation on property, plant and equipment	9.39	9.39
On application of Expected Credit Loss method for loan loss provisions and related adjustments as per Ind AS 109 and amortisation of net income under Effective Interest Rate Method not adjusted under Income Tax Act, 1961	204.14	204.14
Present value of security deposit	0.07	0.07
Remeasurement of employee benefit	1.40	1.40
Effective Interest Rate (EIR) on financial instruments	1.26	1.26
Gross deferred tax assets	216.26	216.26
Deferred tax liabilities		
Net gain on fair valuation of Investments not adjusted under Income Tax Act, 1961	0.14	0.14
Effective Interest Rate (EIR) on financial instruments	1.52	1.52
Remeasurement of employee benefit	-	-
Present value of security deposit	1.07	1.07
Gross deferred tax liabilities	2.73	2.73
Deferred tax assets/(liabilities), net	213.53	213.53

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2025

(Amount in Rs. in lakhs)

Note- 11. Property, plant and equipment and intangible assets**For the year ended March 31, 2025**

Particulars	Gross Block			Depreciation and amortisation			Net Block	
	As at 1st April, 2024	Additions	Deductions/ Adjustments	As at 31st March, 2025	As at 1st April, 2024	For the year	As at 31st March, 2025	As at 31st March, 2024
Property, plant and equipment (a)								
Furniture and Fixtures	59.34	4.30	-	63.64	58.12	1.50	4.02	1.22
Computers	20.62	5.25	0.38	25.49	17.16	2.04	6.36	3.46
Office Equipments	36.77	1.40	-	38.17	34.68	0.51	2.98	2.09
Vehicles	38.72	-	-	38.72	38.72	-	-	-
Office Premises No. 403 (Refer note a)	489.18	-	-	489.18	90.76	10.70	387.72	398.42
Office Premises No. 405	486.57	7.43	-	494.00	136.40	8.71	348.89	350.17
Land	30.86	-	-	30.86	-	-	30.86	30.86
Sub-Total- (a)	1,162.05	18.38	0.38	1,180.06	375.84	23.46	399.23	786.21
Intangible Asset (b)								
Goodwill	4.00	-	4.00	-	-	-	-	4.00
Software	34.64	-	-	34.64	34.61	0.03	34.64	0.03
Sub-Total- (b)	38.64	-	4.00	34.64	34.61	0.03	34.64	4.03
Total- (a) + (b)	1,200.69	18.38	4.38	1,214.70	410.45	23.49	433.87	790.24

For the year ended March 31, 2024

Particulars	Gross Block			Depreciation and amortisation			Net Block	
	As at 1st April, 2023	Additions	Deductions/ Adjustments	As at 31st March, 2024	As at 1st April, 2023	For the year	As at 31st March, 2024	As at 31st March, 2023
Property, plant and equipment (a)								
Furniture and Fixtures	59.34	-	-	59.34	56.50	1.62	1.22	2.84
Computers	18.01	2.61	-	20.62	15.87	1.29	3.46	2.14
Office Equipments	35.23	1.54	-	36.77	34.58	0.10	2.09	0.65
Vehicles	38.72	-	-	38.72	38.72	-	-	-
Office Premises No. 403 (Refer note a)	478.88	10.30	-	489.18	80.49	10.27	398.42	398.39
Office Premises No. 405	486.57	-	-	486.57	128.00	8.40	350.17	358.57
Land	30.86	-	-	30.86	-	-	30.86	30.86
Sub-Total- (a)	1,147.61	14.45	-	1,162.05	354.16	21.68	786.21	793.45
Intangible Asset (b)								
Goodwill	4.00	-	-	4.00	-	-	-	-
Software	34.64	-	-	34.64	34.58	0.03	0.03	4.00
Sub-Total- (b)	38.64	-	-	38.64	34.58	0.03	34.61	0.06
Total- (a) + (b)	1,186.25	14.45	-	1,200.69	388.74	21.71	790.24	797.51

a. Carrying amount of Office Premises No. 403 has been hypothecated as a security by the Company against the overdraft facility taken by Vertex Securities Limited (subsidiary company)

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

(Amount in Rs. in lakhs)

Depreciation and Amortisation

Depreciation and amortisation is provided using straight-line method over the useful life of assets assuming no residual value at the end of useful life of the asset.

Depreciation and amortisation on addition to assets and assets sold during the year is being provided from/up to the month in which such asset is added or sold as the case may be.

Useful lives of assets are determined by the Management by an internal technical assessment except where such assessment suggests a life significantly different from those prescribed by Schedule II of the Companies Act, 2013 where the useful life is as assessed and certified by a technical expert.

S.No.	Nature of Assets	Useful Life adopted by the Company
1	Building	60 Years
2	Computers & Data Processing Units	
	End User Machines	3 Years
	Servers & Networks	3 Years
3	Office Equipments	
	Air Conditioners	5 Years
	Other Office Equipments	5 Years
4	Furniture & Fixtures	10 Years
5	Vehicles	8 Years
6	Intangible Assets Includes those Internally generated	6 Years

Note- 12 Other non-financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
Capital Advances	407.75	407.75
MAT Credit Entitlement	-	13.39
Prepaid Expense	4.04	1.48
Input Credit- GST	3.38	4.60
Total	415.16	427.22

Impairment loss allowance recognised on other non financial assets is Rs. Nil (Previous year Rs. Nil).

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

(Amount in Rs. in lakhs)

Note-13 Payables

Particulars	As at March 31, 2025	As at March 31, 2024
A) Trade Payables		
(i) total outstanding dues of micro enterprises and small enterprises	2.81	2.54
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	185.54	109.85
Total	188.35	112.39
B) Other Payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	4.85	4.85
Total	4.85	4.85
Total	193.20	117.24

No interest was paid during the year / previous year in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 and no amount was paid to the supplier beyond the appointed day. No amount of interest is due and payable for the year of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.

INR Nil (previous year INR Nil) interest was accrued and unpaid at the end of the accounting year. No further interest remaining due and payable even in the succeeding years for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

Trade payables ageing schedule as at March 31, 2025

Particulars	Outstanding from the due date of payment				
	Less than 1 year	1 -2 years	2-3 years	More than 3 years	Total
(i) MSME	2.81	-	-	-	2.81
(ii) Others	185.44	0.10	-	-	185.54
Total	188.25	0.10	-	-	188.35

Trade payables ageing schedule as at March 31, 2024

Particulars	Outstanding from the due date of payment				
	Less than 1 year	1 -2 years	2-3 years	More than 3 years	Total
(i) MSME	2.54	-	-	-	2.54
(ii) Others	52.62	55.52	1.71	-	109.85
Total	55.16	55.52	1.71	-	112.39



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

(Amount in Rs. in lakhs)

Note- 14 Debt Securities

Particulars	As at March 31, 2025	As at March 31, 2024
At Amortised Cost		
<u>Secured #</u>		
Privately placed redeemable non-convertible debentures fully paid up (Refer note A)	294.00	238.00
Less: Amortization of finance cost	(8.25)	(5.00)
Net Secured Loans	285.75	233.00
<u>Unsecured</u>		
Privately placed redeemable non-convertible debentures fully paid up	463.00	238.00
Less: Amortization of finance cost	(1.26)	(1.26)
Net Unsecured Loans	461.74	236.74
Total Debt Securities	747.48	469.74

Particulars	As at March 31, 2025	As at March 31, 2024
Out of Above		
In India	747.48	469.74
Outside India	-	-
Total	747.48	469.74

Note A: Secured by way of first ranking pari passu charge with the existing secured creditors on the movable assets of the company to the extent of 100% of the amount of outstanding NCDs and interest thereon.

Terms of Repayment of Secured Non Convertible Debentures (NCD's) Redeemable At Par

NCD Series	Coupon rate	Issue Date	Date of Redemption	As at March 31	
				2025	2024
Series-C	11.25%	28-May-19	28-May-24	-	5.00
Series-C	11.50%	28-May-19	28-May-24	-	5.00
Series-H	11.25%	13-Jun-20	13-Jun-25	2.00	2.00
Series-L	11.75%	03-Mar-21	03-Mar-26	2.00	2.00
Series-M	11.25%	09-Apr-21	09-Apr-24	-	14.00

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

(Amount in Rs. in lakhs)

NCD Series	Coupon rate	Issue Date	Date of Redemption	As at March 31	
				2025	2024
Series-M	11.50%	09-Apr-21	09-Apr-24	-	9.00
Series-M	11.75%	09-Apr-21	09-Apr-26	2.00	2.00
Series-N	11.25%	19-Jun-21	19-Jun-24	-	7.00
Series-N	11.25%	19-Jun-21	19-Jun-26	2.00	2.00
Series-P	11.25%	06-Sep-21	06-Sep-26	40.00	40.00
Series-R	11.25%	04-Jan-22	04-Jan-25	-	34.00
Series-R	11.50%	04-Jan-22	04-Jan-25	-	6.00
Series-S	11.25%	17-Mar-22	17-Mar-25	-	5.00
Series-S	11.50%	17-Mar-22	17-Mar-25	-	2.00
Series-T	11.25%	01-Jun-22	01-Jun-25	24.00	24.00
Series-T	11.50%	01-Jun-22	01-Jun-25	3.00	3.00
Series-U	11.25%	05-Sep-22	05-Sep-25	2.00	2.00
Series-V	11.25%	15-Dec-22	15-Dec-25	12.00	12.00
Series-V	11.50%	15-Dec-22	15-Dec-25	35.00	35.00
Series-AA	11.25%	16-Mar-24	16-Mar-27	17.00	17.00
Series-AA	11.50%	16-Mar-24	16-Mar-29	10.00	10.00
Series-AB	11.25%	16-Apr-24	16-Apr-27	51.00	-
Series-AC	11.25%	30-May-24	30-May-27	7.00	-
Series-AC	11.50%	30-May-24	30-May-29	20.00	-
Series-AE	11.25%	11-Jul-24	11-Jul-27	8.00	-
Series-AE	11.50%	11-Jul-24	11-Jul-29	10.00	-
Series-AH	11.25%	04-Nov-24	04-Nov-27	10.00	-
Series-AI	11.25%	10-Jan-25	10-Jan-30	20.00	-
Series-AI	11.50%	10-Jan-25	10-Jan-30	10.00	-
Series-AJ	11.25%	19-Mar-25	19-Mar-28	7.00	-
Total				294.00	238.00



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

(Amount in Rs. in lakhs)

Terms of Repayment of Unsecured Non Convertible Debentures (NCD's) Redeemable at Par

NCD Series	Coupon rate	Issue Date	Date of Redumption	As at March 31	
				2025	2024
Series-W	12.00%	23-Jun-23	24-Jun-24	-	150.00
Series-D	11.75%	16-Sep-19	16-Sep-24	-	24.00
Series-E	12.00%	14-Jan-20	14-Jan-25	-	5.00
Series-AD	12.00%	27-Jun-24	29-Jun-25	150.00	-
Series-AF	12.00%	16-Aug-24	18-Aug-25	100.00	-
Series-J	11.75%	17-Sep-20	17-Sep-25	17.00	17.00
Series-AG	12.00%	05-Oct-24	07-Oct-25	100.00	-
Series-R	11.75%	04-Jan-22	04-Jan-27	20.00	20.00
Series-AA	12.00%	16-Mar-24	16-Mar-29	22.00	22.00
Series-AB	12.00%	16-Apr-24	16-Apr-29	5.00	-
Series-AG	12.00%	05-Oct-24	05-Oct-29	24.00	-
Series-AH	12.00%	04-Nov-24	04-Nov-29	20.00	-
Series-AI	12.00%	10-Jan-25	10-Jan-30	5.00	-
Total				463.00	238.00

Note- 15 Borrowings (other than debt securities)

Particulars	As at March 31, 2025	As at March 31, 2024
At Amortised Cost		
<u>Secured</u>		
Loans repayable on demand		
Overdraft Facility from banks ^{1 & 2}	337.90	444.74
Loan from Life Insurance Corporation ³	83.40	83.55
Net Secured Loans	421.31	528.29
<u>Unsecured</u>		
Inter corporate Deposits	2,050.86	1,895.68
Inter corporate Deposits From Related Parties	341.50	341.50
Loan from Director	355.10	455.10
Net Unsecured Loans	2,747.46	2,692.28
Total Borrowings	3,168.76	3,220.57

Particulars	As at March 31, 2025	As at March 31, 2024
Out of Above		
In India	3,168.76	3,220.57
Outside India	-	-
Total	3,168.76	3,220.57

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

(Amount in Rs. in lakhs)

Terms of repayment:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Interest Range	Amount	Interest Range	Amount
Secured				
A) Overdraft facility From banks				
Maturity within 1 year	13.4% - 21%	337.90	13.4% - 19%	444.74
B) Term Loans				
Maturity between 3 to 5 years	10.50%	83.40	10.50%	83.55
Total Secured Borrowings		421.30		528.28
Unsecured				
C) Inter corporate deposits				
Maturity within 1 year	9.00% to 12.50%	100.00	-	-
Maturity between 1 to 3 years	9.00% to 12.50%	1,950.86	9.00% to 12.50%	1,895.68
D) Inter Corporate Deposits from related parties				
Maturity between 3 to 5 years	11.00%	341.50	11.00%	341.50
E) Loan From Managing Director				
Maturity between 3 to 5 years	0.00%	355.10	0.00%	455.10
Total Unsecured Borrowings		2,747.46		2,692.28

- Overdraft from The CSB Bank Limited is Working Capital Facility for lending in Gold Loans , Personal Loans and Loans under digital platform. The Credit Facility is secured by first pari passu charge on the moveable assets including balances, loans and advances and personal guarantee of the Managing Director.
Tenure of the credit facility will end on 31st May, 2027 or earlier with monthly repayment of Rs.8.35 Lakhs.
- Overdraft facility from ICICI Bank is secured against the Fixed Deposit of the company
- Credit Facility from Life Insurance Corporation is Secured against Key-man Insurance Policy. Repayable at the time of maturity of the policy i.e. by F.Y. 2026-27.
- The Company has not been declared as wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

Note-16 Other Financial Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Interest Accrued	122.36	58.80
Total	122.36	58.80

Note- 17 Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits		
Gratuity	1.24	1.03
Compensated absences	10.68	12.29
Total	11.93	13.32



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

(Amount in Rs. in lakhs)

Note- 18 Other Non-Financial Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Statutory Dues	14.98	15.07
Total	14.98	15.07

Note- 19 Equity Share Capital

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised		
61,000,000 Equity Shares of Rs.10/- each	6,100.00	5,100.00
(P.Y. 51,000,000 Equity Shares of Rs.10/- each)		
	6,100.00	5,100.00
Issued, Subscribed and Paid Up		
53,974,537 Equity Shares of Rs.10/- each	5,397.45	4,887.45
(P.Y. 48,874,537 Equity Shares of Rs.10/- each)		
Add:- Share Forfeiture Account	1.40	1.40
(46,599 Equity Shares of Rs.3/- each)		
Total	5,398.85	4,888.85

Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	Numbers	Amount
As at April 01, 2023	4,82,63,034	4,826.30
Equity share capital issued, subscribed and fully paid up @Rs.10/-	6,11,503	61.15
Equity Shares partly paid up @Rs.3 each	4,88,74,537	4,887.45
As at March 31, 2024	4,88,74,537	4,887.45
As at April 01, 2024		
Equity share capital issued, subscribed and fully paid up	4,88,74,537	4,887.45
Add:- Additions :-		
Preferential Allotment	48,00,000	480.00
Issued during the year to employees pursuant to ESOP scheme	3,00,000	30.00
As at March 31, 2025	5,39,74,537	5,397.45

Terms/rights/restrictions attached to equity shares

The company has only one class of Equity share having a Par Value of Rs.10/- each. Each holder of equity share is entitled for one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to approval by the share holders in the ensuring Annual General Meeting.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

(Amount in Rs. in lakhs)

Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2025		As at March 31, 2024	
	Numbers	Amount	Numbers	Amount
Kumar Nair	2,95,56,148	54.76%	2,95,56,148	60.47%
TFL-TCCPL and TFCPL Merger Trust	52,25,000	9.68%	52,25,000	10.69%
Total	3,47,81,148	64.44%	3,47,81,148	71.16%

Details of shares held by promoters/promoter group

Promoter Name	As at March 31, 2025			As at March 31, 2024		
	Number of shares	% of Total Shares	% Change during the year	Number of shares	% of Total Shares	% Change during the year
Kumar Nair	2,95,56,148	54.76%	5.71%	2,95,56,148	60.47%	0.00%
Leena Kumar Nair	5,34,946	0.99%	0.10%	5,34,946	1.09%	0.00%
Jayachandran K	27,717	0.05%	0.01%	27,717	0.06%	0.00%
Anitha Plakkot	50,000	0.09%	0.01%	50,000	0.10%	0.00%
C. D. Padmini Devi	20,840	0.04%	0.00%	20,840	0.04%	0.00%
Indiradevi	37,553	0.07%	0.01%	37,553	0.08%	0.00%
Total	3,02,27,204	56.00%	5.84%	3,02,27,204	61.85%	0.00%

Note- 20 Other Equity

Particulars	As at March 31, 2025	As at March 31, 2024
RESERVES & SURPLUS		
(I) Retained Earnings		
Balance at the beginning of the year (a)	(2,179.56)	(2,569.98)
Profit/(Loss) for the year (b)	64.97	400.16
Transfer to Reserves under 45 IC (c)	(12.99)	(7.02)
Other Comprehensive income (d)	1.56	(2.71)
Balance at the end of the year (a+b-c+d)	(2,126.03)	(2,179.56)
(II) Reserve Fund as per RBI Act		
Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934		
Balance as at the beginning of the year	348.42	341.40
Add: Transferred during the year	12.99	7.02
Balance as at the end of the year	361.41	348.42
(III) General Reserve		
Balance as at the beginning of the year	104.11	104.11
Add:- Received during the year	-	-
Balance at the end of the year	104.11	104.11
(IV) Equity Share Premium		
Balance as at the beginning of the year		
Add:- Received during the year	254.40	-
Less:- Expenses on issue of Preferential Equity Shares	166.94	-
Balance at the end of the year	87.46	-



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

(Amount in Rs. in lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Other Comprehensive Income		
(I) On fair value on equity instruments		
Balance at the beginning of the year (a)	1.22	0.94
Gain / (Loss) on fair valuation on equity instruments (b)	(0.24)	0.28
Balance at the end of the year (a+b)	0.99	1.22
Total of Other Equity	(1,572.04)	(1,725.81)

Nature and purpose of Other Equity

S. No	Particulars	Nature and Purpose	As at March 31, 2025	As at March 31, 2024
1	Retained Earnings	Retained earnings represents the surplus in Profit and Loss Account post appropriations made from retained earnings.	(2,127.58)	(2,179.56)
2	Reserve Fund as per RBI Act	Every year the Company transfers a sum of not less than twenty percent of net profit of that year to this statutory reserve fund created pursuant to section 45-IC(1) of the Reserve Bank of India Act, 1934. No appropriation of any sum from the reserve fund is permitted except for the purpose as may be specified by the Reserve Bank of India from time to time.	361.41	348.42
3	General Reserve	Amount set aside from retained profits as a reserve to be utilised for permissible general purpose as per Law	104.11	104.11
4	Equity Share Premium	Securities premium is used to record the premium on issue of shares. It can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.	87.46	-
5	Other Comprehensive Income			
a.	On Equity Investments	The Company has opted to recognise changes in the fair value of certain investments in equity in other comprehensive income. These changes are accumulated in the FVOCI equity investments reserve. The Company transfers amounts from this reserve to retained earnings when the relevant equity investments are derecognised.	0.99	1.22
b.	Remeasurement of defined benefit plans	The Company recognises change on account of remeasurement of the net defined benefit liability (asset), which comprises of (a) actuarial gains and losses: (b) return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset); (c) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset).	1.56	(2.71)
	Total		(1,572.04)	(1,725.81)

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

(Amount in Rs. in lakhs)

Note- 21. Interest Income

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
At Amortised Cost		
- On Loans	233.95	145.37
- On Inter Corporate Deposits	204.66	224.42
- On Fixed Deposits and Other Investments	16.88	8.34
Total	455.50	378.13

Note- 22. Fees and Commission Income

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Trade Finance Income	104.92	93.40
Processing Fees & Other Charges	121.42	75.01
Insurance Commission	0.00	0.01
Professional Charges	19.78	44.94
Total	246.13	213.36

Note- 23. Other Income

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Rent Income	3.98	-
Profit on Share Trading	-	5.33
Profit Sale of Fixed Assets	0.03	-
Dividend Income	0.18	0.18
Bad Debts Written off Recovered	0.10	-
Profit on Fair Value of Quoted Investments-Subsidiaries	533.85	365.06
Profit on Fair Value of Quoted Investments- Others	6.19	-
Provision Reversal	-	253.50
Miscellaneous Income	0.60	0.69
	544.93	624.77

Note- 24. Finance costs

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
At Amortised Cost		
Interest on Debt Securities	81.70	58.79
Interest on Inter Corporate Deposits	244.40	275.55
interest on Other Borrowings	20.90	67.74
Other Financial Charges	6.35	12.02
Total	353.35	414.11

Note- 25. Fees and Commission Expenses

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Brokerage and Commission	91.27	55.65
Total	91.27	55.65

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

(Amount in Rs. in lakhs)

Note- 26. Impairment on Financial Instruments

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Provision for Impairment on Loans	56.14	106.05
ECL provisions On Consumer Loans	38.83	
Less:- ECL Provision Reversal	(38.83)	(103.80)
Total	56.14	2.25

Note- 27. Employee benefits expense

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Employees emoluments	212.45	165.26
Contribution to provident fund and Other Funds	7.34	5.51
Staff welfare expenses	2.52	2.35
Total	222.31	173.12

Note- 28. Depreciation and amortization expense

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Depreciation and amortization (refer note 11)	23.49	21.71
Total	23.49	21.71

Note- 29. Other expenses

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Rent	1.73	1.53
Rates & Taxes	30.39	6.94
Repairs and maintenance	1.66	0.90
Computer & Technology Expenses	21.86	13.62
Listing Expense	5.85	5.85
Annual Custody Fees	1.50	1.50
Credit Verification Charges	19.12	7.74
Legal and Professional charges	23.94	43.55
Society Charges	10.15	11.63
Travelling Expense	5.69	12.37
Communication Cost	1.69	1.51
Printing and stationery	1.32	1.08
Advertisement and publicity	8.81	9.04
Director's fees, allowances and expenses	6.08	4.94
Auditor's fees and expenses	2.74	2.94
Insurance	3.32	3.47
Electricity Charges	1.44	1.66

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

(Amount in Rs. in lakhs)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Sundry Balances Written Off	-	4.88
Impairment Loss on Debtors	2.04	
Provisions For Standard Assets	1.10	1.00
Provision For Quoted Investments	-	1.86
Right Issue Expenses	-	3.14
Donation	-	0.60
Collection Agent Charges	3.14	-
Membership Charges & Subscriptions	0.98	1.54
Other Expenses	6.61	5.97
Total	161.17	149.27

Payment to auditors (excluding taxes)	March 31, 2025	March 31, 2024
For Statutory audit	1.70	1.70
For taxation matters	-	-
Limited Review	0.40	0.40
Other Services	0.64	0.84
Total	2.74	2.94

Note- 30 Earnings per share (EPS)

Basic EPS is calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares of the Company.

