



ABANS FINANCE PRIVATE LIMITED

30TH ANNUAL REPORT

2023 – 24

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CORPORATE INFORMATION

ABANS FINANCE PRIVATE LIMITED

CIN: U51219MH1995PTC231627

Registered Office: 36, 37, Floor-3, Plot-227, Nariman Bhavan, Vinayak Kumar Shah Marg, NCPA, Nariman Point, Mumbai 400021.

Tel: +91-022-61790000 | **Email:** abansfinance@abans.co.in

Website: www.abansfinance.com

BOARD OF DIRECTORS

Mr. Mahesh Kumar Cheruveedu
Executive Director

Mr. Kalpesh Darji
Independent Director
(upto Nov 1, 2023)

Mr. Abhishek Bansal
Non-Executive Director

Ms. Ashima Chhatwal
Independent Director

Mr. Shivshankar Singh
Non-Executive Director

Mr. Kumud Chandra Paricha Patnaik
Additional Independent Director
(w.e.f. Nov 1, 2023)

KEY MANAGERIAL PERSONNEL

Mr. Mahesh Kumar Cheruveedu
Chief Executive Officer

Mr. Nirbhay Vassa
Chief Financial Officer

Mr. Harsh Shah
Company Secretary
(upto Dec 29, 2023)

Mr. Dharav Ashok Sheth
Company Secretary
(w.e.f. Jan 31, 2024)

DEBENTURE TRUSTEE

Beacon Trusteeship Limited
5W, 5th Floor, The Metropolitan,
Bandra Kurla Complex, Bandra(East),
Mumbai, Maharashtra, India, 400051
Website: www.beacontrustee.co.in
Email: contact@beacontrustee.co.in
Tel: 022 46060278

STATUTORY AUDITOR

Paresh Rakesh & Associates,
Chartered Accountants

SECRETARIAL AUDITOR

S. P. Date & Associates,
Practicing Company Secretaries

INTERNAL AUDITOR

Todarwal & Todarwal LLP,
Chartered Accountants

REGISTRAR & TRANSFER AGENT

For Debentures

Link Intime India Private Limited
C-101, 1st Floor, 247 Park
L.B.S. Marg, Vikhroli West, Mumbai - 400083
Telephone: +91-22-49186000, Fax: +91-22-49186060
Email: amit.dabhade@linkintime.co.in,
Website: www.linkintime.co.in

For Equity

Purva Sharegistry (India) Private Limited
9, Shiv Shakti Industrial Estate, J. R. Boricha Marg
Lower Parel (East) Mumbai 400011
Tel No. 022-2301 2518 / 6761
Email: support@purvashare.com
Website: www.purvashare.com

Directors' Report

Dear Members,

The Board of Directors (the “Board”) are pleased to present the Thirtieth (30th) Annual Report of Abans Finance Private Limited (“your Company” or “the Company” or “AFPL”) along with the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2024.

FINANCIAL HIGHLIGHTS

The key highlights of the Audited Financial Statements of the Company for the year under review are summarized below:-

(₹ in Lakhs)

| Particulars | Standalone | | Consolidated | Consolidated |
|---|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| | Year ended March 31, 2024 | Year ended March 31, 2023 | Year ended March 31, 2024 | Year ended March 31, 2023 |
| Total Income | 7702.14 | 2412.51 | 8387.89 | 2,719.69 |
| Total Expenses | 5794.48 | 1217.52 | 5909.00 | 1,257.07 |
| Profit Before Tax | 1907.66 | 1194.99 | 2478.89 | 1,462.62 |
| Less: Tax Expense: | | | | |
| Current Tax (incl. earlier year) | 366.08 | 248.42 | 514.32 | 295.55 |
| Deferred Tax | 106.44 | 59.05 | 106.44 | 59.05 |
| Profit After Tax | 1435.14 | 887.52 | 1858.13 | 1,108.10 |
| Other Comprehensive Income | (42.06) | (1.55) | (35.30) | 1.03 |
| Total Comprehensive Income | 1393.08 | 885.97 | 1822.83 | 1,109.13 |
| Appropriations: | | | | |
| Transfer to Reserve Fund U/S 45-IC (1) of Reserve Bank of India Act, 1934 | 287.03 | 177.50 | 287.03 | 177.50 |
| Earnings Per Equity Share (EPS) | | | | |
| Basic (in ₹) | 4.16 | 3.34 | 5.39 | 4.17 |
| Diluted (in ₹) | 4.16 | 3.34 | 5.36 | 4.17 |

FINANCIAL PERFORMANCE AND REVIEW OF BUSINESS OPERATIONS

Your Company is registered with Reserve Bank of India (RBI), as a Non - Deposit taking Systemically Important Non-Banking Financial Company categorised as Middle Layer (NBFC-ML) under Section 45-IA of the RBI Act, 1934, bearing registration no. B-13.02044 dated April 22, 2013.

The Business and Operations of the Company comprised of Working Capital Loans provided to Corporate and Non-Corporate Clients engaged in various businesses like bullion dealing,

gems & jewellery, commodities trading, technology solution, agriculture & agri-product trading, financial services, retail trading, electrical equipment manufacturing etc.

During the Financial Year 2023-24, the Company delivered a robust all-round performance, which is reflected in the following snapshot:

- The Company's total revenue from operation on standalone basis for the year ended March 31, 2024 is ₹ 7702.14 lakhs as compared to ₹ 2412.51 lakh in the previous year. On consolidated basis the revenue from operations for FY 2024 is ₹ 8387.89 lakhs as compared to ₹ 2,719.69 lakhs in the previous year.
- The Profit after tax increased by 62% from ₹ 887.52 lakhs in the previous Financial Year to ₹ 1435.14 lakhs in the current Financial Year.
- The book size was ₹ 36,022.84 lakhs in FY 2023-24.
- There is Nil Gross Non-Performing Assets ("GNPAs") and Net Non-Performing Assets ("NNPAs") during the year under review.

TRANSFER TO RESERVES

During the year, the Company has transferred ₹ 287.03 lakhs, representing 20% of the profits made in the year to a Special Reserve created pursuant to Section 45-IC of the Reserve Bank of India Act, 1934 and as amended from time to time.

DIVIDEND

The Board of the Company does not recommend any dividend for the Financial Year under review for future growth prospects and expansion.

STATE OF COMPANY'S AFFAIRS

Information on the operational and financial performance for the financial year ended March 31, 2024 of the Company has been covered in the Management Discussion and Analysis Report, which forms part of this Director's Report as **Annexure I**. It is in accordance with the provisions of the RBI Master Direction No. DoR.FIN.REC.No.45/03.10.119/2023-24 dated October 19, 2023 as amended i.e. Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 ("RBI Master Directions").

RBI COMPLIANCE

Under erstwhile Master Direction - Non-Banking Financial Company - Systemically Important Non -Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, the Company was classified as an Non-Deposit Taking Systemically Important Non-Banking Financial Company (NBFC-ND- SI). As per the present Master Direction — RBI (Non-Banking Financial Company — Scale Based Regulation) Directions, 2023, the Company is classified under the "Middle Layer" category under the said framework.

Capital Adequacy (CRAR)

The Company maintains a healthy CRAR of 38.20% which is much higher than the prescribed minimum CRAR as per prudential norms

Following are the details of Tier I & II Capital of the Company as on March 31, 2024:-

CRAR- Tier I Capital: 37.88%

CRAR- Tier II Capital: 0.33%

SHARE CAPITAL

Authorized Capital

There has been no change in the Authorized Capital of the Company during the year under review. As on March 31, 2024, the Authorised Share Capital of the Company stood at ₹ 16,350 Lakhs comprising of 16,35,00,000 Equity Shares of ₹ 10/- each.

Issued, Subscribed & Paid up Capital

As on March 31, 2024, the issued, subscribed and paid up share capital of the Company stood at ₹ 3,447.27 Lakhs comprising of 3,44,72,729 fully paid-up equity shares of face value of ₹ 10/- each.

BORROWINGS

Non-Convertible Debentures (NCDs)

During the year under review, the Company issued NCDs amounting to ₹ 7,142 Lakhs on private placement basis. The Company has been regular in the payment of principal/interest towards all the outstanding NCDs. As on March 31, 2024 the total outstanding NCDs (including accrued interest) are ₹ 13,578 Lakhs. NCDs were primarily issued to corporates and Alternative Investment Funds (AIFs).

Loans from Banks/Financial Institutions

During the year under review, the Company has raised the funds through TREPs platform for working capital purpose. The outstanding bank loan as on March 31, 2024 was ₹ 65,600 Lakhs.

DEPOSITS

The Company had neither accepted nor renewed any deposits from the public during the year under review and in the past. Further, your Company would not accept any public deposit without prior approval from RBI.

DEBENTURE TRUSTEE

The details of Debenture Trustee are as under:-

Name: Beacon Trusteeship Limited

Address: 5W, 5th Floor, The Metropolitan, Bandra Kurla Complex, Bandra(East), Mumbai, Maharashtra, India, 400051

Tel No: 022-26558759

E-mail: info@beacontrustee.co.in

Website: www.beacontrustee.co.in

The details are also available on the website of the Company at www.abansfinance.com.

CREDIT RATINGS

The Company's financial discipline and prudence is reflected in its credit ratings. During the year under review, Rating Agencies reaffirmed / assigned ratings to the Company, as under:-

| Rating Agency | Instrument | Credit Ratings |
|-----------------------------------|---|-----------------------------|
| CARE Ratings Limited | Principal Protected Market Linked Debentures | CARE PP-MLD BBB- / Stable |
| Acuité Ratings & Research Limited | Principal Protected Market Linked Debentures (PP-MLD) | ACUITE PP-MLD BBB+ / Stable |

During the year under review, ACUITE BBB+ long term rating by Acuité Ratings & Research Limited for Proposed Bank Facility was withdrawn basis on the request of the Company.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the Company during the financial year under review.

DISCLOSURE RELATING TO HOLDING, SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

As on March 31, 2024, AFPL is the material subsidiary of Abans Holdings Limited as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

Further, as on March 31, 2024, Corporate Avenue Services Limited (UK) is the wholly owned subsidiary of Abans Finance Private Limited.

Your Company is in the process of incorporation of a new Wholly Owned Subsidiary (WOS) in the International Financial Services Centre (IFSC) of Gujarat International Finance Tec-city (GIFT) under the Special Economic Zone Act, 2005 (SEZ Act, 2005). Your Company is awaiting clearance from Reserve Bank of India for proposed incorporation of WOS as above.

The Company does not have any joint venture or associate during the year under review.

PERFORMANCE AND FINANCIAL POSITION OF EACH SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

The statement containing salient features of the financial statement of Corporate Avenue Services Limited (UK) pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014 in Form AOC-1 is provided in the financial statements.

Pursuant to Section 129(3) of the Companies Act, 2013 (“the Act”), the Company has prepared Consolidated financial statements comprising of the balance sheet, profit & loss accounts and the cash flow statements of the Company which shall be laid before the ensuing Annual General Meeting of the Company. The audited consolidated financial statements together with Auditors’ Report forms part of the Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

The Members of the Board, Key Managerial Personnel (KMP) and the Senior Management are persons with eminent competence and integrity, who apart from dynamic leadership bring in wide range of skills and experience to the management of the Company.

Directors

As on March 31, 2024, the Board of the Company comprises of the following 5 Directors:

| Sr. No. | Name | DIN | Designation |
|----------------|-----------------------------------|------------|--------------------------|
| 1. | Mr. Mahesh Kumar Cheruveedu | 09499122 | Executive Director & CEO |
| 2. | Mr. Abhishek Bansal | 01445730 | Non – Executive Director |
| 3. | Mr. Shivshankar Singh | 07787861 | Non – Executive Director |
| 4. | Ms. Ashima Chhatwal | 09157529 | Independent Director |
| 5. | Mr. Kumud Chandra Paricha Patnaik | 09696281 | Independent Director |

The composition of the Board is in accordance with the provisions of Section 149 of the Act with an appropriate combination of Executive Director, Non-Executive Directors and Independent Directors.

As on the date of this report, the Board of Directors of the Company comprises of 5 directors out of which 2 are Independent Directors, 2 Non-executive Non-Independent Directors and 1 Executive Director.

Appointment / Re-appointment of Directors

During the year under review Mr. Kumud Chandra Paricha Patnaik was appointed as an Independent Director on the Board so as to ensure an appropriate combination of Executive Director, Non-Executive Directors and Independent Directors.

Cessation

During the year under review Mr. Kalpesh Darji resigned from his post as an Independent Director.

Retirement by Rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association, Mr. Mahesh Kumar Cheruveedu, Director of the Company is liable to retire by rotation at the ensuing 30th AGM and being eligible has offered himself for re-appointment. The Board of Directors have recommended the re-appointment of Mr. Mahesh Kumar Cheruveedu. The ordinary resolution in respect of re-appointment of Mr. Mahesh Kumar Cheruveedu has been included in the Notice convening the 30th AGM of the Company. Necessary details for re-appointment as required under the Act is given in the notice of ensuing Annual General Meeting.

Fit and Proper Criteria

All the Directors of the Company have confirmed that they satisfy the “fit and proper” criteria as prescribed under the RBI Master Directions and that they are not disqualified from being appointed / continuing as Directors in terms of section 164(2) of the Act.

Declaration by Independent Directors

The Company has received declarations from all Independent Directors of the Company confirming that they fulfil the criteria as prescribed under Section 149(7) of the Companies Act, 2013 and in terms of the SEBI LODR Regulations.

Further, the Board of the Company confirms that the Independent Directors appointed on the Board have adequate integrity, expertise and experience (including the proficiency) to act as an Independent Directors and that their names have been included in the Independent Director’s databank maintained by Indian Institute of Corporate Affairs (IICA).

Key Managerial Personnel (KMP)

As on March 31, 2024, following have been designated as the Key Managerial Personnel of the Company pursuant to sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

| Name | Designation |
|-----------------------------|--|
| Mr. Mahesh Kumar Cheruveedu | Chief Executive Officer |
| Mr. Nirbhay Vassa | Chief Financial Officer |
| Mr. Dharav Ashok Sheth | Company Secretary & Compliance Officer |

During the year under review Mr. Harsh Shah (Company Secretary & Compliance Officer) resigned from his position on December 29, 2023 and Mr. Dharav Ashok Sheth was appointed as the Company Secretary & Compliance Officer on January 31, 2024.

POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

The Company has adopted a policy for selection and appointment of Directors, Key Managerial Personnel (KMP) & Senior Management Officials, which, inter-alia, lays down the criteria for identifying the persons who are qualified to be appointed as Directors and/or KMP and/or Senior Management Personnel of the Company, along with the criteria for determining their remuneration, as prescribed under the provisions of Section 178 of the Companies Act, 2013 and the 'fit and proper' criteria to be adhered at the time of appointment of Directors and on a continuing basis, as contained in the RBI Master Directions.

EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Act the Board has carried out an annual evaluation of its own performance and of the individual Directors as well as an evaluation of the working of all the Committees of the Board. The performance evaluation was carried out by seeking inputs from all the Directors / Members of the Committees, as the case may be.

The Board of the Company followed the criteria as specified in the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India ("SEBI") for evaluating the performance of the Board as a whole, Committees of the Board, Individual Directors and the Chairman. The criteria for evaluation of the Board as a whole, inter alia, covered parameters such as Structure of the Board, Meetings of the Board, Functions of the Board, Board & Management etc. The criteria for evaluation of Individual Directors covered parameters such as knowledge and competency, fulfillment of functions, ability to function as a team, etc. The criteria for evaluation of the Board Committees covered areas related to mandate and composition, effectiveness of the Committee, structure of the Committee and meetings, etc.

In terms of provisions of Schedule IV of the Companies Act, 2013 the Independent Directors in their meeting held on March 21, 2024, considered and reviewed the following without the presence of Non-Independent Directors and members of the management:

- performance of Non-Independent Directors;
- performance of Board as a whole;
- the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors expressed an overall satisfaction on the evaluation made on the abovementioned parameters and the feedback of the Independent Directors was taken into consideration by the Board in carrying out the performance evaluation.

MEETINGS OF THE BOARD

During the year under review, 4 (Four) Board Meetings were convened and duly held. The details of the Board meetings and the attendance of the Directors at the meetings are provided in the Corporate Governance Report, which forms part of this Report.

COMMITTEES OF THE BOARD

The Board has constituted the following committees to support the Directors in discharging their responsibilities and ensure expedient resolution of diverse matters in accordance with the applicable provisions of the Act and RBI regulations:

- (1) Audit Committee
- (2) Nomination & Remuneration Committee
- (3) Risk Management Committee
- (4) Asset Liability Management Committee
- (5) IT Strategy Committee
- (6) Finance Committee

During the Financial Year under review, all recommendations made by above Committees were accepted by the Board.

The Board of Directors and the Committees also take decisions by circular resolutions, which are noted by the Board / respective Committees of the Board at their next meetings. The Board notes the minutes of meetings of all Committees at regular intervals.

The details with respect to the composition, terms of reference, number of Meetings held, attendance of the Members etc. of these Committees are disclosed in the Corporate Governance Report appended to this report.

CORPORATE GOVERNANCE REPORT

The Company recognizes its role as a corporate citizen and endeavors to adopt practices and standards of corporate governance through transparency in business ethics, accountability to its customers, government and various stakeholders for building the strong foundation of the Company.

Thus, in accordance with terms of the Companies Act, 2013, SEBI LODR Regulations (to the extent applicable) and as required under RBI Master Directions, Corporate Governance Report of the Company forms an integral part of this report and annexed as **Annexure II**.

DIRECTOR'S RESPONSIBILITY STATEMENT

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

- (1) In the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (2) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit and cash flows of the Company for the year ended on that date;

- (3) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (4) The Directors have prepared the annual accounts on a 'going concern' basis;
- (5) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively; and
- (6) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such system are adequate and operating effectively.

AUDITORS AND THEIR REPORT

Statutory Auditors

At the 26th AGM held on September 30, 2020, M/s Paresh Rakesh & Associates, Chartered Accountants, having Firm Registration No. 119728W, were appointed as Statutory Auditors of the Company for a second term of five years i.e. up to the conclusion of the 31st AGM of the Company to be held in 2025. M/s Paresh Rakesh & Associates, vide letter dated May 10, 2024, communicated their resignation from the office Statutory Auditors of the Company with immediate effect, being ineligible to continue as the auditors of the Company based on RBI Guidelines read with Circular of Reserve Bank of India Ref No DoS.CO.ARG/SEC.01/08.9L001/2021-22 dated April 27, 2021.

The Company vide Circular resolution passed on June 7, 2024, has appointed M/s. NDAA & Associates LLP, Chartered Accountants (FRN 129486W/W100775) as Statutory Auditors of the Company for filling the casual vacancy arising due to resignation of previous Statutory Auditors and to hold office till the date of ensuing Annual General Meeting of the Company to be held within 3 months.

At its Board meeting dated July 9, 2024, the Company recommended appointment of M/s. NDAA & Associates LLP, Chartered Accountants (FRN 129486W/W100775) for a period of three (3) Years from conclusion of the ensuing AGM to audit the books of account from FY 2024-25 to 2026-27 and to hold office until the conclusion of the AGM to be held in the calendar year 2027 and their appointment is recommended for approval of the Shareholders at the ensuing Annual General Meeting of the Company.

The Statutory Auditors have confirmed that they continue to be eligible and are not disqualified from continuing as Statutory Auditors of the Company.

The Statutory Auditors' Report does not contain any qualifications, adverse remarks or disclaimer. Notes to Accounts and Auditors' remarks in their report are self-explanatory and do not call for any further comments. The Statutory Auditor's Report for the Financial Year ended March 31, 2024 on the Financial Statements (Standalone & Consolidated) of the Company is part of this Annual Report.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. S. P. Date & Associates, Practicing Company Secretaries (COP No. 14247) to conduct the Secretarial Audit for the financial year ended March 31, 2024.

Your Company has provided all assistance and information to the Secretarial Auditors for conducting their audit. The Secretarial Audit Report as received in the prescribed Form MR-3 for the Financial Year ended March 31, 2024 is appended as **Annexure III** to this report. Clarification / Management representation on the remark made by the Secretarial Auditor in their report is provided in the said report.

Internal Auditors

Pursuant to the requirements of Section 138 of the Act and rule 13 of Companies (Accounts) Rules, 2014, the Board of Directors of the Company had appointed M/s. Todarwal and Todarwal LLP, Chartered Accountants as the Internal Auditors of the Company for the financial year ended March 31, 2024.

M/s. Todarwal & Todarwal LLP, Chartered Accountants, Internal Auditors of the Company, resigned w.e.f. May 29, 2024 due to their pre-occupation.

Accordingly, the Board on recommendation of the Audit Committee at its Meeting held on June 19, 2024 had appointed M/s. V. C. Shah & Co., Chartered Accountants, as Internal Auditors for the financial year 2024-25, to conduct the internal audit of the various areas of operations and records of the Company.

The Audit Committee quarterly reviews the internal audit reports and the adequacy and effectiveness of internal controls.

DETAILS OF FRAUD REPORTED BY AUDITOR

During the year under review, the Statutory Auditors, Secretarial Auditors and Internal Auditors have not reported any instances of frauds committed in the Company by its officers or employees to the Audit Committee under Section 143(12) of the Companies Act, details of which needs to be mentioned in this Report.

MAINTENANCE OF COST RECORD

The Company is in the financial services industry. In view of the nature of activities that are being carried on by the Company, the maintenance of cost records as specified under sub-section (1) of section 148 of the Act is not applicable on the Company and hence such accounts and records are not maintained.

INTERNAL AUDIT AND ITS ADEQUACY

The Company has in place a well-defined and robust internal audit plan, as agreed by the Audit Committee is aligned in a way that provides an independent view to the Board of Directors, the Audit Committee and the Senior Management on the quality and efficacy of

the internal controls, governance systems and processes in place. As per the agreed scope of audit, the appointed Internal Auditors periodically carry out audit on a test basis and report their observations and recommendations to the Audit Committee for corrective and preventive actions.

INTERNAL FINANCIAL CONTROL SYSTEMS AND ITS ADEQUACY

The Company has well-established internal control systems in place that is commensurate with the nature of its business and size, scale and complexity of its operations. The internal financial controls with reference to the financial statements as designed and implemented by the Company are adequate.

During the year under review, no material or serious observation were received from the Auditors of the Company for inefficiency or inadequacy of such controls.

PARTICULARS OF EMPLOYEES

The Company always considers its employees as one of the key stakeholders of its success and consistently has invested in the development and overall well-being of its employees. The current workforce has a good mix of employees at all levels.

As of March 31, 2024, there were 49 employees in the Company.

A Statement containing the details required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to the Company.

A statement containing particulars of employees as required under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in the Annexure forming part of this report. In terms of proviso to Section 136(1) of the Companies Act, 2013, the Report and Accounts are being sent to the Members excluding the aforesaid Annexure. The said Statement is available for inspection by the Members at the Registered Office of the Company during business hours on working days. Any Member interested in obtaining a copy of this statement may write an email or letter to the Company Secretary at the Registered Office.

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

The Company on a Group level has Prevention of Sexual Harassment Policy (Policy) in line with the requirements of the Sexual Harassment of Women at the Work Place (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under the Policy.

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

During the Financial Year 2023-24, no cases in the nature of Sexual harassment were reported at any work place of the Company.

WHISTLE BLOWER POLICY / VIGIL MECHANISM

The Company has established a Whistle Blower Policy / Vigil Mechanism which provides a platform to Directors and employees to raise concerns / instances / complaints / grievances about any fraud and/or mismanagement. The Policy is available on the Company's website at www.abansfinance.com.

The Audit Committee oversees the whistle blower / vigil mechanism. Employees have been facilitated direct access to the Chairperson of Audit Committee, in exceptional cases if needed. The mechanism also provides for adequate safeguard, against victimization of Directors and Employees who avail the mechanism.

During the year under review, no concerns were raised under the mechanism and no Employees or Directors were denied direct access to the Chairperson of Audit Committee.

EMPLOYEES STOCK OPTION PLAN

The Company has not granted any Employees Stock Option Plan (ESOP) and/or Employees Stock Option Scheme (ESOS) during the year under review.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company believes in integrating its business model with the social welfare of people and the society in which it operates. The CSR Policy is available on the Company's website at www.abansfinance.com.

In accordance with sub-section 9 of Section 135 of the Act, the amount spent by the Company does not exceed fifty lakh rupees and hence the requirement of constitution of the Corporate Social Responsibility Committee is not applicable. During the year under review and as on the date of this report the board of the Company is responsible for carrying out the CSR functions.

In terms of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility) Rules, 2014 as amended ("CSR Rules"), the 'Annual Report on CSR activities' for the year under review is attached as **Annexure IV**.

EXTRACT OF ANNUAL RETURN

The Annual Return in Form MGT-7 as required under Section 92(3) of the Act shall be hosted on the website of the Company at www.abansfinance.com.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT

The Company, being a NBFC registered with the RBI and is engaged in the business of giving loans and guarantee in ordinary course of its business, accordingly, provisions of the Section 186 of the Companies Act, 2013 relating to the loans made, guarantee given or securities provided are not applicable to the Company.

The details of loans, guarantees and investment made by the Company are given in the Notes to the Financial Statements.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangement/transactions entered by the Company during the year under review with its related parties as referred to in Section 188(1) of Companies Act, 2013, were at arm's length basis and in the Company's ordinary course of business and were reviewed and approved by the Audit Committee

Since there were no related party transactions which were at other than arm's length basis and in the Company's ordinary course of business, no transaction require disclosure under Section 134(3)(h) of the Companies Act, 2013 and hence Form AOC-2 does not form a part of this report.

Details of the all related party transactions entered during the year under, at arm's length basis and in the Company's ordinary course of business are disclosed in notes of the financial statements.

The disclosures pursuant to Regulation 53(f) read with Para A of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in Note 28 of Notes to the Financial Statements.

MATERIAL CHANGES AND COMMITMENTS IF ANY, 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 THE REPORT

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 to which the financial statements relate and the date of the report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the period under review, there were no significant or material orders passed by any regulator or court or tribunal affecting the going concern status and Company's operations in future.

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

Particulars required to be furnished under 134(3) (m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 are as under:

- (1) Part A and B of Rule 8 of Companies (Accounts) Rules, 2014 pertaining to conservation of energy and technology absorption are not applicable to the Company.

The Company is however, constantly pursuing its goal of technological up-gradation in a cost effective manner for delivering quality customer service.

- (2) Foreign Exchange earned in terms of actual inflows during the year under review was Nil and the Foreign Exchange Outgo during the year under review in terms of actual outflow, was ₹ 31.15 Lakhs on account of acquisition of shares of CASL.

RISK MANAGEMENT POLICY

The Company has developed and implemented a Risk Management Policy, which identifies major risks such as Credit risk, Operational risk, Market risk, Financial risk, Regulatory risk, etc. which may pose a threat to the existence of the Company. In order to shield the Company from these potential risks, the Company has constituted a Risk Management Committee in accordance with the RBI guidelines.

The Risk Management Committee is entrusted with the responsibility of identifying / overseeing risk management and mitigating activities for the Company. Risk mitigation process and measures have been clearly spelled out in the said policy. The Committee periodically reviews the risks and suggests steps to be taken to control and mitigate the same through well-defined process.

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

Your Company has not filed any application nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016), during the year.

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

During the year under review, there was no instance of one time settlement with any banks or financial institutions.

CODE OF CONDUCT AS PRESCRIBED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, AFPL has adopted a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and their Immediate Relatives.

SECRETARIAL STANDARDS

In terms of provisions of Section 118 of the Act, the Company is in compliance with Secretarial Standards on meetings of the Board of Directors and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India.

ACKNOWLEDGMENT

The Directors place on record their sincere appreciation for the assistance and guidance provided by the Reserve Bank of India, Securities and Exchange Board of India, Ministry of Corporate Affairs, Registrar of Companies and all other government and regulatory authorities for the support and co-operation extended by them from time to time.

The Directors also further on record their gratitude for the guidance and support extended by BSE Limited, National Securities Depository Limited, Central Depository Services (India) Limited and the Credit Rating Agencies from time to time.

The Directors further place on record their sincere appreciation for the continued support extended by the Bankers, Financial Institutions, Lenders, Registrar and Transfer Agents, NCD Holders, Debenture Trustee, Security Trustee and other stakeholders and the trust reposed by them in the Company.

Additionally, the Directors place on record, their appreciation for the dedication and commitment displayed by all the employees of the Company across all levels.

For and on behalf of the Board of Directors

Abans Finance Private Limited

Sd/-
Mahesh Kumar Cheruvedu
Director & CEO
DIN: 09499122

Sd/-
Abhishek Bansal
Director
DIN: 01445730

Date: July 9, 2024
Place: Mumbai

Management Discussion And Analysis Report

Abans Finance Private Limited ('AFPL' or 'the Company') is a Material Subsidiary of Abans Holdings Limited. It is registered with the Reserve Bank of India ("RBI") as a Systemically Important Non-Deposit taking Non-Banking Financial Company ("NBFC") and is classified as an NBFC – Investment and Credit Company (NBFC – ICC). Since March 31, 2024, it has been categorized as a Middle Layer NBFC (NBFC – ML), pursuant to the scale based regulation put forth by the RBI.

AFPL is engaged in the business of lending and offering a wide array of services/products in the financial services sector.

AFPL has a wholly owned subsidiary, Corporate Avenue Services Limited (CASL), with registered office in London. CASL has a payment bank license from the Financial Conduct Authority (FCA) and does business of payment remittances for clients across the Globe except for India.

Macroeconomic Review:

On the global economic front, despite three turbulent years which witnessed a global pandemic, supply chain disruptions, conflict in Ukraine, and elevated interest rates to counter high inflation, India emerged as the fastest growing major economy of the world. Notwithstanding conflicts in Europe and Gaza and rising tensions in West Asia, a global recession that experts thought was imminent has not occurred. Notwithstanding the uncertain global economic backdrop, the Indian economy continued on its strong growth trajectory in FY24 on the back of some of its key inherent strengths, viz. macrofinancial stability, strong performance metrics shown by Banks and Corporates and front loading of public capex in key sectors.

Indeed, the key indicators have turned positive: inflation is falling across all major countries; unemployment has not risen as economists thought it would; and the major central banks have put an end to monetary tightening, though they have not yet begun reducing their key interest rates. According to the IMF's World Economic Outlook (April 2024), inflation is falling faster than expected in most regions; and it has forecasted global headline inflation to fall to 5.9% in 2024 and further to 4.5% in 2025, with the possibility of the 2025 forecast being further revised downwards.

The last couple of years have been challenging for the Indian economy and the world as a whole. While Indian GDP contracted by 6.6% in FY 2019-20, FY 2020-21 witnessed a revival with GDP growth of 8.7%. FY 2021-22 and FY 2022-23 witnessed with a steady GDP growth of 7.0% respectively, although on a low base. With a fair degree of control over retail inflation despite high and growing domestic demand and significant governmental capital expenditure, India has recorded robust growth in FY2024. The second advance estimate of national income released by the national statistics office (NSO) on February 29, 2024 has pegged real GDP growth in FY2024 to be 7.6% versus 7% (first revised estimate) in FY2023.

The first three quarters of FY2024 have witnessed impressive real GDP growth. Q1, FY2024 saw 8.2% growth; this was followed by 8.1% in Q2, FY2024; and then by 8.4% in Q3, FY2024.

If numbers such as these prevail in the fourth quarter, then it is safe to assume that the actual GDP growth FY2024 will comfortably exceed the second advanced estimate of 7.6%.

The Indian economy performed exceptionally well compared with the rest of the world. India is set to retain its bright spot in CY 2024 with a potential contribution to the global GDP growth, according to IMF.

While the global environment remains challenging, the Indian economy continues to show resilience and remains one of the fastest growing large economies in the world. With structural reforms and initiatives such as production-linked incentive scheme, robust GDP growth is expected in FY 2023-24. The RBI has forecasted India's GDP growth rate for FY 2023-24 to 6.5% during its April 2023 Monetary Policy meeting. This looks particularly impressive considering the global economy is slowing down and many economists are forecasting recession.

Industry structure and developments:

In the past few years, the NBFC sector has faced various headwinds such as IL&FS crisis, COVID pandemic etc. which posed various systemic challenges such as liquidity stress, rating downgrades and higher borrowing costs. NBFCs with strong risk and collections management competencies, which are well capitalised, focused on technology and have talented leadership have emerged as clear winners. We believe going forward these NBFCs will assume more systemic importance due to their strong linkage with the banking sector, capital market and other financial sector entities.

Overall, NBFCs are poised to play a significant complementary role in financial intermediation, along with banks in India and are poised to bridge the credit gap in the large underserved Indian market.

It is also praiseworthy to note that the Indian financial sector remained largely unaffected amidst the recent turbulence in the US and European banking sectors. This resilience in India's financial system is attributable to adequate capitalisation & liquidity, healthy asset quality and proactive monitoring & timely interventions by the regulator.

The overall NBFC sector benefited from resurgent domestic economic activity leading to strong momentum in disbursements and bolstering higher business growth. Asset quality indicators have also been improving steadily for NBFCs on the back of higher collections and lower than anticipated slippages on overall book including restructured book. Notably, most major players are focusing on growing their Retail AUM. As per ICRA, Secured NBFC-Retail AUM, consisting of vehicle finance, gold loans and secured business loans, etc, is forecasted to grow by 14-16%. The overall sector would grow about 13-15% in the current fiscal vis-à-vis the 16% growth witnessed in FY2023.. The unsecured loan segment, consisting of personal & consumption loans, unsecured small enterprise loans and microfinance loans, which drove growth in the last fiscal, would continue to support growth in the current fiscal. This segment is expected to expand by 26-28% in FY2024.

The overall outlook for industry remains positive as India treads on its growth trajectory leading to higher credit demand. The growth in credit is expected to be broad based across products and segments with key risks being elevated interest rates and inflation.

Opportunities and Threats:

India remains largely underpenetrated in terms of credit. The domestic credit-to-private sector (% of GDP) ratio for India is at about 55%, which is significantly lower than other developed and emerging economies which are well beyond 100% in terms of penetration. Thus, the possibilities for increasing the size of the credit pie through tailored & superior credit offerings are numerous, which bodes well for our Company.

As an NBFC, AFPL is operating in a dynamic and evolving landscape, offering financial services and credit to diverse segments of economy. While we have witnessed significant growth and played a vital role in bridging the gaps left by traditional banking institutions, we also face range of opportunities and threats such as:

Opportunities:

- Huge demand owing to large credit starved retail & MSME sectors
- Expanding physical footprint in new locations
- Further enhancement in liability profile through avenues such as co-lending

Threats:

- Economic slowdown due to uncertain geopolitical environment
- Stiffer competition from other NBFCs and banking sector
- Future wave(s) of unforeseeable threat

Segment–Wise or Product–Wise Performance:

The Company offers a variety of business & retail loans to individuals and Corporates including its group companies from various sectors for financing their working capital requirements, Trade Finance etc. The loan book of the Company as on March 31, 2024, stood at ₹ 36,022.84 Lakhs up from ₹ 17,364.39 Lakhs as on March 31, 2023.

To finance its lending operations, the Company has issued Market Linked / Fixed Coupon senior secured / unsecured Non-Convertible Debentures (NCDs) aggregating to ₹ 7,142 Lakhs to identified investors during the year. As on March 31, 2024, the total outstanding borrowings including Debt Securities stood at ₹ 79,542.32 Lakhs. Some of the issuances were either unrated or rated “PP-MLD BBB+ by Acuite Ratings & Research Limited or PP-MLD BBB- by CARE Ratings Limited. Further, the Company has made timely payment towards Interest / Principal obligations due for redemption to investors during the year under review.

Outlook:

While the GDP growth forecast for FY 2025 is robust, threats as outlined above can quickly derail the current momentum of the economy. Our confidence in the long-term India story continues to remain intact and growth opportunities will come back sooner than later.

As we look forward, we will continue to focus on culture, people, nurturing and scaling our business. At the same time, we will also see some new paradigms of focus – process and institutionalization and tech-oriented thinking.

As the economy gains traction gradually, we are well-placed to take advantage of this India growth cycle. We have great support of our holding company to grow and diversify the business operations. With strong capitalization, tailwinds from the economy and the inherent strength of our business, we are looking at an exciting and fulfilling journey ahead.

Risks and Concerns:

The industry in which the Company operates, exposes it to risks such as Interest Rate Risk, Operational Risk, Fraud Risk, Financial Risk, Regulatory Risk, Market Risk, Credit Risk, Technology Risk, Market Suspension Events, Hedging Disruption, Model Risks, Liquidity Risk, IT Risk, Compliance Risk etc. To manage these risk the Company has in place a strong Risk Management System, which is comprehensively documented in the Risk Management policy as adopted by the Company.

As part this system, the Company has constituted a Risk Management Committee (RMC), who is responsible for formulating a risk management framework, in line with the size and scale of operations of the Company, for identification, monitoring, mitigation and reporting of the risks associated with its operations. The RMC is also responsible for ensuring actions are taken at the right time to ensure minimal impact on the operation of the Company.

The company has a robust asset-liability management framework and maintains enough liquidity buffer to meet its repayment obligations and emerging credit demand. By virtue of effective focus on capital and liquidity management, reduction in operating expenses, focus on debt management, servicing capability and strengthening of underwriting norms combined with a very sharp view on risk metrics, the Company ought to continue to show higher level of efficiencies in all parameters.

The Board of Directors and the Audit Committee of the Company also keep a continued supervision of the implementation of the Company's risk management framework. The Company has been prudent in managing the risk faced during the year.

Internal control system 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 design, 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. The Company's internal control system is commensurate with its size and the nature of its operations.

Internal Financial Controls:

The Management has laid down set of standards, processes and structure which enables to implement internal financial controls across the organization with reference to financial statements and that such controls are adequate and are operating effectively. Internal Finance control are implemented in line with Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

During FY 2023-24, testing was done for each of the controls with the help of an internal auditor, on behalf of Management confirming the existence and operating effectiveness of controls over financial reporting. Review was performed on design, adequacy and operating effectiveness of the controls. During the year under review, no material or serious observation has been observed for inefficiency or inadequacy of such controls.

Evolving Regulatory Landscape

Over the past few years, financial services as a sector has come under increased scrutiny and therefore, greater regulatory supervision. This is especially true for NBFCs, as over the years, the sector has undergone considerable evolution in terms of size, complexity and interconnectedness within the financial sector. With a view to bridge the regulatory gaps between the Banks and NBFCs, NBFCs are now increasingly being subject to regulations and guidelines at par with banks.

The Reserve Bank of India had issued the Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs (the framework) vide circular RBI/2021-22/112 DOR.CRE.REC.No.60/03.10.001/2021-22 on October 22, 2021. The framework categorized NBFCs in Base Layer (NBFC-BL), Middle Layer (NBFC-ML), Upper Layer (NBFC-UL) and Top Layer (NBFC-TL). According to the framework, the Company was earlier identified as NBFC - Base Layer (NBFC-BL) but as on March 31, 2024 the company moved into NBFC – Middle Layer (NBFC – ML)

Discussion on Financial Performance with respect to Operational Performance:

The Company offers its customers Business and Retail Loans and has set of borrowers like corporate, individuals and SMEs engaged in various business like bullion dealing, gems & jewellery, commodities trading, technology solution, agriculture & agri-product trading, financial services, retail trading, electrical equipment manufacturing etc. and has customers in the state of Delhi, Kolkata, Maharashtra, Gujarat, Madhya Pradesh, Daman and Diu, Uttar Pradesh, Uttarakhand etc. The asset book / loan book of the Company as on March 31, 2024, stood at ₹ 36,022.84 Lakhs. The Company's lending operations remained strong with the growing demand.

The Gross and Net Stage 3 Assets are NIL as on March 31, 2024. Hence, there is no NPA during the year under review.

Net profit of the Company increased Y-o-Y by 38.18%.

Credit rating was reaffirmed / assigned PP-MLD BBB- / PP-MLD BBB+ by the respective leading credit rating agencies.

A summary of FY 2023-24 financial highlights together with FY 2022-23 financials as per Ind AS is as under:

- (1) **TOTAL REVENUE** was ₹ 7,702.14 Lakhs for the year as compared to ₹ 2,412.51 Lakhs during the previous year.
- (2) **TOTAL EXPENSE** (including depreciation) has increased to ₹ 5,794.48 Lakhs for the year ended March 31, 2024 as against ₹ 1,217.52 Lakhs for the previous year. The increase in expenses was mainly due to increase in borrowing costs and employee benefits

- (3) The Company has seen an increase in the **PROFIT BEFORE TAX (PBT)** of ₹ 1,907.66 Lakhs as against ₹ 1,194.99 Lakhs for the previous year.
- (4) The **PROFIT AFTER TAX (PAT)** increased to ₹ 1,435.14 Lakhs during the year as against ₹ 887.52 Lakhs for the previous year.
- (5) The Company has maintained a **CAPITAL TO RISK ASSETS RATIO (CRAR)** at 38.43% as on March 31, 2024 which is well above the minimum stipulated RBI norms.
- (6) An amount of ₹ 287.03 Lakhs was transferred to **RESERVE FUND** pursuant to Section 45-IC of the Reserve Bank of India Act, 1934.
- (7) The **EARNINGS PER SHARE** (Basic & Diluted) stood at ₹ 4.16 as compared to ₹ 3.34 in the previous year.
- (8) The **DEBT-EQUITY RATIO** stood at 2.50 times as compared to 1.21 times in the previous year.

Material Developments in Human Resources / Industrial Relations front, including number of people employed:

Abans Group considers people as its biggest asset and “Believing in People” is at the heart of its human resource strategy. It has put concerted efforts in talent management and succession planning practices, strong performance management and learning & training initiatives to ensure that your Company consistently develops inspiring, strong and credible leadership.

The group has established an organization structure that is agile and focused on delivering business results. Your Company strongly believes in fostering a culture of trust and mutual respect in all its employees. With regular communication and sustained efforts, it is ensured that employees are aligned on common objectives and have the right information on business evolution.

As on March 31, 2024 the Company had 49 employees on its payroll. The Board of Directors places on record their appreciation to all the employees of the Company for their sustained efforts, dedication and hard work.

For and on behalf of the Board of Directors
Abans Finance Private Limited

Sd/-
Mahesh Kumar Cheruvvedu
Director & CEO
DIN: 09499122

Sd/-
Abhishek Bansal
Director
DIN: 01445730

Date: July 9, 2024
Place: Mumbai

Corporate Governance Report

I. PHILOSOPHY ON CODE OF GOVERNANCE:

The Corporate Governance philosophy at ABANS Group is not only to adhere to the statutory requirements in letter but also in spirit. The Company is conscious and continues to voluntarily formulate and comply with the best corporate governance practices to ensure transparency, fairness in action, accountability, integrity and equity in all its engagements and thus create long term value for its stakeholders. The Company relentlessly strives to align its vision and business strategy with the welfare and best interests of all its stakeholders.

Your Company recognizes its role as a corporate citizen and believes in the concept of good corporate governance and has put in place various policies, systems and processes to achieve highest levels of transparency, business ethics and compliance with applicable laws. The Company continues to maintain the same tradition and commitment.

II. BOARD CONSTITUTION:

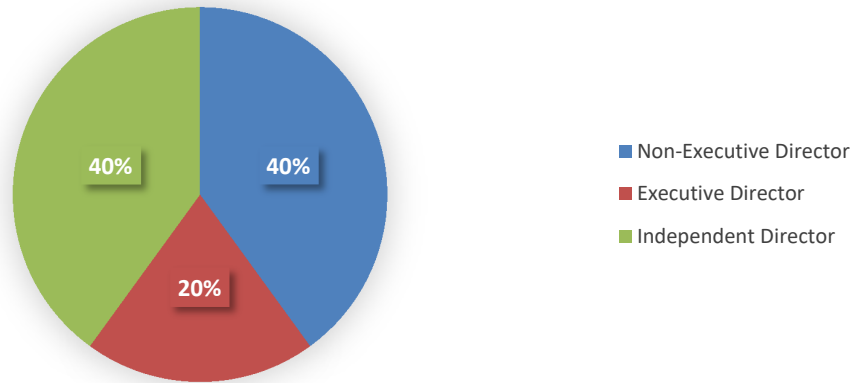
The composition of the Board consists of an optimum combination of executive and non-executive directors as well as Independent and Non – Independent Directors, the said composition is in conformity to the provisions of the Companies Act, 2013 and the rules framed thereunder, and the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (“RBI Master Directions”) as amended; and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications as may be amended from time to time.

The Board of Directors of the Company bring to the fore a vast range of skills and experience from various fields, functions and sectors, which enhance the governance framework and Board’s decision making process. The Board has identified the below mentioned skills / area of expertise / competencies required in the context of Company’s business and the industry it operates:

- Understanding on the Commodity Markets / Commodity Derivatives Markets / Capital Markets
- Operations, ALM and Risk Management of Securities Trading
- Corporate Governance, Compliance, Accounting Standards and Taxation
- Accounting & finance
- Global Trade and its dynamics
- Strategic Planning, Business Operations and Business Development
- Legal and Compliance
- Infrastructure Management, Developing Implementing ISMS, Facilities Management etc.
- Leadership and Mentoring Skills

Size, Composition, Meeting and Attendance of Board:

As on March 31, 2024, the Board comprises of 5 Directors of whom 2 are Independent Directors (including 1 Woman Independent Director), 2 are Non- Executive Directors and 1 Executive Director & CEO.



The Name, Designation and Category of Directors on Board, Number of Equity Shares held, the number of directorships and committee positions held by them, the name of the other listed entities where he/she is a Director and their qualification / experience as on March 31, 2023 is given below:-

| Name and DIN of the Directors | Designation and Category | No. & (%) of Equity shares Held | Number of other Directors hips * | Name of other listed entity where person is Director and category of Directorship | Committee positions in other public limited companies. \$ | | Qualification / Experience |
|--|---|---------------------------------|----------------------------------|---|---|----------------|--|
| | | | | | As Member | As Chairperson | |
| Mr. Mahesh Kumar Cheruveedu DIN: 09499122 | Executive Director, Non-Independent | - | 1 | - | - | - | B.Com, MBA, MFM, PGDFA (More than 25 years of experience) |
| Mr. Abhishek Bansal DIN: 01445730 | Non – Executive, Non-Independent Director | 1568 (0.01%) | 3 | Abans Holdings Limited - Managing Director | - | - | Masters in graduation (More than 22 years of experience) |
| Mr. Shivshankar Singh DIN: 07787861 | Non – Executive, Non-Independent Director | - | 6 | - | 1 | - | BE, Electronics Engineering (More than 30 years of experience) |
| Ms. Ashima Chhatwal DIN: 09157529 | Non – Executive, | - | 6 | - Abans Holdings Limited - | 2 | 0 | Company Secretary & LLB (More |

| | | | | | | | |
|--|---------------------------------------|---|---|---|---|---|--------------------------------------|
| | Independent Director | | | Independent Director - R & B Infra Project Limited - Independent Director - Sanghvi Housing and Infrastructure Limited - Independent Director | | | than 7 years of experience) |
| Mr. Kumud Chandra Paricha Patnaik DIN: 09696281 | Non – Executive, Independent Director | - | 4 | - Abans Holdings Limited - Independent Director - Lux Industries Limited - Independent Director | 1 | 1 | BA, MA, LLB (35 years of experience) |

^{*}Directorships held by the Directors as mentioned above, exclude directorships held in private companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013 but includes directorships in Deemed Public Companies.

^sFor the purpose of considering the Committee Memberships and Chairmanships for a Director, the Audit Committee and the Stakeholders' Relationship Committee of Public Limited Companies alone have been considered.

- None of the Directors hold office in more than 10 public companies as prescribed under the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations").
- No Director holds directorships in more than 7 listed companies, across all their directorships held, including that in the Company.
- None of the Directors serve as an Independent Director in more than 7 listed companies as required under the SEBI Listing Regulations.
- None of the Directors on the Board is a member of more than 10 Committees and Chairperson of more than 5 Committees, across all public limited companies in which he / she is a Director.
- None of the Directors are related to each other.

All the directors of the Company have confirmed that they are not disqualified for being appointed as directors pursuant to Section 164 of the Act.

The Board meets at least once in a quarter to inter-alia review the Company's quarterly performance and Financial Results, discuss operations, compliances and other matters. The Meetings are conducted in compliance with the regulatory requirements including those prescribed under the Act.

In the event of any special and urgent business need, the Board's approval is taken by passing resolutions by circulation, in accordance with all the applicable laws, which are noted and confirmed in the succeeding Board Meeting.

The Board met 4 (Four) times during the financial year 2023-24 on April 28, 2023, August 08, 2023, November 01, 2023 and January 31, 2024. All the Meetings were held

in a manner that not more than 120 days lapsed between two consecutive Meetings. The required quorum was present at all the above Meetings.

