EXCELLENCE THROUGH ENDEAVOURS

MAS

FINANCIAL SERVICES LTD.

The Power of Distribution

29TH ANNUAL REPORT

2023-24

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Tribute to

Late Shri Mukesh Gandhi

Co-Founder (October 20, 1957 – January 19, 2021)

Shri Mukesh Gandhi, who served as our Whole-time Director and CFO, played an instrumental role in transforming our Company from its humble beginnings in 1995 into the specialised retail financing organisation we are today. His great compassion, positivity, enthusiasm, and pragmatism set exemplary precedents throughout his entrepreneurial journey. As a reputed industry expert and popular finance speaker, his vision, vigilance, and zeal for excellence have left an indelible mark on us, propelling our Company to new heights. In honour of his memory, we at Team MAS, remain steadfastly committed to "Excellence through Endeavours", continuing to build on the solid foundation he established.

MFSL (Standalone) Key Numbers

JOURNEY OF 116 QUARTERS

35.71% CAGR
Assets Under Management

39.43% CAGR
Profit After Tax

FY 2023-24

₹ 10,000 Crores+
Assets Under Management

2.75%
Return on Average AUM

₹ 245 Crores+
Profit After Tax

1.51%
Net Stage 3 Assets

24%+
Capital Adequacy Ratio

16%+
Return on Networth

Credit Rating
Upgraded to CARE AA-
(from CARE A+)

MRHMFL (Subsidiary) Key Numbers

JOURNEY OF 64 QUARTERS

39.76% CAGR
Assets Under Management

54.60% CAGR
Profit After Tax

FY 2023-24

₹ 550 Crores+
Assets Under Management

1.65%
Return on Average AUM

35%+
Capital Adequacy Ratio

0.66%
Net Stage 3 Assets

MAS Financial Services Ltd.

Empowering the Underserved Since 1995

MAS Financial Services Ltd., established in 1995, embarked on a mission to address the financial needs of underserved segments across India. Driven by the belief that consistency and steady performance are the fastest paths to achieving enterprise goals, MAS has grown substantially by serving the credit needs of mid and low-income groups. Its diversified financial product portfolio includes Micro Enterprise Loans, SME Loans, Two-Wheeler Loans, Commercial Vehicle Loans, and Salaried Personal Loans, catering to a wide array of financial needs.

MAS has built a strong distribution network, steadily expanding into adjacent geographies. With 189 branches and a Pan-India presence through 182 NBFC partners, the company has effectively broadened its reach. The integration of technology across all operational verticals has been a significant focus for MAS. Collaborating with over 45 APIs has enabled authentic data sourcing, significantly reducing turnaround time (TAT) for SME and Housing products, improving operational expenses, and allowing for better and faster credit assessments.

Every time we reach a milestone, we believe we have just begun!

Despite facing various micro and macroeconomic challenges such as demonetisation, GST implementation, the NBFC liquidity crisis, and the COVID-19 pandemic, MAS has demonstrated remarkable resilience. Over the past 17 years since its first capital raise, the company has consistently delivered robust and sustainable growth, maintaining a track record of high-quality portfolios with Net Stage 3 Assets below 2%. MAS has also sustained healthy returns on assets and equity, with its growth journey predominantly fuelled by internal accruals.

By actively de-risking across geographies, products, and distribution channels, MAS has maintained best-in-class asset quality across economic cycles and systematic shocks. Beyond merely creating borrowers, MAS has acted as a catalyst in the growth of entrepreneurs, fostering financial empowerment and economic development in underserved communities.

MAS Financial Services Ltd remains committed to its mission, continuously innovating and expanding to better serve its customers and drive inclusive growth.

MAKING AFFORDABLE HOUSING FINANCE AVAILABLE THROUGH MRHMFL

MAS Rural Housing & Mortgage Finance Limited (MRHMFL), a non-deposit taking, NHB registered housing finance institution, targets the affordable housing finance segment. Established in FY 2007-08 and headquartered in Ahmedabad, Gujarat, MRHMFL offers a range of loans including those for purchasing new and old houses, constructing homes on owned plots, home improvement, and commercial property acquisition. Additionally, MRHMFL extends loans to developers for constructing affordable housing projects.

Focussing on rural and semi-urban areas, MRHMFL operates in Gujarat, Maharashtra, Rajasthan, and Madhya Pradesh. With 85 branches and sourcing arrangements with 113 intermediaries – typically project developers and property agents – MRHMFL primarily serves salaried and self-employed individuals. By targeting these segments, MRHMFL continues to play a crucial role in enhancing housing finance accessibility, contributing to the development of affordable housing, and supporting the growth of communities in underserved regions.

Our Journey Highlights

We've come a long way since we began our journey in 1995. Behind the successful connect that we have established with our customers is a rigorous adherence to best practices and a steadfast dedication to quality, which has established a robust foundation that continues to propel us forward. Our progress is a testament to the collective effort and unwavering resolve of our team to excellence and to consistently meeting and exceeding industry standards.

1995
- Year of Incorporation; Commenced retail finance operations with Two-wheeler and Micro-Enterprise loans

2006
- Received first round of capital infusion of ₹ 65 Mn. from Bellwether Micro Fund

2008
- Acquired 2nd & 3rd round of capital infusion worth ₹ 435 Mn. and ₹ 400 Mn. from FMO and ICICI Venture, respectively
- Floated the housing finance subsidiary

2011
- Listing of NCDs on Bombay Stock Exchange

2012
- Received the fourth round of capital infusion of ₹ 650 Mn. from DEG

2013
- Disbursement and AUM crossed ₹ 10 Bn. benchmark

2014
- Sarva Capital purchased 50% CCPS held in secondary deal by FMO

2015
- Raised Subordinate Debenture of ₹ 200 Mn.
- AUM crossed ₹ 20 Bn.

As per calendar year

2016

- Bank loan rating was upgraded to 'IND A' with 'Stable outlook'
- Raised subordinate debentures of ₹ 400 Mn.

2017

- Motilal Oswal PE infused capital of ₹ 1,350 Mn.
- Raised fresh capital of ₹ 2,330 Mn. via IPO
- Listing of Equity Shares on BSE & NSE

2019

- AUM crossed ₹ 50 Bn.
- Bank loan rating upgraded to "Acuité AA-" with Stable outlook and Short-term rating assigned as Acuité A1+

2020

- Completed 25th Year of Endeavours

2021

- Inclusive Finance India Award 2020 – NBFC lending to Micro and Small Enterprises
- Raised ₹ 650 Mn. via market-linked NCDs (MLD)

2022

- ASSOCHAM 8th MSMEs Excellence Awards March 2022 – Best MSME Lending of the Year
- New subsidiary: MASFIN Insurance Broking Private Limited

2023

- Great Place To Work Certified (Jan 2023 - Jan 2024)
- Net Profit for the Year crossed ₹ 2 Bn.
- Consolidated AUM crossed ₹ 100 Bn.

2024

- Standalone AUM crossed ₹ 100 Bn.
- Great Place To Work Certified (Jan 2024 - Jan 2025)
- Long-Term Bank Facilities & NCD rating upgraded to "CARE AA-; Stable"
- ASSOCHAM 10th MSMEs Excellence Awards March 2024 – Best MSME Lending

Message from the Chairman & MD

We are confident that the future holds immense potential for MAS. We will continue to leverage our expertise, strong fundamentals, and commitment to consistency to create long-term value for all our stakeholders.

DEAR SHAREHOLDERS,

On behalf of Team MAS, I am pleased to present MAS's Annual Report for the financial year 2023-24. This year has been one of significant growth and achievement for our company. We crossed several important milestones, be it the consolidated profit after tax (PAT) of ₹ 250 Crores, assets under management (AUM) of ₹ 10,000 Crores, our Long-Term bank facilities and Non-Convertible Debentures rating upgraded to CARE AA- (Outlook: Stable) from CARE A+ (Outlook: Positive), underscoring our financial strength and fundamentals. I am delighted to inform that the company could attract the capital of ₹ 500 Crores through QIP in June 2024. The participation by marquee diverse investors and the overwhelming response to this QIP validates the strong fundamentals of the company maintained over the last 25 years across various cycles. This was our first capital raise after IPO in 2017.

Our consolidated AUM stood at ₹ 10,721.90 Crores as on March 31, 2024, marking a strong growth of 26.05% year-on-year. On crossing the milestone of ₹ 10,000 Crores in consolidated AUM, the Board recommended rewarding shareholders with the issue of Bonus Shares in the proportion of 2:1 in January 2024. The consolidated PAT was ₹ 254.01 Crores for FY 2023-24, a robust growth of 23.41% year-on-year.

On a standalone basis, our AUM increased by 25.12% to ₹ 10,125.61 Crores for FY 2023-24, while total income grew by a spectacular 30.29% to ₹ 1,224.57 Crores and profit after tax grew by 23.28% to ₹ 247.75 Crores, on a year-on-year basis.

Our asset quality remained robust with standalone gross stage 3 assets at 2.25% and net stage 3 assets at 1.51% of AUM as on March 31, 2024. The Capital Adequacy Ratio (including Tier II capital) as of March 31, 2024 stood at 24.05% and Tier-I capital stood at 20.33%.

As a result of this strong performance and in consonance with our policy to reward shareholders, the Company has paid the interim dividend of ₹ 3 per share - pre bonus - (₹ 1 ex-bonus). Additionally, the Board has proposed the final dividend @ 5.10% i.e. ₹ 0.51 per share subject to the approval of the members in the ensuing Annual General Meeting.

Our subsidiary, MAS Rural Housing & Mortgage Finance Ltd, reported a robust performance for FY 2023-24 with 44.26% growth in AUM to ₹ 596.29 Crores and 19.48% growth in PAT to ₹ 7.58 Crores, on a year-on-year basis. The portfolio quality of this subsidiary remained stable at 0.90% gross stage 3 assets and 0.66% net stage 3 assets of AUM as on March 31, 2024. The capital adequacy ratio (including Tier II capital) stood at 38%, of which Tier-I capital was at 30.53% as on March 31, 2024.

To enable us to address business challenges successfully, we have maintained a liability composition that demonstrates a diversified resource mix. From availing term credit and direct assignment to placing listed NCD to attract a wider range of investors and co-lending, we have ensured sufficient liquidity, ALM, de-risking and optimum cost of funds. All these measures have been very vital to the robust and profitable growth of the company. Further, as 80% of the assets are from the MSME sector, which is the key area of focus of the economy, and banks and financial institutions as well, we have created strong enablers for raising our liability very efficiently. We aim to maintain an ideal debt resource mix which ensures optimum capital utilisation and continuous flow of funds to the company. Majority of our assets qualify for the priority sector lending hence are expected to cater to securitisation/ assignment/co-lending demand and aid de-risking while we manage our off-book portfolio. With a credit rating upgrade this year, we expect capital market borrowing to increase gradually, going ahead.

In terms of operational achievements, your Company has expanded its direct retail distribution, which accounts for 67% of total AUM as of March 31, 2024, notching it up from 62% in March 31, 2023. We have increased the consolidated branches (including housing subsidiary) to 252 as on March 31, 2024, with a reach to more than 12,000 centres across the country.

Our technology-oriented goals are also right on track. The company has tied up with more than 45 APIs to source authenticated data, which will assist us in overall credit process and reduction in TAT. Your company is in the process of introducing BRE and AI to correlate and analyse the data sourced from various APIs, own database, and other sources, which will enable better and faster credit screening and decision-making.

The consolidated workforce of the company stood at 3,692 as on March 31, 2024 with a core team of around 35 employees with the company since inception. The employees play a vital role in driving the growth of our company and we prioritise providing a supportive and motivating work environment to all our employees. The culture at MAS is driven by a belief that "Success is a teamwork - Together we can, and we will".

The Indian financial services industry is experiencing robust growth, fuelled by rising disposable incomes, a burgeoning economy, and increasing digitalisation. Government initiatives to promote financial literacy are further expanding the customer base, contributing to the industry's overall expansion.

Within this dynamic landscape, NBFCs are emerging stronger from the post-COVID-19 slowdown. Credit growth for the sector is projected at 13-14% for FY 2023-24, with a further CAGR of 13-15% anticipated from FY 2022-23 to FY 2024-25. This growth is driven by the increasing adoption of digital technologies, which enhance efficiency, customer experience, compliance, and cost reduction.

MAS is well-positioned to capitalise on these promising trends. Our focus on three key segments – MSME financing, housing finance, and the auto sector – aligns perfectly with the government's priorities and the needs of a growing economy. The government's recognition of MSMEs as the backbone of the Indian economy translates to targeted support and initiatives. This will nurture the MSME segment to flourish, driving overall economic growth.

The housing finance sector is also set to soar, fuelled by rising incomes, improved affordability, and supportive government policies. India's housing finance market is expected to surge at a robust 13% CAGR and presents a significant opportunity for lenders like MAS to cater to the growing demand for homeownership.

With respect to the auto finance segment, the immense potential is apparent from India's ambitious goal of doubling its auto industry size. According to a CRISIL report, the outstanding credit in the overall vehicle financing segment is expected to grow at a very healthy CAGR of 16% - 18% from fiscal 2023-27 reaching the size of ₹ 21 Lakhs Crores and more.

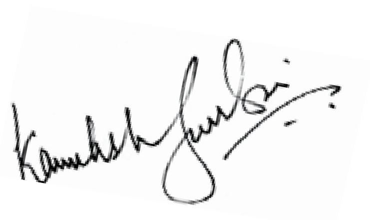
We will progressively move towards ensuring that a larger chunk of business is sourced and serviced via our own network. While NBFC partnership has proved to be an excellent form of intermediation over the last decade, the share of our direct distribution should increase due to deeper penetration in existing geographies and expansion into newer geographies. We will also continue to serve Low-Income and Middle-Income customers (LIG and MIG) across India, ensuring financial inclusion.

Our continued focus on the high opportunity SME, Wheels Portfolio, and Housing Finance sectors are expected to be key growth drivers. We anticipate a growth ranging between 20% - 25% for the next five years on the backing of maintaining high asset quality and healthy ROA and ROCE to enhance our stakeholders' value. We believe that focus on people and process enabled by efficient use of technology will be the key for achieving our stated objective of a consistent and a fundamentally strong growth.

Before I conclude, I would like to acknowledge that all our achievements would not have been possible without the dedication and support of our invaluable stakeholders and very important inputs and monitoring by the regulators. We express our sincere gratitude to our employees, customers, investors, and partners for their continued trust and confidence in MAS.

We are confident that the future holds immense potential for MAS. We will continue to leverage our expertise, strong fundamentals, and commitment to consistency to create long-term value for all our stakeholders.

As we move ahead, Team MAS remains dedicated to its mission of Excellence through endeavours and I trust together we can... and we will...



Kamlesh C. Gandhi

Chairman & Managing Director

Company Overview

MAS Financial Services (MAS) has been registered as an NBFC with the Reserve Bank of India (RBI) since 1995. In our endeavour of over 25 years, we have built a strong ethos of excellence to financially empower individuals and enterprises with access to suitable credit. Our quality offerings focus on fulfilling the credit needs of lower income/middle income segments and MSMEs who require readily available loans to supplement their personal and business incomes, respectively. Working in tandem with India's nationwide financial inclusion drive, we offer diverse loan products that include enterprise loans for MSMEs, Commercial Vehicle Loans, Two-Wheeler Loans, Used Car Loans, Salaried Personal Loans and Housing Loans among others.

We maintain our steadfast focus on providing credit to India's vast lower income and middle income groups, spread across urban, semi-urban and rural areas, in both the formal and informal sector. With this focus, we strive to strengthen our financial services distribution market share by finding ways to evaluate the credit ability of our customers who lack proper and systematic credit documents and credit history via other channels. We leverage technology across the spectrum for quick assessment of the repayment capability of our potential customers, thus allowing us to serve a broader category of customers across India.

Our increasing geographical footprint now expands to 189 branches spread across major cities of Gujarat, Maharashtra, Rajasthan, Madhya Pradesh, Tamil Nadu, Karnataka, Telangana, Chhattisgarh, Delhi NCR, Punjab, Haryana, and Uttarakhand. Our 12,000+ centres further help in our quest to offer first-class services via doorstep delivery to our diverse client base.

Our distribution network of partner micro-finance institutions (MFI), non-banking finance companies (NBFCs), housing finance companies (HFCs) and franchisees further help us to extend our financial services across the underpenetrated states and the bottom of the pyramid (BOP) segments, helping serve our valued customers efficiently.

"To be one of the most efficient distributors of financial services and create value on a very large scale"

Vision of MAS puts emphasis on two things:

- To be one of the most efficient distributors of financial services
- To create value on a very large scale

MAS aims to be one of the most efficient distributors of financial services

Efficiency in general describes the extent to which time, effort (labour) or cost (money) is well used for the intended task or purpose. It means optimum use of available resources and to generate the best possible productivity by them. MAS strives for optimum efficiency continuously in all its activities.

In times to come, in the financial services industry, we visualise MAS and the process of "financial services distribution at MAS" to be not only a benchmark for every other company but also to set higher standards periodically, thus competing with ourselves too.

MAS aims to create value on a very large scale

Any business unit should primarily focus on increasing the value of all its stakeholders. The Company should, from time to time, adopt and adapt to such business models where it can accomplish this very important and essential goal of creating value on a very large scale. At present, focus of MAS is on the vast lower income and middle-income groups of the society, spread across urban, semi-urban and rural areas, and including formal and informal sector. Our business model, vast experience, and distribution network place us uniquely in the industry.

"To constantly endeavour to attain excellence, and create a very wide financial distribution network and be a catalyst in providing the most efficient financial services which we term as financial inclusion"

Mission of MAS puts emphasis on three things:

- To constantly endeavour to attain excellence
- MAS continuously takes effort towards its goal of achieving excellence. Excellence is a never-ending process.

To create a very wide distribution network

MAS has always believed in the 'Power of Distribution'. Company has applied 'Excellence through Endeavour' & 'Power of Distribution' in its process to achieve its vision to be the most efficient distributor of financial services.

To be a catalyst in providing the most efficient financial services, which we term as financial inclusion

In the "Financial Services Ecosystem", intermediaries like banks, NBFCs, HFCs play a pivotal role in efficient use of the available resources. MAS always strive to be a responsible and an efficient intermediary in our quest to accomplish our vision.

Beliefs

"We have miles to go & promises to keep"

"Together we can and we will"

Our Product Portfolio – Something for Every Customer

MICRO ENTERPRISE LOAN

Micro Enterprises primarily include retailers, traders, small manufacturers, and service providers. Tenure up to 36 months. The ticket size of these loans ranges from ₹ 0.5 Lakhs to ₹ 25 Lakhs.

TWO-WHEELER LOAN

Two-wheeler loan primarily include loans to farmers, self-employed, salaried individuals, and professionals etc. Tenure up to 36 months. The ticket size of these loans ranges from ₹ 25,000 to ₹ 1.50 Lakhs.

SMALL AND MEDIUM ENTERPRISES (SME) LOAN

SMEs primarily include manufacturers, distributors, dealers, and service providers engaged in various industries and loans include working capital loans, loans for machinery and loans to purchase industrial sheds etc. Tenure up to 60 months. The ticket size of these loans ranges from ₹ 10 Lakhs to ₹ 5 Crores.

SALARIED PERSONAL LOAN

Salaried personal loans to salaried individuals of the approved companies to satisfy their personal need. Tenure up to 60 months. It provides loans of up to ₹ 10 Lakhs.

COMMERCIAL VEHICLES LOAN

CV loans primarily include loans to small road transporters, traders etc. Tenure up to 60 months. The ticket size of loans for the purchase of old/new commercial vehicle ranges from ₹ 1 Lakh to ₹ 15 Lakhs.

HOUSING LOAN

MAS through its subsidiary, provide loans for purchase of new and old houses, construction of houses on owned plots, home improvement loans and loans for purchase and construction of commercial property. Tenure up to 30 years. It provides loans of up to ₹ 50 Lakhs for residential and ₹ 1 Crore for commercial.

USED CAR LOAN

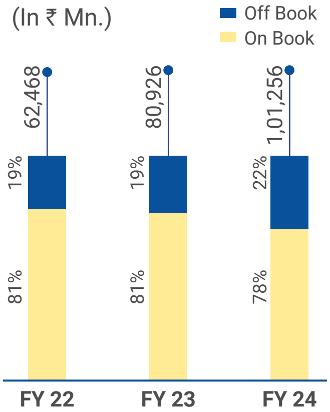
Used car primarily include loans to small traders, manufacturers, self-employed etc. Tenure up to 60 months. The ticket size of loans for the purchase of old/new commercial vehicle ranges from ₹ 1 Lakh to ₹ 10 Lakhs.

Financial Performance Highlights (Standalone)

KEY METRICS OF PROGRESS

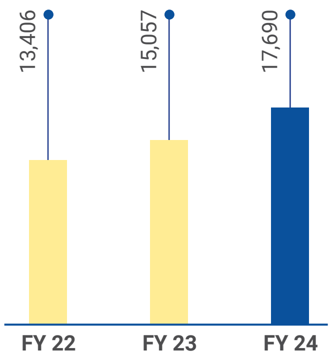
AUM

(In ₹ Mn.)



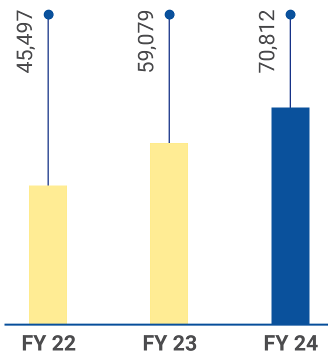
Net Worth

(In ₹ Mn.)



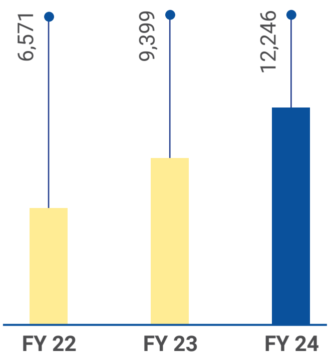
Borrowings

(In ₹ Mn.)



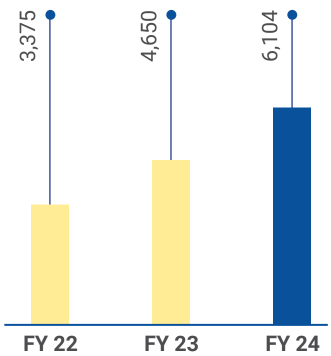
Revenue

(In ₹ Mn.)



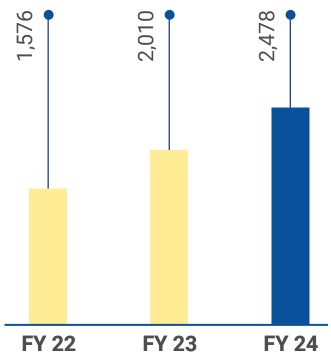
Net Interest Income

(In ₹ Mn.)

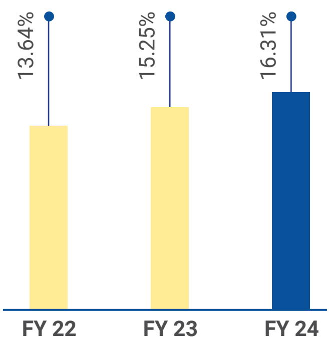


Profit After Tax

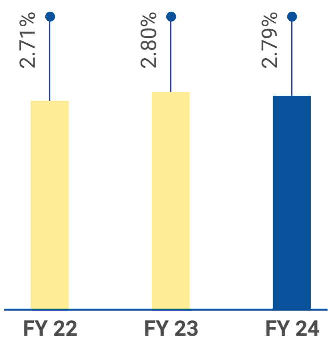
(In ₹ Mn.)



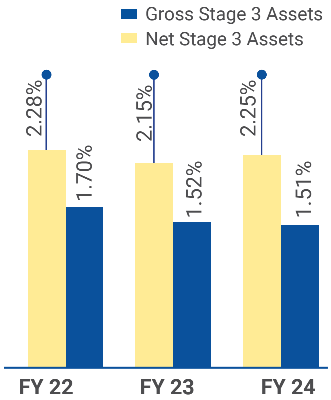
Return on Net Worth



Return on Average AUM



Gross & Net Stage 3 Assets



ESG Initiatives

ENVIRONMENTAL STEWARDSHIP

At MAS Financial Services Limited (MAS), we are deeply committed to an environmentally conscious approach across all our business and operational activities. Our management is dedicated to optimising electricity, energy, and water resources to reduce our carbon and water footprints and minimise waste at all physical locations. Additionally, we strive to adopt renewable energy sources whenever possible.