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

Particulars	As at March 31, 2025	As at March 31, 2024
(A) Net profit attributable to equity shareholders (Rs. In Lakhs)	66.29	397.72
(B) Weighted average number of equity shares for basic earnings per share	5,21,95,189	4,89,96,285
(C) Number of Equity Shares for Diluted earnings per Share	5,56,91,229	4,89,96,285
Basic earning price per share (Rs) (A/B)	0.13	0.81
Diluted earning price per share (Rs) (A/C)	0.12	0.81

Note- 31 Segment Information

Disclosure under Indian Accounting Standard 108 - 'Operating Segments' is not given as, in the opinion of the management, the entire business activity falls under one segment, viz. financial services. There are no operations outside India and hence there is no external revenue or assets which require disclosure. Also there are no revenue from transactions with a single external customer or counterparty amounting to 10% or more of the Company's total revenue for the year ended March 31, 2025 or 31 March 31, 2024.



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

(Amount in Rs. in lakhs)

Note- 32 Revenue from contract with customers

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Type of Service		
Trade Finance Income	104.92	93.40
Processing Fees & Other Charges	121.42	75.01
Insurance Commission	0.00	0.01
Professional Charges	19.78	44.94
Total	246.13	213.36
Geographical market		
India	246.13	213.36
Outside India	-	-
Total	246.13	213.36
Timing of revenue recognition		
Services transferred at a point in time	246.13	213.36
Services transferred over time	-	-
Total	246.13	213.36

Contract Balances

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Gross Trade receivables (refer note 5)	39.01	422.62

-Impairment allowance recognised on contract balances is Rs.2.04 lakhs (Previous year Rs. Nil)

-Contract asset as on 31 March 2025 is Rs.253.50 Lakhs (Previous year Rs.270.45 lakhs)

Note- 33 Employee benefits plan**Defined benefit plans****(A) Gratuity**

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Gratuity Act, an employee who has completed five years of service is entitled to specific benefits. The level of benefits provided depends on the member's length of service, managerial grade and salary at retirement age. The disclosures of employee benefits as defined in the Ind AS 19 "Employee Benefits" are given below:

Particulars	As at	
	March 31, 2025	March 31, 2024
Defined benefit obligation as at the opening of the year	38.80	32.81
Current service cost	2.29	1.91
Interest on defined benefit obligation	2.11	1.77
Remeasurements due to:	-	-
Actuarial loss/(gain) arising from change in financial assumptions	0.60	1.59
Actuarial loss/(gain) arising from change in demographic assumptions	(1.89)	-
Actuarial loss/(gain) arising on account of experience changes	-	0.73
Benefits paid	-	-
Liabilities assumed/(settled)	-	-
Defined benefit obligation as at the end of the year	41.91	38.80

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

(Amount in Rs. in lakhs)

Movement in Plan Assets

Particulars	As at	
	March 31, 2025	March 31, 2024
Fair value of plan asset as at the beginning of the year	37.77	35.61
Adjustment to opening Fair Value of Plan Asset		
Employer contributions	-	-
Interest on plan assets	2.63	2.55
Remeasurements due to:	-	-
Actual return on plan assets less interest on plan assets	0.26	(0.39)
Benefits paid	-	-
Assets acquired/(settled)		
	40.66	37.77

Reconciliation of net liability/asset

Particulars	As at	
	March 31, 2025	March 31, 2024
Net defined benefit liability/(asset) as at the beginning of the year	1.03	(2.80)
Adjustment to opening balance	-	-
Expense charged to Statement of Profit and Loss	1.77	1.12
Amount recognised in other comprehensive income	(1.56)	2.71
Contributions Paid	-	-
Net defined benefit liability/(asset) as at the end of the year	1.25	1.03

Expenses Charged to the Statement of Profit and Loss

Particulars	As at	
	March 31, 2025	March 31, 2024
Current service Cost	2.29	1.91
Net Interest Cost	(0.52)	(0.79)
Total	1.77	1.12

Remeasurement (gains)/losses in other comprehensive income

Particulars	As at	
	March 31, 2025	March 31, 2024
Opening amount recognised in other comprehensive income	-	-
Changes in financial assumptions	(1.29)	2.32
Changes in demographic assumptions	-	-
Experience adjustments	-	-
Actual return on plan assets less interest on plan assets	(0.26)	0.39
Adjustment to recognise the effect of asset ceiling	-	-
Closing amount recognised outside profit or loss in other comprehensive income	(1.55)	2.71



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

(Amount in Rs. in lakhs)

Amount recognised in Balance Sheet

Particulars	As At	
	March 31, 2025	March 31, 2024
Present value of funded defined benefit obligation	41.91	38.80
Fair value of plan assets	40.66	37.77
Net funded obligation	(1.24)	(1.03)
Amount not recognised due to asset limit	-	-
Net defined benefit liability/(assets) recognised in Balance Sheet	(1.25)	(1.03)

Key actuarial assumptions

Particulars	As At	
	March 31, 2025	March 31, 2024
Mortality	IALM (2012-14) Ult.	IALM (2012-14) Ult.
Mortality Interest / Discount Rate	6.55%	6.97%
Rate of increase in compensation	4.00%	4.00%
Annual increase in healthcare costs	-	-
Future Changes in maximum state healthcare benefits	-	-
Expected average remaining service	10.21	10.41
Employee Attrition Rate(Past Service (PS))	PS: 0 to 42: 5%	PS: 0 to 42: 5%

Expected Payout:

Particulars	As At	
	March 31, 2025	March 31, 2024
Expected Outgo First	17.73	17.06
Expected Outgo Second	1.63	1.52
Expected Outgo Third	1.63	1.51
Expected Outgo Fourth	1.63	1.51
Expected Outgo Fifth	13.06	1.51
Expected Outgo Sixth to Tenth Years	8.26	19.25

Sensitivity analysis for significant assumptions is as shown below

Particulars	As At	
	March 31, 2025	March 31, 2024
Impact of increase in 100 bps on discount rate	40.52	37.46
Impact of decrease in 100 bps on discount rate	43.45	40.28
Impact of increase in 100 bps on salary escalation rate	43.43	40.26
Impact of decrease in 100 bps on salary escalation rate	40.52	37.46

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

(Amount in Rs. in lakhs)

(B) Compensated Absence**Movement in defined benefit obligations**

Particulars	As At	
	March 31, 2025	March 31, 2024
Defined benefit obligations as the beginning of the year	12.29	9.30
Current service cost	2.99	0.90
Interest on defined benefit obligation	0.74	0.52
Remeasurement due to:	-	-
Actuarial loss/(gain) arising from change in financial assumptions	(1.82)	2.72
Actuarial loss/(gain) arising on account of experience changes	0.45	0.20
Actuarial loss/(gain) arising on due to Demographic Assumption	-	-
Employees contribution	-	-
Benefits paid	(3.96)	(1.35)
Defined benefit obligation as at the end of the year	10.68	12.29

Movement in plan assets

Particulars	As at	
	March 31, 2025	March 31, 2024
Fair value of plan asset as at the beginning of the year	-	-
Interest on plan assets	-	-
Remeasurements due to:	-	-
Actual return on plan assets less interest on plan assets	-	-
Employer contribution	3.96	1.35
Employees contribution	-	-
Benefits paid	(3.96)	(1.35)
Fair value of plan asset as at the end of the year	-	-

Reconciliation of net liability/asset

Particulars	As at	
	March 31, 2025	March 31, 2024
Net defined benefit liability/(asset) as at the beginning of the year	12.29	9.30
Expense charged to Statement of Profit and Loss	2.36	4.34
Employer contributions	(3.96)	(1.35)
Net defined benefit liability/(asset) as at the end of the year	10.68	12.29

Expenses charged to the Statement of Profit and Loss

Particulars	As at	
	March 31, 2025	March 31, 2024
Current service Cost	2.99	0.90
Interest Cost	0.74	0.52
Acturian (Gain)/ Loss recognized for the period	(1.37)	2.92
Total	2.36	4.34



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

(Amount in Rs. in lakhs)

Remeasurement (gains)/losses in other comprehensive income

Particulars	As at	
	March 31, 2025	March 31, 2024
Opening amount recognised in other comprehensive income	-	-
Experience adjustments	-	-
Actual return on plan assets less interest on plan assets	-	-
Closing amount recognised outside profit or loss in other	-	-

Amount recognised in Balance Sheet

Particulars	As At	
	March 31, 2025	March 31, 2024
Present value of funded defined benefit obligation	10.68	12.29
Fair value of plan assets	-	-
Net funded obligation	10.68	12.29
Amount not recognised due to asset limit	-	-
Net defined benefit liability recognised in Balance Sheet	10.68	12.29

Key actuarial assumptions

Particulars	As At	
	March 31, 2025	March 31, 2024
Mortality	IALM (2012-14) Ult.	IALM (2012-14) Ult.
Mortality Interest / Discount Rate	6.55%	6.97%
Rate of increase in compensation	4.00%	4.00%
Annual increase in healthcare costs	-	-
Future Changes in maximum state healthcare benefits	-	-
Expected average remaining service	10.21	10.41
Employee Attrition Rate(Past Service (PS))	PS: 0 to 42: 5%	PS: 0 to 42: 5%

Expected Payout:

Particulars	As At	
	March 31, 2025	March 31, 2024
Expected Outgo First	3.27	3.26
Expected Outgo Second	0.53	0.53
Expected Outgo Third	0.52	0.54
Expected Outgo Fourth	0.52	0.55
Expected Outgo Fifth	2.12	0.56
Expected Outgo Sixth to Tenth Years	2.93	5.60

Sensitivity analysis for significant assumptions is as shown below

Particulars	As At	
	March 31, 2025	March 31, 2024
Impact of increase in 100 bps on discount rate	10.12	11.49
Impact of decrease in 100 bps on discount rate	11.34	13.21
Impact of increase in 100 bps on salary escalation rate	11.33	13.18
Impact of decrease in 100 bps on salary escalation rate	10.12	11.51

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

(Amount in Rs. in lakhs)

Note- 34 Contingent liabilities and commitments

A) Contingent liabilities	As At	
	March 31, 2025	March 31, 2024
Claims against the Company not acknowledged as debts :-		
a. Tax demand in respect of:-		
Income Tax order for AY 2019-20	11.45	11.45
Income Tax order for AY 2018-19	1.08	1.08
Income Tax order for AY 2017-18	379.43	379.43
	380.51	380.51

B) Capital and other commitments	As At	
	March 31, 2025	March 31, 2024
(i) Other commitments – towards partially disbursed/un-encashed loans		
Counter Guarantees issued by Transwarranty Finance Limited to bankers on behalf of its subsidiary Vertex Securities Limited for OD Facilities	350.00	350.00

-The Company is of the opinion that the above demands are not tenable and expects to succeed in its appeals/defense.

Income tax Order A.Y. 2017-18

Assessment Order dt. 26.03.2023 was passed u/s 143(3) r.w.s 263 making a disallowance of Rs 510.91 lakhs. Demand as per Order Rs 417.40 lakhs (After Adjusting Refunds Current Demand is Rs. 379.43 lakhs) Appeal has been filed against the said assessment with CIT(A) on 25.04.2023. Appeal is pending for disposal.

Income tax Order A.Y. 2018-19

Demand of Rs.1.08 Lakhs for the A.Y. 2018-19 is on account of not considering a TDS . Company had filed a rectification for the same.

Income tax Order A.Y. 2019-20

Demand of Rs.11.45 Lakhs for the A.Y. 2019-20 is on account of not considering a TDS amount of Rs. 14.78 Lakhs. Company had filed a rectification for the same .

Note- 35 (a) Analytical Ratios

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Tier-I Capital	2,063.24	1,851.13
Tier-II Capital (To the extent aggregate does not exceed Tier I Capital)	845.88	557.69
Total Capital	2,909.13	2,408.82
Total Risk Weighted Assets	5,668.01	5,073.41
Tier-I CRAR %	36.40	36.49
Tier-II CRAR %	14.93	10.99
CRAR (Tier-1 + Tier-2) %	51.33	47.48

b) Financial Ratios

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Current Ratio (Current Assets/Current Liabilities)	3.14	1.15
Return on Equity (Profit for the period / Equity Share Capital)	0.01	0.08
Debt Equity Ratio (Debt/Equity)	0.73	0.75
Debt Service Coverage Ratio (Operating Income/ Debt)	1.12	3.46
Operating Profit Margin (%) (Profit Before Tax/Revenue from operation)	18.33%	67.65%
Net Profit Margin (%) (Profit for the period/Revenue from operation)	9.26%	67.65%
Interest Service Coverage Ratio (Earnings EBIDTA/Interest)	6.19	14.22



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

(Amount in Rs. in lakhs)

Note- 36 Related Parties Disclosure

(a) Names of related party and related party relationship:

Description of relationship	Names of related parties
(i) Related parties where control exists	
Subsidiary company	Vertex Securities Limited
Subsidiary company	Vertex Commodities and Finpro (P) Limited
Subsidiary company	Transwarranty Capital Market Services Private Limited (TCMSPL)
(ii) Key Managerial Personnel ("KMP")	
Managing Director	Mr. Kumar Nair
Director & Chief Executive officer	Mr. Ramachandran Unnikrishnan
Director	Mr. Pravin Khatau
Director	Mrs. Nirmala Parab
Director	Mr. Gopalkrishnan Balakrishna
Director	Mr. Sudarsanan Nair
Director	Mr. Sachidanandan Njattuveetil Menon (w.e.f. 04.02.2025)
Director	Mrs. Rhujuta Dnyaneshwar Kene (w.e.f. 27.03.2025)
Company Secretary	Mr. Suhas Borgaonkar
Relative of Director	Mrs. Jyoti Ramachandran
Relative of Director	Mr. Rajendran Unnikrishnan
Relative of Director	Ms. Shruti Ramachandran
Relative of Director	Mrs. Thulasi Sudarsanan Nair
Relative of Director	Ms. Pooja Sudarsanan Nair
Relative of Company Secretary	Mrs. Smita Borgoankar
(iii) Promoter Group	
Promoter	Mr. Kumar Nair
Promoter	Mrs. Leena Kumar Nair
Promoter	Mr. Jayachandran K
Promoter	Mrs. Anitha Plakkot
Promoter	Mrs. C. D. Padmini Devi
Promoter	Mrs. Indiradevi

Entities in which KMP have significant influence

Name of KMP	Name of Entity	Designation
Mr. Kumar Nair	Vertex Securities Limited	Chairman
	Vertex Commodities and Finpro Private Limited	Director
	Transwarranty Capital Market Services Private Limited	Director
	Consolidated Eutectics (Kolhapur) Private Limited	Director
Mr. Ramachandran Unnikrishnan	Vertex Securities Limited	Managing Director and CEO
	Vertex Commodities and Finpro Private Limited	Director
	Transwarranty Capital Market Services Private Limited	Director
	Suncem Surface Coatings Private Limited	Director
Mr. Sudarsanan Nair	Sportinglions Foundation	Director
	Riddhi Siddhi Infrastructure LLP	Partner
	Accord Wecs India LLP	Partner
	Sudarsanan Sundaraswaran Nair-HUF	Karta
Mr. Gopalkrishnan Balakrishna	Vistra ITCL (India) Limited	Director
Mr. Sachidanandan Menon	Nair Business Forum	Director

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

(Amount in Rs. in lakhs)

(b) Transactions with Related Parties

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Vertex Securities Limited (VSL)		
Inter corporate deposit given	-	100.00
Inter corporate deposit received	-	100.00
Share Trading Debit	-	15.54
Share Trading Credit	0.00	15.26
Current account debit	-	0.01
Current account Credit	-	0.01
Interest Received on ICD	-	2.10
Professional Charges Received	10.30	22.05
Insurance Commission Received	0.00	0.01
VCFPL Equity Shares Bought from VSL	-	150.00
Vertex Commodities and Finpro Private Limited (VCFPL)		
Inter corporate deposit received	205.00	406.50
Inter corporate deposit given	205.00	65.00
Interest paid on ICD	37.83	8.47
Insurance Commission Received	-	-
Transwarranty Capital Market Services Private Limited (TCMSPL)		
Amount Transferred to TCMSPL for Expenses	34.27	7.10
Amount Received back from TCMSPL	33.92	0.19
Kumar Nair		
Salary and Other Allowances	-	0.30
Loan Received	-	455.10
Loan Paid	100.00	385.10
Mr. Sudharsanan Nair		
Sitting Fees Paid	1.90	1.86
Mr. Pravin Khatau		
Sitting Fees Paid	0.60	0.60
Mrs. Nirmala Parab		
Sitting Fees Paid	1.48	2.08
Mr. Gopalkrishnan Balakrishna		
Sitting Fees Paid	2.10	0.20
Rent Received	3.98	-
Professional Charges Paid	1.75	-
Mr. Suhas Borgaonkar		
Equity Share Capital (ESOP Shares)	30.00	-
Salary and Other Allowances	9.00	-
Mrs. Jyoti Ramachandran		
Interest paid on Non Convertible Debentures	1.20	1.25
Redemption amount paid - Non Convertible Debentures	-	10.00
Investment in Non Convertible Debentures	-	10.00



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

(Amount in Rs. in lakhs)

Ms. Shruti Ramachandran		
NCD - Incentive paid	2.07	-
Mr. Rajendran U		
Investment in Non Convertible Debentures	20.00	5.00
Redemption amount paid - Non Convertible Debentures	-	5.00
Interest paid on Non Convertible Debentures	2.83	1.39
Mrs.Thulasi Sudarsanan Nair		
Interest paid on Non Convertible Debentures	4.66	-
Ms.Pooja Sudarsanan Nair		
Interest paid on Non Convertible Debentures	2.33	-
Mrs. Smita Borgaonkar		
Redemption amount paid - Non Convertible Debentures		2.00
Interest paid on Non Convertible Debentures	1.01	1.26

(c) Balances as at the end of the year

Particulars	As at	
	March 31, 2025	March 31, 2024
Transwarranty Capital Market Services Private Limited (TCMSPL)		
Inter corporate deposit	-	5.78
Balance Receivable	13.54	13.20
Vertex Securities Limited (VSL)		
Share Trading Account	-	-
Vertex Commodities and Finpro Private Limited (VCFPL)		
Inter Corporate Deposits	341.50	341.50
Kumar Nair		
Loan repayable	355.10	455.10

Note 37 Fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

The Company has determined that the carrying values of cash and cash equivalents, bank balances, trade receivables, short term loans, floating rate loans, investments in equity instruments designated at FVOCI, trade payables, short term debts, borrowings, bank overdrafts and other current liabilities are a reasonable approximation of their fair value and hence their carrying value are deemed to be fair value.

Fair value hierarchy

The Company determines fair values of its financial instruments according to the following hierarchy:

Level 1: valuation based on quoted market price: financial instruments with quoted prices for identical instruments in active markets that the Company can access at the measurement date.

Level 2: valuation based on using observable inputs: financial instruments with quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in inactive markets and financial instruments valued using models where all significant inputs are observable.

Level 3: valuation technique with significant unobservable inputs:- financial instruments valued using valuation techniques where one or more significant inputs are unobservable. Equity investments designated under FVOCI has been valued using discounted cash flow method.

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

(Amount in Rs. in lakhs)

Quantitative disclosures of fair value measurement hierarchy for assets as at March 31, 2025

Particulars	FVTPL	FVOCI	Carrying Value	Fair value measurement using			
				Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial Assets							
Cash and cash equivalents			2.01				-
Bank balance other than Cash and Cash Equivalents			105.00				-
Trade receivables			39.00				-
Loans			3,328.74				-
Investments	1,753.18	2.07	151.11	1,753.18	-	2.07	1,755.26
Other financial assets			1,172.59				-
Total	1,753.18	2.07	4,798.46	1,753.18	-	2.07	1,755.26
Financial Liabilities							
Trade payables	-	-	188.35	-	-	-	-
Other payables	-	-	4.85	-	-	-	-
Debt Securities	-	-	747.48	-	-	-	-
Borrowings (other than debt securities)	-	-	3,168.76	-	-	-	-
Other financial liabilities	-	-	122.36	-	-	-	-
Total	-	-	4,231.80	-	-	-	-

Quantitative disclosures of fair value measurement hierarchy for assets as at March 31, 2024

Particulars	Fair value measurement using						
	FVTPL	FVOCI	Carrying Value	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial Assets							
Cash and cash equivalents			3.28				-
Bank balance other than Cash and Cash Equivalents			105.00				-
Trade receivables			221.96				-
Loans			2,698.70				-
Investments	1,213.14	2.20	151.11	1,213.14	-	2.20	1,215.34
Other financial assets			1,091.67				-
Total	1,213.14	2.20	4,271.73	1,213.14	-	2.20	1,215.34
Financial Liabilities							
Trade payables	-	-	112.39	-	-	-	-
Other payables	-	-	4.85	-	-	-	-
Debt Securities	-	-	469.74	-	-	-	-
Borrowings (other than debt securities)	-	-	3,220.57	-	-	-	-
Other financial liabilities	-	-	58.80	-	-	-	-
Total	-	-	3,866.35	-	-	-	-



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

(Amount in Rs. in lakhs)

Note- 38 Risk management**A) Liquidity and funding risk**

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established Asset and Liability Management Committee (ALCO) for the management of the Company's short, medium and long term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Company also has Inter corporate deposits line available from holding company & fellow subsidiary companies within its group to meet any short term fund requirements.