The details of the Directors along with their attendance at Board Meetings held during the Financial Year 2023-24 and Annual General Meeting (“AGM”) held on Friday, September 29, 2023 are as given below:

| Name of Directors | No. of Meetings entitled to attend | No. of Meetings attended | % of attendance | Attendance at the last AGM |
|---|------------------------------------|--------------------------|-----------------|----------------------------|
| Mr. Abhishek Bansal | 4 | 4 | 100% | Yes |
| Mr. Shivshankar Singh | 4 | 4 | 100% | Yes |
| Ms. Ashima Chhatwal | 4 | 4 | 100% | Yes |
| Mr. Kalpesh Darji (upto 01/11/2023) | 4 | 4 | 100% | Yes |
| Mr. Mahesh Kumar Cheruveedu | 4 | 4 | 100% | Yes |
| Mr. Kumud Chandra Paricha Patnaik (w.e.f. 01/11/2023) | 1 | 1 | 100% | N.A. |

Performance Evaluation of Board, its Committees and Directors:

Pursuant to the provisions of the Act and applicable SEBI Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, evaluation of the working of its Committees as well as performance of all the Directors individually. The Performance Evaluation of Board, its Committees and Directors has been discussed in detail in the Directors’ Report.

Independent Directors:

Independent Director acts as a guide, coach and mentor to the Company. They provide independent oversight in the Company. Independent Directors play an important role in deliberations at the Board Meetings and bring to the Company their wide experience in the fields of finance, accountancy, law etc.

All the Committees which require Independent Directors in the composition have Independent Directors as specified in terms of the SEBI LODR Regulations (to the extent applicable), the Act and the RBI Master Directions. These Committees function within the defined terms of reference in accordance with the Act, the SEBI LODR Regulations (to the extent applicable), RBI Master Directions and as approved by the Board, from time to time. The terms and conditions of appointment of Independent Directors are available on the Company’s website at www.abansfinance.com.

Independent Directors are familiarized with their roles, rights and responsibilities as well as with the nature of the industry in which the Company operates its business model, the dynamics of the non-banking financial services industry, overview, key regulatory developments, strategy and performance of the Company, governing regulations, information technology and major developments and updates on the Company so as to enable them to take well-informed decisions in a timely manner. The Company issues a letter of appointment stating his / her role, function, duties and responsibilities at the time

of appointment of an Independent Director and during the year under review imparted training to Independent Directors, familiarizing them with their roles, rights, duties and responsibilities, nature of Industry in which the company operates and business model of the Company.

In compliance with Rule 6(1) and (2) of Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, all Independent Directors have confirmed their respective registrations in the Independent Directors Data bank.

Pursuant to section 149(8) read with Schedule IV of the Act, the Independent Directors of the Company to hold at least one meeting as per regulatory requirements without the attendance of non-independent directors and members of the management. In view of the aforesaid requirements, the Independent Directors of the Company met on March 21, 2024.

III. COMMITTEES OF THE BOARD:

The Board has constituted various committees pursuant to applicable guidelines to focus on specific areas and to make informed decisions. Each Committee of the Board is guided by their terms of reference, which defines the scope, powers and composition of the Committee.

All decisions and recommendations of the various Committees were accepted by the Board during the Financial Year 2023-24. The composition of the various Committees along with their terms of reference is as under:

(1) Audit Committee:

Your Company has a duly constituted Audit Committee consisting of three Directors with Independent Directors forming a majority and the Chairperson being an Independent Director in terms of the provisions of RBI Master Directions read with Section 177 of the Companies Act, 2013.

All the Members of the Committee are financially literate and majority of the Members including the Chairperson possess accounting financial management expertise.

During the year under review, the Audit Committee of the Company met 4 (Four) times on viz. April 28, 2023, August 08, 2023, November 11, 2023 and January 31, 2024.

The composition of the Audit Committee and the details of attendance of the Members at the Meetings held during the financial year under review are as under:

| Sr. No. | Name of the Members | Category | Designation | Number of Meetings | |
|---------|---|----------------------|-------------|--------------------|----------|
| | | | | Held | Attended |
| 1. | Mr. Kalpesh Darji (upto 01/11/2023) | Independent Director | Chairperson | 3 | 3 |
| 2. | Mr. Kumud Chandra Paricha Patnaik (w.e.f. 01/11/2023) | Independent Director | Chairperson | 1 | 1 |

| | | | | | |
|----|---------------------|------------------------|--------|---|---|
| 3. | Ms. Ashima Chhatwal | Independent Director | Member | 4 | 4 |
| 4. | Mr. Abhishek Bansal | Non-Executive Director | Member | 4 | 4 |

A brief description of terms of reference w.r.t. powers, functions and duties as in line with Section 177 of the Companies Act, 2013 and other applicable guidelines are detailed below:

- 1) Examining and overseeing that the Company's financial statements and auditors' report thereon and to oversee the Company's financial reporting process and the disclosure of its financial information are correct, sufficient and credible;
- 2) Considering and recommending the appointment, remuneration and terms of appointment of auditors of the company and approval of payment to statutory auditors for any other services to be rendered by the statutory auditors;
- 3) Determining the nature and scope of audit as well as post-audit discussion to ascertain any areas of concern with Statutory Auditors / Internal Audit before the audit commences;
- 4) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- 5) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audits;
- 6) Reviewing with the management and overseeing the quarterly / half-yearly / yearly Financial Results along with the Limited Review Report / audit report before submission to the Board for approval;
- 7) Reviewing, with the management, the annual Financial Statements and Auditors Report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Act;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the Financial Statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to Financial Statements;
 - f. Disclosure of any related party transactions; and
 - g. Modified opinion(s) in the draft Audit Report.
- 8) Reviewing and monitoring the end use of funds raised through public offers / private placements and related matters.
- 9) Approval or any subsequent modification of transactions of the company with related parties;
- 10) Scrutiny of inter-corporate loans and investments;
- 11) Valuation of undertakings or assets of the company, wherever it is necessary;
- 12) Evaluation of internal financial controls and risk management systems;
- 13) Overseeing the Vigil Mechanism / Whistle Blower policy as established by the Company and providing direct access to employees and Directors to the Chairperson

of Audit Committee to report genuine concerns and also safeguard against the victimization of Employees and Directors, who use vigil mechanism to report genuine concerns;

- 14) Reviewing and approving the key accounting policies of the Company and/or changes therein;
- 15) Ensuring that an Information System Audit of the internal systems and processes is conducted at least once in two years to assess operational risks faced by the Non-Banking Financial Company (NBFC);
- 16) Any other roles / duties / responsibilities as may be delegated by the Board of the Company or specified / provided under the Act or SEBI LODR Regulations or RBI Master Directions or by any other regulatory authority from time to time;

(2) **Nomination and Remuneration Committee:**

Your Company has a duly constituted Nomination and Remuneration Committee consisting of three Non-Executive Directors out of which not less than one-half are Independent Directors in terms of the provisions of RBI Master Directions read with Section 178 of the Companies Act, 2013.

During the year under review, the Nomination and Remuneration Committee of the Company met 3 (Three) times on viz. April 28, 2023, November 01, 2023 and January 31, 2024.

The composition of the Nomination and Remuneration Committee and the details of attendance of the Members at the Meetings held during the financial year under review are as under:

| Sr. No. | Name of the Members | Category | Designation | Number of Meetings | |
|---------|---|------------------------|-------------|--------------------|----------|
| | | | | Held | Attended |
| 1. | Mr. Kalpesh Darji (upto 01/11/2023) | Independent Director | Chairperson | 2 | 2 |
| 2. | Mr. Kumud Chandra Paricha Patnaik (w.e.f. 01/11/2023) | Independent Director | Chairperson | 1 | 1 |
| 3. | Ms. Ashima Chhatwal | Independent Director | Member | 3 | 3 |
| 4. | Mr. Abhishek Bansal | Non-Executive Director | Member | 3 | 3 |

A brief description of terms of reference w.r.t. powers, functions and duties as in line with Section 178 of the Companies Act, 2013 and other applicable guidelines are detailed below:

- 1) Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board for their appointment and removal;
- 2) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees

- 3) Formulation of criteria for evaluation of performance of Individual Directors (including Independent Directors), the Board and Committees, devising a policy on diversity of Board of Directors, and determining whether to extend or continue the term of appointment of Independent Directors, on the basis of the report of performance evaluation of Independent Directors.
- 4) Succession planning for the Board of Directors, Key Managerial Personnel and Senior Management personnel;
- 5) Recommend to the Board, all remuneration, in whatever form, payable to senior management;
- 6) Ensuring that a policy for ascertaining 'fit and proper' criteria for directors at the time of appointment and on a continuing basis as per RBI Master Directions put in adopted / reviewed / amended with the approval of the Board of Directors;
- 7) Framing suitable policies and systems to ensure that there is no violation by any Employee of any applicable laws in India or overseas, including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (SEBI PIT Regulations);
- 8) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended by the Nomination and Remuneration Committee.

(3) **Risk Management Committee:**

The Board has constituted a Risk Management Committee pursuant to RBI Master Directions to identify, manage the integrated risk and mitigate the risks and areas of concern across various functional areas.

At present, the Risk Management Committee comprises of 3 Directors as its Members including one Independent Director.

During the year under review, the Risk Management Committee of the Company met 3 (Three) times on viz. April 28, 2023, November 01, 2023 and January 31, 2024.

The composition of the Risk Management Committee and the details of attendance of the Members at the Meetings held during the financial year under review are as under:

| Sr. No. | Name of the Members | Category | Designation | Number of Meetings | |
|---------|---|--------------------------|-------------|--------------------|----------|
| | | | | Held | Attended |
| 1. | Mr. Kalpesh Darji (upto 01/11/2023) | Independent Director | Chairperson | 2 | 2 |
| 2. | Mr. Kumud Chandra Paricha Patnaik (w.e.f. 01/11/2023) | Independent Director | Chairperson | 1 | 1 |
| 3. | Mr. Abhishek Bansal | Non-Executive Director | Member | 3 | 3 |
| 4. | Mr. Mahesh Kumar Cheruveedu | CEO & Executive Director | Member | 3 | 3 |

A brief description of terms of reference w.r.t. powers, functions and duties are detailed below:

- 1) Formulating and reviewing a detailed Risk Management Policy of the Company;
- 2) Monitoring and overseeing implementation of the Risk Management Policy, including evaluating the adequacy of risk management systems;
- 3) Ensuring appropriate methods, processes, systems, practices and other control mechanism are in place to monitor and evaluate risks associated with the business of the Company including liquidity risk;
- 4) Keeping the Board of Directors of the Company informed about any imminent or potential risks that may affect the business of the Company and ways to manage the risk;
- 5) Any other duties as may be delegated by the Board of the Company or specified / provided under the Act or by the SEBI LODR Regulations or by any other regulatory authority;

(4) Asset Liability Management Committee:

The Company has constituted an Asset Liability Management Committee pursuant to RBI Master Directions to ensure adherence to the limits set by the Board of the Company and/or the Risk Management Committee as well as for deciding the business strategy of the company (on the assets and liabilities sides) in line with the company's budget and decided risk management objectives.

At present, the Asset Liability Management Committee comprises of 4 Members.

During the year under review, the Asset Liability Management Committee of the Company met 4 (Four) times on viz. April 28, 2023, August 08, 2023, November 01, 2023 and January 31, 2024.

The composition of the Committee and details of participation of the Members at the Meetings of the Committee during the year are as under:

| Sr. No. | Name of the Members | Category | Designation | Number of Meetings | |
|---------|-----------------------------|------------------------------------|-------------|--------------------|----------|
| | | | | Held | Attended |
| 1. | Mr. Mahesh Kumar Cheruveedu | CEO & Executive Director | Chairperson | 4 | 4 |
| 2. | Mr. Abhishek Bansal | Non-Executive Director | Member | 4 | 4 |
| 3. | Mr. Bhavik Thakkar | Head – Wealth and Asset Management | Member | 4 | 4 |
| 4. | Mr. Nirbhay Vassa | Chief Financial Officer | Member | 4 | 4 |

The broad terms of reference of the Committee are as follows:

- 1) To review/ monitor the Asset Liability Management (ALM) profile and systems of the Company from time to time;
- 2) To monitor and manage the following by taking appropriate steps and recommending suitable measures to the Board:
 - Liquidity risk management;
 - Management of market risks;
 - Funding and capital planning and
 - Interest Rate Risk
- 3) To advise on Funding, Source & Mix of Liabilities, Product Pricing for the loans etc.
- 4) To review the ALM returns and take suitable remedial measures.
- 5) To adopt, amend, revise and modify ALM Policy of the Company in compliance with the regulatory requirements;
- 6) To assess the funding and capital planning for the Company.
- 7) To advise roadmap for profit planning and growth projections of the Company.
- 8) Any other role/ functions as may be specifically referred to ALCO by the Board, or as may be required under directions/ circulars/ notifications/ guidelines issued by the Reserve Bank of India from time to time, or other applicable law(s) for the time being in force.

(5) IT Strategy Committee:

The Board has constituted an IT Strategy Committee pursuant to RBI Master Direction DNBS.PPD.No.04/66.15.001/2016-17 dated June 08, 2017, on Information Technology Framework for the NBFC Sector to oversee the cyber security arrangements and the other matters related to IT Governance.

The Committee comprises of 3 Members including Chairperson being an Independent Director.

During the year under review, the IT Strategy Committee of the Company met 2 (Two) times on viz. August 08, 2023 and November 01, 2023.

The composition of the Committee and details of participation of the Members at the Meetings of the Committee during the year are as under:

| Sr. No. | Name of the Members | Category | Designation | Number of Meetings | |
|---------|-----------------------|-------------------------------|-------------|--------------------|----------|
| | | | | Held | Attended |
| 1. | Ms. Ashima Chhatwal | Independent Director | Chairperson | 3 | 3 |
| 2. | Mr. Shivshankar Singh | Head – Information Technology | Member | 3 | 3 |
| 3. | Mr. Ajay Govale | In-charge of IT Operations | Member | 3 | 3 |

A brief description of terms of reference w.r.t. powers, functions and duties are detailed below:

- 1) Approving, reviewing and amending IT strategy and policy documents and ensuring that the management has put an effective strategic planning process in place;
- 2) Ascertaining that management has implemented processes and practices that ensure that the IT delivers value to the business;
- 3) Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable;
- 4) Monitoring the method that management uses to determine the IT resources needed to achieve strategic goals and provide high-level direction for sourcing and use of IT resources;
- 5) Ensuring proper balance of IT investments for sustaining NBFC's growth and becoming aware about exposure towards IT risks and controls;
- 6) To report to the Board of Directors on IT Governance and
- 7) Any other matter related to IT Governance.

(6) Other Committees:

In addition to the above, for ease of operations, governance and other compliance related matters the Board has from time to time constituted various other Committees i.e. Finance Committee, IT Steering Committee (review of Information Technology (IT) related matters under supervision of the Information Technology Strategy Committee) and Credit Lending Committee.

IV. REMUNERATION TO DIRECTORS:

During the year under review, the details of transactions with Non-Executive Directors of the company and the sitting fees as being paid for attending the meetings of the Board and the Committees thereof has been disclosed in Note No. 28 to financial statements.

During FY 2023-24, the remuneration paid to Mr. Mahesh Kumar Cheruveedu, Executive Director & CEO was ₹ 55 Lakhs.

V. GENERAL BODY MEETING:

(1) Annual General Meetings:

The details of the Annual General Meetings held in the last three financial years are given below:

| Meeting & Financial Year | Day, Date & Time | Venue | Whether any Special Resolution passed or not |
|-------------------------------|--|--|--|
| 29 th AGM, 2022-23 | Friday, September 29, 2023 at 09.30 am | 36, 37, Floor-3, Plot-227, Nariman Bhavan, Vinayak Kumar Shah Marg, NCPA, Nariman Point, Mumbai – 400021 | Yes |

| | | | |
|--------------------------------------|--|--|-----|
| 28 th AGM, 2021 – 2022 | Friday, September 30, 2022 at 09.30 am | 36, 37, Floor-3, Plot-227, Nariman Bhavan, Vinayak Kumar Shah Marg, NCPA, Nariman Point, Mumbai – 400021 | Yes |
| 27 th AGM, 2020 – 2021 | Thursday, September 30, 2021 at 10.30 am | 36, 37, Floor-3, Plot-227, Nariman Bhavan, Vinayak Kumar Shah Marg, NCPA, Nariman Point, Mumbai – 400021 | Yes |

(2) Extra Ordinary General Meetings:

The details of the Extra Ordinary General Meetings (EGM) of the Company held during the financial year 2023-24 are given below:

| Day, Date & Time | Venue | Details of Special resolution |
|---|---|---|
| Thursday, July 13, 2023 at 10:30 am | 36, 37, Floor-3, Plot-227, Nariman Bhavan, Vinayak Kumar Shah Marg, NCPA, Nariman Point, Mumbai – 400021. | Issue of Non-Convertible Debt Securities on Private Placement Basis |

(1) No Special Resolution was passed through postal ballot during FY 2023-24.

(2) No Special Resolution is proposed to be conducted through postal ballot.

VI. MEANS OF COMMUNICATION:

Your Company focuses on prompt, continuous and efficient communication to all its stakeholders. The Company has provided adequate and timely information to its member's, debenture holders and other stake holders through the following means:

(1) Financial Results, Newspaper Publication where results published and other periodical filings:

The quarterly, half yearly and year to date Financial Results of the Company are filed electronically on the website of Stock Exchange where the Non-Convertibles Debentures of the Company are listed i.e. BSE Limited and can be accessed at www.bseindia.com and are also hosted on the website of the Company at www.abansfinance.com. The aforementioned Financial Results are published simultaneously in the leading English Newspaper viz. Financial Express.

All other periodical filings and corporate announcements for investor's perusal are filed electronically with BSE Limited and are also on the website of the Company.

(2) Website:

The Company maintains a website containing relevant information of the Company and can be accessed at www.abansfinance.com.

(3) Annual Report:

The Annual Report containing, inter-alia, the Audited Financial Statement, Board's report, Auditors' Report and other important information is circulated to Members, Debenture Holders and others entitled thereto through applicable modes. The Management Discussion and Analysis Report forms part of the Annual Report. The Annual Report is available in download form on the website of the Company at www.abansfinance.com and is also being submitted to Stock Exchange and can be accessed at www.bseindia.com.

VII. GENERAL SHAREHOLDER INFORMATION:

(1) Annual General Meeting for FY 2023-24:

Date : August 13, 2024
Day : Tuesday
Time : 10:30 A.M. (IST)
Venue : Registered Office of the Company situated at 36, 37, Floor-3, Plot-227, Nariman Bhavan, Vinayak Kumar Shah Marg, NCPA, Nariman Point Mumbai 400021

(2) Financial Year: April 01, 2023 to March 31, 2024

(3) Dividend payment date: No Dividend was declared for the financial year under review

(4) Listing on Stock Exchanges and Listing Fees:

| | |
|---|---|
| Type of Securities Listed | Market Linked Non-Convertible Debt Securities issued on a Private Placement Basis |
| Name and Address of the Stock Exchange | BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 |

The Company confirms the payment of annual listing fees as applicable, to BSE Limited for the FY 2023-24 and FY 2024-25.

(5) Stock Code: The equity shares of the Company are not listed on the Stock Exchange, hence the Stock code is not applicable.

(6) Market Price Data – High, low during each month in last financial year: Not Applicable

(7) Performance in comparison to broad-based indices such as BSE Sensex, CRISIL Index: Not Applicable

(8) Details of the Securities suspended from trading: Not Applicable

(9) Registrars & Transfer agent:

For Debentures:

Link Intime India Private Limited

Trade World, A Wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai 400013.

For Equity:

Purva Sharegistry (India) Private Limited

9, Shiv Shakti Industrial Estate, J. R. Boricha Marg Lower Parel (East), Mumbai 400011.

(10) Share Transfer System:

In terms of Regulation 61(4) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form. All requests for transfer and/or dematerialisation of securities held in physical form, should be lodged with the office of the Company's Registrar and Transfer Agent for dematerialisation.

(11) Distribution of Shareholding:

| Range of Holdings | Number of Shares | % to Total Capital | No. of Share holders | % of Share holders |
|-------------------|------------------|--------------------|----------------------|--------------------|
| 1 to 5,000 | 1568 | 0.00% | 1 | 25% |
| 5,001 to 10,000 | 7840 | 0.02% | 1 | 25% |
| 10,001 & Above | 34463321 | 99.98% | 2 | 50% |

(12) Dematerialisation of Shares and Liquidity:

As on March 31, 2024, 100% of the equity shares of the Company were held in dematerialised form.

(13) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity:

As on March 31, 2023, the Company did not have any outstanding GDRs/ADRs/Warrants or any Convertible Instruments.

(14) Plant Locations: Not applicable

(15) Address for correspondence:

Abans Finance Private Limited

36, 37, Floor-3, Plot-227, Nariman Bhavan, Vinayak Kumar Shah Marg, NCPA, Nariman Point, Mumbai 400021

Website: www.abansfinance.com

Tel: 022 61790000

Email: cs.afpl@abans.co.in

(16) Credit Ratings as on March 31, 2024:

| Credit Rating Agency | Instruments | Ratings |
|-----------------------------------|--|-----------------------------|
| CARE Ratings Limited | Principal Protected Market Linked Debentures | CARE PP-MLD BBB- / Stable |
| Acuité Ratings & Research Limited | Principal Protected Market Linked Debentures (PP- MLD) | ACUITE PP-MLD BBB+ / Stable |

VIII. OTHER DISCLOSURES:

- (1) The details of related party transactions are disclosed in the notes to the Financial Statements.
- (2) There were no instances of non-compliance by the Company nor any penalties, strictures imposed on the Company by the Stock Exchange(s) or Securities and Exchange Board of India (SEBI) or any statutory authority on any matter related to capital markets, during the last three years.
- (3) The Company has established a vigil mechanism / whistle blower policy. During the year under review, no employee / personnel was denied access to the Chairman of Audit Committee.
- (4) The Company has maintained high standards of Compliance with the Mandatory requirements as may be applicable from time to time.
- (5) The Company confirms that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.
- (6) The details of remuneration to Statutory Auditors have been provided in notes to Accounts included in the Financial Statements section of this Annual Report.
- (7) There were no shares lying in the demat suspense account / unclaimed suspense account during the financial year under review.

For and on behalf of the Board of Directors
Abans Finance Private Limited

Sd/-
Mahesh Kumar Cheruvvedu
Director & CEO
DIN: 09499122

Sd/-
Abhishek Bansal
Director
DIN: 01445730

Date: July 09, 2024
Place: Mumbai

Secretarial Audit Report

Form No. MR-3

Secretarial Audit Report for the Financial Year ended March 31, 2024
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Abans Finance Private Limited
CIN: U51219MH1995PTC231627

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- i) The Companies Act, 2013 ('the Act') and the Rules made thereunder including any re-enactment thereof;
- ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992, Rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):(**Not applicable to the Company as it is a Private Unlisted Company**)
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (**Not applicable to the Company as it is a Private Unlisted Company**)
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (**Not applicable to the Company as it is a Private Unlisted Company**)
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not applicable to the Company as it is a Private Unlisted Company**)
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (**Not applicable to the Company as it is a Private Unlisted Company**)
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - 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 the client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (**Not applicable to the Company as it is a Private Unlisted Company**)and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not applicable to the Company as it is a Private Unlisted Company**)

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India and as notified by the Central Government, and
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time.

I further report that

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

During the audit period Mr. Kalpesh Darji, an Independent Director resigned on 1st November 2023 due to pre-occupancy.

Mr. Kumud Chandra Paricha Patnaik was appointed as an Additional Director (Independent) w.e.f. 1st November 2023 and shall hold office upto the date of the ensuing Annual General Meeting.

Mr. Shivshankar Singh, a Non-Executive Director, who was liable for retirement at the 29th Annual General Meeting held on 29th September 2023 and being eligible had offered himself for re-appointment, was re-appointed as a Non-Executive Director whose office is liable to retirement by rotation.

There were no other changes in the Board of Directors of the Company during the audit period. As on 31/3/2024 the following were the Directors on the Board of the Company, namely (1) Mr. Mahesh Kumar Cheruveedu, Executive Director and CEO (2) Mr. Abhishek Bansal, Non-Executive Director (3) Mr. Shivshankar Singh, Non-Executive Director (4) Ms. Ashima Chhatwal, Independent Director and (5) Kumud Chandra Paricha Patnaik, Independent Director. None of the Directors were of the age of 75 or more.

The Annual Disclosures / Declarations of Directors in the Form MBP-1, DIR-8, Declaration of Independence which were required to be placed before the first meeting of the Board held during Financial Year 2023-24.

Mr. Harsh Shah, Company Secretary and Compliance Officer (KMP) of the Company resigned on 29th December 2023. Mr. Dharav Ashok Sheth was appointed as the Company Secretary and KMP of the Company w.e.f. 31st January 2024.

The Company had entered into transactions with Related Parties. However, as explained to us, the said transactions were in the ordinary course of business and at Arm's Length Basis and therefore, there were no entries made in the Register required to be maintained in form MBP-4. Since, the Management has independently examined compliance of the criteria of ordinary course of business and Arm's Length Basis, we have not dealt with the same.

The provisions of section 135 of the Companies Act, 2013 and the rules made thereunder were applicable to the Company. Based on the calculation of average net profits for the immediately preceding three financial years ended 31/3/2023 an amount of Rs.12,73,809/- was due to be spent on CSR project during the audit period. The said amount was spent by the Company by donation to (i) Navneet Foundation, Mumbai 400021, Rs.1,17,250/- (ii) Abans Foundation, Mumbai 400021, Rs.8,88,934/- (iii) HKM Charitable Foundation, Hyderabad 500075, Rs.8,750/- (iv) Gopal Gaushala Trust, Mumbai 400021, Rs.2,51,000/- and (v) amount spent on purchase of grocery for distribution from Jain Provision Stores, Mumbai 400006, Rs.7,875/-. The amounts spent on CSR were for the purpose of promotion of education; eradication of hunger, poverty and malnutrition and Gaushala and cattle welfare.

The Company was in the process of incorporation of a new Wholly Owned Subsidiary (WOS) in the International Financial Services Centre (IFSC) of Gujarat International Finance Tec-city (GIFT) under the Special Economic Zone Act, 2005 (SEZ Act, 2005). As on 31/3/2024 the Company was awaiting clearance from Reserve Bank of India for proposed incorporation of WOS as above.

The Company had used only a dedicated bank account with ICICI Bank for collecting / depositing issue proceeds of the Non-Convertible Debentures instead of using a separate bank account for each of the issues of each of the Series / Tranches of NCDs. In respect of a few cases, the Company had used the NCD proceeds before filing their respective returns of allotment.

The Company had issued 7,142 Non-Convertible Debentures (NCDs) during the audit period out of which 500 NCDs were issued as unsecured NCDs and the remaining 6,642

NCDs were issued as secured NCDs. The NCDs were allotted in dematerialised form and appropriate amount of Stamp Duty @ 0.005% ad valorem was paid thereon. The power of issue and allotment of NCDs has been delegated by the Board to a committee called 'Finance Committee'.

The Company had acquired 100% stake in Corporate Avenue Services Limited (CASL), an unlisted entity in the UK in an all-cash transaction during FY 2022-23 for which it has obtained due approvals from the Reserve Bank of India and the Financial Conduct Authority, UK. During the year under review the Company has remitted USD 999990 (equivalent to Rs.8,32,37,968/-) towards share capital of CASL under approval route. CASL has issued a share certificate for 11,111 Ordinary Shares of USD 1 each.

The Company has during the year under review at the 29th Annual General Meeting held on 29/9/2023 altered the Main Objects Clause III A of the Memorandum of Association of the Company by insertion of the following sub-clause 4 therein as under.

"4. To set-up, promote and / or acquire company or companies or other entities for the purpose of carrying on mutual fund activities in India or abroad, acting as a sponsor to a Mutual Fund, incorporating or causing the incorporation of and / or acquiring and holding shares in an asset management company and / or trustee company to a mutual fund and to engage in such other activities relating to the Mutual Fund business as permitted under the applicable laws, to set up, create, issue, float, promote and manage assets, trusts or funds including mutual funds, growth funds, investment funds, income or capital funds, taxable or tax exempt funds, charitable funds, venture funds, risk funds, real estate funds, education funds, on shore funds, off shore funds, consortium funds or organize or manage funds or investment on a discretionary or non-discretionary basis on behalf of any person or persons (whether individual, firms, companies, bodies corporate, public body or authority, supreme, local or otherwise, trusts, pension funds, charities, other associations or other entities), whether in the private or public sector and to act as administrators, managers, portfolio managers, or trustees of funds and trust, brokers, managers or agents to the issue, registrar to the issue, underwriters to the issue, financial advisors, trusteeship services and wealth advisory services."

The Company has during the year under review at the 29th Annual General Meeting held on 29/9/2023 altered the Articles of Association of the Company by insertion of the following new definition / Articles therein as under.

"Definitions:

"Debentures" means a debenture within the meaning of sub-section (30) of section 2 of the Companies Act, 2013.

"Debenture Trustee" means the trustee appointed under a Debenture Trustee Agreement in trust for, on behalf of and for the benefit of the holders of Secured Debentures issued by the Company.

70A. (i) "In the event of any default committed by the Company as mentioned in clause (e) of sub-regulation (1) of Regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 ("the Default"), debenture trustee in respect of any outstanding nonconvertible debentures issued by the Company that are listed shall

have the right, to nominate a Director ("Trustee Nominee Director") on the Board of Directors of the Company, and to remove from office any Trustee Nominee Director and to appoint another in his / her place or in the place a Trustee Nominee Director who resigns or otherwise vacates his / her office, in accordance with the applicable provisions of the Act, the Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 ("Debenture Trustee Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021, or any other Applicable Law, regulatory or listing requirements or terms and conditions of issued non-convertible debenture ("Applicable Laws for Nomination").

(ii) Any such nomination, change of Trustee Nominee Director, removal of Trustee Nominee Director shall be made in writing and shall be served by the Trustee at the registered office of the Company ("Notice by Trustee").

(iii) Upon receipt of the Notice by Trustee, the Board shall appoint Trustee Nominee Director on the Board of Directors of the Company in accordance with the provisions of Debenture Trust Deed, provisions of Companies Act, 2013, RBI Regulations, SEBI Regulations and all other applicable provisions of law.

(iv) A Trustee Nominee Director shall be deemed to have vacated his / her office as Director on the Board of Directors of the Company from the date of such Trustee Nominee Director becoming disqualified to be a director on the Board of Directors of the Company pursuant to the provisions of the Act OR from the date of making good the Default by the Company OR from the date of appointing another person a Trustee Nominee Director pursuant to any Notice by Trustee OR from the date of removal of such Director by the Trustee pursuant to any Notice by Trustee OR from the date of the Trustee ceasing to be a debenture trustee of the Company OR any other date from which Trustee Nominee Director cease to be a Trustee Nominee Director pursuant to the Applicable Laws for Nomination, whichever is earlier.

(v) This Article 70A shall automatically cease to apply upon the Company ceasing to hold any outstanding listed non-convertible debentures."

Notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and during the meeting for meaningful participation at the meeting.

Majority of decisions of the Board and committee meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committees thereof as the case may be. There were no dissenting views of any member of the Board or committees thereof during the period under review. **There were two resolutions of the Board which were passed by circulation and the same were noted / confirmed in the immediately succeeding Board meetings.**

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. The Company has generally complied with the secretarial Standards applicable to the Company.

I further report that during the audit period there were no specific events / actions having a major bearing on the affairs of the Company in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **S. P. DATE & ASSOCIATES**
Company Secretaries

Sd/-
SHRIKRISHNA PANDURANG DATE
(Company Secretary in Practice)
Proprietor
ACS No. 2018; C.P. No. 14247
Peer Review Certificate No. 2290/2022
ICSI Unique Code: S2015MH320500

Place: **Mumbai**
Date: **10th May 2024**
UDIN: **A002018F000346714**

‘Annexure A’

To,
The Members,
Abans Finance Private Limited
CIN: U51219MH1995PTC231627

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. 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. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For S. P. DATE & ASSOCIATES
Company Secretaries

Sd/-
SHRIKRISHNA PANDURANG DATE
(Company Secretary in Practice)
Proprietor
ACS No. 2018; C.P. No. 14247
Peer Review Certificate No. 2290/2022
ICSI Unique Code: S2015MH320500

Place: Mumbai
Date: 10th May 2024
UDIN: A002018F000346714

Annual Report on CSR Activities for the Financial Year 2023-24

1. Brief Outline on CSR Policy of the Company :

Corporate Social Responsibility (CSR) is a public spirited cause that has been well introduced by the Companies Act, 2013. Through the CSR there is a formation of a dynamic relationship between a company on one hand and the society and environment on the other. CSR is traditionally driven by a moral obligation and philanthropic spirit.

The Company is vigilant in its enforcement towards corporate principles and is committed towards sustainable development and inclusive growth. The Company is also committed towards improving the quality of lives of people in the communities in which it operates because; the society is an essential stakeholder and the purpose of its existence. The Company believes that giving back to the society through CSR activities is its moral duty.

The Company aims to fulfil the requirements laid down under the Companies Act, 2013 and act diligently to comply with all its Rules and Regulations on CSR.

The CSR policy applies to all the projects as provided in Schedule VII of the Companies Act, 2013 and covers the projects / programs as provided hereunder:

- In Education, our endeavor is to spark the desire for learning and knowledge at every stage.
- In Health care our goal is to render quality health care facilities to people living in the villages and elsewhere through Hospitals.
- Ensuring environmental sustainability
- Promoting Sports
- Activities as per Schedule VII of the Companies Act, 2013.

2. The Composition of the CSR Committee:

Since the amount spent by the company does not exceed fifty lakh rupees, the requirement to constitute Corporate Social Responsibility Committee is not applicable to the company and the functions of said committee are discharged by the Board of Directors of the company.

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the Company:

www.abansfinance.com

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Not Applicable

5. (a) Average net profit of the company as per Section 135(5): ₹ 6,36,90,473/-
- (b) Two percent of average net profit of the Company as per Section 135 (5): ₹ 12,73,809/-
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
- (d) Amount required to be set off for the financial year, if any: Nil
- (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 12,73,809/-
6. (a) Amount spent on CSR Projects (both ongoing Project and other than Ongoing Project): ₹ 12,73,809/-
- (b) Amount spent in Administrative Overheads: Nil
- (c) Amount spent on Impact Assessment, if applicable: Not Applicable
- (d) Total amount spent for the financial Year [(a) + (b) +(c)]: ₹ 12,73,809/-
- (e) CSR amount spent or unspent for the Financial Year:

| Total Amount Spent for the Financial year (in ₹) | Amount Unspent (in ₹) | | | | |
|--|---|------------------|--|--------|------------------|
| | Total Amount transferred to Unspent CSR Account as per Section 135(6) | | Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5). | | |
| | Amount | Date of Transfer | Name of the Fund | Amount | Date of Transfer |
| ₹ 12,73,809/- | - | - | - | - | - |

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

| Sl. No. | Particular | Amount (In ₹) |
|---------|---|---------------|
| (i) | Two percent of average net profit of the Company as per sub-section (5) of section 135 | ₹ 12,73,809/- |
| (ii) | Total amount spent for the Financial Year | ₹ 12,73,809/- |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | - |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | - |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | - |

7. Details of unspent Corporate Social Responsibility amount for the preceding three Financial Years:

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 |
|---|---|---|---|---|---|---|---|

| SI. No. | Preceding Financial Year(s) | Amount transferred to unspent CSR Account under subsection (6) of section 135 (₹ in lakhs) | Balance Amount in Unspent CSR Account under subsection (6) of section 135 (₹ in lakhs) | Amount Spent in the Financial Year (in ₹) | Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of Section 135, If any | | Amount remaining to be spent succeeding Financial Years (₹ in lakhs) | Deficiency, If any |
|----------------|-----------------------------|--|--|---|---|-------------------|--|--------------------|
| | | | | | Amou nt (₹ in lakhs) | Date of Transf er | | |
| Not Applicable | | | | | | | | |

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

No

If Yes, enter the number of Capital assets created/acquired:- Not Applicable

Furnish the details relating to such assets(s) so created or acquired through Corporate Social Responsibility amount spent in the financial year:

| (1) | (2) | (3) | (4) | (5) | (6) | | |
|----------------|---|---------------------------------------|------------------|----------------------------|--|------|--------------------|
| Sl. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pin code of the property or assets(s) | Date of creation | Amount of CSR amount spent | Details of entity/ Authority / Beneficiary of the registered owner | | |
| | | | | | CSR Registration Number, if applicable | Name | Registered address |
| Not Applicable | | | | | | | |

9. Specify the reason (s) if the company has failed to spend two percent of the average net profits as per Section 135(5):

Not Applicable

Sd/-
Mahesh Kumar Cheruveedu
Director & CEO
DIN: 09499122

Sd/-
Abhishek Bansal
Director
DIN: 01445730

Date: July 09, 2024
Place: Mumbai

Independent Auditor's Report

To the Members of Abans Finance Private Limited Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of Abans Finance Private Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at , 31st March 2024 , its Profit including Other Comprehensive Income and its Cash flows, and the Statement of Changes in Equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures

performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements:

| Sr | Key Audit Matters | How our audit addressed the Key Audit Matter |
|----------|--|--|
| 1 | <i>Valuation of Market Linked Debentures (as described in Note No.12 of the standalone financial statements)</i> | |
| | <p>The Company has issued Market Linked Debentures (MLD) during current year linked to the levels of Nifty / Equity share. The outstanding balance of MLD as on March 31, 2024 is INR 10552.52 lakhs The Company on the basis of Valuation Report obtained from the Registered Valuer has done valuation of the outstanding MLD. Considering that internal valuation along with the valuation report obtained of MLD is significant to overall financial statements and the degree of management's judgement involved in the estimate, any error in the estimate could lead to material misstatement in the financial statements. Therefore, it is considered as a key audit matter.</p> | <ul style="list-style-type: none"> • Audit procedures included an assessment of internal controls over fair valuation of MLD outstanding on reporting date. • Assessed and reviewed the fair valuation of MLD by the Company on the basis of Valuation Report obtained from the Registered Valuer for compliance with Ind AS |

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 Management Discussion and Analysis, Board's Report including annexure but does not include the financial statements and our auditor's report thereon. The said Reports is expected to be made available to us after the date of this Auditor's Report

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available to us and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears, to be materially misstated.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the Financial Position , Financial Performance including Other Comprehensive Income, Cash Flows and the Statement Of Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 , as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that we are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and fair presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial

Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A 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 that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31st March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2023 from being appointed as a director in terms of section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rules 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact on its financial position.
 - ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts that require provision under any law or accounting standards for which there were any material foreseeable losses; and

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv.
 - a. Management has represented to us that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts 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 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. Management has represented to us that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts 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, 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
 - c. Based on our audit procedure conducted that are considered reasonable and appropriate in the circumstances, nothing has come to our attention that cause us to believe that the representation given by the management under paragraph (2) (h) (iv) (a) & (b) contain any material misstatement.
- v. The Company has not declared/paid any dividend during the year.
- vi. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023. Based on our examination, the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and audit trail feature was enabled and operated throughout the year for all relevant transactions recorded in the software.

For Paresh Rakesh & Associates LLP
Chartered Accountants
FRN: 119728W/W100743

Sd/-
Nimit Sheth
Partner
M. no: 142645
UDIN: 24142645BKETTB3440

Date: May 10, 2024
Place: Mumbai

Abans Finance Private Limited

“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT ON THE FINANCIAL STATEMENTS OF ABANS ENTERPRISES LIMITED

(Referred to in Paragraph 1 under the heading of “Report on other legal and regulatory requirements” of our report of even date)

- 1)
 - a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment on the basis of available information.
(B) The Company has maintained proper records showing full particulars of intangible assets on the basis of available information.
 - b) As explained to us, Property, Plant & Equipment have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were brought to our notice on such physical verification.
 - c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties disclosed in the financial statements are held in the name of the Company.
 - d) According to information and explanations given to us and books of accounts and records examined by us, Company has not revalued its Property, Plant and Equipment during the year.
 - e) According to information & explanations and representation given to us by the management, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- 2)
 - a) The Company does not deal in any inventories. Accordingly, the provision of clause 3(ii)(a) of the Order is not applicable to it
 - b) As per the information and explanation given to us and examination of books of accounts and other records produced before us, in our opinion the Company was not sanctioned working capital limits in excess of five crore rupees in aggregate, from banks or financial institutions during the year, hence clause (ii)(b) of the Paragraph 3 is not applicable to the Company.
- 3) The Company has made investment in and provided guarantee to companies, firms, Limited Liability Partnerships or any other parties, during the year, in respect of which:
 - a) Since the Company’s principal business is to give loans (NBFC) , the provisions of clause 3(iii)(a) of the Order are not applicable to it.
 - b) In our opinion and according to the information and explanations given to us, the terms and conditions of the grant of all loans and advances in the nature of loans, Investments made, security given and guarantees provided are not prejudicial to the Company’s interest.

- c) In our opinion and according to information and explanations given us and on the basis of our audit procedures, in the case of loans given, the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular.
 - d) According to the books of accounts and records examined by us in respect of the loans, there is no amount overdue for more than ninety days
 - e) Since the Company's principal business is to give loans, the provisions of clause 3(iii)(e) of the Order are not applicable to it.
 - f) Based on our audit procedures and the information and explanation made available to us, 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.
- 4) In respect of Investment made, Loan given, Security Given and Guarantee provided by the Company,
- a) the Company has complied with the provisions of section 185 and section 186 of the Companies Act, 2013
 - b) the Company being an NBFC has complied with the provisions of section 186 to the extent applicable to the Company.
- 5) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, the clause (v) of paragraph 3 of the Order is not applicable to the Company.
- 6) The Central Government has not prescribed the maintenance of cost records under sub-section (1) section 148 of the Act for any of the services rendered by the Company. Accordingly, the provision of clause 3(vi) of the Order is not applicable to the Company.
- 7) In respect of Statutory dues :
- a) According to the records of the Company examined by us, undisputed statutory dues including Goods and Service tax, provident fund, employees' state insurance, income tax, cess and any other material statutory dues have been generally regularly deposited with appropriate authorities. According to the information and explanations given to us, there were no undisputed amounts payable in respect of the aforesaid dues, which were outstanding as March 31, 2024 for a period of more than six months from the date they became payable, except estimated advance Tax Payable upto September 30, 2023 amounting to Rs. 2.14 lakhs.
 - b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) which have not been deposited with the appropriate authority on account of any dispute, except as mentioned below:

| Sr. no | Nature of Liability | Name of Statute | Amount (Rs. In lakhs) | Period to which the amount related | Forum where the dispute is pending |
|--------|---------------------|-----------------------|-----------------------|------------------------------------|------------------------------------|
| 1 | Income Tax | Income Tax Act , 1960 | 3.72 | 2019-20 | Income Tax Officer (CPC) |

- 8) According to the information and explanations given to us and representation given to us by the management, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- 9) a) In our opinion and according to the information and explanations given and books of accounts and records examined by us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) In our opinion, and 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 and records examined by us, the money raised by way of term loans had no specific end utilisation restrictions/conditions and hence reporting under this clause is not applicable to the Company.
- d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that, prima facie, no funds raised on short-term basis have been used during the year for long-term purposes by the Company, except the short-term funds raised against treasury bills aggregating to Rs. 65600 lakhs which has been utilised for purchase of treasury bills with maturity of more than 1 year.
- e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that 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) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- 10) a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) and hence clause (x)(a) of paragraph 3 of the Order is not applicable to the Company.
- b) In our opinion and according to the information and explanations given to us and on the basis of our audit procedures, Company has not made any allotment of

Shares or preferential allotment of fully or partly or optionally convertible debentures during the year or made any private placement of Shares during the Year.

- 11)
 - a) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
 - b) According to the information and explanations given to us, no report under sub-section 12 of section 143 of the Act has been filed by auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
 - c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- 12) In our opinion, Company is not a nidhi company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- 13) In our opinion and according to the information and explanations given to us, all transactions with related parties are in compliance with sections 177 and 188 of the Act and their details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- 14)
 - a) In our opinion, and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
 - b) We have considered the internal audit reports of the Company issued till date, for the period under audit.
- 15) According to the information and explanations provided by the management, the Company has not entered into any non-cash transaction with directors or persons connected with them as referred to in Section 192 of the Act.
- 16)
 - a) The Company has obtained the required registration under Section 45-IA of the Reserve Bank of India Act, 1934 as it conducts Non Banking Financial activities.
 - b) In our opinion, and according to the information and explanations provided to us and on the basis of our audit procedures, the Company has conducted Non-Banking Financial activities after obtaining required CoR from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
 - c) In our opinion, and according to the information and explanations provided to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
 - d) According to the information and explanations provided to us, the Group has only 1 (one) Core Investment Company (CIC).

- 17) In our opinion, and according to the information and explanations provided to us, Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- 18) There has been no resignation of the statutory auditors during the year. Therefore, provisions of clause (xviii) of Paragraph 3 of the Order are not applicable to the Company.
- 19) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the 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.
- 20) According to the information and explanations given to us provisions of section 135 related to Corporate Social Responsibility are not applicable to the Company. Hence, Clause (xx) of the Paragraph 3 is not applicable to the Company.
- 21) Reporting under clause xxi of the Order is not applicable at the standalone level of reporting.

For Paresh Rakesh & Associates LLP
Chartered Accountants
FRN: 119728W/W100743

Sd/-
Nimit Sheth
Partner
M. no: 142645
UDIN: 24142645BKETTB3440
Date: May 10, 2024
Place: Mumbai

“Annexure B” to Independent Auditors’ Report referred to in paragraph 2(f) 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 (“the Act”)

We have audited the Internal Financial Control over financial reporting of Abans Finance Private Limited (“the company”) as of 31st March 2024, in conjunction with our audit of the financial statements of the Company for the year then ended.

Management Responsibility for the 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 Act.

Auditor’s 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 Act, 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, considering nature of business, size of operations and organizational structure of the entity, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2024 based on the Internal Control over Financial reporting criteria established by the Company considering the essential components of Internal Control stated in the Guidance Note on Audit of Internal Financial Controls over Financial reporting issued by the ICAI.