MAS endeavours to raise awareness among all stakeholders about the importance of environmental conservation and protection. We actively promote eco-friendly products across all value chains, reinforcing our commitment to sustainability.

To ensure the effective implementation and monitoring of our environmental, social, and governance (ESG) initiatives, MAS has established an ESG committee. This committee is tasked with overseeing all activities related to our ESG commitments, ensuring we uphold our values and contribute positively to the environment.

ENHANCING SOCIAL IMPACT

At MAS Financial Services Ltd, "Caring for communities is a way of life". We are deeply committed to giving back to society through our active involvement in Corporate Social Responsibility (CSR) activities. Our focus is on long-term projects in education, health, sanitation, environment, and welfare to ensure overall well-being. Our dedicated CSR committee, comprising one Executive Director and two Independent Directors, oversees these initiatives, ensuring we make a meaningful and lasting impact on the communities we serve.

Our initiatives include:

Hunger & Poverty

- Organised a food distribution drive in Gujarat, providing raw food packets with essential grocery items to villagers.

Shiksha Protsahan

- Identified and supported bright students from more than 30 schools who wish to pursue higher studies.
- Provided basic infrastructure facilities at many schools around Ahmedabad.

Honouring the Valiant Soldiers

- Donated ultrasound machines to the Indian Army - Military Hospital, Ahmedabad.
- Plans to continuously contribute towards war widows' welfare in various aspects.

Blood Donation

- Organised a blood donation camp amid the COVID-19 crisis and in July 2023, in collaboration with the local police station and the Indian Red Cross Society.

Menstrual Hygiene Programme

- Increased awareness by having a team of female staff visit villages to distribute sanitary napkins and educate women about menstrual hygiene.

Arogya Abhiyan

- Provided financial assistance for elderly care to old-age homes.


Anganwadi


Blood Donation


Welfare of War Widows

Shiksha Protsahan

HUMAN RESOURCE AND EMPLOYEE ENGAGEMENT

At MAS Financial Services Ltd., the culture is driven by the belief that "Success is a teamwork - Together, we can and we will". With a total workforce of 3,130 employees on consolidated basis as on March 31, 2024, our commitment to excellence is underpinned by a highly skilled and diverse workforce. The company prioritise providing supportive and positive work environment to employees which promotes growth, engagement, and long-term success. As a result, MAS has around 35 employees who are part of the core team and working with the company since inception and more than 450 employees working with the company for more than 5 years.

Throughout the year, the company carries out various employee engagement activities and celebrations.


Employee Recognition


Women's Day


Ganesh Chaturthi


Independence Day


Navratri


Diwali

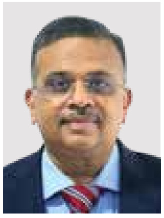

Christmas

Happy Hours 2024

STRICT GOVERNANCE COMPLIANCE

- The management of MAS Financial Services Limited adheres to the highest standards of corporate governance and proactively ensures its application across business operations.
- Strict compliance with the regulations of SEBI, RBI and other regulators.
- Rich experienced Board of the Company comprising 7 Directors including 5 Independent Directors. Board comprises two Woman Directors (one Executive and one Independent).
- Regular monitoring & continuous upgradation of internal control system and risk management process. Also, maintaining periodic dialogue with statutory and internal auditors for compliance.
- Adequate processes, operational & IT mechanism to ensure all regulatory & tax compliances and safeguarding privacy and cybersecurity.
- Board-approved policies on Corporate Governance are uploaded on the company's website.

Board of Directors



Mr. Kamlesh C. Gandhi
Founder, Chairman & Managing Director

Mr. Kamlesh C. Gandhi is a proficient and experienced industry practitioner with a brilliant track record, which includes over two decades of managing and propelling the MAS Group's growth. He manages the Company with the guidance and support of the Board and his own understanding and vision are among the key enablers for the consistent performance of the Company. He is the member of Banking and Finance Taskforce of Gujarat Chambers of Commerce and Industry, Chairman of Gujarat Finance Company Association, Co-Chairman of FIDC, an industry body of NBFCs, Co-Chairman of ASSOCHAM MSME Development Council and a member of SME Chamber of India. He is also the Managing Trustee of Smt. Urmilaben Chimanlal Gandhi Foundation. The Foundation currently contributes towards the financial needs in health care and education.

Mrs. Darshana Pandya
Director & CEO

Mrs. Darshana S. Pandya is responsible for leading the operations at MAS. She is also the driving force behind forging relationships between the Company and its partners which amount to Over 175 NBFC-MFIs and NBFCs. After completing her graduation in Commerce, she joined the Company in 1996 as a junior executive. Through her hard work and determination to excel and with support from the management, she has risen to the level of Director & CEO.

Mr. Dhvanil K. Gandhi *(since August 14, 2024)*
Additional Whole-Time Director

Mr. Dhvanil Gandhi holds the extensive experience of more than 10 years in the Company. He has been engaged in key roles alongside the core team of MAS. During his association, he has developed the SME lending vertical of the company through its branches across India and also involved in the insurance business, especially for the captive borrowers and the company has also applied for the insurance broking licence under his leadership to cater to larger spectrum of the customers thereby being catalyst in increasing the much-needed insurance penetration in the county. Mr. Dhvanil Gandhi holds a Bachelor's degree in business administration from prestigious Ahmedabad University – Ahmedabad. He has obtained postgraduate degree from a very renowned institute namely ISB (Indian School of Business – Hyderabad). During his curriculum, he has participated in programmes at Kellogg School of Management, Northwestern University – USA, and IE Business School at Madrid, Spain. He had also attended the summer training programme on Strategic Management at LSE – London School of Economics and a programme on Cross-Cultural Communication & Management at NUS – National University of Singapore.

Mr. Balabhaskaran N. Nair *(up to March 31, 2024)*
Independent Director

Mr. Balabhaskaran N. Nair is a management graduate with two decades of experience in the consultancy and financial sector. Over the years, with his rich work experience, he has gathered a number of management consultancy inputs. He has done his engineering from IIT-Madras, MBA from IIM-Bangalore and CFA from ICFAI.

Mr. Chetan R. Shah *(up to March 31, 2024)*
Independent Director

Mr. Chetan R. Shah holds a bachelor's degree in commerce and a degree in law (general) from Gujarat University. He is also a qualified Chartered Accountant registered with the Institute of Chartered Accountants of India. He has over three decades of experience in the financial services sector and has worked with the Nagpur Cooperative Bank in the capacity of Manager – Finance.

Mr. Umesh R. Shah
Independent Director

Mr. Umesh R. Shah is a qualified Chartered Accountant. He has over three decades of experience in diverse fields connected with Finance, Accounting, Auditing and Taxation. He also has 5 years of hands-on experience of working in an NBFC.

Mrs. Daksha Niranjan Shah
Independent Director

Mrs. Daksha Niranjan Shah is a business graduate from Indian Institute of Management (IIM), Ahmedabad, where she specialised in Finance and Marketing; she is also a student of Economics and Statistics. She has rich experience of more than three decades in diversified fields of Textiles, Chemicals and Financial services. She has undergone various courses such as the course in Microfinance at the Economic Institute, Boulder, Colorado, USA.

Mr. Narayanan Sadanandan
Independent Director

Mr. Narayanan Sadanandan has vast experience of 4 decades in all facets of banking, expertise in Fund Management, Investment Banking, Correspondence & International Banking, Corporate, Commercial and Retail (including MSME) banking. He was an Advisor - Equity Capital Market, SBI Capital Markets Ltd and Ex MD & CEO - SBI Pension Funds Private Ltd. Currently he is also an Independent Director in Allied Blenders and Distillers Ltd and a Senior Advisor, Modulus Alternative Investment Management Ltd.

Mr. Vishal Vasu *(since April 24, 2024)*
Independent Director

Mr. Vishal Vasu is a certified technology specialist on Microsoft platforms and carries a diploma of Management in E-Business. He is holding a rich experience and expertise in the field of IT Industry with a focus on Research & Development activities, innovative ecosystem, Information Technology function, architecture designs, software technology, and cybersecurity, fortifying project development and propelling business growth. He is having over 2 decades of expertise in systems engineering, software development, and information management. His accolades as a certified technology specialist on Microsoft platforms and a certified Cybersecurity Expert attest to his unwavering commitment to excellence. He is currently associated with Dev Information Technology Limited and MINDDEFFT Technologies Private Limited as a Director on the Board of the Companies. He is a frequent speaker, publication contributor and an avid blogger on information technology. His articles have been published in a variety of publications.

Corporate Advisory Committee

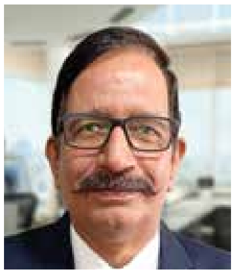
MAS Financial Services Limited has formed Corporate Advisory Committee for the year 2024–2025. The committee consist of experienced and eminent persons in their respective fields and will provide strategic inputs and counsel to the company's board of directors and to the executive leadership team on key business initiatives and growth opportunities.

Dr. Rajiv Kumar

Dr. Rajiv Kumar - Former Vice Chairman of NITI Aayog – Government of India's apex think tank, with the rank of a cabinet minister. He is the Founding Director & current Chairman of Pahle India Foundation – a public policy think tank. He also served as an independent director on the Central Boards of the Reserve Bank of India and the State Bank of India.

Mr. TT Srinivasaraghavan

Mr. TT Srinivasaraghavan - Chairman Emeritus of FIDC & Retired MD of Sundaram Finance Ltd. He has over 40 years of experience in the banking and financial services sector and has been associated with leading trade-related organisations. He has been involved with various Committees constituted by the RBI on NBFC-related matters, including the recently constituted Group of Advisors to Regulations Review Authority.



Mr. U.S. Paliwal

Mr. U.S. Paliwal – Secretary General, CCA and CEO of the Association of Small Finance Banks of India. He is Former Executive Director of Reserve Bank of India and Former Director of Bank of Mauritius. He was Nominee Director on the Boards of three PSU banks in India.

Corporate Information

CORPORATE IDENTIFICATION NO.:
L65910GJ1995PLC026064

REGISTERED OFFICE ADDRESS:
6, Ground Floor, Narayan Chambers, Behind Patang Hotel, Ashram Road, Ahmedabad – 380 009.

LISTED ON STOCK EXCHANGE:
National Stock Exchange of India Limited (NSE) & BSE Limited (Bombay Stock Exchange)

BOARD OF DIRECTORS:

Mr. Kamlesh C. Gandhi
(Chairman & Managing Director)
(DIN: 00044852)

Mrs. Darshana Pandya
(Director & Chief Executive Officer)
(DIN: 07610402)

Mr. Dhvanil K. Gandhi
(Since August 14, 2024)
(Additional Whole Time Director)
(DIN:10562922)

Mr. Balabhaskaran Narayanan Nair
(up to March 31, 2024)
(Non-Executive Independent Director)
(DIN: 00393346)

Mr. Chetan Ramniklal Shah
(up to March 31, 2024)
(Non-Executive Independent Director)
(DIN: 02213542)

Mr. Umesh Rajanikant Shah
(Non-Executive Independent Director)
(DIN: 07685672)

Mrs. Daksha Niranjan Shah
(Non-Executive Independent Director)
(DIN: 00376899)

Mr. Narayanan Sadanandan
(Non-Executive Independent Director)
(DIN: 07263104)

Mr. Vishal Vasu *(since April 24, 2024)*
(Non-Executive Independent Director)
(DIN: 02460597)

CHIEF FINANCIAL OFFICER:
Mr. Ankit Jain

COMPANY SECRETARY & CHIEF COMPLIANCE OFFICER:
Ms. Riddhi Bhaveshbhai Bhayani
(Mem. No. A41206)

STATUTORY AUDITORS:

Outgoing Auditors:
M/s. Mukesh M. Shah & Co.
Chartered Accountants
Firm's Registration No. 106625W

Incoming Auditors:
M/s. Sorab S. Engineer & Co.
Chartered Accountants
Firm's Registration No. 110417W

REGISTRAR & SHARE TRANSFER AGENT:

Link Intime India Private Limited
C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai - 400 083,
Maharashtra, India

DEBENTURE TRUSTEE:

CATALYST TRUSTEESHIP LTD.
Unit No.901, 9th Floor,
Tower-B, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel (W),
Mumbai - 400013
Contact No.: +91 22 4922 0555
Email ID: ComplianceCTL-Mumbai@ctltrustee.com

AUDIT COMMITTEE MEMBERS:

As on March 31, 2024
Mr. Chetan Ramniklal Shah *(Chairman)*
Mrs. Darshana Pandya *(Member)*
Mr. Balabhaskaran Narayanan Nair *(Member)*
Mr. Umesh Rajanikant Shah *(Member)*

Effective from April 01, 2024
Mr. Umesh Rajanikant Shah *(Chairman)*
Mrs. Darshana Pandya *(Member)*
Mrs. Daksha Shah *(Member)*
Mr. Narayanan Sadanandan *(Member)*

STAKEHOLDERS RELATIONSHIP COMMITTEE MEMBERS:

As on March 31, 2024
Mr. Chetan Ramniklal Shah *(Chairman)*
Mrs. Darshana Pandya *(Member)*
Mr. Balabhaskaran Narayanan Nair *(Member)*

Effective from April 01, 2024
Mr. Narayanan Sadanandan *(Chairman)*
Mrs. Darshana Pandya *(Member)*
Mr. Umesh Rajanikant Shah *(Member)*

NOMINATION & REMUNERATION COMMITTEE MEMBERS:

As on March 31, 2024
Mr. Umesh Rajanikant Shah *(Chairman)*
Mr. Chetan Ramniklal Shah *(Member)*
Mr. Balabhaskaran Narayanan Nair *(Member)*

Effective from April 01, 2024
Mrs. Daksha Shah *(Chairman)*
Mr. Umesh Shah *(Member)*
Mr. Narayanan Sadanandan *(Member)*

CSR COMMITTEE MEMBERS:

As on March 31, 2024
Mr. Umesh Rajanikant Shah *(Chairman)*
Mrs. Darshana Pandya *(Member)*
Mr. Balabhaskaran Narayanan Nair *(Member)*

Effective from April 01, 2024
Mrs. Daksha Shah *(Chairman)*
Mrs. Darshana Pandya *(Member)*
Mr. Umesh Shah *(Member)*

RISK MANAGEMENT COMMITTEE MEMBERS:

As on March 31, 2024
Mr. Chetan Ramniklal Shah *(Chairman)*
Mrs. Darshana Pandya *(Member)*
Mr. Umesh Rajanikant Shah *(Member)*

Effective from April 01, 2024
Mrs. Daksha Shah *(Chairman)*
Mrs. Darshana Pandya *(Member)*
Mr. Umesh Shah *(Member)*

LIST OF BANKING RELATIONSHIPS & SUBSCRIBERS TO DEBT ISSUES:

Aditya Birla Finance Ltd.
Axis Bank Ltd.
Bajaj Finance Ltd.
Bandhan Bank Ltd.
Bank of Baroda
Bank of India
Bank of Maharashtra
Baroda Gujarat Gramin Bank
Canara Bank
Capital Small Finance Bank
City Union Bank
CSB Bank
DBS Bank
Dhanlaxmi Bank
HDFC Bank Ltd.
Hero Fincorp Ltd.
ICICI Bank
IDBI Bank Ltd.
IDFC First Bank Ltd.
Indian Bank
Indian Overseas Bank
IndusInd Bank Ltd.
Jana Small Finance Bank
Karnataka Bank Ltd.
Kotak Mahindra Bank Ltd.
Mudra Ltd.
Nabkisan Finance Ltd.
Nabsamruddhi Finance Ltd.
NABARD
Poonawala Fincorp Ltd.
Punjab National Bank
SBM Bank (India) Ltd.
Shinhan Bank
Small Industries Development Bank of India
South Indian Bank
Standard Chartered
State Bank of India
Sundaram Finance Limited
Tamilnad Mercantile Bank
The Federal Bank Ltd.
The Karur Vysya Bank Ltd.
UCO Bank
Union Bank of India
Utkarsh Small Finance Bank

Notice

NOTICE is hereby given that the Twenty Nine (29th) Annual General Meeting (AGM) of the Members of MAS Financial Services Limited will be held at 11:30 A.M. on Wednesday, September 11, 2024 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following:

ORDINARY BUSINESS:

1. To receive, consider and adopt audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2024 and the Reports of the Board of Directors and the Auditors thereon.

2. To declare Final Dividend of ₹ 0.51/- per Equity Share of ₹ 10/- each for the financial year ended on March 31, 2024.

3. To appoint a Director in place of Mrs. Darshana Pandya (DIN: 07610402), liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.

4. To appoint Auditor and fix remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and the rules made there under and pursuant to recommendation received from the Audit Committee and Board of Directors of the Company, M/s. Sorab S. Engineer & Co., Chartered Accountants (Firm's Registration No: 110417W) be and are hereby appointed as the Statutory Auditors of the Company by the Board of Directors in their meeting held on July 24, 2024 with effect from the conclusion of the board meeting wherein the results / limited review report for the quarter ended June 30, 2024 are approved / adopted, for a period of 3 consecutive years in compliance with RBI circular no. RBI/2021-22/25 Ref. No. DoS. CO. ARG / SEC.01 / 08.91.001 / 2021-22 dated April 27, 2021 who shall hold office from the conclusion of the 29th Annual General Meeting of the Company to be held for the financial year 2023-24 till the conclusion of the 32nd Annual General Meeting to be held for the financial year 2026-27 and the Board of Directors of the Company be and is hereby authorised to fix their remuneration for the said period."

SPECIAL BUSINESS:

5. To regularize the appointment of Mr. Dhvanil Gandhi (DIN: 10562922) as the Director of the Company:

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:

   "RESOLVED THAT pursuant to the provisions of Section 152, 160, 161(1) and all other applicable provisions of the Companies Act, 2013 ("Act") read with rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) along with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in pursuance to recommendation of Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company and prior approval of the RBI received vide letter dated July 17, 2024, subject to completion of all the statutory compliances and requirements, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Dhvanil Gandhi (DIN: 10562922), who has signified his consent in Form DIR-2, as Director of the Company with effect from August 14, 2024 and whose office is liable to retire by rotation.

   RESOLVED FURTHER THAT any one of the Directors of the Company or the Company Secretary of the Company be and are hereby individually authorized to do all such acts, deeds, matters, steps and things as it may deem necessary to give effect to the above-mentioned resolution."

6. To appoint Mr. Dhvanil Gandhi (DIN: 10562922) as the Whole-Time Director of the Company.

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) in context of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), and the Articles of Association of the Company, and in pursuance to recommendation of Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company and prior approval of the

RBI received vide letter dated July 17, 2024, subject to completion of all the statutory compliances and requirements, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Dhvanil Gandhi (DIN: 10562922), who has signified his consent in Form DIR-2, as the Whole-time Director of the Company for a period of 5 years with effect from August 14, 2024 and whose office is liable to retire by rotation.

RESOLVED FURTHER THAT the aggregate amounts of Managerial Remuneration to be paid to Mr. Dhvanil Gandhi (DIN: 10562922) individually which shall be within the overall ceiling limit as laid down in Section 197 and other applicable provisions of the Companies Act, 2013 and any amendment thereof and in compliance with Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

RESOLVED FURTHER THAT approval of members of the Company be and is hereby given to the Board of Directors of the Company (including Committee thereof) to make any further revision in the remuneration payable to Mr. Dhvanil Gandhi during the tenure of his appointment which shall be within the overall ceiling limits as laid down in Section 197 and other applicable provisions of the Companies Act, 2013 and any amendments thereof.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company be and are hereby individually authorized to file necessary forms with the office of Registrar of Companies and to do all such acts, deeds and things as may be required in order to give effect to the above resolution. "

Regd. Office:
6, Ground Floor, Narayan Chambers,
Behind Patang Hotel, Ashram Road,
Ahmedabad – 380 009.

By order of the Board

Riddhi Bhayani
Company Secretary &
Chief Compliance Officer
(Mem. No. A41206)

Place : Ahmedabad
Date : August 14, 2024

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") read together with the rules made thereunder and other applicable provisions, if any, in respect of the business under Item No. 4, 5, 6 & 7 of the Notice is annexed hereto and forms part of this Notice.

2. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, General Circular No.2/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 ("MCA Circulars") and other applicable circulars issued by the Securities and Exchange Board of India (SEBI) including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, has permitted the Companies to conduct the Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till September 30, 2024. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 (the 'Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), the 29th AGM of the Company shall be conducted through VC/OAVM (hereinafter called 'AGM'). Central Depository Services (India) Limited ("CDSL") will provide facility for voting through remote e-voting, participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note below and is also available on the website of the Company at www.mas.co.in.

3. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars dated September 25, 2023 and SEBI Circular dated October 7, 2023, Notice of 29th AGM along with the Annual Report for F.Y. 2023-2024 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ depositories. Members may note that the Notice of the 29th AGM and Annual Report for F.Y. 2023-2024 will also be available on the Company's website at www.mas.co.in, website of the stock exchanges i.e., BSE Ltd. ('BSE') at www.bseindia.com and National Stock Exchange of India Ltd. ('NSE') at www.nseindia.com and on the website of CDSL at https://www.evotingindia.com/. In this notice, the term member(s) or shareholder(s) are used interchangeably.

4. The deemed venue for 29th AGM shall be the Registered Office of the Company at 6, Ground Floor, Narayan Chambers, Behind Patang Hotel, Ashram Road, Ahmedabad – 380 009.

5. In terms of Section 152 of the Companies Act, 2013, Mrs. Darshana Pandya, (DIN: 07610402), Director and Chief Executive Officer of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment/appointment at this AGM is annexed.

6. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 05, 2024 to Wednesday, September 11, 2024 (both days inclusive).

7. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

8. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders with effect from April 01, 2020. Accordingly, the Company is required to deduct tax at source from dividend subject to the approval of payment of dividend to shareholders. For the prescribed rates for various categories, shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

9. In terms of section 124(5) of the Act, dividend amount for FY 2017-18 remaining unclaimed for a period of 7 years shall become due for transfer in November 2024 to the Investor Education and Protection Fund ('IEPF') established by the Central Government. Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a consecutive period of 7 years, the corresponding shares shall also be transferred to the IEPF's demat account. Members who have not claimed dividends from FY 2017-18 onwards are requested to approach the Company/Link Intime India Private Limited (RTA) of the Company for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF's demat account.

10. To support the 'Green Initiative', the Company requests those Members who have not yet registered their e-mail address, to register the same directly with their DP, in case shares are held in electronic form and to the Company, in case shares are held in physical form. Further, members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their Depository Participants (DP).

11. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to ravi@ravics.com with a copy marked to riddhi_bhayani@mas.co.in

12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and pursuant to above mentioned MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

13. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

14. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

15. Pursuant to MCA General Circular No. 09/2023 dated September 25, 2023, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives

of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

16. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 02, 2024 (upto 05:00 P.M.) through email on riddhi_bhayani@mas.co.in. The same will be replied by the Company suitably.

17. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

(i) The voting period begins on Saturday, September 07, 2024 at 09:00 a.m. and ends on Tuesday, September 10, 2024 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, September 04, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and May 13, 2022, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider

Type of Shareholders	Login Method
	for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.

	For Shareholders holding shares in Demat Form other than individual and Physical Form
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

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

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

(ix) Click on the EVSN: 240812025 for the MAS Financial Services Limited on which you choose to vote.

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

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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

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

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at his e-mail address ravi@ravics.com and to the Company at the email address viz; riddhi_bhayani@mas.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at riddhi_bhayani@mas.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at riddhi_bhayani@mas.co.in. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDER'S WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to riddhi_bhayani@mas.co.in.

2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting as well as e-voting during the AGM and make, not later than two working days from conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.mas.co.in and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts.

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4, 5 & 6 of the Notice.

Item No. 4 – Appointment of M/s. Sorab S. Engineer & Co., Chartered Accountants as Statutory Auditors:

M/s. Mukesh M. Shah & Co. were appointed as the Statutory Auditors of the Company at the 26th AGM of the Company held on August 25, 2021 and their tenure of three consecutive years will expire upon the conclusion of the ensuing Annual General Meeting of the Company scheduled on September 11, 2024. Pursuant to the RBI circular dated 27 April, 2021 on Guidelines for appointment of statutory auditors of banks and NBFCs, M/s. Mukesh M. Shah & Co. will be ineligible to continue as the Statutory Auditors due to completion of 3 years tenure in the Company. In view of the same, the Board recommends the appointment of M/s. Sorab S. Engineer & Co., Chartered Accountants as the statutory auditors of the Company with effect from the board meeting wherein the results / limited review for the quarter ended June 30, 2024 are approved / adopted, subject to the approval of the shareholders.