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

Particulars	As at March 31, 2025			As at March 31, 2024		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
Financial Assets						
Cash and cash equivalents	2.01	-	2.01	3.28	-	3.28
Bank Balances other than Cash and Cash Equivalent		105.00	105.00		105.00	105.00
Trade receivables	19.42	19.58	39.00	20.54	201.42	221.96
Loans	3,328.74	-	3,328.74	813.66	1,885.04	2,698.70
Investments	158.56	1,747.80	1,906.36	152.50	1,213.95	1,366.45
Other financial assets	157.89	1,014.70	1,172.59	77.95	1,013.72	1,091.67
Total	3,666.62	2,887.09	6,553.71	1,067.93	4,419.13	5,487.07
Non-financial assets						
Current tax assets (net)	122.31	-	122.31	139.72	-	139.72
Deferred tax assets (net)	-	213.53	213.53	-	213.53	213.53
Property, plant and equipment	-	780.82	780.82	-	786.21	786.21
Goodwill	-	-	-	-	4.00	4.00
Other intangible assets	-	-	-	-	0.03	0.03
Other non-financial assets	7.41	407.75	415.16	19.47	407.77	427.24
Total	129.71	1,402.10	1,531.82	159.19	1,411.54	1,570.72
Financial Liabilities						
Trade payables	188.35	-	188.35	112.39	-	112.39
Other payables	-	4.85	4.85	4.85	-	4.85
Debt Securities	447.00	300.48	747.48	261.00	208.74	469.74
Borrowings (other than debt securities)	437.90	2,730.87	3,168.76	444.74	2,775.84	3,220.57
Other financial liabilities	122.36	-	122.36	58.80	-	58.80
Total	1,195.61	3,036.20	4,231.81	881.78	2,984.58	3,866.35
Non-Financial Liabilities						
Provisions	-	11.93	11.93	-	13.32	13.32
Other non-financial liabilities	14.98	-	14.98	15.07	-	15.07
Total	14.98	11.93	26.91	15.07	13.32	28.39

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

(Amount in Rs. in lakhs)

B) Market risk

Market risk is the risk that the fair value of future cash flow of financial instruments will fluctuate due to changes in the market variables such as interest rates, foreign exchange rates and equity prices. The Company do not have any exposure to foreign exchange rate and equity price risk.

C) Interest rate risk

The Company uses a mix of cash and borrowings to manage the liquidity & fund requirements of its day to- day operations. Further, certain interest bearing liabilities carry variable interest rates.

The sensitivity analyses below have been determined based on exposure to financial instruments at the end of the reporting year. For floating rate liabilities, analysis is prepared assuming the amount of liability outstanding at the end of the reporting year was outstanding for the whole year. The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Average Exposure to interest rate risk	For the year ended	
Particulars	March 31, 2025	March 31, 2024
Floating rate borrowings	337.90	444.74

A change of 50bps in interest rates would have following impact on profit before tax	For the year ended	
Particulars	March 31, 2025	March 31, 2024
Interest rates - increase by 50 basis point (50 bps)	(1.69)	(2.22)
Interest rates - decrease by 50 basis point (50 bps)	1.69	2.22

D) Credit risk

Credit risk is the risk of financial loss the Company may face due to current/potential inability or unwillingness of a customer or counterparty to meet financial/contractual obligations. Credit risk also covers the possibility of losses associated with diminution in the credit quality of counterparties. Inadequate collateral may also lead to financial losses in the event of default. The company has adopted a policy of dealing with creditworthy counterparties and obtain sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The maximum exposure to credit risk for each class of financial assets is the carrying amount of that class of financial instruments presented in the financial statements.

Since the company is into retail lending business, there is no significant credit risk of any individual customer that may impact company adversely, and hence the Company has calculated its ECL allowances on a collective basis. The Company's major classes of financial assets are cash and cash equivalents, loans, term deposits, trade receivables and security deposits. The nature of loan products across broad categories are either unsecured or secured by collateral. Although collateral is an important risk mitigant of credit risk, the Company's practice is to lend on the basis of assessment of the customer's ability to repay rather than placing primary reliance on collateral. Based on the nature of product and the Company's assessment of the customer's credit risk, a loan may be offered with suitable collateral. Depending on its form, collateral can have a significant financial effect in mitigating the Company's credit risk. The Company periodically monitors the market value of collateral and evaluates its exposure and loan to value metrics for high risk customers.

E) Impairment Assessment

The Company is mainly engaged in the business of providing gold loans, consumer loans and unsecured personal loans to salaries individuals, traders and self-employed. The tenure of the personal loans generally ranges from 9 months to 18 months.



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

(Amount in Rs. in lakhs)

F) Classification of financial assets under various stages

The Company considers a financial instrument as defaulted and therefore Stage 3 (credit-impaired) for Expected Credit Loss (ECL) calculations in all cases when the borrower becomes more than 180 days past due on its contractual payments.

It is company's policy to assess loss allowance calculations (ECL) in all cases where borrower becomes 90 days past due on its contractual payment. The Company classifies its financial assets other than trade receivables in three stages having the following characteristics:

The table below summarises the gross carrying values and the associated allowances for expected credit loss (ECL) stage wise for loan portfolio:

Particulars	As at March 31, 2025			
	Stage 1	Stage 2	Stage 3	Total
Overdue Days	0-90 Days	90-180 Days	180 Days or More	
Gross carrying amount	3,258.17	73.44	44.36	3,375.97
Less: Expected Credit Loss Allowance	-	-	44.36	44.36
Less:- Provision For Standard Assets	2.69	0.18	-	2.87
Net carrying amount	3,255.49	73.26	0.00	3,328.74
ECL Coverage ratio	0.00%	0.00%	100.00%	1.31%

Particulars	As at March 31, 2024			
	Stage 1	Stage 2	Stage 3	Total
Overdue Days	0-90 Days	90-180 Days	180 Days or More	
Gross carrying amount	2,617.13	63.29	201.21	2,881.63
Less: Expected Credit Loss Allowance	-	-	181.16	181.16
Less:- Provision For Standard Assets	1.57	0.15	0.05	1.77
Net carrying amount	2,615.56	63.14	20.00	2,698.69
ECL Coverage ratio	0.00%	0.00%	90.04%	6.29%

Note- 39 Other Information & Events after reporting date

During the current year ended 31 March 2025, the Company has earned a net Profit of ₹ 66.29 Lakhs and has an accumulated deficit of ₹ 1,572.04 Lakhs. However, based on the projected operations and the Company's marketing efforts, the Company expects to generate adequate surplus in the future and consequently does not foresee any difficulty in settling its liabilities as and when they arise or continue as a going concern.

The company, in addition to its advisory services of Trade Finance, has successfully managed to scale its digital platform for priority sector loans. These online loans are provided to prime customers not having access to mainstream banking products with the objective of furthering financial inclusion and bridging the digital divide. The business has demonstrated significant traction growing from Assets Under Management (AUM) of ₹ 2,698.70 Lakhs as on March 2024 to ₹ 3,328.74 Lakhs as on March 2025. The number of loans disbursed in FY 2025 was 12,125 compared to 7,529 loans in FY 2024.

This online lending platform holds tremendous growth potential. The company is in the process of raising additional debt and equity capital including Rights/Preferential issue etc. for financing the growth opportunity. The financial statements have been prepared on a going concern basis and the assets and liabilities have been recorded in the financial statements on the basis that the Company will be able to realise its assets and discharge its liabilities in the normal course of the business.

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

(Amount in Rs. in lakhs)

Note- 40 Change in liabilities arising from financing activities disclosed as per Ind AS 7, Cashflow statement

Type of Service	April 01, 2024	Cash Flows	Changes in fair value	Others	March 31, 2025
Debt Securities	469.74	277.74	-	-	747.48
Borrowings other than debt securities	3,220.57	(51.81)	-	-	3,168.76
Total liabilities from financing activities	3,690.31	225.93	-	-	3,916.24

Type of Service	April 01, 2023	Cash Flows	Changes in fair value	Others	March 31, 2024
Debt Securities	387.51	82.23	-	-	469.74
Borrowings other than debt securities	2,715.05	505.52	-	-	3,220.57
Total liabilities from financing activities	3,102.56	587.75	-	-	3,690.31

Note- 41 Employee Stock Option Plan

Pursuant to approval of the members at the Annual General meeting held on 27th September, 2019, the company adopted the “Employees Stock Option Plan 2019 (ESOP 2019). As per the said plan, the Company granted 24,99,728 equity shares of Rs.10 each on 10th December, 2019.

The vesting period is over five years from the date of grant, commencing after one year from the date of grant.

Excercise period would commence one year from the date of grant, commencing after one year from the date of grant.

The options will be settled in equity shares of the company.

The Exercise price of the Vested Option shall be higher of (a) the market price of the shares or (b) the face value of the share. Consequently no compensation cost has been recognised by the Company in accordance with the Guidance Note on “Accounting for Employee share based payments “ issued by the Institute of Chartered Accountants of India”.

The Nomination and Remuneration Committee of the Company has approved the following grants to select senior level executives of the Company and its subsidiaries in accordance with the Stock Option Scheme. Details of grants given up to the reporting date under the scheme, duly adjusted for sub-division of shares and issue of bonus shares thereon, are given as under:

As on March 31, 2025

Grant Date	Exercise Price	Options Granted	Options vested and Exercisable	Options Unvested	Options Exercised	Options Cancelled
10-12-2019	Rs.10/-	24,99,728	17,35,520	-	1,50,000	7,64,208
02-05-2024	Rs.10/-	17,35,520	17,35,520	-	1,50,000	-
02-05-2024	Rs.10/-	15,25,000	65,000	2,60,000	-	12,00,000
17/03/2025*	Rs.12.50/-	11,03,960	-	-	-	-
		68,64,208	35,36,040	2,60,000	3,00,000	19,64,208

As on March 31, 2024

Grant Date	Exercise Price	Options Granted	Options vested and Exercisable	Options Unvested	Options Exercised	Options Cancelled
10-12-2019	Rs.10/-	24,99,728	17,35,520	3,47,100	-	7,64,208

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

(Amount in Rs. in lakhs)

Details of movements of options

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Options Outstanding at the beginning of the year	3,47,100	3,47,100
Granted during the year	26,28,960	-
Granted during the year through Rights	17,35,520	-
Exercised during the year	3,00,000	-
Forfeited during the year	12,00,000	-
Lapsed during the year	-	-
Vested during the year	3,47,100	-
Options Outstanding at the end of the year	29,76,060	3,47,100
Options Exercisable at the end of the year	40,64,480	17,35,520

Note- 42

As at the year ended 31 March 2025, the Company has an accumulated deficit of ₹ 1572.04 Lakhs. However, based on the projected operations and the Company's marketing efforts, the Company expects to generate adequate surplus in the future and consequently does not foresee any difficulty in settling its liabilities as and when they arise or continue as a going concern.

Note- 43 Ultimate Beneficiary

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

No funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

Note- 44 Disclosure pertaining to stock statement filed with banks or financial institutions

The Company has availed of the facilities (secured borrowings) from the lenders inter alia on the condition that, the Company shall provide or create or arrange to provide or have created, security interest by way of a first pari passu charge of the loans. Security interest is created by charge creation towards security and debenture trustee on behalf of security holders and debenture holders. For the financial year ended 31 March 2025 and previous year ended 31 March 2024, the Monthly statements filed by the Company with banks are in agreement with books of accounts.

Note- 45 Note to Accounts – Change in Accounting Policy and Retrospective Application

During the year ended March 31, 2025, the Company revised its accounting policy for measuring investment in subsidiaries and associates from cost to fair value through profit or loss (FVTPL), in accordance with Ind AS 109. This change was made to better reflect the economic substance of the underlying transactions. The change is in compliance with Ind AS 8.

Previously, these financial instruments were measured at cost. As of March 31, 2025, the Company has recognized unrealised gains amounting to INR 533.85 lacs under fair valuation through profit or loss. The change in policy has been applied retrospectively in accordance with Ind AS 8, "Accounting Policies, Changes in Accounting Estimates and Errors".

Accordingly, comparative financial information for prior periods has been restated. The impact of this change is as follows:

- Decrease in retained earnings as at April 1, 2023: INR 561.01 lacs
- Decrease in investment in subsidiary as at April 1, 2023:- INR 561.01 lacs
- Increase in profit before tax for the year ended March 31, 2024: INR 365.06 lacs

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

(Amount in Rs. in lakhs)

- d. Increase in Other Income for the year ended March 31, 2024: INR 365.06 lacs
- e. Increase in investment in subsidiary as at March 31, 2024:- INR 365.06 lacs
- f. Increase in profit before tax for the year ended March 31, 2025: INR 533.85 lacs
- g. Increase in Other Income for the year ended March 31, 2025: INR 533.85 lacs
- h. Increase in investment in subsidiary as at March 31, 2025:- INR 533.85 lacs

Particulars	Earlier Reported EPS	Restated EPS	Effect of Restatement
Basic EPS for year ended March 31, 2024	0.07	0.81	0.74
Diluted EPS for year ended March 31, 2024	0.07	0.81	0.74

Particulars	Reported EPS	EPS without giving effect to change in account policy	Effect of Restatement
Basic EPS for year ended March 31, 2025	0.13	-0.90	(1.02)
Diluted EPS for year ended March 31, 2025	0.12	-0.84	(0.96)

Note- 46 Non-recognition of Deferred Tax Liability on Investment in Subsidiary

The Company has recognised its investment in Subsidiary at fair value in accordance with Ind AS 109, Financial Instruments. As per Ind AS 12, Income Taxes, Paragraph 39, an entity shall not recognise a deferred tax liability for taxable temporary differences associated with investments in subsidiaries to the extent that both of the following conditions are satisfied:

- i. The parent is able to control the timing of the reversal of the temporary difference; and
- ii. It is probable that the temporary difference will not reverse in the foreseeable future.

In the present case, though fair value recognition of investment results in a temporary difference between the carrying amount of the investment (as per Ind AS) and its tax base (as per the Income-tax Act, 1961), the Company has not recognised a deferred tax liability on such difference, since:

- i. The Company has the ability to control the timing of reversal of such temporary difference, and
- ii. The Company does not expect the temporary difference to reverse in the foreseeable future.

Accordingly, in line with Ind AS 12, para 39, no deferred tax liability has been recognised on temporary differences relating to investments in subsidiaries.

Note- 47 The Company has written off Trade receivables and Other balance amounting to Rs. 210.20 Lakhs. The company has also written off prior period Tax balances amounting to Rs.63.66 Lakhs. In the opinion of the management, recovery of the same is doubtful in nature.

Note- 48 Capital management**Objective**

The Group's objective is to maintain appropriate levels of capital to support its business strategy taking into account the regulatory, economic and commercial environment.

The Group aims to maintain a strong capital base to support the risks inherent to its business and growth strategies. The Group endeavours to maintain a higher capital base than the mandated regulatory capital at all times.

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

(Amount in Rs. in lakhs)

Planning

The Group's assessment of capital requirement is aligned to the mandatory regulatory capital and its planned growth which forms part of an annual operating plan which is approved by the Board and also a long range strategy. These growth plans are aligned to assessment of risks- which include credit, liquidity and market.

The company monitors its capital to risk-weighted assets ratio (CRAR) on a monthly basis through NBS-2 Return filed with RBI.

The Group endeavours to maintain its CRAR higher than the mandated regulatory norm. Accordingly, increase in capital is planned well in advance to ensure adequate funding for its growth.

Further, the Parent Company supports funding needs of its wholly owned subsidiaries, associates and other investee companies by way of capital infusion and loans.

Similarly, the Company also makes investment in other companies for operating and strategic reasons. These investments are funded by the Company through its equity share capital and other equity which inter alia includes retained profits.

Particulars	March 31, 2025	March 31, 2024
Tier-I Capital	2,063.24	1,851.13
Tier-II Capital (To the extent aggregate does not exceed Tier I Capital)	845.88	557.69
Total Capital	2,909.13	2,408.82
Total Risk Weighted Assets	5,668.01	5,073.41
Tier-I CRAR %	36.40	36.49
Tier-II CRAR %	14.93	10.99
CRAR (Tier-1 + Tier-2) %	51.33	47.48

Note- 49 Title deeds of the Immovable Property not held in the name of the company

The company shall provide the details of all the immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company in format given below and where such immovable property is jointly held with others, details are required to be given to the extent of the company's share - NIL

Note- 50 Ageing wise analysis of Intangible Assets under development

- (a) Intangible assets under development - **There are no Intangible Assets under Development**
- (b) For Intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan, following Intangible assets under development completion schedule shall be given - **NOT APPLICABLE**

Note- 51 Details of Benami Property held - There are no Benami Property Transactions

Where any proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder, the company shall disclose the following:-

- Details of such property, including year of acquisition,
- Amount thereof,
- Details of Beneficiaries,
- If property is in the books, then reference to the item in the Balance Sheet,

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

(Amount in Rs. in lakhs)

- e. If property is not in the books, then the fact shall be stated with reasons,
- f. Where there are proceedings against the company under this law as an abetter of the transaction or as the transferor then the details shall be provided,
- g. Nature of proceedings, status of same and company's view on same.

Note- 52 Capital Work In Progress)

There is no Capital Work in Progress required to be maintained by the company.

Note- 53 Relationship with Struck off Companies

The Company does not have any relationship with any of the Struck Off Companies whether under section 248 of the Companies Act or Section 560 of Companies Act, 1956.

Note- 54 Wilful Defaulter

The company is not declared as Wilful Defaulter by any Bank or Financial Institution or any other lender.

Note- 55 Corporate Social Responsibility (CSR)

The provisions of Corporate Social Responsibility (CSR) are not applicable to the company.

Note - 56 DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY

The company has not traded or invested in Crypto Currency or Virtual Currency during the Financial Year.

Note- 57 UNDISCLOSED INCOME

There are no transactions which are not recorded in the Books of Accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961). Further, there was no unrecorded income and related assets which are required to be recorded in the books of accounts during the year.

Note- 58 NO OF LAYERS OF COMPANIES

The company has not made any default on No of layers of companies through which it has invested.

Note - 59

Figures have been regrouped and rearranged wherever necessary.

As per our attached report of even date

For Deoki Bijay & Co

Chartered Accountants

ICAI Firm Registration Number : 313105E

For and on Behalf of Board of Directors

CA Sushil Kumar Agrawal

Partner

Membership Number: 059051

Kumar Nair

Managing Director

DIN: 00320541

Ramachandran Unnikrishnan

Director & CFO

DIN: 00493707

Place: Mumbai

Date : May 02, 2025

Suhas Borgaonkar

Company Secretary

Place: Mumbai

Date : May 02, 2025

**INDEPENDENT AUDITOR'S REPORT****To the Members of Transwarranty Finance Limited****Report on the Audit of the Consolidated Financial Statements****Opinion**

We have audited the accompanying Consolidated Financial Statements of Transwarranty Finance Limited (hereinafter referred to as the "Holding Company" or "the Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as the "Group") comprising of the consolidated Balance Sheet as at March 31, 2025, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and the notes to the Consolidated Financial Statements including a summary of material accounting policies and other explanatory information (hereinafter referred to as "Consolidated Financial Statements").

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

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How our Audit addressed the key audit matter
Impairment of financial assets as at balance sheet date (expected credit losses) (Refer Note No. 5 to the Consolidated Financial Statements).	
<p>Ind AS 109 requires the Company to provide for impairment of its financial assets using the Expected Credit Loss (ECL) approach.</p> <p>The Holding Company recognises lifetime ECL from initial recognition of trade receivables by using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.</p> <p>In the process, a significant degree of judgment has been applied by the Management for:</p> <ul style="list-style-type: none"> ➤ Staging of Trade Receivables [i.e. classification in 'significant increase in credit risk' ('SICR') and 'default' categories]; ➤ Grouping of receivables based on homogeneity by using appropriate statistical techniques; ➤ Determining macro-economic factors impacting credit quality of receivables; 	<p>The procedures performed by us included the following:</p> <ol style="list-style-type: none"> 1. Understood and evaluated the design and tested the operating effectiveness of the key controls put in place by the Company's Management over the: <ol style="list-style-type: none"> a. Assumptions used in the calculation of ECL and its various aspects b. Completeness and accuracy of source data used by the Management in the ECL computation; c. Understanding ECL methodology and models through the Company's governance framework; and d. Computation of ECL. 2. Read and assessed the Group's policy with respect to moratorium pursuant to the RBI circular and tested the implementation of such policy on a sample basis. 3. Assessed the Company's accounting policy in respect of loans and related ECL provisioning for compliance with Ind AS 109 'Financial Instruments'.

Key Audit Matters	How our Audit addressed the key audit matter
In view of the high degree of Management's judgment involved in estimation of ECL it is a key audit matter.	<p>4. Assessed the criteria for staging of receivables based on their past-due status to check compliance with requirement of Ind AS 109. Tested a sample of performing (stage 1) receivables to assess whether any SICR or loss indicators were present requiring them to be classified under stage 2 or 3.</p> <p>5. Tested, on a sample basis, the completeness and accuracy of the source data used.</p> <p>6. Obtained an ageing report and tested the accuracy by checking the ageing of select items on a sample basis.</p> <p>7. Recomputed the impairment loss allowance for a sample of loans spread across the portfolios, to check the arithmetical accuracy and compliance with the ECL methodology of the Company.</p> <p>8. Evaluated the adequacy of presentation and disclosures in relation to impairment loss allowance in the financial statements.</p>

Emphasis of Matter

(i) Emphasis of Matter with reference to Holding Company

1. We draw attention to Note 5 and note 6 to the Consolidated Financial Statements wherein the Group has provided for impairment losses of Rs. 296.82 lacs on trade receivables Rs. 44.36 lacs on loans as on March 31st, 2025.
2. We draw attention to Note 45 to the Consolidated Financial Statement, which describes that the Holding Company has written off certain trade receivables and old outstanding balances amounting to INR 210.20 lacs and has also written off prior period tax adjustments amounting to INR 63.66 lacs.
3. We draw attention to Note 46 to the Consolidated Financial Statement indicating the Holding Company's financial position with an accumulated net deficit of INR. 2,289.64 lacs as at the year end. Based on the Group's projected operations and marketing efforts, the Holding Company expects to generate adequate surplus in the future and consequently does not foresee any difficulty in settling its liabilities as and when they arise or continue as a going concern.

(ii) Emphasis of Matter with reference to subsidiary

The emphasis of matter as reported by the statutory auditor of the step down subsidiary company, in their standalone audit report, is reproduced below:

In respect of the step down subsidiary, Vertex Commodities and Finpro Private Limited.

During the financial year 2022-2023, the company's licenses to operate in commodity transactions were surrendered/cancelled.

This event has significant implications for the company's operations and financial performance. At the year-end date, it is important to highlight that, despite the challenges posed by the license surrender/cancellation, there are no immediate going concern issues that cast doubt on the company's ability to continue its operations in the foreseeable future. The company will continue to closely monitor the developments related to the exploration of new business segments and the efforts to revive the business. Any material impacts on the financial statements resulting from these endeavours will be adequately disclosed in subsequent reporting periods.

Our opinion is not modified in respect of the above matters.

Other Matter

The audit of Consolidated Financial Statements for the year ended March 31, 2024 was carried out and reported by S S Khan & Co, Chartered Accountants who has expressed unmodified opinion vide their audit report dated May 02, 2024, whose audit report have been furnished to us and which have been relied upon by us for the purpose of our audit of the financial statements.

Our opinion is not modified in respect of the above matter.

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

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, but does not include the Consolidated 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 Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read such 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 to comply with the relevant applicable requirements of the standard on auditing for auditor's responsibility in relation to other information in documents containing audit of the Consolidated Financial Statements. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors 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 consolidated financial position, consolidated financial performance including other comprehensive income, changes in equity and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The respective Board of Directors of the companies included in the Group are responsible for:

- i. maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities;
- ii. selection and application of appropriate accounting policies;
- iii. making judgments and estimates that are reasonable and prudent;
- iv. 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 Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of their respective companies 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 Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance of the companies included in the Group are also responsible for overseeing the financial reporting process of their respective companies.