For Paresh Rakesh & Associates LLP
Chartered Accountants
FRN: 119728W/W100743

Sd/-
Nimit Sheth
Partner
M. no: 142645
UDIN: 24142645BKETTB3440

Date: May 10, 2024
Place: Mumbai

Abans Finance Private Limited
CIN: U51219MH1995PTC231627
Standalone Balance Sheet as at March 31, 2024



(₹ in Lakhs)

| Particulars | Note No. | As at March 31, 2024 | As at March 31, 2023 |
|--|----------|----------------------|----------------------|
| ASSETS | | | |
| Financial assets | | | |
| Cash and cash equivalents | 2 | 549.33 | 13,645.29 |
| Bank balance other than above | 3 | 520.50 | 14.01 |
| Derivative financial instruments | 4 | 53.10 | 50.78 |
| Receivables | 5 | | |
| (a) Trade receivable | | 180.07 | 1,131.16 |
| (b) Other receivables | | 0.85 | 1.26 |
| Loans | 6 | 36,022.84 | 17,364.39 |
| Investments | 7 | 71,978.81 | 33,349.81 |
| Other financial assets | 8 | 1,108.26 | 183.35 |
| | | 1,10,413.76 | 65,740.05 |
| Non-financial assets | | | |
| Property, plant and equipment | 9 | 1,219.64 | 1,252.99 |
| Other non-financial assets | 10 | 38.26 | 48.30 |
| | | 1,257.90 | 1,301.29 |
| Total assets | | 1,11,671.66 | 67,041.34 |
| LIABILITIES AND EQUITY | | | |
| Liabilities | | | |
| Financial liabilities | | | |
| Payables | 11 | | |
| (a) Trade payables | | | |
| (i) total outstanding dues of micro enterprises and small enterprises | | - | - |
| (ii) total outstanding dues other than micro enterprises & small enterprises | | - | - |
| (b) Other payables | | | |
| (i) total outstanding dues of micro enterprises and small enterprises | | - | - |
| (ii) total outstanding dues other than micro enterprises & small enterprises | | 52.81 | 7.42 |
| Debt securities | 12 | 13,577.52 | 8,501.90 |
| Borrowings (other than debt securities) | 13 | 65,964.80 | 28,059.02 |
| | | 79,595.13 | 36,568.34 |
| Non-financial liabilities | | | |
| Current tax liabilities (Net) | 14 | 4.50 | 33.54 |
| Provisions | 15 | 182.06 | 68.51 |
| Deferred tax liabilities (Net) | 16 | 114.50 | 22.21 |
| Other non-financial liabilities | 17 | 46.86 | 13.21 |
| | | 347.92 | 137.47 |
| Equity | | | |
| Equity share capital | 18 | 3,447.27 | 3,447.27 |
| Other equity | 19 | 28,281.34 | 26,888.26 |
| | | 31,728.61 | 30,335.53 |
| Total liabilities and equity | | 1,11,671.66 | 67,041.34 |

Significant accounting policies

1

Notes to the financial statements

2 - 68

Significant accounting policies and notes attached thereto form an integral part of financial statements

As per our attached report of even date

For Paresh Rakesh & Associates LLP

Chartered Accountants

Firm Registration No.: 119728W/W100743

For and on behalf of the Board of Directors

Abans Finance Private Limited

Sd/-

Sd/-

Mahesh Kumar Cheruveedu
Director & CEO
DIN: 09499122

Abhishek Bansal
Director
DIN: 01445730

Sd/-

Nimit Sheth

Partner

Membership No. 142645

Place : Mumbai

Date: May 10, 2024

Sd/-

Sd/-

Nirbhay Vassa
Chief Financial Officer

Dharav Sheth
Company Secretary

Abans Finance Private Limited
Standalone Statement of Profit & Loss for the year ended March 31, 2024



(₹ in Lakhs)

| Particulars | Note No. | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|--|----------|-----------------------------------|-----------------------------------|
| Revenue from operations | | | |
| Interest income | 20 | 7,661.79 | 2,359.38 |
| Rental income | | 40.26 | 44.81 |
| Reversal of impairment allowance on loan | | - | 5.45 |
| Dividend income | | 0.09 | 2.62 |
| Fees and commission income | | - | 0.25 |
| Total revenue from operations (I) | | 7,702.14 | 2,412.51 |
| Expenses | | | |
| Finance costs | 21 | 3,572.84 | 138.36 |
| Employee benefits expenses | 22 | 1,331.13 | 662.94 |
| Depreciation, amortization and impairment | 9 | 34.94 | 35.03 |
| Net loss on fair value changes | 23 | 632.64 | 161.18 |
| other expenses | 24 | 222.93 | 220.01 |
| Total expenses (II) | | 5,794.48 | 1,217.52 |
| Profit/(loss) before tax (III=I-II) | | 1,907.66 | 1,194.99 |
| Less: Tax expense: | | | |
| Current tax (incl. earlier year) | | 366.08 | 248.42 |
| Deferred tax | | 106.44 | 59.05 |
| | | 472.52 | 307.47 |
| Profit/(loss) after tax (V=III-IV) | | 1,435.14 | 887.52 |
| Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss | | | |
| - Remeasurement gain/(loss) on defined benefit plan | | (56.20) | (2.15) |
| Income tax relating to items that will not be reclassified to profit or loss | | | |
| - Deferred tax on OCI | | 14.14 | 0.60 |
| Other comprehensive income | | (42.06) | (1.55) |
| Total comprehensive income | | 1,393.08 | 885.97 |
| Earnings per equity share (for continuing operations) | | | |
| Basic (Rs.) | | 4.16 | 3.34 |
| Diluted (Rs.) | | 4.16 | 3.34 |

Significant accounting policies

1

Notes to the financial statements

2 - 68

Significant accounting policies and notes attached thereto form an integral part of financial statements

As per our attached report of even date

For Paresh Rakesh & Associates LLP

Chartered Accountants

Firm Registration No.: 119728W/W100743

For and on behalf of the Board of Directors

Abans Finance Private Limited

Sd/-

Mahesh Kumar Cheruveedu
Director & CEO
DIN: 09499122

Sd/-

Abhishek Bansal
Director
DIN: 01445730

Sd/-

Nimit Sheth

Partner

Membership No. 142645

Place : Mumbai

Date: May 10, 2024

Sd/-

Nirbhay Vassa
Chief Financial Officer

Sd/-

Dharav Sheth
Company Secretary

Abans Finance Private Limited
Standalone Cash flow Statement for the year ended March 31, 2024

(₹ in Lakhs)

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|--------------------------------------|--------------------------------------|
| Cash flows from operating activities | | |
| Profit before tax | 1,907.65 | 1,194.99 |
| Adjusted for : | | |
| Depreciation and amortisation expense | 34.94 | 35.04 |
| Impairment allowance on Loan - provision / (reversal) | 24.87 | (5.45) |
| Fair value adjustment - Debt Securities | 831.80 | (187.24) |
| Fair value adjustment - Investments | (1,036.71) | (309.38) |
| Interest on borrowings | 3,251.97 | - |
| Dividend income | (0.09) | (2.62) |
| Employee defined benefit plan expenses | 32.48 | (2.15) |
| Operating Profit before working capital changes | 5,046.91 | 723.19 |
| Changes in working capital | | |
| Decrease / (Increase) in receivables | 951.50 | (900.57) |
| Decrease / (Increase) in loans & advances | (18,658.46) | 1,109.18 |
| Decrease / (Increase) in other current assets | (1,421.35) | (102.11) |
| Increase / (Decrease) in payables | 45.39 | (4.26) |
| Increase / (Decrease) in borrowings from debt securities | 4,243.83 | 3,298.33 |
| Increase / (Decrease) in other borrowings | (1,594.22) | 1,959.02 |
| Increase / (Decrease) in provision | - | 10.72 |
| Increase / (Decrease) in other liabilities | 33.64 | 5.53 |
| Decrease / (Increase) in derivatives financial instruments | (2.32) | (50.11) |
| Cash Generated from Operations | (11,355.08) | 6,048.91 |
| Income taxes refund / (paid) | 395.11 | 247.34 |
| Net cash (used in)/generated from operating activities (A) | (11,750.19) | 5,801.57 |
| Cash flow from investing activities | | |
| Purchase of investments | (37,592.29) | (29,116.52) |
| Purchase of property, plant and equipment | (1.60) | (1.09) |
| Dividend income | 0.09 | 2.62 |
| Net cash (used in)/generated from investing activities (B) | (37,593.80) | (29,114.99) |
| Cash flow from financing activities | | |
| Issue of equity shares including securities premium | - | 8,000.00 |
| Increase / (Decrease) in borrowings | 39,500.00 | 26,100.00 |
| Interest on borrowings | (3,251.97) | - |
| Net cash (used in)/generated from financing activities (C) | 36,248.03 | 34,100.00 |
| Net cash and cash equivalents (A + B + C) | (13,095.96) | 10,786.58 |
| Cash and cash equivalents at beginning of the period | 13,645.29 | 2,858.71 |
| Cash and cash equivalents at end of the period | 549.33 | 13,645.29 |

Abans Finance Private Limited
Standalone Cash flow Statement for the year ended March 31, 2024



Notes:-

1. Cash flow statement has been prepared under Indirect method as set out in Ind AS 7 as per the Companies (Indian Accounting Standards) Rule 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rule, 2016.
2. Figures in brackets indicate cash outflow.
3. Changes in liabilities arising from financing activities

| Particulars | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|--------------------------------------|--------------------------------------|
| Opening balance of borrowings (other than debt securities) | 26,100.00 | - |
| Proceeds / (repayment) of short-term borrowings | 39,500.00 | 26,100.00 |
| Closing balance of borrowings (other than debt securities) | 65,600.00 | 26,100.00 |

4. Components of cash and cash equivalents at the year end comprise of;

| Particulars | March 31, 2024 | March 31, 2023 |
|---|----------------|------------------|
| Cash on hand | 0.10 | 1.63 |
| Balance with bank | 544.74 | 2,934.99 |
| Cheque in hand | 4.49 | 8.67 |
| Fixed deposits with maturity less than 3 Months | - | 10,700.00 |
| | 549.33 | 13,645.29 |

As per our attached report of even date
For Paresh Rakesh & Associates LLP
Chartered Accountants
Firm Registration No.: 119728W/W100743

For and on behalf of the Board of Directors
Abans Finance Private Limited

Sd/-

Mahesh Kumar Cheruveedu
Director & CEO
DIN: 09499122

Sd/-

Abhishek Bansal
Director
DIN: 01445730

Sd/-

Nimit Sheth
Partner
Membership No. 142645
Place : Mumbai
Date: May 10, 2024

Sd/-

Nirbhay Vassa
Chief Financial Officer

Sd/-

Dharav Sheth
Company Secretary

Standalone Statement of Changes in Equity as at March 31, 2024

| A. Equity Share Capital: | | (₹ in Lakhs) |
|--|--|-----------------|
| Particulars | | Amount |
| Balance as at April 01, 2022 | | 2,527.73 |
| Changes in equity share capital (due to issue of new shares) | | 919.54 |
| Balance as at March 31, 2023 | | 3,447.27 |
| Changes in equity share capital | | - |
| Balance as at March 31, 2024 | | 3,447.27 |

B. Other Equity:

1. Current Reporting Period (₹ in Lakhs)

| Particulars | Reserves and Surplus | | | | Other items of Other Comprehensive Income | Total |
|--|----------------------|-------------------|--------------------|---|---|------------------|
| | Securities Premium | Retained Earnings | Impairment Reserve | Reserve Fund U/S 45-IC (1) of RBI Act, 1934 | | |
| (i) Opening Balance | 24,704.67 | 1,705.25 | 49.18 | 425.33 | 3.83 | 26,888.26 |
| (ii) Transfer to Reserve Fund u/s 45-IC (1) of RBI Act, 1934 | - | (287.03) | - | 287.03 | - | - |
| (iii) Other Comprehensive Income | - | - | - | - | (42.06) | (42.06) |
| (iv) Transfer to / from Impairment Reserve | - | (45.31) | 45.31 | - | - | - |
| (v) Transfer from Profit & Loss A/c | - | 1,435.14 | - | - | - | 1,435.14 |
| Closing Balance | 24,704.67 | 2,808.05 | 94.49 | 712.36 | (38.23) | 28,281.34 |

2. Previous Reporting Period (₹ in Lakhs)

| Particulars | Reserves and Surplus | | | | Other items of Other Comprehensive Income | Total |
|--|----------------------|-------------------|--------------------|---|---|------------------|
| | Securities Premium | Retained Earnings | Impairment Reserve | Reserve Fund U/S 45-IC (1) of RBI Act, 1934 | | |
| (i) Opening Balance | 17,624.21 | 1,000.70 | 43.71 | 247.83 | 5.38 | 18,921.83 |
| (ii) Transfer to Reserve Fund u/s 45-IC (1) of RBI Act, 1934 | - | (177.50) | - | 177.50 | - | - |
| (iii) Other Comprehensive Income | - | - | - | - | (1.55) | (1.55) |
| (iv) Transfer to / from Impairment Reserve | - | (5.47) | 5.47 | - | - | - |
| (v) On Account of Fresh Issue of Shares | 7,080.46 | | | | | 7,080.46 |
| (vi) Transfer from Profit & Loss A/c | - | 887.52 | - | - | - | 887.52 |
| Closing Balance | 24,704.67 | 1,705.25 | 49.18 | 425.33 | 3.83 | 26,888.26 |

Note:

- Impairment Reserve is the difference of allowance under Ind AS 109 and provisions required as per IRAC Norms. If impairment allowance under Ind AS 109 is lower than the provisions required as per IRAC Norms, the difference is appropriated from retained earnings to Impairment Reserve. The impairment reserve is not reckoned for regulatory capital. Withdrawal can be made only after prior permission from the Department of Supervision, RBI.

- As required by section 45-IC of the RBI Act 1934, the company maintains a reserve fund and transfers therein a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared. The company cannot appropriate any sum from the reserve fund except for the purpose specified by Reserve Bank of India from time to time.

As per our attached report of even date
For Paresh Rakesh & Associates LLP
Chartered Accountants
Firm Registration No.: 119728W/W100743

For and on behalf of the Board of Directors
Abans Finance Private Limited

Sd/-

Nimit Sheth
Partner
Membership No. 142645
Place : Mumbai
Date: May 10, 2024

Sd/-

Mahesh Kumar Cheruveedu
Director & CEO
DIN: 09499122

Sd/-

Abhishek Bansal
Director
DIN: 01445730

Sd/-

Nirbhay Vassa
Chief Financial Officer

Sd/-

Dharav Sheth
Company Secretary

1) Nature of Operations

Abans Finance Private Limited, is a company domiciled in India and incorporated under the Companies Act, 1956. The Company is a Non-deposit taking Non-banking Financial Company ('NBFC') registered with RBI, as defined under section 45-IA of the Reserve Bank of India ('RBI') Act, 1934.

The Company is primarily engaged in the business financing and Investment which includes Corporate finance, Trade finance and providing Business & Retail Loans, unsecured as well as secured against collateral security, investment in government security and bonds. The major source of income for the company is interest from loan and earnings from investment.

The Companies registered office is situated at Mumbai, India

The Standalone Financial Statements for the year ended 31st March, 2024 have been reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on 10th May, 2024.

2) Summary of the significant accounting policies**(a) Basis of Preparation for Financial Statements and Purpose**

The Financial Statement is prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended.

The Balance Sheet, Statement of Change in Equity and Statement of Profit & Loss are presented in the format prescribed under Division III of Schedule III of the Act, as amended from time to time, for Non-Banking Financial Companies ('NBFCs') that are required to comply with Ind AS. The Statement of Cash Flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flows.

The Financial Statement have been prepared under historical cost convention basis except the following assets and liabilities which have been measured at fair value or revalued amounts. All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs in compliance with Schedule III of the Act, unless otherwise stated.

1. Certain Financial instruments measured at fair value through other comprehensive income (FVTOCI);
2. Certain Financial instruments measured at fair value through Profit and Loss (FVTPL);
3. Defined Benefit Plan asset measured at fair value;

(b) Use of estimates

The preparation of this financial Statement in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates, judgments and assumptions. This estimates, judgments and assumptions affect application of accounting policies and the reported amount of assets, liabilities, disclosure of contingent assets and liabilities at the date of financial Statement and the reported amount of income and expenses for the periods presented. Although this estimates are based on the management's best knowledge of current events and actions, uncertainty about this assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Further the estimates and underlying assumptions are reviewed on an ongoing basis. Accounting estimates could change from period to period. Any revision to accounting estimates is recognised prospectively. Actual results could differ from the estimates. Any difference between the actual results and estimates are recognised in the period in which the results are known/materialize. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial Statement are as below:

1. Valuation of Financial Instruments;
2. Evaluation of recoverability of deferred tax assets;
3. Useful lives of property, plant and equipment and intangible assets;
4. Obligations relating to employee benefits;
5. Provisions and Contingencies;
6. Provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions;
7. Recognition of Deferred Tax Assets.

(c) Property, plant and equipment (PP&E)

An item of property, plant and equipment that qualifies for recognition as an asset shall be measured at its cost. Cost comprises of the purchase price and any attributable / allocable cost of bringing the asset to its working condition for its intended use. Cost also includes direct cost and other related incidental expenses.

When significant components of property, plant and equipment are required to be replaced at intervals, recognition is made for such replacement of components as individual assets with specific useful life and depreciation if this components are initially recognised as separate asset. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

An item of Property, Plant and Equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Depreciation is provided from the date the assets are ready to be put to use, as per straight line method (SLM) method over the useful life of the assets, as prescribed under Part C of Schedule II of the Companies Act, 2013 mentioned below.

| <u>Type of Asset</u> | <u>Estimated useful life</u> |
|------------------------|------------------------------|
| Buildings | 60 years |
| Air Conditioner | 5 years |
| Furniture and fittings | 10 years |
| Office Equipments | 5 years |

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognized in the statement of profit and loss within 'other income' or 'other expenses' respectively.

(d) Impairment of assets

At each reporting date, the Company assesses whether there is any indication based on internal /external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss.

All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

(e) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 3 months from the date of acquisition that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

(f) Provisions and Contingencies

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

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

(g) Financial instruments

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

Recognition, initial measurement and derecognition :-

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted by transactions costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

1. The rights to receive cash flows from the asset have expired, or
2. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Classification and subsequent measurement of financial assets

For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments are classified into the following categories upon initial recognition:

1. Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

Debt instruments at fair value through profit or loss : FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

2. Debt instruments at Amortised cost: A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

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

3. Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at fair value through profit and loss (FVTPL). For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of Profit and Loss.

Impairment of financial assets

The Company is required to recognise expected credit losses (ECLs) based on forward-looking information for all financial assets at amortised cost, lease receivables, debt financial assets, loan commitments and financial guarantee contracts. No impairment loss is applicable on equity investments.

At the reporting date, an allowance (or provision for loan commitments and financial guarantees) is required for the 12 month ECLs. If the credit risk has significantly increased since initial recognition (Stage 1), an allowance (or provision) should be recognised for the lifetime ECLs for financial instruments for which the credit risk has increased significantly since initial recognition (Stage 2) or which are credit impaired (Stage 3).

The measurement of ECL is calculated using three main components: (i) probability of default (PD) (ii) loss given default (LGD) and (iii) the exposure at default (EAD). The 12 month and lifetime PDs represent the PD occurring over the next 12 months and the remaining maturity of the instrument respectively. The EAD represents the expected balance at default, taking into account the repayment of principal and interest from the balance sheet date to the default event together with any expected drawdowns of committed facilities. The LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realised and the time value of money.

The Company applies a three-stage approach to measure ECL on financial assets accounted for at amortised cost. Assets migrate through the following three stages based on the change in credit quality since initial recognition.

1. Stage 1: 12-months ECL

For exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit impaired upon origination, the portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised. Exposures with days past due (DPD) less than or equal to 29 days are classified as stage 1. The Company has identified zero bucket and bucket with DPD less than or equal to 29 days as two separate buckets.

2. Stage 2: Lifetime ECL – not credit impaired

For credit exposures where there has been a significant increase in credit risk since initial recognition but that are not credit impaired, a lifetime ECL is recognised. Exposures with DPD equal to 30 days but less than or equal to 89 days are classified as stage 2. At each reporting date, the Company assesses whether there has been a significant increase in credit risk for financial asset since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Company has identified cases with DPD equal to or more than 30 days and less than or equal to 59 days and cases with DPD equal to or more than 60 days and less than or equal to 89 days as two separate buckets.

3. Stage 3: Lifetime ECL – credit impaired

Financial asset is assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. For financial asset that have become credit impaired, a lifetime ECL is recognised on principal outstanding as at period end. Exposures with DPD equal to or more than 90 days are classified as stage 3.

A loan that has been renegotiated due to a deterioration in the borrower's condition is usually considered to be credit-impaired unless there is evidence that the risk of not receiving contractual cash flows has reduced significantly and there are no other indicators of impairment. ECL is recognised on EAD as at period end.

If the terms of a financial asset are renegotiated or modified due to financial difficulties of the borrower, then such asset is moved to stage 3, lifetime ECL under stage 3 on the outstanding amount is applied.

The Company assesses when a significant increase in credit risk has occurred based on quantitative and qualitative assessments. Exposures are considered to have resulted in a significant increase in credit risk and are moved to Stage 2 when:

1. Quantitative test: Accounts that are 30 calendar days or more past due move to Stage 2 automatically. Accounts that are 90 calendar days or more past due move to Stage 3 automatically.
2. Qualitative test: Accounts that meet the portfolio's 'high risk' criteria and are subject to closer credit monitoring. High risk customers may not be in arrears but either through an event or an observed behaviour exhibit credit distress.
3. Reversal in Stages: Exposures will move back to Stage 2 or Stage 1 respectively, once they no longer meet the quantitative criteria set out above. For exposures classified using the qualitative test, when they no longer meet the criteria for a significant increase in credit risk and when any cure criteria used for credit risk management are met.

The definition of default for the purpose of determining ECLs has been aligned to the Reserve Bank of India definition of default, which considers indicators that the debtor is unlikely to pay and is no later than when the exposure is more than 90 days past due.

The Company continues to incrementally provide for the asset post initial recognition in Stage 3, based on its estimate of the recovery.

Derecognition of Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- 1) the rights to receive cash flows from the asset have expired, or
- 2) the Company has transferred its rights to receive cash flows from the asset and substantially all the risks and rewards of the asset, or the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Classification and subsequent measurement of financial liabilities

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade payables, other payables, loans and borrowings

The Company classifies all financial liabilities as subsequently measured at amortised cost.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derivative financial instruments

The Company trades in to derivative financial instruments. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

Derecognition of Financial Liabilities

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

(h) Fair value measurement

The Company measures financial instruments such as, investment in equity shares, at fair value on initial recognition

Fair value is 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

1. In the principal market for the asset or liability, or
2. In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial Statement are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

1. Level 1 – Inputs are quoted (unadjusted) market prices in active markets for identical assets or liabilities that the entity can access at the measurement date.
2. Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
3. Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

(i) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government

1. Interest income: Interest income from a financial asset is recognised using effective interest rate method.
2. Other income: Other income is recognized only when it is reasonably certain that the ultimate collection will be made.
3. Dividend income: Dividend income is recognized when the Company's right to receive payment is established.
4. Net gain on fair value changes: The Company recognises gains/(losses) on fair value changes of financial assets / financial liabilities measured at FVTPL in the statement of profit & loss.
Net gain of fair value changes includes gain / (loss) on trading of shares & securities held as Stock in trade, gain / (loss) from shares trading in derivatives segment and realized / unrealized gain or (loss) on other financial instruments measured at fair value through profit & loss account (FVTPL).

(j) Foreign currencies Transaction and translation

The Company's financial statements are presented in Indian Rupees (INR) which is also the Company's functional currency.

a) Monetary items: Transactions in foreign currencies are initially recorded at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss.

b) Non – Monetary items: Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in the Statement of Profit and Loss in the period in which they arise.

(k) Leases

Ind AS 116 sets out the principles for the recognition, measurement and disclosure of leases for both lessees and lessors. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

For short term and low value leases, the Company recognizes the lease payments as an operating expense on a straight line basis over the lease term.

(l) Income taxes

Tax expense recognised in the statement of profit and loss comprises the sum of deferred tax and current tax not recognised in OCI or directly in equity.

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income-tax Act. Current income tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in OCI or in equity).

Deferred income taxes are calculated using the liability method. Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilized against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant nontaxable income and expenses and specific limits on the use of any unused tax loss or credit. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in OCI or in equity).

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

(m) Borrowing costs

Borrowing costs are expensed in the period in which they are incurred and reported in finance costs. It also include interest expense calculated using the effective interest method.

(n) Employee benefits**1. 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.

2. Gratuity

Gratuity is in the nature of a defined benefit plan. Provision for gratuity is calculated on the basis of actuarial valuations carried out at balance sheet date and is charged to the statement of profit and loss. The actuarial valuation is performed using the projected unit credit method. Remeasurement, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

3. Compensates Absences

The company provides Privilege Leave to it's employees in India. Provision for leave encashment is calculated on the basis of actuarial valuations carried out at balance sheet date and is charged to the statement of profit and loss. Privilege leave is computed on calendar year basis, however, any unavailed privilege leaves upto 45 days will be carried forward to the next calendar year. Privilege leave can only be encashed at the time of retirement / termination / resignation / withdrawal and is computed as no. of privilege leaves multiplied with applicable salary for leave encashment. The company's liability towards privilege leaves is determined on the basis of year end actuarial valuations applying the Projected Unit Credit Method (as per Ind AS 19) done by an independent actuary.

Disclosures in respect of above, if any, are provided as per the requirement of the local law.

(o) Earnings per share

Basic earnings per share is calculated by dividing the net profit / (loss) for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit / (loss) for the year attributable to equity shareholders and the weighted average numbers of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted at the beginning of the year and not issued at a later date.

In computing the diluted EPS, potential equity shares that either increase earnings per share or decrease loss per equity share, being anti-dilutive are ignored.

(p) Segment Reporting Policies:

Segment reporting as Ind-As 108 is not applicable as management has determined that the company is involved in financing and investment activity and operates under single chief operating decision maker w.e.f April 1, 2023

(₹ in Lakhs)

| Particulars | March 31, 2024 | March 31, 2023 |
|-------------|----------------|----------------|
|-------------|----------------|----------------|

Note 2: Cash and cash equivalent

| | | |
|---|---------------|------------------|
| Cash on hand | 0.10 | 1.63 |
| Balance with bank | 544.74 | 2,934.99 |
| Cheque in hand | 4.49 | 8.67 |
| Bank deposit with original maturity upto three months | - | 10,700.00 |
| TOTAL | 549.33 | 13,645.29 |

2.1 - Fixed Deposit of CY Nil (PY Rs. 102 Cr - Outstanding utilized Rs. 91.78 Cr) pledged against Over Draft facility taken by group company

Note 3: Bank balance other than cash and cash equivalents

| | | |
|---|---------------|--------------|
| Bank deposit with original maturity for more than three months upto twelve months | 520.50 | 14.01 |
| TOTAL | 520.50 | 14.01 |
| <u>FD pledged as security : (Refer note 36)</u> | | |
| Beacon Trusteeship Ltd for privately placed market linked debentures | 20.50 | 14.01 |
| Axis Bank against plain vanilla forward contract | 500.00 | - |
| Total | 520.50 | 14.01 |

3.1 Refer note 47 on reclassification

Note 4: Derivatives financial instruments

| | | |
|---|--------------|--------------|
| Index derivatives | | |
| Fair Value - Assets | 11.96 | 43.51 |
| Total (A) | 11.96 | 43.51 |
| Commodity derivatives | | |
| Fair Value - Assets | - | 7.27 |
| Total (B) | - | 7.27 |
| Currency derivatives | | |
| Fair Value - Assets | 9.65 | - |
| Total (C) | 9.65 | - |
| Interest rate derivatives | | |
| Fair Value - Liabilities | (2.50) | - |
| Total (D) | (2.50) | - |
| Equity derivatives | | |
| Fair Value - Assets | 33.99 | - |
| Total (E) | 33.99 | - |
| TOTAL Fair Value - Asset / (Liability) (A+B+C+D+E) | 53.10 | 50.78 |

Notional amount

| | | |
|---------------------------|----------|-----------|
| Index derivatives | 2,113.17 | 11,225.30 |
| Commodity derivatives | - | 5,191.00 |
| Currency derivatives | 4,162.50 | - |
| Interest rate derivatives | 2,500.00 | - |
| Equity derivatives | 5,727.39 | - |

(₹ in Lakhs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|----------------|-----------------|
| Note 5: Receivables | | |
| Trade receivables | | |
| Trade receivables considered good – unsecured | 235.67 | 1,181.94 |
| Less: Unrealized (gain) / loss (Refer note 4) | (55.60) | (50.78) |
| Total | 180.07 | 1,131.16 |
| Other receivables | | |
| Receivables considered good - unsecured | 0.85 | 1.26 |
| Total | 0.85 | 1.26 |
| TOTAL | 180.92 | 1,132.42 |

(Refer note 28 on related party)

Note :- Debt due from firms or private companies respectively in which any director is a partner, a director or a member.

| Particulars | March 31, 2024 | March 31, 2023 |
|--|----------------|----------------|
| Debts due from directors | - | - |
| Debts due from private companies in which any director is a partner, a director or a member (acting as a broker) | 236.52 | 1,183.08 |

Notes: No expected credit loss provision is required due to the short term nature of these receivables

5.1: Trade receivables ageing schedule as at March 31, 2024

| Outstanding for following periods from due date of payment | | | | | | | | |
|---|---------------|---------|--------------------|--------------------|-------------|-------------|-------------------|--------|
| Particulars | Unbilled dues | Not due | Less than 6 months | 6 months to 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | Total |
| i) Undisputed trade receivables-considered good | - | - | 235.67 | - | - | - | - | 235.67 |
| ii) Undisputed trade receivables-which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| iii) Undisputed trade receivables-credit impaired | - | - | - | - | - | - | - | - |
| iv) Disputed trade receivables-considered good | - | - | - | - | - | - | - | - |
| v) Disputed trade receivables-which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| vi) Disputed trade receivables-credit impaired | - | - | - | - | - | - | - | - |
| Total | - | - | 235.67 | - | - | - | - | 235.67 |

(₹ in Lakhs)

| Particulars | March 31, 2024 | March 31, 2023 |
|-------------|----------------|----------------|
|-------------|----------------|----------------|

5.2: Trade receivables ageing schedule as at March 31, 2023

| Particulars | Unbilled dues | Not due | Outstanding for following periods from due date of payment | | | | | Total |
|---|---------------|----------|--|--------------------|-------------|-------------|-------------------|-----------------|
| | | | Less than 6 months | 6 months to 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| i) Undisputed trade receivables-considered good | - | - | 1,181.94 | - | - | - | - | 1,181.94 |
| ii) Undisputed trade receivables-which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| iii) Undisputed trade receivables-credit impaired | - | - | - | - | - | - | - | - |
| iv) Disputed trade receivables-considered good | - | - | - | - | - | - | - | - |
| v) Disputed trade receivables-which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| vi) Disputed trade receivables-credit impaired | - | - | - | - | - | - | - | - |
| Total | - | - | 1,181.94 | - | - | - | - | 1,181.94 |

(Refer note 28 on related party)

Note 6: Loans

Designated and carried at amortized cost

Demand loans / inter-corporate deposit

| | | |
|-----------|------------------|------------------|
| Secured | 150.00 | - |
| Unsecured | 35,862.98 | 12,045.69 |
| | 36,012.98 | 12,045.69 |

Term loans

| | | |
|-----------|-------------|-----------------|
| Secured | - | - |
| Unsecured | 9.86 | 5,318.70 |
| | 9.86 | 5,318.70 |

| | | |
|--------------|------------------|------------------|
| TOTAL | 36,022.84 | 17,364.39 |
|--------------|------------------|------------------|

Credit quality of assets

| | | |
|-------------------------------------|-----------|-----------|
| Low credit risk | 36,022.84 | 17,364.38 |
| Significant increase in credit risk | - | - |
| Credit-impaired | - | - |

| | | |
|--------------|------------------|------------------|
| TOTAL | 36,022.84 | 17,364.38 |
|--------------|------------------|------------------|

Particulars

| | | |
|---------------|-----------|-----------|
| Out of above | | |
| In India | 36,022.84 | 17,364.38 |
| Outside India | - | - |

| | | |
|--------------|------------------|------------------|
| Total | 36,022.84 | 17,364.38 |
|--------------|------------------|------------------|

Loans to director, senior officer and relatives of directors

| | | |
|--|-----------|----------|
| Directors and their relatives | - | - |
| Entities Associated with directors and their relatives | 22,951.00 | 6,314.87 |
| Senior officer and their relatives | - | - |

(Refer note 28 on related party)

6.1 - Loans and advances

- Loans and advances of CY Rs. 200 cr (PY Rs. 100 cr) are under pari-passu charge against Debt Securities (Refer Note 12)

6.2 - Refer note 15 for provision on impairment loss allowance

(₹ in Lakhs)

| Particulars | March 31, 2024 | March 31, 2023 |
|-------------|----------------|----------------|
|-------------|----------------|----------------|

Note 7: Investments

(i) Equity shares

- Unquoted - wholly owned subsidiaries - (Valued at cost)

| | Face Value (£ each unit) | Units (CY) | Units (PY) | | |
|-----------------------------------|-----------------------------|------------|------------|--------|-------|
| Corporate Avenue Services Limited | £ 1/- | 56,115 | 45,004 | 864.74 | 31.15 |

- Quoted - designated and carried at fair value through profit & loss

| | Face Value (₹ each unit) | Units (CY) | Units (PY) | | |
|---------------------------|-----------------------------|------------|------------|---|--------|
| AGS Transact Technologies | 10.00 | - | 3,00,000 | - | 139.20 |

(ii) Investment in debt instruments

- Unquoted - designated and carried at amortised cost

| (a) In compulsory convertible debentures | Face Value (₹ each unit) | Units (CY) | Units (PY) | | |
|--|-----------------------------|------------|------------|---|----------|
| Pearl Stock Broking (Refer note 7.1) | 10/- Lakhs | - | 285 | - | 2,850.00 |

| (b) In bonds | Face Value (₹ each unit) | Units (CY) | Units (PY) | | |
|---|-----------------------------|------------|------------|--------|--------|
| Hinduja Leyland Finance Limited maturing on 13-09-2024 of 9.20% per annum (Refer note 7.3) | 10/- Lakhs | 20 | 19 | 200.00 | 190.00 |

- Quoted - designated and carried at fair value through profit & loss

| (a) In quoted government securities | Face Value (₹ each unit) | Units (CY) | Units (PY) | | |
|-------------------------------------|-----------------------------|-------------|-------------|-----------|-----------|
| 7.18% Government Securities 2033 | 100.00 | 5,00,000 | | 504.60 | - |
| 7.18% Government Securities 2037 | 100.00 | 1,65,00,000 | | 16,628.70 | - |
| 7.25% Government Securities 2063 | 100.00 | 10,00,000 | | 1,015.40 | - |
| 7.26% Government Securities 2032 | 100.00 | 3,50,90,000 | 2,30,30,000 | 35,472.48 | 23,139.70 |
| 7.26% Government Securities 2033 | 100.00 | 53,25,000 | | 5,385.71 | - |
| 7.30% Government Securities 2053 | 100.00 | 5,00,000 | | 511.30 | - |
| 7.36% Government Securities 2052 | 100.00 | 95,00,000 | 70,00,000 | 9,790.70 | 6,999.76 |
| 7.40% Government Securities 2062 | 100.00 | 15,50,000 | | 1,605.18 | - |
| Total Government Securities | | | | 70,914.07 | 30,139.46 |

(Refer note 7.2 and 13)

| | | |
|--------------|------------------|------------------|
| TOTAL | 71,978.81 | 33,349.81 |
|--------------|------------------|------------------|

Particulars

| | | |
|---------------------------|-----------|-----------|
| Investments out of above | | |
| Investments in India | 71,114.07 | 33,318.66 |
| Investments outside India | 864.74 | 31.15 |

| | | |
|--------------|------------------|------------------|
| Total | 71,978.81 | 33,349.81 |
|--------------|------------------|------------------|

7.1 - Terms of CCD

- Each Unsecured, Zero Coupon CCD having Face Value of Rs. 10 Lakhs each shall be converted into such number of Equity Shares of Face Value 10/- each at any time before the expiry of 10 (Ten) years at option of debenture holder at a conversion price determined in accordance with valuation report arrived at acceptable valuation method at the time of conversion in accordance with the applicable provisions of law.

- Transfer of CCD's are restricted without the written consent of Company
- CCDs shall not carry any voting rights

(₹ in Lakhs)

| Particulars | March 31, 2024 | March 31, 2023 |
|-------------|----------------|----------------|
|-------------|----------------|----------------|

7.2 - Government Securities

- Gsec of CY Rs. 69,308.89 lakhs (PY Rs. 28,129.93 lakhs) is pledged against loan from TREPS & of CY Rs. 1,605.18 lakhs (PY Rs. 2,009.53 lakhs) against margin from NSE

7.3 - Hinduja Leyland Finance Limited - Bond

- Pledged with Beacon Trusteeship Limited towards the issue of debt securities by the Company having Series-24 as mentioned in note no 12.1

Note 8: Other financial asset

| | | |
|---|-----------------|---------------|
| Interest receivable on loan | 56.62 | 21.98 |
| Interest accrued but not due | 633.24 | - |
| Income Tax refund receivable | 32.40 | 51.37 |
| Margin with bank | 386.00 | 110.00 |
| Bank deposit with original maturity for more than twelve months | - | - |
| TOTAL | 1,108.26 | 183.35 |

8.1 - Margin with bank is given against secured borrowings from TREPS (Refer Note 13)

8.1 Refer note 47 on reclassification

Note 9: Property, plant & equipment

(₹ in Lakhs)

| Particulars | Buildings | Air Conditioner | Furniture and fittings | Office Equipment's | Motorcycle | Total |
|-------------------------------------|-----------------|-----------------|------------------------|--------------------|-------------|-----------------|
| Gross Block: | | | | | | |
| As at March 31, 2023 | 1,405.91 | 11.12 | 72.78 | 35.30 | 1.09 | 1,526.20 |
| Additions | - | - | - | 1.60 | - | 1.60 |
| Disposal / Adjustments | - | - | - | - | - | - |
| As at March 31, 2024 | 1,405.91 | 11.12 | 72.78 | 36.90 | 1.09 | 1,527.80 |
| Depreciation and Impairment: | | | | | | |
| As at March 31, 2023 | 177.70 | 11.04 | 54.94 | 29.53 | - | 273.21 |
| Additions | 22.21 | 0.05 | 6.91 | 5.67 | 0.10 | 34.94 |
| Disposal / Adjustments | - | - | - | - | - | - |
| As at March 31, 2024 | 199.91 | 11.09 | 61.85 | 35.20 | 0.10 | 308.15 |
| Net Block: | | | | | | |
| As at March 31, 2023 | 1,228.21 | 0.08 | 17.84 | 5.77 | 1.09 | 1,252.99 |
| As at March 31, 2024 | 1,205.99 | 0.03 | 10.93 | 1.70 | 0.99 | 1,219.64 |

Note 10: Other non financial assets

| | | |
|-------------------------------------|--------------|--------------|
| Prepaid expenses | 25.73 | 38.47 |
| Balance with government authorities | 3.51 | 3.72 |
| Advance to vendors for expenses | 5.48 | 0.25 |
| Advance to staff | 1.77 | 4.09 |
| Security deposit | 1.77 | 1.77 |
| TOTAL | 38.26 | 48.30 |

(₹ in Lakhs)

| Particulars | March 31, 2024 | March 31, 2023 |
|--|----------------|----------------|
| Note 11: Payables | | |
| <u>Trade payables</u> | - | - |
| Total outstanding dues of micro enterprises and small enterprises | - | - |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 2.50 | - |
| Less: Unrealized Gain / (Loss) (Refer note 4) | (2.50) | - |
| Total | - | - |
| <u>Other payables</u> | - | - |
| Total outstanding dues of micro enterprises and small enterprises | - | - |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 52.81 | 7.42 |
| TOTAL | 52.81 | 7.42 |

Note 11.1: Trade payables ageing schedule as at March 31, 2024

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|---------------------------|--|----------|------------------|-------------|-------------|-------------------|--------------|
| | Unbill ed dues | Not due | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| i) MSME | - | - | - | - | - | - | - |
| ii) Disputed dues- MSME | - | - | - | - | - | - | - |
| iii) Others | - | - | 52.81 | - | - | - | 52.81 |
| iv) Disputed dues- others | - | - | - | - | - | - | - |
| Total | - | - | 52.81 | - | - | - | 52.81 |

Note 11.2: Trade payables ageing schedule as at March 31, 2023

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|---------------------------|--|----------|------------------|-------------|-------------|-------------------|-------------|
| | Unbill ed dues | Not due | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| i) MSME | - | - | - | - | - | - | - |
| ii) Disputed dues- MSME | - | - | - | - | - | - | - |
| iii) Others | - | - | 7.42 | - | - | - | 7.42 |
| iv) Disputed dues- others | - | - | - | - | - | - | - |
| Total | - | - | 7.42 | - | - | - | 7.42 |

Notes: The Company has not received any intimation from "Creditors" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 except for the amount disclosed above. Hence, disclosures which is required in respect of Indian suppliers, if any, relating to amounts unpaid as at the year end together with Interest paid/payable as required under the said Act have not been made.

(₹ in Lakhs)

| Particulars | March 31, 2024 | | | March 31, 2023 | | |
|---|--|-------------------------------------|------------------|--|-------------------------------------|-----------------|
| Note 12: Debt securities in India | (1) | (2) | (3) = (1) + (2) | (4) | (5) | (6) = (4) + (5) |
| | Designated and carried at fair value through profit & loss | Designated and carried at amortised | Total | Designated and carried at fair value through profit & loss | Designated and carried at amortised | Total |
| Secured | | | | | | |
| Debt securities issued in India (Refer Note 12.1 & 12.3) | 7,934.19 | 3,025.00 | 10,959.19 | 6,716.57 | - | 6,716.57 |
| Unsecured | | | | | | |
| Debt securities issued in India (Refer Note 12.2) | 2,618.33 | - | 2,618.33 | 1,785.33 | - | 1,785.33 |
| TOTAL | 10,552.52 | 3,025.00 | 13,577.52 | 8,501.90 | - | 8,501.90 |

12.1: Privately Placed Secured Market Linked Non Convertible Debentures

(₹ in Lakhs)

| Sr. No | Series | Issue Date | Redemption Date | Listed / Unlisted | Max Cap on Coupon | Principle Protection | March 31, 2024 | | March 31, 2023 | |
|--------|------------------|------------|-----------------|-------------------|-------------------|----------------------|----------------|------------------|----------------|------------------|
| | | | | | | | Units | Total Face Value | Units | Total Face Value |
| 1 | Series M | 14-Feb-20 | 19-Apr-23 | Unlisted | 50.00% | Yes | - | - | 3 | 3.00 |
| 2 | Series G | 20-Dec-19 | 23-Apr-23 | Unlisted | 50.00% | Yes | - | - | 8 | 8.00 |
| 3 | Series N Type I | 27-Feb-20 | 02-May-23 | Unlisted | 50.00% | Yes | - | - | 10 | 10.00 |
| 4 | Series P Type II | 02-Mar-20 | 06-May-23 | Unlisted | 50.00% | Yes | - | - | 5 | 5.00 |
| 5 | Series Q | 03-Mar-20 | 07-May-23 | Unlisted | 50.00% | Yes | - | - | 5 | 5.00 |
| 6 | Series O | 27-Feb-20 | 13-May-23 | Listed | 56.00% | Yes | - | - | 400 | 400.00 |
| 7 | Series S | 09-Mar-20 | 13-May-23 | Unlisted | 50.00% | Yes | - | - | 5 | 5.00 |
| 8 | Series 20 (T-1) | 25-Aug-21 | 13-May-23 | Listed | 10.50% | Yes | - | - | 1 | 10.00 |
| 9 | Series 20 (T-2) | 06-Sep-21 | 13-May-23 | Listed | 10.50% | Yes | - | - | 3 | 30.00 |
| 10 | Series U | 13-Mar-20 | 17-May-23 | Unlisted | 50.00% | Yes | - | - | 15 | 15.00 |
| 11 | Series 23 (T-6) | 20-May-22 | 08-Jun-23 | Listed | 13.68% | Yes | - | - | 8 | 80.00 |
| 12 | Series N Type II | 27-Feb-20 | 11-Jun-23 | Unlisted | 75.00% | Yes | - | - | 5 | 5.00 |
| 13 | Series P Type I | 02-Mar-20 | 12-Jun-23 | Unlisted | 75.00% | Yes | - | - | 5 | 5.00 |
| 14 | Series 21 (T-1) | 24-Sep-21 | 17-Jun-23 | Listed | 10.50% | Yes | - | - | 2 | 20.00 |
| 15 | Series 21 (T-2) | 23-Nov-21 | 17-Jun-23 | Listed | 10.50% | Yes | - | - | 7 | 70.00 |
| 16 | Series 21 (T-3) | 01-Feb-22 | 17-Jun-23 | Listed | 10.50% | Yes | - | - | 3 | 30.00 |
| 17 | Series 23 (T-1) | 03-Jan-22 | 08-Jul-23 | Listed | 13.68% | Yes | - | - | 9 | 90.00 |
| 18 | Series 23 (T-2) | 15-Feb-22 | 08-Jul-23 | Listed | 13.68% | Yes | - | - | 31 | 310.00 |
| 19 | Series 23 (T-3) | 02-Mar-22 | 08-Jul-23 | Listed | 13.68% | Yes | - | - | 6 | 60.00 |
| 20 | Series 23 (T-4) | 24-Mar-22 | 08-Jul-23 | Listed | 13.68% | Yes | - | - | 4 | 40.00 |
| 21 | Series 23 (T-5) | 30-Mar-22 | 08-Jul-23 | Listed | 13.68% | Yes | - | - | 1 | 10.00 |
| 22 | Series V | 31-Mar-20 | 14-Jul-23 | Unlisted | 75.00% | Yes | - | - | 15 | 15.00 |
| 23 | Series 2 | 14-May-20 | 27-Aug-23 | Unlisted | 168.75% | Yes | - | - | 14 | 14.00 |
| 24 | Series 9 (T-1) | 11-Sep-20 | 26-Oct-23 | Listed | 42.75% | Yes | - | - | 140 | 140.00 |
| 25 | Series 9 (T-2) | 29-Oct-20 | 26-Oct-23 | Listed | 42.75% | Yes | - | - | 10 | 10.00 |
| 26 | Series 27 (T-1) | 08-Jun-22 | 28-Oct-23 | Listed | 13.68% | Yes | - | - | 9 | 90.00 |
| 27 | Series 27 (T-2) | 01-Aug-22 | 28-Oct-23 | Listed | 13.68% | Yes | - | - | 9 | 90.00 |
| 28 | Series 27 (T-3) | 17-Oct-22 | 28-Oct-23 | Listed | 13.68% | Yes | - | - | 77 | 770.00 |
| 29 | Series 11 (T-1) | 11-Dec-20 | 03-Jan-24 | Listed | 48.25% | Yes | - | - | 60 | 60.00 |
| 30 | Series 11 (T-2) | 17-Dec-20 | 03-Jan-24 | Listed | 48.25% | Yes | - | - | 10 | 10.00 |
| 31 | Series 11 (T-3) | 30-Dec-20 | 03-Jan-24 | Listed | 48.25% | Yes | - | - | 32 | 32.00 |
| 32 | Series 11 (T-4) | 27-Jan-21 | 03-Jan-24 | Listed | 48.25% | Yes | - | - | 10 | 10.00 |
| 33 | Series 28 (T-1) | 26-Jun-22 | 17-Feb-24 | Listed | 25.00% | Yes | - | - | 6 | 60.00 |
| 34 | Series 28 (T-2) | 02-Aug-22 | 17-Feb-24 | Listed | 25.00% | Yes | - | - | 2 | 20.00 |
| 35 | Series 28 (T-2) | 17-Oct-22 | 17-Feb-24 | Listed | 25.00% | Yes | - | - | 1 | 10.00 |
| 36 | Series 12 (T-1) | 04-Feb-21 | 27-Feb-24 | Listed | 50.00% | Yes | - | - | 30 | 30.00 |
| 37 | Series 12 (T-2) | 16-Mar-21 | 27-Feb-24 | Listed | 50.00% | Yes | - | - | 20 | 20.00 |
| 38 | Series 32 (T-1) | 08-Dec-22 | 02-Mar-24 | Listed | 13.68% | Yes | - | - | 20 | 200.00 |
| 39 | Series 32 (T-2) | 24-Mar-23 | 02-Mar-24 | Listed | 13.68% | Yes | - | - | 6 | 60.00 |
| 40 | Series 37 (T-1) | 27-Feb-23 | 30-Mar-24 | Listed | 15.00% | Yes | - | - | 98 | 98.00 |
| 41 | Series 35 (T-1) | 01-Feb-23 | 31-Mar-24 | Listed | 20.00% | Yes | - | - | 120 | 120.00 |
| 42 | Series 35 (T-2) | 27-Mar-23 | 31-Mar-24 | Listed | 20.00% | Yes | - | - | 37 | 37.00 |