DISCLOSURE UNDER REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Proposed statutory audit fee payable to auditors	Up to ₹ 46.75 Lakh (Excluding Taxes) with respect to statutory audit and limited review fees during the Financial Year 2024-25. In aggregate as may be decided by the Board of Directors including any committee thereof. This remuneration excludes the fees payable for other certificates to be obtained from the Statutory Auditors.
Terms of appointment	M/s. Sorab S. Engineer & Co., Chartered Accountants are recommended for appointment for a term of three years from the conclusion of the 29th Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company.
Material change in fee payable	No material change in fee for the proposed auditors. Outgoing auditors were paid ₹ 58 Lakh with respect to statutory audit and limited review fees during the Financial Year 2023-24.
Basis of recommendation and auditor credentials	The recommendations are based on the fulfilment of the eligibility criteria prescribed by RBI guidelines and the Companies Act, 2013 with respect to the full time partners, statutory audit experience of the firms, capability, independence assessment, audit experience of banks and NBFCs. M/s. Sorab S. Engineer & Co. (SSE) established in 1914, having its Head office at Mumbai, including branch offices at Ahmedabad, Bengaluru, Kanpur, Savarkundla and local offices at Anand and Vadodara. The firm has significant experience of providing range of services such as Assurance, Direct/Indirect taxation, Management Consultancy and financial/corporate advisory to the various clients in various industries including Bank & NBFCs. Also, the team consists of Senior chartered accountants (including partners), audit executives and interns, qualified and trained to deliver desired results with relevant skillset and expertise.

Item No.: 5 and 6. To appoint Mr. Dhvanil Gandhi (DIN: 10562922) as the Whole-Time Director of the Company:

Pursuant to the prior approval received from the RBI vide letter dated July 17, 2024 and on the recommendation of Nomination and Remuneration Committee of the Company, the Board of Directors of the Company in their meeting held on August 14, 2024 has appointed Mr. Dhvanil Gandhi (DIN: 10562922) as the Additional Director of the Company, subject to the approval of the members in this Annual General Meeting with effect from August 14, 2024, whose office is liable to retire by rotation.

As per Section 161 of the Companies Act, 2013, an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further, your Company is 29 years old NBFC with an immaculate track record. As it ushers in to the next phase of growth, strengthening the Board and Management team assumes paramount importance. In consideration of the same, the Nomination and Remuneration Committee in its meeting held on March 27, 2024 has conducted a thorough evaluation and assessment of Mr. Dhvanil Gandhi and concluded that he has demonstrated exceptional skills and commitment which is suitable for the position of Whole Time Director in the Company. Mr. Dhvanil Gandhi is associated with Company since April, 2014 and currently designated as Executive Vice President of the Company.

Mr. Dhvanil Gandhi holds a Bachelor's degree in business administration from prestigious Ahmedabad University - Ahmedabad. He has obtained postgraduate degree from a very renowned institute namely ISB (Indian School of Business - Hyderabad) during which he had an opportunity to participate in programs at Kellogg School of Management, Northwestern University - USA, and IE Business School at Madrid, Spain. He had also attended the summer training programme on Strategic Management at LSE -London School of Economics and a program on Cross-Cultural Communication & Management at NUS - National University of Singapore. Over the last decade, he has been engaged in key roles alongside the core team of the Company and has gained hands-on experience in various aspects of the business and besides demonstrating a strong succession plan for the Company; his induction will further strengthen the Board of the Company.

As per the recommendation of the Nomination and Remuneration Committee and pursuant to the prior approval received from the RBI vide letter dated July 17, 2024, the Board of Directors in their meeting held on August 14, 2024 has appointed Mr. Dhvanil Gandhi (DIN: 10562922) as the Whole Time Director of the Company for a period of 5 years with effect from August 14, 2024, subject to approval of Members at the this Annual General Meeting of the Company, on such terms and conditions as set out in this item of the Notice and as per agreement executed between Mr. Dhvanil Gandhi and the Company and whose office shall be liable to retire by rotation.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Mr. Dhvanil Gandhi and Mr. Kamlesh Gandhi are deemed to be interested in the resolution. None of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution.

The Board recommends the ordinary resolutions set out at Item No. 5 and Item No. 6 of the Notice for approval by members.

Regd. Office:
6, Ground Floor, Narayan Chambers,
Behind Patang Hotel, Ashram Road,
Ahmedabad – 380 009.

By order of the Board

Riddhi Bhayani
Company Secretary &
Chief Compliance Officer
(Mem. No. A41206)

Place : Ahmedabad
Date : August 14, 2024

ANNEXURE TO THE EXPLANATORY STATEMENT

INFORMATION AS REQUIRED UNDER REGULATION 36(3) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND IN TERMS OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA CERTAIN ADDITIONAL DISCLOSURES IN RESPECT OF DIRECTORS BEING REAPPOINTED / APPOINTED:

Particulars	Retire by Rotation (Re-appointment as the Director)
Name of the Director	Mrs. Darshana Saumil Pandya
DIN	07610402
Date of birth	November 17, 1972
Age	51 Years
Qualification	She holds Bachelor's degrees in Commerce from Gujarat University.
Experience (including expertise in specific functional area) / Brief Resume	She has over 26 years of experience in the financial service sector. She is responsible for leading the operations at MAS and also the relationship of the company with its more than 175 NBFC-MFI & NBFC Partners. She is a commerce graduate who joined the company in 1996 as a junior executive and through her hard work, immaculate working and determination to excel, accompanied by enabling support from the management; rose to the level of Director of the Company in 2016.
Nature of his expertise in specific functional areas	Finance & Management – Operations
Terms and Conditions of Re-appointment	N.A.
Remuneration last drawn	₹ 1.08 Crore P.A.
Designation	Whole-time Director and CEO
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on the Board	September 23, 2016
Shareholding in the company	58,338 (0.036%) Equity Shares as on March 31, 2024
Relationship with other Directors/Manager and other Key Managerial Personnel of the Company	Not applicable
Number of Meetings of the Board attended during the year 2023-24	8 (Eight)
Names of listed entities in which the person also holds the Directorships	1 (i.e. MAS Financial Services Limited)
Names of listed entities in which the person also holds Membership of Committees of Board.*	Member in Audit Committee and Stakeholders Relationship Committee in MAS Financial Services Limited
Chairman / Directorship of other companies	1. MAS Rural Housing & Mortgage Finance Limited 2. MASfin Insurance Broking Private Limited 3. Prarthna Marketing Private Limited 4. Swalamb Mass Financial Services Ltd.
Names of companies along with listed entities in which person has resigned in the past three years.	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	She has experience in Financial Service sector, leadership capabilities, expertise in Risk Management and capabilities required for the role.
Justification for choosing the appointee for appointment as Director	Not applicable

*Committee includes Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee across all Listed Companies including this company.

Particulars	Appointment
Name of the Director	Mr. Dhvanil K. Gandhi
DIN	10562922
Date of birth	July 03, 1993
Age	31 years
Qualification	He holds Bachelor's degrees in Business Administration from Ahmedabad University and a Postgraduate from ISB (Indian School of Business) – Hyderabad. He has attended programs at Kellogg School of Management, Northwestern University- USA and IE Business School at Madrid, Spain. He also attended the summer training programme on Strategic Management at LSE-London School of Economics and a program on Cross-Cultural Communication & Management at NUS -National University of Singapore.
Experience (including expertise in specific functional area) / Brief Resume	Mr. Dhvanil Gandhi is associated with the Company since April 2014 and over the last 10 years he has gained deep insights and hands-on expertise in all the departments and various aspects of the business of the Company. Over the last decade, he has been engaged in key roles alongside the core team of the company and has gained hands-on experience in various aspects of the business. He has to his credit having developed the SME lending vertical of the company through its branches across India. He is also actively involved in the insurance business of the company especially for the captive borrowers and the company has also applied for the insurance broking license under his leadership to cater to larger spectrum of the customers thereby being catalyst in increasing the much needed insurance penetration in the county. He is enthusiastic about staying informed and up to date on various technological innovations in the industry, actively engaging with the team to introduce them to the company. He regularly engages with domestic and international investors and appraises them on the various developments and future growth prospects of the company.
Nature of his expertise in specific functional areas	Finance & Management
Terms and Conditions of Re-appointment	Mr. Dhvanil Gandhi is appointed as the Whole Time Director in the meeting of the Board of Directors held on August 14, 2024 for a period of 5 years subject to approval of the members of the Company in the ensuing Annual General Meeting of the Company.
Remuneration last drawn	₹ 38,41,468 p.a.
Designation	Whole-time Director
Remuneration proposed to be paid	As per the resolution passed by the Board of Directors at their Meeting held on August 14, 2024 subject to approval of shareholders.
Date of first appointment on the Board	August 14, 2024
Shareholding in the company	1,05,831 (0.065%) Equity Shares as on March 31, 2024
Relationship with other Directors/Manager and other Key Managerial Personnel of the Company	He belongs to the promoter group and is Son of Mr. Kamlesh Gandhi – Promoter, Chairman & Managing Director of the Company.
Number of Meetings of the Board attended during the year 2023-24	Not applicable
Names of listed entities in which the person also holds the Directorships (excluding this Company)	Nil
Names of listed entities in which the person also holds Membership of Committees of Board.* (excluding this company)	Nil

Particulars	Appointment
Chairman / Directorship of other companies	Nil
Names of companies along with listed entities in which person has resigned in the past three years.	Not Applicable
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Besides demonstrating a strong succession plan for the Company, the induction of Mr. Dhvanil Gandhi will further strengthen the board. With already a decade of experience on his side along with the confidence and passion to take the company to the next level of growth in consistence to its philosophy of "Excellence through Endeavours" his induction will be a strong enabler for adding value to all its stake holders on a very large scale.
Justification for choosing the appointee for appointment as Whole-Time Director	As mentioned in the explanatory statement.

*Committee includes Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee across all Listed Companies including this company.

Regd. Office:
6, Ground Floor, Narayan Chambers,
Behind Patang Hotel, Ashram Road,
Ahmedabad – 380 009.

By order of the Board

Riddhi Bhayani
Company Secretary &
Chief Compliance Officer
(Mem. No. A41206)

Place : Ahmedabad
Date : August 14, 2024

Contact Details:	
Company	MAS Financial Services Limited 6, Narayan Chambers, Behind Patang Hotel, Ashram Road, Ahmedabad – 380 009. CIN: L65910GJ1995PLC026064
Company Secretary & Chief Compliance Officer	Ms. Riddhi Bhaveshbhai Bhayani Email Id: riddhi_bhayani@mas.co.in
Registrar and Transfer	Link Intime India Private Limited C-101, 1st Floor, 247 Park Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083
e-Voting Agency	Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com Phone : 022- 22723333 / 8588
Scrutinizer	Mr. Ravi Kapoor, Proprietor of Ravi Kapoor & Associates Practicing Company Secretaries E-Mail id: ravi@ravics.com

Directors' Report

To,
The Members,
MAS FINANCIAL SERVICES LIMITED
Ahmedabad

Your Directors are pleased to present the **Twenty Ninth (29th)** Annual Report of your Company along with the Audited Standalone and Consolidated Accounts drawn for the financial year ended on March 31, 2024.

The Company's financial performance for the year under review along with previous year's figures is given hereunder:

FINANCIAL RESULTS:

(Amount in ₹ Crore)

Particulars	Standalone		Consolidated	
	Year Ended on March 31, 2024	Year Ended on March 31, 2023	Year Ended on March 31, 2024	Year Ended on March 31, 2023
Revenue from Operations	1217.15	936.85	1279.16	978.60
Other Income	7.42	3.00	6.52	2.43
Total Income	**1224.57**	**939.85**	**1285.68**	**981.03**
Total Expenditure	**893.15**	**675.15**	**946.01**	**709.38**
Profit Before Tax	331.42	264.70	339.67	271.65
Provision for Taxation (Including Current tax, Deferred Tax & Income Tax of earlier Years)	83.67	63.74	85.66	65.83
Net Profit	**247.75**	**200.96**	**254.01**	**205.82**
Profit Brought Forward	674.61	533.21	679.63	537.08
Net Profit after profit attributable to minority shareholders	0	0	(2.96)	(2.56)
Item of other comprehensive income recognised directly in retained earnings - on defined benefit plan	(0.39)	0.04	(0.38)	0.05
Effect of changes in the Group's interest	0	0	(2.28)	0
Profit Available for Appropriation	**921.97**	**734.21**	**928.02**	**740.39**
APPROPRIATIONS:				
Transfer to reserve u/s 45-IC of RBI Act, 1934	(49.55)	(40.19)	(49.55)	(40.19)
Transfer to reserve u/s 29-C of NHB Act, 1987	0	0	(1.21)	(1.16)
Final Dividend on equity shares	(10.11)	(9.57)	(10.11)	(9.57)
Interim Dividend on Equity Shares	(16.40)	(9.84)	(16.40)	(9.84)
Dividend distribution tax on Equity Shares	0	0	0	0
Surplus Balance carried to Balance Sheet	**845.91**	**674.61**	**850.75**	**679.63**

BUSINESS PERFORMANCE:

In terms of consolidated basis:

The Group's revenue from operations for the financial year was ₹ 1279.16 Crores, higher by 30.71% over the previous year's revenue from operations of ₹ 978.60 Crores. Net Profit (PAT) is ₹ 254.01 Crores which is higher by 23.41% over the previous year's PAT of ₹ 205.82 Crore. The Earnings per share is ₹ 15.31 (Previous years ₹ 12.39).

In terms of Standalone basis:

The Company's revenue from operations for the financial year was ₹ 1217.15 Crores, higher by 29.92% over the previous year's revenue from operations of ₹ 936.85 Crores. Net Profit (PAT) is ₹ 247.75 Crores which is higher by 23.28% over the previous year's PAT of ₹ 200.96 Crore. The Earnings per share is ₹ 15.11 (Previous years ₹ 12.25).

PROSPECTS AND DEVELOPMENTS:

India has emerged as one of the fastest growing economy in the world and it needs to continue this momentum and even accelerate further to reach a minimum threshold in terms of per capita income accompanied by large scale financial inclusion for a just and an equitable growth which is the development of the economy in its true sense.

The Company continues to recognize a vast market opportunity across all its product lines for efficient last mile credit delivery, particularly for NBFCs and other financial institutions seeking significant growth prospects. Our strategic approach involves a multi-product and multi-locational strategy, providing a distinct advantage in risk management and scalability. This allows us to cater effectively to a diverse customer base while minimizing risks and maximizing operational efficiency. The advent of digitization and the company's focus on the same will be a strong catalyst for not only better operational efficiencies but also high quality customer services.

Our primary focus centers on serving the lower and middle-income segments, which are key drivers of the economy. By tailoring our products and services to meet their unique needs, we contribute to their financial well-being and empower them to achieve their goals. This customer-centric focus not only supports individual growth but also strengthens the overall economic landscape.

With our deep understanding of market dynamics, commitment to innovation, focus on the quality of the assets and customer-centricity, we are well-positioned within the industry. Our dedicated team of professionals continually delivers exceptional value and fosters long-term relationships with our clients.

Considering the immense market potential and our strategic pursuits, we are confident about the future prospects of the Company. We actively explore new opportunities, forge strategic alliances, and adapt to evolving market conditions to ensure sustainable growth and profitability.

In conclusion, the Company is poised to leverage the significant market demand for efficient last mile credit delivery. Our multi-product and multi-locational approach, coupled with our unwavering focus on the lower and middle-income segments, strengthens our position within the industry. By capitalizing on these opportunities, we aim to drive growth, maximize value for stakeholders, and make a significant contribution to the broader economy.

SMALL AND MEDIUM ENTERPRISE LOAN:

They are very rightly reckoned as the key drivers of the economy given their substantial contribution in terms of employment generation, exports and the overall contribution to the GDP. The small and medium enterprises are in continuous need of funds to propel their growth. Currently there exists a huge credit gap creating opportunities on large scale to extend various types of financial facilities to the sector.

As expected working capital loans to the SME continue to show lot of promise. We are in the continuous process of understanding the segment and are keen to add value to all such small and medium enterprises by extending the most efficient financial services. The increase in the digital foot prints of such enterprises facilitates objective assessment of their working capital needs thereby increasing the possibilities of more credit flow to the sector. In consonance to our policy of building up quality assets, we are confident of creating quality assets in this segment too. The focus remains on states of operation namely Gujarat, Rajasthan, Madhya Pradesh, Maharashtra, Tamil Nadu, Karnataka, Telangana, Chhattisgarh, Punjab, Haryana, Delhi and Uttarakhand.

TWO WHEELER AND COMMERCIAL VEHICLE FINANCING:

According to a CRISIL report the outstanding credit in the overall vehicle financing segment is expected to grow at very healthy CAGR of 16% - 18% from fiscal 23-27 reaching the size of 21 Lakh crores and more.

We continue also to focus on Two-Wheeler and Commercial Vehicle financing and we'll be shortly introducing used car financing too. We'll pursue business models which generate required return on assets while maintaining the quality of portfolio. We are confident that as we spread to newer geographies within our distribution network, we will be achieving the desired objectives. With the expected growth of the economy we anticipate the vehicle financing segment to contribute increasingly in the overall AUM mix.

HOUSING FINANCE:

India's housing finance market is a flourishing sector brimming with potential for both lenders and borrowers. Valued at a staggering ₹ 30 trillion, the market is expected to surge at a robust 13% CAGR (FY23-26), fueled by rising incomes, improved affordability, and supportive government policies. Housing finance already reigns supreme within India's secured loan portfolio.

MAS Rural Housing & Mortgage Finance Limited ("MRHMFL" or "the Subsidiary") continues to serve the middle income and the lower income sector of the economy, especially in the semi urban and rural areas, which are reckoned to be the key drivers of the sector in the coming decades. Full-fledged efforts are on to execute efficiently, as per the detail planning. Being aware of the challenges involved in serving this class of the society, a very cautious approach is adopted in building up volumes. Nevertheless, Company is quite confident of building substantial volumes in the near future. The Company's rural initiative will also start yielding results shortly.

The Company has 85 branches Pan India as on March 31, 2024. It is worth mentioning that despite of credit worthy customer class, ascertaining the title of the property remains a challenging job. The Company is actively involved with all the stakeholders to smoothen the process and is assertive in getting the right set of documents.

We persistently strive forward, driven by our unwavering commitment to creating a high-quality portfolio and adding substantial value to the ecosystem in which we operate. With confidence, we are dedicated to achieving these goals.

DISTRIBUTION NETWORK:

The Company has a strong retail presence & distribution network pan India. As on March 31, 2024 the Company had 189 branches in territories Gujarat, Maharashtra, Rajasthan, Madhya Pradesh, Tamil Nadu, Karnataka, Punjab, Haryana, Uttarakhand, Chhattisgarh, Telangana and Delhi NCR. During the year and pursuant to the expansion plans of the Company, the Company opened 2 branches in Gujarat, 1 branches in Maharashtra, 18 branches in Rajasthan, 9 branches in Madhya Pradesh, 3 branches in Karnataka, 3 in Tamil Nadu, 1 in Uttrakhand, 1 in Punjab, 1 in Haryana and 1 in Telangana. At the end of the year, the total branches were 189 and the Company served 12000+ Customer locations.

The Company will thrive to distribute all its financial products efficiently across its potential 12000+ customer locations, which provides huge opportunity of growth and serving the unserved. This vast penetration along with the dictum of “Extending credit where it is due” will create a sustainable, scalable and profitable business for the company in the near future.

PARTNERING WITH REGIONAL NBFCS AND NBFC-MFIS:

Over a decade of our working with this sector, our belief is further strengthened, that financial inclusion in a country like India is a function of efficient last mile delivery of credit, for which a very robust value chain has to be nurtured and developed. NBFCs in special play a pivotal role in this value chain. This business model withstood its credibility and our expectations even during the most trying period during the last year.

Partnering with regional NBFCs and NBFC-MFIs for distribution of various products and providing them the line of credit also remains one of the major business plans. We firmly believe that the players having proximity to the region are the most potential organization in the last mile delivery of credit. We not only fund them but also share with them the domain expertise, which the company possesses through its vintage of more than two decades. We continue to get encouraging response from our entire partner NBFCs and are keen to leverage the relationships for mutual benefits. Currently we have very strong relationships with more than 175 such organizations.

RESOURCES:

HUMAN RESOURCE MANAGEMENT AT MAS:

Human Resource Management plays a pivotal role in realizing the Company’s objective. Company believes that employees are the driving force for business growth, branding, and customer satisfaction. The Company has established a robust Human Resources (‘HR’) system that nurtures a high performing, conducive and inclusive work culture. It is managed by the active involvement of the promoters along with strategic inputs from a well-diversified and competent board. It emphasizes on the freedom to express views, competitive pay structure, performance-based reward system and growth opportunities and internal job opportunities, critical assignments within the organisation for career options for the employees. Our Human Resource (HR) approach is central to our commitment to fostering a supportive, inclusive, and high-performance workplace. In alignment with our goals, our HR strategies are designed to attract, develop, and retain top talent, while ensuring compliance, enhancing employee engagement, and supporting our Company’s growth.

In an ever-evolving landscape driven by technology and digital advancements, your Company remains steadfast in its commitment to long-term personnel development, aiming for organizational excellence. The Company consistently strives to provide avenues for professional growth and recognition, while also prioritizing employee training. The training programs are an essential component of the Company’s comprehensive skill development initiatives tailored for its workforce. During the year, several initiatives, such as performance management systems, Learning & Development system and Talent Management system were put in place for efficient and effective organization.

The articulation and implementation of the strategies is carried on by the core team along with Team MAS. Core team at MAS is a group of dedicated and competent team of personnel, associated with the company almost since its inception and have always extended unstinting support besides, having identified and aligned their career objective with the company.

The Company has a diverse workforce of 3,130 employees as on March 31, 2024. Moving forward, the Company remains steadfast in its commitment to fostering and developing the most suitable talent in order to effectively accomplish its business objectives. It is worthy to note that out of the total workforce of MAS group 492 employees are with the organization for more than five years.

Attracting, enabling, promoting and retaining talent have been the keystone of Human Resource functions at MAS. We trust with all the above qualities accompanied by the determination to excel, this team forms a formidable second line of management at MAS.

In our relentless pursuit of nurturing an enabling human capital, your Company will continue to make concerted efforts to reinforce and fortify this invaluable resource.

The Company is certified as “Great place to Work” January, 2024 – January, 2025 by Great Place to Work - Global Authority on Workplace Culture.

CAPITAL AND LIABILITY MANAGEMENT:

We cannot help but acknowledge the humbling experience it has been. Throughout this period, we have received tremendous respect from investors and lenders across all categories, underscoring the trust they place in our Company. Guided by our steadfast philosophy of "Excellence through Endeavours" we remain resolute in our commitment to maximizing shareholders' value. This unwavering dedication will continue to propel us forward as we embark on new endeavours.

We are delighted to share that the Company could successfully raise the capital of ₹ 500 crores through QIP in June-24 from very marquee and diversed set of investors. The overwhelming response to the QIP is a testimony to the fact that the company's business model and performance is immensely respected. This capital raise alongwith the expected strong internal accruals will strengthen the capital base of the company for its future growth.

The Company continues to pursue an efficient capital management policy, which aims at maximizing the return on capital employed and at the same time adhering to the prudential guidelines laid down by RBI from time to time.

The Company by virtue of its performance over the years enjoys very good relationships with many leading banks and financial institutions. The Company could raise the required resources from various banks and financial institutions comfortably. We anticipate the same response from all our lending partners for the coming years too. The Company anticipates credit lines from few more banks and financial institutions besides the existing ones.

The confidence and respect of bankers towards your Company persist as we serve as their trusted partner in efficiently delivering credit solutions. We deeply appreciate the invaluable support and cooperation extended by investors and consortium member banks, which have played a constructive role in our operations.

CAPITAL ADEQUACY RATIO

As on March 31, 2024, the Company's Capital Adequacy Ratio (CAR), stood at 24.05% of the aggregate risk weighted assets on balance sheet and risk adjusted value of the off balance sheet items, which is well above the regulatory minimum of 15%, providing much needed headroom for fund raising for business operations of the Company.