Auditor's Responsibilities 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism 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 Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 ability of the Group 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 Group to cease to continue as a going concern; and
- 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements for the financial year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- 1) As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we report that there are no qualifications or adverse remarks by the us in the Order report of the companies included in the consolidated Ind AS financial statements.
- 2) As required by section 143(3) of the Act, we report, to the extent applicable, 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 Holding Company and subsidiary so far as it appears from our examination of those books;
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
 - d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary company,



none of the directors of the Group's companies, incorporated in India, is disqualified as on March 31, 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 with reference to these Consolidated Financial Statements of the Holding Company and its subsidiary companies, the operating effectiveness of such controls, refer to our separate report in "Annexure A" to this report;
- g. In our opinion and to the best of our information and according to the explanations given to us the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Holding Company, its subsidiaries, incorporated in India to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
- h. The preservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under Section 143(3)(b) and paragraph (vii) below on reporting under Rule 11(g).
- 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Consolidated Financial Statements disclose the impact of pending litigations on its consolidated financial position of the Group, in its Consolidated Financial Statements – Refer Note 34 on Contingent Liabilities to the Consolidated Financial Statements;
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries incorporated in India during the year ended March 31, 2025;
 - iv. (A) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited

under the Act have represented to us that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from share premium or any other sources or kind of funds) by the Holding company or any of such subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (B) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us that, to the best of its knowledge and belief to the Consolidated Financial Statements no funds have been received by the Holding company or any of such subsidiaries to or in any other persons or entities, including foreign entities ("the Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding company or any of such subsidiaries shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (C) Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (a) and (b) contain any material misstatement;
- v. The Group had not declared any dividend during the financial year ended March 31, 2025.
- vi. Based on our examination which included test checks, the Holding Company and its subsidiary

have used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software. Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

vii. Based on our examination which included test checks, we have verified the preservation of the audit trail in accordance with Rule 11(g) of the

Companies (Audit and Auditors) Rules, 2014, as amended. The Holding Company and its subsidiary have retained the audit trail for the prior year as per statutory record retention requirements.

For Deoki Bijay & Co

Chartered Accountants

ICAI Firm Registration No. - 313105E

CA Sushil Kumar Agrawal

Partner

ICAI Membership No. 059051

Place: - Kolkata

Date: - May 02, 2025

UDIN: - 25059051BMOZWO5194



ANNEXURE 'A' TO INDEPENDENT AUDITORS' REPORT

(Annexure referred to under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date.)

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

In conjunction with our audit of the Consolidated Financial Statements of Transwarranty Finance Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to Consolidated Financial Statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as the "Group"), which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting with reference to these Consolidated Financial Statements

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

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting with reference to Consolidated Financial Statements, 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 with reference to Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to Consolidated Financial Statements 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, which are companies incorporated in India, have, maintained in all material respects, an

adequate internal financial controls system with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**For Deoki Bijay & Co
Chartered Accountants**

ICAI Firm Registration No. - 313105E

CA Sushil Kumar Agrawal

Partner

ICAI Membership No. 059051

Place: - Kolkata

Date: - May 02, 2025

UDIN: - 25059051BMOZWO5194



CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025

(Amount in Rs. in lakhs)

Particulars	Note No.	As At 31 March 2025	As At 31 March 2024
ASSETS			
Financial Assets			
Cash and Cash Equivalents	3	149.86	142.03
Bank Balances other than cash and cash equivalents	4	696.75	696.25
Trade Receivables	5	548.15	922.11
Loans	6	3,315.20	2,685.50
Investments	7	10.05	5.52
Other Financial Assets	8	2,884.60	3,005.39
		7,604.61	7,456.80
Non-financial Assets			
Current Tax Assets (Net)	9	163.96	174.92
Deferred Tax Assets (Net)	10	220.46	220.46
Property, Plant and Equipment	11	819.43	831.89
Goodwill on consolidation		657.66	657.66
Other Intangible Assets	11	8.66	13.90
Right of Use Assets	11	1.06	15.03
Other Non-Financial Assets	12	526.84	526.50
		2,398.07	2,440.36
TOTAL ASSETS		10,002.68	9,897.17
LIABILITIES AND EQUITY			
Liabilities			
Financial Liabilities			
(A) Trade Payables	13		
(i) total outstanding dues of micro enterprises and small enterprises		2.81	2.54
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		2,090.47	2,340.58
(B) Other Payables	14		
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		5.20	5.42
Debt Securities	15	747.48	469.74
Borrowings (Other than Debt Securities)	16	3,367.73	3,367.36
Other Financial Liabilities	17	193.25	146.14
		6,406.94	6,331.79
Non-Financial Liabilities			
Provisions	18	34.54	31.28
Other Non-Financial Liabilities	19	40.19	69.04
		74.73	100.32
Equity			
Equity Share Capital	20	5,398.85	4,888.85
Other Equity	21	(2,289.64)	(1,869.69)
Total equity attributable to shareholders		3,109.20	3,019.17
Non Controlling interest		411.81	445.90
Total		3,521.01	3,465.06
TOTAL EQUITY AND LIABILITIES		10,002.68	9,897.17

Summary of material accounting policies and key accounting estimates and judgements
The accompanying notes are an integral part of the financial statements.

As per our attached report of even date

For Deoki Bijay & Co

Chartered Accountants

ICAI Firm Registration Number : 313105E

For and on Behalf of Board of Directors

CA Sushil Kumar Agrawal

Partner

Membership Number: 059051

Kumar Nair

Managing Director

DIN: 00320541

Ramachandran Unnikrishnan

Director & CFO

DIN: 00493707

Place: Kolkata

Date : May 02, 2025

Suhas Borgaonkar

Company Secretary

Place: Mumbai

Date : May 02, 2025

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

(Amount in Rs. in lakhs)

Particulars	Note No.	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
Income			
Interest Income	23	461.13	439.53
Fees and Commission Income	24	1,028.88	969.33
Total Revenue from operations		1,490.01	1,408.86
Other Income	25	84.06	329.16
Total Income		1,574.07	1,738.03
Expenses			
Finance Costs	26	362.77	473.12
Fees and Commission Expenses	27	395.81	301.51
Impairment on Financial Assets	28	57.04	5.17
Employee Benefits Expenses	29	535.36	436.62
Depreciation, amortization and impairment	30	50.14	46.92
Others Expenses	31	439.84	394.97
Total expenses		1,840.96	1,658.31
Profit/(Loss) before exceptional items and tax		(266.90)	79.72
Exceptional items	45	210.20	-
Profit/(Loss) before tax		(477.09)	79.72
Tax expense:			
Current Tax		-	2.74
Deferred Tax		-	(1.80)
Income Tax Related to Earlier Years	45	63.66	(1.25)
Total income tax expense		63.66	(0.31)
Profit/(Loss) for the period		(540.75)	80.03
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of net defined benefit liability		(0.86)	(5.09)
Fair valuation on Equity instrument		(0.24)	0.90
Income tax effect on these items		-	-
		(1.10)	(4.19)
Items that will be reclassified to profit or loss			
Reclassification of financial assets		-	-
Income tax effect on these items		-	-
		(1.10)	(4.19)
Other comprehensive income for the year, net of tax		(1.10)	(4.19)
Total comprehensive income for the year		(541.85)	75.84
Minority interest			
Profit attributable to Equity shareholders			
Net Profit attributable to :			
Owners of equity		(507.79)	58.18
Non-controlling interest		(32.96)	21.85
Other Comprehensive Income attributable to:			
Owners of equity		0.04	(3.38)
Non-controlling interest		(1.13)	(0.81)
Total Comprehensive Income attributable to:			
Owners of equity		(507.76)	54.80
Non-controlling interest		(34.09)	21.04
Basic EPS (In Rs.)	31	(1.04)	0.19
Diluted EPS (In Rs.)	31	(1.04)	0.19

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

As per our attached report of even date

For Deoki Bijay & Co

Chartered Accountants

ICAI Firm Registration Number : 313105E

For and on Behalf of Board of Directors

CA Sushil Kumar Agrawal

Partner

Membership Number: 059051

Kumar Nair

Managing Director

DIN: 00320541

Ramachandran Unnikrishnan

Director & CFO

DIN: 00493707

Place: Kolkata

Date : May 02, 2025

Suhas Borgaonkar

Company Secretary

Place: Mumbai

Date : May 02, 2025

**CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2025**

(Amount in Rs. in lakhs)

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
A. Cash flows from operating activities		
Profit before tax for the year	(477.09)	79.71
Adjustments for:		
Reversal of Rent Expense on lease liability	-	(14.84)
Depreciation	50.14	46.92
Remeasurement of the net defined benefit obligation gain / (loss)	(0.86)	(5.09)
Interest Income	(498.97)	(479.43)
Dividend Income	(0.18)	(0.18)
Interest Expense	362.77	453.39
Profit on sale of investments	(0.24)	(5.33)
Impairment Allowance	57.04	5.17
Exceptional items	210.20	-
Bad Debts Written off	11.93	5.02
	(285.26)	85.33
Movements in working capital:		
(Increase) / Decrease in Trade and other Receivables	116.27	490.53
Increase / (Decrease) in Trade & Other Payables	(250.07)	(621.47)
(Increase)/decrease in loans	(630.12)	(319.43)
(Increase)/decrease in other financial assets	111.25	(1,608.36)
(Increase)/decrease in other non-financial assets	(0.35)	1.54
Increase / (Decrease) in other financial Liabilities	47.11	(2.79)
Increase/(decrease) in provisions	1.71	12.54
Increase / (Decrease) in non- financial Liabilities	(28.85)	(23.05)
Cash inflow from interest on loans	360.96	529.30
Income tax paid (net of refunds)	100.30	(19.37)
Net cash generated from operating activities (A)	(457.05)	(1,475.23)
B. Cash flow from investing activities		
Dividend Income	0.18	0.18
(Purchase)/ Sale of Fixed Deposits	(0.50)	700.00
(Purchase)/ Sale of Investment (Net)	(5.04)	14.43
Purchase of Property Plant and Equipment	(22.48)	(21.70)
(Purchase)/ Sale of Intangible Asset	5.24	-
Sale of Property Plant and Equipment	-	-
Net cash used in investing activities (B)	(22.59)	692.91
C. Cash flow from financing activities		
Borrowings other than debt securities issued/ (Redeemed) (net)	0.36	(275.81)
Debt securities issued/ (Redeemed) (net)	277.74	82.23
Finance cost paid	(299.21)	(473.12)
Proceeds from Right issue of Equity Shares	508.60	42.81
Net cash used in financing activities (C)	487.50	(623.91)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	7.84	(1,406.21)
Effect of exchange differences on cash and cash equivalent held in foreign currency		
Cash and cash equivalents at the beginning of the year	142.03	1,548.24
Cash and cash equivalents at the end of the year	149.87	142.03
Components of cash and cash equivalents		
Cash on hand	2.57	3.64
With banks - on current accounts	147.29	138.40
Total cash and cash equivalents	149.86	142.03

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

As per our attached report of even date

For Deoki Bijay & Co

Chartered Accountants

ICAI Firm Registration Number : 313105E

CA Sushil Kumar Agrawal

Partner

Membership Number: 059051

Place: Kolkata

Date : May 02, 2025

For and on Behalf of Board of Directors

Kumar Nair

Managing Director

DIN: 00320541

Suhas Borgaonkar

Company Secretary

Ramachandran Unnikrishnan

Director & CFO

DIN: 00493707

Place: Mumbai

Date : May 02, 2025

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

STATEMENT OF CHANGES IN EQUITY

Statement of Changes in Equity

(Amount in Rs. in lakhs)

Particulars	Note No.	For the year ended March 31,	
		2025	2024
Balance at the beginning of the year	20	4,887.45	4,826.30
Changes in Equity Share Capital during the year		510.00	61.15
Balance at the end of the year		5,397.45	4,887.45

Other Equity

Particulars	Note No.	Reserves & Surplus					Other Comprehensive Income on	Attributable to owner of equity	Non Controlling Interest	Total Other Equity
		Retained Earnings	Reserve Fund as per RBI Act	General Reserve	Capital Redemption Reserve	Equity Share Premium	Equity Instruments			
At April 1, 2024	21	(2,342.88)	348.42	104.11	27.76		(7.10)	(1,869.69)	445.90	(1,423.79)
Profit after tax		(505.88)	-	-	-		-	(505.88)	(32.96)	(538.84)
Other comprehensive income		(1.39)	-	-	-		(0.13)	(1.52)	(1.13)	(2.65)
Transfer / Adjustments								-	-	-
Additions		-	-	-	-	87.46		87.46	-	87.46
		(2,850.16)	348.42	104.11	27.76	87.46	(7.23)	(2,289.64)	411.81	(1,877.83)
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934		(12.99)	12.99	-	-	-	-	-	-	-
At March 31, 2025		(2,863.15)	361.41	104.11	27.76	87.46	(7.23)	(2,289.64)	411.81	(1,877.83)

Particulars	Note No.	Reserves & Surplus					Other Comprehensive Income on	Attributable to owner of equity	Non Controlling Interest	Total Other Equity
		Retained Earnings	Reserve Fund as per RBI Act	General Reserve	Capital Redemption Reserve	Equity Share Premium	Equity Instruments			
At April 1, 2023	21	(2,390.20)	341.40	104.11	27.76		(7.57)	(1,924.51)	424.85	(1,499.66)
Profit after tax		58.20	-	-	-		-	58.20	21.85	80.05
Other comprehensive income		(3.86)	-	-	-		0.48	(3.38)	(0.81)	(4.19)
Transfer / Adjustments								-	-	-
Additions		-	-	-	-	-		-	-	-
		(2,335.86)	341.40	104.11	27.76	-	(7.10)	(1,869.69)	445.90	(1,423.79)
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934		(7.02)	7.02	-	-	-	-	-	-	-
At March 31, 2024		(2,342.88)	348.42	104.11	27.76	-	(7.10)	(1,869.69)	445.90	(1,423.79)

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

As per our attached report of even date

For Deoki Bijay & Co

Chartered Accountants

ICAI Firm Registration Number : 313105E

CA Sushil Kumar Agrawal

Partner

Membership Number: 059051

Place: Kolkata

Date : May 02, 2025

For and on Behalf of Board of Directors

Kumar Nair

Managing Director

DIN: 00320541

Suhas Borgaonkar

Company Secretary

Ramachandran Unnikrishnan

Director & CFO

DIN: 00493707

Place: Mumbai

Date : May 02, 2025



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

Note 1 CORPORATE INFORMATION

Transwarranty Finance Limited ('the Parent Company'), incorporated in India, is a public limited company, headquartered in Mumbai. The Parent Company is a full service Financial & Capital Market Services Company, providing a wide range of services to over 1,000 Large, Small and Medium companies and thousands of retail clients all over India, since 1994.

The Parent Company is registered with Reserve Bank of India (RBI) as an Non Banking Finance Company (NBFC) and its shares are listed on both National Stock Exchange (NSE) and Bombay Stock Exchange (BSE). It is engaged in advisory services like Investment Banking, Corporate Finance, Project Finance, Trade Finance and providing Business & Retail Loans digitally both Secured and unsecured.

Note 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES

2.1 STATEMENT OF COMPLIANCE AND BASIS FOR PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS

- a) These Consolidated Financial Statements of the Group have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, and other relevant provisions of the Act. The financial statements have also been prepared in conformity with the accounting principles generally accepted in India.
- b) The consolidated financial statements were approved and authorized for issue by the Board of Directors of the Company at its meeting held on April 30, 2025.
- c) The accounting policies have been consistently applied to all periods presented in the consolidated financial statements except where a newly issued Ind AS is applied for the first time or where a change in accounting policy is required due to amendment to existing standards.
- d) The consolidated balance sheet, statement of profit and loss, statement of changes in equity, and disclosures have been prepared in accordance with the format prescribed under Division III of Schedule III to the Companies Act, 2013, as amended, applicable to Non-Banking Financial Companies (NBFCs) that are required to comply with Ind AS. The consolidated statement of cash flows has been prepared in accordance with Ind AS 7, Statement of Cash Flows.

2.2 FUNCTIONAL & MEASUREMENT CURRENCY

These consolidated financial statements are presented in Indian Rupees (INR or Rs.), which is the Company's functional and presentation currency. All financial information presented in INR has been rounded to the nearest lakhs with two decimal places unless otherwise stated. Amounts stated as "0.00" represent values that are below the rounding off threshold.

2.3 BASIS OF CONSOLIDATION

a) Subsidiary

- (i) Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.
- (ii) The acquisition method of accounting is used to account for business combinations by the group.
- (iii) The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.
- (iv) Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

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

The list of Subsidiaries considered for consolidation, and the Company's holdings therein are as under:

Name of the Entity	Country of Incorporation	Consolidated as	Percentage of Voting Power as at March 31, 2025	Percentage of Voting Power as at March 31, 2024
Vertex Securities Limited	India		53.04%	53.04%
Vertex Commodities and Finpro Private Limited	India	Subsidiary of Vertex Securities Limited	100%	100%
Transwarranty Capital Market Services Private Limited	India	Subsidiary	100%	100%

- b) Additional information as required under Schedule III to the Companies Act, 2013 of entities consolidated as Subsidiaries.

Name of the Entities	March 31, 2025							
	Net Assets (Total Assets - Total Liabilities)		Share in profit / (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount INR	As a % of consolidated profit or loss	Amount INR	As a % of consolidated other comprehensive income	Amount INR	As a % of consolidated total comprehensive income	Amount INR
Parent								
Transwarranty Finance Limited	76.56	3,826.81	(1,211.98)	64.97	(120.03)	1.32	(1,026.66)	66.29
Subsidiaries								
Vertex Securities Limited	18.92	945.95	1,396.40	(74.86)	220.03	(2.41)	1,196.76	(77.27)
Transwarranty Capital Market Services Private Limited	(0.27)	(13.47)	2.69	(0.14)	-	-	2.24	(0.14)
Subsidiary of Vertex Securities Limited								
Vertex Commodities and Finpro (P) Limited	4.79	239.23	(87.12)	4.67	-	-	(72.33)	4.67
Total	100.00	4,998.52	100.00	(5.36)	100.00	(1.10)	100.00	(6.46)
Adjustments arising out of consolidation		(2,301.14)		-		-		-
Non-controlling interest		411.81		(32.96)		(1.13)		(34.09)
Grand Total		3,109.19		27.60		0.04		27.64



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

Name of the Entities	March 31, 2024							
	Net Assets (Total Assets - Total Liabilities)		Share in profit / (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount INR	As a % of consolidated profit or loss	Amount INR	As a % of consolidated other comprehensive income	Amount INR	As a % of consolidated total comprehensive income	Amount INR
Parent								
Transwarranty Finance Limited	72.97	3,358.99	43.85	35.10	58.23	(2.44)	43.06	32.66
Subsidiaries								
Vertex Securities Limited	22.23	1,023.22	47.43	37.96	39.62	(1.66)	47.86	36.30
Transwarranty Capital Market Services Private Limited	(0.29)	(13.32)	(1.96)	(1.57)	-	-	(2.07)	(1.57)
Subsidiary of Vertex Securities Limited								
Vertex Commodities and Finpro Private Limited	5.10	234.55	10.68	8.55	2.15	(0.09)	11.15	8.46
Total	100.00	4,603.44	100.00	80.04	100.00	(4.19)	100.00	75.85
Adjustments arising out of consolidation		(2,030.17)		-		-		-
Non-controlling interest		445.90		21.85		(0.81)		21.04
Grand Total		3,019.17		58.19		(3.38)		54.81

2.3 BASIS OF MEASUREMENT

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values:

- Financial instruments measured at fair value through profit or loss (FVTPL)
- Financial assets classified as fair value through other comprehensive income (FVOCI)
- Derivative financial instruments
- Other financial assets held for trading

2.5 KEY ACCOUNTING ESTIMATES & JUDGEMENTS

- The preparation of these financial statements in accordance with Indian Accounting Standards (IND AS) requires management to make estimates, judgements, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities (including contingent liabilities), income, expenses, and related disclosures at the reporting date.
- These estimates and assumptions are based on historical experience, current and expected future events, and various other factors that are considered reasonable under the circumstances.
- The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively in the period of revision and, where applicable, in future periods. If such revisions are material, they are disclosed in the relevant notes to the financial statements.

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

- d) Significant areas involving a higher degree of judgement or complexity, or areas where estimates have a significant impact on the financial statements, include but not limited to:
- (i) Valuation of financial instruments
 - (ii) Assessment of impairment of assets
 - (iii) Useful lives of property, plant and equipment and intangibles
 - (iv) Recognition of revenue and contract assets
 - (v) Deferred tax assets
 - (vi) Provisions and contingencies

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect on the amounts recognised in the financial statements are included in the following notes:

(i) Business Model Assessment:

Classification and measurement of financial assets depends on the results of the SPPI (Solely Payments of Principal and Interest) and the business model test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective.

This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed. The Group monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held.

Fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the consolidated statement of profit and loss in the period in which they arise.

(ii) Measurement of Fair Values

The preparation of the financial statements requires the Group to measure certain financial and non-financial assets and liabilities at fair value, both at initial recognition and at subsequent reporting dates.

Fair values are determined based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using a valuation technique.

The Group classifies fair value measurements using a fair value hierarchy, which reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

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

Level 2: Inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities in active markets, or inputs derived from observable market data.

Level 3: Inputs that are unobservable for the asset or liability, based on the Group's own assumptions about the assumptions market participants would use in pricing the asset or liability.

For items that are recognised in the financial statements on a recurring basis at fair value, the Group determines whether transfers between levels in the hierarchy have occurred by reassessing the categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Valuation techniques used to determine fair value include the market approach, income approach, and cost approach, as appropriate. When applicable, the Group calibrates valuation models using observable data and reviews the models periodically for consistency and reliability.



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

(iii) Effective Interest Rate (EIR) Method

The Group's EIR methodology, recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the financial instruments. This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well expected changes to India's base rate and other fee income/expense that are integral parts of the instrument.

(iv) Provision & Contingent Liability:

The Group operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration and regulatory investigations and proceedings in the ordinary course of the Group's business.

When the Group can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Group records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Group takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

(v) Expected Credit Loss:

When determining whether the risk of default on a financial instruments has increased significantly since initial recognition, the company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the company's historical experience and credit assessment and including forward-looking information.

The inputs used and process followed by the Group in determining the ECL have been detailed in notes to account.

(vi) Defined Benefit Plans

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(vii) Leases

With effect from 1 April 2019, the Group has applied Ind AS 116 'Leases' for all long term and material lease contracts covered by the Ind AS. The Group has adopted modified retrospective approach as stated in Ind AS 116 for all applicable leases on the date of adoption.