Abans Finance Private Limited
Notes to the Financial Statements

(₹ in Lakhs)

| Particulars | | | | March 31, 2024 | | | March 31, 2023 | | | |
|-------------|-----------------|-----------|-----------|----------------|--------|-----|----------------|--------|-----|--------|
| 43 | Series 25 (T-1) | 16-Feb-22 | 14-Apr-24 | Listed | 12.00% | Yes | 15 | 150.00 | 15 | 150.00 |
| 44 | Series 25 (T-2) | 15-Mar-22 | 14-Apr-24 | Listed | 12.00% | Yes | 1 | 10.00 | 1 | 10.00 |
| 45 | Series 14 (T-1) | 12-Mar-21 | 22-May-24 | Listed | 21.00% | Yes | 305 | 305.00 | 305 | 305.00 |
| 46 | Series 14 (T-2) | 15-Mar-21 | 22-May-24 | Listed | 21.00% | Yes | 30 | 30.00 | 30 | 30.00 |
| 47 | Series 14 (T-3) | 30-Mar-21 | 22-May-24 | Listed | 21.00% | Yes | 120 | 120.00 | 120 | 120.00 |
| 48 | Series 14 (T-4) | 29-Apr-21 | 22-May-24 | Listed | 21.00% | Yes | 60 | 60.00 | 60 | 60.00 |
| 49 | Series 14 (T-5) | 28-May-21 | 22-May-24 | Listed | 21.00% | Yes | 10 | 10.00 | 10 | 10.00 |
| 50 | Series 41 (T-1) | 18-Apr-23 | 25-May-24 | Unlisted | 12.49% | Yes | 920 | 920.00 | - | - |
| 51 | Series 41 (T-2) | 18-May-23 | 25-May-24 | Unlisted | 12.49% | Yes | 149 | 149.00 | - | - |
| 52 | Series 45 (T-1) | 23-May-23 | 31-May-24 | Unlisted | 18.20% | No | 12 | 12.00 | - | - |
| 53 | Series 42 (T-1) | 25-Apr-23 | 04-Sep-24 | Unlisted | 25.50% | Yes | 28 | 28.00 | - | - |
| 54 | Series 42 (T-2) | 08-Jun-23 | 04-Sep-24 | Unlisted | 25.50% | Yes | 56 | 56.00 | - | - |
| 55 | Series 48 (T-1) | 16-Jun-23 | 04-Sep-24 | Unlisted | 12.49% | Yes | 120 | 120.00 | - | - |
| 56 | Series 48 (T-2) | 06-Jul-23 | 04-Sep-24 | Unlisted | 12.49% | Yes | 63 | 63.00 | - | - |
| 57 | Series 48 (T-3) | 28-Jul-23 | 04-Sep-24 | Unlisted | 12.49% | Yes | 90 | 90.00 | - | - |
| 58 | Series 48 (T-4) | 24-Aug-23 | 04-Sep-24 | Unlisted | 12.49% | Yes | 9 | 9.00 | - | - |
| 59 | Series 26 (T-1) | 27-Apr-22 | 11-Sep-24 | Listed | 40.50% | Yes | 7 | 70.00 | 7 | 70.00 |
| 60 | Series 26 (T-2) | 03-Jun-22 | 11-Sep-24 | Listed | 40.50% | Yes | 3 | 30.00 | 3 | 30.00 |
| 61 | Series 50 (T-1) | 14-Jul-23 | 01-Oct-24 | Unlisted | 19.00% | Yes | 135 | 135.00 | - | - |
| 62 | Series 50 (T-2) | 20-Jul-23 | 01-Oct-24 | Unlisted | 19.00% | Yes | 4 | 4.00 | - | - |
| 63 | Series 24 (T-1) | 17-Jan-22 | 31-Oct-24 | Listed | 25.20% | Yes | 20 | 200.00 | 20 | 200.00 |
| 64 | Series 53 (T-1) | 08-Aug-23 | 05-Nov-24 | Unlisted | 19.00% | Yes | 58 | 58.00 | - | - |
| 65 | Series 53 (T-2) | 30-Aug-23 | 05-Nov-24 | Unlisted | 19.00% | Yes | 24 | 24.00 | - | - |
| 66 | Series 53 (T-3) | 05-Sep-23 | 05-Nov-24 | Unlisted | 19.00% | Yes | 5 | 5.00 | - | - |
| 67 | Series 31 (T-1) | 16-Nov-22 | 18-Nov-24 | Listed | 30.00% | Yes | 17 | 170.00 | 17 | 170.00 |
| 68 | Series 56 (T-1) | 13-Sep-23 | 23-Nov-24 | Unlisted | 12.49% | Yes | 50 | 50.00 | - | - |
| 69 | Series 47 (T-1) | 06-Jun-23 | 03-Dec-24 | Unlisted | 25.00% | Yes | 93 | 93.00 | - | - |
| 70 | Series 47 (T-2) | 20-Jun-23 | 03-Dec-24 | Unlisted | 25.00% | Yes | 18 | 18.00 | - | - |
| 71 | Series 47 (T-3) | 20-Jun-23 | 03-Dec-24 | Unlisted | 25.00% | Yes | 15 | 15.00 | - | - |
| 72 | Series 47 (T-4) | 10-Jul-23 | 03-Dec-24 | Unlisted | 25.00% | Yes | 25 | 25.00 | - | - |
| 73 | Series 59 (T-1) | 11-Oct-23 | 31-Dec-24 | Unlisted | 19.00% | Yes | 25 | 25.00 | - | - |
| 74 | Series 59 (T-2) | 25-Oct-23 | 31-Dec-24 | Unlisted | 19.00% | Yes | 17 | 17.00 | - | - |
| 75 | Series 43 (T-1) | 10-May-23 | 02-Jan-25 | Unlisted | 40.00% | No | 56 | 56.00 | - | - |
| 76 | Series 36 (T-1) | 17-Feb-23 | 05-Jan-25 | Listed | 19.00% | Yes | 162 | 162.00 | 162 | 162.00 |
| 77 | Series 34 (T-1) | 28-Dec-22 | 13-Jan-25 | Listed | 38.00% | Yes | 19 | 190.00 | 19 | 190.00 |
| 78 | Series 22 (T-1) | 06-Dec-21 | 16-Jan-25 | Listed | 70.00% | Yes | 10 | 100.00 | 10 | 100.00 |
| 79 | Series 22 (T-2) | 01-Feb-22 | 16-Jan-25 | Listed | 70.00% | Yes | 3 | 30.00 | 3 | 30.00 |
| 80 | Series 22 (T-3) | 28-Feb-22 | 16-Jan-25 | Listed | 70.00% | Yes | 4 | 40.00 | 4 | 40.00 |
| 81 | Series 22 (T-4) | 24-Mar-22 | 16-Jan-25 | Listed | 70.00% | Yes | 1 | 10.00 | 1 | 10.00 |
| 82 | Series 22 (T-5) | 30-Mar-22 | 16-Jan-25 | Listed | 70.00% | Yes | 2 | 20.00 | 2 | 20.00 |
| 83 | Series 22 (T-6) | 19-May-22 | 16-Jan-25 | Listed | 70.00% | Yes | 6 | 60.00 | 6 | 60.00 |
| 84 | Series 65 (T-1) | 30-Nov-23 | 29-Jan-25 | Unlisted | 12.49% | Yes | 192 | 192.00 | - | - |
| 85 | Series 65 (T-2) | 21-Dec-23 | 29-Jan-25 | Unlisted | 12.49% | Yes | 38 | 38.00 | - | - |
| 86 | Series 63 (T-1) | 16-Nov-23 | 03-Feb-25 | Unlisted | 19.00% | Yes | 23 | 23.00 | - | - |
| 87 | Series 44 (T-1) | 16-May-23 | 04-Feb-25 | Unlisted | 40.00% | No | 50 | 50.00 | - | - |
| 88 | Series 52 (T-1) | 03-Aug-23 | 04-Feb-25 | Unlisted | 25.00% | Yes | 223 | 223.00 | - | - |
| 89 | Series 52 (T-2) | 28-Aug-23 | 04-Feb-25 | Unlisted | 25.00% | Yes | 38 | 38.00 | - | - |
| 90 | Series 61 (T-1) | 01-Nov-23 | 04-Feb-25 | Unlisted | 22.50% | Yes | 108 | 108.00 | - | - |
| 91 | Series 67 (T-1) | 15-Dec-23 | 03-Mar-25 | Unlisted | 19.00% | Yes | 21 | 21.00 | - | - |
| 92 | Series 57 (T-1) | 18-Sep-23 | 04-Mar-25 | Unlisted | 25.00% | Yes | 16 | 16.00 | - | - |
| 93 | Series 57 (T-2) | 25-Sep-23 | 04-Mar-25 | Unlisted | 25.00% | Yes | 1 | 1.00 | - | - |
| 94 | Series 39 (T-1) | 08-Mar-23 | 28-Mar-25 | Listed | 36.00% | Yes | 252 | 252.00 | 252 | 252.00 |
| 95 | Series 39 (T-2) | 28-Mar-23 | 28-Mar-25 | Listed | 36.00% | Yes | 1 | 1.00 | 1 | 1.00 |
| 96 | Series 46 (T-1) | 31-May-23 | 01-Apr-25 | Unlisted | 40.00% | No | 125 | 125.00 | - | - |
| 97 | Series 46 (T-2) | 04-Jul-23 | 01-Apr-25 | Unlisted | 40.00% | No | 6 | 6.00 | - | - |
| 98 | Series 60 (T-1) | 16-Oct-23 | 01-Apr-25 | Unlisted | 25.00% | Yes | 173 | 173.00 | - | - |
| 99 | Series 60 (T-2) | 27-Oct-23 | 01-Apr-25 | Unlisted | 25.00% | Yes | 14 | 14.00 | - | - |
| 100 | Series 62 (T-1) | 07-Nov-23 | 28-Apr-25 | Unlisted | 25.00% | Yes | 49 | 49.00 | - | - |
| 101 | Series 64 (T-1) | 22-Nov-23 | 28-Apr-25 | Unlisted | 30.00% | Yes | 19 | 19.00 | - | - |
| 102 | Series 62 (T-2) | 01-Dec-23 | 28-Apr-25 | Unlisted | 25.00% | Yes | 28 | 28.00 | - | - |

Abans Finance Private Limited
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(₹ in Lakhs)

| Particulars | | | | | | | March 31, 2024 | | March 31, 2023 | |
|--------------|-----------------|-----------|-----------|----------|--------|-----|----------------|-----------------|----------------|-----------------|
| 103 | Series 64 (T-2) | 05-Dec-23 | 28-Apr-25 | Unlisted | 30.00% | Yes | 74 | 74.00 | - | - |
| 104 | Series 68 (T-1) | 20-Dec-23 | 29-May-25 | Unlisted | 25.00% | Yes | 49 | 49.00 | - | - |
| 105 | Series 51 (T-1) | 19-Jul-23 | 01-Jul-25 | Unlisted | 45.00% | No | 37 | 37.00 | - | - |
| 106 | Series 29 (T-1) | 28-Jun-22 | 30-Nov-25 | Listed | 52.50% | Yes | 7 | 70.00 | 7 | 70.00 |
| 107 | Series 29 (T-2) | 17-Aug-22 | 30-Nov-25 | Listed | 52.50% | Yes | 2 | 20.00 | 2 | 20.00 |
| 108 | Series 29 (T-3) | 17-Oct-22 | 30-Nov-25 | Listed | 52.50% | Yes | 7 | 70.00 | 7 | 70.00 |
| 109 | Series 66 (T-1) | 12-Dec-23 | 09-Dec-25 | Unlisted | 26.68% | No | 78 | 78.00 | - | - |
| 110 | Series 66 (T-2) | 26-Dec-23 | 09-Dec-25 | Unlisted | 26.68% | No | 137 | 137.00 | - | - |
| 111 | Series 30 (T-1) | 09-Nov-22 | 03-Feb-26 | Listed | 50.00% | Yes | 5 | 50.00 | 5 | 50.00 |
| 112 | Series 33 (T-1) | 20-Dec-22 | 29-May-26 | Listed | 52.50% | Yes | 20 | 200.00 | 20 | 200.00 |
| 113 | Series 40 (T-1) | 20-Mar-23 | 02-Sep-26 | Unlisted | 52.50% | Yes | 225 | 225.00 | 225 | 225.00 |
| 114 | Series 40 (T-2) | 26-May-23 | 02-Sep-26 | Unlisted | 52.50% | Yes | 20 | 20.00 | - | - |
| 115 | Series 40 (T-3) | 10-Aug-23 | 02-Sep-26 | Unlisted | 52.50% | Yes | 5 | 5.00 | - | - |
| 116 | Series 54 (T-1) | 18-Aug-23 | 31-Oct-26 | Unlisted | 52.50% | Yes | 87 | 87.00 | - | - |
| 117 | Series 54 (T-2) | 01-Sep-23 | 31-Oct-26 | Unlisted | 52.50% | Yes | 32 | 32.00 | - | - |
| 118 | Series 54 (T-3) | 28-Sep-23 | 31-Oct-26 | Unlisted | 52.50% | Yes | 2 | 2.00 | - | - |
| TOTAL | | | | | | | 4,931 | 6,272.00 | 2,576 | 5,762.00 |

- Fair Value CY Rs. 7,934.19 (PY Rs. 6,716.57)

- Secured against loans and advances

- Coupon rate of "NCDs" varies with market movement in index and underlying equity/commodity wherever applicable

12.2: Privately Placed Market Linked Non Convertible Debentures - unsecured

(₹ in Lakhs)

| Sr. No | Series | Issue Date | Redemption Date | Listed / Unlisted | Max Cap on Coupon | Principle Protection | March 31, 2023 | | March 31, 2023 | |
|--------------|------------------|------------|-----------------|-------------------|-------------------|----------------------|----------------|------------------|----------------|------------------|
| | | | | | | | Units | Total Face Value | Units | Total Face Value |
| 1 | Series 38 (T-1)* | 28-Feb-23 | 27-Feb-26 | Unlisted | NA | No | 1,850 | 1,850.00 | 1,850 | 1,850.00 |
| 2 | Series 49 (T-1) | 30-Jun-23 | 03-Feb-26 | Unlisted | 32.98% | No | 500 | 500.00 | - | - |
| TOTAL | | | | | | | 2,350 | 2,350.00 | 1,850 | 1,850.00 |

- Fair Value CY Rs. 2,618.33 (PY Rs. 1,785.33)

* - 95% of aggregate gains/(losses) generated out of investment including its re-investment payable on redemption.

- It is clarified that the coupon payment is accrued, and shall be due and payable on the coupon payment date.

12.3: Privately Placed Non-Convertible Debentures - secured

(₹ in Lakhs)

| Sr. No | Series | Issue Date | Redemption Date | Listed / Unlisted | Max Cap on Coupon | Principle Protection | March 31, 2024 | | March 31, 2023 | |
|--------------|-----------------|------------|-----------------|-------------------|-------------------|----------------------|----------------|------------------|----------------|------------------|
| | | | | | | | Units | Total Face Value | Units | Total Face Value |
| 1 | Series 55 (T-1) | 23-Aug-23 | 22-Aug-25 | Unlisted | NA | Yes | 1,300 | 1,300.00 | - | - |
| 2 | Series 58 (T-1) | 06-Oct-23 | 05-Oct-25 | Unlisted | NA | Yes | 1,725 | 1,725.00 | - | - |
| TOTAL | | | | | | | 3,025 | 3,025.00 | - | - |

- Fair Value CY Rs. 3,025.00 (PY Nil)

- Coupon rate of "NCDs" is fixed @ 9% pa

Note 13: Borrowings (other than debt securities)

Designated & carried at amortised cost

| | | |
|----------------|------------------|------------------|
| <u>Secured</u> | | |
| TREPS | 65,600.00 | 26,100.00 |
| Total | 65,600.00 | 26,100.00 |

(Refer Note 7 & 13.1)

| | | |
|------------------|---------------|-----------------|
| <u>Unsecured</u> | | |
| Related party | 364.80 | 1,959.02 |
| Total | 364.80 | 1,959.02 |

(Refer note 28 on related party)

| | | |
|----------------------------------|------------------|------------------|
| Total borrowings in India | 65,964.80 | 28,059.02 |
|----------------------------------|------------------|------------------|

13.1: Terms of borrowings

- Borrowing from TREPS having outstanding amount of CY Rs. 65,600.00 Lakhs (PY Rs. 26,100.00) is secured by way of pledged of investment in government securities, Rate of interest range from 6.50% pa to 6.80% P.a.

- Borrowing of CY Rs. 364.80 Lakhs (PY Rs. 1,959.02) is unsecured, repayable on demand and having interest rate of 11.00%

(₹ in Lakhs)

| Particulars | March 31, 2024 | March 31, 2023 |
|-------------|----------------|----------------|
|-------------|----------------|----------------|

Note 14: Current tax liabilities (Net)

| | | |
|--------------------------|-------------|--------------|
| Provision for income tax | 4.50 | 33.54 |
| TOTAL | 4.50 | 33.54 |

Note 15: Provisions

| | | |
|---|---------------|--------------|
| <u>For employee benefits</u> | | |
| Provision for leave encashment | 46.92 | 25.29 |
| Provision for gratuity | 85.54 | 18.49 |
| <u>For others</u> | | |
| Provision for impairment loss allowance (loans) | 49.60 | 24.73 |
| TOTAL | 182.06 | 68.51 |

15.1 Provision for impairment allowance is calculated @ 0.14% of the total Loans (Refer Note 6).

Note 16: Deferred tax assets / liabilities (Net)

| | | |
|--|---------------|--------------|
| On difference of depreciation on Property, Plant and Equipment | (8.39) | (7.10) |
| On unrealized loss on fair value | 192.49 | 58.93 |
| On provision for employee benefit | (33.34) | (11.02) |
| On provision for impairment - loans | (36.26) | (18.60) |
| Closing Deferred Tax (Asset) / Liabilities | 114.50 | 22.21 |

Note 17: Other non financial liabilities

| | | |
|----------------|--------------|--------------|
| Duties & Taxes | 46.86 | 13.21 |
| TOTAL | 46.86 | 13.21 |

Note 18: Equity share capital

Authorised equity share

| | | |
|---|------------------|------------------|
| March 31, 2024- 16,35,00,000 Nos- face value of 10/- each | 16,350.00 | - |
| March 31, 2023- 16,35,00,000 Nos- face value of 10/- each | - | 16,350.00 |
| TOTAL | 16,350.00 | 16,350.00 |

Issued, subscribed and fully paid up equity shares:

| | | |
|--|-----------------|-----------------|
| March 31, 2024- 3,44,72,729 Nos- face value of 10/- each | 3,447.27 | - |
| March 31, 2023- 3,44,72,729 Nos- face value of 10/- each | - | 3,447.27 |
| TOTAL | 3,447.27 | 3,447.27 |

Terms / Rights attached to equity shares

The company has only one class of equity share having a face value of Rs.10/- each. Holder of equity share is entitled to one vote per share. The Company declares and pays dividend if any, in Indian Rupee. The dividend proposed if any, by the board of Directors is subject to the approval of the share holders at the ensuing annual general meeting except in case of interim dividend. In the event of liquidation of the company, the holder of equity shares will be entitled to receive any of remaining assets of the company after distribution of preferential amount. The distribution will be in proportion to the number of equity shares held by the share holders.

Note 18.1: Shares held by Promoters

Equity Shares:

Name of the Promoter

| | | |
|--------------------------|-------------|-------------|
| Abans Holdings Ltd | | |
| No. of Shares | 3,23,92,395 | 3,23,92,395 |
| % of total shares | 93.97% | 93.97% |
| % change during the year | 0.00% | 39.64% |

| (₹ in Lakhs) | | |
|--|--------------------|--------------------|
| Particulars | March 31, 2024 | March 31, 2023 |
| Note 18.2: The details of shareholders holding more than 5% shares : | | |
| Equity Shares: | | |
| Name of the Shareholder | | |
| Abans Holdings Ltd (No. of Shares) | 3,23,92,395 | 3,23,92,395 |
| Abans Holdings Ltd (% held) | 93.97% | 93.97% |
| Siddhant Commercials Private Limited (Formerly known as Teesta Retail Pvt Ltd) (No. of Shares) | 20,70,926 | 20,70,926 |
| Siddhant Commercials Private Limited (Formerly known as Teesta Retail Pvt Ltd) (% held) | 6.01% | 6.01% |
| Note 18.3: Reconciliation of number of shares outstanding is set out below: | | |
| Equity Shares : | | |
| At the beginning of the period | 3,44,72,729 | 2,52,77,326 |
| Addition during the period | - | 91,95,403 |
| Outstanding at the end of the period | 3,44,72,729 | 3,44,72,729 |
| Note 19: Other equity | | |
| Securities Premium | | |
| Opening Balance | 24,704.67 | 17,624.21 |
| Add: for the year | - | 7,080.46 |
| Closing Balance | 24,704.67 | 24,704.67 |
| Impairment Reserve | | |
| Opening Balance | 49.18 | 43.71 |
| Add: Transferred from retained earnings (Refer note 19.2) | 45.31 | 5.47 |
| Closing Balance | 94.49 | 49.18 |
| Reserve Fund U/S 45-IC (1) Of Reserve Bank Of India Act, 1934 | | |
| Opening Balance | 425.33 | 247.83 |
| Add: Transferred from retained earnings | 287.03 | 177.50 |
| Closing Balance | 712.36 | 425.33 |
| Retained Earnings | | |
| Opening Balance | 1,705.25 | 1,000.70 |
| Add : Profit for the year | 1,435.14 | 887.52 |
| Transfer to Reserve Fund U/S 45-IC (1) Of Reserve Bank Of India Act, 1934 | (287.03) | (177.50) |
| Transfer to Impairment Reserve | (45.31) | (5.47) |
| Closing Balance | 2,808.05 | 1,705.25 |
| Other Comprehensive Income | | |
| Opening Balance | 3.83 | 5.38 |
| Add : Other comprehensive income for the year | (42.06) | (1.55) |
| Closing Balance | (38.23) | 3.83 |
| TOTAL | 28,281.34 | 26,888.26 |

Note 19.1: Security Premium

Securities premium is used to record the premium on issuance of equity shares and conversion of preference shares.. It can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013. Securities Premium can be used for writing off any preliminary expenses of the company, to provide for the premium that is payable on the redemption of debentures or of preference shares of the company and to buy back its own shares.

| Particulars | March 31, 2024 | March 31, 2023 |
|-------------|----------------|----------------|
|-------------|----------------|----------------|

Note 19.2: Impairment Reserve

In terms of the requirement as per RBI notification no. RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020 on Implementation of Indian Accounting Standards, Non-Banking Financial Companies (NBFCs) are required to create an impairment reserve for any shortfall in impairment allowances under Ind AS 109 and Income Recognition, Asset Classification and Provisioning (IRACP) norms (including provision on standard assets).

Impairment Reserve is the difference of allowance under Ind AS 109 is and provisions required as per IRACP. If impairment allowance under Ind AS 109 is lower than the provisions requires as per IRACP, the difference is appropriated from retained earnings to Impairment Reserve.

The impairment reserve is not reckoned for regulatory capital. Withdrawal can be made only after prior permission from the Department of Supervision, RBI.

Note 19.3: Statutory reserve u/s 45-IC of the RBI Act, 1934

As required by section 45-IC of the RBI Act 1934, the Company maintains a reserve fund and transfers there in a sum not less than twenty per cent of its net profit every year as disclosed in the statement of profit and loss and before any dividend is declared.

Note 19.4: Retained earnings

Retained earnings represents the surplus in Profit and Loss Account and appropriations. It is available for distribution to shareholders.

Abans Finance Private Limited
Notes to the Financial Statements



(₹ in Lakhs)

| Particulars | March 31, 2024 | March 31, 2023 |
|--|-----------------|-----------------|
| Note 20: Interest income | | |
| <u>On financial assets measured at amortised cost</u> | | |
| Interest on loans | 3,732.72 | 2,332.43 |
| Interest on investment | 3,871.18 | 19.49 |
| Interest on bank deposit | 57.89 | 5.37 |
| <u>Others</u> | | |
| Interest on Income tax refund | - | 2.09 |
| TOTAL | 7,661.79 | 2,359.38 |
| Refer Note 28 on Related party transaction | | |
| Note 21: Finance costs | | |
| <u>At amortised cost</u> | | |
| Interest on borrowings | 3,549.26 | 133.40 |
| Other borrowing costs | 23.58 | 4.96 |
| TOTAL | 3,572.84 | 138.36 |
| Refer Note 28 on Related party transaction | | |
| Note 22: Employee benefits and expenses | | |
| Salaries and wages | 1,227.04 | 597.91 |
| Gratuity expense | 17.07 | 10.56 |
| Provision for leave salary | 25.30 | 4.24 |
| Contribution to provident and other funds | 39.40 | 25.99 |
| Staff welfare | 22.32 | 24.24 |
| TOTAL | 1,331.13 | 662.94 |
| Refer Note 28 on Related party transaction | | |
| Note 23: Net (gain)/ loss on fair value changes | | |
| Investments | (1,036.70) | (311.64) |
| Derivatives | 35.85 | 84.59 |
| Structured products | (10.99) | 3.40 |
| Debentures | 1,644.50 | 384.83 |
| TOTAL | 632.66 | 161.18 |
| 23.1 Net (gain)/ loss on fair value changes | | |
| Realised | 579.54 | 395.33 |
| Unrealized | 53.10 | (234.15) |
| | 632.64 | 161.18 |

(₹ in Lakhs)

| Particulars | March 31, 2024 | March 31, 2023 |
|---|----------------|----------------|
| Note 24: Other Expenses | | |
| Rent expenses | 8.98 | 9.84 |
| Provision against standard asset | 24.87 | - |
| Electricity expenses | 13.21 | 12.42 |
| Society maintenance charges | 2.35 | 1.33 |
| Telecommunication expenses | 4.32 | 0.25 |
| Travelling & conveyance | 81.73 | 3.82 |
| Legal & professional fees | 30.51 | 83.85 |
| Property tax | 2.89 | 4.73 |
| Insurance expense | 14.53 | 16.30 |
| Interest on late payment of TDS | 0.01 | 24.41 |
| Sundry expenses | 13.61 | 6.66 |
| Business development expenses | 2.11 | 35.98 |
| Repairs & maintenance | 0.77 | 0.07 |
| Franking, stamping & registration charges | 1.26 | 2.90 |
| License fee and ROC expenses | 5.54 | 5.28 |
| CSR expense | 12.74 | 8.67 |
| <u>Payment to statutory auditors</u> | | |
| - Statutory audit fees | 3.00 | 3.00 |
| - Tax audit fees | 0.50 | 0.50 |
| TOTAL | 222.93 | 220.01 |

| | | (₹ in Lakhs) | |
|-----------------------------------|--|-----------------------|-----------------------|
| Note 25: Earning per share | | March 31, 2024 | March 31, 2023 |
| a) | Face Value of the shares (Rs.) | 10.00 | 10.00 |
| b) | Outstanding No. of Equity Shares | 3,44,72,729 | 3,44,72,729 |
| c) | Weighted Average no. of shares | 3,44,72,729 | 2,65,87,356 |
| d) | Net Profit after tax as per statement of profit and loss | 1,435.14 | 887.52 |
| e) | Basic Earnings Per Share (Rs.) (E = D / C) | 4.16 | 3.34 |
| f) | Weighted Average no. of shares (Diluted) | 3,44,72,729 | 2,65,87,356 |
| g) | Diluted Earnings Per Share (not annualised) | 4.16 | 3.34 |

| | | (₹ in Lakhs) | |
|--|---|-----------------------|-----------------------|
| Note 26: Contingent liabilities | | March 31, 2024 | March 31, 2023 |
| a) | <u>Guarantee given to bank against fund based and non fund based credit limit</u> | | |
| | Abans Securities Private Limited | 5,900.00 | 6,900.00 |
| | Outstanding exposure CY Rs. 4500.00 Lakhs (PY Rs. 5500.00 Lakhs) | | |
| | Abans Broking Services Private Limited | 3,537.00 | 4,987.00 |
| | Outstanding exposure CY Rs. 3500.00 Lakhs (PY Rs. 4500.00 Lakhs) | | |
| b) | Income Tax Demand for A.Y. 2019-20 | 3.72 | - |
| c) | GST Maharashtra - On account of Notice for Input Tax Credit | - | 5.30 |
| d) | Fixed deposit given as security to bank for availing loan by group company | - | 10,200.00 |

Note 27: Dues to micro and small enterprises

The Company has not received any intimation from "Creditors" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 except for the amount disclosed in Note 12. Hence, disclosures which is required in respect of Indian suppliers, if any, relating to amounts unpaid as at the year end together with Interest paid/payable as required under the said Act have not been made.

Note 28: Related party disclosure

A List of related parties

| Category | Name of the Party | March 31, 2024 | March 31, 2023 |
|----------|---|---|---|
| 1 | Abans Holdings Limited | Holding Company | Holding Company |
| 2 | Corporate Avenue Services Limited | Subsidiary companies | Subsidiary companies |
| 3 | Abhishek Bansal | Key management personnel | Key management personnel |
| 3 | Shivshankar Singh | Key management personnel | Key management personnel |
| 3 | Ashima Chhatwal | Key management personnel | Key management personnel |
| 3 | Kumud Chandra Paricha Patnaik (Date of Appointment: 01/11/2023) | Key management personnel | Key management personnel |
| 3 | Mahesh Kumar Cheruveedu | Key management personnel | Key management personnel |
| 3 | Nirbhay Vassa | Key management personnel | Key management personnel |
| 3 | Dharav Ashok Sheth (Date of Appointment: 31/01/2024) | Key management personnel | Key management personnel |
| 3 | Harsh Shah (Date of Cessation: 29/12/2023) | Key management personnel | Key management personnel |
| 3 | Kalpesh Darji (Date of Cessation: 01/11/2023) | Key management personnel | Key management personnel |
| 4 | Abans Agri Warehousing & Logistics Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Alternative Fund Managers LLP | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Broking Services Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Capital Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Commodities (I) Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Creations Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Diversified Alternative Fund LLP | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Enterprises Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Fintrade Private Limited (Formerly known as Cultured Curio Jewels Private Limited) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |

| Category | Name of the Party | March 31, 2024 | March 31, 2023 |
|----------|---|---|---|
| 4 | Abans Foundation | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Gems and Jewels trading FZC | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Global Broking (IFSC) Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Global Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Global Trading DMCC (Dissolved w.e.f August 24, 2022) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Insurance Broking Private Limited (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans International Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Investment Manager Mauritius | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Investment Managers Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Investment Trust | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Investment Trust IFSC | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Jewels Limited (Formerly known as Abans Jewels Private Limited) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Metals Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Middle East DMCC | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Realty and Infrastructure Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Securities Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |

| Category | Name of the Party | March 31, 2024 | March 31, 2023 |
|----------|---|---|---|
| 4 | Abans Venture UK Limited (dissolved w.e.f. June 13, 2023) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abhishek Bansal HUF | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Agrometal Vendibles Private Limited (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Caspian HK trading Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Clamant Broking Services Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Evergreen LLC (Sold w.e.f. Sept 18, 2023) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Fortune Gems (Prop. Abhishek Bansal) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Hydux Enterprises Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Lifesurge Trading Private Limited (Formerly Lifesurge Biosciences Private Limited) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Pantone Enterprises Private Limited (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Shanghai Yilan Trading Co. Limited (Sold w.e.f. Aug, 2023) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Shello Tradecom Private Limited (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Splendid International Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Zale Trading Private Limited (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Zicuro Technologies Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 5 | None | Enterprises owned or significantly influenced by a group of individuals or their relatives who have a control or significant influence over the company | Enterprises owned or significantly influenced by a group of individuals or their relatives who have a control or significant influence over the company |

| Category | Name of the Party | March 31, 2024 | March 31, 2023 |
|----------|-------------------|--|--|
| 6 | None | Individuals owning, directly or indirectly, an interest in the voting power of reporting enterprise that gives them control of significant influence over enterprise and relatives of any such individual. | Individuals owning, directly or indirectly, an interest in the voting power of reporting enterprise that gives them control of significant influence over enterprise and relatives of any such individual. |

B. The following transactions were carried out with the related parties in the ordinary course of business and at arm's length.

| | | | | (₹ in Lakhs) |
|----------|--|----------|------------------|-----------------|
| Sr. No. | Nature of transactions | Category | March 31, 2024 | March 31, 2023 |
| 1 | Debt securities outstanding (as per Benpos) | | | |
| | Abans Commodities (I) Private Limited | 4 | 48.00 | - |
| | Abans Broking Services Private Limited | 4 | - | 5.00 |
| | Abans Fintrade Private Limited | 4 | 1,430.00 | - |
| | (Formerly known as Cultured Curio Jewels Private Limited) | | | |
| | Abans Holdings Limited | 1 | 750.00 | - |
| | Abans Investment Managers Private Limited | 4 | 6.00 | - |
| | Abans Investment Trust | 4 | 2,650.00 | 2,125.00 |
| | Abans Securities Private Limited | 4 | - | 930.00 |
| | Abans Metals Private Limited | 4 | 672.00 | - |
| | Abans Realty and Infrastructure Private Limited | 4 | 440.00 | - |
| | Total | | 5,996.00 | 3,060.00 |
| 2 | Loans payable | | | |
| | Abhishek Bansal | 3 | 364.80 | 1,930.00 |
| | Total | | 364.80 | 1,930.00 |
| 3 | Loans receivable | | | |
| | Abans Agri Warehousing & Logistics Private Limited | 4 | - | 34.20 |
| | Abans Broking Services Private Limited | 4 | 1,032.00 | - |
| | Abans Creations Private Limited | 4 | 3.85 | 1,367.63 |
| | Abans Enterprises Limited | 4 | 2,841.35 | 1,576.00 |
| | Abans Fintrade Private Limited | 4 | 6,432.25 | - |
| | (Formerly known as Cultured Curio Jewels Private Limited) | | | |
| | Abans Jewels Limited | 4 | 6,554.35 | - |
| | (Formerly known as Abans Jewels Private Limited) | | | |
| | Abans Metals Private Limited | 4 | 4,519.69 | 881.70 |
| | Abans Realty and Infrastructure Private Limited | 4 | - | 5.00 |
| | Abans Securities Private Limited | 4 | 240.00 | 530.00 |
| | Lifesurge Trading Private Limited | 4 | 652.05 | 300.93 |
| | (Formerly Lifesurge Biosciences Private Limited) | | | |
| | Pantone Enterprises Private Limited | 4 | - | 25.00 |
| | (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | | | |
| | Zale Trading Private Limited | 4 | - | 12.00 |
| | (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | | | |
| | Zicuro Technologies Private Limited | 4 | 675.46 | 1,582.41 |
| | Total | | 22,951.00 | 6,314.87 |
| 4 | Rent receivables | | | |
| | Abans Diversified Alternative Fund LLP | 4 | 0.30 | - |
| | Abans Investment Trust | 4 | 0.55 | 1.20 |
| | Total | | 0.85 | 1.20 |

(₹ in Lakhs)

| Sr. No. | Nature of transactions | Category | March 31, 2024 | March 31, 2023 |
|-----------|---|----------|-----------------|------------------|
| 5 | Trade receivables | | | |
| | Abans Securities Private Limited | 4 | 243.29 | 495.97 |
| | Abans Broking Services Private Limited (Including margin given to exchange) | 4 | - | 789.05 |
| | Total | | 243.29 | 1,285.02 |
| 6 | Brokerage charges paid | | | |
| | Abans Broking Services Private Limited | 4 | 0.20 | - |
| | Abans Securities Private Limited | 4 | 1.92 | - |
| | Total | | 2.12 | - |
| 7 | Cross charge of goods and service tax | | | |
| | Abans Jewels Limited (Formerly known as Abans Jewels Private Limited) | 4 | 0.35 | 1.12 |
| | Total | | 0.35 | 1.12 |
| 8 | CSR expense | | | |
| | Abans Foundation | 4 | 8.89 | - |
| | Total | | 8.89 | - |
| 9 | Debt securities issued during year | | | |
| | Abans Broking Services Private Limited | 4 | 1,489.00 | 2,930.00 |
| | Abans Commodities (I) Private Limited | 4 | 85.00 | - |
| | Abans Holdings Limited | 1 | 1,200.00 | - |
| | Abans Investment Managers Private Limited | 4 | 3,465.10 | - |
| | Abans Investment Trust | 4 | 525.63 | 2,125.00 |
| | Abans Realty and Infrastructure Private Limited | 4 | 440.00 | - |
| | Total | | 7,204.73 | 5,055 |
| 10 | Redemption of market linked debentures | | | |
| | Abans Broking Services Private Limited | 4 | 7.50 | - |
| | Abans Jewels Limited (Formerly known as Abans Jewels Private Limited) | 4 | - | 150.00 |
| | Abans Metals Private Limited | 4 | - | 80.00 |
| | Abans Fintrade Private Limited (Formerly known as Cultured Curio Jewels Private Limited) | 4 | - | 218.00 |
| | Abans Securities Private Limited | 4 | 1,000.00 | 100.00 |
| | Total | | 1,007.50 | 548.00 |
| 11 | Corporate guarantee/security given by reporting enterprise | | | |
| | Abans Broking Services Private Limited | 4 | 3,537.00 | 4,987.00 |
| | Abans Securities Private Limited | 4 | 5,900.00 | 6,900.00 |
| | Abans Fintrade Private Limited (Formerly known as Cultured Curio Jewels Private Limited) | 4 | - | 9,180.00 |
| | Total | | 9,437.00 | 21,067.00 |
| 12 | Director sitting fees | | | |
| | Ashima Chhatwal | 3 | 1.30 | 1.10 |
| | Kalpesh Darji (Date of Cessation: 01/11/2023) | 3 | 0.80 | 1.10 |
| | Kumud Chandra Paricha Patnaik (Date of Appointment: 01/11/2023) | 3 | 0.50 | - |
| | Total | | 2.60 | 2.20 |

(₹ in Lakhs)

| Sr. No. | Nature of transactions | Category | March 31, 2024 | March 31, 2023 |
|-----------|---|----------|-----------------|-----------------|
| 13 | Interest income | | | |
| | Abans Agri Warehousing & Logistics Private Limited | 4 | 2.31 | 9.47 |
| | Abans Broking Services Private Limited | 4 | 218.24 | 236.42 |
| | Abans Commodities India Private Limited | 4 | 0.24 | 8.05 |
| | Abans Creations Private Limited | 4 | 41.82 | 164.99 |
| | Abans Enterprises Limited | 4 | 271.90 | 126.84 |
| | Abans Fintrade Private Limited | 4 | 986.96 | 45.74 |
| | (Formerly known as Cultured Curio Jewels Private Limited) | | | |
| | Abans Holdings Limited | 1 | 0.11 | 55.27 |
| | Abans Jewels Limited | 4 | 380.00 | 52.85 |
| | (Formerly known as Abans Jewels Private Limited) | | | |
| | Abans Metals Private Limited | 4 | 175.26 | 428.45 |
| | Abans Realty and Infrastructure Private Limited | 4 | 0.77 | - |
| | Abans Securities Private Limited | 4 | 35.34 | 12.12 |
| | Agrometal Vendibles Private Limited | 4 | 0.12 | 40.50 |
| | (Merged with Abans Fintrade Pvt Ltd w.e.f. Feb 08, 2024) | | | |
| | Lifesurge Trading Private Limited | 4 | 45.94 | 30.08 |
| | (Formerly Lifesurge Biosciences Private Limited) | | | |
| | Pantone Enterprises Private Limited | 4 | 2.56 | 52.95 |
| | (Merged with Abans Fintrade Pvt Ltd w.e.f. Feb 08, 2024) | | | |
| | Shello Tradecom Private Limited | 4 | 0.02 | 11.87 |
| | (Merged with Abans Fintrade Pvt Ltd w.e.f. Feb 08, 2024) | | | |
| | Zale Trading Private Limited | 4 | 0.95 | 44.95 |
| | (Merged with Abans Fintrade Pvt Ltd w.e.f. Feb 08, 2024) | | | |
| | Zicuro Technologies Private Limited | 4 | 194.18 | 133.62 |
| | Hydux Enterprises Private Limited | | - | 5.22 |
| | Total | | 2,356.72 | 1,459.39 |
| 14 | Interest expense | | | |
| | Abans Commodities (I) Private Limited | 4 | 30.16 | - |
| | Abans Fintrade Private Limited | 4 | 27.22 | 29.82 |
| | (Formerly known as Cultured Curio Jewels Private Limited) | | | |
| | Abans Holdings Limited | 1 | 16.33 | - |
| | Abans Metals Private Limited | 4 | 9.80 | 10.94 |
| | Abans Realty and Infrastructure Private Limited | 4 | 9.80 | - |
| | Abans Jewels Limited | | - | 20.52 |
| | (Formerly known as Abans Jewels Private Limited) | 4 | | |
| | Abans Securities Private Limited | 4 | | 17.45 |
| | Abhishek Bansal | 3 | 157.31 | 29.02 |
| | Total | | 250.62 | 107.75 |
| 15 | Purchase of government securities | | | |
| | Abans Broking Services Private Limited | 4 | 3,567.49 | - |
| | Abans Commodities (I) Private Limited | 4 | 982.29 | - |
| | Abans Fintrade Private Limited | | 258.89 | 1,505.12 |
| | (Formerly known as Cultured Curio Jewels Private Limited) | 4 | | |
| | Abans Holdings Limited | 1 | 809.15 | - |
| | Abans Jewels Limited | | 1,013.97 | 1,504.83 |
| | (Formerly known as Abans Jewels Private Limited) | 4 | | |
| | Abans Metals Private Limited | 4 | 10,192.42 | - |
| | Abans Securities Private Limited | 4 | 3,508.98 | - |
| | Agrometal Vendibles Private Limited | | 92.97 | 178.39 |
| | (Merged with Abans Fintrade Pvt Ltd w.e.f. Feb 08, 2024) | 4 | | |
| | Total | | 20,426 | 3,188 |

(₹ in Lakhs)

| Sr. No. | Nature of transactions | Category | March 31, 2024 | March 31, 2023 |
|-----------|---|----------|----------------|----------------|
| 16 | Rent income | | | |
| | Abans Agri Warehousing & Logistics Private Limited | 4 | 1.68 | 1.68 |
| | Abans Alternative Fund Managers LLP | 4 | 2.01 | 0.48 |
| | Abans Broking Services Private Limited | 4 | 9.24 | 9.24 |
| | Abans Capital Private Limited | 4 | 0.24 | 0.24 |
| | Abhishek Bansal | 3 | 0.24 | 0.24 |
| | Abans Commodities (I) Private Limited | 4 | 1.68 | 4.20 |
| | Abans Diversified Alternative Fund LLP | 4 | 1.02 | - |
| | Abans Enterprises Limited | 4 | 1.68 | 1.68 |
| | Abans Fintrade Private Limited | | 1.68 | 1.68 |
| | (Formerly known as Cultured Curio Jewels Private Limited) | 4 | | |
| | Abans Holdings Limited | 1 | 1.68 | 1.68 |
| | Abans Insurance Broking Private Limited | | 0.34 | 1.02 |
| | (Merged with Abans Fintrade Pvt Ltd w.e.f. Feb 08, 2024) | 4 | | |
| | Abans Investment Managers Private Limited | 4 | 1.02 | 0.68 |
| | Abans Investment Trust | 4 | 0.51 | 1.02 |
| | Abans Jewels Limited | | 5.04 | 5.04 |
| | (Formerly known as Abans Jewels Private Limited) | 4 | | |
| | Abans Metals Private Limited | 4 | 1.26 | 1.26 |
| | Abans Realty and Infrastructure Private Limited | 4 | 1.02 | 1.02 |
| | Abans Securities Private Limited | 4 | 7.56 | 7.56 |
| | Agrometal Vendibles Private Limited | | 0.08 | 0.24 |
| | (Merged with Abans Fintrade Pvt Ltd w.e.f. Feb 08, 2024) | 4 | | |
| | Clamant Broking Services Private Limited | 4 | 0.24 | 0.24 |
| | Lifesurge Trading Private Limited | | 1.02 | 1.02 |
| | (Formerly Lifesurge Biosciences Private Limited) | 4 | | |
| | Pantone Enterprises Private Limited | | 0.34 | 1.02 |
| | (Merged with Abans Fintrade Pvt Ltd w.e.f. Feb 08, 2024) | 4 | | |
| | Shello Tradecom Private Limited | | 0.34 | 1.02 |
| | (Merged with Abans Fintrade Pvt Ltd w.e.f. Feb 08, 2024) | 4 | | |
| | Zale Trading Private Limited | | 0.34 | 1.02 |
| | (Merged with Abans Fintrade Pvt Ltd w.e.f. Feb 08, 2024) | 4 | | |
| | Zicuro Technologies Private Limited | 4 | 1.02 | 1.02 |
| | Hydux Enterprises Private Limited | 4 | - | 0.51 |
| | Total | | 41.28 | 44.81 |
| 17 | Sale of government securities | | | |
| | Abans Broking Services Private Limited | 4 | 3,081.89 | 2,495.18 |
| | Abans Commodities (I) Private Limited | 4 | 858.90 | 149.81 |
| | Abans Enterprises Limited | 4 | 182.52 | 990.36 |
| | Abans Fintrade Private Limited | | 251.72 | 4,282.82 |
| | (Formerly known as Cultured Curio Jewels Private Limited) | 4 | | |
| | Abans Holdings Limited | 1 | 976.44 | - |
| | Abans Jewels Limited | 4 | 7,236.67 | 1,520.93 |
| | (Formerly known as Abans Jewels Private Limited) | 4 | | |
| | Abans Metals Private Limited | 4 | 5,156.86 | 4,059.72 |
| | Abans Realty and Infrastructure Private Limited | 4 | 171.68 | 49.55 |
| | Abans Securities Private Limited | 4 | 6,688.81 | 1,403.76 |
| | Abhishek Bansal | 4 | - | 496.04 |
| | Agrometal Vendibles Private Limited | | 90.62 | 178.34 |
| | (Merged with Abans Fintrade Pvt Ltd w.e.f. Feb 08, 2024) | 4 | | |
| | Shello Tradecom Private Limited | | 30.40 | - |
| | (Merged with Abans Fintrade Pvt Ltd w.e.f. Feb 08, 2024) | 4 | | |
| | Total | | 24,727 | 15,627 |
| 18 | Rent expense | | | |
| | Abans Jewels Limited | | 8.98 | - |
| | (Formerly known as Abans Jewels Private Limited) | 4 | | |
| | Total | | 8.98 | - |

(₹ in Lakhs)

| Sr. No. | Nature of transactions | Category | March 31, 2024 | March 31, 2023 |
|-----------|---|----------|-----------------|----------------|
| 19 | Sale of compulsorily convertible debenture | | | |
| | Abans Commodities (I) Private Limited | 4 | 1,300.00 | - |
| | Abans Fintrade Private Limited (Formerly known as Cultured Curio Jewels Private Limited) | 4 | 1,550.00 | - |
| | Total | | 2,850.00 | - |
| 20 | Salary / Remuneration | | | |
| | Mahesh Kumar Cheruveedu | 3 | 55.00 | 54.72 |
| | Nirbhay Vassa | 3 | 100.00 | 71.33 |
| | Dharav Ashok Sheth (Date of Appointment: 31/01/2024) | 3 | 1.29 | - |
| | Harsh Shah (Date of Cessation: 29/12/2023) | 3 | 9.38 | 10.18 |
| | Total | | 165.67 | 136.23 |
| 21 | Investment | | | |
| | Corporate Avenue Services Limited | 2 | 864.74 | - |
| | Total | | 864.74 | - |
| 22 | Investment during Year | | | |
| | Corporate Avenue Services Limited | 2 | 833.59 | - |
| | Total | | 833.59 | - |
| 23 | Reimbursement of expense | | | |
| | Abans Holdings Limited | 1 | 162.56 | - |
| | Abans Metals Private Limited | 4 | 0.11 | - |
| | Mahesh Kumar Cheruveedu | 3 | 0.32 | - |
| | Nirbhay Vassa | 3 | 2.09 | - |
| | Dharav Ashok Sheth (Date of Appointment: 31/01/2024) | 3 | 0.07 | - |
| | Harsh Shah (Date of Cessation: 29/12/2023) | 3 | 0.08 | - |
| | Total | | 165.23 | - |
| 24 | Brokerage expenses | | | |
| | Abans Broking Services Private Limited | 4 | 0.20 | - |
| | Abans Securities Private Limited | 4 | 1.92 | - |
| | Total | | 2.12 | - |

Note 29: Employee benefits

A. Gratuity (Defined Benefit Plan)

i) General description:

The Company provides for gratuity for employees in India as per the payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The company's liability towards gratuity is determined on the basis of year end actuarial valuations applying the Projected Unit Credit Method (as per Ind AS 19) done by an independent actuary as on March 31, 2024.