ANNUAL RETURN AS PER SECTION 92 (3) OF COMPANIES ACT 2013

In pursuance to the provisions of Section 92(3) of the Companies Act, 2013 read with Rules made thereunder and amended time to time, the Annual Return of the Company for the Financial Year ended on March 31, 2024 is available on the website of the company i.e. www.mas.co.in and the web link of the same is https://mas.co.in/annual-return.aspx.

BOARD MEETINGS HELD DURING THE YEAR:

The Company held Eight Board Meetings during the financial year under review.

Sr. No.	Date on which Board Meetings were held	Total Strength of the Board	No. of Directors Present
1	April 19, 2023	6	6
2	May 10, 2023	6	6
3	June 21, 2023	6	6
4	August 2, 2023	7	7
5	November 1, 2023	7	7
6	January 10, 2024	7	7
7	January 17, 2024	7	7
8	January 24, 2024	7	7

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of its knowledge and ability would like to state that:

a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanations relating to material departures;

b) they had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review;

c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) they had prepared annual accounts on a going concern basis;

e) they had laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively;

f) They had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were in place were adequate and operating effectively.

COMPANY'S POLICY RELATING TO DIRECTOR'S APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES:

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished as attached to this report. **"Annexure – A"**. The weblink for the same is https://mas.co.in/policy.aspx.

AUDITORS:

Statutory Auditors:

At the 26th Annual General Meeting of the Company held on August 25, 2021, the members had appointed M/s. Mukesh M. Shah & Co., Chartered Accountants (Firm Registration No. 106625W) as Statutory Auditors for a term of three years beginning from the conclusion of the 26th Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company to be held for the FY 2023-2024, in compliance with the guidelines issued by the RBI for appointment of Statutory Auditors dated April 27, 2021.

Further, tenure of the existing auditors will expire upon the conclusion of the ensuing 29th Annual General Meeting of the Company and the said auditors shall not be eligible for re-appointment after the completion of tenure of 3 years in the same Company, pursuant to the guidelines issued by RBI.

Therefore, in compliance with the RBI guidelines and based on the recommendation of the Audit Committee, the Board of Directors in their Meeting held on Wednesday, July 24, 2024 had appointed M/s. Sorab S. Engineer & Co., Chartered Accountants (Firm's Registration No: 110417W), as the Statutory Auditors of the Company with effect from the board meeting wherein the results / limited review report for the quarter ended June 30, 2024 are adopted/approved subject to the approval of members. The Company is confident of benefitting from the indulgence of very senior engagement partners based at Ahmedabad. The resolution for their appointment has been mentioned in the Notice convening the 29th Annual General Meeting.

Secretarial Auditors:

In the Board Meeting held on May 10, 2023, M/s. Ravi Kapoor & Associates, Practising Company Secretaries were appointed as Secretarial Auditor of the Company for the financial year 2023-24.

SECRETARIAL AUDIT REPORT:

In pursuance to the provisions of Section 204 of the Companies Act, 2013 read with Rules framed thereunder and in compliance of Regulation 24A of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") M/s. Ravi Kapoor and Associates, Practising Company Secretaries, had conducted secretarial audit of the Company for the financial year 2023-24. The Secretarial Audit Report for the financial year ended March 31, 2024, is annexed which is forming part to this report as **"Annexure – B"**.

During the year under review, your Company has complied with the provision of applicable Acts, Rules, Regulations, Guidelines and applicable Secretarial Standards issued by the Institute of Company Secretaries of India, etc. except in respect of the matters as mentioned below.

EXPLANATIONS OR COMMENTS BY BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE:

(i) **By the Statutory Auditors in his report;**

There is no qualification, reservation or adverse remark raised by Statutory Auditor in Auditor's report for the year under review.

(ii) **By the Company Secretary in Practice in his Secretarial Audit Report;**

In response observation made in the Secretarial Audit Report for the financial year 2023-24 by the Secretarial Auditors, your Company hereby submits that-

- The Reserve Bank of India (RBI) has imposed penalty of ₹ 5000/- for non updation of CIBIL records within due timelines.

  Company's Response:

  The Credit record of the Customer was updated by the Company on October 26, 2023. However, due to error in the data processed by the Credit Bureau, the said records were not updated within due timelines. This delay has led the customer to file a complaint with the RBI ombudsman. The RBI has instructed the Company to compensate the customer with ₹ 5,000/-. The Company paid the compensation to the Customer.

- The fine of ₹ 10,000/- + GST imposed by BSE Limited in the violation of Regulation 42(2)/42(3)/42(4)/42(5) non-compliance with ensuring the prescribed time gap between two record dates/book closure dates.

  Company's Response:

  The Company had set 2 record dates for the declaration of Interim Dividend and for declaration of Bonus shares in accordance with all applicable acts. However, on Monday, January 22, 2024 owing to the consecration of the Ram Mandir in Ayodhya the Company had received email from BSE & NSE to change the record date & confirmed to the company that this will not amount to any violation. In spite, the email confirmation the Company had received email from BSE Ltd. on March 15, 2024 the violation under regulation 42. The Company had made necessary application the same is under process and is due to be considered in ensuing waiver committee meeting.

- The fine of ₹ 10,000/- + GST imposed by BSE Limited in the violation of Regulation 60(2) of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015) - Delay in submission of the notice of Record Date.

Company's Response:

The Company had issued the Debt Securities under the ISIN INE348L08108 in 2 tranches towards which the listing approval for the later tranche was received on December 21, 2023. The first interest payment due date of Tranche 1 + Tranche 2 was December 31, 2023 which was however paid on January 1, 2024 (December 31, 2023 being Sunday) and record date for the same was December 24, 2023 as mentioned in term sheet, placement memorandum and other relevant documents submitted for the listing wherein we were of the opinion that the required information is to be submitted post listing approval of both the tranches under same ISIN as the interest amount payable was on the cumulative amount issued under both tranches. We have informed the exchange immediately after receiving listing approval on December 21, 2023 under Regulation 60. Further, we have shared email on Mon 01/01/2024 07:24 PM for clarifying the amount mentioned for both the tranches. The Company had made necessary application for the waiver; the same is under process and is due to be considered in ensuing waiver committee meeting.

FRAUDS REPORTED BY THE AUDITOR

During the year under review, no frauds have been reported by the Auditor (Statutory Auditor, Secretarial Auditor) to the Audit Committee / Board, under Section 143(12) of the Companies Act, 2013.

A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149:

The Company has received declarations from Mr. Bala Bhaskaran, Mr. Chetan Shah, Mr. Umesh Shah, Mrs. Daksha Shah and Mr. Narayanan Sadanandan, Independent Directors of the Company that they meet with the criteria of independence as prescribed under Sub-section (6) of Section 149 of the Companies Act, 2013 read with Rule 6 (1) and (3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended from time to time and Regulation 16 & 25 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

All Independent Directors of your Company are registered with Indian Institute of Corporate Affairs as per the requirement of Section 149 of the Companies Act, 2013 and rules framed thereunder.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, paid to them for the purpose of attending meetings of the Board / Committee of the Company.

MATTERS AS PRESCRIBED UNDER SUB-SECTIONS (1) AND (3) OF SECTION 178 OF THE COMPANIES ACT, 2013:

The Company constituted its Nomination Committee on December 23, 2010 and the nomenclature of the Nomination committee was changed to "Nomination and Remuneration Committee" on March 20, 2015 pursuant to Section 178 of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, by way of resolution passed in accordance with, provisions of the Companies Act, 2013. The Nomination & Remuneration Committee consists of three Independent Directors. The powers and function of the Nomination and Remuneration Committee is stated in the Nomination and Remuneration Committee Charter of MAS Financial Services Limited. The Remuneration policy is available at the Web link https://www.mas.co.in/policy.aspx

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The loan made, guarantee given or security provided in the ordinary course of business by a NBFC registered with Reserve Bank of India are exempt from the applicability of provisions of Section 186 of the Act. As the Company being a NBFC registered with RBI the restrictions contained in the said provisions are not applicable to the Company.

During the year under review the Company has invested surplus funds in various securities in the ordinary course of business. For details of the investments of the Company refer to Note No. 9 of the financial statements.

PARTICULARS CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188:

All Contracts / Arrangements / Transactions executed by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. The Audit Committee reviews all Related Party Transaction on quarterly basis. Particulars of such related party transactions described in Form AOC-2 as required under Section 134 (3)(h) of the Act, read with Rule 8(2) of the Companies (Accounts) Rules 2014, which is annexed herewith as **"Annexure - C"**.

The related party disclosures as specified under Para A of Schedule V read with Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 is forming part in Notes to Financial Statements.

The board has approved a policy for related party transactions which has been hosted on the website of the Company. The web-link for the same is https://www.mas.co.in/policy.aspx. The related party transactions, wherever necessary are carried out by company as per this policy. There were no materially significant related party transactions entered into by the company during the year, which may have potential conflict with the interest of the company at large. There were no pecuniary relationship or transactions entered into by any Independent Directors with the company during the year under review.

AMOUNT, IF ANY, WHICH THE BOARD PROPOSES TO CARRY TO ANY RESERVES:

During the year under review ₹ 49.55 crore were transferred to statutory reserve under Section 45 IC of RBI Act, 1934.

DIVIDEND:

The Company had paid an Interim Dividend of ₹ 3/- (Rupees Three only) per share on 5,46,62,043 Equity Shares of ₹ 10/- fully paid up (30%) aggregating to ₹ 16,39,86,129/- (Rupees Sixteen Crore Thirty Nine Lakh Eighty Six Thousand One Hundred Twenty Nine), during the financial year 2023-24. The same was declared by Board of Directors in their meeting held on January 10, 2024. The said dividend was paid on January 31, 2024.

Your Directors are pleased to recommend a Final Dividend of ₹ 0.51/- (Rupees Zero decimal Five One Paise Only) per Equity Share on 18,14,53,377 Equity Shares of ₹ 10/- fully paid up (5.10%) aggregating to ₹ 9,25,41,222.27/- (Rupees Nine Crore Twenty Five Lakh Forty One Thousand Two Hundred Twenty Two and Two Seven Paisa Only) for the Financial year 2023-24, subject to the approval of members in the ensuing Annual General Meeting of the Company. The payment of Final Dividend shall be paid to those members whose names appears in the Register of Members of the Company or in the records of depositories as beneficial owners of Equity Shares as on Wednesday, September 04, 2024 being the record date fixed by the Board to identify the shareholders to whom final dividend to be paid by the Company for the financial year 2023-24. The payment of final dividend will be subject to deduction of tax at source as per the applicable rate.

The dividend recommended is in accordance with the criteria as set out in the Dividend Distribution Policy which has been approved by the Board of Directors. Pursuant to Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the policy is forming part to the report as **"Annexure - D"**. The weblink for the same is https://www.mas.co.in/policy.aspx.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments that would affect financial position of the Company from the end of the financial year of the Company to which the financial statements relate and the date of the directors report.

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

- **Conservation of Energy and Technology Absorption:**

  Since the Company is operating in service sector, the provisions of Section 134(3)(m) of the Companies Act, 2013 regarding conservation of energy and Technology Absorption are not applicable.

- **Foreign Exchange earnings and outgo**

  The Company has no Foreign Exchange earnings and outgo.

RISK MANAGEMENT

Financing activity is the business of management of risks, which in turn is the function of the appropriate credit models and the robust systems and operations. Your Company continues to focus on the above two maxims, and is always eager to improve upon the same.

Your Company continues to give prime importance to the function of receivables management, as it considers this the ultimate reflection of the correctness of marketing strategy as well as appraisal techniques. The Net stage 3 of the Company is 1.51% of Asset under Management as on March 31, 2024.

Pursuant to Regulation 21(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the regulations of Risk management committee is applicable to top 1000 listed entities determined on the basis of market capitalization, as at the end of the immediate previous financial year. The Board of Directors has thus adopted a risk management policy for the Company which provides identification, assessment and control of risks which in the opinion of the Board may threaten the existence of the Company. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy. The web-link for the same is https://mas.co.in/policy.aspx

The Company has in place a Risk Management Policy and introduced several measures to strengthen the internal controls systems and processes to drive a common integrated view of risks, optimal and mitigation responses. This integration is enabled through a dedicated team and Risk Management, Internal Control and Internal Audit systems and processes.

Corporate Social Responsibility (CSR):

Our commitment to Corporate Social Responsibility (CSR) reflects our dedication to creating a positive impact on society and the environment. This year, we have continued to enhance our CSR efforts, focusing on key areas that align with our values and support our community, environmental sustainability, and ethical practices.

Your Company remains steadfast in its commitment to responsibly address the evolving needs of the communities in which it operates, recognizing the importance of giving back to society proportionate to its business success. Throughout the year, your Company has diligently pursued various initiatives in alignment with its CSR policy, focusing on the areas of Health, Welfare, and Education, thereby contributing to the betterment of society at large.

As a responsible corporate entity, we believe in leveraging our resources to support the community, particularly during challenging times. We have actively engaged with communities through various programs and initiatives:

"MAS Arogya Abhiyan" by providing vital medical support to underprivileged and needy populations, demonstrating our dedication to health and humanitarian care.

"MAS Shiksha Protsahan" believing in the power of education and support to transform lives, especially for children in underprivileged communities.

The Company has also facilitated the family of martyrs in the event of the Independence Day. Further, the Company installed Ultra Sound Machines at the Indian Army - Military Hospital, Ahmedabad.

As part of its robust Corporate Social Responsibility (CSR) initiatives, your Company recognized the challenges faced by a significant section of the population across the country in meeting their basic food requirements. In response, the Company took proactive measures by organizing a food distribution drive in Gujarat, wherein raw food packets comprising essential grocery items were provided to villages in need. This CSR endeavor was specifically designed to alleviate the hardships faced by vulnerable individuals and extend support to those tirelessly working on the ground with limited resources. By addressing the pressing issue of food scarcity, the Company demonstrated its commitment to social welfare and contributed to the well-being of communities in need. We recognize the importance of supporting not only people but also animals that play a vital role in agricultural communities. This year, our CSR initiative has focused on providing essential food supplies to cows and cattle, ensuring their well-being and supporting local farmers who rely on these animals for their livelihood.

Education is widely regarded as a stepping stone for enhancing the quality of life, particularly for underprivileged individuals. Recognizing this, the Company has identified bright students who aspire to pursue higher studies but face financial constraints. We have extended financial support to help them achieve their dreams. In our commitment to societal development, addressing the root causes and striving for 100% literacy rate, the Company actively invests in the education of these students. Apart from sponsoring their fees, we provide school bags, stationery, uniforms, sweaters, school shoes, and other necessary provisions, relieving parents and students from the burden of additional costs and enabling them to concentrate on their studies. The Company's management team proactively engages with schools located on the outskirts of Ahmedabad and Gandhinagar to assess the infrastructure provided to students and explore opportunities for further support. Many schools were found to lack basic amenities such as fans, lights, and tables, while students were exposed to scorching heat while having meals provided by the government. Consequently, infrastructure-related projects were prioritized, with the Company stepping in to provide essential facilities like fans, lights, benches, computers, construction of play area including swings and most importantly, constructing sheds to shield students from heat-related illnesses. The "MAS Shiksha Protsahan" initiative embodies the ideology of transforming lives through the continuous generation of knowledge and empowerment. Accordingly, the Company has allocated funds in accordance with its policy and prescribed CSR guidelines.

Menstrual hygiene in rural areas is a significant issue that affects the well-being and empowerment of women and girls. Menstrual hygiene is of paramount importance in rural areas, where access to resource like sanitation facilities, clean water, and affordable menstrual products is limited or absent. This lack of resources and infrastructure poses numerous challenges and can have negative consequences for women and girls during their menstrual cycles. In order to address this problem, the Company has distributed sanitary napkins to females in nearby villages, ensuring their well-being and promoting proper hygiene practices. The Company also conducted workshops and awareness sessions on menstrual hygiene management, aiming to educate women and girls about proper menstrual care and health practices.

Looking ahead, your Company is committed to increasing its CSR impact and expenditure in the coming years, with a continued focus on rural development, health promotion, and sanitation. In line with this commitment, the Company has identified various long-term projects aimed at promoting education, sanitation, health, and welfare, striving to enhance overall well-being and elevate the quality of life for all.

The CSR Report for the Financial Year 2023-2024 is annexed to this report as **"Annexure-E"**. The composition of CSR Committee and the details of the ongoing CSR projects/ programs/activities are included in the CSR report/section. The CSR Policy is uploaded on the Company's website at the web link: https://www.mas.co.in/policy.aspx.

FORMAL ANNUAL EVALUATION OF THE PERFORMACE OF THE BOARD, COMMITTEES OF THE BOARD AND INDIVIDUAL DIRECTORS:

Pursuant to the provisions of 134(3)(p) the Companies Act, 2013 and Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually including Independent Directors as well as the evaluation of the working of its Committees. The evaluation was carried on the basis of structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, level of engagement and participation, Board culture, execution and performance of specific duties, obligations and governance. The Board has expressed their satisfaction with the evaluation process.

In pursuant to Regulation 17(10) of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 the evaluation of Independent Directors were done by the entire board of directors which includes –

(a) Performance of the directors; and

(b) Fulfillment of the independence criteria as specified in the regulations and their independence from the management.

Criteria adopted for evaluation:

The Board shall evaluate the roles, functions, duties of Independent Directors (ID's) of the Company. Each ID shall be evaluated by all other directors' not by the Director being evaluated. The board shall also review the manner in which ID's follow guidelines of professional conduct. Further, in a separate meeting of Independent Directors, performance of non-independent directors, the Board as whole and the Chairman of the Company was evaluated.

(i) Performance review of all the Non-Independent Directors of the company on the basis of the activities undertaken by them, expectation of board and level of participation;

(ii) Performance review of the Chairman of the Company in terms of level of competence of chairman in steering the company;

(iii) The review and assessment of the flow of information by the Company to the board and manner in which the deliberations take place, the manner of placing the agenda and the contents therein;

(iv) The review of the performance of the directors individually, its own performance as well as evaluation of working of its committees shall be carried out by the board;

(v) On the basis of performance evaluation, it shall be determined by the Nomination and Remuneration Committee and the Board whether to extend or continue the term of appointment of ID subject to all other applicable compliances.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

During the period under the review, the Company has 2 (two) subsidiary companies i.e. MAS Rural Housing and Mortgage Finance Limited and MASFIN Insurance Broking Private Limited. Pursuant to the provision of Section 129(3) of the Companies Act, 2013, the performance and financial position of Subsidiaries, Associates and Joint Venture Companies are described in Form AOC-1 which is annexed herewith as **"Annexure - F"**.

Further the Company does not have any Joint Venture or Associate Company during the period under the review.

The Company's policy for determination of material subsidiary, as adopted by the Board of Directors, in conformity with regulation 16 of the SEBI Listing Regulations, can be accessed on the Company's website at https://mas.co.in/policy.aspx

PARTICULARS OF EMPLOYEES:

The information required under section on 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are mentioned as per **"Annexure – G"**.

THE CHANGE IN NATURE OF BUSINESS:

The Company continues to carry out the same activities and during the period under review there is no change in the nature of business.

DISCLOSURE ABOUT RECEIPT OF ANY COMMISSION BY THE MANAGING DIRECTOR / WHOLE-TIME DIRECTOR FROM A COMPANY:

The Company has not paid any commission to the Managing Director / Whole-Time Director against any services during the period under review.

PUBLIC DEPOSITS:

The Company is Non - deposit taking Non-Banking Financial Company registered with Reserve Bank of India and is prohibited from accepting public deposits and therefore the Company has not accepted any deposits from public during the year under review and there was no public deposit outstanding as on March 31, 2024.

CAPITAL STRUCTURE:

1. AUTHORISED SHARE CAPITAL:

The Authorised Share Capital as on March 31, 2024 was ₹ 200,00,00,000-/ (Rupees Two Hundred Crores only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of ₹ 10/-(Rupees Ten Only) each.

During the year, the Authorised share capital of the Company has been increased from ₹ 112,00,00,000/- (Rupees One Hundred and Twelve Crores Only) divided into 11,20,00,000/ (Eleven Crores and Twenty Lakh) Equity Shares of ₹ 10/ (Rupees Ten Only) each to ₹ 200,00,00,000/- (Rupees Two Hundred Crores Only) divided into 20,00,00,000/- (Twenty Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

During the year, the existing Authorized Share Capital of the Company comprising of ₹ 112,00,00,000/- (Rupees One Hundred and Twelve Crores Only) divided into 6,40,00,000/- (Six Crores and Forty Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each, 400 (Four Hundred) - 9.75% Compulsorily Convertible Cumulative Preference Shares of ₹ 1,00,000/- (Rupees One Lakh Only) each, 2,20,00,000 (Two Crore Twenty Lakh) 0.01% Compulsorily Convertible Cumulative Preference Shares of ₹ 10/- (Rupees Ten Only) each and 2,20,00,000 (Two Crore Twenty Lakh) - 13.31% Compulsorily Convertible Cumulative Preference Shares of ₹ 10/- (Rupees Ten Only) each was reclassified into ₹ 112,00,00,000/- (Rupees One Hundred and Twelve Crores Only) divided into 11,20,00,000/- (Eleven Crores and Twenty Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

2. **PAID UP SHARE CAPITAL:**

The Paid Up Share Capital of the Company as on March 31, 2024 was ₹ 1,63,98,61,290/- (Rupees One Hundred and Sixty Three Crores Ninety Eight Lakh Sixty One Thousand Two Hundred and Ninety only) divided into 16,39,86,129 (Sixteen Crore Thirty Nine Lakh Eighty Six Thousand One Hundred and Twenty Nine) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

During the year, the Company had issued and allotted 10,93,24,086 (Ten Crore Ninety Three Lakh Twenty Four Thousand and Eighty Six) fully paid up Equity Shares of ₹ 10/- each as Bonus Equity Shares in the ratio of 2:1 on February 24, 2024 and hence the paid up equity capital increased from 5,46,62,043 Equity Shares of ₹ 10/- each to 16,39,86,129 Equity Shares of ₹ 10/- each.

DEBENTURES:

During the year under review there was no change in the following Non-Convertible Debentures ("NCDs") of the Company.

1. 50 (Fifty) unsecured, rated, listed, redeemable, subordinated, taxable, transferable, non-convertible debentures denominated in Indian Rupees ("₹"), each having a face value of ₹ 1,00,00,000 (Indian Rupees One Crore) aggregating to ₹ 50,00,00,000 (Indian Rupees Fifty Crore) ("Debentures" or "NCDs") on a private placement basis (the "Issue") bearing ISIN **INE348L08041** at the rate of 10.75% (Ten decimal seven five Percentage) p.a. were issued on October 20, 2021.

2. 500 (five hundred) unlisted, subordinated, unsecured, redeemable, non-convertible debentures, having a face value of ₹ 10,00,000 (Indian Rupees Ten Lakh) each and an aggregate face value of ₹ 50,00,00,000 (Indian Rupees Fifty Crore) bearing ISIN **INE348L08058** at the rate of 10.75% (Ten decimal seven five Percentage) p.a. were issued on December 29, 2021.

3. 500 (Five Hundred) rated, listed, redeemable, senior, secured, non-convertible debentures denominated in Indian Rupees ("₹"), each having a face value of ₹ 10,00,000 (Indian Rupees Ten Lakh) and an aggregate face value of ₹ 50,00,00,000 (Indian Rupees Fifty Crore) ("Debentures") bearing ISIN **INE348L07126** at the rate of 8.93% (Eight Decimal nine three percentage)p.a. were issued on June 22, 2022.

4. 250 (Two Hundred and Fifty) unlisted, subordinated, unsecured, redeemable, non-convertible debentures denominated in Indian Rupees ("₹"), each having a face value of ₹ 10,00,000 (Indian Rupees Ten Lakh) and an aggregate face value of ₹ 25,00,00,000 (Indian Rupees Twenty Five Crore) ("Debentures") bearing ISIN **INE348L08066** at the rate of 10.75% (Ten Decimal Seventy Five percentage) p.a. were issued on September 29, 2022.