Measurement of Lease Liability

At the time of initial recognition, the Group measures lease liability as present value of all lease payments discounted using the Group's incremental cost of borrowing and directly attributable costs. Subsequently, the lease liability is –

- (a) increased by interest on lease liability;
- (b) reduced by lease payments made; and
- (c) remeasured to reflect any reassessment or lease modifications specified in Ind AS 116 'Leases', or to reflect revised fixed lease payments.

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

Measurement of Right-of-use assets

At the time of initial recognition, the Group measures 'Right-of-use assets' as present value of all lease payments discounted using the Group's incremental cost of borrowing w.r.t said lease contract. Subsequently, 'Right-of-use assets' is measured using cost model i.e. at cost less any accumulated depreciation and any accumulated impairment losses adjusted for any remeasurement of the lease liability specified in Ind AS 116 'Leases'.

Depreciation on 'Right-of-use assets' is provided on straight line basis over the lease period.

The exception permitted in Ind AS 116 for low value assets and short term leases has been adopted by Group.

2.6 PROPERTY, PLANT & EQUIPMENT (PPE)

a) Recognition & Measurement

Property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. The cost of property, plant and equipment comprise purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-financial assets and the cost of assets not put to use before such date is disclosed under 'Capital work-in-progress'.

Assets held for sale or disposals are stated at the lower of their net book value and net realisable value.

b) Subsequent Measurement

Subsequent expenditure related to the asset are added to its carrying amount or recognised as a separate asset only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance and cost can be measured reliably. Other repairs and maintenance costs are expensed off as and when incurred.

c) Depreciation, estimated useful life & residual values

Depreciation on PPE is provided on straight-line basis in accordance with the useful lives specified in Schedule II to the Companies Act, 2013 on a pro-rata basis.

The estimated useful lives used for computation of depreciation are as follows:

Assets	Useful Life
Computers and Data processing units	3 to 6 years
Furniture and fixtures	10 years
Plant & Machinery	15 years
Office equipments	5 years
Vehicles	8 to 10 years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at the end of each financial year and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by modifying the depreciation period or methodology, as appropriate, and treated as change in accounting estimates.

The carrying amount of an item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The date of disposal of an item of property, plant and equipment is the date when the recipient gains control of the item, in accordance with the requirements for determining when a performance obligation is satisfied under Ind AS 115. The gain or loss arising from the derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the item, and it is recognised in the Statement of Profit and Loss.



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

2.7 INTANGIBLE ASSETS

- a) An intangible asset is recognised only when its cost can be measured reliably, and it is probable that the expected future economic benefits that are attributable to it will flow to the Group.
- b) Intangible assets are stated at cost less accumulated amortization and accumulated impairment loss, if any.
- c) Intangible assets comprises of Membership rights of Stock Exchanges, Computer software and Software licences which is amortized over the estimated useful life. The amortization period of Stock exchange license and membership right is 10 years and computer software is 3 years which is based on management's estimates of useful life. Amortisation is calculated using the straight line method to write down the cost of intangible assets over their estimated useful lives.
- d) Subsequent expenditure related to the asset is added to its carrying amount or recognised as a separate asset only if it increases the future benefits of the existing asset, beyond its previously assessed standards of performance and cost can be measured reliably.
- (e) Gains or losses from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit or Loss when the asset is derecognised.

2.8 FOREIGN EXCHANGE

The Group's financial statements are presented in Indian Rupee, which is also the Group's functional currency.

a) Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

b) Conversion

Foreign currency monetary items are re-translated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

c) Exchange difference

All exchange differences are accounted in the Statement of Profit and Loss.

2.10 FINANCIAL INSTRUMENTS

a) Date of recognition

Financial assets and financial liabilities are recognised in the Company's consolidated Balance sheet, when the Company becomes a party to the contractual provisions of the instrument.

b) Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables are measured at transaction price determined under Ind AS 115 since it do not contain a significant financing component and the Group has applied the practical expedient as well.

Financial assets and liabilities, with the exception of loans, debt securities, deposits and borrowings are initially recognised on the trade date, i.e., the date that the Group becomes a party to the contractual provisions of the instrument. Recognised financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
c) Classification and Subsequent measurement of financial assets

Based on the business model, the contractual characteristics of the financial assets, the Group classifies and measures financial assets in the following categories:

- (i) Amortised cost
- (ii) Fair value through other comprehensive income ('FVOCI')
- (iii) Fair value through profit or loss ('FVTPL')

(i) Amortised cost -

The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios being the level at which they are managed. The financial asset is held with the objective to hold financial asset in order to collect contractual cash flows as per the contractual terms that give rise on specified dates to cash flows that are solely payment of principal and interest (SPPI) on the principal amount outstanding. Accordingly, the Group measures Cash and Bank balances, Loans, investment in subsidiaries, trade receivables at amortised cost.

(ii) Fair value through other comprehensive income

The Group measures all equity investments at fair value through profit or loss, unless the Group's management has elected to classify irrevocably some of its equity instruments at FVOCI, when such instruments meet the definition of Equity under Ind AS 32 Financial Instruments and are not held for trading.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

Movements in the carrying amount of such financial assets are recognised in Other Comprehensive Income ('OCI'), except interest/dividend income which is recognised in profit and loss. Amounts recorded in OCI are subsequently transferred to the statement of profit and loss in case of debt instruments however, in case of equity instruments it will be directly transferred to reserves. Equity instruments at FVOCI are not subject to an impairment assessment.

(iii) Financial assets at fair value through profit and loss

Financial assets which do not meet the criteria for categorisation as at amortised cost or as FVOCI or either designated, are measured at FVTPL. Subsequent changes in fair value are recognised in profit or loss. The Company records investments in equity instruments and mutual funds at FVTPL.

d) Financial liabilities and equity instruments:

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Classification as debt or equity-

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(i) Equity instruments -

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by Company are recognised at the proceeds received. Transaction costs of an equity transaction are recognised as a deduction from equity.



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

(ii) Financial liabilities -

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for trading or it is a derivative or it is designated as such on initial recognition. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of profit and loss. Any gain or loss on derecognition is also recognised in Statement of profit and loss.

e) Reclassification

Financial assets are not reclassified subsequent to their initial recognition, apart from the exceptional circumstances in which the Company acquires, disposes of, or terminates a business line or in the period the Company changes its business model for managing financial assets. Financial liabilities are not reclassified.

f) Derecognition

(i) Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

(ii) Financial liabilities

A financial liability is derecognised when the obligation in respect of the liability is discharged, cancelled or expires. The difference between the carrying value of the financial liability and the consideration paid is recognised in Statement of profit and loss.

g) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

h) Impairment of financial assets

(i) Trade Receivables

- The Company applies the Ind AS 109 simplified approach for measuring expected credit losses which uses a lifetime expected loss allowance (ECL) for all trade receivables.
- The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.
- To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on average of historical loss rate adjusted to reflect current and available forward-looking information affecting the ability of the customers to settle the receivables. The Company has also computed expected credit loss due to significant delay in collection.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
(ii) Other financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' model (ECL), for evaluating impairment of financial assets other than those measured at Fair value through profit and loss.

The Company recognises lifetime ECL for trade and other receivables and lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. Lifetime ECL represents the expected credit losses that may result from all possible default events over the expected life of a financial assets. (refer Schedule on Receivables Note No 5)

For all other financial assets, the Company recognizes lifetime expected credit losses (ECL) based on the months past due when there has been a significant increase in credit risk since initial recognition and when the financial asset is credit impaired. Financial assets where no significant increase in credit risk has been observed are considered to be in 'stage 1' and for which no ECL is recognized. Financial assets where there has been significant increase in credit risk are considered to be in 'stage 2' and those which are in default or for which there is an objective evidence of impairment are considered to be in 'stage 3'. Lifetime ECL is recognized for stage 2 and stage 3 financial assets.

In the event of a significant increase in credit risk, allowance (or provision) is required for ECL towards all possible default events over the expected life of the financial instrument ('lifetime ECL').

Financial assets (and the related impairment loss allowances) are written off either partially or in their entirety, when there is no realistic prospect of recovery and the company has stopped pursuing the recovery. If the amount to be written off is greater than the accumulated loss allowance, the difference is first treated as an addition to the allowance that is then applied against the gross carrying amount. Any subsequent recoveries are credited to impairment on financial instruments in statement of profit and loss.

Without significant increase in credit risk since initial recognition (stage 1)

No ECL allowance is recognized for stage 1 financial asset as based on company's assessment there is no significant increase in credit risk. The Company has ascertained default possibilities on past behavioral trends and other performance indicators.

Significant increase in credit risk (stage 2)

An assessment of whether credit risk has increased significantly since initial recognition is performed at each reporting period by considering the change in the risk of default of the loan exposure. However, unless identified at an earlier stage 90 days past due is considered as an indication of financial assets to have suffered a significant increase in credit risk.

Credit impaired (stage 3)

The Company recognises a financial asset to be credit impaired and in stage 3 by considering relevant objective evidence, primarily whether:

Contractual payments of either principal or interest are past due for more than 365 days;

The loan is otherwise considered to be in default.

Measurement of ECL

The assessment of credit risk and estimation of ECL are unbiased and probability weighted. It incorporates all information that is relevant including information about past events, current conditions and reasonable forecasts of future events and economic conditions at the reporting date. The Company has calculated ECL using three components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD). ECL is calculated by multiplying the PD, LGD and EAD and adjusted for time value of money as necessary.



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

- * Determination of PD is covered above for each stages of ECL.
- * EAD represents the expected balance at default, taking into account the repayment of principal and interest from the Balance Sheet date to the date of default together with any expected drawdowns of committed facilities.
- * LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value, if any, at the time it is expected to be realised.

2.11 IMPAIRMENT OF ASSETS OTHER THAN FINANCIAL ASSETS

- a) The Company reviews the carrying amounts of its tangible and intangible assets at the end of each reporting period, to determine whether there is any indication that those assets have impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is determined for an individual asset, unless the asset does not generate cash flows that are largely independent of those from other assets or group of assets.
- b) Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.
- c) If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount.
- d) When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount such that the increased carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised for the asset (or cash-generating unit) in prior years. The reversal of an impairment loss is recognised in Statement of profit and loss.

2.12 CASH & 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. For the purpose of the statement of cash flows, cash and cash equivalents, and short-term deposits are considered integral part of the Company's cash management. Outstanding bank overdrafts are not considered as an integral part of the Company's cash management.

2.13 REVENUE RECOGNITION

Revenue (other than for those items to which Ind AS 109, Financial Instruments, are applicable) is measured at the transaction price, which includes but is not limited to estimating variable consideration, adjusting the consideration for the effects of the time value of money, and measuring non-cash consideration as applicable. Ind AS 115, Revenue from Contracts with Customers, outlines a single comprehensive model of accounting for revenue arising from contracts with customers. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer.

The Company recognises revenue from contracts with customers based on a five step model as set out in Ind AS 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

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

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Company satisfies a performance obligation.

Specific policies for the Company's different sources of revenue are explained below:

a) Fee and commission income

Fee based income are recognised when they become measurable and when it is probable to expect their ultimate collection. Commission and brokerage income earned for the services rendered are recognised as and when they are due.

b) Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

c) Dividend Income

Dividends are recognised in the statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.

d) Depository Service Income

Revenue from depository services on account of annual maintenance charges is accounted for over the period of the performance obligation. Revenue from depository services on account of transaction charges is recognised at the point in time when the performance obligation is satisfied.

Contract Asset & Contract Liability

Revenue on time-and-material contracts are recognized as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognized as unbilled revenue.

Revenues in excess of invoicing are classified as contract assets (which we refer as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as unearned revenues).

2.14 EMPLOYEE BENEFITS

a) Short-term employee benefits

Short-term employee benefits are recognised as an expense as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

b) Contribution to provident fund

Retirement benefit in the form of provident fund, is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

c) Gratuity

The Company's liability towards gratuity scheme is determined by independent actuaries, using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future



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

cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. Past services are recognised at the earlier of the plan amendment / curtailment and recognition of related restructuring costs/ termination benefits.

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

Remeasurement gains/losses

Remeasurement of defined benefit plans, comprising of actuarial gains / losses, return on plan assets excluding interest income are recognised immediately in the balance sheet with corresponding debit or credit to Other Comprehensive Income (OCI). Remeasurements are not reclassified to Statement of profit and loss in the subsequent period.

Remeasurement gains or losses on long-term compensated absences that are classified as other long-term benefits are recognised in Statement of profit and loss.

d) Leave encashment / compensated absences

The employees of the Company are entitled to compensated absences as per the policy of the Company. The Company recognises the charge to the Statement of profit and loss and corresponding liability on account of such non-vesting accumulated leave entitlement based on a valuation by an independent actuary. The cost of providing compensated absences are determined using the projected unit credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of Profit and Loss.

e) Employee shared based payments

Equity-settled share-based payments to employees are recognised as an expense at the fair value of stock options at the grant date. The fair value determined at the grant date of the Equity-settled share-based payments is expensed on a straightline basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

2.18 FINANCE COSTS

Finance costs include interest expense computed by applying the effective interest rate on respective financial instruments measured at Amortised cost.

Financial instruments include bank term loans and overdraft facility. Borrowing costs directly attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of that asset, as per Ind AS 23. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Finance costs are charged to the Statement of profit and loss.

2.19 INCOME TAX

Income tax expense comprises of current tax and deferred tax. It is recognised in Statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

a) Current tax

Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income Tax Act, 1961. Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates and tax laws enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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

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

b) Deferred tax

- (i) Deferred tax is provided using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.
- (ii) Deferred tax assets arising mainly on account of carry forward losses and unabsorbed depreciation under tax laws are recognised only if there is reasonable certainty of its realisation.
- (iii) Deferred tax assets on account of other temporary differences are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.
- (iv) Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Changes in deferred tax assets / liabilities on account of changes in enacted tax rates are given effect to in the consolidated statement of profit and loss in the period of the change. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date.
- (v) Deferred tax assets and deferred tax liabilities are off set when there is a legally enforceable right to setoff assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

2.20 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, sub-division of shares etc. that have changed the number of equity shares outstanding, without a corresponding change in resources. Diluted earnings

per equity share have been computed by dividing the net profit attributable to the equity share holders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

2.21 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

- a) A provision is recognised when the Company has a present obligation as a result of a past event and it is probable that an outflow of embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are reviewed at each balance sheet date and adjusted to effect current management estimates.
- b) Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. Contingent liabilities are not recognised but are disclosed in the notes. Contingent liabilities are recognised when there is possible obligation arising from past events.
- c) A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The company does not have any contingent assets in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.



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

2.22 CASH FLOW STATEMENT

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

2.23 BORROWING COST

Borrowing cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised, if any. All other borrowing costs are expensed in the period in which they occur.

2.24 GOODS AND SERVICES TAX PAID ON ACQUISITION OF ASSETS OR ON INCURRING EXPENSES

Expenses and assets are recognised net of the goods and services tax paid, except when the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables, respectively, in the balance sheet.

2.25 STANDARDS ISSUED AND EFFECTIVE

Ministry of Corporate Affairs ("MCA") had notified the Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March, 2023 to amend the following Ind AS which were effective from 01 April, 2023. However, these amendments does not have an impact on Financial Statements and material accounting policy information.

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 01 April, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the Company's financial statements.

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

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 01 April, 2023. The Company has evaluated the amendment and there is no impact on its financial statement.

2.26 STANDARDS NOTIFIED BUT NOT YET EFFECTIVE

There are no standards that are notified and not yet effective as on the date.

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

(Amount in Rs. in lakhs)

Note- 3 Cash and Cash Equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks:		
in current accounts	147.29	138.40
Cash on hand	2.57	3.64
Total	149.86	142.03

Cash and cash equivalents include cash on hand, bank balances in current accounts and fixed deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Note- 4 Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks:		
In Fixed Deposits	696.75	696.25
Total	696.75	696.25
(Overdraft facility has been obtained from bank against the above fixed deposits of Rs.105 Lakhs as a security)		
Fixed deposit with maturity for less than twelve months	481.25	480.75
Fixed deposit with maturity for more than twelve months	215.50	215.50
Total	696.75	696.25

Note- 5. Trade Receivables

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured		
-Considered good	435.92	315.47
-Considered doubtful	-	253.50
Receivables which have significant increase in Credit Risk	45.14	574.45
Credit impaired	363.91	276.13
	844.97	1,419.54
Less : Allowance for bad and doubtful debts	(296.82)	(497.43)
Total	548.15	922.11

- No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person.
- No trade receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.
- The Company follows simplified approach under Ind AS 109 'Financial Instruments' for measurement of impairment loss allowance on trade receivables that do not contain significant financing component.
- Reconciliation of Impairment loss Allowance on Trade Receivables

Particulars	As at March 31, 2025	As at March 31, 2024
Impairment Loss Allowance at the beginning of the year	497.43	497.43
Net Increase/(Decrease) during the year	(200.61)	(250.58)
Impairment Loss Allowance at the end of the year	296.82	497.43



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

(Amount in Rs. in lakhs)

Trade receivables ageing schedule as at March 31, 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 -2 years	2-3 years	More than 3 years	
Considered good						
(i) Undisputed Trade receivables	388.28	19.63	-	-	-	407.91
(ii) Disputed Trade receivables	-	-	-	-	-	-
Considered doubtful						
(iii) Undisputed Trade Receivables	-	14.79	41.24	37.68	213.42	307.13
(iv) Disputed Trade Receivables	-	-	-	27.89	102.04	129.93
Total	388.28	34.42	41.24	65.57	315.46	844.97

Trade receivables ageing schedule as at March 31, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 -2 years	2-3 years	More than 3 years	
Considered good						
(i) Undisputed Trade receivables	283.83	-	-	-	0.11	283.94
(ii) Disputed Trade receivables	-	-	-	-	-	-
Considered doubtful						
(iii) Undisputed Trade Receivables	-	34.56	45.95	303.57	537.75	921.83
(iv) Disputed Trade Receivables	-	0.07	28.18	0.23	185.29	213.77
Total	283.83	34.63	74.13	303.80	723.15	1,419.54

Note- 6 Loans

Particulars	As at March 31, 2025	As at March 31, 2024
<u>At Amortised Cost</u>		
Unsecured, considered good		
Consumer Loans & Business Loans	1,193.41	892.63
Inter Corporate Deposits	2,134.50	1,942.50
Loans to Related Parties	32.75	31.35
Loans to Employee's	1.77	1.96
Loan repayable on demand	-	-
	3,362.43	2,868.44
Less: Impairment loss allowance	(44.36)	(181.17)
Less: Provision for Standard Assets	(2.87)	(1.77)
Total, Net	3,315.20	2,685.50
Of the above;		
(i) Loans in India		
Public Sector	-	-
Others	3,362.43	2,868.44
Less: Impairment loss allowance	(44.36)	(181.17)
Less: Provision for Standard Assets	(2.87)	(1.77)
	3,315.20	2,685.50
(i) Loans outside India		
Others	-	-

*The Company has not granted any loans or advances in the nature of loans to promoters, directors, and KMPs (as defined under the Companies Act, 2013), either severally or jointly with any other person that are (a) repayable on demand or (b) without specifying any terms or period of repayment.

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

(Amount in Rs. in lakhs)

Summary of loans by stage distribution

Particulars	As at March 31, 2025			Total
	Stage 1	Stage 2	Stage 3	
	0-30 Days	31-120 Days	120 Days or More	
Gross carrying amount	3,244.63	73.44	44.36	3,362.43
Less: Impairment loss allowance	-	-	44.36	44.36
Less: Provision For Standard Assets	2.69	0.18	-	2.87
Net carrying amount	3,241.94	73.26	0.00	3,315.20
Impairment loss allowance as a percentage of Gross carrying amount			100%	1.32%

Particulars	As at March 31, 2024			Total
	Stage 1	Stage 2	Stage 3	
	0-30 Days	31-120 Days	120 Days or More	
Gross carrying amount	2,604.09	63.14	201.21	2,868.44
Less: Impairment loss allowance	-	-	181.17	181.17
Less: Provision For Standard Assets	1.59	0.15	0.03	1.77
Net carrying amount	2,602.50	62.99	20.01	2,685.50
Impairment loss allowance as a percentage of Gross carrying amount			90.04	6.32

Note- 7 Investments

Particulars	As at March 31, 2025	As at March 31, 2024
Investments, in India		
At fair value through statement of profit and loss Account		
(i) In equity instruments		
Equity shares	3.21	4.13
Add: Fair value gain/(losses)	4.66	(0.92)
	7.87	3.21
(ii) In equity instruments (Un Quoted)		
Equity shares	0.11	0.11
Add: Fair value gain/(losses)		
	0.11	0.11
At fair value through other comprehensive income		
(i) In mutual funds	1.49	1.39
(ii) In Government securities	0.82	0.54
Add: Fair value gain/(losses)	(0.24)	0.28
	2.07	2.21
Total Investment, Net	10.05	5.52



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

(Amount in Rs. in lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Out of Above		
In India	10.05	5.52
Outside India	-	-
Total	10.05	5.52

-Impairment allowance recognised on investments is Rs. Nil (Previous year Rs. Nil) except where specified

Particulars	As at March 31, 2025		As at March 31, 2024	
	Units	Amount	Units	Amount
Mutual Funds				
UTI - Liquid Cash Plan - Daily Dividend	1.17	0.01	1.14	0.01
UTI - Floating Rate Fund-STP-Direct Growth Plan	3.86	0.17	3.86	0.16
HDFC Liquid Fund- Growth	25.93	1.31	25.93	1.22
Sub total (i)	30.96	1.49	30.92	1.39
Government Securities				
National Savings Certificate VIII issue	1.00	0.05	1.00	0.05
UTI Master Share	1,000.00	0.53	1,000.00	0.84
Sub total (i)	1,001.00	0.58	1,001.00	0.89
Others, Quoted				
South Indian Bank (Bonus Share)	10,000.00	2.31	-	-
South Indian Bank	2.00	-	-	-
NEPC India Ltd.	2,000.00	0.20	2,000.00	-
Shree Rama Newsprints Ltd	1,250.00	0.42	1,250.00	0.11
Anil Products Ltd	39.00	-	39.00	-
Kitex Garments	1,920.00	1.92	-	-
Bank of Baroda	1.00	-	-	-
	15,212.00	4.85	3,289.00	0.11
Others, Unquoted				
Saraswat Co. Op.Bank	1,000.00	0.10	1,000.00	0.10
Regent Chamber Co.Op. Housing Society	10.00	0.01	10.00	0.01
Cochin Stock Exchange Ltd	-	3.02	-	3.02
	1,010	3.13	1,010	3.13
Total Investment, Net		10.05		5.52

Note- 8 Other Financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
Security Deposits	1,620.88	2,142.07
Rent Deposit	13.46	16.11
Advance Lease rental	0.04	0.56
Interest Accrued on ICDs & Others	132.67	17.51
Interest Accrued on Gold Loan, etc.	60.26	37.41
Interest Accrued on Other Loans	22.85	-
Advance to creditors	3.17	7.19
Other Receivables	-	6.17
Unbilled Revenue	268.00	17.15