(₹ in Lakhs)

| Particulars | March 31, 2024 | March 31, 2023 |
|--|----------------|----------------|
| ii) Change in the present value of the defined benefit obligation | | |
| Opening defined benefit obligation | 18.50 | 8.52 |
| Current service cost | 15.69 | 9.98 |
| Interest cost | 1.37 | 0.58 |
| Actuarial (gain) / loss due to Remeasurement on change in assumptions | - | - |
| - change in financial assumptions | 1.34 | (1.06) |
| - experience variance (i.e. Actual experiences assumptions) | 54.86 | 3.21 |
| Past service cost | - | - |
| Benefits paid | (6.22) | (2.73) |
| Contributions by employee | - | - |
| Transfer in / (out) | - | - |
| Present Value of Obligation as at the end | 85.54 | 18.50 |
| iii) Breakup of actuarial gain/loss | | |
| Actuarial [gain]/ loss arising from change in demographic assumption | - | - |
| Actuarial [gain]/ loss arising from change in financial assumption | 1.34 | (1.06) |
| Actuarial [gain]/ loss arising from experience adjustment | 54.86 | 3.21 |
| iv) Expenses/ [Incomes] recognised in the statement of profit and loss: | | |
| Current service cost | 15.69 | 9.98 |
| Past service cost | - | - |
| (Gains) / losses - on settlement | - | - |
| Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset) | 1.37 | 0.58 |
| Expenses Recognised in the Income Statement | 17.06 | 10.56 |
| v) Other comprehensive income | | |
| Actuarial (Gain)/Loss recognized for the period due to change in assumptions | - | - |
| - change in financial assumptions | 1.34 | (1.06) |
| - experience variance (i.e. Actual experiences assumptions) | 54.86 | 3.21 |
| Return on plan assets, excluding amount recognised in net interest expense | - | - |
| Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling | - | - |
| Components of defined benefit costs recognised in other comprehensive income | 56.20 | 2.15 |
| vi) Movement in net liabilities recognised in balance sheet: | | |
| Opening net liabilities | 18.50 | 8.52 |
| Expenses as above [P & L Charge] | 17.06 | 10.56 |
| Benefits Paid | (6.22) | (2.73) |
| Other Comprehensive Income (OCI) | 56.20 | 2.15 |
| Liabilities/ [Assets] recognised in the Balance Sheet | 85.54 | 18.50 |
| vii) Amount recognized in the balance sheet: | | |
| PVO at the end of the year | 85.54 | 18.50 |
| Fair value of plan assets at the end of the year | - | - |
| Deficit | (85.54) | (18.50) |
| Unrecognised past service cost | - | - |
| (Liabilities)/Assets recognized in the Balance Sheet | (85.54) | (18.50) |
| viii) Principal actuarial assumptions as at balance sheet date: | | |
| <u>Discount rate</u> | 7.20% | 7.40% |
| [The rate of discount is considered based on market yield on Government Bonds having currency and terms in consistence with the currency and terms of the post-employment benefit obligations]. | | |
| <u>Annual increase in salary cost</u> | 9.00% | 9.00% |
| [The estimates of future salary increases are considered in actuarial valuation, taking into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market]. | | |
| <u>Employee attrition Rate (Past Services (PS))</u> | 10.00% | 10.00% |
| <u>Decrement adjusted remaining working life (years)</u> | 8.32 | 8.60 |

Sensitivity analysis:

| March 31, 2024 | Discount rate of 1% | Salary Escalation rate of 1% | Attrition rate of 50% | Mortality rate of 10% |
|--|---------------------|------------------------------|-----------------------|-----------------------|
| Impact on statement of Profit & Loss increase in rate | 79.19 | 90.62 | 85.69 | 85.56 |
| Impact on statement of Profit & Loss of decrease in rate | 92.81 | 80.79 | 83.79 | 85.53 |

B. Compensated absence (long term employee benefits)

i) General description:-

The company provides Privilege Leave to its employees in India. Privilege leave is computed on calendar year basis, however, any unavailed privilege leaves upto 45 days will be carried forward to the next calendar year. Privilege leave can only be encashed at the time of retirement / termination / resignation / withdrawal and is computed as no. of privilege leaves multiplied with applicable salary for leave encashment. The company's liability towards privilege leaves is determined on the basis of year end actuarial valuations applying the Projected Unit Credit Method (as per Ind AS 19) done by an independent actuary as on March 31, 2024.

| (₹ in Lakhs) | | |
|--|----------------|----------------|
| Particulars | March 31, 2024 | March 31, 2023 |
| ii) Asset and liability (balance sheet position) | | |
| Present value of obligation | 46.92 | 25.29 |
| Fair value of plan assets | - | - |
| Surplus/(Deficit) | (46.92) | (25.29) |
| Effects of asset ceiling | - | - |
| Net Asset/ (Liability) | (46.92) | (25.29) |
| iii) Bifurcation of present value of obligation at the end of the year as per revised Schedule III of | | |
| Current Liability (Short Term) | 5.59 | 2.46 |
| Non-current Liability (Long term) | 41.33 | 22.83 |
| Present value of the obligation at the end | 46.92 | 25.29 |
| iv) Expenses recognized in the statement of profit and loss | | |
| Present value of obligation as at the beginning | 25.29 | 24.55 |
| Present value of obligation as at the end | 46.92 | 25.29 |
| Benefit Payment | 3.67 | 3.50 |
| Actual return on plan asset | - | - |
| Acquisition adjustment | - | - |
| Expense recognized | 25.30 | 4.24 |
| v) Principal actuarial assumptions as at balance sheet date: | | |
| <u>Discount rate</u> | 7.20% | 7.40% |
| [The rate of discount is considered based on market yield on Government Bonds having currency and terms in consistence with the currency and terms of the post-employment benefit obligations]. | | |
| <u>Annual increase in salary cost</u> | 9.00% | 9.00% |
| [The estimates of future salary increases are considered in actuarial valuation, taking into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market]. | | |

Sensitivity analysis:

| March 31, 2024 | Discount rate of 1% | Salary Escalation rate of 1% | Attrition rate of 50% | Mortality rate of 10% |
|--|---------------------|------------------------------|-----------------------|-----------------------|
| Impact on statement of Profit & Loss increase in rate | 43.19 | 51.13 | 45.07 | 46.91 |
| Impact on statement of Profit & Loss of decrease in rate | 51.25 | 43.22 | 50.42 | 46.94 |

C. Defined contribution plans

The Company also has certain defined contribution plans. Contributions payable by the Company to the concerned Government authorities in respect of Provident Fund are charged to Statement of Profit and Loss. The obligation of the Company is limited to the amount contributed and it has no contractual or any constructive obligation. Amount recognized during the year as contribution in statement of Profit & Loss is Rs. 24.62 Lakhs and Rs 18.21 Lakhs for the year ended March 31, 2024 and March 31, 2023

Note 30: Financial instruments – fair values and risk management

A. Accounting classification

| (₹ in Lakhs) | | | | |
|---|------------------------------------|------------------------|------------------|--------------------|
| March 31, 2024 | Fair Value through Profit / (Loss) | Fair Value through OCI | Amortised Cost | Total |
| <u>Financial assets</u> | | | | |
| Cash and cash equivalents | - | - | 1,069.83 | 1,069.83 |
| Derivative financial instruments | 53.10 | - | - | 53.10 |
| Receivables | - | - | 180.92 | 180.92 |
| Loans | - | - | 36,022.84 | 36,022.84 |
| Investments | 70,914.07 | - | 1,064.74 | 71,978.81 |
| Other Financial assets | - | - | 1,108.26 | 1,108.26 |
| Total financial assets | 70,967.17 | - | 39,446.59 | 1,10,413.76 |
| <u>Financial liabilities</u> | | | | |
| Payables | - | - | 52.81 | 52.81 |
| Debt securities | 10,552.52 | - | 3,025.00 | 13,577.52 |
| Borrowings (other than debt securities) | - | - | 65,964.80 | 65,964.80 |
| Total financial liabilities | 10,552.52 | - | 69,042.61 | 79,595.13 |

(₹ in Lakhs)

| March 31, 2023 | Fair Value through Profit / (Loss) | Fair Value through OCI | Amortised Cost | Total |
|---|------------------------------------|------------------------|------------------|------------------|
| <u>Financial assets</u> | | | | |
| Cash and cash equivalents | - | - | 13,645.29 | 13,645.29 |
| Bank balance other than above | | | 14.01 | 14.01 |
| Derivative Financial Instruments | 50.78 | - | - | 50.78 |
| Receivables | - | - | 1,132.42 | 1,132.42 |
| Loans | - | - | 17,364.39 | 17,364.39 |
| Investments | 30,278.66 | - | 3,071.15 | 33,349.81 |
| Other Financial assets | - | - | 183.35 | 183.35 |
| Total financial assets | 30,329.44 | - | 35,410.61 | 65,740.05 |
| <u>Financial liabilities</u> | | | | |
| Payables | - | - | 7.42 | 7.42 |
| Debt securities | 8,501.90 | - | - | 8,501.90 |
| Borrowings (other than debt securities) | - | - | 28,059.02 | 28,059.02 |
| Total financial liabilities | 8,501.90 | - | 28,066.44 | 36,568.34 |
| - Refer note 47 on reclassification | | | | |

B. Fair value measurement

Financial instruments measured at FVTPL / FVOCI :

All assets and liabilities for which the fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Inputs are quoted (unadjusted) market prices in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement are (other than quoted prices) included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Financial instruments measured at FVTPL

(₹ in Lakhs)

| March 31, 2024 | Level 1 | Level 2 | Level 3 | Total |
|----------------------------------|------------------|------------------|----------|------------------|
| <u>Financial assets</u> | | | | |
| Derivative financial instruments | 53.10 | - | - | 53.10 |
| Investments | 70,914.07 | - | - | 70,914.07 |
| Total | 70,967.17 | - | - | 70,967.17 |
| <u>Financial liabilities</u> | | | | |
| Debt securities | - | 10,552.52 | - | 10,552.52 |
| Total | - | 10,552.52 | - | 10,552.52 |

| March 31, 2023 | Level 1 | Level 2 | Level 3 | Total |
|----------------------------------|------------------|-----------------|----------|------------------|
| <u>Financial assets</u> | | | | |
| Derivative financial instruments | 50.78 | - | - | 50.78 |
| Investments | 30,278.66 | - | - | 30,278.66 |
| Total | 30,329.44 | - | - | 30,329.44 |
| <u>Financial Liabilities</u> | | | | |
| Debt securities | - | 8,501.90 | - | 8,501.90 |
| Total | - | 8,501.90 | - | 8,501.90 |

Financial instruments measured at amortised cost:

The carrying value approximates fair value for long term financial assets and liabilities measured at amortised cost. There are no transfers during the year in level 1, 2 and 3. The Company policy is to recognize transfers into and transfers out of fair value hierarchy level as at the end of reporting period.

C. Financial risk management

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company has exposure to the following risks arising from financial instruments:

1. Credit risk
2. Liquidity risk and
3. Market risk

1. Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due to the Company causing financial loss. It arises from cash and cash equivalents, deposits with banks and financial institutions, security deposits, loans given and principally from credit exposures to customers relating to outstanding receivables. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at reporting date. The Company continuously monitors defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this information into its credit risk controls. Where available at reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. The Company's policy is to deal only with creditworthy counterparties.

In respect of trade and other receivables, the Company is not exposed to any significant credit risk exposure to any single counterparty or any company of counterparties having similar characteristics. Trade receivables consist of a large number of customers in various geographical areas. The Company has no history of customer default, and considers the credit quality of trade receivables that are not past due or impaired to be good. The credit risk for cash and cash equivalents, mutual funds, bank deposits, loans and derivative financial instruments is considered negligible, since the counterparties are reputable organisations with high quality external credit ratings. Company provides for expected credit losses on financial assets by assessing individual financial instruments for expectation of any credit losses. Since the assets have very low credit risk, and are for varied natures and purpose, there is no trend that the company can draw to apply consistently to entire population. For such financial assets, the Company's policy is to provide for 12 month expected credit losses upon initial recognition and provides for lifetime expected credit losses upon significant increase in credit risk. The Company does not have any expected loss based impairment recognised on such assets considering their low credit risk nature, though incurred loss provisions are disclosed under each sub-category of such financial assets.

2. Liquidity risk

Liquidity Risk is defined as the risk that the Company will not be able to settle or meets its obligations on time at a reasonable price. In addition; processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity through rolling forecasts of expected cash flows.

Exposure to liquidity risk

The table below is an analysis of Company's financial liabilities based on their remaining contractual maturities of financial liabilities at the reporting date.

(₹ in Lakhs)

| March 31, 2024 | Contractual cash flows | | | |
|---|------------------------|------------------|------------------|------------------|
| | Less than 1 year | 1 year to 3 year | 3 year to 5 year | 5 year and above |
| <u>Derivative financial liabilities</u> | | | | |
| Debt Securities | 5,816.12 | 7,761.40 | - | - |
| <u>Non-derivative financial liabilities</u> | | | | |
| Payables | 52.81 | - | - | - |
| Borrowings (Other than Debt Securities) | 65,964.80 | - | - | - |

| March 31, 2023 | Contractual cash flows | | | |
|---|------------------------|------------------|------------------|------------------|
| | Less than 1 year | 1 year to 3 year | 3 year to 5 year | 5 year and above |
| <u>Derivative financial liabilities</u> | | | | |
| Debt Securities | 3,758.85 | 4,743.05 | - | - |
| <u>Non-derivative financial liabilities</u> | | | | |
| Payables | 7.42 | - | - | - |
| Borrowings (Other than Debt Securities) | 28,059.02 | - | - | - |

3. Market risk

Market risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates and equity prices. Changes in market prices which will affect the Company's income or the value of its holdings of financial instruments is considered as market risk. It is attributable to all market risk sensitive financial instruments.

a. Currency risk

The Company is not exposed to foreign exchange risk arising from foreign currency transactions.

b. Interest rate risk

The Company's exposure to changes in interest rates relates to the Company's outstanding floating rate liabilities, investments in debt instruments or loans having floating rate of interest; if any.

As on March 31, 2024 company has some fixed interest rate bearing liabilities and market linked debt securities. The Company has also entered in to interest rate swap agreement with Axis bank for a notional value of Rs 25 crore. The entire loans and advances portfolio is at fixed interest rate.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates (all other variables being constant) of the Company's statement of profit and loss.

The sensitivity of the Company's floating rate borrowings to change in interest rate (assuming all other variables constant) is given below:

| Particulars | | March 31, 2024 | March 31, 2023 |
|-------------|--------------------|-------------------------------|----------------|
| | % Increase in rate | Increase/(decrease) in profit | |
| Borrowings | 100 bps | (352.46) | (97.66) |
| | % Decrease in rate | Increase/(decrease) in profit | |
| Borrowings | 100 bps | 352.46 | 97.66 |

Note 31: Capital management

The Company maintains an actively managed capital base to cover risks inherent in the business which includes issued equity capital, securities premium and all other equity reserves attributable to equity holders of the Company.

As an NBFC, the RBI requires us to maintain a minimum capital to risk weighted assets ratio ("CRAR") consisting of Tier I and Tier II capital of 15% of our aggregate risk weighted assets. Further, the total of our Tier II capital cannot exceed 100% of our Tier I capital at any point of time. The capital management process of the Company ensures to maintain a healthy CRAR at all the times. Refer note 35 (Analytical Ratios) for the Company's Capital ratios.

The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value.

The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years except those incorporated on account of regulatory amendments. However, they are under constant review by the Board. The Company has complied with the notification RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 "Implementation of Indian Accounting Standards.

The table below is an analysis of Company's Capital management as at the reporting date.

| Particulars | (₹ in Lakhs) | |
|------------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Gross debt | 79,542.32 | 36,560.92 |
| Less: Cash and bank balances | (549.33) | (13,645.29) |
| Net Debt (A) | 78,992.99 | 22,915.63 |
| Total Equity (B) | 31,728.61 | 30,335.53 |
| Gearing Ratio (A/B) | 2.49 | 0.76 |

Note 32: Tax expense: reconciliation of tax expense

| Particulars | (₹ in Lakhs) | |
|--|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Current tax | 366.08 | 248.42 |
| Deferred tax | 106.44 | 59.05 |
| | 472.52 | 307.47 |
| Profit before tax | 1,907.65 | 1,194.99 |
| Company's domestic tax rate (25.168%) | 25.17% | 25.17% |
| Computed tax expenses | 480.13 | 300.76 |
| Tax effect of | | |
| Expenditure in the nature of permanent disallowances/(allowances) [Net] | (118.84) | (52.26) |
| Interest expenses | - | - |
| Round off | - | - |
| Current tax provision (A) | 361.29 | 248.50 |
| Tax expenses of earlier year (B) | 4.80 | (0.08) |
| Incremental deferred tax liability on account of property, plant and equipment | 1.30 | 29.15 |
| Incremental deferred tax liability on account of financial asset and other items | 105.14 | 29.90 |
| Deferred tax provision (C) | 106.44 | 59.05 |
| MAT adjustment (D) | - | - |
| Total tax expense (A+B+C+D) | 472.52 | 307.47 |
| Effective Tax Rate | 24.77% | 25.73% |

Note 33: Segment Reporting

Segment reporting as Ind-As 108 is not applicable as management has determined that the company is involved in financing and investment activity and operates under single chief operating decision maker w.e.f April 1, 2023

Note 34: Maturity analysis of assets and liabilities

(₹ in Lakhs)

| Particulars | March 31, 2024 | | | March 31, 2023 | | |
|--|------------------|------------------|--------------------|------------------|------------------|------------------|
| | Within 12 months | After 12 months | Total | Within 12 months | After 12 months | Total |
| ASSETS | | | | | | |
| Financial Assets | | | | | | |
| Cash and cash equivalents | 549.33 | - | 549.33 | 13,645.29 | - | 13,645.29 |
| Bank balance other than above | | | 520.50 | | | 14.01 |
| Derivative financial instruments | 53.10 | - | 53.10 | 50.78 | - | 50.78 |
| Receivables | | | | | | |
| (a) Trade receivable | 180.07 | - | 180.07 | 1,131.16 | - | 1,131.16 |
| (b) Other receivables | 0.85 | - | 0.85 | 1.26 | - | 1.26 |
| Loans | 36,012.98 | 9.86 | 36,022.84 | 17,351.48 | 12.91 | 17,364.39 |
| Investments | 200.00 | 71,778.81 | 71,978.81 | 139.20 | 33,210.61 | 33,349.81 |
| Other financial assets | 1,075.86 | 32.40 | 1,108.26 | 117.97 | 65.38 | 183.35 |
| | 38,072.19 | 71,821.07 | 1,10,413.76 | 32,437.14 | 33,288.90 | 65,740.05 |
| Non-financial assets | | | | | | |
| Property, plant and equipment | - | 1,219.64 | 1,219.64 | - | 1,252.99 | 1,252.99 |
| Other non-financial assets | 36.49 | 1.77 | 38.26 | 46.53 | 1.77 | 48.30 |
| | 36.49 | 1,221.41 | 1,257.90 | 46.53 | 1,254.76 | 1,301.29 |
| Total assets | 38,108.68 | 73,042.48 | 1,11,671.66 | 32,483.67 | 34,543.66 | 67,041.34 |
| LIABILITIES AND EQUITY | | | | | | |
| Liabilities | | | | | | |
| Financial liabilities | | | | | | |
| Payables | - | - | - | - | - | - |
| (a) Trade payables | - | - | - | - | - | - |
| (i) total outstanding dues of micro enterprises and small enterprises | - | - | - | - | - | - |
| (ii) total outstanding dues other than micro enterprises & small enterprises | - | - | - | - | - | - |
| (b) Other payables | - | - | - | - | - | - |
| (i) total outstanding dues of micro enterprises and small enterprises | - | - | - | - | - | - |
| (ii) total outstanding dues other than micro enterprises & small enterprises | 52.81 | - | 52.81 | 7.42 | - | 7.42 |
| Debt securities | 5,816.12 | 7,761.40 | 13,577.52 | 3,758.85 | 4,743.05 | 8,501.90 |
| Borrowings (other than debt securities) | 65,964.80 | - | 65,964.80 | 28,059.02 | - | 28,059.02 |
| | 71,833.73 | 7,761.40 | 79,595.13 | 31,825.29 | 4,743.05 | 36,568.34 |
| Non-financial liabilities | | | | | | |
| Current tax liabilities (Net) | 4.50 | - | 4.50 | 33.54 | - | 33.54 |
| Provisions | 14.12 | 167.94 | 182.06 | 3.20 | 65.31 | 68.51 |
| Deferred tax liabilities (Net) | - | 114.50 | 114.50 | - | 22.21 | 22.21 |
| Other non-financial liabilities | 46.86 | - | 46.86 | 13.21 | - | 13.21 |
| | 65.48 | 282.44 | 347.92 | 49.95 | 87.52 | 137.47 |
| Total liabilities | 71,899.21 | 8,043.84 | 79,943.05 | 31,875.25 | 4,830.56 | 36,705.81 |

Note 35: Analytical ratios

| Particulars | As at March 31, 2024 Ratio | As at March 31, 2023 Ratio | % Variance | Reasons for variance (if above 25%) |
|---|----------------------------|----------------------------|------------|---|
| Capital to risk-weighted assets ratio (CRAR) | 38.20% | 65.97% | -42.09% | Due to increase in inter group borrowings, the NOF has reduced which has resulted in the reduction of CRAR. However, the CRAR is within the prescribed limit. |
| Tier I CRAR | 37.88% | 65.79% | -42.43% | |
| Tier II CRAR | 0.33% | 0.18% | 81.82% | |
| Liquidity Coverage Ratio | NA | NA | NA | |

Note 36: Assets pledged as security

1

The carrying amounts of assets pledged as security for borrowings are:

(₹ in Lakhs)

| Particulars | March 31, 2024 | March 31, 2023 |
|--|------------------|------------------|
| Fixed deposit pledged as security with bank (a) | 500.00 | - |
| Fixed deposit pledged as security with trustee (b) | 20.50 | 14.01 |
| Bond - Hinduja Leyland Finance Limited (b) | 200.00 | 190.00 |
| Government securities pledged with TREPS (c) | 69,308.89 | 28,129.93 |
| Government securities pledged with exchange (d) | 1,605.18 | 2,009.53 |
| Total Assets pledged as security | 71,634.57 | 30,343.47 |

(a) Pledged with Axis Bank against Plain Vanilla Forward Contract

(b) Pledged with Beacon Trusteeship Ltd for Privately Placed Market Linked Debentures having Series-24 as mentioned in note no 13.1

(c) Government securities is pledged against borrowing from TREPS

(d) Government securities is pledged against margin from National Stock Exchange

Note 37: Charge on assets

- a. Charge created in favour of the charge holder (Beacon Trusteeship Limited), this charge has been modified on 14/01/2021 for Rs. 10,000 lakhs and additional charge of Rs. 10,000 lakhs is pending to be updated by ROC. This charge is pari-passu charge created against loans and advances for secured Debentures issued (Refer Note 12).
- b. Charge created in favour of the charge holder (Beacon Trusteeship Limited) this charge has been modified on 14/10/2022 for Rs. 190 lakhs and additional charge of Rs. 10 lakhs is pending to be updated by ROC. This charge is created against Hinduja Leyland Finance Limited Bonds of CY Rs. 200 lakhs cr (PY Rs. 190 lakhs) (Refer Note 7).

Note 38: Corporate social responsibility

The Ministry of Corporate Affairs has notified section 135 of Companies Act, 2013 on Corporate Social Responsibility with effect from 1st April, 2014. As per the provisions of the said section, the company has paid made CSR as per details below

(₹ in Lakhs)

| Particulars | March 31, 2024 | March 31, 2023 |
|--|---|-----------------------------------|
| Amount required to be spent by the company during the year | 12.74 | 8.59 |
| Amount of expenditure incurred | 12.74 | 8.59 |
| Shortfall at the end of the year | - | - |
| Total of previous years shortfall | - | - |
| Reason for shortfall | NA | NA |
| Nature of CSR activities | Eradicating hunger, poverty, malnutrition and promoting education | Promoting Health care & Education |
| Details of related party transactions | Refer Note 28, Sr. No. 8 | No |
| Where a provision is made with respect to a liability incurred by entering into a contractual obligation | No | No |

Section 198(4)(a) allows usual working charges to be deducted while computing the net profits for the purpose of section 198. The usual working charges can be interpreted as the expenditure incurred by the Company in the ordinary course of the business. Being an NBFC, the Company provides loans to various customers with or without collaterals. Given the fact that the Company is into the lending business, any credit losses incurred by the Company could be construed and 'usual working charges' i.e. credit losses are integral part of the lending business and should not be considered as capital in nature. Accordingly, Expected Credit Loss (ECL) provision has been treated as an allowable expenditure for the purpose of calculation of profits under section 198 of the Companies Act, 2013 for Corporate Social Responsibility.

Note 39: Registration of charges or satisfaction with Registrar of Companies (ROC)

No charges or satisfactions are yet to be registered with ROC beyond the statutory period.

Note 40: Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 for the financial years ended March 31, 2024 and March 31, 2023.

Note 41: Details of crypto currency or virtual currency

The Company has not traded or invested in Crypto currency or Virtual currency during the financial years ended March 31, 2024 and March 31, 2023.

Note 42: Details of Benami Property Held

No proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder in the financial years ended March 31, 2024 and March 31, 2023.

Note 43: Willful Defaulter

The Company has not been declared as a willful defaulter by any bank or financial institution or other lender in the financial years ended March 31, 2024 and March 31, 2023.

Note 44: Utilisation of Borrowed funds and share premium

During the period under reporting 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 persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company ("Ultimate Beneficiaries"). The Company has also not received any fund from any parties (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 45: Undisclosed income

There are no transactions not recorded in the books of accounts for the financial years ended March 31, 2024 and March 31, 2023.

Note 46: Strike off companies

The company does not have any transactions with struck-off companies during the year.

Note 47: Previous Year Figures

Previous year's figures have been regrouped and reclassified as per the details below to conform to current year classification/presentation.

Note 3: Bank balance other than cash and cash equivalents

| Particulars | As at March 31, 2023 | | |
|---|----------------------|------------------|--------------|
| | Original | Reclassification | Revised |
| Bank deposit with original maturity for more than three months upto twelve months | - | 14.01 | 14.01 |
| | - | 14.01 | 14.01 |

Note 8: Other financial asset

| Particulars | As at March 31, 2023 | | |
|---|----------------------|------------------|---------|
| | Original | Reclassification | Revised |
| Bank deposit with original maturity for more than three months upto twelve months | 14.01 | - | - |
| | 14.01 | - | - |

Note 48: Annexure I - Disclosure in Notes to Financial Statements

March 31, 2024

(₹ in Lakhs)

| Asset Classification as per norms of the Reserve Bank | Asset classification on as per Ind AS 109 | Gross Carrying Amount as per Ind AS | Loss Allowances (Provisions) as required under Ind AS 109 | Net Carrying Amount | Provisions required as per IRACP norms | Difference between Ind AS 109 provisions and IRACP norms |
|---|---|-------------------------------------|---|---------------------|--|--|
| 1 | 2 | 3 | 4 | (5) = (3)-(4) | 6 | (7) = (4)-(6) |
| Performing Assets | | | | | | |
| Standard | Stage 1 | 36,022.84 | 49.60 | 35,973.24 | 144.09 | (94.49) |
| | Stage 2 | - | - | - | - | - |
| Subtotal | | 36,022.84 | 49.60 | 35,973.24 | 144.09 | (94.49) |
| Non-Performing Assets (NPA) | | | | | | |
| Substandard | Stage 3 | - | - | - | - | - |
| Doubtful - up to 1 year | Stage 3 | - | - | - | - | - |
| 1 to 3 years | Stage 3 | - | - | - | - | - |
| More than 3 years | Stage 3 | - | - | - | - | - |
| Subtotal for doubtful | | - | - | - | - | - |
| Loss | Stage 3 | - | - | - | - | - |
| Subtotal for NPA | | - | - | - | - | - |
| Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms | Stage 1 | 9,437.00 | - | 9,437.00 | - | - |
| | Stage 2 | - | - | - | - | - |
| | Stage 3 | - | - | - | - | - |
| Subtotal | | - | - | - | - | - |
| Total | Stage 1 | 45,459.84 | 49.60 | 45,410.24 | 144.09 | (94.49) |
| | Stage 2 | - | - | - | - | - |
| | Stage 3 | - | - | - | - | - |
| | Total | 36,022.84 | 49.60 | 35,973.24 | 144.09 | (94.49) |

March 31, 2023

(₹ in Lakhs)

| Asset Classification as per norms of the Reserve Bank | Asset classification on as per Ind AS 109 | Gross Carrying Amount as per Ind AS | Loss Allowances (Provisions) as required under Ind AS 109 | Net Carrying Amount | Provisions required as per IRACP norms | Difference between Ind AS 109 provisions and IRACP norms |
|---|---|-------------------------------------|---|---------------------|--|--|
| 1 | 2 | 3 | 4 | (5) = (3)-(4) | 6 | (7) = (4)-(6) |
| Performing Assets | | | | | | |
| Standard | Stage 1 | 17,364.39 | 24.73 | 17,339.66 | 73.91 | (49.18) |
| | Stage 2 | - | - | - | - | - |
| Subtotal | | 17,364.39 | 24.73 | 17,339.66 | 73.91 | (49.18) |
| Non-Performing Assets (NPA) | | | | | | |
| Substandard | Stage 3 | - | - | - | - | - |
| Doubtful - up to 1 year | Stage 3 | - | - | - | - | - |
| 1 to 3 years | Stage 3 | - | - | - | - | - |
| More than 3 years | Stage 3 | - | - | - | - | - |
| Subtotal for doubtful | | - | - | - | - | - |
| Loss | Stage 3 | - | - | - | - | - |
| Subtotal for NPA | | - | - | - | - | - |
| Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms | Stage 1 | 11,887.00 | - | 11,887.00 | - | - |
| | Stage 2 | - | - | - | - | - |
| | Stage 3 | - | - | - | - | - |
| Subtotal | | | | | | |
| Total | Stage 1 | 29,251.39 | 24.73 | 29,226.66 | 73.91 | (49.18) |
| | Stage 2 | - | - | - | - | - |
| | Stage 3 | - | - | - | - | - |
| | Total | 17,364.39 | 24.73 | 17,339.66 | 73.91 | (49.18) |

Note 49: Registration obtained from other financial sector regulators

| Particulars | Registration No. |
|-------------|-----------------------|
| (a) MCA | U51219MH1995PTC231627 |
| (b) FIU | FINBF13674 |

Note 50: Ratings assigned by credit rating agencies and migration of ratings during the year (₹ in Lakhs)

| | March 31, 2024 | March 31, 2023 |
|---|--|--|
| (a) (i) Rating Assigned to (ii) Date of Rating (iii) Rating Valid up to (iv) Name of the Rating Agency (v) Rating of products a) Market Linked Debentures | Abans Finance Private Limited 6th October, 2023 3rd November, 2024 Acuite Ratings & Research Limited PP-MLD BBB+ ₹ 5,000.00 | Abans Finance Private Limited 6th October, 2022 3rd November, 2023 Acuite Ratings & Research Limited PP-MLD BBB+ ₹ 5,000.00 |
| (b) (i) Rating Assigned to (ii) Date of Rating (iii) Rating Valid up to (iv) Name of the Rating Agency (v) Rating of products a) Market Linked Debentures | Abans Finance Private Limited 6th October, 2023 10th August, 2024 Acuite Ratings & Research Limited PP-MLD BBB+ ₹ 2,500.00 | Abans Finance Private Limited 6th October, 2022 10th August, 2023 Acuite Ratings & Research Limited PP-MLD BBB+ ₹ 2,500.00 |
| (c) (i) Rating Assigned to (ii) Date of Rating (iii) Rating Valid up to (iv) Name of the Rating Agency (v) Rating of products a) Market Linked Debentures | Abans Finance Private Limited 6th October, 2023 14th September, 2024 Acuite Ratings & Research Limited PP-MLD BBB+ ₹ 2,500.00 | Abans Finance Private Limited 6th October, 2022 14th September, 2023 Acuite Ratings & Research Limited PP-MLD BBB+ ₹ 2,500.00 |
| (d) (i) Rating Assigned to (ii) Date of Rating (iii) Rating Valid up to (iv) Name of the Rating Agency (v) Rating of products a) Market Linked Debentures | Abans Finance Private Limited 14th February, 2024 13th February, 2025 CARE Ratings Limited PP-MLD BBB- ₹ 675.00 | Abans Finance Private Limited 23th February, 2023 22th February, 2024 CARE Ratings Limited PP-MLD BBB- ₹ 1,607.00 |

Note 51: Derivative instruments exposures (₹ in Lakhs)

| | March 31, 2024 | March 31, 2023 |
|--|----------------|----------------|
| i) Forward rate agreement / interest rate swap | - | - |
| ii) Exchange traded interest rate (IR) derivatives | - | - |
| iii) Disclosures on risk exposure in derivatives | | |
| a) Qualitative disclosure | - | - |
| Index derivatives | 2,113.17 | 11,225.30 |
| Commodity derivatives | - | 5,191.00 |
| Currency derivatives | 4,162.50 | - |
| Interest rate derivatives | 2,500.00 | - |
| Equity derivatives | 5,727.39 | - |
| b) Quantitative disclosures | | |
| Index derivatives (Lots) | 9,450.00 | 3,66,400.00 |
| Commodity derivatives (Lots) | - | 860.00 |
| Currency derivatives (Lots) | 5,000.00 | - |
| Interest rate derivatives (Lots) | NA | - |
| Equity derivatives (Lots) | 4,14,200.00 | - |

| (₹ in Lakhs) | | |
|--|----------------|----------------|
| Note 52: Exposure to capital market | March 31, 2024 | March 31, 2023 |
| Direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt; | - | 2,989.20 |
| Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs/ ESOPs), convertible funds, convertible debentures, and units of equity oriented mutual funds; | - | - |
| Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security | - | - |
| Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares/ convertible bonds/ convertible debentures/ units of equity oriented mutual funds' does not fully cover the advances; | - | - |
| Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers; | 5,900.00 | 6,900.00 |
| Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources | - | - |
| Bridge loans to companies against expected equity flows / issues; | - | - |
| All exposures to Venture Capital Funds (both registered and unregistered) | - | - |
| (₹ in Lakhs) | | |
| Note 53: Provisions and contingencies | March 31, 2024 | March 31, 2023 |
| Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account | | |
| 1 Provisions for depreciation on Investment | - | - |
| 2 Provision towards NPA | - | - |
| 3 Provision made towards Income tax | 366.08 | 248.42 |
| 4 Other Provision and Contingencies - on employee benefits | 42.37 | 14.80 |
| 5 Provision / (Reversal) for Standard Assets | 24.87 | (5.45) |
| (₹ in Lakhs) | | |
| Note 54: Concentration of deposits, advances, exposures and NPAs | March 31, 2024 | March 31, 2023 |
| 54.1 Concentration of Deposits (for deposit taking NBFCs) | | |
| a) Total Deposits of twenty largest depositors | - | - |
| b) Percentage of Deposits of twenty largest depositors to total deposits of the deposit taking NBFC. | - | - |
| 54.2 Concentration of Advances | | |
| a) Total Advances to twenty largest borrowers | 34,278.79 | 16,970.41 |
| b) Percentage of Advances to twenty largest borrowers to total advances of the applicable NBFC | 95.16% | 97.73% |
| 54.3 Concentration of Exposures | | |
| a) Total Exposure to twenty largest borrowers / customers | 34,278.79 | 16,970.41 |
| b) Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the applicable NBFC on borrowers / customers | 95.16% | 97.73% |
| 54.4 Concentration of NPAs | | |
| a) Total Exposure to top four NPA accounts | - | - |
| (₹ in Lakhs) | | |
| Note 55: Overseas assets (for those with joint ventures and subsidiaries abroad) | March 31, 2024 | March 31, 2023 |
| Corporate Avenue Services limited (Wholly owned subsidiary) | 864.74 | 31.15 |
| Note 56: Details of financing of parent company products | | |
| The Company does not finance parent Company products | | |
| Note 57: Disclosure of penalties imposed by RBI and other regulators | | |
| There is no instance of penalty or stricture imposed on the Company by RBI or any other regulatory on matter during the current or previous year | | |
| Note 58: Off Balance Sheet exposure | | |
| Refer Note 26 on Contingent Liabilities | | |

Abans Finance Private Limited
Notes to the Financial Statements

Note 59: Details of assignment transactions undertaken by NBFCs:

No assignments are undertaken during the year and previous year

Note 60: Sale and purchase of NPA

No Non Performing Assets are sold or purchased during the year and previous year

Note 61: Sector-wise NPAs & Movement of NPAs

There are no NPAs during the year and previous year

Note 62: Additional disclosure - number of SPVs sponsored by the NBFC for securitisation transactions

No SPVs are sponsored by the company for securitisation transactions

Note 63: Off-balance sheet SPVs sponsored

No Off-balance sheet SPVs are sponsored by the company

Note 64: Customer Complaints

There are no customer complaints during the year and previous year

Note 65: Details of single borrower limit (SGL) / group borrower limit (GBL) exceeded by the NBFC

The Company has not exceeded the Single borrower and group borrower limits

Note 66: Draw down from reserves

There are no drawdown reserves from statutory reserves during the year.

Note 67: Reclassification / restructuring of loan

During the year, the Company has not reclassified / restructured any loan given to parties. Therefore the disclosures required as per below circulars issued by Reserve Bank of India (RBI) are not required. 1. Disclosures pursuant to RBI Notification - RBI/2019-20/220 DOR.No.BP.BC.63/21.04.048/2019-20 dated 17th April, 2020. 2. Disclosures pursuant to RBI Notification - RBI/2020-21/16 DOR.No.BP.BC/3/21.04.048/2020-21 dated 6th August 2020. 3. Disclosure pursuant to RBI Notification -RBI/2020-21/17 DOR.No.BP.BC/4/21.04.048/2020-21 dated 6th August 2020. 4. Disclosure pursuant to RBI Notification -RBI/2021-22/31 DOR.STR.REC.11/21.04.048/2021-22 dated 5th May, 2021.

Note 68: Fraud reporting

There was no case of fraud reported during the year and previous year

Independent Auditor's Report

To the Members of Abans Finance Private Limited Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the Consolidated financial statements of Abans Finance Private Limited ("hereinafter referred to as the Parent Company") and its subsidiary (the Parent Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditor on separate financial statements and on the other financial information of the subsidiary, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2024, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of 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 the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditors' Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group, in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the 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 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 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.

For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's

responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements:

| Sr | Key Audit Matters | How our audit addressed the Key Audit Matter |
|----|---|---|
| 1 | <i>Valuation of Market Linked Debentures (as described in Note No. 12 of the consolidated financial statements)</i> | |
| | The Company has issued Market Linked Debentures (MLD) during current year linked to the levels of Nifty / Equity share. The outstanding balance of MLD as on March 31, 2023 is INR 10552.52 lakhs The Company on the basis of Valuation Report obtained from the Registered Valuer has done valuation of the outstanding MLD. Considering that internal valuation along with the valuation report obtained of MLD is significant to overall financial statements and the degree of management's judgement involved in the estimate, any error in the estimate could lead to material misstatement in the financial statements. Therefore, it is considered as a key audit matter. | <ul style="list-style-type: none"> • Audit procedures included an assessment of internal controls over fair valuation of MLD outstanding on reporting date. • Assessed and reviewed the fair valuation of MLD by the Company on the basis of Valuation Report obtained from the Registered Valuer for compliance with Ind AS. |

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

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available to us and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears, to be materially misstated.

Management's Responsibility for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows of the company and the Consolidated Statement of Changes in Equity in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND-AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that we are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and fair presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The respective Board of Directors of the Companies in the Group are also responsible for overseeing the financial reporting process of the Group.

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

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

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

- Identify and assess the risks of material misstatement of the 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, but not for the purpose of expressing

an opinion on whether company has in place an adequate internal financial control system over financial reporting 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 Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 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 and whose financial information we have audited, 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. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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.

Other Matters

The accompanying Consolidated Financial Statements include audited financial statements and other audited financial information in respect of 1(One) subsidiary, whose financial statements and other financial information reflect total assets of Rs. 1861.36 Lakhs as at March 31, 2024, and total net profit (including other comprehensive Income) of Rs. 422.99 lakhs and net cash outflow Rs. 2704.07 lakhs for the year ended on that date. This audited financial statement and other audited financial information duly restated for the year ending March 31, 2024 have been furnished to us by the management.

This subsidiary is located outside India whose financial results and other financial information have been prepared in accordance with accounting principles generally accepted in the

respective country and which have been audited by other auditor under generally accepted auditing standards applicable in the respective country. The Holding Company's management has converted the financial results of such subsidiaries located outside India from accounting principles generally accepted in their respective country to applicable accounting principles generally accepted in India. We have reviewed this conversion adjustments if any made by the Holding Company's management for the purpose of consolidation. Our conclusion in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditor and the conversion adjustments prepared by the management of the Holding Company and reviewed by us.

Our opinion, in so far as it relates to amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on such audited financial statements and other audited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial statements and other financial information are not material to the Group.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary company, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiary referred to in the Other Matters section above, we report, to the extent applicable, that:
 - a) We/ the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditor/ management as may be applicable.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity 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 accounting standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

- e) On the basis of the written representations received from the directors of the Parent Company as on March 31, 2024 taken on record by the Board of Directors of the Parent Company, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated Financial Statements of the Holding Company and its subsidiary, refer to our separate Report in “Annexure 2” to this report.
- g) In our opinion the managerial remuneration for the year ended March 31, 2024 has been paid/provided by the Holding Company to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
- h) With respect to the other matters to be included in the Auditors’ 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 and based on the consideration of the report of the other auditor and restated financial and other financial information prepared by the management of the subsidiary as noted in the ‘Other Matters’ paragraph:
 - i. The Group does not have any pending litigations except as detailed in Note no.28 which would have any material impact on its financial position.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts that require provision under any law or accounting standards 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 Group.
 - iv.
 - a. The respective managements of the Holding Company and the other auditors of such subsidiary respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary to or in any other person(s) 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 subsidiary (“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 the other auditors of such subsidiary respectively that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the respective Holding Company or any of such subsidiaries from

any person(s) or entities, including foreign entities (“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 the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiary, nothing has come to our or other auditor’s notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. No Dividend paid by the Holding Company during the Year.
- vi. The reporting under Rule 11(g) of the Companies(Audit and Auditors) Rules, 2014 is applicable from 1 April 2023. Based on our examination which included test checks, the Holding Company incorporated in India have used accounting software for maintaining its books of account, which have a feature of recording audit trail(edit log) facility and the same was enabled and has operated throughout the year for all relevant transactions recorded in the respective softwares. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

For Paresh Rakesh & Associates LLP
Chartered Accountants
Firm Registration no. 119728W/W100743

Sd/-
Nimit Sheth
Partner
Membership No.: 142645
UDIN: 24142645BKETTD6677

Place: Mumbai
Date: May 10, 2024

“Annexure A” to Independent Auditors’ Report on the Consolidated Financial statements of Abans Finance Private Limited

(Referred to in paragraph 1, under ‘Report on Other Legal and Regulatory Requirements’ section of our Report of even date) In terms of the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(xxi) There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

For Paresh Rakesh & Associates LLP
Chartered Accountants
Firm Registration no. 119728W/W100743

Sd/-
Nimit Sheth
Partner
Membership No.: 142645
UDIN: 24142645BKETTD6677

Place: Mumbai
Date: May 10, 2024

“Annexure B” to Independent Auditors’ Report on the Consolidated Financial statements of Abans Finance Private Limited

(Referred to in paragraph 2(f) 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 (“the Act”)

Opinion

We have audited the Internal Financial Control over financial reporting of **Abans Finance Private Limited** (“the company” or “the Parent”) and its subsidiary company (the Parent Company and its subsidiary, together referred to as “the Group”) as of March 31, 2024 in conjunction with our audit of the Consolidated Financial statements of the Company for the year then ended

In our opinion, the Parent 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, 2024, based on the internal control over financial reporting criteria established by the Parent Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Management Responsibility for the Internal Financial Controls

The respective Board of Directors of the Parent company, its subsidiary company, to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls over financial reporting is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on 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 the respective 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 Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, 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 ICAI. 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 Consolidated Financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, considering nature of business, size of operations and organizational structure, the Group has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based on the internal control over financial reporting criteria established by the Parent Company considering the essential components of internal control

stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Paresh Rakesh & Associates LLP

Chartered Accountants

Firm Registration no. 119728W/W100743

Sd/-

Nimit Sheth

Partner

Membership No.: 142645

UDIN: 24142645BKETTD6677

Place: Mumbai

Date: May 10, 2024

Abans Finance Private Limited
Consolidated Balance Sheet as at March 31, 2024

| Particulars | Note No. | March 31, 2024 | (₹ in Lakhs) March 31, 2023 |
|--|----------|--------------------|--------------------------------|
| ASSETS | | | |
| Financial Assets | | | |
| Cash and cash equivalents | 2 | 837.86 | 16,613.79 |
| Bank Balance other than above | 3 | 520.50 | - |
| Derivative financial instruments | 4 | 53.10 | 50.78 |
| Receivables | 5 | | |
| (a) Trade Receivable | | 1,748.11 | 1,131.16 |
| (b) Other Receivables | | 0.85 | 1.26 |
| Loans | 6 | 36,022.84 | 17,364.39 |
| Investments | 7 | 71,114.07 | 33,318.66 |
| Other Financial assets | 8 | 1,113.00 | 197.99 |
| | | 1,11,410.33 | 68,678.03 |
| Non-Financial Assets | | | |
| Property, Plant and Equipment | 9 | 1,221.46 | 1,254.26 |
| Intangible | 9 | 1.11 | - |
| Goodwill on consolidation | | 2.77 | 2.78 |
| Other non-financial assets | 10 | 38.31 | 48.61 |
| | | 1,263.65 | 1,305.65 |
| Total Assets | | 1,12,673.98 | 69,983.68 |
| LIABILITIES AND EQUITY | | | |
| LIABILITIES | | | |
| Financial Liabilities | | | |
| Payables | 11 | | |
| (a) Trade Payables | | | |
| (i) total outstanding dues of micro enterprises and small enterprises | | - | - |
| (ii) total outstanding dues other than micro enterprises & small enterprises | | 193.11 | - |
| (b) Other Payables | | | |
| (i) total outstanding dues of micro enterprises and small enterprises | | - | - |
| (ii) total outstanding dues other than micro enterprises & small enterprises | | 52.81 | 7.49 |
| Debt Securities | 12 | 13,577.52 | 8,501.90 |
| Borrowings (Other than Debt Securities) | 13 | 65,964.80 | 28,059.02 |
| Other financial liabilities | 14 | 3.51 | 2,668.01 |
| | | 79,791.75 | 39,236.42 |
| Non-Financial Liabilities | | | |
| Current tax liabilities (Net) | 15 | 148.31 | 80.98 |
| Provisions | 16 | 191.03 | 72.17 |
| Deferred tax liabilities (Net) | 17 | 114.50 | 22.21 |
| Other non-financial liabilities | 18 | 46.86 | 13.21 |
| | | 500.70 | 188.57 |
| EQUITY | | | |
| Equity Share capital | 19 | 3,447.27 | 3,447.27 |
| Other Equity | 20 | 28,934.26 | 27,111.42 |
| | | 32,381.53 | 30,558.69 |
| Total Liabilities and Equity | | 1,12,673.98 | 69,983.68 |

Significant Accounting Policies
Notes to Financial Statements

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Significant Accounting Policies and Notes attached thereto form an integral part of Financial Statements

As per our attached report of even date
For Paresh Rakesh & Associates LLP
Chartered Accountants
Firm Registration No.: 119728W/W100743

For and Behalf of the Board of Directors
Abans Finance Private Limited

Sd/-
Mahesh Kumar Cheruveedu
Director & CEO
DIN: 09499122

Sd/-
Abhishek Bansal
Director
DIN: 01445730

Sd/-
Nimit Sheth
Partner
Membership No. 142645
Mumbai
Date: May 10, 2024

Sd/-
Nirbhay Vassa
Chief Financial Officer

Sd/-
Dharav Sheth
Company Secretary

Abans Finance Private Limited
Consolidated Statement of Profit & Loss for the year ended March 31, 2024

| | | (₹ in Lakhs) | |
|--|----------|-----------------------------------|-----------------------------------|
| Particulars | Note No. | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
| I Revenue from Operations | | | |
| Interest Income | 21 | 7,663.33 | 2,359.38 |
| Processing fees | 22 | 684.21 | 290.15 |
| Rental Income | | 40.26 | 44.81 |
| Reversal of Impairment Allowance on Loan | | - | 5.45 |
| Dividend Income | | 0.09 | 2.62 |
| Consultancy Income | | - | 17.12 |
| Other Income | | - | 0.16 |
| Total Revenue from operations (I) | | 8,387.89 | 2,719.69 |
| II Expenses | | | |
| Finance Costs | 23 | 3,578.82 | 141.06 |
| Employee Benefits Expenses | 24 | 1,353.78 | 685.28 |
| Depreciation, amortization and impairment | 9 | 35.33 | 35.22 |
| Net Loss on Fair Value Changes | 25 | 632.64 | 161.18 |
| Others expenses | 26 | 308.43 | 234.33 |
| Total Expenses (II) | | 5,909.00 | 1,257.07 |
| III Profit/(loss) before tax (III=I-II) | | 2,478.89 | 1,462.62 |
| IV Less: Tax Expense: | | | |
| Current Tax (including earlier year) | | 514.32 | 295.47 |
| Deferred Tax | | 106.44 | 59.05 |
| Total Tax Expense (IV) | | 620.76 | 354.52 |
| V Profit/(loss) after tax (V=III-IV) | | 1,858.13 | 1,108.10 |
| VI Other Comprehensive Income | | | |
| Items that will not be reclassified to profit or loss | | | |
| - Remeasurement gain/(loss) on defined benefit plan | | (56.20) | (2.15) |
| Income tax relating to items that will not be reclassified to profit or loss | | | |
| - Deferred Tax on OCI | | 14.14 | 0.60 |
| Items that will be reclassified to profit or loss | | | |
| -Exchange differences on translation of financial statements of foreign operations | | 6.76 | 2.58 |
| Other Comprehensive Income | | (35.30) | 1.03 |
| VII Total Comprehensive Income | | 1,822.83 | 1,109.13 |
| Net Profit attributable to : Owners of the company | | 1,858.13 | 1,108.10 |
| Net Profit attributable to : Non controlling interest | | - | - |
| Other Comprehensive Income attributable to : Owners of the company | | (35.30) | 1.03 |
| Other Comprehensive Income attributable to : Non controlling interest | | - | - |
| Total Comprehensive Income attributable to : Owners of the company | | 1,822.83 | 1,109.13 |
| Total Comprehensive Income attributable to : Non controlling interest | | - | - |
| VIII Earnings per equity share | | | |
| Basic (Rs.) refer note no. 29 | | 5.39 | 4.17 |
| Diluted (Rs.) refer note no. 29 | | 5.39 | 4.17 |

Significant Accounting Policies

1

Notes to Accounts

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Significant Accounting Policies and Notes attached thereto form an integral part of Financial Statements.