5. 1000 (One Thousand) rated, senior, secured, listed, transferable, redeemable, principal protected market linked non-convertible debentures denominated in Indian Rupees ("₹"), each having a face value of ₹ 10,00,000 (Indian Rupees Ten Lakh) and an aggregate face value of ₹ 100,00,00,000 (Indian Rupees Hundred Crore) ("Debentures") bearing ISIN **INE348L07142** at the rate of (a)8.90% (eight decimal nine zero percent) (XIRR), if the Yield is lesser than or equal to 18% (eighteen percent); (b) 8.80% (eight decimal eight zero percent) (XIRR), if the Yield is lesser than or equal to 24% (twenty four percent) but greater than 18% (eighteen percent); and/or (c) 0% (zero percent) (XIRR), if the Yield is greater than 24% (twenty four percent) were issued on December 01, 2022.

6. 3500 (Thirty Five Hundred) unlisted, subordinated, unsecured, redeemable, non-convertible debentures denominated in Indian Rupees ("₹"), each having a face value of ₹ 1,00,000 (Indian Rupees One Lakh) and an aggregate face value of ₹ 35,00,00,000 (Indian Rupees Thirty Fifty Crore) ("Debentures") bearing ISIN **INE348L08074** at the rate of 10.75% (Ten Decimal Seventy Five percentage) p.a. were issued on December 21, 2022.

7. 5000 (Five Thousand) listed, subordinated, unsecured, redeemable, non-convertible debentures denominated in Indian Rupees ("₹"), each having a face value of ₹ 1,00,000 (Indian Rupees One Lakh) and an aggregate face value of ₹ 50,00,00,000 (Indian Rupees Fifty Crore) ("Debentures") bearing ISIN **INE348L08082** at the rate of 10.75% (Ten Decimal Seventy Five percentage) p.a. were issued on March 10, 2023.

8. 5000 (Five Thousand) listed, subordinated, unsecured, redeemable, non-convertible debentures denominated in Indian Rupees ("₹"), each having a face value of ₹ 1,00,000 (Indian Rupees One Lakh) and an aggregate face value of ₹ 50,00,00,000 (Indian Rupees Fifty Crore) ("Debentures") bearing ISIN **INE348L08090** at the rate of 10.75% (Ten Decimal Seventy Five percentage) p.a. were issued on March 27, 2023.

Over the course of the reviewed timeframe, the following Non-Convertible Debenture of the Company was redeemed:

1. 1000 (One Thousand) Rated, Senior, Secured, Listed, Transferable, Redeemable, Principal Protected Market Linked Non-Convertible Debentures ("NCD") of face value of ₹ 10,00,000 (Indian Rupees Ten Lakh only) each

aggregating to ₹ 100,00,00,000 (Indian Rupees One Hundred Crore only) bearing ISIN **INE348L07092** at the rate of 8.50% p.a.

2. 1000 (one thousand) rated, senior, secured, listed, transferable, redeemable, principal protected market linked non-convertible debentures ("NCD") of face value of ₹ 10,00,000 (Indian Rupees Ten Lakh) each aggregating to ₹ 100,00,00,000 (Indian Rupees One Hundred Crore) bearing ISIN **INE348L07118** at the rate of 8.60% p.a.

3. 10000 Rated, Senior, Secured, Listed, Transferable, Redeemable, Principal Protected Market Linked Non-Convertible Debentures ("NCDs") of face value of ₹ 1,00,000/- (Rupees One Lakh Only) each aggregating to ₹ 100,00,00,000/- (Rupees One Hundred Crores) bearing ISIN **INE348L07084** at the rate of 8.50% p.a.

4. 1000 Rated, Senior, Secured, Listed, Transferable, Redeemable, Principal Protected Market Linked Non-Convertible Debentures ("NCD") of face value of ₹ 10,00,000/- (Rupees Ten Lakhs Only) each aggregating to ₹ 100,00,00,000/- (Rupees One Hundred Crore) bearing ISIN **INE348L07100** at the rate of 8.50% p.a.

5. 1000 (One Thousand) rated, senior, secured, listed, transferable, redeemable, principal protected market linked non-convertible debentures ("NCD") of face value of ₹ 10,00,000 (Indian Rupees Ten Lakh) each aggregating to ₹ 100,00,00,000 (Indian Rupees One Hundred Crore) ("Debentures") bearing ISIN **INE348L07134** at the rate of 8.60% p.a.

During the period under the review, the following Non-Convertible Debenture of the Company was issued:

1. 10,000 (Ten Thousand) secured, listed, rated, unsubordinated, redeemable, transferable, non-convertible debentures having a face value of ₹ 1,00,000/- (Indian Rupees One Lakh only) each, for cash, aggregating up to ₹ 100,00,00,000/- (Indian Rupees One Hundred Crores Only) bearing ISIN **INE348L07159** at the rate of Aggregate sum of (a) Benchmark Rate; plus (b) the applicable Spread) (Currently the rate is 9.75% (nine point seven five percent) payable on a quarterly basis) were issued on September 28, 2023.

2. 2500 (Two-thousand Five Hundred) rated, listed, subordinated, unsecured, redeemable, taxable, transferable, non-convertible debentures denominated in Indian Rupees ("₹"), having a face value of ₹ 1,00,000 (Indian Rupees One Lakh) each and an aggregate face value of ₹ 25,00,00,000 (Indian Rupees Twenty-Five Crore) bearing ISIN **INE348L08108** at the rate of 10.75% (ten decimal seven five percent) p.a. were issued on December 8, 2023 (Tranche-1).

3. 2500 (Two-thousand Five Hundred) rated, listed, subordinated, unsecured, redeemable, taxable, transferable, non-convertible debentures denominated in Indian Rupees ("₹"), having a face value of ₹ 1,00,000 (Indian Rupees One Lakh) each and an aggregate face value of ₹ 25,00,00,000 (Indian Rupees Twenty-Five Crore) bearing ISIN **INE348L08108** at the rate of 10.75% (ten decimal seven five percent) p.a. were issued on December 21, 2023 (Tranche-2).

4. 10,000 (Ten thousand) rated, listed, senior, secured, redeemable, taxable, transferable, non-convertible debentures denominated in Indian Rupees ("₹"), having a face value of ₹ 1,00,000 (Indian Rupees One Lakh) each and an aggregate face value of ₹ 100,00,00,000 (Indian Rupees Hundered Crore) including a green shoe option of up to ₹ 50,00,00,000 (Indian Rupees Fifty Crore) bearing ISIN **INE348L07167** at the rate of 8.60% (eight decimal six zero percent) p.a. were issued on January 16, 2024.

5. 12,500 (Twelve Thousand and Five Hundred) senior, secured, listed, rated, taxable, redeemable, transferable, non-convertible debentures having a face value of ₹ 1,00,000/- (Indian Rupees One Lakh only) each and aggregate face value up to ₹ 125,00,00,000/- (Indian Rupees One Hundred and Twenty-Five Crores Only) bearing ISIN **INE348L07175** at the rate of 9.75% (initial) (nine decimal seven five percent) p.a. were issued on February 21, 2024.

6. 20,000 (Twenty thousand) rated, listed, senior, secured, redeemable, transferable, taxable, non-convertible debentures denominated in Indian Rupees ("₹"), each having a face value of ₹ 1,00,000 (Indian Rupees One Lakh) and an aggregate face value of ₹ 200,00,00,000 (Indian Rupees Two Hundred Crore) bearing ISIN **INE348L07183** at the rate of 9.95% (nine decimal nine five percent) p.a. were issued on March 21, 2024.

STATUTORY COMPLIANCE:

The Company has provided for impairment of loans and advances as per IND AS 109 prescribed under section 133 of the Companies Act, 2013. The Company has also complied with the directions issued by RBI regarding Capital Adequacy norms.

COMPLIANCE WITH SECRETARIAL STANDARDS:

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

MATERIAL ORDER PASSED BY REGULATORS / COURTS / TRIBUNALS:

There was no material order passed by Regulators / Courts / Tribunals during the year under review impacting the going concern status and company's operations in future.

ADEQUACY OF INTERNAL FINANCIAL CONTROL

Internal Financial Control remains an important component to foster confidence in a company's financial reporting, and ultimately, streamlining the process to adopt best practices. In pursuance to provisions of Section 134(5)(e) of the Companies Act, 2013 read with Rule 8(5)(viii) of Companies (Accounts) Rules, 2014 your Company has in place adequate internal controls with reference to financial statements and are operating effectively. The Company has devised proper system of internal financial control which is commensurate with size and nature of Business. The Board has appointed Ms. Deepika Agarwal as the Head of internal auditor and M/s. VSSB & Associates, Chartered Accountants as a Third party Internal Auditor of the Company pursuant to provisions of Section 138 of the Companies Act, 2013 in order to ensure proper internal financial control.

INSURANCE:

The assets of your Company have been adequately insured. Further, company has taken D&O Insurance for Directors & KMP.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

Appointments & Cessation/Retirement

Appointment of Mr. Narayanan Sadanandan (DIN: 07263104) as an Independent Director

On recommendation of Nomination and Remuneration Committee, the Board has appointed Mr. Narayanan Sadanandan (DIN: 07263104) as an Independent Director of the Company for a period of five consecutive years effective from June 21, 2023. The same has been approved by the members vide special resolution passed at their meeting held on July 26, 2023.

Re-appointment of Mr. Kamlesh C. Gandhi (DIN: 00044852) as the Managing Director of the Company.

On recommendation of Nomination and Remuneration Committee, the Board has re-appointed Mr. Kamlesh C. Gandhi (DIN: 00044852) as the Managing Director of the Company for a period of five years effective from April 01, 2024 due to expiry of his earlier term on March 31, 2024. The same has been approved by the members vide special resolution passed at their meeting held on July 26, 2023.

Re-appointment of Ms. Darshana Pandya (DIN: 07610402) as the Whole-time Director of the Company.

On recommendation of Nomination and Remuneration Committee, the Board had re-appointed Mr. Darshana S. Pandya (DIN: 07610402) as the Whole-time Director of the Company for a period of five years effective from July 31, 2024 upon expiry of her existing term on June 30, 2024. The same has been approved by the members vide special resolution passed at their meeting held on February 09, 2024.

Retirement of Mr. Bala Bhaskaran (DIN: 00393346) and Mr. Chetan Shah (DIN: 02213542) as the Independent Directors of the Company.

On account of completion of second term of five consecutive years as terms of appointment, Mr. Bala Bhaskaran (DIN: 00393346) and Mr. Chetan Shah (DIN: 02213542) ceased to be Non-Executive Independent Directors of the Company with effect from close of business hours on March 31, 2024. The Board places on record its sincere appreciation for the valuable contribution made by them during their long tenure as Independent Directors on the Board of the Company.

A. Directors liable to retire by rotation

Pursuant to the provisions of Section 152 (6) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) Mrs. Darshana Pandya (DIN: 07610402) Director of the Company is liable to retire by rotation at the ensuing AGM and being eligible to offers herself for reappointment.

The Board of Directors in its meeting held on April 24, 2024 on the recommendations of the Nomination and Remuneration Committee (NRC), further recommends to the members of the Company for re-appointment of Mrs. Darshana Pandya (DIN: 07610402), as the Director of the Company.

Necessary resolution for the appointment of the aforesaid directors and their detailed profiles have been included in the notice convening the 29th AGM and details of the proposal for appointment are mentioned in the explanatory statement of the notice.

Your directors recommend her appointment.

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of section 164 & 165 of the Companies Act, 2013. Mr. Ravi Kapoor of M/s. Ravi Kapoor & Associates has issued a certificate as required under the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, confirming that none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as director of companies by SEBI / Ministry of Corporate Affairs or any such statutory authority. A certificate to this effect has been enclosed with this report.

B. KMPs

During the period under the review, there are no changes in the KMPs of the Company.

Ratio of remuneration of each director to the calculation of median employee's remuneration and other prescribed details

Details of managerial remuneration as required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given as per **"Annexure - G"** to this report.

REPORTS ON MANAGEMENT DISCUSSION ANALYSIS AND CORPORATE GOVERNANCE:

As required under the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Management Discussion and Analysis Report and Corporate Governance Report are forming part to this Report annexed as **"Annexure – H"** and **"Annexure – I"**.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

Your Company is committed for creating and maintaining a secure work environment where its employees can work in an atmosphere free of harassment, exploitation and intimidation. To foster a positive workplace environment, free from harassment of any nature to empower women and protect them against sexual harassment, and as per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") and Rules made thereunder, we have institutionalized the Anti-Sexual Harassment Initiative (ASHI) framework, through which we address complaints of sexual harassment at the all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate.

We have also constituted a Special Complaints Committee to consider and address sexual harassment complaints in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, there were no incidences of sexual harassment reported.

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM:

The Audit Committee consists of the following members as on March 31, 2024:

1.	Mr. Chetan Shah (Independent Director)	Chairman
2.	Mrs. Darshana Pandya (Whole-time Director & CEO)	Member
3.	Mr. Bala Bhaskaran (Independent Director)	Member
4.	Mr. Umesh Shah (Independent Director)	Member

Ms. Riddhi Bhaveshbhai Bhayani, Company Secretary & Chief Compliance Officer acts as the Secretary to the Audit Committee.

However, due to tenure completion of Mr. Bala Bhaskaran and Mr. Chetan Shah, Independent Directors of the Company with effect from close of business hours on March 31, 2024, the Board of Directors in their meeting held on January 24, 2024 has re-constituted the Audit Committee as follows effective from April 1, 2024:

Sr. No.	Name	Designation	Chairman/ Member
1	Mr. Umesh Shah	Independent Director	Chairman
2	Mrs. Darshana Pandya	Whole-time Director & CEO	Member
3	Mrs. Daksha Shah	Independent Director	Member
4	Mr. Narayanan Sadanandan	Independent Director	Member

The composition and scope of Audit committee inter alia meets with the requirement of Section 177 of the Companies Act, 2013 and in accordance with Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

No. of Meetings of Audit Committee held during the year: 5

Sr. No.	Date on which Audit Committee Meetings were held	Total Strength of the Committee	No. of Members Present
1.	May 09, 2023	4	4
2.	August 01, 2023	4	4
3.	October 31, 2023	4	4
4.	January 23, 2024	4	4
5.	March 27, 2024	4	3

In Compliance with the provisions of Companies Act, 2013 and Regulation 22 of Listing Regulations, the Company has established a vigil mechanism and overseas through the Committee, the genuine concerns about unethical behavior expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of employees and the Company. The board has approved a policy for vigil mechanism which has been hosted on the website of the Company. The web-link for the same is https://www.mas.co.in/policy.aspx.

DISCLOSURES PURSUANT TO RBI MASTER DIRECTION:

The disclosure pursuant to Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, is annexed herewith as **"Annexure - J"**.

Further, since the Company is a listed Non-Deposit taking Non- Banking Financial Company registered with the Reserve Bank of India (RBI), the Company has provided the required disclosures in its Corporate Governance Report in terms of para C of Schedule V of SEBI (LODR) Regulations, 2015 as applicable to the Company in **"Annexure-I"** which forms part of this annual report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT:

A Business Responsibility and Sustainability Report as required under Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, is enclosed as part of this report, vide **"Annexure - K"**.

CREDIT RATING:

We are pleased to announce that CARE Ratings Limited ('CARE') has upgraded Company's Long Term Bank Facilities and Non-Convertible Debentures rating to 'CARE AA- (Outlook: Stable) from the previous rating of 'CARE A+ (Outlook: Positive)'.

This rating upgrade reaffirms the high reputation and trust that the Company has earned for its sound financial management and its ability to meet financial obligations.

During the year, the rating agencies reaffirmed/issued/ upgraded ratings of various facilities to the Company, as under:

Sr. No.	Type of Instrument	Rating
1	Long Term Bank Facilities	ACUITE AA-; Stable
2	Commercial Papers	ACUITE A1+
3	Long Term Bank Facilities	CARE AA-; Stable
4	Commercial Papers issue	CARE A1+
5	Non Convertible Debentures	CARE AA-; Stable
6	Market Linked Debentures	CARE PP-MLD AA-; Stable
7	Subordinated Bond	CARE AA-; Stable

DISCLOSURE FOR MAINTENANCE OF COST RECORDS:

The provision of Application of Cost Record in Compliance of Companies (Accounts) Rules, 2014 & in respect of section 148(1) of the Companies Act, 2013 is not applicable to the Company.

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE FINANCIAL YEAR:

During the year under review, the Company has not made any application before the National Company Law Tribunal under Insolvency and Bankruptcy Code, 2016 for recovery of outstanding loans against customer and there is no pending proceeding against the Company under Insolvency and Bankruptcy Code, 2016.

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 FINANCIAL YEAR:

It is Not Applicable to the Company, during the financial year.

ACKNOWLEDGEMENT

The Board of Directors wishes to express their heartfelt gratitude to the Reserve Bank of India and other regulatory authorities for their invaluable guidance and cooperation. Their support has been instrumental in enabling the Company to operate effectively within the regulatory framework. The Board also extends its sincere appreciation to all individuals who have placed their trust in the Company and its management. It is with deep gratitude that we acknowledge the loyalty and confidence of over one million customers across all the areas where we operate, as they have provided us with the opportunity to serve them.

Collaborating with various NBFC-MFIs, NBFCs, and HFCs has been an inspiring experience, serving as a catalyst for their sustainability and growth. The Company looks forward to fostering even stronger synergies in the future, continuing to build mutually beneficial partnerships.

The entire MAS Team deserves recognition for their unwavering commitment and relentless pursuit of excellence. The core team at MAS plays a pivotal role in formulating and executing strategic decisions, contributing significantly to the Company's development. We take this moment to express our heartfelt appreciation for their continuous support, hard work, and unwavering dedication. Their contributions have been integral to the Company's success.

We trust this journey will continue to be a pleasant one with their support, aware of the fact that we have "Miles to go.... with the confidence that "Together We Can and We Will......."

Best Wishes,

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

Kamlesh C. Gandhi
Chairman and Managing Director
(DIN: 00044852)

Darshana Pandya
Director & CEO
(DIN: 07610402)

Place : Ahmedabad
Date : August 14, 2024

Annexure- A

REMUNERATION POLICY

The policy is prepared in accordance with the provisions of Section 178(3) of the Companies Act, 2013 ('Act') and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Nomination and Remuneration Committee recommended the following remuneration policy relating to the remuneration being paid to Directors, Key Managerial Personnel and other employees, which was approved and adopted by the Board.

This Policy is guided by the principles and objectives as enumerated in Section 178 (3) of the Companies Act, 2013 and the rules made thereunder, each as amended (the "Act") and Regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), to ensure reasonableness and sufficiency of remuneration to attract, retain and motivate competent resources, a clear relationship of remuneration to performance and a balance between rewarding short and long-term performance of the Company.

This Policy reflects the remuneration philosophy and principles of the Company and considers the pay and employment conditions with peers / competitive market to ensure that pay structures are appropriately aligned.

1. REMUNERATION OF NON-EXECUTIVE AND INDEPENDENT DIRECTORS

The Company pays sitting fees of Rs. 50,000/- per Board meeting and Rs. 25,000/- per Committee meeting attended by Non Executive Directors in line with the provisions of Act. Apart from sitting fees, Company is not paying any amount to Non Executive Directors.

2. REMUNERATION OF EXECUTIVE DIRECTOR

The payment of managerial remuneration to Executive Directors, Key Managerial Personnel and Senior Management Team will be reviewed and recommended by Nomination and Remuneration Committee which will be approved by Board of Directors and/or shareholders as per applicable provisions of Companies Act, 2013 and Listing Regulations. Further remuneration of Other Employees shall be decided/ recommended and approved by the management/ Executive Directors based on company's HR Policy.

Further following point's needs to be considered while making payment of remuneration to Directors, Key Managerial Personnel and Senior Management:

- The Remuneration and terms of employments shall be fixed/ recommended in such a manner that the structure is clear and meets appropriate performance benchmarks.
- The Remuneration involve a good balance between fixed and incentive pay reflecting short and long term performance objective appropriate to the working of the Company and its goals.
- The remuneration will be in correlation of company's HR Policy.
- No directors or Key Managerial Personnel should be directly involved in determining their own remuneration or their performance evaluation.
- The 'fit and proper'status of proposed/existing directors and that there is no conflict of interest in appointment of directors on Board of the company, KMPs and senior management.
- That the compensation levels are supported by the need to retain earnings of the company and the need to maintain adequate capital based on Internal Capital Adequacy Assessment Process (ICAAP).
- The Non- Executive / Independent Director shall receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed such amount as may be prescribed by the Central Government from time to time.

- An Independent Director shall not be entitled to any stock option including long term incentive in the form of RSUs of the Company.

3. CRITERIA FOR IDENTIFICATION OF PERSONS FOR APPOINTMENT AS DIRECTORS AND IN SENIOR MANAGEMENT:

Pursuant to provisions of section 178(3) of the Act read with Regulation 19 of the Listing Regulations, the Nomination and Remuneration Committee is required to formulate the criteria for determining qualification, positive attributes and independence of a Director and senior management and for appointment of independent director the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The criteria adopted by the Nomination and Remuneration Committee for the aforesaid purpose is as under:

Qualification: -

He/ she should be qualified and eligible as per the provisions prescribed under Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and should possess appropriate skills, experience, expertise and knowledge.

Criteria for appointing a Director: -

- He should be knowledgeable and diligent in updating his knowledge and should possess adequate qualification, skills, experience and expertise by which the Company can benefit and should be person of integrity, with high ethical standards.

- Independent Director, in addition to above should fulfill the criteria for being appointed as an Independent Director prescribed under Section 149 of the Companies Act, 2013 read with Schedule IV to the said Act and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- In addition to above Executive Directors should possess quality like leadership, vision, ability to steer the organization even in adverse condition, innovative thinking and team mentoring.

In case of Re-appointment following additional criteria shall be considered:

- **Executive Directors:** The committee will evaluate the performance during his/her tenure as Director of the Company as well performance of the Company including all such other factors as required under Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws as amended from time to time to be considered for re-appointment of director.

- **Non-executive Directors (including Independent Directors):** The committee will evaluate the performance during his/her tenure as Director in the Company, attendance and participation in the meetings and contribution to the activities of the Board and including all such other factors as per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and other applicable laws as amended from time to time to be considered for re-appointment of director.

Criteria for appointing a Senior Management Employee/ Key Managerial Personnel:

- He should possess adequate educational qualification from recognized institution.

- He should have integrity, hardworking, positive thinking and other skills as required for suitable position.

- Detailed background information will be cross checked from reliable sources.

- Criteria under Company's HR Policy will be followed.

Annexure- B

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 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
MAS Financial Services Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MAS Financial Services Limited (herein after referred to as "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by MAS Financial Services Limited ("the Company") for the financial year ended on 31st March, 2024 and verified the provisions of the following acts, regulations and also their applicability as far as the Company is concerned during the period under Audit:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(d) Securities And Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **during the year the said Regulations were not applicable.**

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Debt Securities) Regulations, 2021;

(f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and **during the year the said Regulations were not applicable.**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **during the year the said Regulations were not applicable.**

(vi) Reserve Bank of India Act, 1934

We have also examined compliance with applicable clauses of the following

1. Secretarial Standards issued by the Institute of Company Secretaries of India.
2. Provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except in following cases:

1. The Reserve Bank of India (RBI) has imposed penalty of 5,000/- for non-updation of CIBIL records within due timelines.
2. The Company has made delay of 5 working days for submission of intimation of Record date for month ended on December-2023.
3. The Company had set 2 record dates for the declaration of Interim Dividend and for declaration of Bonus shares in accordance with all applicable acts owing to the consecration of the Ram Mandir in Ayodhya on Monday, January 22, 2024 the Company had received email from BSE & NSE to change the record date.

The management response on above qualifications has been mentioned by the Company in Director's report.

We further report that:

i) The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. During the year the changes took place in the composition of the Board of Directors were carried out in compliance with the provisions of the Act.

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

iii) All decisions at Board Meetings & Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or the Committees of the Board, as the case may be.

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

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

For, **Ravi Kapoor & Associates**

Ravi Kapoor
Company Secretary in practice
FCS No. 2587
C P No.: 2407
UDIN: F002587F000972831

Place: Ahmedabad
Date: August 14, 2024

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

ANNEXURE A

To,
The Members
MAS Financial Services Limited

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and 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. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.

5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of 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.

Ravi Kapoor
Company Secretary in practice
FCS No. 2587
C P No.: 2407
UDIN: F002587F000972831

Place: Ahmedabad
Date: August 14, 2024

Annexure- C

FORM NO. AOC - 2

(PURSUANT TO CLAUSE (H) OF SUB-SECTION (3) OF SECTION 134 OF THE ACT AND RULE 8(2) OF THE COMPANIES (ACCOUNTS) RULES, 2014)

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

1. **Details of Contracts or Arrangements or Transactions not at Arm's length basis.** MAS Financial Services Limited ("the Company") has not entered into any contract/arrangement/transaction with its related parties, which is not in ordinary course of business or at arm's length during FY 2023-24. The Company has laid down policies and processes/ procedures so as to ensure compliance to the subject section in the Companies Act ("the Act") and corresponding Rules. In addition, the process goes through internal and external checking, followed by quarterly reporting to the Audit Committee.