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

(Amount in Rs. in lakhs)

Balance with Government Authorities	1.41	3.58
TFL-TCCPL and TFCPL Merger Scheme Trust	757.63	757.63
Interest Receivable on Fixed Deposit	0.86	-
Receivable from Payment Gateway	3.38	-
Total	2,884.60	3,005.39

Particulars	As at March 31, 2025	As at March 31, 2024
Security Deposit with Stock exchanges	1,606.41	2,121.29
Security Deposit for Premises	14.47	20.78
Total	1,620.88	2,142.07

Note- 9 Current tax assets (Net)

Particulars	As at March 31, 2025	As at March 31, 2024
Income Tax (Net of Provisions)	163.96	174.92
Total	163.96	174.92

Note- 10 Deferred tax Assets (Net)

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred tax Assets	220.46	220.46
Total	220.46	220.46

Deferred tax assets recorded in Balance Sheet	As at March 31, 2025	As at March 31, 2024
<i>Deferred tax assets</i>		
Depreciation on property, plant and equipment	9.39	9.39
On application of Expected Credit Loss method for loan loss provisions and related adjustments as per Ind AS 109 and amortisation of net income under Effective Interest Rate Method not adjusted under Income Tax Act, 1961	204.14	204.14
Present value of security deposit	6.53	6.53
Remeasurement of employee benefit	1.88	1.88
Effective Interest Rate (EIR) on financial instruments	1.72	1.72
Gross deferred tax assets	223.66	223.66
<i>Deferred tax liabilities</i>		
Net gain on fair valuation of Investments not adjusted under Income Tax Act, 1961	0.14	0.14
Effective Interest Rate (EIR) on financial instruments	1.52	1.52
Present value of security deposit	1.07	1.07
Other timing differences	0.47	0.47
Gross deferred tax liabilities	3.20	3.20
Deferred tax assets/(liabilities), net	220.46	220.46

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2025

(Amount in Rs. in lakhs)

Note- 11. Property, Plant and Equipment and Intangible Assets

For the year ended March 31, 2025

Particulars	Gross Block			Depreciation and amortisation			Net Block		
	As at 1st April, 2024	Additions	Deductions/ Adjustments	As at 31st March, 2025	As at 1st April, 2024	Deductions/ Adjustments	For the Year	As at 31st March, 2025	As at 31st March, 2024
Property, plant and equipment									
Office Equipments	191.77	2.73	-	194.50	179.96	-	4.31	184.27	11.81
Furniture & Fixtures	212.31	4.61	-	216.92	181.62	-	6.89	188.51	30.69
Vehicles (refer note a)	66.61	-	-	66.61	66.55	-	0.02	66.58	0.05
Computers	246.77	7.70	-	254.46	236.88	-	4.29	241.18	9.89
Office Premises No. 403 (Refer note a)	489.18	-	-	489.18	90.76	-	10.70	101.46	398.42
Office Premises No. 405	486.57	7.44	-	494.01	136.40	-	8.71	145.11	350.17
Land	30.86			30.86	-			-	30.86
Sub-Total	1,724.07	22.48	-	1,746.55	892.18	-	34.93	927.11	831.88
Intangible Asset									
Goodwill	4.00		4.00	-	-			-	4.00
Computer Software	97.89	-	-	97.89	97.86	-	0.03	97.89	0.03
License	130.76	-	-	130.76	122.10	-	1.23	123.33	8.66
Right of Use Asset (refer note b)	73.16	-	-	73.16	58.15	-	13.95	72.10	15.01
Membership in NMCE	1.00	-	-	1.00	1.00	-	-	1.00	-
Membership in MCX	2.51	-	-	2.51	2.51	-	-	2.51	-
Membership in NCDEX	5.00	-	-	5.00	5.00	-	-	5.00	-
Membership in NSEL	2.50	-	-	2.50	2.50	-	-	2.50	-
Bombay Stock Exchange	10.00	-	-	10.00	10.00	-	-	10.00	-
Sub-Total	326.82	-	4.00	322.82	299.12	-	15.21	314.33	27.70
Total	2,050.89	22.48	4.00	2,069.37	1,191.30	-	50.14	1,241.44	859.58

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2025

(Amount in Rs. in lakhs)

For the year ended March 31, 2024

Particulars	Gross Block			Depreciation and amortisation			Net Block		
	As at 1st April, 2023	Additions	Deductions/ Adjustments	As At 31st March 2024	As at 1st April, 2023	Deductions/ Adjustments	For the Year	As At 31st March 2024	As At 31st March 2023
Property, plant and equipment									
Office Equipments	186.15	5.62	-	191.77	175.11	-	4.85	179.96	11.04
Furniture & Fixtures	211.72	0.59	-	212.31	174.63	-	7.00	181.63	37.09
Vehicles (refer note a)	66.61	-	-	66.61	66.45	-	0.11	66.56	0.16
Computer	241.59	5.19	-	246.78	234.11	-	2.77	236.88	7.48
Office Premises No. 403 (Refer note a)	478.88	10.30		489.18	80.49		10.27	90.76	398.39
Office Premises No. 405	486.57			486.57	128.00		8.40	136.40	358.57
Land	30.86			30.86				-	30.86
Sub-Total	1,702.38	21.70	-	1,724.08	858.79	-	33.40	892.19	843.59
Intangible Asset									
Goodwill	4.00			4.00	-				4.00
Computer Software	97.89	-	-	97.89	97.83	-	0.03	97.86	0.06
License	130.76	-	-	130.76	120.87	-	1.23	122.10	9.89
Right of Use Asset (refer note b)	55.10	18.06	-	73.16	45.90	-	12.25	58.15	9.20
Membership in NMCE	1.00	-	-	1.00	1.00	-	-	1.00	-
Membership in MCX	2.51	-	-	2.51	2.51	-	-	2.51	-
Membership in NCDEX	5.00	-	-	5.00	5.00	-	-	5.00	-
Membership in NSEL	2.50	-	-	2.50	2.50	-	-	2.50	-
Bombay Stock Exchange	10.00	-	-	10.00	10.00	-	-	10.00	-
Sub-Total	308.76	18.06	-	326.82	285.61	-	13.51	299.12	23.15
Total	2,011.14	39.76	-	2,050.90	1,144.40	-	46.91	1,191.31	866.74

Notes

- a. Carrying amount of Office Premises No. 403 has been hypothecated as a security by the Company against the overdraft facility taken by Vertex Securities Limited (subsidiary company)
- b. Represents Right-of-use assets recognised on application of Ind AS 116 'Leases' w.e.f 1 April 2019.

Depreciation and Amortisation

Depreciation and amortisation is provided using straight-line method over the useful life of assets assuming no residual value at the end of useful life of the asset.

Depreciation and amortisation on addition to assets and assets sold during the year is being provided from/up to the month in which such asset is added or sold as the case may be.

Useful lives of assets are determined by the Management by an internal technical assessment except where such assessment suggests a life significantly different from those prescribed by Schedule II of the Companies Act, 2013 where the useful life is as assessed and certified by a technical expert.



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

(Amount in Rs. in lakhs)

S. No.	Nature of Assets	Useful Life adopted by the Company
1	Building	60 Years
2	Computers & Data Processing Units	
	End User Machines	3 Years
	Servers & Networks	3 Years
3	Office Equipments	
	Air Conditioners	5 Years
	Other Office Equipments	5 Years
4	Furniture & Fixtures	10 Years
5	Vehicles	8 Years
6	Intangible Assets Includes those Internally generated	6 Years

Note- 12 Other non-financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
Capital Advances	408.12	407.75
Balance with tax authorities	6.28	4.39
MAT Credit Entitlement	-	13.39
Prepaid Expense	22.95	28.41
Cenvat Credit	3.38	4.60
Advances to others	86.12	67.96
Total	526.85	526.50

Note- 13 Trade Payables

Particulars	As at March 31, 2025	As at March 31, 2024
(i) total outstanding dues of micro enterprises and small enterprises	2.81	2.54
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	2,090.47	2,340.58
Total	2,093.28	2,343.13

Note- 14 Other Payables

Particulars	As at March 31, 2025	As at March 31, 2024
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	5.20	5.42
Total	5.20	5.42

No interest was paid during the year / previous year in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 and no amount was paid to the supplier beyond the appointed day. No amount of interest is due and payable for the year of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006. INR Nil (previous year INR Nil) interest was accrued and unpaid at the end of the accounting year. No further interest remaining due and payable even in the succeeding years for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

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

(Amount in Rs. in lakhs)

Trade payables ageing schedule as at As at March 31, 2025

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1 -2 years	2-3 years	More than 3 years	
(i) MSME - Undisputed	2.81	-	-	-	2.81
(ii) Others - Undisputed	186.25	0.75	0.93	6.67	194.60
(iii) Others - Disputed	1,811.03	11.67	9.81	63.36	1,895.87
Total	2000.09	12.42	10.74	70.03	2,093.28

Trade payables ageing schedule as at March 31, 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1 -2 years	2-3 years	More than 3 years	
(i) MSME	2.54	-	-	-	2.54
(ii) Others - Undisputed	2,181.35	69.71	6.76	53.92	2,311.74
(iii) Others - Disputed	-	-	-	28.85	28.85
Total	2,183.89	69.71	6.76	82.77	2,343.13

Note- 15 Debt Securities

Particulars	As at March 31, 2025	As at March 31, 2024
Debt Securities, in India		
At Amortised Cost		
<u>Secured</u> #		
Privately placed redeemable non-convertible debentures (Refer note A)	294.00	238.00
Less: Amortization of finance cost	(8.25)	(5.00)
Total, Net	285.75	233.00
<u>Unsecured</u>		
Privately placed redeemable non-convertible debentures	463.00	238.00
Less: Amortization of finance cost	(1.26)	(1.26)
Total, Net	461.74	236.74
Total Debt Securities	747.48	469.74



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

(Amount in Rs. in lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Out of Above		
In India	747.48	469.74
Outside India	-	-
Total	747.48	469.74

#Note A: Secured by way of first ranking pari passu charge with the existing secured creditors on the movable assets of the company to the extent of 100% of the amount of outstanding NCDs and interest thereon.

Terms of Repayment of Secured Non Convertible Debentures (NCD's) Redeemable At Par

NCD Series	Coupon rate	Issue Date	As at March 31	
			2025	2024
Series-C	11.25%	28-May-19	-	5.00
Series-C	11.50%	28-May-19	-	5.00
Series-H	11.25%	13-Jun-20	2.00	2.00
Series-L	11.75%	03-Mar-21	2.00	2.00
Series-M	11.25%	09-Apr-21	-	14.00
Series-M	11.50%	09-Apr-21	-	9.00
Series-M	11.75%	09-Apr-21	2.00	2.00
Series-N	11.25%	19-Jun-21	-	7.00
Series-N	11.25%	19-Jun-21	2.00	2.00
Series-P	11.25%	06-Sep-21	40.00	40.00
Series-R	11.25%	04-Jan-22	-	34.00
Series-R	11.50%	04-Jan-22	-	6.00
Series-S	11.25%	17-Mar-22	-	5.00
Series-S	11.50%	17-Mar-22	-	2.00
Series-T	11.25%	01-Jun-22	24.00	24.00
Series-T	11.50%	01-Jun-22	3.00	3.00
Series-U	11.25%	05-Sep-22	2.00	2.00
Series-V	11.25%	15-Dec-22	12.00	12.00
Series-V	11.50%	15-Dec-22	35.00	35.00
Series-AA	11.25%	16-Mar-24	17.00	17.00

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

(Amount in Rs. in lakhs)

Series-AA	11.50%	16-Mar-24	10.00	10.00
Series-AB	11.25%	16-Apr-24	51.00	-
Series-AC	11.25%	30-May-24	7.00	-
Series-AC	11.50%	30-May-24	20.00	-
Series-AE	11.25%	11-Jul-24	8.00	-
Series-AE	11.50%	11-Jul-24	10.00	-
Series-AH	11.25%	04-Nov-24	10.00	-
Series-AI	11.25%	10-Jan-25	20.00	-
Series-AI	11.50%	10-Jan-25	10.00	-
Series-AJ	11.25%	19-Mar-25	7.00	-
Total			294.00	238.00

Terms of Repayment of Unsecured Non Convertible Debentures (NCD's) Redeemable at Par

NCD Series	Coupon rate	Issue Date	As at March 31	
			2025	2024
Series-W	12.00%	23-Jun-23	-	150.00
Series-D	11.75%	16-Sep-19	-	24.00
Series-E	12.00%	14-Jan-20	-	5.00
Series-AD	12.00%	27-Jun-24	150.00	-
Series-AF	12.00%	16-Aug-24	100.00	-
Series-J	11.75%	17-Sep-20	17.00	17.00
Series-AG	12.00%	05-Oct-24	100.00	-
Series-R	11.75%	04-Jan-22	20.00	20.00
Series-AA	12.00%	16-Mar-24	22.00	22.00
Series-AB	12.00%	16-Apr-24	5.00	-
Series-AG	12.00%	05-Oct-24	24.00	-
Series-AH	12.00%	04-Nov-24	20.00	-
Series-AI	12.00%	10-Jan-25	5.00	-
Total			463.00	238.00



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

(Amount in Rs. in lakhs)

Note- 16 Borrowings (other than debt securities)

Particulars	As at March 31, 2025	As at March 31, 2024
Borrowings, in India		
At Amortised Cost		
Secured		
Term Loans		
From banks ¹	-	5.53
Loans repayable on demand		
Overdraft Facility from banks ²	678.18	727.15
Loan from Life Insurance Corporation ³	83.40	83.55
Total, Net	761.58	816.23
Unsecured		
Inter corporate Deposits	2,251.05	1754.54
Loans from related parties	355.10	796.60
Total, Net	2,606.15	2,551.14
Total Debt Securities	3,367.73	3,367.36

Particulars	As at March 31, 2025	As at March 31, 2024
Out of Above		
In India	3,367.73	3,367.36
Outside India	-	-
Total	3,367.73	3,367.36

Terms of repayment:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Interest Range	Amount	Interest Range	Amount
Secured				
A) Demand Loans, overdraft facility				
Maturity within 1 year	13.40% - 21.00%	678.18	13.40% - 19.00%	727.15
B) Term Loans				
Maturity within 1 year	9.00% -10.50%	-	9.00% -10.50%	5.53
Maturity between 1 to 3 years		83.40		83.55
Total amortised cost		761.58		816.23

Particulars	As at March 31, 2025		As at March 31, 2024	
	Range	Amount	Interest Range	Amount
Unsecured				
C) Inter corporate deposits				
Maturity between 1 to 3 years	9.00% to 12.50%	2,251.05	9.00% to 12.50%	1,754.54
D) Loans from related parties				
Maturity between 3 to 5 years	0.00%	355.10	0.00%	796.60
Total amortised cost		2,606.15		2,551.14

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

(Amount in Rs. in lakhs)

1. Term Loan taken from South Indian Bank is under the 'Emergency Credit Line Guarantee Scheme' (ECLGS) floated by GOI in the wake of COVID-19 pandemic, repayable in 36 months. Hypothecated against the entire current assets of the Company as primary security and property owned by Transwarranty Finance Limited as a collateral security.
2. Overdraft from The CSB Bank Limited is Working Capital Facility for lending in Gold Loans, Personal Loans and Loans under digital platform. The credit facility is secured by first pari passu charge on movable assets and personal guarantee of the Managing Director.
Tenure of the credit facility will end on 31st May, 2027 or earlier with monthly repayment of Rs.8.35 Lakhs.
3. Overdraft from The South Indian Bank Limited is Working Capital Facility for Onward lending. Loan is Secured against entire Current Assets of the company, collateral security of Office premises No. 405 and personal guarantee of the Managing Director.
Tenure of the loan is for 12 months and repayable on demand. Limit shall be renewed before the expiry of the sanctioned period of one year.
4. Credit Facility from Life Insurance Corporation is against Key-man Insurance Policy. Repayable at the time of maturity of the policy i.e. by F.Y. 2026-27.
5. The Company has not been declared as wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

Note- 17 Other Financial Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Interest Accrued	122.36	58.80
Security Deposit from Franchises & Advances	42.13	67.40
Employee benefits payable	0.48	18.94
Others	28.29	1.00
Total	193.25	146.14

Note- 18 Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits		
Gratuity	10.57	9.37
Compensated absences	23.97	21.91
Total	34.54	31.28

Note- 19 Other Non-Financial Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Statutory Dues	31.64	39.16
Lease Liability	1.21	15.41
Others	7.34	14.48
Total	40.19	69.04



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

(Amount in Rs. in lakhs)

Note- 20 Equity Share Capital

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised		
61,000,000 Equity Shares of Rs.10/- each	6,100.00	5,100.00
(P.Y. 51,000,000 Equity Shares of Rs.10/- each)		
	6,100.00	5,100.00
Issued, Subscribed and Paid Up		
53,974,537 Equity Shares of Rs.10/- each	5,397.45	4,887.45
(Previous Year 4,88,74,537 Equity Shares of Rs. 10 Each)		
Add:- Share Forfeiture Account		
(46,599 Equity Shares of Rs.3/- each)	1.40	1.40
Total	5,398.85	4,888.85

Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	Numbers	Amount
As at April 01, 2023	4,82,63,034	4,826.30
Equity share capital issued, subscribed and fully paid up @ Rs.10/-	6,11,503	61.15
Equity share capital issued, subscribed and Partly paid up @ Rs.3/-	4,88,74,537	4,887.45
As at March 31, 2024	4,88,74,537	4887.45
As at April 01, 2024		
Equity share capital issued, subscribed and fully paid up	4,88,74,537	4,887.45
Add:- Additions during the year	51,00,000	510.00
Equity share capital issued, subscribed and fully paid up	5,39,74,537	5,397.45
As at March 31, 2025	5,39,74,537	5,397.45

Terms/rights/restrictions attached to equity shares

The company has only one class of Equity share having a Par Value of Rs.10/- each. Each holder of equity share is entitled for one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to approval by the share holders in the ensuring Annual General Meeting.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2025		As at March 31, 2024	
	Numbers	Amount	Numbers	Amount
Kumar Nair	2,95,56,148	9852.05%	2,95,56,148	59.73%
TFL-TCCPL and TFCPL Merger Trust	52,25,000	1741.67%	52,25,000	10.56%
Total	3,47,81,148	11593.72%	3,47,81,148	70.28%

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

(Amount in Rs. in lakhs)

Details of shares held by promoters/promoter group

Promoter Name	As at March 31, 2025			As at March 31, 2024		
	Number of shares	% of Total Shares	% Change during the year	Number of shares	% of Total Shares	% Change during the year
Kumar Nair	2,95,56,148	54.76%	5.71%	2,95,56,148	60.47%	0.00%
Leena Kumar Nair	5,34,946	0.99%	0.10%	5,34,946	1.09%	0.00%
Jayachandran K	27,717	0.05%	0.01%	27,717	0.06%	0.00%
Anitha Plakkot	50,000	0.09%	0.01%	50,000	0.10%	0.00%
C. D. Padmini Devi	20,840	0.04%	0.00%	20,840	0.04%	0.00%
Indiradevi	37,553	0.07%	0.01%	37,553	0.08%	0.00%
Total	3,02,27,204	56.00%	5.84%	3,02,27,204	61.85%	0.00%

21 Other Equity

Particulars	As at March 31, 2025	As at March 31, 2024
(I) Retained Earnings		
Balance at the beginning of the year (a)	(2,342.90)	(2,390.20)
Profit/(Loss) for the year (b)	(505.88)	58.18
Other Comprehensive income (c)	(1.39)	(3.86)
Less: Transfer to Reserve Fund	(12.99)	(7.02)
Balance at the end of the year (a+b+c)	(2,863.14)	(2,342.90)
(II) Other Comprehensive Income - fair value on equity instruments		
Balance at the beginning of the year (a)	(7.10)	(7.57)
Gain / (Loss) on fair valuation on equity instruments (b)	(0.13)	0.48
Balance at the end of the year (a+b)	(7.23)	(7.10)
Other Reserves		
(II) Reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934		
Balance as at the beginning of the year	348.42	341.40
Add: Transferred during the year	12.99	7.02
Balance as at the end of the year	361.41	348.42
(III) General Reserve		
Balance as at the beginning of the year	104.11	104.11
Add: Transferred during the year	-	-
Balance at the end of the year	104.11	104.11
(IV) Capital Redemption Reserve		
Balance as at the beginning of the year	27.76	27.76
Add: Transferred during the year	-	-
Balance at the end of the year	27.76	27.76
(V) Equity Share Premium		
Balance as at the beginning of the year	-	-
Add: Transferred during the year	254.40	-
Less:- Expenses on issue of Preferential Equity Shares	166.94	-
Balance at the end of the year	87.46	-
Total	(2,289.64)	(1,869.69)



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

(Amount in Rs. in lakhs)

Nature and purpose of Other Equity

S. No	Particulars	Nature and Purpose	As at March 31, 2025	As at March 31, 2024
1	Retained Earnings	Retained earnings represents the surplus in Profit and Loss Account post appropriations made from retained earnings.	(2,861.75)	(2,339.04)
2	Reserve Fund as per RBI Act	Every year the Company transfers a sum of not less than twenty percent of net profit of that year to this statutory reserve fund created pursuant to section 45-IC(1) of the Reserve Bank of India Act, 1934. No appropriation of any sum from the reserve fund is permitted except for the purpose as may be specified by the Reserve Bank of India from time to time.	361.41	348.42
3	General Reserve	Amount set aside from retained profits as a reserve to be utilised for permissible general purpose as per Law	104.11	104.11
4	Equity Share Premium	Securities premium is used to record the premium on issue of shares. It can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.	87.46	-
5	Other Comprehensive Income	A Capital Redemption Reserve (CRR) is a specific type of reserve account that a company must create when it redeems (buys back) its preference shares or repurchases its own shares using profits. This reserve is mandated by company law to maintain the company's capital base and protect creditors by ensuring the company doesn't reduce its capital below a certain level.	27.76	27.76
6	Other Comprehensive Income	Essentially, it's a way to offset the reduction in share capital caused by the redemption or buy-back.		
a.	On Equity Investments	The Company has opted to recognise changes in the fair value of certain investments in equity in other comprehensive income. These changes are accumulated in the FVOCI equity investments reserve. The Company transfers amounts from this reserve to retained earnings when the relevant equity investments are derecognised.	(7.23)	(7.10)
b.	Measurement of defined benefit plans	The Company recognises change on account of remeasurement of the net defined benefit liability (asset), which comprises of (a) actuarial gains and losses; (b) return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset); (c) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset).	(1.39)	(3.86)
	Total		(2,289.64)	(1,869.71)

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

(Amount in Rs. in lakhs)

Note- 22 Interest Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<u>At Amortised Cost</u>		
- On Loans	233.95	145.37
- On Inter Corporate Deposits	166.83	224.42
- On Fixed Deposits & Others*	60.34	69.74
Total	461.13	439.53

* interest received on fixed deposit with bank which are pledged with exchange for margin purpose.