As per our attached report of even date
For Paresh Rakesh & Associates LLP
Chartered Accountants
Firm Registration No.: 119728W/W100743

For and Behalf of the Board of Directors
Abans Finance Private Limited

Sd/-
Mahesh Kumar Cheruveedu
Director & CEO
DIN: 09499122

Sd/-
Abhishek Bansal
Director
DIN: 01445730

Sd/-
Nimit Sheth
Partner
Membership No. 142645
Mumbai
Date: May 10, 2024

Sd/-
Nirbhay Vassa
Chief Financial Officer

Sd/-
Dharav Sheth
Company Secretary

Abans Finance Private Limited
Consolidated Statement of Cash flows for the year ended March 31, 2024

| Particulars | For the year ended Mar 31, 2024 | (₹ in Lakhs) For the year ended March 31, 2023 |
|--|------------------------------------|--|
| Cash flows from operating activities | | |
| Profit before tax | 2,478.89 | 1,462.62 |
| Adjusted for : | | |
| Depreciation | 35.33 | 35.22 |
| Impairment allowance on Loan - Provision / (Reversal) | 24.87 | (5.45) |
| Net gain / (loss) on fair value of financial instruments | (204.92) | (496.62) |
| Interest on borrowings | 3,251.97 | - |
| Dividend income | (0.09) | (2.62) |
| Remeasurement gain/(loss) on defined benefit plan | 32.48 | (2.15) |
| Operating Profit before working capital changes | 5,618.54 | 990.99 |
| Changes in working capital | | |
| Decrease / (Increase) in receivables | (605.60) | (886.60) |
| Decrease / (Increase) in loans & advances | (18,658.46) | 1,117.53 |
| Decrease / (Increase) in other current assets | (1,425.16) | (103.05) |
| Increase / (Decrease) in payables | (2,450.78) | (23.20) |
| Increase / (Decrease) in debt securities | 4,243.83 | 3,298.33 |
| Increase / (Decrease) in other borrowings | (1,594.22) | 1,959.02 |
| Increase / (Decrease) in provision | - | 61.82 |
| Increase / (Decrease) in other liabilities | 137.37 | 2,673.54 |
| Decrease / (Increase) in derivatives financial instruments | (2.32) | (50.11) |
| Cash Generated from Operations | (14,736.80) | 9,038.27 |
| Income taxes refund/(Paid) | (543.36) | (294.39) |
| Net cash (used in)/generated from operating activities (A) | (15,280.15) | 8,743.88 |
| Cash flow from investing activities | | |
| Purchase of Investments | (36,758.69) | (29,116.52) |
| Purchase of Property, plant and equipment | (3.63) | (2.55) |
| Dividend Income | 0.09 | 2.62 |
| Net cash (used in)/generated from investing activities (B) | (36,762.23) | (29,116.45) |
| Cash flow from financing activities | | |
| Issue of equity shares including securities premium | - | 919.54 |
| Share premium received on issue of Equity shares | - | 7,080.46 |
| Interest on borrowings | (3,251.97) | - |
| Availment of borrowings | 39,500.00 | 26,100.00 |
| Net cash (used in)/generated from financing activities (C) | 36,248.03 | 34,100.00 |
| Net cash and cash equivalents (A + B + C) | (15,794.36) | 13,727.44 |
| Cash and cash equivalents at beginning of the year | 16,613.79 | 2,858.71 |
| Addition on account of acquisition | - | 25.08 |
| Foreign currency translation impact on cash balances of foreign Subsidiary | 18.43 | 2.56 |
| Cash and cash equivalents at end of the year | 837.86 | 16,613.79 |

Notes:-

- Cash flow statement has been prepared under Indirect method as set out in Ind AS 7 as per companies (Indian Accounting Standards) Rule 2015 as amended by companies (Indian Accounting Standards) Rule, 2016.
- Figures in brackets indicate cash outflow.
- Changes in liabilities arising from financing activities

| Particulars | March 31, 2024 | March 31, 2023 |
|---|------------------|------------------|
| Opening balance of borrowings (other than debt securities) | 26,100.00 | - |
| Proceeds / (repayment) of short-term borrowings | 39,500.00 | 26,100.00 |
| Closing balance of borrowings (other than debt securities) | 65,600.00 | 26,100.00 |
| 4. Components of cash and cash equivalents at the year end comprise of; | | |
| | March 31, 2024 | March 31, 2023 |
| Cash on Hand | 0.10 | 1.63 |
| Balance with Bank | 833.27 | 5,903.49 |
| Cheque in hand | 4.49 | 8.67 |
| Fixed Deposits with Maturity Less than 3 Months | - | 10,700.00 |
| | 837.86 | 16,613.79 |

As per our attached report of even date
For Paresh Rakesh & Associates LLP
Chartered Accountants
Firm Registration No.: 119728W/
W100743

For and Behalf of the Board of Directors
Abans Finance Private Limited

Sd/-
Mahesh Kumar Cheruveedu
Director & CEO
DIN: 09499122

Sd/-
Abhishek Bansal
Director
DIN: 01445730

Sd/-
Nimit Sheth
Partner
Membership No. 142645
Mumbai
Date: May 10, 2024

Sd/-
Nirbhay Vassa
Chief Financial Officer

Sd/-
Dharav Sheth
Company Secretary

Abans Finance Private Limited
Consolidated Statement of Changes in Equity as at 31st March, 2024

| Equity Share Capital: | | (₹ in Lakhs) |
|--|--|-----------------|
| Particulars | | Amount |
| Balance as at 01st April, 2022 | | 2,527.73 |
| Changes in equity share capital due to prior period errors | | - |
| Balance as at 01st April, 2022 | | 2,527.73 |
| Changes due to issue of equity shares | | 919.54 |
| Balance as at March 31, 2023 | | 3,447.27 |
| Changes in equity share capital due to prior period errors | | - |
| Balance as at 01st April, 2023 | | 3,447.27 |
| Changes in equity share capital during FY 2023-24 | | - |
| Balance as at March 31, 2024 | | 3,447.27 |

Other Equity:

1. Current Reporting Period

(₹ in Lakhs)

| Particulars | Reserves and Surplus | | | | Other items of Other Comprehensive Income | Total |
|---|-----------------------------|--------------------------|---------------------------|--|--|------------------|
| | Securities Premium | Retained Earnings | Impairment Reserve | Reserve Fund U/S 45-IC (1) of RBI Act, 1934 | | |
| Opening Balance | 24,704.67 | 1,925.83 | 49.18 | 425.33 | 6.41 | 27,111.42 |
| Transfer to Reserve Fund u/s 45-IC (1) of RBI Act, 1934 | - | (287.03) | - | 287.03 | - | - |
| Other Comprehensive Income | - | - | - | - | (35.29) | (35.29) |
| Transfer to / from Impairment Reserve | - | (45.31) | 45.31 | - | - | - |
| Transfer from Profit & Loss A/c | - | 1,858.13 | - | - | - | 1,858.13 |
| Closing Balance | 24,704.67 | 3,451.62 | 94.49 | 712.36 | (28.88) | 28,934.26 |

2. Previous Reporting Period

| Particulars | Reserves and Surplus | | | | Other items of Other Comprehensive Income | Total |
|---|-----------------------------|--------------------------|---------------------------|--|--|------------------|
| | Securities Premium | Retained Earnings | Impairment Reserve | Reserve Fund U/S 45-IC (1) of RBI Act, 1934 | | |
| Opening Balance | 17,624.21 | 1,000.70 | 43.71 | 247.83 | 5.38 | 18,921.83 |
| Transfer to Reserve Fund u/s 45-IC (1) of RBI Act, 1934 | - | (177.50) | - | 177.50 | - | - |
| Other Comprehensive Income | - | - | - | - | 1.03 | 1.03 |
| Transfer to / from Impairment Reserve | - | (5.47) | 5.47 | - | - | - |
| On Account of Fresh Issue of Shares | 7,080.46 | - | - | - | - | 7,080.46 |
| Transfer from Profit & Loss A/c | - | 1,108.10 | - | - | - | 1,108.10 |
| Closing Balance | 24,704.67 | 1,925.83 | 49.18 | 425.33 | 6.41 | 27,111.42 |

Note:

* Impairment Reserve is the difference of allowance under Ind AS 109 and provisions required as per IRAC Norms. If impairment allowance under Ind AS 109 is lower than the provisions required as per IRAC Norms, the difference is appropriated from retained earnings to Impairment Reserve. The impairment reserve is not reckoned for regulatory capital. Withdrawal can be made only after prior permission from the Department of Supervision, RBI.

** As required by section 45-IC of the RBI Act 1934, the company maintains a reserve fund and transfers therein a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared. The company cannot appropriate any sum from the reserve fund except for the purpose specified by Reserve Bank of India from time to time.

As per our attached report of even date
For Paresh Rakesh &
Associates LLP
Chartered Accountants
Firm Registration No.: 119728W/W100743

For and Behalf of the Board of Directors
Abans Finance Private Limited

Sd/-
Maresh Kumar Cheruveedu
Director & CEO
DIN: 09499122

Sd/-
Abhishek Bansal
Director
DIN: 01445730

Sd/-
Nimit Sheth
Partner
Membership No. 142645
Mumbai
Date: May 10, 2024

Sd/-
Nirbhay Vassa
Chief Financial Officer

Sd/-
Dharav Sheth
Company Secretary

Abans Finance Private Limited**Note 1: Significant Accounting Policies and Notes to Accounts forming part of Consolidated Financial Statements for the year ended March 31, 2024****1) Nature of Operations**

Abans Finance Private Limited, is a company domiciled in India and incorporated under the Companies Act, 1956. The Company is a Non-deposit taking Non-banking Financial Company ('NBFC') registered with RBI, as defined under section 45-IA of the Reserve Bank of India ('RBI') Act, 1934. The company's registered office and principal place of business is situated at 36/37/38A, 3rd floor, 227, Nariman Bhavan, Backbay Reclamation, Nariman Point, Mumbai. Abans Finance Private Limited along with its subsidiary company is referred to as 'Group' in this Consolidated Financial Statement. The parent company is primarily engaged in the business financing and investment which includes corporate finance, trade finance and providing business & retail loans, unsecured as well as secured against collateral security, investment in government security and bonds. The major source of income for the company is interest from loan and earnings from investment. The subsidiary company is a private company, limited by shares and is registered in England and Wales and is into business of processing payments and earns commission from said activities.

The Consolidated Financial Statements for the year ended March 31, 2024 have been reviewed by the Audit Committee and approved by the Board of Directors at their meetings held on May 10, 2024.

2) Summary of the significant accounting policies**(a) Basis of Preparation for Interim Financial Statements and Purpose**

The Consolidated Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended.

The Consolidated Balance Sheet, Consolidated Statement of Change in Equity and Consolidated Statement of Profit & Loss are presented in the format prescribed under Division III of Schedule III of the Act, as amended from time to time, for Non-Banking Financial Companies ('NBFCs') that are required to comply with Ind AS. The Consolidated Statement of Cash Flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flows.

The Consolidated Financial Statements have been prepared under historical cost convention basis except the following assets and liabilities which have been measured at fair value or revalued amounts.

1. Certain Financial instruments measured at fair value through other comprehensive income (FVTOCI);
2. Certain Financial instruments measured at fair value through Profit and Loss (FVTPL);
3. Defined Benefit Plan asset measured at fair value;

The functional and presentation currency of the Group is Indian rupees. This consolidated financial statement is presented in Indian rupees in Lakhs. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

(b) Basis of Consolidation

The consolidated financial statements include the financial statements of the group company. The consolidated financial statements have been prepared on the following basis:

- i) The consolidated financial statements of the company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, income, expenses, and cashflows, after fully eliminating intra-group balances and intra-group transactions.
- ii) In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve.
- iii) The carrying amount of parent's investment in each subsidiary and parent's portion of equity of each subsidiary is offset.
- iv) Non-controlling interest's share of profit / loss; if any; of consolidated subsidiaries for the year is identified and adjusted against the income of the group in the order to arrive at the net income attributable to shareholders of the group.
- v) Non-controlling interest's share of net assets; if any; of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from the liabilities and the equity of the Company's shareholders.

(c) Use of estimates

The preparation of this consolidated financial Statement in conformity with the recognition and measurement principles of Ind AS requires the management of the group to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect application of accounting policies and the reported amount of assets, liabilities, disclosure of contingent assets and liabilities at the date of financial Statement and the reported amount of income and expenses for the periods presented. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Accounting estimates could change from period to period. Any revision to accounting estimates is recognised prospectively. Actual results could differ from the estimates. Any difference between the actual results and estimates are recognised in the period in which the results are known/materialize. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial Statement are as below:

1. Valuation of Financial Instruments;
2. Evaluation of recoverability of deferred tax assets;
3. Useful lives of property, plant and equipment and intangible assets;
4. Obligations relating to employee benefits;
5. Provisions and Contingencies;
6. Provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions;
7. Recognition of Deferred Tax Assets.

Abans Finance Private Limited

Note 1: Significant Accounting Policies and Notes to Accounts forming part of Consolidated Financial Statements for the year ended March 31, 2024

(d) Property, plant and equipment (PP&E)

An item of property, plant and equipment that qualifies for recognition as an asset shall be measured at its cost. Cost comprises of the purchase price and any attributable / allocable cost of bringing the asset to its working condition for its intended use. Cost also includes direct cost and other related incidental expenses.

When significant components of property, plant and equipment are required to be replaced at intervals, recognition is made for such replacement of components as individual assets with specific useful life and depreciation if this components are initially recognised as separate asset. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

An item of Property, Plant and Equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Depreciation is provided from the date the assets are ready to be put to use, as per straight line method (SLM) method over the useful life of the assets, as prescribed under Part C of Schedule II of the Companies Act, 2013 mentioned below.

| Type of Asset | Estimated useful life |
|------------------------|-----------------------|
| Buildings | 60 years |
| Air Conditioner | 5 years |
| Furniture and fittings | 10 years |
| Office Equipments | 5 years |
| Computer | 5 years |

(In case of overseas subsidiary, depreciation is provided in accordance with the law applicable in the host country.)

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognized in the statement of profit and loss within 'other income' or 'other expenses' respectively.

(e) Impairment of assets

At each reporting date, the group assesses whether there is any indication based on internal /external factors, that an asset may be impaired. If any such indication exists, the group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss.

All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

(f) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 3 months from the date of acquisition that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

(g) Provisions and Contingencies

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

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

(h) Financial instruments

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

Recognition, initial measurement and derecognition :-

Financial assets and financial liabilities are recognized when the group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted by transactions costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

Abans Finance Private Limited**Note 1: Significant Accounting Policies and Notes to Accounts forming part of Consolidated Financial Statements for the year ended March 31, 2024**

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the group's balance sheet) when:

1. The rights to receive cash flows from the asset have expired, or
2. The group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the group has transferred substantially all the risks and rewards of the asset, or (b) the group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Classification and subsequent measurement of financial assets

For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments are classified into the following categories upon initial recognition:

1. Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

Debt instruments at fair value through profit or loss : FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

2. Debt instruments at Amortised cost: A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

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

3. Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at fair value through profit and loss (FVTPL). For all other equity instruments, the group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The group makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of Profit and Loss.

Impairment of financial assets

The group is required to recognise expected credit losses (ECLs) based on forward-looking information for all financial assets at amortised cost, lease receivables, debt financial assets, loan commitments and financial guarantee contracts. No impairment loss is applicable on equity investments.

At the reporting date, an allowance (or provision for loan commitments and financial guarantees) is required for the 12 month ECLs. If the credit risk has significantly increased since initial recognition (Stage 1), an allowance (or provision) should be recognised for the lifetime ECLs for financial instruments for which the credit risk has increased significantly since initial recognition (Stage 2) or which are credit impaired (Stage 3).

The measurement of ECL is calculated using three main components: (i) probability of default (PD) (ii) loss given default (LGD) and (iii) the exposure at default (EAD). The 12 month and lifetime PDs represent the PD occurring over the next 12 months and the remaining maturity of the instrument respectively. The EAD represents the expected balance at default, taking into account the repayment of principal and interest from the balance sheet date to the default event together with any expected drawdowns of committed facilities. The LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realised and the time value of money.

The group applies a three-stage approach to measure ECL on financial assets accounted for at amortised cost. Assets migrate through the following three stages based on the change in credit quality since initial recognition.

Abans Finance Private Limited**Note 1: Significant Accounting Policies and Notes to Accounts forming part of Consolidated Financial Statements for the year ended March 31, 2024**1. Stage 1: 12-months ECL

For exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit impaired upon origination, the portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised. Exposures with days past due (DPD) less than or equal to 29 days are classified as stage 1. The Company has identified zero bucket and bucket with DPD less than or equal to 29 days as two separate buckets.

2. Stage 2: Lifetime ECL – not credit impaired

For credit exposures where there has been a significant increase in credit risk since initial recognition but that are not credit impaired, a lifetime ECL is recognised. Exposures with DPD equal to 30 days but less than or equal to 89 days are classified as stage 2. At each reporting date, the group assesses whether there has been a significant increase in credit risk for financial asset since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The group has identified cases with DPD equal to or more than 30 days and less than or equal to 59 days and cases with DPD equal to or more than 60 days and less than or equal to 89 days as two separate buckets.

3. Stage 3: Lifetime ECL – credit impaired

Financial asset is assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. For financial asset that have become credit impaired, a lifetime ECL is recognised on principal outstanding as at period end. Exposures with DPD equal to or more than 90 days are classified as stage 3.

A loan that has been renegotiated due to a deterioration in the borrower's condition is usually considered to be credit-impaired unless there is evidence that the risk of not receiving contractual cash flows has reduced significantly and there are no other indicators of impairment. ECL is recognised on EAD as at period end.

If the terms of a financial asset are renegotiated or modified due to financial difficulties of the borrower, then such asset is moved to stage 3, lifetime ECL under stage 3 on the outstanding amount is applied.

The group assesses when a significant increase in credit risk has occurred based on quantitative and qualitative assessments. Exposures are considered to have resulted in a significant increase in credit risk and are moved to Stage 2 when:

1. Quantitative test: Accounts that are 30 calendar days or more past due move to Stage 2 automatically. Accounts that are 90 calendar days or more past due move to Stage 3 automatically.
2. Qualitative test: Accounts that meet the portfolio's 'high risk' criteria and are subject to closer credit monitoring. High risk customers may not be in arrears but either through an event or an observed behaviour exhibit credit distress.
3. Reversal in Stages: Exposures will move back to Stage 2 or Stage 1 respectively, once they no longer meet the quantitative criteria set out above. For exposures classified using the qualitative test, when they no longer meet the criteria for a significant increase in credit risk and when any cure criteria used for credit risk management are met.

The definition of default for the purpose of determining ECLs has been aligned to the Reserve Bank of India definition of default, which considers indicators that the debtor is unlikely to pay and is no later than when the exposure is more than 90 days past due.

The group continues to incrementally provide for the asset post initial recognition in Stage 3, based on its estimate of the recovery.

Derecognition of Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- 1) the rights to receive cash flows from the asset have expired, or
- 2) the group has transferred its rights to receive cash flows from the asset and substantially all the risks and rewards of the asset, or the group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

If the group retains substantially all the risks and rewards of ownership of a transferred financial asset, the group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Abans Finance Private Limited**Note 1: Significant Accounting Policies and Notes to Accounts forming part of Consolidated Financial Statements for the year ended March 31, 2024****Classification and subsequent measurement of financial liabilities**

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The group's financial liabilities include trade payables, other payables, loans and borrowings

The group's classifies all financial liabilities as subsequently measured at amortised cost.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Derivative financial instruments

The group trades in to derivative financial instruments. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

Derecognition of Financial Liabilities

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

(i) Fair value measurement

The Company measures financial instruments such as, investment in equity shares, at fair value on initial recognition

Fair value is 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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

1. In the principal market for the asset or liability, or
2. In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial Statement are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

1. Level 1 – Inputs are quoted (unadjusted) market prices in active markets for identical assets or liabilities that the entity can access at the measurement date.
2. Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
3. Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For the purpose of fair value disclosures, the group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

Abans Finance Private Limited
Note 1: Significant Accounting Policies and Notes to Accounts forming part of Consolidated Financial Statements for the year ended March 31, 2024
(j) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government

1. Interest income: Interest income from a financial asset is recognised using effective interest rate method.
2. Other income: Other income is recognized only when it is reasonably certain that the ultimate collection will be made.
3. Dividend income: Dividend income is recognized when the Company's right to receive payment is established.
4. Net gain on fair value changes: The Company recognises gains/(losses) on fair value changes of financial assets / financial liabilities measured at FVTPL in the statement of profit & loss.
Net gain of fair value changes includes gain / (loss) on trading of shares & securities held as Stock in trade, gain / (loss) from shares trading in derivatives segment and realized / unrealized gain or (loss) on other financial instruments measured at fair value through profit & loss account (FVTPL).

(k) Foreign currencies Transaction and translation

a) Monetary items: Transactions in foreign currencies are initially recorded at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss.

b) Non – Monetary items: Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in the Statement of Profit and Loss in the period in which they arise.

The financial statements of subsidiary incorporated outside India are converted on the following basis: (a) Income and expenses are converted at the average rate of exchange applicable for the period/year and (b) All assets and liabilities are translated at the closing rate as on the Balance Sheet date. The exchange difference arising out of period/year end translation is debited or credited as "Exchange differences on translation of financial statements of foreign operations" forming part of Other Comprehensive Income and accumulated as a separate component of other equity.

(l) Leases

Ind AS 116 sets out the principles for the recognition, measurement and disclosure of leases for both lessees and lessors. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

For short term and low value leases, the group recognizes the lease payments as an operating expense on a straight line basis over the lease term.

(m) Income taxes

Tax expense recognised in the statement of profit and loss comprises the sum of deferred tax and current tax not recognised in OCI or directly in equity.

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income-tax Act and in case of overseas subsidiary, as per the law applicable in the host country. Current income tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in OCI or in equity).

Deferred income taxes are calculated using the liability method. Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilized against future taxable income. This is assessed based on the group's forecast of future operating results, adjusted for significant nontaxable income and expenses and specific limits on the use of any unused tax loss or credit. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in OCI or in equity).

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

(n) Borrowing costs

Borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

Abans Finance Private Limited**Note 1: Significant Accounting Policies and Notes to Accounts forming part of Consolidated Financial Statements for the year ended March 31, 2024****(o) Employee benefits****1. Provident Fund**

Retirement benefit in the form of Provident Fund is a defined contribution scheme. The group 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.

2. Gratuity

Gratuity is in the nature of a defined benefit plan. Provision for gratuity is calculated on the basis of actuarial valuations carried out at balance sheet date and is charged to the statement of profit and loss. The actuarial valuation is performed using the projected unit credit method. Remeasurement, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

3. Compensates Absences

The company provides Privilege Leave to its employees in India. Provision for leave encashment is calculated on the basis of actuarial valuations carried out at balance sheet date and is charged to the statement of profit and loss. Privilege leave is computed on calendar year basis, however, any unavailed privilege leaves upto 45 days will be carried forward to the next calendar year. Privilege leave can only be encashed at the time of retirement / termination / resignation / withdrawal and is computed as no. of privilege leaves multiplied with applicable salary for leave encashment. The company's liability towards privilege leaves is determined on the basis of year end actuarial valuations applying the Projected Unit Credit Method (as per Ind AS 19) done by an independent actuary.

Disclosures in respect of above, if any, are provided as per the requirement of the local law.

(p) Earnings per share

Basic earnings per share is calculated by dividing the net profit / (loss) for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit / (loss) for the year attributable to equity shareholders and the weighted average numbers of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted at the beginning of the year and not issued at a later date.

In computing the diluted EPS, potential equity shares that either increase earnings per share or decrease loss per equity share, being anti-dilutive are ignored.

(q) Segment Reporting Policies:

Segment reporting as Ind-As 108 is not applicable as management has determined that the company is involved in financing and investment activity and operates under single chief operating decision maker w.e.f April 1, 2023

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

| Particulars | (₹ in Lakhs) | |
|---|-----------------|------------------|
| | March 31, 2024 | March 31, 2023 |
| Note 2: Cash and Cash Equivalent | | |
| Cash on Hand | 0.10 | 1.63 |
| Balance with Bank | 833.27 | 5,903.49 |
| Cheque in hand | 4.49 | 8.67 |
| Bank deposit with original maturity upto three months or less | - | 10,700.00 |
| TOTAL | 837.86 | 16,613.79 |
| 2.1 - Fixed Deposit of CY Nil (PY Rs. 10,200.00 lakhs - outstanding utilized Rs. 9,180.00 lakhs) pledged agianst Over Draft facility taken by group company. | | |
| Note 3: Bank Balance other then above | | |
| Bank deposit with original maturity for more than three months upto twelve months | 520.50 | - |
| TOTAL | 520.50 | - |
| <u>FD pledged as security</u> | | |
| Beacon Trusteeship Ltd for privately placed market linked debentures | 20.50 | - |
| Axis Bank against plain vanilla forward contract | 500.00 | - |
| Total | 520.50 | - |
| Note 4: Derivatives Financial Instruments | | |
| Index Derivatives | | |
| Fair Value - Assets | 11.96 | 43.51 |
| Fair Value - Liabilities | - | - |
| Total (A) | 11.96 | 43.51 |
| Commodity Derivatives | | |
| Fair Value - Assets | - | 7.27 |
| Fair Value - Liabilities | - | - |
| Total (B) | - | 7.27 |
| Currency Derivatives | | |
| Fair Value - Assets | 9.65 | - |
| Fair Value - Liabilities | - | - |
| Total (C) | 9.65 | - |
| Interest rate derivatives | | |
| Fair Value - Assets | - | - |
| Fair Value - Liabilities | (2.50) | - |
| Total (D) | (2.50) | - |
| Equity derivatives | | |
| Fair Value - Assets | 33.99 | - |
| Fair Value - Liabilities | - | - |
| Total (E) | 33.99 | - |
| TOTAL Fair Value - Asset / (Liability) (A+B+C+D+E) | 53.10 | 50.78 |
| Notional Amount | | |
| Index Derivatives | 2,113.17 | 11,225.30 |
| Commodity Derivatives | - | 5,191.00 |
| Currency Derivatives | 4,162.50 | - |
| Interest rate derivatives | 2,500.00 | - |
| Equity derivatives | 5,727.39 | - |
| Note 5: Receivables | | |
| <u>Trade Receivables</u> | | |
| Trade Receivables considered good – Secured | - | - |
| Trade Receivables considered good – Unsecured | 1,803.71 | 1,181.94 |
| Trade Receivables which have significant increase in Credit Risk | - | - |
| Receivables credit impaired | | |
| Unbilled Trade receivables | | |
| Less: Unrealized (Gain) / Loss (Refer note 4) | (55.60) | (50.78) |
| Total | 1,748.11 | 1,131.16 |
| <u>Other Receivables</u> | | |
| Receivables considered good - Unsecured | 0.85 | 1.26 |
| Total | 0.85 | 1.26 |
| TOTAL | 1,748.96 | 1,132.42 |

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

| Particulars | March 31, 2024 | March 31, 2023 |
|-------------|----------------|----------------|
|-------------|----------------|----------------|

(₹ in Lakhs)

: Trade receivables ageing schedule as at 31st March, 2024

| Particulars | Unbill ed Dues | Not Due | Outstanding for following periods from date of invoice | | | | | Total |
|---|----------------------|---------|--|----------------------|----------------|-------------|----------------------|-----------------|
| | | | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| i) Undisputed trade receivables-considered good | - | - | 1,803.71 | - | - | - | - | 1,803.71 |
| ii) Undisputed trade receivables-which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| iii) Undisputed trade receivables-credit impaired | - | - | - | - | - | - | - | - |
| iv) Undisputed trade receivables-considered good | - | - | - | - | - | - | - | - |
| v) Disputed trade receivables-which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| vi) Disputed trade receivables-credit impaired | - | - | - | - | - | - | - | - |
| Total | - | - | 1,803.71 | - | - | - | - | 1,803.71 |

: Trade receivables ageing schedule as at 31st March, 2023

| Particulars | Unbill ed Dues | Not Due | Outstanding for following periods from date of invoice | | | | | Total |
|---|----------------------|---------|--|----------------------|----------------|-------------|----------------------|-----------------|
| | | | Less than 6 months | 6 months - 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| i) Undisputed trade receivables-considered good | - | - | 1,181.94 | - | - | - | - | 1,181.94 |
| ii) Undisputed trade receivables-which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| iii) Undisputed trade receivables-credit impaired | - | - | - | - | - | - | - | - |
| iv) Undisputed trade receivables-considered good | - | - | - | - | - | - | - | - |
| v) Disputed trade receivables-which have significant increase in credit risk | - | - | - | - | - | - | - | - |
| vi) Disputed trade receivables-credit impaired | - | - | - | - | - | - | - | - |
| Total | - | - | 1,181.94 | - | - | - | - | 1,181.94 |

Note :- Debt due from firms or private companies respectively in which any director is a partner, a director or a member.

| Particulars | March 31, 2024 | March 31, 2023 |
|---|----------------|----------------|
| Debts due from directors | - | - |
| Debts due from private companies in which any director is a partner, a director or a member | 243.29 | 1,285.02 |

Note 6: Loans

Designated and carried at amortized cost

Demand Loans / Inter-Corporate Deposit

| | | |
|-----------|------------------|------------------|
| Secured | 150.00 | - |
| Unsecured | 35,862.98 | 12,045.69 |
| | 36,012.98 | 12,045.69 |

Term Loans

| | | |
|-----------|-------------|-----------------|
| Secured | - | - |
| Unsecured | 9.86 | 5,318.70 |
| | 9.86 | 5,318.70 |

| | | |
|--------------|------------------|------------------|
| TOTAL | 36,022.84 | 17,364.39 |
|--------------|------------------|------------------|

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

| Particulars | ₹ in Lakhs) | |
|---|------------------|------------------|
| | March 31, 2024 | March 31, 2023 |
| 6.1: Credit Quality of Assets | | |
| Low credit risk | 36,022.84 | 17,364.38 |
| Significant increase in credit risk | - | - |
| Credit-impaired | - | - |
| TOTAL | 36,022.84 | 17,364.38 |
| Particulars | | |
| Out of above | | |
| In India | 36,022.84 | 17,364.38 |
| Outside India | - | - |
| Total | 36,022.84 | 17,364.38 |
| Loans to Director, Senior Officer and relatives of Directors | | |
| Directors and their relatives | - | - |
| Entities Associated with directors and their relatives | 22,951.00 | 6,314.87 |
| Senior Officer and their Relatives | - | - |
| (Refer note 30 on related party) | | |

6.2 Loans of Rs. 200 cr are under pari-passu charge against Debt Securities (Refer Note 12)

Note 7: Investments

(i) Equity shares

- Quoted - Designated and carried at fair value through profit & loss

| | Face Value (₹ each unit) | Units (CY) | Units (PY) | | |
|-----------------------------------|-----------------------------|------------|------------|---|--------|
| AGS Transact Technologies Limited | 10 | - | 3,00,000 | - | 139.20 |

(ii) Investment in debt instruments

- Unquoted - Designated and carried at amortised cost

| (a) In compulsory convertible debentures | Face Value (₹ each unit) | Units (CY) | Units (PY) | | |
|--|-----------------------------|------------|------------|---|----------|
| Pearl Stock Broking Private Limited | 10/- lakhs | - | 285 | - | 2,850.00 |

(b) In bonds

| Hinduja Leyland Finance Limited maturing on 13-09-2024 of face value Rs. 10 lacs each of 9.20% per annum | Face Value (₹ each unit) | Units (CY) | Units (PY) | | |
|--|-----------------------------|------------|------------|--------|--------|
| | 10/- lakhs | 20 | 19 | 200.00 | 190.00 |

- Quoted - Designated and carried at fair value through profit & loss

| (a) In quoted government securities | Units (CY) | Units (PY) | Face Value (₹ each unit) | | |
|-------------------------------------|-------------|-------------|-----------------------------|-----------|-----------|
| 7.18% Government Securities 2033 | 5,00,000 | | 100 | 504.60 | - |
| 7.18% Government Securities 2037 | 1,65,00,000 | | 100 | 16,628.70 | - |
| 7.25% Government Securities 2063 | 10,00,000 | | 100 | 1,015.40 | - |
| 7.26% Government Securities 2032 | 3,50,90,000 | 2,30,30,000 | 100 | 35,472.48 | 23,139.70 |
| 7.26% Government Securities 2033 | 53,25,000 | | 100 | 5,385.71 | - |
| 7.30% Government Securities 2053 | 5,00,000 | | 100 | 511.30 | - |
| 7.36% Government Securities 2052 | 95,00,000 | 70,00,000 | 100 | 9,790.70 | 6,999.76 |
| 7.40% Government Securities 2062 | 15,50,000 | | 100 | 1,605.18 | - |

TOTAL **71,114.07** **33,318.66**

Particulars

| | | |
|---------------|-----------|-----------|
| Out of above | | |
| In India | 71,114.07 | 33,318.66 |
| Outside India | 864.74 | 31.15 |

Total **71,978.81** **33,349.81**

7.1 - Terms of CCD

- Each Unsecured, Zero Coupon CCD having Face Value of Rs. 10 lacs each shall be converted into such number of Equity Shares of Face Value 10/- each at any time before the expiry of 10 (Ten) years at option of debenture holder at a conversion price determined in accordance with valuation report arrived at acceptable valuation method at the time of conversion in accordance with the applicable provisions of law.

- Transfer of CCD's are restricted without the written consent of Company

- CCDs shall not carry any voting rights

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

| Particulars | March 31, 2024 | March 31, 2023 |
|-------------|----------------|----------------|
|-------------|----------------|----------------|

7.2 - Government Securities

Gsec of CY Rs. 69,308.89 lakhs (PY Rs. 28,129.93 lakhs) is pledged against loan from TREPS & of CY Rs. 1,605.18 lakhs (PY Rs. 2,009.53 lakhs) against margin from NSE

7.3 - Hinduja Leyland Finance Limited - Bond

Pledged with Beacon Trusteeship Limited towards the issue of debt securities by the Company having Series-24

Note 8: Other Financial Asset

| | | |
|---|-----------------|---------------|
| Interest receivable on loan | 56.62 | 21.98 |
| Interest accrued but not due | 633.24 | - |
| Income Tax Refund Receivable | 32.40 | 51.37 |
| Margin with Bank | 386.00 | 110.00 |
| Bank deposit with original maturity for more than twelve months | - | 14.01 |
| Deposit | 4.74 | 0.63 |
| TOTAL | 1,113.00 | 197.99 |

8.1 - Margin with Bank is given against secured borrowings from TREPS.

8.2 - Fixed Deposit is lien marked in favour of Beacon Trusteeship Ltd for Privately Placed Market Linked Debentures.

Note 9: Property, Plant & Equipment

| Particulars | Buildings | Air Conditioner | Furniture and fittings | Office Equipment's | Computer | Motorcycle | Total |
|-------------------------------------|-----------------|-----------------|------------------------|--------------------|-------------|-------------|-----------------|
| Gross Block: | | | | | | | |
| As at March 31, 2022 | 1,405.91 | 11.12 | 72.78 | 35.30 | - | - | 1,525.11 |
| Additions | - | - | - | - | 1.46 | 1.09 | 2.55 |
| Disposal / Adjustments | - | - | - | - | - | - | - |
| As at March 31, 2023 | 1,405.91 | 11.12 | 72.78 | 35.30 | 1.46 | 1.09 | 1,527.66 |
| Additions | - | - | - | 1.61 | 0.92 | - | 2.53 |
| Disposal / Adjustments | - | - | - | - | - | - | - |
| As at March 31, 2024 | 1,405.91 | 11.12 | 72.78 | 36.91 | 2.38 | 1.09 | 1,530.19 |
| Depreciation and Impairment: | | | | | | | |
| As at March 31, 2022 | 155.49 | 10.99 | 48.03 | 23.67 | - | - | 238.18 |
| Additions | 22.21 | 0.05 | 6.91 | 5.86 | 0.19 | - | 35.22 |
| Disposal / Adjustments | - | - | - | - | - | - | - |
| As at March 31, 2023 | 177.70 | 11.04 | 54.94 | 29.53 | 0.19 | - | 273.40 |
| Additions | 22.22 | 0.05 | 6.91 | 5.67 | 0.38 | 0.10 | 35.33 |
| Disposal / Adjustments | - | - | - | - | - | - | - |
| As at March 31, 2024 | 199.92 | 11.09 | 61.85 | 35.20 | 0.57 | 0.10 | 308.73 |
| Net Block: | | | | | | | |
| As at March 31, 2023 | 1,228.21 | 0.08 | 17.84 | 5.77 | 1.27 | 1.09 | 1,254.26 |
| As at March 31, 2024 | 1,205.99 | 0.03 | 10.93 | 1.71 | 1.81 | 0.99 | 1,221.46 |

Note : Intangibles

| Particulars | Software License | Total |
|-------------------------------------|------------------|-------------|
| Gross Block: | | |
| As at March 31, 2022 | - | - |
| Additions | - | - |
| Disposal / Adjustments | - | - |
| As at March 31, 2023 | - | - |
| Additions | 1.13 | 1.13 |
| Disposal / Adjustments | - | - |
| As at March 31, 2024 | 1.13 | 1.13 |
| Depreciation and Impairment: | | |
| As at March 31, 2022 | - | - |
| Additions | - | - |
| Disposal / Adjustments | - | - |
| As at March 31, 2023 | - | - |
| Additions | 0.01 | 0.01 |
| Disposal / Adjustments | - | - |
| As at March 31, 2024 | 0.01 | 0.01 |
| Net Block: | | |
| As at March 31, 2023 | - | - |
| As at March 31, 2024 | 1.11 | 1.11 |

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

| Particulars | March 31, 2024 | March 31, 2023 |
|--------------|----------------|----------------|
| (₹ in Lakhs) | | |

Note 10: Other Non Financial Asset

| | | |
|-------------------------------------|--------------|--------------|
| Prepaid Expenses | 25.77 | 38.78 |
| Balance with Government Authorities | 3.51 | 3.72 |
| Advance to vendors for expenses | 5.48 | 0.25 |
| Advance to staff | 1.78 | 4.09 |
| Security Deposit | 1.77 | 1.77 |
| TOTAL | 38.31 | 48.61 |

Note 11: Payables

| | | |
|--|---------------|-------------|
| Trade Payables | - | - |
| Total outstanding dues of micro enterprises and small enterprises | - | - |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 195.60 | - |
| Less: Unrealized (Gain) / Loss | (2.49) | - |
| Total | 193.11 | - |
| Other Payables | - | - |
| Total outstanding dues of micro enterprises and small enterprises | - | - |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 52.81 | 7.49 |
| TOTAL | 52.81 | 7.49 |

Note 11.1: Trade payables ageing schedule as at 31st March,2024

| Particulars | Outstanding for following periods from date of invoice | | | | | | Total |
|---------------------------|--|----------|------------------|-------------|-------------|-------------------|---------------|
| | Unbilled dues | Not due | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| i) MSME | - | - | - | - | - | - | - |
| ii) Disputed Dues- MSME | - | - | - | - | - | - | - |
| iii) Others | - | - | 245.92 | - | - | - | 245.92 |
| iv) Disputed Dues- Others | - | - | - | - | - | - | - |
| Total | - | - | 245.92 | - | - | - | 245.92 |

Note 11.2: Trade payables ageing schedule as at 31st March,2023

| Particulars | Outstanding for following periods from date of invoice | | | | | | Total |
|---------------------------|--|----------|------------------|-------------|-------------|-------------------|-------------|
| | Unbilled dues | Not due | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| i) MSME | - | - | - | - | - | - | - |
| ii) Disputed dues- MSME | - | - | - | - | - | - | - |
| iii) Others | - | - | 7.49 | - | - | - | 7.49 |
| iv) Disputed dues- Others | - | - | - | - | - | - | - |
| Total | - | - | 7.49 | - | - | - | 7.49 |

Notes: The Company has not received any intimation from "Creditors" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 except for the amount disclosed above. Hence, disclosures if any, relating to amounts unpaid as at the year end together with Interest paid/payable as required under the said Act have not been made.

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

| | | | | | (₹ in Lakhs) | | |
|-----------------------------------|--|--|-------------------------------------|------------------|--|-------------------------------------|-----------------|
| Particulars | | 31-Mar-24 | | | March 31, 2023 | | |
| Note 12: Debt Securities in India | | (1) | (2) | (3) = (1) + (2) | (4) | (5) | (6) = (4) + (5) |
| | | Designated and carried at fair value through profit & loss | Designated and carried at amortised | Total | Designated and carried at fair value through profit & loss | Designated and carried at amortised | Total |
| Secured | | | | | | | |
| Debt securities issued in India | | 7,934.19 | 3,025.00 | 10,959.19 | 6,716.56 | - | 6,716.56 |
| (Refer Note 12.1 & 12.3) | | | | | | | |
| Unsecured | | | | | | | |
| Debt securities issued in India | | 2,618.33 | - | 2,618.33 | 1,785.34 | - | 1,785.34 |
| (Refer Note 12.2) | | | | | | | |
| TOTAL | | 10,552.52 | 3,025.00 | 13,577.52 | 8,501.90 | - | 8,501.90 |

12.1: Privately Placed Secured Market Linked Non Convertible Debentures

(₹ in Lakhs)

| Sr. No | Series | Issue Date | Redempt ion Date | Listed / Unliste | Max Cap on Coupon | Principle Protection | March 31, 2024 | | March 31, 2023 | |
|--------|------------------|------------|------------------|------------------|-------------------|----------------------|----------------|------------|----------------|------------|
| | | | | | | | Units | Face Value | Units | Face Value |
| 1 | Series M | 14-Feb-20 | 19-Apr-23 | Unlisted | 50.00% | Yes | - | - | 3 | 3.00 |
| 2 | Series G | 20-Dec-19 | 23-Apr-23 | Unlisted | 75.00% | Yes | - | - | 8 | 8.00 |
| 3 | Series N Type I | 27-Feb-20 | 02-May-23 | Unlisted | 50.00% | Yes | - | - | 10 | 10.00 |
| 4 | Series P Type II | 02-Mar-20 | 06-May-23 | Unlisted | 50.00% | Yes | - | - | 5 | 5.00 |
| 5 | Series Q | 03-Mar-20 | 07-May-23 | Unlisted | 50.00% | Yes | - | - | 5 | 5.00 |
| 6 | Series O | 27-Feb-20 | 13-May-23 | Listed | 56.00% | Yes | - | - | 400 | 400.00 |
| 7 | Series S | 09-Mar-20 | 13-May-23 | Unlisted | 50.00% | Yes | - | - | 5 | 5.00 |
| 8 | Series 20 (T-1) | 25-Aug-21 | 13-May-23 | Listed | 10.50% | Yes | - | - | 1 | 10.00 |
| 9 | Series 20 (T-2) | 06-Sep-21 | 13-May-23 | Listed | 10.50% | Yes | - | - | 3 | 30.00 |
| 10 | Series U | 13-Mar-20 | 17-May-23 | Unlisted | 50.00% | Yes | - | - | 15 | 15.00 |
| 11 | Series 23 (T-6) | 20-May-22 | 08-Jun-23 | Listed | 13.68% | Yes | - | - | 8 | 80.00 |
| 12 | Series N Type II | 27-Feb-20 | 11-Jun-23 | Unlisted | 75.00% | Yes | - | - | 5 | 5.00 |
| 13 | Series P Type I | 02-Mar-20 | 12-Jun-23 | Unlisted | 75.00% | Yes | - | - | 5 | 5.00 |
| 14 | Series 21 (T-1) | 24-Sep-21 | 17-Jun-23 | Listed | 10.50% | Yes | - | - | 2 | 20.00 |
| 15 | Series 21 (T-2) | 23-Nov-21 | 17-Jun-23 | Listed | 10.50% | Yes | - | - | 7 | 70.00 |
| 16 | Series 21 (T-3) | 01-Feb-22 | 17-Jun-23 | Listed | 10.50% | Yes | - | - | 3 | 30.00 |
| 17 | Series 23 (T-1) | 03-Jan-22 | 08-Jul-23 | Listed | 13.68% | Yes | - | - | 9 | 90.00 |
| 18 | Series 23 (T-2) | 15-Feb-22 | 08-Jul-23 | Listed | 13.68% | Yes | - | - | 31 | 310.00 |
| 19 | Series 23 (T-3) | 02-Mar-22 | 08-Jul-23 | Listed | 13.68% | Yes | - | - | 6 | 60.00 |
| 20 | Series 23 (T-4) | 24-Mar-22 | 08-Jul-23 | Listed | 13.68% | Yes | - | - | 4 | 40.00 |
| 21 | Series 23 (T-5) | 30-Mar-22 | 08-Jul-23 | Listed | 13.68% | Yes | - | - | 1 | 10.00 |
| 22 | Series V | 31-Mar-20 | 14-Jul-23 | Unlisted | 75.00% | Yes | - | - | 15 | 15.00 |
| 23 | Series 2 | 14-May-20 | 27-Aug-23 | Unlisted | 168.75% | Yes | - | - | 14 | 14.00 |
| 24 | Series 9 (T-1) | 11-Sep-20 | 26-Oct-23 | Listed | 42.75% | Yes | - | - | 140 | 140.00 |
| 25 | Series 9 (T-2) | 29-Oct-20 | 26-Oct-23 | Listed | 42.75% | Yes | - | - | 10 | 10.00 |
| 26 | Series 27 (T-1) | 08-Jun-22 | 28-Oct-23 | Listed | 13.68% | Yes | - | - | 9 | 90.00 |
| 27 | Series 27 (T-2) | 01-Aug-22 | 28-Oct-23 | Listed | 13.68% | Yes | - | - | 9 | 90.00 |
| 28 | Series 27 (T-3) | 17-Oct-22 | 28-Oct-23 | Listed | 13.68% | Yes | - | - | 77 | 770.00 |
| 29 | Series 11 (T-1) | 11-Dec-20 | 03-Jan-24 | Listed | 48.25% | Yes | - | - | 60 | 60.00 |
| 30 | Series 11 (T-2) | 17-Dec-20 | 03-Jan-24 | Listed | 48.25% | Yes | - | - | 10 | 10.00 |
| 31 | Series 11 (T-3) | 30-Dec-20 | 03-Jan-24 | Listed | 48.25% | Yes | - | - | 32 | 32.00 |
| 32 | Series 11 (T-4) | 27-Jan-21 | 03-Jan-24 | Listed | 48.25% | Yes | - | - | 10 | 10.00 |
| 33 | Series 28 (T-1) | 26-Jun-22 | 17-Feb-24 | Listed | 25.00% | Yes | - | - | 6 | 60.00 |
| 34 | Series 28 (T-2) | 02-Aug-22 | 17-Feb-24 | Listed | 25.00% | Yes | - | - | 2 | 20.00 |
| 35 | Series 28 (T-2) | 17-Oct-22 | 17-Feb-24 | Listed | 25.00% | Yes | - | - | 1 | 10.00 |
| 36 | Series 12 (T-1) | 04-Feb-21 | 27-Feb-24 | Listed | 50.00% | Yes | - | - | 30 | 30.00 |
| 37 | Series 12 (T-2) | 16-Mar-21 | 27-Feb-24 | Listed | 50.00% | Yes | - | - | 20 | 20.00 |
| 38 | Series 32 (T-1) | 08-Dec-22 | 02-Mar-24 | Listed | 13.68% | Yes | - | - | 20 | 200.00 |
| 39 | Series 32 (T-2) | 24-Mar-23 | 02-Mar-24 | Listed | 13.68% | Yes | - | - | 6 | 60.00 |
| 40 | Series 37 (T-1) | 27-Feb-23 | 30-Mar-24 | Listed | 15.00% | Yes | - | - | 98 | 98.00 |
| 41 | Series 35 (T-1) | 01-Feb-23 | 31-Mar-24 | Listed | 20.00% | Yes | - | - | 120 | 120.00 |
| 42 | Series 35 (T-2) | 27-Mar-23 | 31-Mar-24 | Listed | 20.00% | Yes | - | - | 37 | 37.00 |
| 43 | Series 25 (T-1) | 16-Feb-22 | 14-Apr-24 | Listed | 12.00% | Yes | 15 | 150.00 | 15 | 150.00 |
| 44 | Series 25 (T-2) | 15-Mar-22 | 14-Apr-24 | Listed | 12.00% | Yes | 1 | 10.00 | 1 | 10.00 |
| 45 | Series 14 (T-1) | 12-Mar-21 | 22-May-24 | Listed | 21.00% | Yes | 305 | 305.00 | 305 | 305.00 |
| 46 | Series 14 (T-2) | 15-Mar-21 | 22-May-24 | Listed | 21.00% | Yes | 30 | 30.00 | 30 | 30.00 |
| 47 | Series 14 (T-3) | 30-Mar-21 | 22-May-24 | Listed | 21.00% | Yes | 120 | 120.00 | 120 | 120.00 |