Sr. No.	Particulars	Details
A	Name(s) of the related party & nature of relationship	N.A.
B	Nature of contracts/arrangements/transaction	N.A.
C	Duration of the contracts/arrangements/transaction	N.A.
D	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A.
E	Justification for entering into such contracts or arrangements or transactions.	N.A.
F	Date of approval by the Board	N.A.
G	Amount paid as advances, if any	N.A.
H	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A.

2. Details of material Contracts or Arrangements or Transactions at Arm's length basis for the year ended on March 31, 2024

Sr. No.	Name(s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions.	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
1.	MAS Rural Housing & Mortgage Finance Limited	Rendering of Services (Agreement for Amenities)	One year	MFSL agrees to provide MRHMFL within the premises the amenities, services, facilities-Usage of commercial premises of MFSL, furnitures & fixtures including computers, telephone lines, networks, use of water and water supply, and other necessary amenities for carrying on business activities smoothly.	MRHMFL is in requirement of the premises, assets and infrastructure which is available with MFSL. So, to fully utilise the premises, MRHMFL has requested MFSL to provide several amenities, services, facilities-Usage of commercial premises for carrying on business smoothly.	May 10, 2023	No such amount was paid as advances.	N.A.
2.	MAS Rural Housing & Mortgage Finance Limited	Recovery Agreement	Two years	MFSL agrees to provide service to MRHMFL of collecting outstanding instalments and other dues from its customers and agrees to provide the said service under the terms and conditions as set forth in Agreement with MRHMFL.	MRHMFL being a subsidiary company carrying out business of Housing Finance is in requirement of recovery services for collecting its outstanding dues.	February 01, 2023	No such amount was paid as advances.	N.A.

Sr. No.	Name(s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions.	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
3.	MAS Rural Housing & Mortgage Finance Limited	Cross Charge Agreement	One year	MFSL agrees to provide several intellectual services to MAS Rural Housing & Mortgage Finance Limited ("MRHMFL") from the Management of the Company to carry out the operations of the MRHMFL and considering time slot allotted to look into the activities of the MRHMFL, the Company to receive as amount as Cross Charge from MRHMFL.	MRHMFL being subsidiary company of MFSL carrying out business of Housing Finance and being managed by the management of the MFSL, in requirement of carrying out its operations requested for entering into cross charge agreement with MFSL.	May 10, 2023	No such amount was paid as advances.	N.A.
4.	MAS Rural Housing & Mortgage Finance Limited	Servicer Agreement	Until all the amount receivable by assignee are received in full.	MFSL has appointed MRHMFL as a servicer to collect and receive payments in respect of the Receivables and the Assigned Assets, and to provide certain other services.	MFSL is in requirement of a Service Provider who can collect and receive payments in respect of the Receivables on behalf of the Company	May 10, 2023	No such amount was paid as advances.	N.A.

For and on behalf of the Board of Directors of
MAS FINANCIAL SERVICES LIMITED

Place : Ahmedabad
Date : August 14, 2024

Kamlesh C. Gandhi
Chairman and Managing Director
(DIN: 00044852)

Darshana S. Pandya
Director & CEO
(DIN: 07610402)

Annexure- D

DIVIDEND DISTRIBUTION POLICY

1. BACKGROUND:

- The Objective of this policy is to provide the Dividend Distribution framework to the stakeholders of the Company.
- The Board of Directors shall recommend Dividend according to the provisions of the Companies Act, 2013 and Rules made thereunder and in accordance with the compliance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable legal provisions.
- Under Section 2(35) of the Companies Act, 2013, "Dividend" includes any interim dividend. In common parlance, "dividend means the profit of a Company, which is not retained in the business and is distributed among the shareholders in proportion to the amount paid up on the shares held by them." Dividend can be paid on equity or preference shares both.
- The Board may declare one or more Interim Dividends during the year. Additionally, the Board may recommend Final Dividend for the approval of the shareholders at the Annual General Meeting.
- The Company has had a consistent dividend policy that balances the objective of appropriately rewarding shareholders through dividends and to support the future growth.

2. CLASSES OF SHARES:

The Company has issued only one class of shares i.e. Equity Shares. Parameters for Dividend payments in respect of any other class of shares will be as per the respective terms of issue and in accordance with the applicable provisions of the Act, rules and regulations and will be determined, as and when the Company decides to issue other classes of shares.

3. CIRCUMSTANCES UNDER WHICH THE SHAREHOLDER'S OF THE COMPANY MAY OR MAY NOT EXPECT DIVIDEND:

The circumstance that may generally be considered by the Board before making any recommendations for the Dividend includes:

- Cost of raising funds from alternative sources.
- Whenever the Company has incurred losses or there is inadequacy of profits.
- Whenever the Company undertakes any acquisitions or enters into joint ventures requiring significant allocation of capital.
- Future capital expenditure plans
- Profits earned during the financial year
- Cash flow position and applicable taxes including tax on dividend, subject to the guidelines as applicable from time to time.
- Any of the below referred internal or external factors, including any regulatory restriction, if any, restraining the Company from considering dividend;

4. FINANCIAL PARAMETERS:

Dividend shall be declared or paid only out of profits computed as per the applicable provisions of the act and rules made thereunder and other applicable laws.

5. INTERNAL AND EXTERNAL FACTORS THAT SHALL BE CONSIDERED FOR DECLARATION OF DIVIDEND:

- Distributable surplus available as per the Act, Rules and Regulations;
- The Company's liquidity position and future cash flow needs;
- Trend of dividends paid in the past years by the Company;
- Payout ratios of comparable companies;
- Industry outlook and stage of business cycle for underlying businesses
- Prevailing Taxation Policy or any amendments expected thereof, with respect to Dividend distribution
- Loan repayment and working capital requirements;
- Financial commitments with respect to the outstanding borrowings and interest thereon.
- Other Corporate Action options (For ex. Bonus issue, Buy back of shares).
- Cost and availability of alternative sources of financing;
- Capital expenditure requirements considering the expansion and acquisition opportunities;
- Any windfall, extra-ordinary or abnormal gains made by the Company;

- Any other relevant factors that the Board may deem fit to consider before declaring Dividend

6. UTILIZATION OF RETAINED EARNINGS:

Retained earnings will be used for the Company's growth plans, expected capital adequacy/liquidity requirements, debt repayments and other contingencies.

7. REVIEW:

The Board is authorized to review/amend this policy from time to time at its sole discretion and/or subject to revision/amendment in accordance with the guidelines as may be issued by Ministry of Corporate Affairs, Securities Exchange Board of India or such other regulatory authority as may be authorized, from time to time.

8. DISCLOSURES:

The Dividend Distribution Policy (as amended from time to time) will be available on the website of the Company (www.mas.co.in) and web-link shall also be provided in the Company's Annual Report of the Company as required by the Regulations in force from time to time.

9. REPORTS

The Company shall prepare a report that is to be furnished within a fortnight after declaration of dividend to the Regional Office of the Department of Supervision of the Reserve Bank. The format of the Report shall be the format prescribed hereunder.

Details of dividend declared during the financial year

Name of the NBFC – ___________________

Accounting period *	Net profit for the accounting period (₹ crore)	Rate of dividend (per cent)	Amount of dividend (₹ crore)	Dividend Payout ratio (per cent)

* quarter or half year or year ended ----- as the case may be

Annexure- E

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

[Pursuant to clause (o) of Sub-Section 3 of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. **Brief outline on the CSR Policy of the Company:**

   Corporate Social Responsibility is a Company's sense of responsibility towards the community and environment in which it operates. It is the continuing commitment by business to behave ethically and contribute to economic development of the society at large.

   MAS Financial Services Limited has always, been actively involved in various Corporate Social Responsibility (CSR) activities. We are committed to making a difference by placing priority on giving back to our community and believe that businesses can only be successful when they are engaged in making the world a better place.

   During the year, the Company has undertaken various initiatives in the areas of Education and Community Welfare.

2. **Composition of CSR Committee:**

   The Company's CSR Committee consists of one Executive Director and two Independent Directors of the Company, and is chaired by an Independent Director. The composition of the Committee is set out below:

Sr. No.	Name of the Directors	Designation / Nature of Directorship		Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Umesh Shah	Independent Director	Chairman	2	1
2	Mrs. Darshana Pandya	Director & CEO	Member	2	2
3	Prof. Bala Bhaskaran	Independent Director	Member	2	2

   However, due to tenure completion of Mr. Bala Bhaskaran, Independent Directors of the Company with effect from close of business hours on March 31, 2024, the Board of Directors in their meeting held on January 24, 2024 has re-constituted the CSR Committee effective from April 1, 2024:

   1. Mrs. Daksha Shah (Independent Director) – Chairman
   2. Mrs. Darshana Pandya (Director & CEO) – Member
   3. Mr. Umesh Shah (Independent Director) – Member

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:**

   The Composition of CSR committee, Company's CSR policy and CSR projects are available on website of the Company

   Composition of CSR Committee : https://mas.co.in/ConstitutionofCSRCommittee.aspx

   Company's CSR Policy : https://mas.co.in/policy.aspx

   CSR Projects' : https://mas.co.in/CSRProjects.aspx

4. **Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):** Not Applicable
5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:** Not Applicable
6. **Average Net Profit of the Company as per Section 135(5):** ₹ 2,23,08,77,331/-
7. **(a) Two percent of average net profit of the Company as per section 135(5):** ₹ 4,46,17,547/-

   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL

(c) **Amount required to be set off for the financial year, if any:** NIL

(d) **Total CSR obligation for the financial year (7a+7b-7c):** ₹ 4,46,17,547/-

8. (a) **Details of CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in Rs.)				
	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 (in ₹)	Date of Transfer	Name of Fund	Amount (in ₹)	Date of Transfer
36,89,793	4,09,27,754	April 29, 2024	-	-	-

(b) **Details of CSR amount spent against Ongoing Projects for the financial year:**

1	2	3	4	5		6	7	8	9	10	11	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local Area (Yes/ No)	Location of the Project		Project Duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation – Direct (Yes/ No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration Number
1.	"SHIKSHA PROTSAHAN" - PROMOTING EDUCATION IN RURAL AREAS	Education	Yes	Gujarat	Rural locations of Gujarat	3 Years	Approx. 3,51,00,000	14,56,987	3,36,43,013	Yes	NA	
2.	"AROGYA ABHIYAN" - MEDICAL FACILITY TO NEEDY PEOPLE	Health	Yes	Gujarat	Ahmedabad	1-3 Years	Approx. 40,00,000	1,00,000	39,00,000	Yes	NA	
3.	GRAIN DISTRIBUTION	Food Distribution	Yes	Gujarat	Ahmedabad	1-3 Years	Approx. 52,18,615	18,33,874	33,84,741	Yes	NA	
TOTAL							**Approx. 4,43,18,615**	**33,90,861**				

(c) **Details of CSR amount spent against other than Ongoing Projects for the financial year:**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	**Name of the Project**	**Item from the list of activities in Schedule VII to the Act**	**Local Area (Yes/ No)**	**Location of the Project**		**Amount spent for the project (in ₹)**	**Mode of Implementation – Direct (Yes/No)**	**Mode of Implementation - Through Implementing Agency**	
				State	**District**			**Name**	**CSR Registration Number**
1.	Donation to Army Officials	Benefit of armed forces veterans, war widows and their dependents	Yes	Gujarat	Ahmedabad	2,72,047	Yes	Not Applicable	
TOTAL						**2,72,047**			

(d) **Amount spent in Administrative Overheads** : Rs. 26,885/-

(e) **Amount spent on Impact Assessment, if applicable** : NA

(f) **Total amount spent for the Financial Year (8b+8c+8d+8e)** : Rs. 36,89,793/-

(g) **Excess amount for set-off, if any** : NA

9. (a) **Details of Unspent CSR amount for the preceding three financial years:**

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years (in ₹)
				Name of the Fund	Amount (in Rs.)	Date of Transfer	
1.	2022-23	3,98,18,497	15,47,383	-	-	-	3,54,87,060
2.	2021-22	3,98,86,563	1,62,38,507	-	-	-	1,89,66,618
3.	2020-21	3,84,21,095	1,81,84,115	-	-	-	0.00
	TOTAL	**11,81,26,155**	**3,59,70,005**	**-**	**-**	**-**	**5,44,53,678**

(b) **Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No.	**Project ID**	**Name of the Project**	**Financial Year in which the project was commenced**	**Project Duration**	**Total amount allocated for the project (in ₹ Crs.)**	**Amount spent on the project in the reporting Financial Year (in ₹ Crs.)**	**Cumulative amount spent at the end of reporting Financial Year (in ₹ Crs.)**	**Status of the project - Completed /Ongoing.**
1.	FY31.03.2023_1	"SHIKSHA PROTSAHAN" - PROMOTING EDUCATION IN RURAL AREAS	2022-23	3 Years	Approx 3.35	0.15	0.31	Ongoing
2.	FY31.03.2023_2	"AROGYA ABHIYAN" - MEDICAL FACILITY TO NEEDY PEOPLE	2022-23	1-3 Years	Approx 0.84	0.00	0.09	Ongoing
3.	FY31.03.2023_3	GRAIN DISTRIBUTION	2022-23	1-3 Years	Approx 0.05	0.00	0.02	Ongoing
4.	FY31.03.2022_1	"SHIKSHA PROTSAHAN" - PROMOTING EDUCATION IN RURAL AREAS	2021-22	3 Years	Approx. 2.44	0.34	0.95	Ongoing
5.	FY31.03.2022_1	"AROGYA ABHIYAN" - MEDICAL FACILITY TO NEEDY PEOPLE	2021-22	1-3 Years	Approx. 1.5	1.23	1.46	Ongoing
6.	FY31.03.2022_1	MAS "KHEL PROTSAHAN ABHIYAN"	2021-22	1-3 Years	Approx. 0.48	0.05	0.05	Ongoing
7.	FY31.03.2021_1	"SHIKSHA PROTSAHAN" - PROMOTING EDUCATION IN RURAL AREAS	2020-21	3 Years	Approx. 2.30	0.87	2.30	Completed
8.	FY31.03.2021_2	MAS MENSTRUAL HYGIENE PROGRAMME (PROMOTING SANITATION IN RURAL AREAS)	2020-21	3 Years	Approx. 0.05	0.03	0.05	Completed
9.	FY31.03.2021_3	AROGYA ABHIYAN - MEDICAL FACILITY TO NEEDY PEOPLE	2020-21	3 Years	Approx. 1.50	0.47	1.50	Completed

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

(a) Date of creation or acquisition of capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5):

Citing the ongoing project of the company, we would like to emphasize that our company is deeply committed to utilizing funds efficiently and ensuring they reach the last mile of impact. While there may have been unspent funds for CSR, we have a clear strategy in place to address this.

The unspent funds will be allocated to long-term multiyear projects, primarily focusing on education, constructing sheds and providing basic hygiene facilities in remote rural areas. Additionally, we have identified various projects aimed at promoting education, sanitation, health, and overall welfare to enhance the quality of life for all. Our CSR initiatives are rooted in the well-being and betterment of lives.

As per our CSR policy and project alignment, funds have been earmarked accordingly. We have a long-standing history of implementing social initiatives and positively impacting communities across the state. Our goal is to increase our CSR impact and expenditure in the upcoming years, while concurrently prioritizing sustainable development and responsible infrastructure.

We assure you that all efforts will be made to cover the shortfall in CSR spending in the coming years. We are dedicated to expanding our CSR initiatives, particularly in rural development, health promotion, and sanitation. Our aim is to reach as many deserving students as possible, ensuring the benefits directly impact those in need. While the process may require additional time, we remain committed to fulfilling the entire required CSR expenditure as per the provisions of the Companies Act, 2013.

Mr. Umesh Shah
Independent Director
Chairman of CSR Committee
DIN: 07685672

Mrs. Darshana Pandya
Director & CEO
Member of CSR Committee
DIN: 07610402

Date : August 14, 2024
Place : Ahmedabad

Annexure- F

FORM AOC-1

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

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

Part "A": Subsidiaries

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

Sr. No.	Particulars	Details	
1.	Name of the subsidiary	MAS RURAL HOUSING & MORTGAGE FINANCE LIMITED	MASFIN INSURANCE BROKING PRIVATE LIMITED
2.	The date since when subsidiary was acquired	10/10/2007	05/08/2022
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Financial Year 2023-2024 (01.04.2023 to 31.03.2024)	
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable	
5.	Share capital	Authorised: ₹ 45,00,00,000/- Paid up : ₹ 42,86,85,750/-	Authorised: ₹ 50,00,000/- Paid up : ₹ 50,00,000/-
6.	Other Equity	67,96,71,949	-8,78,829
7.	Total assets	4,99,33,69,853	41,77,689
8.	Total Liabilities	3,88,50,12,154	56,518
9.	Investments	15,00,000	NIL
10.	Turnover	62,45,93,956	NIL
11.	Profit before taxation	9,57,50,762	-7,31,778
12.	Provision for taxation	1,99,47,900	NIL
13.	Profit after taxation	7,58,02,862	-7,31,778
14.	Proposed Dividend	1,30,06,217	NIL
15.	% of shareholding	60.77%	69.00%

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

1. Names of subsidiaries which are yet to commence operations – MASFIN INSURANCE BROKING PRIVATE LIMITED
2. Names of subsidiaries which have been liquidated or sold during the year – NIL

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

1.	Name of associates/Joint Ventures	N.A.
2.	Latest audited Balance Sheet Date	N.A.
3.	Shares of Associate/Joint Ventures held by the company on the year end Number Amount of Investment in Associates/Joint Venture Extend of Holding%	N.A.
4.	Description of how there is significant influence	N.A.
5.	Reason why the associate/joint venture is not consolidated	N.A.
6.	Net worth attributable to shareholding as per latest audited Balance Sheet	N.A.
7.	Profit/Loss for the year	
	(i) Considered in Consolidation	N.A.
	(ii) Not Considered in Consolidation	N.A.

1. Names of associates or joint ventures which are yet to commence operations: NIL
2. Names of associates or joint ventures which have been liquidated or sold during the year: NIL

For and on behalf of the Board of Directors of
MAS FINANCIAL SERVICES LIMITED

Kamlesh C. Gandhi
Chairman and Managing Director
(DIN: 00044852)

Darshana S. Pandya
Director & CEO
(DIN: 07610402)

Riddhi B. Bhayani
Company Secretary & Chief Compliance Officer
Membership No.: A41206

Date : August 14, 2024
Place : Ahmedabad

Annexure- G

Particulars of Employees (pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended)

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules made there under:

A. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. **The ratio of remuneration of each director to the median remuneration of employees of the Company for the financial year 2023-24:**

Sr. No.	Name	Designation	Nature of Payment	Ratio against median employee's remuneration
1.	Mr. Kamlesh Gandhi	Chairman and Managing Director	Remuneration	155.45 : 1
2.	Mrs. Darshana Pandya	Director and Chief Executive Officer	Remuneration	21.53 : 1
3.	Mr. Bala Bhaskaran	Independent Director	Sitting Fees	2.15 : 1
4.	Mr. Chetan Shah	Independent Director	Sitting Fees	2.40 : 1
5.	Mr. Umesh Shah	Independent Director	Sitting Fees	1.91 : 1
6.	Mrs. Daksha Shah	Woman Independent Director	Sitting Fees	1.11 : 1
7.	Mr. Narayanan Sadanandan	Independent Director	Sitting Fees	0.68 : 1

2. **The Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2023-24:**

Sr. No.	Name	Designation	Nature of Payment	Percentage Increase / decrease over previous year
1.	Mr. Kamlesh Gandhi	Chairman and Managing Director	Remuneration	24.37%
2.	Mrs. Darshana Pandya	Director and Chief Executive Officer	Remuneration	31.44%
3.	Mr. Bala Bhaskaran	Independent Director	Sitting Fees	Nil #
4.	Mr. Chetan Shah	Independent Director	Sitting Fees	Nil #
5.	Mr. Umesh Shah	Independent Director	Sitting Fees	Nil #
6.	Mrs. Daksha Shah	Woman Independent Director	Sitting Fees	Nil #
7.	Mr. Narayanan Sadanandan	Independent Director	Sitting Fees	Nil #
8.	Ms. Riddhi Bhayani	Company Secretary and Chief Compliance Officer	Remuneration	13.59%
9.	Mr. Ankit Jain	Chief Financial Officer	Remuneration	21.76%

Independent Directors are paid fixed sitting fees for every meeting attended, amount of the same is not changed during the year.

3. **The percentage increase in the median remuneration of employees in the financial year:** The median remuneration of employees was increased by 17.48% over previous year.

4. **The number of permanent employees on the roll of the Company:** 1590 Employees

5. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:** The Average salaries of the employees of the Company increased by 25.69% while the Managerial remuneration increased by 24.75% in the current year. Annual increments, if any, are decided by the Nomination and Remuneration Committee within the salary scale approved by the members and are effective from April 1, of each year.

Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

a) The Company does not have any employees who is drawing remuneration in excess of limit prescribed under section 197(12) of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

List of top ten employees (other than Directors) in terms of remuneration drawn as on March 31, 2024:

Sr. No.	Name of Employee	Designation	Remuneration (₹ in lakh)	Nature of Employment	Qualification and Experience	Date of Commencement of Employment	Age	Last Employment	Number of equity shares of the Company held by employee	Relative of any Directors
1.	Mr. Saumil Dipakbhai Pandya	President & Head Retail Assets	84.05	On roll	Bachelor of Commerce Has more than 2 decades of experience	01/08/1996	52	--	42,753 Shares (0.0261%)	Husband of Mrs. Darshana Pandya
2.	Mr. Ankit T. Jain	Chief Financial Officer	44.89	On roll	M.B.A. Finance Has more than 1 decade of experience	01/04/2010	37	--	75 Shares (Negligible Holding)	--
3.	Mr. Dipak M. Dangar	COO - Retail Asset Channel	44.89	On roll	B.E. Chemical & MBA Finance Has more than 1 decade of experience	26/05/2008	41	--	12 Shares (Negligible Holding)	--
4.	Mr. Nishant Jain	Chief Risk Officer	44.63	On roll	Chartered Accountant Has more than 1 decade of experience	03/05/2018	36	Jain Sons Finlease Limited	--	--
5.	Mr. Sunil Shah	Head Portfolio	41.81	On roll	Bachelor of Commerce Has more than 2 decades of experience	01/07/1998	54	--	1,464 Shares (0.0008%)	--
6.	Mr. Gaurang Arvindbhai Kasudia	Head - MIS	40.93	On roll	Bachelor of Commerce Has more than 2 decades of experience	01/08/1996	48	--	1,014 Shares (0.0006%)	--
7.	Mr. Bhavesh D. Patel	Head - Accounts	38.55	On roll	Bachelor of Commerce Has more than 2 decades of experience	01/04/2004	43	Nishu Accounts Consultancy	1,014 Shares (0.0006%)	--
8.	Mr. Dhvanil K. Gandhi	Executive Vice President	38.41	On roll	Masters in Business Administration Has more than a decade of experience	20/07/2011	31	--	1,05,831 Shares (0.0645%)	Son of Mr. Kamlesh Gandhi
9.	Mr. Ravi Mukeshbhai Shah	Credit Incharge	33.44	On roll	Bachelor of Commerce Has more than 2 decades of experience	01/12/1999	46	--	564 Shares (0.0003%)	--

Sr. No.	Name of Employee	Designation	Remuneration (₹ in lakh)	Nature of Employment	Qualification and Experience	Date of Commencement of Employment	Age	Last Employment	Number of equity shares of the Company held by employee	Relative of any Directors
10.	Mr. Rajen S. Shah	Chief Technology Officer	31.05	On roll	Bachelor of Science, Master in Computer Application Has more than 2 decades of experience	01/09/2003	50	Akar Laminators Limited	360 Shares (0.0002%)	--

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

The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel of the Company are as per the Remuneration Policy of the Company.