Note- 23 Fees and Commission Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Trade Finance Income	104.92	93.40
Processing Fees & Other Charges	121.42	75.01
Fees and commission income	739.29	720.44
Income from DP operation	53.76	57.59
Professional Charges	9.49	22.89
Total	1,028.88	969.33

Note- 24 Other Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Rent Income	3.98	-
Dividend Income	0.18	0.18
Profit on sale of shares	-	5.33
Interest on Inter Corporate Deposits	37.84	39.90
Unwinding of discounting of deposits	0.69	0.66
Miscellaneous Income	4.01	8.73
Other Creditors Written back	20.37	10.01
Voice Logger Charges	2.64	3.00
Commission-Others	8.70	7.85
Un Billed Revenue	-	253.50
Reversal of Provision for Impairment Allowance	0.86	-
Profit on Sale of Assets	0.03	-
Bad Debts Written Off Recovered	0.10	-
Profit on Fair Value of Quoted Investments	4.66	-
Total	84.06	329.17

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

(Amount in Rs. in lakhs)

Note- 25 Finance costs

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest on Debt	43.87	58.79
Interest on Inter Corporate Deposits	244.40	275.55
Interest on Other Borrowings	62.29	119.05
Interest expense on lease liability	1.09	1.22
Other Financial Charges	11.12	18.51
Total	362.77	473.12

Note- 26 Fees and Commission Expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Marketing fee/Commission paid	6.83	13.38
Brokerage & commission	388.98	288.13
Total	395.81	301.51

Note- 27 Impairment on Financial Instruments

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Provision For Impirement on Loans	56.14	-
ECL Provision on Consumar Loans	38.83	5.17
Less:- Reversal of ECL Provision	(38.83)	
Provision for Impairment/Credit Losses Others	0.90	
Total	57.04	5.17

Note- 28 Employee benefits expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Employees emoluments	498.59	406.12
Contribution to provident fund and Other Funds	30.52	24.30
Staff welfare expenses	6.25	6.20
Total	535.36	436.62

Note- 29 Depreciation and amortization expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation on tangible assets	34.93	33.40
Amortisation on intangible assets	15.21	13.52
Total	50.14	46.92

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

(Amount in Rs. in lakhs)

Note- 30 Other expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Rent	11.26	13.29
Rates, taxes and energy	42.94	18.91
Annual Subscription	8.53	3.11
AMC Charges	9.30	8.82
Connectivity Charges	38.84	9.97
Software Connectivity License/Maintenance Expenses	70.09	74.46
Repairs and maintenance	4.15	2.84
Demat & Other Charges	13.87	15.72
Legal and Professional charges	44.03	65.17
Society Charges	10.15	11.63
Travelling Expense	17.22	19.12
Communication Cost	7.67	8.03
Printing and stationery	3.68	3.43
Advertisement and publicity	10.50	10.72
Director's fees, allowances and expenses	8.78	8.04
Auditor's fees and expenses	4.95	5.15
Office Maintenance	6.54	4.85
Donation	-	0.60
Fees to Exchanges	42.84	27.43
Insurance	3.48	3.73
Client Meeting Expenses and Business Promotion	1.09	1.68
Stock Exchange Charges	0.36	0.01
Electricity Charges	1.44	1.66
Bad Debts Written Off	2.38	5.02
Computer Expense	21.86	-
Listing Expense	5.85	5.85
Annual Custody Fees	1.50	1.50
Credit Verification Charges	19.12	0.01
Miscellaneous Expenses	15.55	12.90
Provision For Quoted Investments	-	1.86
Provision For Standard Assets	1.10	1.00
Right Issue Expenses	-	3.14
Marketing Support Expenses	-	37.83
Other Expenses	6.61	5.97
Collection Agent Charges	3.14	-
Membership Charges and Subscriptions	0.98	1.54
API Charges	0.00	-
E-Sign Expenses	0.04	-
Round off	(0.00)	-
Total	439.84	394.97

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

(Amount in Rs. in lakhs)

Payment to auditors (excluding taxes)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
For Statutory audit	3.21	3.51
For taxation matters	-	-
For Reivew Audit	0.80	0.80
Other Services	0.94	0.84
Total	4.95	5.15

Note- 31 Earnings per share (EPS)

Basic EPS is calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares of the Company.

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

Particulars	As at March 31, 2025	As at March 31, 2024
(A) Net profit attributable to equity shareholders (Rs. In Lakhs)	(541.85)	75.84
(B) Weighted average number of equity shares for basic and diluted earnings per share	5,21,95,189	4,89,96,285
(C) Weighted average number of equity shares for diluted earnings per share	5,56,91,229	4,89,96,285
Basic earning price per share (Rs) (A/B)	(1.04)	0.17
Diluted earning price per share (Rs) (A/C)	(1.04)	0.11

Note- 32 Segment Information

Disclosure under Indian Accounting Standard 108 - 'Operating Segments' is not given as, in the opinion of the management, the entire business activity falls under one segment, viz. financial services. There are no operations outside India and hence there is no external revenue or assets which require disclosure. Also there are no revenue from transactions with a single external customer or counterparty amounting to 10% or more of the Company's total revenue for the year ended March 31, 2025 or 31 March 31, 2024.

Note- 33 Revenue from contract with customers

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Type of Service		
Trade Finance Income	104.92	93.40
Processing Fees & Other Charges	121.42	75.01
Fees and commission income	739.29	720.44
Income from DP operation	53.76	57.59
Professional Charges	9.49	22.89
Total	1,028.88	969.33

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

(Amount in Rs. in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Geographical market		
India	1,028.88	969.33
Outside India	-	-
Total	1,028.88	969.33
Timing of revenue recognition		
Services transferred at a point in time	1,028.88	969.33
Services transferred over time	-	-
Total	1,028.88	969.33

Contract Balances

Particulars	As at March 31, 2025	As at March 31, 2024
Gross Trade receivables (refer note 5)	548.15	922.11

-Impairment allowance recognised on contract balances is Rs.2.38 lakhs (Previous year Rs. Nil)

-Contract asset as on 31 March 2025 is Rs.253.50 Lakhs (Previous year Rs.270.45 lakhs)

Note- 34 Contingent liabilities and commitments

Particulars	As at March 31, 2025	As at March 31, 2024
A) Contingent liabilities		
Claims against the Company not acknowledged as debts :-		
a. Tax demands in respect of:-		
Income Tax orders for AY 2009-10	0.01	0.01
Income Tax orders for AY 2017-18	378.78	378.78
Income Tax orders for AY 2018-19	0.03	0.03
Income Tax orders for AY 2018-19	1.08	1.08
Income Tax orders for AY 2019-20	11.45	11.45
Service Tax orders for FY 2006-07 to 2009-10	6.33	6.33
Service Tax orders for FY 2008-09 to 2012-13	8.82	8.82
Service Tax orders for FY 2013-14	0.55	0.55
Service Tax orders for FY 2014-15	0.38	0.38
Total	407.42	407.42

Particulars	As at March 31, 2025	As at March 31, 2024
B) Capital and other commitments		
(i) Other commitments – towards partially disbursed/un-encashed loans		
Counter Guarantees issued by Transwarranty Finance Limited to bankers on behalf of its subsidiary Vertex Securities Limited for OD Facilities	350.00	350.00

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

(Amount in Rs. in lakhs)

(C) Lease commitments

The Company has obtained office premises under operating lease. These leases are for a period ranging from 11 to 22 months and are renewable as may be mutually decided. These are generally cancellable in nature. Lease payments recognized in the Statement of Profit and Loss as 'Rent' under Note No. 30 is Rs. 11.26 Lakhs (P.Y. Rs. 13.29 Lakhs).

Note- 35 Related party transactions**(a) Names of related party and related party relationship:**

Description of relationship	Names of related parties
(i) Related parties where control exists	
Subsidiary company	Vertex Securities Limited (VSL)
Step down Subsidiary company	Vertex Commodities and Finpro Private Limited
Subsidiary company	Transwarranty Capital Market Services Private Limited (TCMSPL)
(ii) Key managerial personnel	
Managing Director-TFL	Mr. Kumar Nair
Director & Chief Executive officer-TFL	Mr. U. Ramachandran
Director-TFL	Mr. Sudharsanan Nair
Director-TFL	Mr. Pravin Khatau
Director-TFL	Mrs. Nirmala Parab
Director-TFL	Mr. Gopalkrishnan Balakrishna (w.e.f 14.02.2024)
Director-TFL	Mr. Sachidanandan Njattuveetil Menon (W.e.f. 04.02.2025)
Director-TFL	Mrs. Rhujuta Dnyaneshwar Kene (w.e.f. 27.03.2025)
Company Secretary	Mr. Suhas Borgaonkar
Relative of Director	Mrs. Jyoti Ramachandran
Relative of Director	Mrs. Shruti Ramachandran
Relative of Director	Mrs. Thulasi Sudarsanan Nair
Relative of Director	Ms. Pooja Sudarsanan Nair
Relative of Director	Mr. Rajendran Unnikrishnan
Relative of Company Secretary	Mrs. Smita Borgaonkar
(iii) Promoter Group	
Promoter	Mr. Kumar Nair
Promoter	Mrs. Leena Kumar Nair
Promoter	Mr. Jayachandran K
Promoter	Mrs. Anitha Plakkot
Promoter	Mrs. C. D. Padmini Devi
Promoter	Mrs. Indiradevi

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

(Amount in Rs. in lakhs)

Entities in which KMP have significant influence

Name of KMP	Name of Entity	Designation
Mr. Kumar Nair	Vertex Securities Limited	Chairman
	Vertex Commodities & Finpro Private Limited	Director
	Transwarranty Capital Market Services Private Limited	Director
	Consolidated Eutectics (Kolhapur) Private Limited	Director
Mr. Ramachandran Unnikrishnan	Vertex Securities Limited	Managing Director and CEO
	Vertex Commodities & Finpro Private Limited	Director
	Transwarranty Capital Market Services Private Limited	Director
	Suncem Surface Coatings Private Limited	Director
Mr. Sudarsanan Nair	Sportinglions Foundation	Director
	Riddhi Siddhi Infrastructure LLP	Partner
	Accord Wecs India LLP	Partner
	Sudarsanan Sundaraswaran Nair-HUF	Karta
Mr. Gopalkrishnan Balakrishna	Vistra ITCL (India) Limited	Director
Mr. Sachidanandan Menon (w.e.f. 04.02.2025)	Nair Business Forum	Director

Particulars	As at March 31, 2025	As at March 31, 2024
(b) Transactions with related parties:		
Kumar Nair		
Salary and Other Allowances	-	0.30
Loan Received	-	455.10
Loan Paid	100.00	385.10
Mr. Ramachandran Unnikrishnan		
Remuneration paid	18.00	8.90
Mr. Sudharsanan Nair		
Sitting Fees Paid	1.90	1.86
Mr. Pravin Khatau		
Sitting Fees Paid	0.60	0.60
Mrs. Nirmala Parab		
Sitting Fees Paid	1.48	2.08
Mr. Gopalkrishnan Balakrishna (w.e.f 14.02.2024)		
Sitting Fees Paid	2.10	0.20
Rent Received	3.98	-
Professional Charges Paid	1.75	-
Mr. Suhas Borgaonkar		
Salary paid	9.00	9.00
Equity Share Capital Received (ESOP Shares)	30.00	-



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

(Amount in Rs. in lakhs)

Jyoti Ramachandran		
Interest paid on Non Convertible Debentures	1.20	1.25
Redemption amount paid - Non Convertible Debentures	-	10.00
Investment in Non Convertible Debentures	-	10.00
Shruti Ramachandran		
NCD- Incentive Paid	2.07	-
Mrs. Thulasi Sudarsanan Nair		
Interest paid on Non Convertible Debentures	4.66	-
Ms. Pooja Sudarsanan Nair		
Interest paid on Non Convertible Debentures	2.33	-
Mr. Rajendran U		
Investment in Non Convertible Debentures	20.00	5.00
Redemption amount paid - Non Convertible Debentures	-	5.00
Interest paid on Non Convertible Debentures	2.83	1.39
Mrs. Smita Borgaonkar		
Redemption amount paid - Non Convertible Debentures	-	2.00
Interest paid on Non Convertible Debentures	1.01	1.26

Particulars	As at	
	31st March, 2025	31st March, 2024
(c) Balances as at the end of the year		
Kumar Nair		
Loan repayable	355.10	455.10

Note- 36 Fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

The Company has determined that the carrying values of cash and cash equivalents, bank balances, trade receivables, short term loans, floating rate loans, investments in equity instruments designated at FVOCI, trade payables, short term debts, borrowings, bank overdrafts and other current liabilities are a reasonable approximation of their fair value and hence their carrying value are deemed to be fair value.

Fair value hierarchy

The Company determines fair values of its financial instruments according to the following hierarchy:

Level 1: valuation based on quoted market price: financial instruments with quoted prices for identical instruments in active markets that the Company can access at the measurement date.

Level 2: valuation based on using observable inputs: financial instruments with quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in inactive markets and financial instruments valued using models where all significant inputs are observable.

Level 3: valuation technique with significant unobservable inputs:- financial instruments valued using valuation techniques where one or more significant inputs are unobservable. Equity investments designated under FVOCI has been valued using discounted cash flow method.

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

(Amount in Rs. in lakhs)

Quantitative disclosures of fair value measurement hierarchy for assets as at March 31, 2025

Particulars	Fair value measurement using						
	FVTPL	FVOCI	Carring Value	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial Assets							
Cash and cash equivalents			149.86				-
Bank Balances other than cash and cash equivalents			696.75				
Trade receivables			548.15				-
Loans			3,315.20				-
Investments	7.87	2.07	0.11	4.85	-	1.49	6.34
Other financial assets			2,884.60				-
	7.87	2.07	7,594.67	4.85	-	1.49	6.34
Financial Liabilities							
Trade payables	-	-	2,093.28	-	-	-	-
Other payables	-	-	5.20	-	-	-	-
Debt Securities	-	-	747.48	-	-	-	-
Borrowings (other than debt securities)	-	-	3,367.73	-	-	-	-
Other financial liabilities	-	-	193.25	-	-	-	-
	-	-	6,406.94	-	-	-	-

Quantitative disclosures of fair value measurement hierarchy for assets as at March 31, 2024

Particulars	Fair value measurement using						
	FVTPL	FVOCI	Carring Value	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial Assets							
Cash and cash equivalents	-	-	142.03	-	-	-	-
Bank Balances other than cash and cash equivalents			696.75				
Trade receivables	-	-	922.11	-	-	-	-
Loans	-	-	2,685.50	-	-	-	-
Investments	0.11	2.28	3.13	0.11	-	2.28	2.39
Other financial assets	-	-	3,005.39	-	-	-	-
	0.11	2.28	7,454.40	0.11	-	2.28	2.39
Financial Liabilities							
Trade payables	-	-	2,343.13	-	-	-	-
Other payables	-	-	5.42	-	-	-	-
Debt Securities	-	-	469.74	-	-	-	-
Borrowings (other than debt securities)	-	-	3,367.36	-	-	-	-
Other financial liabilities	-	-	146.14	-	-	-	-
	-	-	6,331.79	-	-	-	-



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

(Amount in Rs. in lakhs)

Note- 37 Risk management

A) Liquidity and funding risk

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established Asset and Liability Management Committee (ALCO) for the management of the Company's short, medium and long term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Company also has Inter corporate deposits line available from holding company & fellow subsidiary companies within its group to meet any short term fund requirements.

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

Particulars	As at March 31, 2025			As at March 31, 2024		
	Within 12 Months	After 12 Months	Total	Within 12 Months	After 12 Months	Total
Financial Assets						
Cash and cash equivalents	149.86	-	149.86	142.03	-	142.03
Bank Balances other than cash and cash equivalents	-	696.75	696.75	-	696.25	696.25
Trade receivables	422.70	125.45	548.15	318.46	603.65	922.11
Loans	3,315.20	0.00	3,315.20	527.12	2,158.38	2,685.50
Investments	2.07	7.98	10.05	-	5.52	5.52
Other financial assets	460.93	2,423.67	2,884.60	-	3,005.39	3,005.39
	4,350.76	3,253.85	7,604.61	987.61	6,469.19	7,456.80
Non-financial assets						
Current tax assets (net)	163.96	-	163.96	174.92	-	174.92
Deferred tax assets (net)	-	220.46	220.46	-	220.46	220.46
Goodwill	-	657.66	657.66	-	657.66	657.66
Property, plant and equipment	-	819.43	819.43	-	831.89	831.89
Other intangible assets	-	9.72	9.72	-	28.93	28.93
Other non-financial assets	118.71	408.12	526.84	105.36	421.14	526.50
	282.67	2,115.39	2,398.07	280.28	2,160.08	2,440.36
Financial Liabilities						
Trade payables	2,000.09	93.19	2,093.28	2,183.89	159.24	2,343.13
Other payables	5.20	-	5.20	5.42	-	5.42
Debt Securities	447.00	300.48	747.48	126.23	343.51	469.74
Borrowings (other than debt securities)	678.18	2,689.55	3,367.73	525.53	2,841.83	3,367.36
Other financial liabilities	151.12	42.13	193.25	78.74	67.40	146.14
	3,281.60	3,125.34	6,406.94	2,919.81	3,411.98	6,331.79
Non-Financial Liabilities						
Provisions	0.67	33.87	34.54	13.21	18.07	31.28
Other non-financial liabilities	31.64	8.55	40.19	28.77	40.27	69.04
	32.31	42.42	74.73	41.98	58.34	100.32

B) Market risk

Market risk is the risk that the fair value of future cash flow of financial instruments will fluctuate due to changes in the market variables such as interest rates, foreign exchange rates and equity prices. The Company do not have any exposure to foreign exchange rate and equity price risk.

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

(Amount in Rs. in lakhs)

C) Interest rate risk

The Company uses a mix of cash and borrowings to manage the liquidity & fund requirements of its day to-day operations. Further, certain interest bearing liabilities carry variable interest rates.

The sensitivity analyses below have been determined based on exposure to financial instruments at the end of the reporting year. For floating rate liabilities, analysis is prepared assuming the amount of liability outstanding at the end of the reporting year was outstanding for the whole year. The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows

Average Exposure to interest rate risk

Particulars	As at March 31, 2025	As at March 31, 2024
Floating rate borrowings	678.18	727.15

A change of 50bps in interest rates would have following impact on profit before tax

Particulars	As at March 31, 2025	As at March 31, 2024
Interest rates - increase by 50 basis point (50 bps)	(3.39)	(3.64)
Interest rates - decrease by 50 basis point (50 bps)	3.39	3.64

D) Credit risk

Credit risk is the risk of financial loss the Company may face due to current/potential inability or unwillingness of a customer or counterparty to meet financial/contractual obligations. Credit risk also covers the possibility of losses associated with diminution in the credit quality of counterparties. Inadequate collateral may also lead to financial losses in the event of default. The company has adopted a policy of dealing with creditworthy counterparties and obtain sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The maximum exposure to credit risk for each class of financial assets is the carrying amount of that class of financial instruments presented in the financial statements.

Since the company is into retail lending business, there is no significant credit risk of any individual customer that may impact company adversely, and hence the Company has calculated its ECL allowances on a collective basis. The Company's major classes of financial assets are cash and cash equivalents, loans, term deposits, trade receivables and security deposits. The nature of loan products across broad categories are either unsecured or secured by collateral. Although collateral is an important risk mitigant of credit risk, the Company's practice is to lend on the basis of assessment of the customer's ability to repay rather than placing primary reliance on collateral. Based on the nature of product and the Company's assessment of the customer's credit risk, a loan may be offered with suitable collateral. Depending on its form, collateral can have a significant financial effect in mitigating the Company's credit risk. The Company periodically monitors the market value of collateral and evaluates its exposure and loan to value metrics for high risk customers.

E) Impairment Assessment

The Company is mainly engaged in the business of providing gold loans, consumer loans and unsecured personal loans to salaried individuals, traders and self-employed. The tenure of the personal loans generally ranges from 9 months to 18 months.

F) Classification of financial assets under various stages

The Company considers a financial instrument as defaulted and therefore Stage 3 (credit-impaired) for Expected Credit Loss (ECL) calculations in all cases when the borrower becomes more than 180 days past due on its contractual payments.

It is company's policy to assess loss allowance calculations (ECL) in all cases where borrower becomes 150 days past due on its contractual payment. The Company classifies its financial assets other than trade receivables in three stages having the following characteristics:



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

(Amount in Rs. in lakhs)

The table below summarises the gross carrying values and the associated allowances for expected credit loss (ECL) stage wise for loan portfolio:

Particulars	As at March 31, 2025			Total
	Stage 1	Stage 2	Stage 3	
Overdue Days	0-90 Days	90-180 Days	180 Days or More	
Gross carrying amount	3,244.63	73.44	44.36	3,362.43
Less: Expected Credit Loss Allowance	-	-	44.36	44.36
Less: Provision Standard Assets	2.69	0.18	-	2.87
ECL Coverage ratio			100.00%	1.32%

Particulars	As at March 31, 2024			Total
	Stage 1	Stage 2	Stage 3	
Days past due (DPD)	0-90 Days	90-180 Days	180 Days or More	
Gross Carrying Value	2,604.09	63.14	201.21	2868.44
Allowance for ECL	-	-	181.17	181.17
Less: Provision Standard Assets	1.59	0.15	0.03	1.77
ECL Coverage ratio	0.00%	0%	90.04%	6.32%

Note - 38 Capital management**Objective**

The Group's objective is to maintain appropriate levels of capital to support its business strategy taking into account the regulatory, economic and commercial environment.

The Group aims to maintain a strong capital base to support the risks inherent to its business and growth strategies. The Group endeavours to maintain a higher capital base than the mandated regulatory capital at all times.

Planning

The Group's assessment of capital requirement is aligned to the mandatory regulatory capital and its planned growth which forms part of an annual operating plan which is approved by the Board and also a long range strategy. These growth plans are aligned to assessment of risks- which include credit, liquidity and market.

The company monitors its capital to risk-weighted assets ratio (CRAR) on a Quarterly basis.

The Group endeavours to maintain its CRAR higher than the mandated regulatory norm. Accordingly, increase in capital is planned well in advance to ensure adequate funding for its growth.

Further, the Parent Company supports funding needs of its wholly owned subsidiaries, associates and other investee companies by way of capital infusion and loans.

Similarly, the Company also makes investment in other companies for operating and strategic reasons. These investments are funded by the Company through its equity share capital and other equity which inter alia includes retained profits.