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

| | | | | | | | | | | |
|-----|-----------------|-----------|-----------|----------|--------|-----|-----|--------|-----|--------|
| 48 | Series 14 (T-4) | 29-Apr-21 | 22-May-24 | Listed | 21.00% | Yes | 60 | 60.00 | 60 | 60.00 |
| 49 | Series 14 (T-5) | 28-May-21 | 22-May-24 | Listed | 21.00% | Yes | 10 | 10.00 | 10 | 10.00 |
| 50 | Series 41 (T-1) | 18-Apr-23 | 25-May-24 | Unlisted | 12.49% | Yes | 920 | 920.00 | - | - |
| 51 | Series 41 (T-2) | 18-May-23 | 25-May-24 | Unlisted | 12.49% | Yes | 149 | 149.00 | - | - |
| 52 | Series 45 (T-1) | 23-May-23 | 31-May-24 | Unlisted | 18.20% | No | 12 | 12.00 | - | - |
| 53 | Series 42 (T-1) | 25-Apr-23 | 04-Sep-24 | Unlisted | 25.50% | Yes | 28 | 28.00 | - | - |
| 54 | Series 42 (T-2) | 08-Jun-23 | 04-Sep-24 | Unlisted | 25.50% | Yes | 56 | 56.00 | - | - |
| 55 | Series 48 (T-1) | 16-Jun-23 | 04-Sep-24 | Unlisted | 12.49% | Yes | 120 | 120.00 | - | - |
| 56 | Series 48 (T-2) | 06-Jul-23 | 04-Sep-24 | Unlisted | 12.49% | Yes | 63 | 63.00 | - | - |
| 57 | Series 48 (T-3) | 28-Jul-23 | 04-Sep-24 | Unlisted | 12.49% | Yes | 90 | 90.00 | - | - |
| 58 | Series 48 (T-4) | 24-Aug-23 | 04-Sep-24 | Unlisted | 12.49% | Yes | 9 | 9.00 | - | - |
| 59 | Series 26 (T-1) | 27-Apr-22 | 11-Sep-24 | Listed | 40.50% | Yes | 7 | 70.00 | 7 | 70.00 |
| 60 | Series 26 (T-2) | 03-Jun-22 | 11-Sep-24 | Listed | 40.50% | Yes | 3 | 30.00 | 3 | 30.00 |
| 61 | Series 50 (T-1) | 14-Jul-23 | 01-Oct-24 | Unlisted | 19.00% | Yes | 135 | 135.00 | - | - |
| 62 | Series 50 (T-2) | 20-Jul-23 | 01-Oct-24 | Unlisted | 19.00% | Yes | 4 | 4.00 | - | - |
| 63 | Series 24 (T-1) | 17-Jan-22 | 31-Oct-24 | Listed | 25.20% | Yes | 20 | 200.00 | 20 | 200.00 |
| 64 | Series 53 (T-1) | 08-Aug-23 | 05-Nov-24 | Unlisted | 19.00% | Yes | 58 | 58.00 | - | - |
| 65 | Series 53 (T-2) | 30-Aug-23 | 05-Nov-24 | Unlisted | 19.00% | Yes | 24 | 24.00 | - | - |
| 66 | Series 53 (T-3) | 05-Sep-23 | 05-Nov-24 | Unlisted | 19.00% | Yes | 5 | 5.00 | - | - |
| 67 | Series 31 (T-1) | 16-Nov-22 | 18-Nov-24 | Listed | 30.00% | Yes | 17 | 170.00 | 17 | 170.00 |
| 68 | Series 56 (T-1) | 13-Sep-23 | 23-Nov-24 | Unlisted | 12.49% | Yes | 50 | 50.00 | - | - |
| 69 | Series 47 (T-1) | 06-Jun-23 | 03-Dec-24 | Unlisted | 25.00% | Yes | 93 | 93.00 | - | - |
| 70 | Series 47 (T-2) | 20-Jun-23 | 03-Dec-24 | Unlisted | 25.00% | Yes | 18 | 18.00 | - | - |
| 71 | Series 47 (T-3) | 20-Jun-23 | 03-Dec-24 | Unlisted | 25.00% | Yes | 15 | 15.00 | - | - |
| 72 | Series 47 (T-4) | 10-Jul-23 | 03-Dec-24 | Unlisted | 25.00% | Yes | 25 | 25.00 | - | - |
| 73 | Series 59 (T-1) | 11-Oct-23 | 31-Dec-24 | Unlisted | 19.00% | Yes | 25 | 25.00 | - | - |
| 74 | Series 59 (T-2) | 25-Oct-23 | 31-Dec-24 | Unlisted | 19.00% | Yes | 17 | 17.00 | - | - |
| 75 | Series 43 (T-1) | 10-May-23 | 02-Jan-25 | Unlisted | 40.00% | No | 56 | 56.00 | - | - |
| 76 | Series 36 (T-1) | 17-Feb-23 | 05-Jan-25 | Listed | 19.00% | Yes | 162 | 162.00 | 162 | 162.00 |
| 77 | Series 34 (T-1) | 28-Dec-22 | 13-Jan-25 | Listed | 38.00% | Yes | 19 | 190.00 | 19 | 190.00 |
| 78 | Series 22 (T-1) | 06-Dec-21 | 16-Jan-25 | Listed | 70.00% | Yes | 10 | 100.00 | 10 | 100.00 |
| 79 | Series 22 (T-2) | 01-Feb-22 | 16-Jan-25 | Listed | 70.00% | Yes | 3 | 30.00 | 3 | 30.00 |
| 80 | Series 22 (T-3) | 28-Feb-22 | 16-Jan-25 | Listed | 70.00% | Yes | 4 | 40.00 | 4 | 40.00 |
| 81 | Series 22 (T-4) | 24-Mar-22 | 16-Jan-25 | Listed | 70.00% | Yes | 1 | 10.00 | 1 | 10.00 |
| 82 | Series 22 (T-5) | 30-Mar-22 | 16-Jan-25 | Listed | 70.00% | Yes | 2 | 20.00 | 2 | 20.00 |
| 83 | Series 22 (T-6) | 19-May-22 | 16-Jan-25 | Listed | 70.00% | Yes | 6 | 60.00 | 6 | 60.00 |
| 84 | Series 65 (T-1) | 30-Nov-23 | 29-Jan-25 | Unlisted | 12.49% | Yes | 192 | 192.00 | - | - |
| 85 | Series 65 (T-2) | 21-Dec-23 | 29-Jan-25 | Unlisted | 12.49% | Yes | 38 | 38.00 | - | - |
| 86 | Series 63 (T-1) | 16-Nov-23 | 03-Feb-25 | Unlisted | 19.00% | Yes | 23 | 23.00 | - | - |
| 87 | Series 44 (T-1) | 16-May-23 | 04-Feb-25 | Unlisted | 40.00% | No | 50 | 50.00 | - | - |
| 88 | Series 52 (T-1) | 03-Aug-23 | 04-Feb-25 | Unlisted | 25.00% | Yes | 223 | 223.00 | - | - |
| 89 | Series 52 (T-2) | 28-Aug-23 | 04-Feb-25 | Unlisted | 25.00% | Yes | 38 | 38.00 | - | - |
| 90 | Series 61 (T-1) | 01-Nov-23 | 04-Feb-25 | Unlisted | 22.50% | Yes | 108 | 108.00 | - | - |
| 91 | Series 67 (T-1) | 15-Dec-23 | 03-Mar-25 | Unlisted | 19.00% | Yes | 21 | 21.00 | - | - |
| 92 | Series 57 (T-1) | 18-Sep-23 | 04-Mar-25 | Unlisted | 25.00% | Yes | 16 | 16.00 | - | - |
| 93 | Series 57 (T-2) | 25-Sep-23 | 04-Mar-25 | Unlisted | 25.00% | Yes | 1 | 1.00 | - | - |
| 94 | Series 39 (T-1) | 08-Mar-23 | 28-Mar-25 | Listed | 36.00% | Yes | 252 | 252.00 | 252 | 252.00 |
| 95 | Series 39 (T-2) | 28-Mar-23 | 28-Mar-25 | Listed | 36.00% | Yes | 1 | 1.00 | 1 | 1.00 |
| 96 | Series 46 (T-1) | 31-May-23 | 01-Apr-25 | Unlisted | 40.00% | No | 125 | 125.00 | - | - |
| 97 | Series 46 (T-2) | 04-Jul-23 | 01-Apr-25 | Unlisted | 40.00% | No | 6 | 6.00 | - | - |
| 98 | Series 60 (T-1) | 16-Oct-23 | 01-Apr-25 | Unlisted | 25.00% | Yes | 173 | 173.00 | - | - |
| 99 | Series 60 (T-2) | 27-Oct-23 | 01-Apr-25 | Unlisted | 25.00% | Yes | 14 | 14.00 | - | - |
| 100 | Series 62 (T-1) | 07-Nov-23 | 28-Apr-25 | Unlisted | 25.00% | Yes | 49 | 49.00 | - | - |
| 101 | Series 64 (T-1) | 22-Nov-23 | 28-Apr-25 | Unlisted | 30.00% | Yes | 19 | 19.00 | - | - |
| 102 | Series 62 (T-2) | 01-Dec-23 | 28-Apr-25 | Unlisted | 25.00% | Yes | 28 | 28.00 | - | - |
| 103 | Series 64 (T-2) | 05-Dec-23 | 28-Apr-25 | Unlisted | 30.00% | Yes | 74 | 74.00 | - | - |
| 104 | Series 68 (T-1) | 20-Dec-23 | 29-May-25 | Unlisted | 25.00% | Yes | 49 | 49.00 | - | - |
| 105 | Series 51 (T-1) | 19-Jul-23 | 01-Jul-25 | Unlisted | 45.00% | No | 37 | 37.00 | - | - |
| 106 | Series 29 (T-1) | 28-Jun-22 | 30-Nov-25 | Listed | 52.50% | Yes | 7 | 70.00 | 7 | 70.00 |
| 107 | Series 29 (T-2) | 17-Aug-22 | 30-Nov-25 | Listed | 52.50% | Yes | 2 | 20.00 | 2 | 20.00 |
| 108 | Series 29 (T-3) | 17-Oct-22 | 30-Nov-25 | Listed | 52.50% | Yes | 7 | 70.00 | 7 | 70.00 |
| 109 | Series 66 (T-1) | 12-Dec-23 | 09-Dec-25 | Unlisted | 15.94% | No | 78 | 78.00 | - | - |
| 110 | Series 66 (T-2) | 26-Dec-23 | 09-Dec-25 | Unlisted | 15.94% | No | 137 | 137.00 | - | - |
| 111 | Series 30 (T-1) | 09-Nov-22 | 03-Feb-26 | Listed | 50.00% | Yes | 5 | 50.00 | 5 | 50.00 |
| 112 | Series 33 (T-1) | 20-Dec-22 | 29-May-26 | Listed | 52.50% | Yes | 20 | 200.00 | 20 | 200.00 |
| 113 | Series 40 (T-1) | 20-Mar-23 | 02-Sep-26 | Unlisted | 52.50% | Yes | 225 | 225.00 | 225 | 225.00 |
| 114 | Series 40 (T-2) | 26-May-23 | 02-Sep-26 | Unlisted | 52.50% | Yes | 20 | 20.00 | - | - |
| 115 | Series 40 (T-3) | 10-Aug-23 | 02-Sep-26 | Unlisted | 52.50% | Yes | 5 | 5.00 | - | - |
| 116 | Series 54 (T-1) | 18-Aug-23 | 31-Oct-26 | Unlisted | 52.50% | Yes | 87 | 87.00 | - | - |

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

| | | | | | | | | | | |
|--------------|-----------------|-----------|-----------|----------|--------|-----|--------------|-----------------|--------------|-----------------|
| 117 | Series 54 (T-2) | 01-Sep-23 | 31-Oct-26 | Unlisted | 52.50% | Yes | 32 | 32.00 | - | - |
| 118 | Series 54 (T-3) | 28-Sep-23 | 31-Oct-26 | Unlisted | 52.50% | Yes | 2 | 2.00 | - | - |
| TOTAL | | | | | | | 4,931 | 6,272.00 | 2,576 | 5,762.00 |

- Secured against Loans and Advances

- Coupon rate of "NCDs" varies with Market Movement in Index and underlying equity/commodity wherever applicable, with maximum cap on coupon

12.2: Privately Placed Market Linked Non Convertible Debentures - Unsecured

(₹ in Lakhs)

| Sr. No | Series | Issue Date | Redempt ion Date | Listed / Unliste | Max Cap on Coupon | Principle Protection | March 31, 2024 | | March 31, 2023 | |
|--------------|------------------|------------|------------------|------------------|-------------------|----------------------|----------------|-----------------|----------------|-----------------|
| | | | | | | | Units | Face Value | Units | Face Value |
| 1 | Series 38 (T-1)* | 28-Feb-23 | 27-Feb-26 | Unlisted | NA | No | 1,850 | 1,850.00 | 1,850 | 1,850.00 |
| 2 | Series 49 (T-1) | 30-Jun-23 | 03-Feb-26 | Unlisted | 33.04% | No | 500 | 500.00 | - | - |
| TOTAL | | | | | | | 2,350 | 2,350.00 | 1,850 | 1,850.00 |

*Notes: 95% of aggregate gains/(losses) generated out of investment including its re-investment payable on redemption.

Notes: It is clarified that the coupon payment shall accrue, and shall be due and payable on the coupon payment date.

12.3: Privately Placed Non-Convertible Debentures - Secured

(₹ in Lakhs)

| Sr. No | Series | Issue Date | Redempt ion Date | Listed / Unliste | Max Cap on Coupon | Principle Protection | March 31, 2024 | | March 31, 2023 | |
|--------------|-----------------|------------|------------------|------------------|-------------------|----------------------|----------------|-----------------|----------------|------------|
| | | | | | | | Units | Face Value | Units | Face Value |
| 1 | Series 55 (T-1) | 23-Aug-23 | 22-Aug-25 | Unlisted | NA | Yes | 1,300 | 1,300.00 | - | - |
| 2 | Series 58 (T-1) | 06-Oct-23 | 05-Oct-25 | Unlisted | NA | Yes | 1,725 | 1,725.00 | - | - |
| TOTAL | | | | | | | 3,025 | 3,025.00 | - | - |

Note 13: Borrowings (Other than Debt Securities)

Designated & Carried at Amortised Cost

Secured

Banks

Total

Unsecured

Related Party

Total

(Refer note 30 on related party)

Total Borrowings in India

| Mar 31, 2024 | Mar 31, 2023 |
|------------------|------------------|
| 65,600.00 | 26,100.00 |
| 65,600.00 | 26,100.00 |
| | |
| 364.80 | 1,959.02 |
| 364.80 | 1,959.02 |
| | |
| 65,964.80 | 28,059.02 |

13.1: Terms of Borrowings

Borrowing from TREPS having outstanding amount of CY Rs. 65,600.00 Lakhs (PY Rs. 26,100.00) is secured by way of pledged of investment in government securities, Rate of interest range from 6.50% pa to 6.80% P.a.

Borrowing of CY Rs. 364.80 Lakhs (PY Rs. 1,959.02) is unsecured, repayable on demand and having interest rate of 11.00%

Note 14: Other Financial Liabilities

Other payables

Demand deposits

TOTAL

| | |
|-------------|-----------------|
| 3.51 | - |
| - | 2,668.01 |
| 3.51 | 2,668.01 |

Note 15: Current tax liabilities (Net)

Provision for Income Tax

TOTAL

| | |
|---------------|--------------|
| 148.31 | 80.98 |
| 148.31 | 80.98 |

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

| Particulars | March 31, 2024 | March 31, 2023 |
|-------------|----------------|----------------|
| | | (₹ in Lakhs) |

Note 16: Provisions

| | | |
|---|---------------|--------------|
| <u>For Employee benefits</u> | | |
| Provision for Leave Encashment | 46.92 | 25.29 |
| Provision for Gratuity | 85.54 | 18.49 |
| <u>For others</u> | | |
| Provision for Impairment loss allowance (Loans) | 49.60 | 24.73 |
| Others | 8.97 | 3.66 |
| TOTAL | 191.03 | 72.17 |

Note 17: Deferred Tax (Assets) / Liabilities (Net)

| | | |
|--|---------------|--------------|
| On difference of depreciation on Property, Plant and Equipment | (8.39) | (7.10) |
| On unrealized loss on fair value | 192.49 | 58.93 |
| On provision for employee benefit | (33.34) | (11.02) |
| On provision for impairment - loans | (36.26) | (18.60) |
| Closing Deferred Tax (Asset) / Liabilities | 114.50 | 22.21 |

Provision for impairment allowance is calculated @ 0.14% of the total Loans

Note 18: Other Non Financial Liabilities

| | | |
|----------------|--------------|--------------|
| Duties & Taxes | 46.86 | 13.21 |
| TOTAL | 46.86 | 13.21 |

Note 19: Equity Share Capital

| | | |
|---|------------------|------------------|
| Authorised Equity Share | | |
| March 31st, 2024- 16,35,00,000 Nos- face value of 10/- each | 16,350.00 | - |
| March 31st, 2023- 16,35,00,000 Nos- face value of 10/- each | - | 16,350.00 |
| TOTAL | 16,350.00 | 16,350.00 |
| Issued, subscribed and fully paid up equity shares: | | |
| March 31st, 2024- 3,44,72,729 Nos- face value of 10/- each | 3,447.27 | - |
| March 31st, 2023- 3,44,72,729 Nos- face value of 10/- each | - | 3,447.27 |
| TOTAL | 3,447.27 | 3,447.27 |

Terms / Rights attached to Equity Shares

The company has only one class of equity share having a face value of Rs.10/- each. Holder of equity share is entitled to one vote per share. The Company declares and pays dividend if any, in Indian Rupee. The dividend proposed if any, by the board of Directors is subject to the approval of the share holders at the ensuing annual general meeting except in case of interim dividend. In the event of liquidation of the company, the holder of equity shares will be entitled to receive any of remaining assets of the company after distribution of preferential amount. The distribution will be in proportion to the number of equity shares held by the share holders.

Note 19.1: Shares held by Promoters

Equity Shares:

Name of the Promoter

| | | |
|--------------------------|-------------|-------------|
| Abans Holdings Ltd | | |
| No. of Shares | 3,23,92,395 | 3,23,92,395 |
| % of total shares | 93.97% | 93.97% |
| % change during the year | 0.00% | 39.64% |

Note 19.2: The details of shareholders holding more than 5% shares :

Equity Shares:

Name of the Shareholder

| | | |
|--|-------------|-------------|
| Abans Holdings Ltd (No. of Shares) | 3,23,92,395 | 3,23,92,395 |
| Abans Holdings Ltd (% held) | 93.97% | 93.97% |
| Siddhant Commercials Private Limited (Formerly known as Teesta Retail Pvt Ltd) (No. of Shares) | 20,70,926 | 20,70,926 |
| Siddhant Commercials Private Limited (Formerly known as Teesta Retail Pvt Ltd) (% held) | 6.01% | 6.01% |

Note 19.3: Reconciliation of number of shares outstanding is set out below:

Equity Shares :

| | | |
|--------------------------------------|--------------------|--------------------|
| At the beginning of the period | 3,44,72,729 | 2,52,77,326 |
| Addition during the period | - | 91,95,403 |
| Outstanding at the end of the period | 3,44,72,729 | 3,44,72,729 |

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

| Particulars | ₹ in Lakhs) | |
|---|------------------|------------------|
| | March 31, 2024 | March 31, 2023 |
| Note 20: Other Equity | | |
| Securities Premium | | |
| Opening Balance | 24,704.67 | 17,624.21 |
| Add: for the year | - | 7,080.46 |
| Closing Balance | 24,704.67 | 24,704.67 |
| Impairment Reserve | | |
| Opening Balance | 49.18 | 43.71 |
| Add: Transferred from retained earnings | 45.31 | 5.47 |
| Closing Balance | 94.49 | 49.18 |
| Reserve Fund U/S 45-IC (1) Of Reserve Bank Of India Act, 1934 | | |
| Opening Balance | 425.33 | 247.83 |
| Add: Transferred from retained earnings | 287.03 | 177.50 |
| Closing Balance | 712.36 | 425.33 |
| Retained Earnings | | |
| Opening Balance | 1,925.83 | 1,000.70 |
| Add : Profit for the year | 1,858.13 | 1,108.10 |
| Transfer to Reserve Fund U/S 45-IC (1) Of Reserve Bank Of India Act, 1934 | (287.03) | (177.50) |
| Transfer to Impairment Reserve | (45.31) | (5.47) |
| Closing Balance | 3,451.62 | 1,925.83 |
| Other Comprehensive Income | | |
| Opening Balance | 6.41 | 5.38 |
| Add : Other comprehensive income for the year | (35.29) | 1.03 |
| Closing Balance | (28.88) | 6.41 |
| TOTAL | 28,934.26 | 27,111.42 |

Security Premium

Securities premium is used to record the premium on issuance of equity shares and conversion of preference shares.. It can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013. Securities Premium can be used for writing off any preliminary expenses of the company, to provide for the premium that is payable on the redemption of debentures or of preference shares of the company and to buy back its own shares.

Impairment Reserve

In terms of the requirement as per RBI notification no. RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020 on Implementation of Indian Accounting Standards, Non-Banking Financial Companies (NBFCs) are required to create an impairment reserve for any shortfall in impairment allowances under Ind AS 109 and Income Recognition, Asset Classification and Provisioning (IRACP) norms (including provision on standard assets). Impairment Reserve is the difference of allowance under Ind AS 109 and provisions required as per IRACP. If impairment allowance under Ind AS 109 is lower than the provisions requires as per IRACP, the difference is appropriated from retained earnings to Impairment Reserve.

The impairment reserve is not reckoned for regulatory capital. Withdrawal can be made only after prior permission from the Department of Supervision, RBI.

Statutory reserve u/s 45-IC of the RBI Act, 1934

As required by section 45-IC of the RBI Act 1934, the Company maintains a reserve fund and transfers there in a sum not less than twenty per cent of its net profit every year as disclosed in the statement of profit and loss and before any dividend is declared.

Retained earnings

Retained earnings represents the surplus in Profit and Loss Account and appropriations. It is available for distribution to shareholders.

Other Comprehensive Income

Other comprehensive income consist of remeasurement gains / losses on defined benefits plans and gain / loss arising on conversion of functional currency to reporting currency of net assets of overseas subsidiary.

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

| Particulars | (₹ in Lakhs) | |
|--|-----------------|-----------------|
| | March 31, 2023 | March 31, 2023 |
| Note 21: Interest Income | | |
| <u>On financial assets measured at amortised cost</u> | | |
| Interest on loans | 3,732.72 | 2,332.43 |
| Interest on investment | 17.98 | 19.49 |
| Interest on bank deposit | 59.44 | 5.37 |
| <u>On financial instruments at fair value through profit & loss</u> | | |
| Interest on investment | 3,853.19 | - |
| <u>Others</u> | | |
| Interest on Income Tax Refund | - | 2.09 |
| TOTAL | 7,663.33 | 2,359.38 |
| Note 22: Processing Fees | | |
| Loan Processing Fees | - | 0.25 |
| Transaction Processing Fees | 684.21 | 289.90 |
| TOTAL | 684.21 | 290.15 |
| Note 23: Finance Costs | | |
| Interest on borrowings | 3,549.26 | 133.40 |
| Other borrowing costs | 29.56 | 7.66 |
| TOTAL | 3,578.82 | 141.06 |
| Note 24: Employee Benefits and Expenses | | |
| Salaries and Wages | 1,249.69 | 620.25 |
| Gratuity Expense | 17.07 | 10.56 |
| Provision for Leave salary | 25.30 | 4.24 |
| Contribution to provident and other funds | 39.40 | 25.99 |
| Staff Welfare | 22.32 | 24.24 |
| TOTAL | 1,353.78 | 685.28 |
| Note 25 : Net (gain)/ loss on fair value changes | | |
| Investments | (1,036.71) | (311.64) |
| Derivatives | 35.85 | 472.82 |
| Structured Products | (10.99) | - |
| Debentures | 1,644.50 | - |
| TOTAL | 632.64 | 161.18 |
| Net Gain / (Loss) on Derivative financial instruments at fair value | | |
| Realised | 685.74 | 395.33 |
| Unrealized | (53.10) | (234.15) |
| | 632.64 | 161.18 |
| Note 26: Establishment and Other Expenses | | |
| Rent Expenses | 17.75 | 19.09 |
| Donation | - | 0.08 |
| Commission expenses | 18.63 | - |
| Provision against Standard Asset | 24.87 | - |
| Electricity Expenses | 13.21 | 12.42 |
| Society Maintenance charges | 2.35 | 1.33 |
| Telecommunication Expenses | 4.32 | 0.25 |
| Travelling & Conveyance | 83.29 | 3.82 |
| Legal & Professional Fees | 71.43 | 82.91 |
| Property Tax | 2.89 | 4.73 |
| Insurance Expense | 14.68 | 16.30 |
| Interest on Late payment of TDS | 0.01 | 24.41 |
| Software expense | 7.60 | - |
| Sundry Expenses | 16.46 | 6.83 |
| Business Development Expenses | 2.11 | 35.98 |
| Repairs & Maintenance | 0.77 | 0.07 |
| Franking, Stamping & Registration Charges | 1.57 | 4.11 |
| License Fee and ROC Expenses | 5.54 | 5.28 |
| CSR Expense | 12.74 | 8.59 |
| <u>Payment to Auditors</u> | | |
| - Statutory Audit Fees | 7.70 | 7.63 |
| - Tax Audit Fees | 0.50 | 0.50 |
| TOTAL | 308.43 | 234.33 |

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

Note 27: List of company considered in the Consolidated Financial Statement is as follows;

| Date of Acquisition | Name of the companies | Country of Incorporation | Relationship | Percentage ownership as on March 31, 2024 |
|---------------------|-----------------------------------|--------------------------|--------------|---|
| July 22,2022 | Corporate Avenue Services Limited | United Kingdom | Subsidiary | 100.00% |

Note 28: Contingent Liabilities

| | March 31, 2024 | March 31, 2023 |
|--|----------------|----------------|
| (₹ in Lakhs) | | |
| a) <u>Guarantee given to bank against fund based and non fund based credit limit</u> | | |
| Abans Securities Pvt Ltd Outstanding exposure CY Rs. 4500.00 Lakhs (PY Rs. 5500.00 Lakhs) | 5,900.00 | 6,900.00 |
| Abans Broking Services Pvt Ltd Outstanding exposure CY Rs. 3500.00 Lakhs (PY Rs. 4500.00 Lakhs) | 3,537.00 | 4,987.00 |
| b) GST Maharashtra - On account of Notice for Input Tax Credit | - | 5.30 |
| c) Income -Tax Reassessment - A.Y. 2019-20 | 3.72 | - |
| d) Fixed deposit given as security to bank for availing loan by group company outstanding exposure P.Y. Rs. 9,180.00 lakhs | - | 10,200.00 |

Note 29: Earning Per Share

| Particulars | March 31, 2024 | March 31, 2023 |
|---|----------------|----------------|
| (₹ in Lakhs) | | |
| a) Face Value of the shares (Rs.) | 10.00 | 10.00 |
| b) Outstanding No. of Equity Shares | 3,44,72,729 | 3,44,72,729 |
| c) Weighted Average no. of shares | 3,44,72,729 | 2,65,87,356 |
| d) Net Profit after tax as per statement of profit and loss | 1,858.13 | 1,108.10 |
| e) Basic Earnings Per Share (Rs.) (E = D / C) | 5.39 | 4.17 |
| f) Weighted Average no. of shares (Diluted) | 3,44,72,729 | 2,65,87,356 |
| g) Diluted Earnings Per Share (not annualised) | 5.39 | 4.17 |

Note 30: Related Party Disclosure

A List of Related parties

| Relationship Category | Name of the Party | March 31, 2024 | March 31, 2023 |
|-----------------------|--|---|---|
| 1 | Abans Holdings Limited | Holding Company | Holding Company |
| 2 | Corporate Avenue Services Limited | Subsidiary companies | Subsidiary companies |
| 3 | Abhishek Bansal | Key management personnel | Key management personnel |
| 3 | Shivshankar Singh | Key management personnel | Key management personnel |
| 3 | Ashima Chhatwal | Key management personnel | Key management personnel |
| 3 | Kumud Chandra Paricha Patnaik | Key management personnel | Key management personnel |
| 3 | Mahesh Kumar Cheruveedu | Key management personnel | Key management personnel |
| 3 | Nirbhay Vassa | Key management personnel | Key management personnel |
| 3 | Dharav Ashok Sheth | Key management personnel | Key management personnel |
| 3 | Harsh Shah | Key management personnel | Key management personnel |
| 3 | Kalpesh Darji | Key management personnel | Key management personnel |
| 4 | Abans Agri Warehousing & Logistics Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Alternative Fund Managers LLP | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Broking Services Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Capital Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

| | | | |
|---|--|---|---|
| 4 | Abans Commodities (I) Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Creations Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Diversified Alternative Fund LLP | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Enterprises Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Fintrade Private Limited (Formerly known as Cultured Curio Jewels Private Limited) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Foundation | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Gems and Jewels trading FZC | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Global Broking (IFSC) Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Global Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Global Trading DMCC (Dissolved w.e.f August 24, 2022) | - | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Insurance Broking Private Limited (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans International Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Investment Manager Mauritius | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Investment Managers Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Investment Trust | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Investment Trust IFSC | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Jewels Limited (Formerly known as Abans Jewels Private Limited) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Metals Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Middle East DMCC | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Realty and Infrastructure Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Securities Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abans Venture UK Limited (dissolved w.e.f. June 13, 2023) | - | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Abhishek Bansal HUF | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Agrometal Vendibles Private Limited (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Caspian HK trading Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Clamant Broking Services Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Evergreen LLC (Sold w.e.f. Sept 18, 2023) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Fortune Gems (Prop. Abhishek Bansal) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Hydux Enterprises Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

| | | | |
|---|---|---|---|
| 4 | Lifesurge Trading Private Limited (Formerly Lifesurge Biosciences Private Limited) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Pantone Enterprises Private Limited (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Shanghai Yilan Trading Co. Limited (Sold w.e.f. Aug, 2023) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Shello Tradecom Private Limited (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Splendid International Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Zale Trading Private Limited (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |
| 4 | Zicuro Technologies Private Limited | Enterprises owned or significantly influenced by Key Management Personnel | Enterprises owned or significantly influenced by Key Management Personnel |

B. The Following transactions were carried out with the related parties in the ordinary course of business and at arm's length.

| | | (₹ in Lakhs) | | |
|---------|--|-----------------------|----------------|----------------|
| Sr. No. | Nature of transactions | Relationship Category | March 31, 2024 | March 31, 2023 |
| 1 | Debt Securities outstanding (as per Benpos) | | | |
| | Abans Commodities (I) Private Limited | 4 | 48.00 | - |
| | Abans Broking Services Private Limited | 4 | - | 5.00 |
| | Abans Fintrade Private Limited | | | |
| | (Formerly known as Cultured Curio Jewels Private Limited) | 4 | 1,430.00 | - |
| | Abans Holdings Limited | 1 | 750.00 | - |
| | Abans Investment Managers Private Limited | 4 | 6.00 | - |
| | Abans Investment Trust | 4 | 2,650.00 | 2,125.00 |
| | Abans Securities Private Limited | 4 | - | 930.00 |
| | Abans Metals Private Limited | 4 | 672.00 | - |
| | Abans Realty and Infrastructure Private Limited | 4 | 440.00 | - |
| | Total | | 5,996.00 | 3,060.00 |
| 2 | Loans Payable | | | |
| | Abhishek Bansal | 3 | 364.80 | 1,930.00 |
| | Total | | 364.80 | 1,930.00 |
| 3 | Loans receivable | | | |
| | Abans Agri Warehousing & Logistics Private Limited | 4 | - | 34.20 |
| | Abans Broking Services Private Limited | 4 | 1,032.00 | - |
| | Abans Creations Private Limited | 4 | 3.85 | 1,367.63 |
| | Abans Enterprises Limited | 4 | 2,841.35 | 1,576.00 |
| | Abans Fintrade Private Limited | | | |
| | (Formerly known as Cultured Curio Jewels Private Limited) | 4 | 6,432.25 | - |
| | Abans Jewels Limited | | | |
| | (Formerly known as Abans Jewels Private Limited) | 4 | 6,554.35 | - |
| | Abans Metals Private Limited | 4 | 4,519.69 | 881.70 |
| | Abans Realty and Infrastructure Private Limited | 4 | - | 5.00 |
| | Abans Securities Private Limited | 4 | 240.00 | 530.00 |
| | Lifesurge Trading Private Limited | | | |
| | (Formerly Lifesurge Biosciences Private Limited) | 4 | 652.05 | 300.93 |
| | Pantone Enterprises Private Limited | | | |
| | (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | 4 | - | 25.00 |
| | Zale Trading Private Limited | | | |
| | (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | 4 | - | 12.00 |
| | Zicuro Technologies Private Limited | 4 | 675.46 | 1,582.41 |
| | Total | | 22,951.00 | 6,314.87 |
| 4 | Rent Receivables | | | |
| | Abans Diversified Alternative Fund LLP | 4 | 0.30 | - |
| | Abans Investment Trust | 4 | 0.55 | 1.20 |
| | Total | | 0.85 | 1.20 |
| 5 | Trade Receivables | | | |
| | Abans Securities Private Limited | 4 | 243.29 | 495.97 |
| | Abans Broking Services Private Limited | 4 | - | 789.05 |
| | (Including margin given to exchange) | | | |
| | Abans Global Limited | 4 | 1,565.06 | - |
| | Total | | 1,808.35 | 1,285.02 |

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

| | | | | |
|-----------|---|---|-----------------|------------------|
| 6 | Brokerage Charges Paid | | | |
| | Abans Broking Services Private Limited | 4 | 0.20 | - |
| | Abans Securities Private Limited | 4 | 1.92 | - |
| | Total | | 2.12 | - |
| 7 | Cross Charge of Goods and Service Tax | | | |
| | Abans Jewels Limited | | 0.35 | 1.12 |
| | (Formerly known as Abans Jewels Private Limited) | 4 | | |
| | Total | | 0.35 | 1.12 |
| 8 | CSR Expense | | | |
| | Abans Foundation | 4 | 8.89 | - |
| | Total | | 8.89 | - |
| 9 | Debt Securities issued during year | | | |
| | Abans Broking Services Private Limited | 4 | 1,489.00 | 2,930.00 |
| | Abans Commodities (I) Private Limited | 4 | 85.00 | - |
| | Abans Holdings Limited | 1 | 1,200.00 | - |
| | Abans Investment Managers Private Limited | 4 | 3,465.10 | - |
| | Abans Investment Trust | 4 | 525.63 | 2,125.00 |
| | Abans Realty and Infrastructure Private Limited | 4 | 440.00 | - |
| | Total | | 7,204.73 | 5,055.00 |
| 10 | Redemption of Market Linked Debentures | | | |
| | Abans Broking Services Private Limited | 4 | 7.50 | - |
| | Abans Jewels Limited | | - | 150.00 |
| | (Formerly known as Abans Jewels Private Limited) | 4 | | |
| | Abans Metals Private Limited | 4 | - | 80.00 |
| | Abans Fintrade Private Limited | | - | 218.00 |
| | (Formerly known as Cultured Curio Jewels Private Limited) | 4 | | |
| | Abans Securities Private Limited | 4 | 1,000.00 | 100.00 |
| | Total | | 1,007.50 | 548.00 |
| 11 | Corporate guarantee/Security given by reporting enterprise | | | |
| | Abans Broking Services Private Limited | 4 | 3,537.00 | 4,987.00 |
| | Abans Securities Private Limited | 4 | 5,900.00 | 6,900.00 |
| | Abans Fintrade Private Limited | | - | 10,200.00 |
| | (Formerly known as Cultured Curio Jewels Private Limited) | 4 | | |
| | Total | | 9,437.00 | 22,087.00 |
| 12 | Director Sitting Fees | | | |
| | Ashima Chhatwal | 3 | 1.30 | 1.10 |
| | Kalpesh Darji | | 0.80 | 1.10 |
| | (Date of Cessation: 01/11/2023) | 3 | | |
| | Kumud Chandra Paricha Patnaik | | 0.50 | - |
| | (Date of Appointment: 01/11/2023) | 3 | | |
| | Total | | 2.60 | 2.20 |
| 13 | Interest Income | | | |
| | Abans Agri Warehousing & Logistics Private Limited | 4 | 2.31 | 9.47 |
| | Abans Broking Services Private Limited | 4 | 218.24 | 236.42 |
| | Abans Commodities India Private Limited | 4 | 0.24 | 8.05 |
| | Abans Creations Private Limited | 4 | 41.82 | 164.99 |
| | Abans Enterprises Limited | 4 | 271.90 | 126.84 |
| | Abans Fintrade Private Limited | | 986.96 | 45.74 |
| | (Formerly known as Cultured Curio Jewels Private Limited) | 4 | | |
| | Abans Holdings Limited | 1 | 0.11 | 55.27 |
| | Abans Jewels Limited | | 380.00 | 52.85 |
| | (Formerly known as Abans Jewels Private Limited) | 4 | | |
| | Abans Metals Private Limited | 4 | 175.26 | 428.45 |
| | Abans Realty and Infrastructure Private Limited | 4 | 0.77 | - |
| | Abans Securities Private Limited | 4 | 35.34 | 12.12 |
| | Agrometal Vendibles Private Limited | | 0.12 | 40.50 |
| | (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | 4 | | |
| | Lifesurge Trading Private Limited | | 45.94 | 30.08 |
| | (Formerly Lifesurge Biosciences Private Limited) | 4 | | |
| | Pantone Enterprises Private Limited | | 2.56 | 52.95 |
| | (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | 4 | | |
| | Shello Tradecom Private Limited | | 0.02 | 11.87 |
| | (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | 4 | | |
| | Zale Trading Private Limited | | 0.95 | 44.95 |
| | (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | 4 | | |
| | Zicuro Technologies Private Limited | 4 | 194.18 | 133.62 |
| | Hydux Enterprises Private Limited | 4 | - | 5.22 |
| | Total | | 2,356.72 | 1,459.39 |

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

| | | | |
|--|---|------------------|-----------------|
| 14 Interest Expense | | | |
| Abans Commodities (I) Private Limited | 4 | 30.16 | - |
| Abans Fintrade Private Limited | | 27.22 | 29.82 |
| (Formerly known as Cultured Curio Jewels Private Limited) | | | |
| Abans Holdings Limited | 1 | 16.33 | - |
| Abans Metals Private Limited | 4 | 9.80 | 10.94 |
| Abans Realty and Infrastructure Private Limited | 4 | 9.80 | - |
| Abans Jewels Limited | | - | 20.52 |
| (Formerly known as Abans Jewels Private Limited) | | | |
| Abans Securities Private Limited | 4 | - | 17.45 |
| Abhishek Bansal | 3 | 157.31 | 29.02 |
| Total | | 250.62 | 107.75 |
| 15 Purchase of Government Securities | | | |
| Abans Broking Services Private Limited | 4 | 3,567.49 | - |
| Abans Commodities (I) Private Limited | 4 | 982.29 | - |
| Abans Fintrade Private Limited | | 258.89 | 1,505.12 |
| (Formerly known as Cultured Curio Jewels Private Limited) | | | |
| Abans Holdings Limited | 1 | 809.15 | - |
| Abans Jewels Limited | | 1,013.97 | 1,504.83 |
| (Formerly known as Abans Jewels Private Limited) | | | |
| Abans Metals Private Limited | 4 | 10,192.42 | - |
| Abans Securities Private Limited | 4 | 3,508.98 | - |
| Agrometal Vendibles Private Limited | | 92.97 | 178.39 |
| (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | | | |
| Total | | 20,426.16 | 3,188.34 |
| 16 Rent Income | | | |
| Abans Agri Warehousing & Logistics Private Limited | 4 | 1.68 | 1.68 |
| Abans Alternative Fund Managers LLP | 4 | 2.01 | 0.48 |
| Abans Broking Services Private Limited | 4 | 9.24 | 9.24 |
| Abans Capital Private Limited | 4 | 0.24 | 0.24 |
| Abhishek Bansal | 3 | 0.24 | 0.24 |
| Abans Commodities (I) Private Limited | 4 | 1.68 | 4.20 |
| Abans Diversified Alternative Fund LLP | 4 | 1.02 | - |
| Abans Enterprises Limited | 4 | 1.68 | 1.68 |
| Abans Fintrade Private Limited | | 1.68 | 1.68 |
| (Formerly known as Cultured Curio Jewels Private Limited) | | | |
| Abans Holdings Limited | 1 | 1.68 | 1.68 |
| Abans Insurance Broking Private Limited | | 0.34 | 1.02 |
| (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | | | |
| Abans Investment Managers Private Limited | 4 | 1.02 | 0.68 |
| Abans Investment Trust | 4 | 0.51 | 1.02 |
| Abans Jewels Limited | | 5.04 | 5.04 |
| (Formerly known as Abans Jewels Private Limited) | | | |
| Abans Metals Private Limited | 4 | 1.26 | 1.26 |
| Abans Realty and Infrastructure Private Limited | 4 | 1.02 | 1.02 |
| Abans Securities Private Limited | 4 | 7.56 | 7.56 |
| Agrometal Vendibles Private Limited | | 0.08 | 0.24 |
| (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | | | |
| Clamant Broking Services Private Limited | 4 | 0.24 | 0.24 |
| Lifesurge Trading Private Limited | | 1.02 | 1.02 |
| (Formerly Lifesurge Biosciences Private Limited) | | | |
| Pantone Enterprises Private Limited | | 0.34 | 1.02 |
| (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | | | |
| Shello Tradecom Private Limited | | 0.34 | 1.02 |
| (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | | | |
| Zale Trading Private Limited | | 0.34 | 1.02 |
| (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | | | |
| Zicuro Technologies Private Limited | 4 | 1.02 | 1.02 |
| Hydrex Enterprises Private Limited | 4 | - | 0.51 |
| Total | | 41.28 | 44.81 |
| 17 Sale of Government Securities | | | |
| Abans Broking Services Private Limited | 4 | 3,081.89 | 2,495.18 |
| Abans Commodities (I) Private Limited | 4 | 858.90 | 149.81 |
| Abans Enterprises Limited | 4 | 182.52 | 990.36 |
| Abans Fintrade Private Limited | | 251.72 | 4,282.82 |
| (Formerly known as Cultured Curio Jewels Private Limited) | | | |
| Abans Holdings Limited | 1 | 976.44 | - |
| Abans Jewels Limited | | 7,236.67 | 1,520.93 |
| (Formerly known as Abans Jewels Private Limited) | | | |
| Abans Metals Private Limited | 4 | 5,156.86 | 4,059.72 |
| Abans Realty and Infrastructure Private Limited | 4 | 171.68 | 49.55 |
| Abans Securities Private Limited | 4 | 6,688.81 | 1,403.76 |
| Abhishek Bansal | 3 | - | 496.04 |

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

| | | | |
|---|---|------------------|------------------|
| Agrometal Vendibles Private Limited (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | 4 | 90.62 | 178.34 |
| Shello Tradecom Private Limited (Merged with Abans Fintrade Private Limited w.e.f. Feb 08, 2024) | 4 | 30.40 | - |
| Total | | 24,726.51 | 15,626.51 |
| 18 Sales (Transaction fees) | | | |
| Abans Middle East DMCC | 4 | 69.55 | 10.57 |
| Abans Global Limited | 4 | 46.03 | 14.13 |
| Abans Gems and Jewels Trading FZC | 4 | 21.41 | 9.78 |
| Caspian Trading HK Ltd | 4 | 14.99 | 4.98 |
| Evergreen LLC | 4 | - | 9.78 |
| Splendid International Limited | 4 | 4.97 | 3.32 |
| Total | | 156.95 | 52.56 |
| 19 Rent Expense | | | |
| Abans Jewels Limited (Formerly known as Abans Jewels Private Limited) | 4 | 8.98 | - |
| Total | | 8.98 | - |
| 20 Sale of Compulsorily Convertible Debenture | | | |
| Abans Commodities (I) Private Limited | 4 | 1,300.00 | - |
| Abans Fintrade Private Limited (Formerly known as Cultured Curio Jewels Private Limited) | 4 | 1,550.00 | - |
| Total | | 2,850.00 | - |
| 21 Salary / Remuneration | | | |
| Mahesh Kumar Cheruveedu | 3 | 55.00 | 54.72 |
| Nirbhay Vassa | 3 | 100.00 | 71.33 |
| Dharav Ashok Sheth (Date of Appointment: 31/01/2024) | 3 | 1.29 | - |
| Harsh Shah (Date of Cessation: 29/12/2023) | 3 | 9.38 | 10.18 |
| Total | | 165.67 | 136.23 |
| 22 Reimbursement of Expense | | | |
| Abans Holdings Limited | 1 | 162.56 | - |
| Abans Metals Private Limited | 4 | 0.11 | - |
| Mahesh Kumar Cheruveedu | 3 | 0.32 | - |
| Nirbhay Vassa | 3 | 2.09 | - |
| Dharav Ashok Sheth (Date of Appointment: 31/01/2024) | 3 | 0.07 | - |
| Harsh Shah (Date of Cessation: 29/12/2023) | 3 | 0.08 | - |
| Total | | 165.23 | - |
| 23 Commission Expenses | | | |
| Abans Global Limited | 4 | 18.63 | - |
| Total | | 18.63 | - |
| 24 Brokerage Expenses | | | |
| Abans Broking Services Private Limited | 4 | 0.20 | - |
| Abans Securities Private Limited | 4 | 1.92 | - |
| Total | | 2.12 | - |
| 25 Trade Payables | | | |
| Abans Middle East DMCC | 4 | 122.70 | - |
| Abans Gems and Jewels Trading FZC | 4 | 1.82 | - |
| Caspian HK Trading Ltd | 4 | 0.02 | - |
| Splendid International Limited | 4 | 1.19 | - |
| Total | | 125.73 | - |
| 26 Demand Deposits | | | |
| Abans Gems and Jewels Trading FZC | 4 | - | 80.54 |
| Abans Global Limited | 4 | - | 833.01 |
| Abans Middle East DMCC | 4 | - | 56.43 |
| Caspian HK Trading Ltd | 4 | - | 0.65 |
| Evergreen LLC | 4 | - | 4.11 |
| Splendid International Limited | 4 | - | 1.99 |
| Total | | - | 976.73 |

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

Note 31: Employee Benefits

A. Gratuity (Defined Benefit Plan)

i) General Description:

The Company provides for gratuity for employees in India as per the payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The company's liability towards gratuity is determined on the basis of year end actuarial valuations applying the Projected Unit Credit Method (as per Ind AS 19) done by an independent actuary as on 31st March, 2024.

Particulars

ii) Change in the present value of the defined benefit obligation

| | March 31, 2024 | March 31, 2023 |
|---|----------------|----------------|
| Opening defined benefit obligation | 18.50 | 8.52 |
| Current service cost | 15.69 | 9.98 |
| Interest cost | 1.37 | 0.58 |
| Actuarial (gain) / loss due to remeasurement on change in assumptions | | |
| -change in financial assumptions | 1.34 | (1.06) |
| -experience variance (i.e. Actual experiences assumptions) | 54.86 | 3.21 |
| Past service cost | - | - |
| Benefits paid | (6.22) | (2.73) |
| Contributions by employee | - | - |
| Transfer in / (out) | - | - |
| Present Value of Obligation as at the end | 85.54 | 18.50 |

iii) Breakup of Actuarial gain/loss

| | | |
|--|-------|--------|
| Actuarial [gain]/ loss arising from change in demographic assumption | - | - |
| Actuarial [gain]/ loss arising from change in financial assumption | 1.34 | (1.06) |
| Actuarial [gain]/ loss arising from experience adjustment | 54.86 | 3.20 |

iv) Expenses/ [Incomes] recognised in the Statement of Profit and Loss:

| | | |
|---|--------------|--------------|
| Current service cost | 15.69 | 9.98 |
| Past service cost | - | - |
| (Gains) / losses - on settlement | - | - |
| Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset) | 1.37 | 0.58 |
| Expenses Recognised in the Income Statement | 17.06 | 10.56 |

v) Other Comprehensive Income

| | | |
|--|--------------|-------------|
| Actuarial (Gain)/Loss recognized for the period due to change in assumptions | - | - |
| -change in financial assumptions | 1.34 | (1.06) |
| -experience variance (i.e. Actual experiences assumptions) | 54.86 | 3.21 |
| Return on plan assets, excluding amount recognised in net interest expense | - | - |
| Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling | - | - |
| Components of defined benefit costs recognised in other comprehensive income | 56.20 | 2.15 |

vi) Movement in net liabilities recognised in Balance Sheet:

| | | |
|---|--------------|--------------|
| Opening net liabilities | 18.50 | 8.52 |
| Expenses as above [P & L Charge] | 17.06 | 10.56 |
| Benefits Paid | (6.22) | (2.73) |
| Other Comprehensive Income (OCI) | 56.20 | 2.15 |
| Liabilities/ [Assets] recognised in the Balance Sheet | 85.54 | 18.50 |

vii) Amount recognized in the balance sheet:

| | | |
|--|----------------|----------------|
| PVO at the end of the year | 85.54 | 18.50 |
| Fair value of plan assets at the end of the year | - | - |
| Deficit | (85.54) | (18.50) |
| Unrecognised past service cost | - | - |
| (Liabilities)/Assets recognized in the Balance Sheet | (85.54) | (18.50) |

viii) Principal actuarial assumptions as at Balance sheet date:

| | | |
|--|--------|--------|
| <u>Discount rate</u> | 7.20% | 7.40% |
| [The rate of discount is considered based on market yield on Government Bonds having currency and terms in consistence with the currency and terms of the post-employment benefit obligations]. | | |
| <u>Annual increase in salary cost</u> | 9.00% | 9.00% |
| [The estimates of future salary increases are considered in actuarial valuation, taking into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market]. | | |
| <u>Employee Attrition Rate (Past Services (PS))</u> | 10.00% | 10.00% |
| Decrement adjusted remaining working life (years) | 8.32 | 8.60 |

Sensitivity analysis:

| March 31, 2024 | Discount rate of 1% | Salary Escalation rate of 1% | Attrition rate of 50% | Mortality rate of 10% |
|--|---------------------|------------------------------|-----------------------|-----------------------|
| Impact on statement of Profit & Loss increase in rate | 79.19 | 90.62 | 85.69 | 85.56 |
| Impact on statement of Profit & Loss of decrease in rate | 92.81 | 80.79 | 83.79 | 85.53 |
| March 31, 2023 | Discount rate of 1% | Salary Escalation rate of 1% | Attrition rate of 50% | Mortality rate of 10% |
| Impact on statement of Profit & Loss increase in rate | 16.79 | 20.34 | 16.33 | 18.49 |
| Impact on statement of Profit & Loss of decrease in rate | 20.48 | 16.83 | 21.46 | 18.50 |

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at
B. Compensated absence (long term employee benefits)

i) General description:-

The company provides Privilege Leave to it's employees in India. Privilege leave is computed on calendar year basis, however, any unavailed privilege leaves upto 45 days will be carried forward to the next calendar year. Privilege leave can only be encashed at the time of retirement / termination / resignation / withdrawal and is computed as no. of privilege leaves multiplied with applicable salary for leave encashment. The company's liability towards privilege leaves is determined on the basis of year end actuarial valuations applying the Projected Unit Credit Method (as per Ind AS 19) done by an independent actuary as on 31st March, 2023.