FOR, MAS FINANCIAL SERVICES LIMITED

Kamlesh C. Gandhi
Chairman and Managing Director
(DIN: 00044852)

Date : August 14, 2024
Place : Ahmedabad

Annexure- H

MANAGEMENT DISCUSSION & ANALYSIS

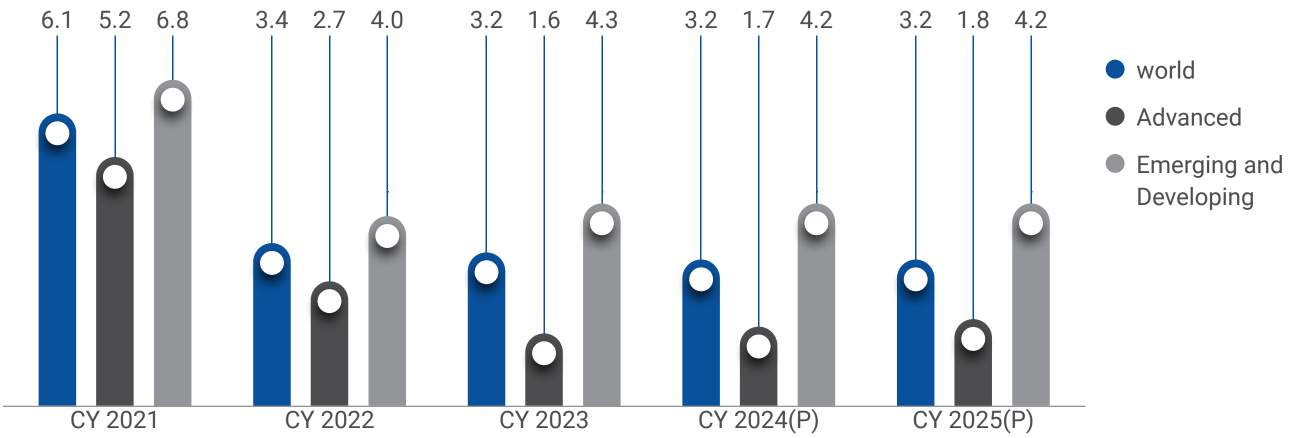
ECONOMIC OVERVIEW

Global Economy

The global economy has defied expectations, exhibiting resilience despite disinflation fears in 2022-23 and central bank interest rate hikes aimed at curbing inflation. This steady growth can be attributed to factors like increased government spending, continued consumer spending, and a surprising rise in labour force participation. All these factors helped avert the dreaded stagflation scenario.

The April 2024 World Economic Outlook, titled "Steady but Slow: Resilience amid Divergence," projects continued global growth at a moderate pace of 3.2% for 2024 and 2025, mirroring the overall performance in 2023.

Global Growth amd Projections



Source: World Economic Outlook, IMF

Growth is expected to remain modest, with a slight acceleration in advanced economies offset by a moderate slowdown in emerging markets. Long-term growth projections, however, paint a picture of historically low figures.

Inflationary pressures are easing at a faster-than-anticipated clip in many regions, leading to a more balanced outlook compared to last year. Global inflation is forecast to follow a downward trajectory, dropping from 6.8% in 2023 to 5.9% in 2024 and eventually reaching 4.5% in 2025. Notably, advanced economies are expected to achieve their inflation targets sooner than emerging markets. However, core inflation may exhibit a slower decline.

The IMF's April 2024 report emphasizes the need for central banks to ensure a smooth transition as inflation approaches its target level. Additionally, renewed focus on fiscal consolidation is crucial to create space for future investments, manage debt levels sustainably, and safeguard long-term financial health.

Overall, the global economic outlook presents cautious optimism. While immediate risks appear balanced, addressing long-term challenges is paramount. These challenges include high borrowing costs, the withdrawal of fiscal support, and the lingering effects of the COVID-19 pandemic and geopolitical tensions.

The current low forecast for global growth in five years suggests a potential slowdown in the convergence of living standards across countries. Responsible monetary and fiscal policies, coupled with growth-oriented reforms and international collaboration, will be critical for navigating the current economic landscape and forging a more secure and sustainable future.

(Source: IMF April 2024 – World Economic Outlook publication, titled 'Steady but Slow: Resilience amid Divergence')

Indian Economy

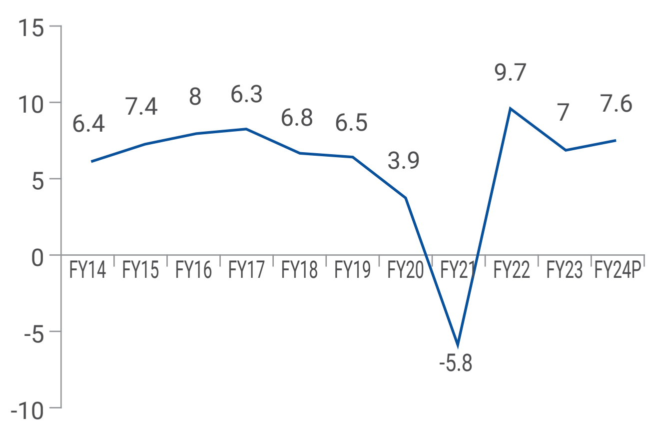
Despite a challenging global environment in FY 2023-24, marked by high-interest rates and geopolitical tensions, India demonstrated impressive resilience. Retaining its position as the world's fifth-largest economy, India is projected to achieve a growth rate of 7.6% according to the second revised estimates by MOSPI, surpassing the previous year's 7%. This robust growth is attributed to strong domestic consumption, increased government capital expenditure, a fortified financial sector, and stable monetary policies.

Both the manufacturing and service sectors thrived. Manufacturing saw an impressive 8.5% growth, with the Index of Industrial Production (IIP) for manufacturing registering a significant 5.6% year-on-year increase. The service sector remained resilient, with the Purchasing Managers' Index (PMI) consistently exceeding 50, indicating sustained expansion. Additionally, a surge of 11.7% in GST collections underscored robust domestic demand.

Global geopolitical tensions, particularly the Russia-Ukraine conflict, triggered a rise in oil prices and grain scarcity, leading to higher global inflation. India felt these effects, experiencing increased inflation rates. To address this, the Reserve Bank of India maintained a stringent monetary policy, keeping key policy rates unchanged at 6.5%. This effectively managed inflation within the tolerance band, with average CPI inflation estimated at 5.4% for the fiscal year.

Gross National Disposable Income (GNDI) at current prices witnessed a growth of 14.5% in FY 2022-23 compared to 18.8% in FY 2021-22. Gross Saving during FY 2022-23 is estimated at Rs 81.50 lakh crore, up from Rs 73.63 lakh crore in FY 2021-22. Consequently, the Gross Saving to GNDI ratio for FY 2022-23 is estimated at 29.7%, compared to 30.8% for FY 2021-22.

India's GDP Growth



Source: Trading Economics

OUTLOOK

The World Bank painted a rosy picture for India's upcoming fiscal year, projecting a growth rate of 7.5% in FY 2024-25. This optimistic forecast is fuelled by anticipation of continued strength of the service sector alongside vibrant construction and real estate activities within the industrial sector. The World Bank highlights the robust expansion witnessed in the fourth quarter of 2023, driven by rapid increases in investment and government consumption, which is expected to persist. Inflationary pressures, which peaked in mid-2023, are predicted to ease and hover around 4.5% throughout FY 2024-25, falling comfortably within the RBI's target range of 2-6%. This anticipated subsiding of inflation will create more space for policy measures aimed at easing financial conditions.

The World Bank foresees a slight moderation in India's growth trajectory to 6.6% in FY 2024-25, followed by a pick-up in subsequent years. This pick-up is attributed to the long-term benefits expected from a decade of robust public investment. However, the RBI exhibits a more confident stance on India's strengthened domestic economic activity. India's GDP growth rate for the quarter ending December 2023 surpassed the RBI's projections significantly, reaching 8.4%. This reinforces India's position as the world's fastest-growing major economy. While the first advance estimates (FAE) released by the NSO indicated a year-on-year GDP growth of 7.3% for 2023-24, driven by strong investment activity, the second advance estimate revised the growth projection upwards to 7.6%. Nevertheless, the RBI, in its first bi-monthly committee meeting for FY24-25, maintained its real GDP growth forecast at a robust 7%.

Source: PIB, World Bank, RBI, Trading Economics

INDUSTRY OVERVIEW

Financial Services Industry

India's financial sector is diverse and growing quickly, with both established firms and new entrants expanding. Key segments include commercial banks, insurance companies, non-banking financial companies, cooperatives, pension funds, mutual funds, and smaller entities. The rise of fintech across these segments is driving the industry to new heights and accelerating its growth rapidly.

The Government of India has introduced reforms to improve the financial services industry. Along with the Reserve Bank of India (RBI), it has taken steps to make financing easier for Micro, Small, and Medium Enterprises (MSMEs). These steps include launching the Credit Guarantee Fund Scheme for MSMEs, issuing guidelines to banks on collateral requirements, and establishing the Micro Units Development and Refinance Agency (MUDRA).

Recently, the financial sector has faced challenges like bad loans, the NPA crisis, and the impact of COVID-19. To address these, the government and RBI have taken various measures. The Insolvency and Bankruptcy Code, 2016 (IBC) has changed the credit culture, and amendments to the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 have made it more effective. The National Asset Reconstruction Company Limited was established to resolve stressed assets over ₹500 crore. Additionally, tighter monetary policy has improved interest margins for lenders and reduced non-performing loans.

The Indian financial services industry is set for strong growth due to rising disposable incomes, a growing economy, increased digitization, and government support. Additionally, a greater focus on financial literacy is expected to expand the customer base and increase the industry's overall size.

NBFCs in India

The Non-Banking Financial Companies (NBFCs) sector in India has grown significantly, becoming a key part of the financial landscape. Segments like housing finance, microfinance, and consumer finance have driven this expansion. Factors such as a growing middle class, better financial inclusion, and supportive policies have fuelled this growth. Today, NBFCs have become a crucial source of finance for many, including SMEs and underserved populations. They efficiently meet diverse borrower needs due to their wide reach, understanding of financial requirements, and quick turnaround times.

According to the KPMG and CII report "NBFCs in India: Growth and Stability," NBFCs are recovering from the post-COVID-19 slowdown with an expected credit growth of 13-14% in FY24. However, from FY23 to FY25, NBFC credit is projected to grow at a CAGR of 13-15%. The pandemic accelerated technology adoption and changes in consumer habits, allowing NBFCs to grow without heavy investment in physical locations. The report cited some key reasons for the growth of NBFCs, which include their deep demographic and addressable market understanding, tailored product offerings, wider and more effective reach, technology advancements and growing fintech ecosystem for improved efficiency and enhanced experience, practice of co-lending and various Government and central bank Initiatives. It also pointed out that the industry is likely to see new NBFCs targeting specific customer segments.

An interesting trend that has emerged in the NBFC space is digital adoption to improve efficiency, customer experience, and compliance while reducing costs. Despite tough competition from banks and MFIs in market share, customer acquisition, asset quality, and technology, NBFCs lead in frugal digital innovation. They effectively compete with larger institutions using advanced technologies like cloud, low-code/no-code, data lakes, and GenAI, which support modern applications, super apps, data transparency, and strong information security for seamless customer and employee experiences.

Despite being vital contributors to the financial ecosystem, a number of NBFCs face evolving challenges in securing funds. The report suggests that by exploring alternative funding sources and aligning strategies with regulatory measures, these financial entities can secure their future growth and resilience.

MSME Sector

As of March 2024, 4,00,42,875 MSMEs are registered on the Udyam portal, including the Udyam Assist Platform (UAP). Among these, 97.7% are micro-enterprises, 1.5% are small enterprises, and 0.8% are medium-sized enterprises. As of February 5, 2024, women own 20.5% of these MSMEs, contributing 18.73% to employment and 10.22% to turnover. According to IBEF, the number of MSMEs is expected to grow from 6.3 crore to about 7.5 crore, with a projected CAGR of 2.5%.

Under the Pradhan Mantri Mudra Yojana (PMMY), Rs. 4.82 lakh crore was sanctioned in FY24 for 5.8 crore Mudra loans to non-corporate and non-farm MSEs. Additionally, as per the findings of the latest edition of MSME Pulse Report based on data as of quarter ending Sep 2023, credit flow to MSMEs continues to grow catalysed by technology and data-analytics oriented lending. This credit growth is broad-based, marked expansion is seen amongst semi-urban and rural MSMEs.

The government aims to support MSME growth through various initiatives. In the interim Budget for 2024-2025, the Finance Minister announced a Rs. 1 lakh crore corpus for 50-year interest-free loans to boost research and innovation in emerging sectors. Further, the 2023-24 budget revamped the credit guarantee scheme for MSMEs with a Rs. 9,000 crore infusion, enabling Rs. 2 lakh crore in additional collateral-free credit and reducing credit costs by 1%. Gross bank credit to MSMEs in October 2023 was US$ 279.18 billion, a 22.8% increase from the previous year and an 11.8% rise from September 2023. This growth, driven by technology and data-analytics lending, is broad-based, with significant expansion in semi-urban and rural MSMEs.

According to the Global Alliance For Mass Entrepreneurship (GAME), key trends for MSME growth in 2024 include embracing sustainability, expanding e-commerce, technological advancements, new funding avenues, global market integration, an evolving workforce, and increased policy and government support.

Housing Finance

India's housing finance market is a flourishing sector brimming with potential for both lenders and borrowers. Valued at a staggering ₹ 30 trillion, the market is expected to surge at a robust 13% CAGR (FY23-26), fueled by rising incomes, improved affordability, and supportive government policies. Housing finance already reigns supreme within India's secured loan portfolio.

The post-pandemic era, though marked by occasional dips, has witnessed consistent market strength. Key trends shaping the market include a digital revolution streamlining the home loan process, a growing focus on financing affordable housing, and an increased demand for sustainable and green housing solutions. Additionally, niche financing options are emerging to cater to specific customer segments, contributing to the market's dynamism and evolution.

Fresh players are innovating their way into the market, with fintech startups leveraging digital platforms to make their mark. Established lenders are keeping pace by expanding their reach to Tier 2 and Tier 3 towns. Fintech's role is proving instrumental in empowering both homebuyers and investors. By seamlessly integrating technology, data analytics, and digitization, fintech is making home loan processes swifter, more accessible, and highly secure. These new-age companies connect lenders with qualified leads, broaden the customer base, and ensure borrowers have access to affordable housing finance.

Looking ahead, India's housing finance market appears poised for a bright future, driven by a combination of market growth, a focus on affordability and sustainability, and the rise of innovative fintech solutions.

Automobiles

India's automobile sector is a major player on the world stage. It holds the distinction of being the world's third-largest automobile market, showcasing its strength across various segments. The industry is a dominant force in heavy vehicles, ranking as the world's No. 1 tractor manufacturer, No. 2 bus manufacturer, and No. 3 heavy truck manufacturer.

This sector is not only a source of national pride but also a significant contributor to the economy. Foreign Direct Investment (FDI) in the automobile sector is on the rise, accounting for 5.35% of the total FDI inflow as per the December 2023 DPIIT Report.

The electric vehicle (EV) market, projected to experience a Compound Annual Growth Rate (CAGR) of 49% between 2022 and 2030. This surge is expected to create a significant number of jobs, with estimates suggesting 5 million direct and indirect jobs will be generated by 2030. Furthermore, the EV financing market is poised to reach a size of $50 billion by 2030, a substantial portion of the current Indian retail vehicle finance industry.

The industry is a significant job creator, employing millions of people across various sectors. According to the Society of Indian Automobile Manufacturers (SIAM), the industry generates employment for 13 people per truck, 6 people per car, 4 people per three-wheeler, and 1 person per two-wheeler.

Recent sales figures from SIAM paint a positive picture. Total domestic vehicle sales witnessed a healthy 12.5% increase in FY24, reaching 23.8 million units compared to the previous year. Passenger vehicles and two-wheelers both experienced significant growth, with passenger vehicle sales rising by 8.4% and two-wheeler sales climbing by 13.3%.

Domestic Sales Trends

(in numbers)

Category	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24
Passenger Vehicles	33,77,389	27,73,519	27,11,457	30,69,523	38,90,114	42 18,746
Commercial Vehicles	10,07,311	7,17,593	5,68,559	7,16,566	9,62,468	9,67,878
Three Wheelers	7,01,005	6,37,065	2,19,446	2,61,385	4,88,768	6,91,749
Two Wheelers	2,11,79,847	1,74,16,432	1,51,20,783	1,35,70,008	1,58,62,087	1,79,74,365
Quadricycles	627	942	-12	124	725	725
Grand Total	**2,62,66,179**	**2,15,45,551**	**1,86,20,233**	**1,76,17,606**	**2,12,04,162**	**2,38,53,463**

Source: SIAM

Export Trends

Category	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24
Passenger Vehicles	6,76,192	6,62,118	4,04,397	5,77,875	6,62,891	6,72,105
Commercial Vehicles	99,933	60,379	50,334	92,297	78,645	65,816
Three Wheelers	5,67,683	5,01,651	3,93,001	4,99,730	3,65,549	2,99,977
Two Wheelers	32,80,841	35,19,405	32,82,786	44,43,131	36,52,122	34,58,416
Quadricycles	4,400	5,185	3,529	4,326	2,280	4,178
Grand Total	**46,29,049**	**47,48,738**	**41,34,047**	**56,17,359**	**47,61,487**	**45,00,492**

Source: SIAM

India's ambitious goal of doubling its auto industry size to ₹ 15 Lakh Crore by the end of 2024 reflects the sector's potential and the government's commitment to its continued growth. With a strong foundation, a booming EV market, and a skilled workforce, India's automobile industry is well-positioned to maintain its position as a global leader.

COMPANY OVERVIEW

MAS Financial Services Limited was founded in 1995 and is a registered Non-Banking Finance Company (NBFC) regulated by the Reserve Bank of India (RBI). The Company operates out of Ahmedabad and specializes in providing retail financing services to the lower and middle-income groups of society. Over the past two and a half decades, MAS has been dedicated to serving the financially underserved masses across urban, semi-urban, and rural areas, both in the formal and informal sectors of the economy.

MAS offers a diverse range of retail finance products to cater to the varied needs of its customers. These include Micro Enterprise Loans, SME Loans, Two-Wheeler Loans, Commercial Vehicle Loans, Salaried Personal Loans, and Home Loans (through subsidiary). The Company's operations are built on the foundation of a highly experienced management team, a huge borrower base, a diverse product mix, efficient liability management, and a well-spread branch network.

Distribution Network

The Company has established a strong distribution network to provide its customers with top-quality services at their convenience. Its operations span across 189 branches, strategically located in Gujarat, Maharashtra, Rajasthan, Madhya Pradesh, Chhattisgarh, Tamil Nadu, Karnataka, Telangana, Delhi NCR, Haryana, Punjab and Uttarakhand. This widespread network enables the Company to serve the underserved and capture a significant share of the untapped demand in the hinterlands by providing last-mile delivery of credit.

The Company's in-depth market knowledge has helped it establish strong and time-tested connections with MFIs, HFCs, and other NBFCs that offer similar products. By forging robust value chains, MAS has been able to extend its financial services to the underpenetrated regions and the Bottom of the Pyramid (BOP) segment. Its mission is to penetrate the informal financial sector and promote inclusivity by leveraging its distribution network and channel partners.

As of March 31, 2024, MAS had catered to over 8,80,000+ active loan accounts across more than 12,000+ customer locations through its robust branch network.

Partnerships with Various NBFCs

MAS has adopted a strategic partnership model to ensure mutual success for all stakeholders – the Company, its partners, and customers. In this model, MAS collaborates with various NBFCs, offering its domain expertise and lines of credit, while partners undertake last-mile credit delivery more effectively. This approach helps build stronger networks and fosters customer trust. Additionally, leveraging the operational efficiency and customer relationships of its partners in relatively remote areas of India allows MAS to improve its customer base without excessive investments in physical infrastructure.

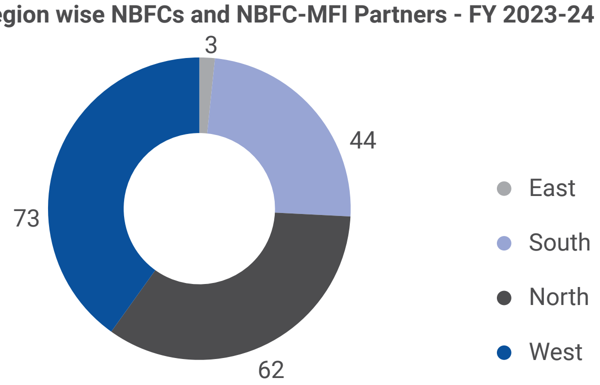
The model aims to help target clients approach the informal financial sector to meet their financing needs. Furthermore, MAS has established commercial arrangements with various sourcing partners, providing a guarantee for a part of a loan default. These revenue-sharing arrangements offer a relatively stable revenue source for the sourcing partners, making them attractive.

As of March 31, 2024, MAS had 365 sourcing intermediates for its Commercial Vehicle Loans and 185 for its Two-Wheeler Loans.

The Company's business expansion can be attributed to its strong and innovative partnership with NBFCs and NBFC-MFIs, which has resulted in the development of a unique and robust distribution network. This has not only strengthened the Company's pan-India presence but also mitigated the risk of overdependence on any one partner. Furthermore, this partnership model helps to control operating expenses and maintain credit quality, as the NBFC partner is responsible for both sourcing the end- customer and managing the risk of default.

As of March 31, 2024, the Company had 182 strategic partner NBFCs. Out of the 182 partners in FY 2023-24, around 45.60% fall within the AUM range of ₹ 50 – ₹ 500 crore allowing the Company to reach a larger customer base in remote geographies and considerably reducing the turnaround time for extending credit to customers. Moreover, the majority of its partners maintained a healthy Capital Adequacy Ratio (CAR) of more than 20%, which is well above the threshold limit.

Region wise NBFCs and NBFC-MFI Partners - FY 2023-24



BUSINESS PERFORMANCE

MAS offers a diverse range of financial products and services and is in a strong position to meet the financial needs of customers in the low and middle-income segments.

Performance of various Product Offerings - MSME Loans

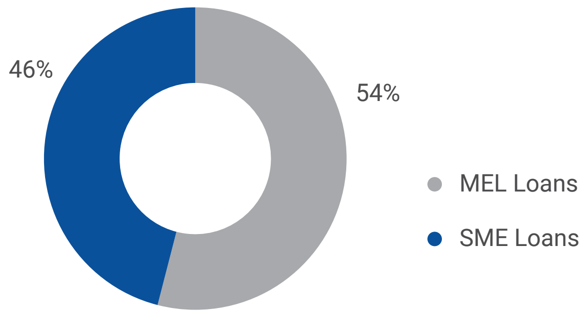
Micro-Enterprise Loan (MEL)

MAS offers loans to small enterprises spread across 190 business categories, including retailers, traders, small manufacturers, and service providers. The ticket size of these loans' ranges from ₹ 0.5 lakh to ₹ 10 lakhs.

Small & Medium Enterprises (SME)

The Company offers loans to SMEs engaged in manufacturing, trading, or services, for the purchase of fixed assets, like machinery or industrial property, and for their working capital requirements such as purchase of stock, replacing trade credit, etc. The ticket size of these loans ranges from ₹ 10 lakhs to ₹ 3 crore.

In FY 2023-24, MAS provided loans amounting to ₹ 4,685.99 crore as MEL loans and ₹ 3,617.17 crore as SME loans. The AUM for MEL loans stood at ₹ 4,385.11 crore and SME loans stood at ₹ 3,733.86 crore as on March 31, 2024, as compared to ₹ 3,874.16 crore and ₹ 2,986.66 crore respectively as on March 31, 2023.



TWO-WHEELER AND COMMERCIAL VEHICLE LOANS (WHEELS PORTFOLIO)

Two-Wheeler Loans

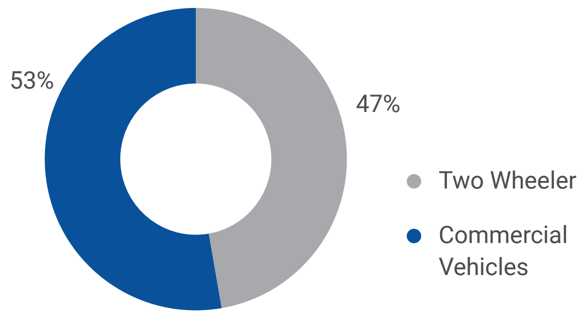
MAS offers two-wheeler loans to farmers, self-employed, businessmen, professionals, and salaried customers in urban, semi-urban, and rural areas. The ticket size of these loans ranges from ₹ 25,000 to ₹ 1.50 lakhs.