Regulatory capital

Particulars	March 31, 2025	March 31, 2024
Tier-I Capital	2,063.24	1,851.13
Tier-II Capital (To the extent aggregate does not exceed Tier I Capital)	845.88	557.69
Total Capital	2,909.13	2,408.82
Total Risk Weighted Assets	5,668.01	5,073.41
Tier-I CRAR%	36.40	36.49
Tier-II CRAR%	14.93	10.99
CRAR (Tier-1 + Tier-2)%	51.33	47.48

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

(Amount in Rs. in lakhs)

Note- 39 Employee benefits plan**Defined benefit plans****(A) Gratuity**

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Gratuity Act, an employee who has completed five years of service is entitled to specific benefits. The level of benefits provided depends on the member's length of service, managerial grade and salary at retirement age. The disclosures of employee benefits as defined in the Ind AS 19 "Employee Benefits" are given below:

Particulars	As at	
	March 31, 2025	March 31, 2024
Defined benefit obligation as at the opening of the year	76.66	63.97
Current service cost	6.05	4.97
Interest on defined benefit obligation	4.59	3.96
Remeasurements due to:	-	-
Actuarial loss/(gain) arising from change in financial assumptions	1.59	5.40
Actuarial loss/(gain) arising from change in demographic assumptions	-	-
Actuarial loss/(gain) arising on account of experience changes	(2.25)	(0.58)
Benefits paid	(0.54)	(1.05)
Liabilities assumed/(settled)		
Defined benefit obligation as at the end of the year	86.10	76.66

Movement in Plan Assets

Particulars	As at	
	March 31, 2025	March 31, 2024
Fair value of plan asset as at the beginning of the year	67.29	63.75
Adjustment to opening Fair Value of Plan Asset	-	-
Employer contributions	0.21	0.31
Interest on plan assets	4.68	4.54
Remeasurements due to:	-	-
Actual return on plan assets less interest on plan assets	(1.52)	(0.26)
Benefits paid	(0.54)	(1.05)
Assets acquired/(settled)		
	70.12	67.29

Reconciliation of net liability/asset

Particulars	As at	
	March 31, 2025	March 31, 2024
Net defined benefit liability/(asset) as at the beginning of the year	9.60	0.22
Adjustment to opening balance	-	-
Expense charged to Statement of Profit and Loss	5.96	4.38
Amount recognised in other comprehensive income	0.85	5.31
Contributions Paid	(0.21)	(0.31)
Net defined benefit liability/(asset) as at the end of the year	16.20	9.60



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

(Amount in Rs. in lakhs)

Expenses Charged to the Statement of Profit and Loss

Particulars	As at	
	March 31, 2025	March 31, 2024
Current service Cost	6.05	4.97
Net Interest Cost	(0.08)	1.40
Total	5.97	6.37

Remeasurement (gains)/losses in other comprehensive income

Particulars	As at	
	March 31, 2025	March 31, 2024
Opening amount recognised in other comprehensive income	-	-
Changes in financial assumptions	1.59	5.40
Changes in demographic assumptions	-	-
Experience adjustments	(2.25)	(0.58)
Actual return on plan assets less interest on plan assets	1.52	0.26
Adjustment to recognise the effect of asset ceiling	-	-
Closing amount recognised outside profit or loss in other comprehensive income	0.86	5.08

Amount recognised in Balance Sheet

Particulars	As At	
	March 31, 2025	March 31, 2024
Present value of funded defined benefit obligation	86.10	76.66
Fair value of plan assets	70.12	67.29
Net funded obligation	(15.98)	(9.37)
Amount not recognised due to asset limit	-	-
Net defined benefit liability/(assets) recognised in Balance Sheet	(15.98)	(9.37)

Key actuarial assumptions

Particulars	As At	
	March 31, 2025	March 31, 2024
Mortality	IALM (2012-14) Ult.	IALM (2012-14) Ult.
Mortality Interest / Discount Rate	6.55%	6.97%
Rate of increase in compensation	4.00%	4.00%
Annual increase in healthcare costs	-	-
Future Changes in maximum state healthcare benefits	-	-
Expected average remaining service	10.21	10.41
Employee Attrition Rate(Past Service (PS))	PS: 0 to 42: 5%	PS: 0 to 42: 5%

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

(Amount in Rs. in lakhs)

Expected Payout:

Particulars	As At	
	March 31, 2025	March 31, 2024
Expected Outgo First	19.48	18.58
Expected Outgo Second	6.08	1.84
Expected Outgo Third	7.29	5.73
Expected Outgo Fourth	6.63	6.76
Expected Outgo Fifth	13.40	1.98
Expected Outgo Sixth to Tenth Years	24.69	34.12

Sensitivity analysis for significant assumptions is as shown below

Particulars	As At	
	March 31, 2025	March 31, 2024
Impact of increase in 100 bps on discount rate	40.05	36.12
Impact of decrease in 100 bps on discount rate	44.90	40.84
Impact of increase in 100 bps on salary escalation rate	44.91	40.86
Impact of decrease in 100 bps on salary escalation rate	40.00	36.06

(B) Compensated Absence**Movement in defined benefit obligations**

Particulars	As At	
	March 31, 2025	March 31, 2024
Defined benefit obligations as the beginning of the year	21.91	15.71
Current service cost	4.56	2.24
Interest on defined benefit obligation	1.34	0.97
Remeasurement due to:	-	-
Actuarial loss/(gain) arising from change in financial assumptions	(1.58)	3.70
Actuarial loss/(gain) arising on account of experience changes	3.03	5.00
Actuarial loss/(gain) arising on due to Demographic Assumption	-	-
Employees contribution	-	-
Benefits paid	(8.93)	(5.71)
Defined benefit obligation as at the end of the year	20.33	21.91

Movement in plan assets

Particulars	As at	
	March 31, 2025	March 31, 2024
Fair value of plan asset as at the beginning of the year	-	-
Interest on plan assets	-	-
Remeasurements due to:	-	-
Actual return on plan assets less interest on plan assets	-	-
Employer contribution	8.93	5.71
Employees contribution	-	-
Benefits paid	(8.93)	(5.71)
Fair value of plan asset as at the end of the year	-	-



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

(Amount in Rs. in lakhs)

Reconciliation of net liability/asset

Particulars	As at	
	March 31, 2025	March 31, 2024
Net defined benefit liability/(asset) as at the beginning of the year	21.87	15.71
Expense charged to Statement of Profit and Loss	7.35	11.87
Employer contributions	(8.93)	(5.71)
Net defined benefit liability/(asset) as at the end of the year	20.29	21.87

Expenses charged to the Statement of Profit and Loss

Particulars	As at	
	March 31, 2025	March 31, 2024
Current service Cost	4.56	2.24
Interest Cost	1.34	0.97
Actuarial (Gain)/ Loss recognized for the period	1.45	8.70
Total	7.35	11.91

Remeasurement (gains)/losses in other comprehensive income

Particulars	As at	
	March 31, 2025	March 31, 2024
Opening amount recognised in other comprehensive income	-	-
Experience adjustments	-	-
Actual return on plan assets less interest on plan assets	-	-
Closing amount recognised outside profit or loss in other comprehensive income	-	-

Amount recognised in Balance Sheet

Particulars	As At	
	March 31, 2025	March 31, 2024
Present value of funded defined benefit obligation	20.33	21.91
Fair value of plan assets	-	-
Net funded obligation	20.33	21.91
Amount not recognised due to asset limit	-	-
Net defined benefit liability recognised in Balance Sheet	20.33	21.91

Key actuarial assumptions

Particulars	As At	
	March 31, 2025	March 31, 2024
Mortality	IALM (2012-14) Ult.	IALM (2012-14) Ult.
Mortality Interest / Discount Rate	6.61%	6.97%
Rate of increase in compensation	4.00%	4.00%
Annual increase in healthcare costs	-	-
Future Changes in maximum state healthcare benefits	-	-
Expected average remaining service	11.98	11.82
Employee Attrition Rate(Past Service (PS))	PS: 0 to 42: 5%	PS: 0 to 42: 5%

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

(Amount in Rs. in lakhs)

Expected Payout:

Particulars	As At	
	March 31, 2025	March 31, 2024
Expected Outgo First	4.25	4.68
Expected Outgo Second	1.28	0.87
Expected Outgo Third	1.19	1.45
Expected Outgo Fourth	1.25	1.45
Expected Outgo Fifth	2.18	1.31
Expected Outgo Sixth to Tenth Years	11.47	8.02

Sensitivity analysis for significant assumptions is as shown below

Particulars	As At	
	March 31, 2025	March 31, 2024
Impact of increase in 100 bps on discount rate	9.34	10.16
Impact of decrease in 100 bps on discount rate	10.77	11.88
Impact of increase in 100 bps on salary escalation rate	10.77	11.87
Impact of decrease in 100 bps on salary escalation rate	9.33	10.15

Note- 40 Other Information & Events after reporting date

During the current year ended 31 March 2025, the Group has earned a net Loss of Rs. 541.85 Lakhs and has an accumulated deficit of Rs. 2,289.64 Lakhs. However, based on the projected operations and the Group's marketing efforts, the Group expects to generate adequate surplus in the future and consequently does not foresee any difficulty in settling its liabilities as and when they arise or continue as a going concern.

The Holding Company, in addition to its advisory services of Trade Finance, has successfully managed to scale its digital platform for priority sector loans. These online loans are provided to prime customers not having access to mainstream banking products with the objective of furthering financial inclusion and bridging the digital divide. The business has demonstrated significant traction growing from Assets Under Management (AUM) of Rs. 2,685.50 Lakhs as on March 2024 to Rs.3,315.20 Lakhs as on March 2025. The number of loans disbursed in FY 2025 was 12,137 compared to 7,529 loans in FY 2024.

This online lending platform holds tremendous growth potential. The company is in the process of raising additional debt and equity capital including Rights/Preferential issue etc. for financing the growth opportunity. The financial statements have been prepared on a going concern basis and the assets and liabilities have been recorded in the financial statements on the basis that the Company will be able to realise its assets and discharge its liabilities in the normal course of the business.

Note- 41 Change in liabilities arising from financing activities disclosed as per Ind AS 7, Cashflow statement

Type of Service	April 01, 2024	Cash Flow	Changes in fair value	Others	March 31, 2025
Debt Securities	469.74	277.74	-	-	747.48
Borrowings other than debt securities	3,367.36	0.36	-	-	3,367.72
Total liabilities from financing activities	3,837.10	278.11	-	-	4,115.21

Type of Service	April 01, 2023	Cash Flow	Changes in fair value	Others	March 31, 2024
Debt Securities	387.51	82.23	-	-	469.74
Borrowings other than debt securities	3,643.17	(275.81)	-	-	3,367.36
Total liabilities from financing activities	4,030.68	(193.58)	-	-	3,837.10

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

(Amount in Rs. in lakhs)

Note- 42 Employee Stock Option Plan

Pursuant to approval of the members at the Annual General meeting held on 27th September, 2019, the company adopted the "Employees Stock Option Plan 2019" (ESOP 2019). As per the said plan, the Company granted 24,99,728 equity shares of Rs.10 each on 10th December, 2019.

The vesting period is over five years from the date of grant, commencing after one year from the date of grant.

Exercise period would commence one year from the date of grant, commencing after one year from the date of grant.

The options will be settled in equity shares of the company.

The Exercise price of the Vested Option shall be higher of (a) the market price of the shares or (b) the face value of the share. Consequently no compensation cost has been recognised by the Company in accordance with the Guidance Note on "Accounting for Employee share based payments" issued by the Institute of Chartered Accountants of India".

The Nomination and Remuneration Committee of the Company has approved the following grants to select senior level executives of the Company and its subsidiaries in accordance with the Stock Option Scheme. Details of grants given up to the reporting date under the scheme, duly adjusted for sub-division of shares and issue of bonus shares thereon, are given as under:

As on March 31, 2025

Grant Date	Exercise Price	Options Granted	Options vested and Exercisable	Options Unvested	Options Exercised	Options Cancelled
10-12-2019	Rs.10/-	24,99,728	17,35,520	-	1,50,000	7,64,208
02-05-2024	Rs.10/-	17,35,520	17,35,520	-	1,50,000	-
02-05-2024	Rs.10/-	15,25,000	65,000	2,60,000	-	12,00,000
17/03/2025*	Rs.12.50/-	11,03,960	-	-	-	-
		68,64,208	35,36,040	2,60,000	3,00,000	19,64,208

As on March 31, 2024

Grant Date	Exercise Price	Options Granted	Options vested and Exercisable	Options Unvested	Options Exercised	Options Cancelled
10-12-2019	Rs.10/-	24,99,728	17,35,520	3,47,100	-	7,64,208

Details of movements of options

Particulars	As at March 31, 2025	As at March 31, 2024
Options Outstanding at the beginning of the year	3,47,100	3,47,100
Granted during the year	26,28,960	-
Granted during the year through Rights	17,35,520	-
Exercised during the year	3,00,000	-
Forfeited during the year	12,00,000	-
Lapsed during the year	-	-
Vested during the year	3,47,100	-
Options Outstanding at the end of the year	29,76,060	3,47,100
Options Exercisable at the end of the year	40,64,480	17,35,520

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

(Amount in Rs. in lakhs)

Note- 43 Ultimate Beneficiary

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

No funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

Note - 44 Disclosure pertaining to stock statement filed with banks or financial institutions

The Company has availed of the facilities (secured borrowings) from the lenders inter alia on the condition that, the Company shall provide or create or arrange to provide or have created, security interest by way of a first pari passu charge of the loans. Security interest is created by charge creation towards security and debenture trustee on behalf of security holders and debenture holders. For the financial year ended 31 March 2025 and previous year ended 31 March 2024, the quarterly statements or returns of current assets filed by the Company with banks are in agreement with books of accounts.

Note - 45 The Company has written off Trade receivables and Other balance amounting to Rs. 210.20 Lakhs. The company has also written off prior period Tax balances amounting to Rs.63.66 Lakhs. In the opinion of the management, recovery of the same is doubtful in nature.

Note - 46 As at the year ended 31 March 2025, the Company has an accumulated deficit of Rs. 2,289.64 Lakhs. However, based on the projected operations and the Company's marketing efforts, the Company expects to generate adequate surplus in the future and consequently does not foresee any difficulty in settling its liabilities as and when they arise or continue as a going concern.

Note - 47 Title deeds of the Immovable Property not held in the name of the company

The company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company.

Note- 48 Ageing wise analysis of Intangible Assets under development

- (a) Intangible assets under development - **There are no Intangible Assets under Development**
- (b) For Intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan, following Intangible assets under development completion schedule shall be given - **NOT APPLICABLE**

Note- 49 Details of Benami Property held - There are no Benami Property Transactions

Where any proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder, the company shall disclose the following:-

- a. Details of such property, including year of acquisition,
- b. Amount thereof,
- c. Details of Beneficiaries,
- d. If property is in the books, then reference to the item in the Balance Sheet,



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

(Amount in Rs. in lakhs)

- e. If property is not in the books, then the fact shall be stated with reasons,
- f. Where there are proceedings against the company under this law as an abetter of the transaction or as the transferor then the details shall be provided,
- g. Nature of proceedings, status of same and company's view on same.

Note- 50 Capital Work In Progress

There is no Capital Work in Progress required to be maintained by the company.

Note- 51 Relationship with Struck off Companies

The Company does not have any relationship with any of the Struck Off Companies whether under section 248 of the Companies Act or Section 560 of Companies Act, 1956.

Note- 52 Wilful Defaulter

The company is not declared as Wilful Defaulter by any Bank or Financial Institution or any other lender.

Note- 53 Corporate Social Responsibility (CSR)

The provisions of Corporate Social Responsibility (CSR) are not applicable to the company.

Note- 54 DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY

The company has not traded or invested in Crypto Currency or Virtual Currency during the Financial Year.

Note- 55 UNDISCLOSED INCOME

There are no transactions which are not recorded in the Books of Accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961). Further, there was no unrecorded income and related assets which are required to be recorded in the books of accounts during the year.

Note- 56 NO OF LAYERS OF COMPANIES

The company has not made any default on No of layers of companies through which it has invested.

Note - 57

Figures have been regrouped and rearranged wherever necessary.

As per our attached report of even date

For Deoki Bijay & Co

Chartered Accountants

ICAI Firm Registration Number : FRN: 313105E

For and on Behalf of Board of Directors

CA Sushil Kumar Agrawal

Partner

Membership Number: 059051

Kumar Nair

Managing Director

DIN: 00320541

Ramachandran Unnikrishnan

Director & CFO

DIN: 00493707

Place: Kolkata

Date : May 02, 2025

Suhas Borgaonkar

Company Secretary

Place: Mumbai

Date : May 02, 2025

FORM NO. AOC-1

(Pursuant to first proviso to sub section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries / Associate Companies / Joint Ventures.

(Rs. In Lakhs)

S.No.	Particulars			
1	Serial Number	1	2	3
2	Name of the subsidiary	Vertex Securities Limited	Vertex Commodities And Finpro Private Limited	Transwarranty Capital Market Services Private Limited
3	The date since when subsidiary was acquired	18.07.2008	18.07.2008	21.07.2016
4	Reporting period for the subsidiary concerned, if different from the Holding Company's reporting period	01/04/2024 to 31/03/2025	01/04/2024 to 31/03/2025	01/04/2024 to 31/03/2025
5	Reporting Currency & exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR	INR	INR
6	Share Capital	1,480.24	386.15	1.00
7	Reserves & Surplus	(534.29)	(146.92)	(14.47)
8	Total Assets	3,233.34	515.69	0.69
9	Total Liabilities	3,233.34	515.69	0.69
10	Investments	239.18	Nil	Nil
11	Turnover	864.18	46.77	0.07
12	Profit / (Loss) before Taxation	(74.86)	4.67	(0.15)
13	Provision For taxation	-	-	-
14	Profit / (Loss) After Taxation	(74.86)	4.67	(0.15)
15	Proposed Dividend	Nil	Nil	Nil
16	% of Share Holding	53.04%	38.85%	100%

Notes:-

- 1 There are no subsidiaries which are yet to commence operations
- 2 Name of subsidiaries which have been liquidated or sold during the year :- Nil
- 3 The Company has no Associates Companies and Joint ventures

As per our attached report of even date

For Deoki Bijay & Co

Chartered Accountants

ICAI Firm Registration Number : 313105E

For and on Behalf of Board of Directors

CA Sushil Kumar Agrawal

Partner

Membership Number: 059051

Kumar Nair

Managing Director

DIN: 00320541

Ramachandran Unnikrishnan

Director & CFO

DIN: 00493707

Place: Kolkata

Date : May 02, 2025

Suhas Borgaonkar

Company Secretary

Place: Mumbai

Date : May 02, 2025

NOTES

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SUBSIDIARY COMPANIES

VERTEX SECURITIES LIMITED

Vertex Securities Limited is national level retail broking company with around 200 branch / franchise offices across India having membership in National Stock Exchange of India Limited (NSE), Bombay Stock Exchange Limited (BSE), and depository services (NSDL).

The Company is also a SEBI registered full service Merchant Banker.

- Retail Stock Broking
- Distribution of Mutual Funds, IPO and other Financial Products
- Retail investment advisory services
- Depository Participant
- Institutional Broking
- Arbitrage
- AMFI Certified Corporate Agent

Merchant Banking

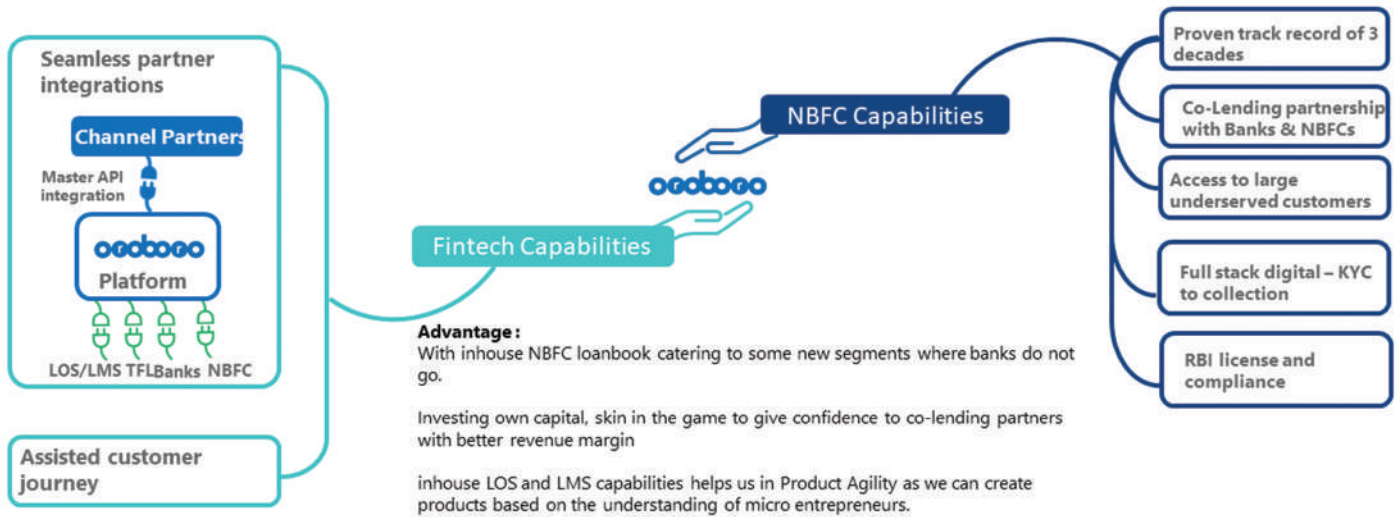
- Management of Initial Public Offers / Follow on Offers / Rights Issue
- Management of debt (Bond) issues for Companies / Institutions / Corporations / Government Undertakings / Any other entity eligible to make a bond issue
- Placement of Equity Shares with QIP / Private Equity Funds
- Placement of Preference Shares
- Corporate Restructuring
- Valuations of Companies / Enterprises / Shares
- Listing services on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE)
- Buy Back of Shares
- Take Over & Offer for Sale
- ESOPs
- Certifications

TRANSWARRANTY CAPITAL MARKET SERVICES PRIVATE LIMITED



TRANSWARRANTY FINANCE LIMITED

FINANCIAL ENGINEERS



01 Digital First



Full automated journey leveraging "India Stack"- Onboarding to Disbursement

API capability to Consume Partner Data for efficient underwriting
By using this supplemental data, we can better evaluate micro entrepreneur's financial health, expanding access to credit for those with limited or no traditional credit history.



Data Led Underwriting 02

03 In-house Tech stack



Inhouse LOS,LMS,BRE and automated collection Module enables us the agility to handle a wide array of credit solutions

Grounds up development of Products and processes basis the market needs.
Different Products - Different Tenures- Different Repayments



Customer First Approach 04

oroboro
ONLINE LOAN

403, Regent Chambers Nariman Point Mumbai – 400 021
Email: mail@transwarranty.com
CIN: L65920MH1994PLC080220
Phone: 022 4001 0900



www.transwarranty.com