Particulars

ii) Asset and Liability (Balance Sheet position)

Present value of obligation
Fair value of plan assets
Surplus/(Deficit)
Effects of asset ceiling
Net Asset/ (Liability)

| March 31, 2024 | (₹ in Lakhs) March 31, 2023 |
|----------------|--------------------------------|
| 46.92 | 25.29 |
| - | - |
| (46.92) | (25.29) |
| - | - |
| (46.92) | (25.29) |

iii) Bifurcation of Present Value of Obligation at the end of the year as per revised Schedule

Current Liability (Short Term)
Non-current Liability (Long term)
Present value of the obligation at the end

| | |
|--------------|--------------|
| 5.59 | 2.46 |
| 41.33 | 22.83 |
| 46.92 | 25.29 |

iv) Expenses Recognized in the Statement of Profit and Loss

Present value of obligation as at the beginning
Present value of obligation as at the end
Benefit Payment
Actual return on plan asset
Acquisition adjustment
Expense recognized

| | |
|--------------|-------------|
| 25.29 | 24.55 |
| 46.92 | 25.29 |
| 3.67 | 3.50 |
| - | - |
| - | - |
| 25.30 | 4.24 |

v) Principal actuarial assumptions as at Balance sheet date:

Discount rate

[The rate of discount is considered based on market yield on Government Bonds having currency and terms in consistence with the currency and terms of the post-employment benefit obligations].

Annual increase in salary cost

[The estimates of future salary increases are considered in actuarial valuation, taking into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market].

| | |
|-------|-------|
| 7.20% | 7.40% |
| 9.00% | 9.00% |

Sensitivity analysis:

| March 31, 2024 | Discount rate of 1% | Salary Escalation rate of 1% | Attrition rate of 50% | Mortality rate of 10% |
|--|---------------------|------------------------------|-----------------------|-----------------------|
| Impact on statement of Profit & Loss increase in rate | 43.19 | 51.13 | 45.07 | 46.91 |
| Impact on statement of Profit & Loss of decrease in rate | 51.25 | 43.22 | 50.42 | 46.94 |

| March 31, 2023 | Discount rate of 1% | Salary Escalation rate of 1% | Attrition rate of 50% | Mortality rate of 10% |
|--|---------------------|------------------------------|-----------------------|-----------------------|
| Impact on statement of Profit & Loss increase in rate | 23.24 | 27.61 | 24.38 | 25.29 |
| Impact on statement of Profit & Loss of decrease in rate | 27.67 | 23.25 | 27.03 | 25.30 |

C. Defined Contribution Plans

The Company also has certain defined contribution plans. Contributions payable by the Company to the concerned Government authorities in respect of Provident Fund are charged to Statement of Profit and Loss. The obligation of the Company is limited to the amount contributed and it has no contractual or any constructive obligation. Amount recognized during the year as contribution in statement of Profit & Loss is Rs. 24.62 Lakhs and Rs 18.21 Lakhs for the year ended March 31, 2024 and March 31, 2023.

Note 32: Financial Instruments – Fair Values and Risk Management

A. Accounting classification

(₹ in Lakhs)

| March 31, 2024 | Fair Value through Profit / (Loss) | Fair Value through OCI | Amortised Cost | Total |
|---|------------------------------------|------------------------|------------------|--------------------|
| Financial assets | | | | |
| Cash and cash equivalents | - | - | 1,358.36 | 1,358.36 |
| Derivative financial instruments | 53.10 | - | - | 53.10 |
| Receivables | - | - | 1,748.96 | 1,748.96 |
| Loans | - | - | 36,022.84 | 36,022.84 |
| Investments | 70,914.07 | - | 200.00 | 71,114.07 |
| Other Financial assets | - | - | 1,113.00 | 1,113.00 |
| Total Financial Assets | 70,967.17 | - | 40,443.16 | 1,11,410.33 |
| Financial liabilities | | | | |
| Payables | - | - | 245.92 | 245.92 |
| Debt Securities | 10,552.52 | - | 3,025.00 | 13,577.52 |
| Borrowings (Other than Debt Securities) | - | - | 65,964.80 | 65,964.80 |
| Other financial liabilities | - | - | 3.51 | 3.51 |
| Total Financial Liabilities | 10,552.52 | - | 69,239.23 | 79,791.75 |

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

| | (₹ in Lacs) | | | |
|---|------------------------------------|------------------------|------------------|------------------|
| March 31, 2023 | Fair Value through Profit / (Loss) | Fair Value through OCI | Amortised Cost | Total |
| Financial assets | | | | |
| Cash and cash equivalents | - | - | 16,613.79 | 16,613.79 |
| Derivative Financial Instruments | 50.78 | - | - | 50.78 |
| Receivables | - | - | 1,132.42 | 1,132.42 |
| Loans | - | - | 17,364.39 | 17,364.39 |
| Investments | 30,278.66 | - | 3,040.00 | 33,318.66 |
| Other Financial assets | - | - | 197.99 | 197.99 |
| Total Financial Assets | 30,329.44 | - | 38,348.59 | 68,678.03 |
| Financial liabilities | | | | |
| Payables | - | - | 7.49 | 7.49 |
| Debt Securities | 8,501.90 | - | - | 8,501.90 |
| Borrowings (Other than Debt Securities) | - | - | 28,059.02 | 28,059.02 |
| Other financial liabilities | - | - | 2,668.01 | 2,668.01 |
| Total Financial Liabilities | 8,501.90 | - | 30,734.52 | 39,236.42 |

B. Fair value Measurement

Financial instruments measured at FVTPL / FVOCI :

All assets and liabilities for which the fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Inputs are quoted (unadjusted) market prices in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement are (other than quoted prices) included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Financial instruments measured at FVTPL

(₹ in Lakhs)

| March 31, 2024 | Level 1 | Level 2 | Level 3 | Total |
|----------------------------------|------------------|------------------|----------|------------------|
| Financial assets | | | | |
| Derivative financial instruments | 53.10 | - | - | 53.10 |
| Investments | 70,914.07 | - | - | 70,914.07 |
| Total | 70,967.17 | - | - | 70,967.17 |
| Financial Liabilities | | | | |
| Debt Securities | - | 10,552.52 | - | 10,552.52 |
| Total | - | 10,552.52 | - | 10,552.52 |
| March 31, 2023 | | | | |
| Financial assets | | | | |
| Derivative financial instruments | 50.78 | - | - | 50.78 |
| Investments | 30,278.66 | - | - | 30,278.66 |
| Total | 30,329.44 | - | - | 30,329.44 |
| Financial Liabilities | | | | |
| Debt Securities | - | 8,501.90 | - | 8,501.90 |
| Total | - | 8,501.90 | - | 8,501.90 |

Financial instruments measured at amortised cost:

The carrying value approximates fair value for long term financial assets and liabilities measured at amortised cost. There are no transfers during the year in level 1, 2 and 3. The Company policy is to recognize transfers into and transfers out of fair value hierarchy level as at the end of reporting period.

C. Financial risk management

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company has exposure to the following risks arising from financial instruments:

1. Credit risk
2. Liquidity risk and
3. Market risk

1. Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due to the Company causing financial loss. It arises from cash and cash equivalents, deposits with banks and financial institutions, security deposits, loans given and principally from credit exposures to customers relating to outstanding receivables. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at reporting date. The Company continuously monitors defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this information into its credit risk controls. Where available at reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. The Company's policy is to deal only with creditworthy counterparties.

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

In respect of trade and other receivables, the Company is not exposed to any significant credit risk exposure to any single counterparty or any company of counterparties having similar characteristics. Trade receivables consist of a large number of customers in various geographical areas. The Company has no history of customer default, and considers the credit quality of trade receivables that are not past due or impaired to be good. The credit risk for cash and cash equivalents, mutual funds, bank deposits, loans and derivative financial instruments is considered negligible, since the counterparties are reputable organisations with high quality external credit ratings. Company provides for expected credit losses on financial assets by assessing individual financial instruments for expectation of any credit losses. Since the assets have very low credit risk, and are for varied natures and purpose, there is no trend that the company can draw to apply consistently to entire population. For such financial assets, the Company's policy is to provide for 12 month expected credit losses upon initial recognition and provides for lifetime expected credit losses upon significant increase in credit risk. The Company does not have any expected loss based impairment recognised on such assets considering their low credit risk nature, though incurred loss provisions are disclosed under each sub-category of such financial assets.

2. Liquidity risk

Liquidity Risk is defined as the risk that the Company will not be able to settle or meets its obligations on time at a reasonable price. In addition; processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity through rolling forecasts of expected cash flows.

Exposure to liquidity risk

The table below is an analysis of Company's financial liabilities based on their remaining contractual maturities of financial liabilities at the reporting date.

| (₹ in Lakhs) | | | | |
|--|-------------------------|-------------------------|-------------------------|-------------------------|
| Contractual cash flows | | | | |
| March 31, 2024 | Less than 1 year | 1 year to 3 year | 3 year to 5 year | 5 year and above |
| <u>Derivative financial liabilities</u> | | | | |
| Debt Securities | 5,816.12 | 7,761.40 | - | - |
| <u>Non-derivative financial liabilities</u> | | | | |
| Payables | 52.81 | - | - | - |
| Borrowings (Other than Debt Securities) | 65,964.80 | - | - | - |
| Other financial liabilities | 3.51 | | | |
| Contractual cash flows | | | | |
| March 31, 2023 | Less than 1 year | 1 year to 3 year | 3 year to 5 year | 5 year and above |
| <u>Derivative financial liabilities</u> | | | | |
| Debt Securities | 3,758.85 | 4,743.05 | - | - |
| <u>Non-derivative financial liabilities</u> | | | | |
| Payables | 7.49 | - | - | - |
| Borrowings (Other than Debt Securities) | 28,059.02 | - | - | - |
| Other financial liabilities | 2,668.01 | | | |

3. Market risk

Changes in market prices which will affect the Company's income or the value of its holdings of financial instruments is considered as market risk. It is attributable to all market risk sensitive financial instruments.

a. Currency risk

The Company is not exposed to foreign exchange risk arising from foreign currency transactions

b. Interest rate risk

The Company's exposure to changes in interest rates relates to the Company's outstanding floating rate liabilities, investments in debt instruments or loans having floating rate of interest; if any.

As on March 31, 2024 company has some fixed interest rate bearing liabilities and market linked debt securities. The Company has also entered in to interest rate swap agreement with Axis bank for a notional value of Rs 25 crore. The entire loans and advances portfolio is at fixed interest rate.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates (all other variables being constant) of the Company's statement of profit and loss.

The sensitivity of the Company's floating rate borrowings to change in interest rate (assuming all other variables constant) is given below:

| (₹ in Lakhs) | | | |
|--------------------|---------------------------|--------------------------------------|-----------------------|
| Particulars | | March 31, 2024 | March 31, 2023 |
| | <u>% Increase in rate</u> | <u>Increase/(decrease) in profit</u> | |
| Borrowings | 100 bps | (352.46) | (97.66) |
| | <u>% Decrease in rate</u> | <u>Increase/(decrease) in profit</u> | |
| Borrowings | 100 bps | 352.46 | 97.66 |

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at

Note 33: Capital Management

The Company maintains an actively managed capital base to cover risks inherent in the business which includes issued equity capital, securities premium and all other equity reserves attributable to equity holders of the Company.

As an NBFC, the RBI requires us to maintain a minimum capital to risk weighted assets ratio ("CRAR") consisting of Tier I and Tier II capital of 15% of our aggregate risk weighted assets. Further, the total of our Tier II capital cannot exceed 100% of our Tier I capital at any point of time. The capital management process of the Company ensures to maintain a healthy CRAR at all the times.

The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value.

The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years except those incorporated on account of regulatory amendments. However, they are under constant review by the Board. The Company has complied with the notification RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 "Implementation of Indian Accounting Standards.

The table below is an analysis of Company's Capital management as at the reporting date.

| Particulars | (₹ in Lakhs) | |
|------------------------------|----------------|----------------|
| | March 31, 2024 | March 31, 2023 |
| Gross Debt | 79,542.32 | 36,560.92 |
| Less: Cash and Bank balances | (1,358.36) | (16,613.79) |
| Net Debt (A) | 78,183.96 | 19,947.13 |
| Total Equity (B) | 32,381.53 | 30,558.69 |
| Gearing Ratio (A/B) | 2.41 | 0.65 |

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at
Note 34: Corporate social responsibility

The Ministry of Corporate Affairs has notified section 135 of Companies Act, 2013 on Corporate Social Responsibility with effect from 1st April, 2014. As per the provisions of the said section, the company has paid Rs. 4.72 Lakhs and Rs. 2.41 Lakhs as CSR during the FY 2022-23 and FY 2021-22 respectively

| (₹ in Lakhs) | | |
|--|---|------------------------|
| Particulars | March 31, 2024 | March 31, 2023 |
| Amount required to be spent by the company during the year | 12.74 | 8.59 |
| Amount of expenditure incurred | 12.74 | 8.59 |
| Shortfall at the end of the year | - | - |
| Total of previous years shortfall | - | - |
| Reason for shortfall | Not Applicable | Not Applicable |
| Nature of CSR activities | Eradicating hunger, poverty, malnutrition and promoting education | Promoting of Education |
| Details of related party transactions | Refer Note 30, Sr. No. 8 | No |
| Where a provision is made with respect to a liability | No | No |

Section 198(4)(a) allows usual working charges to be deducted while computing the net profits for the purpose of section 198. The usual working charges can be interpreted as the expenditure incurred by the Company in the ordinary course of the business. Being an NBFC, the Company provides loans to various customers with or without collaterals. Given the fact that the Company is into the lending business, any credit losses incurred by the Company could be construed as 'usual working charges' i.e. credit losses are integral part of the lending business and should not be considered as capital in nature. Accordingly, Expected Credit Loss (ECL) provision has been treated as an allowable expenditure for the purpose of calculation of profits under section 198 of the Companies Act, 2013 for Corporate Social Responsibility.

Note 35: Tax Expense: Reconciliation of tax expense

| Particulars | March 31, 2024 | March 31, 2023 |
|--|----------------|----------------|
| Current tax | 514.32 | 295.47 |
| Deferred tax | 106.44 | 59.05 |
| | 620.76 | 354.52 |
| Profit before tax | 2,478.89 | 1,462.62 |
| Company's domestic tax rate (25.168%) | 25.17% | 25.17% |
| Computed tax expenses | 623.89 | 368.11 |
| Tax effect of | | |
| Expenditure in the nature of permanent disallowances/(allowances) [Net] | (118.84) | (52.26) |
| Effect of difference in tax rates in subsidiary company | 4.47 | (20.31) |
| Current tax provision (A) | 509.52 | 295.55 |
| Tax expenses of earlier year (B) | 4.80 | (0.08) |
| Incremental deferred tax liability on account of Property, Plant and Equipment | 1.30 | 29.15 |
| Incremental deferred tax liability on account of financial asset and other items | 105.14 | 29.90 |
| Deferred tax provision (C) | 106.44 | 59.05 |
| MAT Adjustment (D) | - | - |
| Total tax expense (A+B+C+D) | 620.76 | 354.52 |
| Effective Tax Rate | 25.04% | 24.24% |

Note 36: Registration of charges or satisfaction with Registrar of Companies (ROC)

No charges or satisfactions are yet to be registered with ROC beyond the statutory period.

Note 37: Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 for the financial years ended March 31, 2024 and March 31, 2023.

Note 38: Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual currency during the financial years ended March 31, 2024 and March 31, 2023.

Note 39: Details of Benami Property Held

No proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder in the financial years ended March 31, 2024 and March 31, 2023.

Note 40: Willful Defaulter

The Company has not been declared as a willful defaulter by any bank or financial institution or other lender in the financial years ended March 31, 2024 and March 31, 2023.

Note 41: Utilisation of Borrowed funds and share premium

During the period under reporting 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 persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company ("Ultimate Beneficiaries"). The Company has also not received any fund from any parties (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at
Note 42: Undisclosed income

There are no transactions not recorded in the books of accounts for the financial years ended March 31, 2024 and March 31, 2023.

Note 43: Strike off companies

The company does not have any transactions with struck-off companies during the year.

Note 44: Assets pledged as security

The carrying amounts of assets pledged as security for borrowings are:

| Particulars | March 31, 2024 | March 31, 2023 |
|--|------------------|------------------|
| Fixed deposit pledged as security with bank (a) | 500.00 | - |
| Fixed deposit pledged as security with trustee (b) | 20.50 | 14.01 |
| Bond - Hinduja Leyland Finance Limited (b) | 200.00 | 190.00 |
| Government securities pledged with TREPS (c) | 69,308.89 | 28,129.93 |
| Government securities pledged with exchange (d) | 1,605.18 | 2,009.53 |
| Total Assets pledged as security | 71,634.57 | 30,343.47 |
| (a) Pledged with Axis Bank against Plain Vanilla Forward Contract | | |
| (b) Pledged with Beacon Trusteeship Ltd for Privately Placed Market Linked Debentures having Series-24 | | |
| (c) Government securities is pledged against borrowing from TREPS | | |
| (d) Government securities is pledged against margin from National Stock Exchange | | |

Note 45: Maturity analysis of assets and liabilities

| Particulars | March 31, 2024 | | | March 31, 2023 | | |
|--|------------------|------------------|--------------------|------------------|------------------|------------------|
| | Within 12 months | After 12 months | Total | Within 12 months | After 12 months | Total |
| ASSETS | | | | | | |
| Financial Assets | | | | | | |
| Cash and cash equivalents | 837.86 | - | 837.86 | 16,613.79 | - | 16,613.79 |
| Bank balance other than above | 520.50 | - | 520.50 | - | - | - |
| Derivative financial instruments | 53.10 | - | 53.10 | 50.78 | - | 50.78 |
| Receivables | | | | | | |
| (a) Trade receivable | 1,748.11 | - | 1,748.11 | 1,131.16 | - | 1,131.16 |
| (b) Other receivables | 0.85 | - | 0.85 | 1.26 | - | 1.26 |
| Loans | 36,012.98 | 9.86 | 36,022.84 | 17,351.48 | 12.91 | 17,364.39 |
| Investments | 200.00 | 70,914.07 | 71,114.07 | 139.20 | 33,179.46 | 33,318.66 |
| Other financial assets | 1,080.60 | 32.40 | 1,113.00 | 132.61 | 65.38 | 197.99 |
| | 40,454.00 | 70,956.33 | 1,11,410.33 | 35,420.28 | 33,257.75 | 68,678.03 |
| Non-financial assets | | | | | | |
| Current tax assets (Net) | - | - | - | - | - | - |
| Deferred tax Assets (Net) | - | - | - | - | - | - |
| Property, plant and equipment | - | 1,221.46 | 1,221.46 | - | 1,254.26 | 1,254.26 |
| Intangible | - | 1.11 | 1.11 | - | - | - |
| Goodwill on consolidation | - | 2.77 | 2.77 | - | 2.78 | 2.78 |
| Other non-financial assets | 36.54 | 1.77 | 38.31 | 46.84 | 1.77 | 48.61 |
| | 36.54 | 1,227.12 | 1,263.65 | 46.84 | 1,258.81 | 1,305.65 |
| Total assets | 40,490.54 | 72,183.45 | 1,12,673.98 | 35,467.12 | 34,516.56 | 69,983.68 |
| LIABILITIES AND EQUITY | | | | | | |
| Liabilities | | | | | | |
| Financial liabilities | | | | | | |
| Payables | | | | | | |
| (a) Trade payables | | | | | | |
| (i) total outstanding dues of micro enterprises and small enterprises | - | - | - | - | - | - |
| (ii) total outstanding dues other than micro enterprises & small enterprises | 193.11 | - | 193.11 | - | - | - |
| (b) Other payables | | | | | | |
| (i) total outstanding dues of micro enterprises and small enterprises | - | - | - | - | - | - |
| (ii) total outstanding dues other than micro enterprises & small enterprises | 52.81 | - | 52.81 | 7.49 | - | 7.49 |
| Debt securities | 5,816.12 | 7,761.40 | 13,577.52 | 3,758.85 | 4,743.05 | 8,501.90 |
| Borrowings (other than debt securities) | 65,964.80 | - | 65,964.80 | 28,059.02 | - | 28,059.02 |
| Other financial liabilities | 3.51 | - | 3.51 | 2,668.01 | - | 2,668.01 |
| | 72,030.35 | 7,761.40 | 79,791.75 | 34,493.38 | 4,743.05 | 39,236.42 |
| Non-financial liabilities | | | | | | |
| Current tax liabilities (Net) | 148.31 | - | 148.31 | 80.98 | - | 80.98 |
| Provisions | 23.09 | 167.94 | 191.03 | 6.86 | 65.31 | 72.17 |
| Deferred tax liabilities (Net) | - | 114.50 | 114.50 | - | 22.21 | 22.21 |
| Other non-financial liabilities | 46.86 | - | 46.86 | 13.21 | - | 13.21 |
| | 218.27 | 282.44 | 500.70 | 101.05 | 87.52 | 188.57 |
| Total liabilities | 72,248.62 | 8,043.84 | 80,292.45 | 34,594.43 | 4,830.56 | 39,424.99 |

Note 46: Segment Reporting

Segment reporting as Ind-As 108 is not applicable as management has determined that the company is involved in financing and investment activity and operates under single chief operating decision maker w.e.f April 1, 2023

Abans Finance Private Limited
Notes to the Consolidated Financial Statements as at
Note 47: Additional information

Note - 47.1 Additional information as required by paragraph 2 of the general instructions for presentation of consolidated financial statement to schedule III to the companies act, 2013.

| Particulars | Total | Consolidation adjustments | Abans Finance Private Limited | Corporate Avenue Services Limited |
|---|-----------|---------------------------|-------------------------------|-----------------------------------|
| <u>Net Assets i.e. total assets less total liabilities</u> | | | | |
| As % of Consolidated Net Assets | 100% | (2.66%) | 97.98% | 4.68% |
| Amount(Rs. in Lakhs) | 32,381.53 | (861.97) | 31,728.61 | 1,514.89 |
| <u>Share in Profit/ (Loss)</u> | | | | |
| As % of Consolidated Profit/(Loss) | 100% | 0.00% | 77.24% | 22.76% |
| Amount(Rs. in Lakhs) | 1,858.13 | - | 1,435.13 | 422.99 |
| <u>Share in other comprehensive Income</u> | | | | |
| As % of other comprehensive Income | 100% | 0.00% | 119.15% | (19.15%) |
| Amount(Rs. in Lakhs) | (35.30) | - | (42.06) | 6.76 |
| <u>Share in total Comprehensive Income</u> | | | | |
| As % of total comprehensive Income | 100% | 0.00% | 76.42% | 23.58% |
| Amount(Rs. in Lakhs) | 1,822.83 | - | 1,393.08 | 429.75 |

Note - 47.2 (Information of Subsidiary as required under first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014) March 2017.

| Name of the Subsidiary company | Corporate Avenue Services Limited |
|--|-----------------------------------|
| Reporting period | April 01, 2023 to March 31, 2024 |
| Reporting currency | USD |
| Exchange rates - Closing | 83.37 |
| Exchange rates - Average | 82.79 |
| Share capital | 57.26 |
| Reserves & Surplus | 1,457.64 |
| Total assets | 1,864.29 |
| Total liabilities | 349.40 |
| Investment | - |
| Turnover | 685.75 |
| Profit before taxation | 571.23 |
| Profit after taxation | 422.99 |
| Proposed dividend | - |
| % of shareholding during the period of ownership | 100% |

Note 48: Charge on assets

- a. Charge created in favour of the charge holder (Beacon Trusteeship Limited), this charge has been modified on 14/01/2021 for Rs. 10,000 lakhs and additional charge of Rs. 10,000 lakhs is pending to be updated by ROC. This charge is pari-passu charge created against loans and advances for secured Debentures issued.
- b. Charge created in favour of the charge holder (Beacon Trusteeship Limited) this charge has been modified on 14/10/2022 for Rs. 190 lakhs and additional charge of Rs. 10 lakhs is pending to be updated by ROC. This charge is created against Hinduja Leyland Finance Limited Bonds of CY Rs. 200 lakhs or (PY Rs. 190 lakhs).

Note 49: Previous Year Figures

Previous year's figures have been regrouped and reclassified wherever necessary to conform to current year classification/presentation.

Notice

Notice is hereby given that the Thirtieth (30th) Annual General Meeting (AGM) of the Members of Abans Finance Private Limited (“the Company”) will be held on Tuesday, August 13, 2024 at 10:30 A.M. (IST) at the Registered Office of the Company situated at 36, 37, Floor-3, Plot-227, Nariman Bhavan, Vinayak Kumar Shah Marg, NCPA, Nariman Point Mumbai 400021, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors’ thereon;
2. To appoint a Director in place of Mr. Mahesh Kumar Cheruveedu (DIN: 09499122) who retires by rotation and being eligible, offers himself for re-appointment;

SPECIAL BUSINESS:

3. Appointment of Statutory Auditor to fill casual vacancy

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

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s NDAA & Associates LLP, Chartered Accountants (FRN 129486W/W100775), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Paresh Rakesh & Associates, LLP, Chartered Accountants (FRN: 119728W/W100743) to hold office from June 7, 2024 until the conclusion of this 30th Annual General Meeting of the Company on such terms and conditions as may be agreed between the Board and the Auditor and recommended by the Audit Committee and duly approved by the Board of the Company.”

4. Appointment of Statutory Auditors of the Company

To appoint M/s. NDAA & Associates LLP, Chartered Accountants, Mumbai, Statutory Auditors of the Company, to hold office for a period of 3 (Three) consecutive financial years, from the conclusion of the 30th Annual General Meeting of the Company until the conclusion of the 33rd Annual General Meeting of the Company and to authorize the Board of Directors of the Company to fix their remuneration

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

“RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014, and in accordance with the circular dated April 27, 2021 issued by the Reserve Bank of India on Guidelines for Appointment of Statutory Auditors of NBFCs (“RBI Circular”), including any statutory amendment(s), modification(s) thereto or re-enactment(s) thereof, for the time being in force, M/s NDAA & Associates LLP, Chartered Accountants (FRN 129486W/W100775), be and are hereby appointed as Statutory Auditors of the Company, to hold office for a period of three years from the conclusion of the 30th Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company to be held in the year 2027, at such remuneration plus applicable taxes and out of pocket expenses as recommended by the Audit Committee and the Board of Directors and on such terms and conditions as may be agreed between the Board and the Auditor;

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

5. Appointment of Mr. Kumud Chandra Paricha Patnaik (DIN: 09696281) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the act”), and the Rules made thereunder, read with Schedule IV of the said Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations) and relevant circulars issued by the Reserve Bank of India (‘RBI’) from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, Mr. Kumud Chandra Paricha Patnaik (DIN: 09696281), who was appointed as an Additional (Non-Executive and Independent) Director of the Company by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee with effect from November 1, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from the original date of appointment i.e. November 1, 2023 upto October 31, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. Increase in Borrowing Limits of the Company

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

“RESOLVED THAT in supersession of all the earlier resolution passed by the members in this regard, if any and pursuant to the (i) provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 read with applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**); (ii) provisions of the Memorandum of Association and the Articles of Association of the Company; (iii) Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**“RBI Master Directions”**) read with the circulars, guidelines and notifications, as applicable, issued by Reserve Bank of India; (iv) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications; and subject to such approval(s)/consent(s)/permission(s)/sanction(s), as may be required, 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 / may be constituted by the Board of Directors of the Company including Asset Liability Committee or any other Persons/Directors/Officers, for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorised by the Board in this regard) to borrow any sum or sums of monies, from time to time, whether in Indian rupees or in foreign currency, in any form or manner and in one or more tranches, either by way of fund based or non-fund based assistance including but not limited to by way of term loan/guarantees/working capital facilities/overdraft facilities/lines of credit/inter corporate deposits/credit facilities/external commercial borrowings/financial assistance/other permissible form of fund/non-fund based facilities from banks/financial institutions/entities/persons and/or any other bankers/lenders and/or by way of issue of convertible or non-convertible instruments or securities/debentures or commercial papers or bonds or foreign currency convertible bonds and/or in any other form, to eligible person(s)/entities and/or any other form of borrowing(s) (**“Facility/Facilities”**), upon such terms and conditions including interest, repayment, tenor, security or otherwise, as the Board may determine and think fit, such that the money or monies to be borrowed, together with the monies already borrowed by the Company may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, however provided that the monies already borrowed and outstanding shall not exceed, at any point in time, a sum equivalent to Rs. 20,00,00,00,000 (Rupees Two Thousand Crores Only);

“RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution, to delegate all or any of their powers herein conferred to any Committee and/or person/directors/ officers, to give effect to this resolution and to settle all or any questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

7. Mortgage or Security creation for borrowings of the Company

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

“RESOLVED THAT in supersession of all the earlier resolution passed by the members in this regard, if any and pursuant to the (i) provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 read with applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**); (ii) provisions of the Memorandum of Association and the Articles of Association of the Company; (iii) Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**“RBI Master Directions”**) read with the circulars, guidelines and notifications, as applicable, issued by Reserve Bank of India; (iv) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications; and subject to such approval(s)/consent(s)/permission(s)/sanction(s), as may be required, 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 / may be constituted by the Board of Directors of the Company including Asset Liability Committee or any other persons/directors/officers, for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorised by the Board in this regard) to create mortgage(s) and/or charge(s) and/or hypothecation and/or security and/or any other form of security creation, in such form and manner and with such ranking and at such time and on such terms as the Board may determine on all or any of the assets/properties including undertaking of the Company, immovable and movable, both present and future and including the Company's interest as mortgagee in various properties belonging to the borrowers of the Company and/or otherwise and including floating charge/assignment or hypothecation over the Company's book debt/s, receivables, actionable claims, outstanding loans and advances and other assets/properties of the Company and/or including mortgages or charges over the specific security, in favour of any bank(s) and/or financial institution(s) and/or any other lender(s) and/or their agent(s) and/or their trustee(s) acting on behalf of such bank(s) and/or financial institutions and/or any other lender(s), for the purpose of securing the borrowing(s) by the Company in terms of Section 180(1)(c) of the Act including borrowing through issue of various instruments including but not limited to issue of bonds/foreign currency convertible bonds/debentures including fully or partly convertible debentures/non-convertible debentures and subject to the limits approved by the Shareholders of the Company in terms of Section 180(1)(c) of the Act from time to time, presently availed and/or to be hereinafter availed by the Company, together with interest, at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the bank(s) and/or financial institution(s) and/or any other lender(s) or their agent(s) and/or their trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including all other monies payable by the Company in respect of borrowings by the Company under the agreement/agreement(s) entered into and/or to be entered into by the Company in respect of the borrowings by the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution, to delegate all or any of their powers herein conferred to any Committee and/or person / directors / officers, to give effect to this resolution and to settle all or any questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**For and on behalf of the Board of Directors
Abans Finance Private Limited**

Date: July 9, 2024
Place: Mumbai

**Sd/-
Dharav Ashok Sheth
Company Secretary
Membership No. A68915**

Registered Office:
Abans Finance Private Limited
36, 37, Floor-3, Plot-227, Nariman Bhavan,
Vinayak Kumar Shah Marg, NCPA, Nariman Point,
Mumbai – 400021 | **Tel:** 022 61790000
CIN: U51219MH1995PTC231627
Website: www.abansfinance.com
Email: abansfinance@abans.co.in

NOTES FOR MEMBERS' ATTENTION:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Special Business as set out in the Notice convening 30th Annual General Meeting of the Company ("AGM Notice") is annexed hereto and forms part of the AGM Notice.
2. Pursuant to Section 105 read with Rule 19 of Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a member of the Company. The instrument appointing the proxy duly filled and signed should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A proxy form for the meeting is enclosed.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the meeting.
5. Pursuant to Section 103 of the Companies Act, 2013 the Members physically attending the meeting shall be counted for the purpose of reckoning the quorum.
6. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
7. Details of Director retiring by rotation and seeking reappointment at the ensuing Meeting is provided in the "Annexure" to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.
8. The Register of Director's and Key Managerial Personnel and their shareholding and the Register of Contracts with related party and contracts and bodies in which Directors are interested and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at the Registered office of the Company during business hours 9:30 A.M. to 6:00 P.M. (except Saturday and Sunday) up to the date of the Meeting and will also be available during the Meeting provided a request for inspection of the aforementioned documents is received via an email at cs.afpl@abans.co.in.
9. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
10. The Notice of the meeting along with the Attendance slip and Proxy form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

11. Members are requested to register their e-mail address with their concerned Depository Participants (DP), in respect of electronic holding and with Registrar & Share Transfer Agent (RTA), in respect of physical holding, by writing to the Company at cs.afpl@abans.co.in. Further, those Member who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA and/or the Company to enable servicing of notices/documents/Integrated Reports and other communications electronically to their e-mail address in future.
12. A copy of this notice shall be displayed on the website of the Company i.e. www.abansfinance.com and will also be available on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
13. Members / Proxies attending the meeting are requested to bring their duly filled admission / attendance slips sent along with the notice of the Meeting at the meeting.
14. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the Meeting is enclosed.
15. The Company has a designated e-mail id for redressal of Shareholders'/Investors' complaints/grievance. In case you have any queries, complaints or grievances, you may write to us at cs.afpl@abans.co.in.

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

The following sets out all material facts relating to items under Special Business mentioned in the accompanying Notice for convening the Meetings:

Item No. 3 & 4:

M/s. Paresh Rakesh & Associates, LLP, Chartered Accountants (FRN: 119728W/W100743) were the Statutory Auditors of the Company from financial year 2020-21 to 2024-25 of the Company i.e. since 26th Annual General Meeting till 31st Annual General Meeting (AGM). Pursuant to the provisions of Section 139(2) of the Companies Act, 2013, (the “Act”), read with applicable Rules framed thereunder, the term of M/s. Paresh Rakesh & Associates, LLP, Statutory Auditors, expires at the conclusion of the AGM to be held in the year 2025. However, due to being ineligible to continue as the auditors of the Company based on RBI Guidelines read with Circular of Reserve Bank of India Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 and with Frequently Asked Questions dated June 11, 2021, they have resigned from the position of Statutory Auditors of the Company vide their letter dated May 10, 2024, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013. The Board of Directors placed on record their appreciation for the services rendered by M/s. Paresh Rakesh & Associates, LLP, Chartered Accountants (FRN: 119728W/W100743).

The Board of Directors of the Company has, based on the recommendation of the Audit Committee, vide circular resolution dated June 7, 2024, appointed M/s. NDAA & Associates LLP, Chartered Accountants (FRN 129486W/W100775), as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s. Paresh Rakesh & Associates, LLP, to hold office till the conclusion of this AGM subject to the approval of the members. Hence an Ordinary Resolution at serial number 3 of the accompanying notice is proposed.

The Board at its meeting held on July 9, 2024 has, based upon the recommendation of the Audit Committee proposed the appointment of M/s. NDAA & Associates LLP, Chartered Accountants (FRN 129486W/W100775), as Statutory Auditors of the Company for a term of three consecutive years, to hold office from the conclusion of this AGM till the conclusion of 33rd AGM to be held in the year 2027 subject to approval of members of the Company. Hence the Ordinary Resolution at serial number 4 of the accompanying notice is proposed.

M/s. NDAA & Associates LLP, Chartered Accountants (FRN 129486W/W100775), have consented to the aforesaid appointment and confirmed that their appointment, if made, will be in accordance with the provisions of the Section 139, 141 read with the Companies (Audit and Auditors) Rules, 2014 and Guidelines for Statutory Central Auditors /Statutory Auditors of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by the Reserve Bank of India (“RBI”) dated April 27, 2021 and that they are eligible and not disqualified to be appointed as Statutory Auditors.

The Directors recommend both the resolutions at serial numbers 3 and 4 of the accompanying notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or any of their respective relatives, are concerned or interested, financially or otherwise, in the above-mentioned resolutions.

Item No. 5:

Pursuant to the recommendation received from the Nomination & Remuneration Committee (NRC), the Board of Directors at their meeting had appointed Mr. Kumud Chandra Paricha Patnaik (DIN: 09696281) as an Additional (Non-Executive and Independent) Director of the Company for a first term of five (5) years effective from November 1, 2023, not liable to retire by rotation, subject to approval of the shareholders of the Company.

Mr. Kumud Chandra Paricha Patnaik is neither disqualified from being appointed as a Director under the provisions of Section 164 of the Companies Act, 2013, (the Act) nor is debarred from holding office of Director by virtue of any Securities and Exchange Board of India (SEBI) order, Reserve Bank of India (RBI) or any other such authority and satisfies the fit & proper criteria as specified by RBI in its Directions. He has been appointed as Non-Executive Independent Director under Section 149 of the Act for a term of 5 consecutive years to hold upto October 31, 2028. The Company has also received declaration from Mr. Kumud Chandra Paricha Patnaik that he meets with the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 rules made thereunder. Further, the Company has received his consent in writing to act as Director (Non-Executive and Independent) of the Company.

The Company has received a notice in writing in terms of Section 160 of the Act proposing his candidature as Director (Non-Executive and Independent) on the Board of Directors of the Company.

The Board of Directors are of the opinion that Mr. Kumud Chandra Paricha Patnaik, is a person of integrity and possesses relevant expertise and experience and is eligible for the position of an Independent Director of the Company and fulfils the conditions specified by the Companies Act, 2013 including Rules framed thereunder and that he is independent of the management of the Company. The Board considers that his association as Director will be of immense benefit and will be in the best interest of the Company.

A brief profile of Mr. Kumud Chandra Paricha Patnaik and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India is set out in Annexure to the AGM Notice.

Considering Mr. Kumud Chandra Paricha Patnaik’s experience and the recommendation received from NRC, the Board recommends the resolution set out at Item No. 5 of the Notice to the Members for their consideration and approval, by way of an Special Resolution.

Except Mr. Kumud Chandra Paricha Patnaik and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

Item No. 6 & 7:

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves except with the consent of the members of the Company in a general meeting by way of a Special Resolution.

Given the Company's existing and future financial requirements to support its business operations, growth and expansion plans, it is proposed to increase its borrowing limits so as to enable the Company to remain ready for any additional fund requirements. The Company intend to raise finance from any one or more of the Company's bankers and/or from any one or more other Banks and/or Financial Institutions and/or any other lending institutions and/or Companies/Bodies Corporate and/or firms and/or such other persons/individuals and/or institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad. Hence it is proposed to enhance the borrowing limit upto Rs. 20,00,00,00,000 (Rupees Two Thousand Crores Only) [including the money already borrowed by the Company] in Indian Rupees or equivalent thereof in any foreign currency (ies) on such terms and conditions as the Board may deem fit. However, utilisation of the borrowing limits will be done prudently and in the best interest of the Company.

Further pursuant to Section 180(1)(a) of the Companies Act, 2013, consent of shareholders is required to sell, lease or dispose of the whole or substantially the whole of the undertakings of the Company exceeding 20% or more of the value of undertaking as per the audited balance sheets of the preceding financial year. For creation of charges / mortgages / hypothecations for the said purpose.

The Board of Directors in their meeting held on July 9, 2024 approved increasing the aforesaid threshold upto Rs. 20,00,00,00,000 (Rupees Two Thousand Crores Only) in due compliance with of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, subject to approval of the Members of the Company

Accordingly, approval of the Members is being sought and the Board recommends the resolution set out at Item No. 6 & 7 of the Notice to the Members for their consideration and approval, by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or any of their respective relatives, are concerned or interested, financially or otherwise, in the above-mentioned resolutions.

**For and on behalf of the Board of Directors
Abans Finance Private Limited**

Date: July 9, 2024
Place: Mumbai

**Sd/-
Dharav Ashok Sheth
Company Secretary
Membership No. A68915**

Annexure to the Notice convening 30th AGM

Information of Director seeking appointment/re-appointment at the 30th AGM pursuant to Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India:

| Name of the Director | Mr. Mahesh Kumar Cheruvvedu | Mr. Kumud Chandra Paricha Patnaik |
|---|--|---|
| DIN | 09499122 | 09696281 |
| Date of Birth | September 20, 1972 | March 7, 1961 |
| Age (in years) | 52 years | 63 years |
| Qualifications | BCom, MBA, MFM, PGDFA | BA, MA, LLB |
| Brief Resume and Experience Nature of expertise in specific functional areas | More than 2 decades of rich experience in Banking, Capital and Commodity Markets, including PCM, Credit, Syndication, Marketing, Relationship Management and Operations. In past he has been associated with Kirtilal Kalidas & Company, Global Trust Bank Ltd., ICICI Bank Ltd., and IndusInd Bank Ltd. | Mr. Patnaik is an ex senior Indian Revenue Service Officer practicing as an advocate and corporate advisor after superannuation. His domain expertise comprises of disputes resolution relating to domestic and international direct tax litigation, Company law, PMLA, IB and allied laws. Other areas of expertise includes strategy, planning, leadership roles in senior corporate management. He served as a Director General of Income Tax, Chief Commissioner of Income Tax, Principal Commissioner of Income Tax. |
| Terms and conditions of Appointment / re-appointment | Re-appointment as a Director liable to retire by rotation. | As per the resolution at Item no. 5 of the Notice convening this AGM read with explanatory statement thereto. |
| Remuneration proposed to be Paid | Rs. 55.00 Lakhs | As the Independent Directors they are entitled to sitting fees for attending meetings of the Board/Committees from time to time within the limits set out in the Companies Act, 2013. Other than sitting fees and reimbursement of conveyance expenses on actuals no other payment is made to the Independent Directors. |
| Remuneration last drawn (including sitting fees, if any) | Rs. 54.72 Lakhs | As the Independent Directors they are entitled to sitting fees for attending meetings of the Board/Committees from time to time within the limits set out in the Companies Act, 2013. Other than sitting fees and reimbursement of |

| | | |
|---|---|---|
| | | conveyance expenses on actuals no other payment is made to the Independent Directors. |
| Date of first appointment on Board | February 14, 2022 | November 1, 2023 |
| Shareholding in the Company (As on March 31, 2024) | Nil | Nil |
| Relationships with Directors, Manager and other Key Managerial Personnel inter-se | Not related to any Director / Key Managerial Personnel of the Company | Not related to any Director / Key Managerial Personnel of the Company |
| Details of attendance at the Board Meeting(s) during the financial year 2023-24 | 4 out of 4 Meetings | 1 out of 1 Meeting |
| Directorships held in other Companies (excluding foreign companies) | i. Abans Securities Private Limited | i. Abans Holdings Limited ii. Abans Broking Services Private Limited iii. Abans Securities Private Limited iv. Abans Commodities (I) Private Limited v. Lux Industries Limited* |
| Membership / Chairmanship of Committees of Board of other Companies (excluding foreign companies, private companies and section 8 companies) | Nil | Abans Holdings Limited Audit Committee – Chairman Lux Industries Limited Audit Committee – Member Nomination & Remuneration Committee – Member |

*Appointed as Additional Director w.e.f. April 01, 2024.

FORM NO. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

| | |
|-------------------------|--|
| Name of the Member(s) : | |
| Registered Address : | |
| E mail Id : | |
| Folio No./ Client ID: | |
| *DP ID: | |

I / We, being the member(s) of _____ shares of Abans Finance Private Limited, hereby appoint:

1. Name:
Address:.....
E-mail Id:
Signature:.....or failing him
2. Name:
Address:.....
E-mail Id:
Signature:.....or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company to be held on Tuesday, August 13, 2024 at 10:30 A.M. (IST) at the Registered Office situated at 36, 37, Floor-3, Plot-227, Nariman Bhavan, Vinayak Kumar Shah Marg, NCPA Nariman Point, Mumbai – 400021 and at any adjournment thereof in respect of such resolutions as are indicated below:

| No. | Resolutions | Vote For | Vote Against |
|-----|--|----------|--------------|
| | ORDINARY BUSINESS | | |
| 1. | To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and the Auditors' thereon | | |
| 2. | To appoint a Director in place of Mr. Mahesh Kumar Cheruveedu (DIN: 09499122) who retires by rotation and being eligible, offers himself for re-appointment | | |
| | SPECIAL BUSINESS | | |
| 3. | Appointment of Statutory Auditor to fill casual vacancy | | |
| 4. | Appointment of Statutory Auditors of the Company | | |
| 5. | Appointment of Mr. Kumud Chandra Paricha Patnaik (DIN: 09696281) as an Independent Director of the Company | | |
| 6. | Increase in Borrowing Limits of the Company | | |
| 7. | Mortgage or Security creation for borrowings of the Company | | |

Signed this _____ day of _____

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp
Re .1/-

ABANS FINANCE PRIVATE LIMITED

(CIN: U51219MH1995PTC231627)

Registered Office: 36, 37, Floor-3, Plot-227, Nariman Bhavan, Vinayak Kumar Shah Marg, NCPA, Nariman Point, Mumbai – 400021

Email: abansfinance@abans.co.in Tel: +91-22-61790000 Website: www.abansfinance.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the Meeting.

| | | | |
|-------------------|--|----------------------|--|
| DP Id* | | Folio No. | |
| Client Id* | | No. of Shares | |

NAME AND ADDRESS OF THE SHAREHOLDER (S) / PROXY HOLDER:

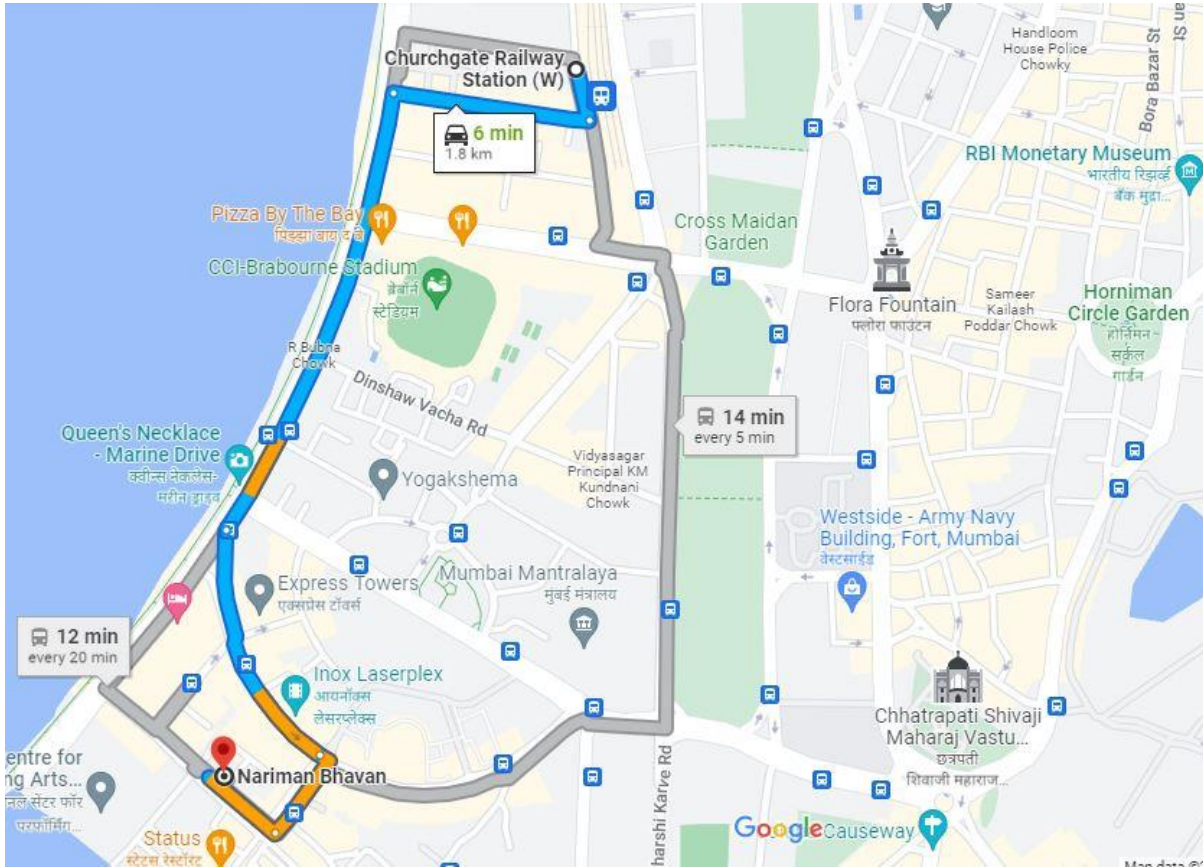
I / we hereby record my / our presence at the 30th Annual General Meeting of the Company held on Tuesday, August 13, 2024 at 10:30 A.M. (IST) at the Registered Office situated at 36, 37, Floor-3, Plot-227, Nariman Bhavan, Vinayak Kumar Shah Marg, NCPA, Nariman Point, Mumbai – 400021.

Signature of Shareholder/ Proxy holder

NOTES:

- (1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting venue.
- (2) Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.
- (3) In the case of joint holders, the votes of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Registers of Members.

Route Map of venue of 30th Annual General Meeting of Abans Finance Private Limited to be held on Tuesday, August 13, 2024



- **Abans Finance Private Limited**
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Vinayak Kumar Shah Marg, NCPA,
Nariman Point Mumbai – 400021.



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Tel: 022 61790000 **Fax:** 022 61790010