Commercial Vehicle Loans

The Company provides for the purchase of commercial vehicles. The ticket size of loans for the purchase of old/new commercial vehicle ranges from ₹ 1 lakh to ₹ 15 lakhs.

MAS also assists individuals and businesses in buying vehicles for personal use or to expand their transport/ distribution business.

In FY 2023-24, MAS provided loans amounting to ₹ 652.44 crore as Commercial Vehicle Loans and ₹ 575.28 Crore as Two Wheeler Loans.



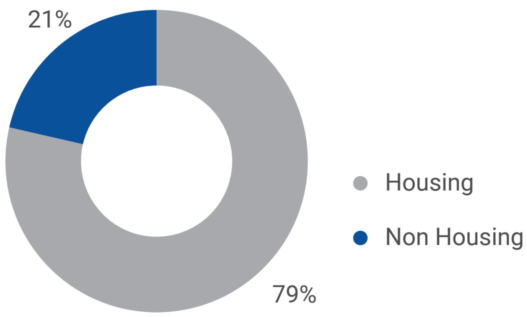
AUM for Commercial Vehicles and Two-Wheeler Loans stood at ₹ 747.66 crore and ₹ 670.12 crore respectively as on March 31, 2024 in comparison to ₹ 372.48 crore and ₹ 554.35 crore respectively as on March 31, 2023.

Salaried Personal Loans

MAS entered a new product segment of Salaried Personal Loans during FY 2022-23. It provides loans of up to ₹ 5 lakhs to the salaried individuals of the approved companies to satisfy their needs. In FY 2023-24, MAS provided loans amounting to ₹ 687.58 crore as Salaried Person Loans. AUM for Salaried Personal Loans stood at ₹ 588.86 crore as on March 31, 2024 in comparison to ₹ 304.90 crore as on March 31, 2023.

Housing Loans

MAS Rural Housing & Mortgage Finance Ltd. (MRHMFL) is a subsidiary of MAS. It was set up as a Housing Finance Company (HFC) in 2007, to provide affordable housing loans to customers in the low and middle-income group, especially in semi-urban and rural areas. MRHMFL offers housing loans to customers for the purchase, construction or renovation of their homes and loans for purchase and construction of commercial property. It also extends loans to developers for construction of affordable housing projects. In FY 2023-24, MRHMFL provided loans amounting to ₹ 264.63 crore.



As on March 31, 2024, the AUM for MRHMFL's business stood at ₹ 596.29 crore as compared to ₹ 413.34 crore as on March 31, 2023.

Particulars	Standalone		Consolidated	
	Year Ended on March 31, 2024	Year Ended on March 31, 2023	Year Ended on March 31, 2024	Year Ended on March 31, 2023
Revenue from Operations	1217.15	936.85	1279.16	978.60
Other Income	7.42	3.00	6.52	2.43
Total Income	**1224.57**	**939.85**	**1285.68**	**981.03**
Total Expenditure	**893.15**	**675.15**	**946.01**	**709.38**
Profit Before Tax	331.42	264.70	339.67	271.65
Provision for Taxation (Including Current Tax, Deferred Tax & Income Tax of earlier Years)	83.67	63.74	85.66	65.83
Net Profit	**247.75**	**200.96**	**254.01**	**205.82**
Profit Brought Forward	674.61	533.21	679.63	537.08
Net Profit after profit attributable to minority shareholders	-	-	(2.96)	(2.56)
Effect of changes in the Group's interest	-	-	(2.28)	-
Item of other comprehensive income recognised directly in retained earnings - on defined benefit plan	0.39	0.04	(0.38	0.05
Profit Available for Appropriation	**921.97**	**734.21**	**928.02**	**740.39**
APPROPRIATIONS:				
Transfer to reserve u/s 45-IC of RBI Act, 1934	(49.55)	(40.19)	(49.55)	(40.19)
Transfer to reserve u/s 29-C of NHB Act, 1987	-	-	(1.21)	(1.16)
Final Dividend on Equity Shares	(10.11)	(9.57)	(10.11)	(9.57)
Interim Dividend on Equity Shares	(16.40)	(9.84)	(16.40)	(9.84)
Dividend distribution tax on Equity Shares	-	-		-
Surplus Balance carried to Balance Sheet	**845.91**	**674.61**	**850.75**	**679.63**

Details of significant changes in Key Financial Ratios

During FY 2023-24, there were no significant changes (changes exceeding 25% or more as compared to the immediately previous financial year) in Key Financial Ratios

Details of changes in Ratios

On a standalone basis, during FY 2023-24, the Net Interest Margin (%) stood at 6.89% as compared to 6.79% in FY 2022-23. The Debt Equity Ratio was 4.00 times in FY 2023-24 as compared to 3.92 times for FY 2022-23. The Interest Coverage Ratio was 1.54 times in FY 2023-24 as compared to 1.56 times for FY 2022-23. The Company's return on net worth improved to 16.31% in FY 2023-24 as compared to 15.25% for FY 2022-23 due to operational efficiency and increase in profitability.

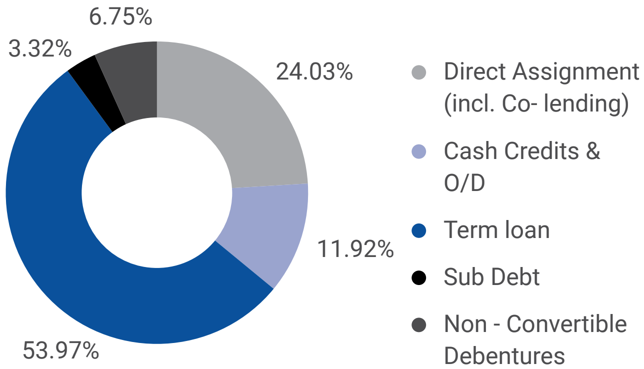
LIABILITY MANAGEMENT

MAS considers liability management as a critical function. Prudent liability management has enabled the Company to tide over challenges within the industry, as well as raise adequate liability as per regulatory requirements.

Over the years, the Company has established strong bonds and long-standing relationships with leading banks and various financial institutions. It intends to leverage its strong reputation, fund management experience and expertise to deliver benefits for its clients and value for its stakeholders. The Company continued to efficiently manage its Asset Liability Management (ALM) with a strategy of a judicious mix of borrowings between term loans, debentures, direct assignment, and cash credit.

As on March 31, 2024, the total borrowings of the Company stood at ₹ 7,081.20 crore. Around 85% of the asset portfolio comprises of MSME loans, which qualifies as Priority Sector Lending. The Company aims to maintain 20% to 25% of AUM as off book through direct assignment and co-lending transactions, which is with door-to-door maturity and without recourse to the Company. This further strengthens the liability management.

Source of Fund as on March 31, 2024



Following prudent practices, the total Cash credit limit available to the Company is ₹ 1,690 crore spread across 14 banks. The utilization level is maintained at 65% - 70% of the total Cash Credit Facility, ensuring sufficient liquidity on hand.

As on March 31, 2024, the Company had a liquidity buffer of around ₹ 800 crore and an unutilized Cash Credit facility of around ₹ 575 crore. In addition, the Company has a sanction on hand to the tune of ₹ 1,100 crore in the form of Term Loan, NCD and Direct assignment.

MAS has also assessed its structural liquidity for the period ended March 31, 2024, and concluded that there is no negative impact on liquidity and the cash flow.

The Company has also stress-tested its liquidity model and is comfortably placed to meet its repayment obligations for the entire year.

RESOURCE MOBILISATION

Share Capital: As on March 31, 2024, the issued and paid-up Equity Share Capital of the Company stood at ₹ 163.99 crore consisting of 16.39 crore Equity Shares of ₹ 10 each.

Term Loan: For FY 2023-24, the Company availed term loans amounting to ₹ 2,971.00 crore with an average tenure around of 4 years.

Assignment of Loan Portfolio/Co-Lending: For FY 2023-24, the Company has done assignment of portfolio/co-lending to the tune of ₹ 2,242.21 crore.

Non-Convertible Debentures (NCDs): For FY 2023-24, the Company has issued NCDs (Including Subordinated Debentures of ₹ 50 crore) to the tune of ₹ 575 crore.

CREDIT RATINGS

For FY 2023-24, the below credit rating was obtained from:

Acuite Ratings & Research

Acuite has reaffirmed its long-term rating of 'ACUITE AA-' (read as ACUITE double A minus) on the ₹ 4,500 crore bank facilities with 'Stable' Outlook.

Acuite has assigned its long-term rating of 'ACUITE AA-'(read as ACUITE double A minus) on the ₹ 1,500 crore bank facilities with 'Stable' Outlook.

Acuite has reaffirmed its short-term rating of 'ACUITE A1+' (read as ACUITE A one plus) on the ₹ 300 crore Commercial Paper Programme.

CARE Ratings

CARE has upgraded its rating to CARE AA- (read as Double A Minus) on the ₹ 8,000 crore Long Term Bank Facilities with 'Stable' Outlook.

CARE has upgraded its rating to CARE AA- (read as Double A Minus) on the ₹ 650 crore Non-Convertible Debenture (NCD) Issue with 'Stable' Outlook.

CARE has reaffirmed its rating of CARE A1+ (read as A One Plus) on the ₹ 250 crore Commercial Paper Issue.

CARE has upgraded its rating to CARE PP-MLD AA- (read as Principal Protected-Market Linked Debentures Double A Minus) on the ₹ 300 crore Principal Protected Market Linked Debenture (MLD) Issue with 'Stable' Outlook.

CARE has upgraded its rating to CARE AA- (read as Double A Minus) on the ₹ 400 crore Subordinated bonds Facilities with 'Stable' Outlook.

CAPITAL MANAGEMENT

MAS is committed to maintaining a strong and stable financial position, with a focus on maximizing returns on capital employed while adhering to RBI guidelines. The Company employs prudent capital management strategies to achieve this objective and continuously seeks to improve its practices in order to strengthen its balance sheet. By maintaining a healthy balance between risk and return, MAS can provide sustainable value to its stakeholders while maintaining a stable and robust financial position.

CREDIT AND RISK MANAGEMENT

MAS acknowledges that risk management is a crucial aspect of its operations. The Company recognises that risks can originate from both internal and external sources, and has instituted various measures to identify, evaluate, and mitigate these risks.

MAS defines its risk appetite, functional policies, and key risk indicators (KRIs) to explicitly determine the level and nature of risk that it is willing to take. The Company's risk management structure proactively identifies and addresses risks through risk assessment, a risk catalogue, a risk appetite framework, risk planning, risk culture, internal controls, and good governance.

To mitigate credit risk, MAS has developed customized credit analysis procedures for each product based on customer nature, loan purpose, and loan amount. The risk and collection department continuously align credit and collection policies, and resourcing, obtaining external data from credit bureaus, and regularly reviewing portfolios and delinquencies by senior and middle management teams. Additionally, MAS maintains sufficient spreads, offers relatively short tenure loans, and resets lending rates periodically to mitigate the risk of interest rate volatility.

At the end of FY 2023-24, the net NPAs of the Company stood at 1.51% of total AUM. During the year under consideration, it has extended loans with an average tenure of 19 months. Besides, MAS has a well-diversified portfolio of borrowers within its business segments. The inter-segment and intra- segment diversity applies to a very large market size, serves as a very potent protection against market risks that could occur due to various macro-economic developments. Moreover, the Company on a regular basis tracks the market developments and undertakes appropriate actions whenever required.

OPPORTUNITIES & THREATS

MAS constantly monitors the external environments and internal situation so that it is aware of the opportunities and threats that emerge. This enables the Company to tap into the positive prospects that come its way while overcoming or bypassing the challenge of threats.

Opportunities

- Diverse loan book and pan-India presence to accelerate growth
- Unique Business Model helps to minimise risk and operating cost
- Adequate capitalisation to support medium-term growth plans
- Brand recognition among lower income and middle-income groups of the society spread across urban, semi urban, and rural areas
- Operates in underpenetrated business segment with huge growth potential
- Successful track record of catering to the MSME sector
- Initiatives by the Government to further boost MSME sector

Threats

- Unpredictable policy changes by the Government
- Increasing competition from local and global players
- Higher exposure to semi-formal and informal sector customers

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

MAS has adequate internal controls and standardized operating processes that are envisaged to protect assets and business efficiency. The Company has established strong and well-entrenched internal control procedures commensurate with its size and operations and relevant to its broad domain of the lending business.

Internal financial controls have been developed for and implemented at every business process across the Company. This ensures strict adherence and compliance with statutes and laws. Checks and balances and control systems have been established to ensure that assets are safeguarded, utilised with proper authorization, and recorded in the books of account. The Company takes a complete view of the credit assessment process by framing credit screens based on reliable demographic data and strict adherence of the same with an element of adaptability. At the same time, there is no compromise on the fundamentals of extending credit, where it is due. MAS is continuously strengthening its due diligence, audit process, evaluation, and the exposure matrix for all its NBFC partners. Internal controls also include regular monitoring of operational expenditure with an endeavor to bring it down through improved efficiencies. The efficacy and adequacy of internal controls and their execution are driven by the ethos of striving for constant improvement. The Company's Audit Committee reviews the internal control system and looks into the observations of the statutory and internal auditors. This includes a review of policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business and fixing responsibility against all the controls. The management tests the controls across processes and redressal of any deviations in business operations is undertaken. The Audit function provide reasonable assurance regarding the effectiveness and efficiency of operations, safeguarding of assets, reliability of financial records and reports and compliance with applicable laws and regulations.

HUMAN RESOURCES

MAS recognizes the crucial role played by its employees in driving its growth and success. To this end, the Company prioritizes providing a supportive work environment that fosters employee satisfaction and motivation to achieve both personal and professional goals. MAS has cultivated an inclusive work culture that values responsibility and instils a sense of pride in its employees, resulting in a high retention rate.

The Company regularly reviews its business and people policies to identify opportunities for improvement. It has implemented strong talent management practices that include development programs, productivity initiatives, and reward mechanisms aimed at achieving organisational goals and retaining employees. Furthermore, MAS is committed to supporting the continuous growth and development of its workforce through Learning & Organisational Development initiatives.

MAS also upholds the highest standards of corporate governance, with its leaders and management team demonstrating proactive involvement in the Company's strategic direction. The senior management team consists of seasoned lending professionals with long-standing associations with MAS.

As on March 31, 2024, the employee strength of the Company stood at 1,590 on a standalone basis.

OUTLOOK

NBFCs are becoming increasingly important players in the financial sector, as they cater to the needs of previously overlooked or underserved segments of the population. Their market share and product range are expected to expand as they target this vast and growing segment. Digital tools and technology are already being used by NBFCs to enhance their efficiency and customer outreach, and their clients will continue to use their services as they rise in economic status, provided they have positive experiences and are offered suitable products.

In this dynamic landscape, MAS has a clear path forward in terms of its approach to asset creation and liability management. It plans to continue serving the LIG and MIG class of customers in rural, semi-urban, and urban areas, focusing on SME, wheels portfolio and housing finance as key growth drivers. The Company intends to prioritize asset quality and profitability to enhance shareholder value, with growth expected to remain in the range of 20% to 25% over the next five years.

To achieve this growth and maintain healthy returns, MAS seeks to strengthen its distribution network in existing states and explore potential opportunities in new geographies. It plans to maintain an ideal debt resource mix and ensure continuous flow of funds while optimizing the use of capital. The Company also prioritizes operational excellence and is committed to learning and improving efficiency in all areas of operation.

CAUTIONARY STATEMENT

This document contains statements about expected future events, financial and operating results of MAS, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results, and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of the Company's Annual Report FY 2023-24.

Annexure- I

REPORT ON CORPORATE GOVERNANCE

Report on Corporate Governance pursuant to Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and forming Part of the Directors' Report for the year ended on March 31, 2024.

This report outlines compliance with requirements of the Companies Act, 2013, as amended (the 'Act'), the SEBI Listing Regulations and the Regulations of the Reserve Bank of India ('RBI') for Non-Banking Financial Companies (the 'RBI Regulations'), as applicable to the Company.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Your Company believes that effective Corporate Governance is not just the framework enforced by the regulation but it is supported through the principles of transparency, unity, integrity, spirit and responsibility towards the stakeholders, shareholders, employees and customers. Good Corporate Governance requires competence and capability levels to meet the expectations in managing the business and its resources and helps to achieve goals and objectives of the organization; It enhances long term Shareholders value through assisting the top management in taking sound business decisions and prudent financial management and achieving transparency and professionalism in all decisions and activities of the Company.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as applicable, with regard to corporate governance and the Regulations of RBI issued for NBFCs vide Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (the 'NBFC Regulations'), as applicable to the Company.

Good Corporate Governance should provide proper incentives for the board and management to pursue objectives that are in the interests of the Company and its shareholders and should facilitate effective monitoring. The Company acutely and consistently reviews its systems, policies and internal controls with an objective to establish sound risk management system and impeccable internal control system.

BOARD OF DIRECTORS:

At the helm of the Company's Corporate Governance practice is its Board. The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities. The Board also provides direction and exercises appropriate control to ensure that the Company is managed in a manner that fulfills stakeholder's aspirations and societal expectations.

CONSTITUTION OF BOARD:

The Company's policy encourages having an appropriate blend of independent and non-independent directors to maintain the independence of the Board and to separate the Board functions of governance and management.

a) The Board of the Company comprises seven (7) Directors out of which one (1) is Promoter Executive Director, one (1) is Woman Executive Director, one (1) is Woman Independent Director and Four (4) are Independent Directors as on March 31, 2024, the details of which are as below:

Name of Directors	Designation	Category	Date of Appointment	Total Directorship including this Company	No. of Committee Membership/ chairman in other Domestic Companies including this Company^		No. of Equity Shares held as on March 31, 2024
					Chairman#	Members##	
Mr. Kamlesh Chimanlal Gandhi	Chairman & Managing Director (Promoter)	Executive Director	25/05/1995	6	-	-	1,90,21,524
Mrs. Darshana Pandya	Director & CEO (Non-Promoter, Non-Independent)	Executive Director	23/09/2016	5	-	3	58,338
Mr. Balabhaskaran*	Independent Director	Non – Executive Director	25/05/1995	5	1	2	2,835

Name of Directors	Designation	Category	Date of Appointment	Total Directorship including this Company	No. of Committee Membership/ chairman in other Domestic Companies including this Company^		No. of Equity Shares held as on March 31, 2024
					Chairman#	Members##	
Mr. Chetan Ramniklal Shah*	Independent Director	Non – Executive Director	06/06/2008	2	2	1	Nil
Mr. Umesh Rajanikant Shah	Independent Director	Non – Executive Director	21/12/2016	1	-	1	750
Mrs. Daksha Niranjan Shah	Independent Woman Director	Non – Executive Director	14/03/2019	7	-	2	-
Mr. Narayanan Sadanandan	Independent Director	Non – Executive Director	21/06/2023	2	-	-	-

^ Committee includes Audit Committee and Stakeholder Relationship Committee across all Public Companies.

* Mr. Balabhaskaran & Mr. Chetan Shah ceased to be Directors of the Company due to completion of tenor with effect from close of business hours of March 31, 2024.

Details of Chairman in Committees:

Director	Committee
Mr. Balabhaskaran	1. Audit Committee – MAS Rural Housing & Mortgage Finance Limited
Mr. Chetan Shah	1. Audit Committee – MAS Financial Services Limited 2. Stakeholder Relationship Committee – MAS Financial Services Limited

Details of Membership in Committees:

Name of Director	Membership in Committees
Mr. Balabhaskaran	1. Audit Committee - MAS Financial Services Limited 2. Stakeholder Relationship Committee - MAS Financial Services Limited
Mr. Umesh Shah	1. Audit Committee – MAS Financial Services Limited
Mr. Chetan Shah	1. Audit Committee – MAS Rural Housing & Mortgage Finance Limited
Mrs. Darshana Pandya	1. Audit Committee – MAS Financial Services Limited 2. Stakeholder Relationship Committee – MAS Financial Services Limited 3. Audit Committee – MAS Rural Housing & Mortgage Finance Limited

None of the above Directors bear inter-se relation with other Directors.

The composition of Board complies with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

None of the Directors on the Board holds directorships in more than seven listed companies and none of the Independent Director serves as an Independent Director on more than seven listed companies.

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

b) Names of the other listed entities where the person is a Director and the Category of Directorship:

Names of Directors	Name of the listed entities	Category of Directorship
Mrs. Daksha Shah	Sadbhav Infrastructure Project Limited	Non-Executive - Independent Director

Board Meetings:

Regular meetings of the Board are held at least once in a quarter, inter-alia, to review the quarterly results of the Company. Additional board meetings are convened, as and when required, discussing and deciding on various business policies, strategies and other businesses. The Board meetings are held at Ahmedabad.

During the year under review, Board of Directors of the Company met 8 (Eight) times, viz April 19, 2023, May 10, 2023, June 21, 2023, August 02, 2023, November 01, 2023, January 10, 2024, January 17, 2024 and January 24, 2024. The gap between two consecutive meetings has been less than one hundred and twenty days.

During the year, two circular resolutions were passed by the Board of Directors of the Company with requisite majority on June 12, 2023 and September 28, 2023.

The details of attendance of each Director at the Board Meeting and Annual General Meeting are given below:

Name of Directors	No. of Board meeting held during the year (2023-24)	No. of Board meeting held during the year (2023-24)	Attended the previous AGM (Yes or No)
Mr. Kamlesh C. Gandhi	8	8	Yes
Mrs. Darshana Pandya	8	8	Yes
Mr. Balabhaskaran	8	8	Yes
Mr. Chetan R. Shah	8	8	Yes
Mr. Umesh R. Shah	8	8	Yes
Mrs. Daksha N. Shah	8	8	Yes
Mr. Narayanan Sadanandan*	8	5	Yes

* Mr. Narayanan Sadanandan was appointed with effect from June 21, 2023. No. of meetings attended is calculated based on the number of Board meetings attended post his appointment.

Directorship & Membership of Board / Committees as on March 31, 2024:

Name of Directors	Directorship	Category	*No. of Committees
Mr. Kamlesh Chimanlal Gandhi	1. MAS Financial Services Limited#	Executive Director	-
	2. MAS Rural Housing & Mortgage Finance Limited	Executive Director	-
	3. Prarthna Marketing Private Limited	Executive Director	-
	4. Swalamb Mass Financial Services Ltd	Executive Director	-
	5. Finance Industry Development Council	Non-Executive Director	-
	6. MASfin Insurance Broking Private Limited	Executive Director	-
Mrs. Darshana Pandya	1. MAS Financial Services Limited#	Executive Director	Audit Committee – Member SRC - Member
	2. MAS Rural Housing & Mortgage Finance Limited	Executive Director	Audit Committee – Member
	3. Swalamb Mass Financial Services Ltd.	Executive Director	-
	4. Prarthna Marketing Private Limited	Executive Director	-
	5. MASfin Insurance Broking Private Limited	Executive Director	-
Mr. Balabhaskaran^	1. MAS Financial Services Limited#	Non - Executive Director	Audit Committee – Member Nomination & Remuneration Committee – Member SRC - Member
	2. MAS Rural Housing & Mortgage Finance Limited	Non - Executive Director	Audit Committee – Chairman Nomination & Remuneration Committee - Chairman
	3. Swalamb Mass Financial Services Ltd	Non - Executive Director	-
	4. Kesavan Chandrika Foundation	Non - Executive Director	-

Name of Directors	Directorship	Category	*No. of Committees
Mr. Chetan Ramniklal Shah^	1. MAS Financial Services Limited#	Non - Executive Director	Audit Committee – Chairman Nomination & Remuneration Committee – Member SRC - Chairman
	2. MAS Rural Housing & Mortgage Finance Limited	Non - Executive Director	Audit Committee – Member Nomination & Remuneration Committee - Member
Mr. Umesh Rajanikant Shah	1. MAS Financial Services Limited#	Non - Executive Director	Audit Committee – Member Nomination & Remuneration Committee – Chairman
	2. MAS Rural Housing & Mortgage Finance Limited	Non - Executive Director	Audit Committee – Chairman Nomination & Remuneration Committee – Member
Mrs. Daksha Niranjan Shah	1. MAS Financial Services Limited#	Non - Executive Director	-
	2. MAS Rural Housing & Mortgage Finance Limited	Non - Executive Director	-
	3. Saline Area Vitalisation Enterprise Limited	Non - Executive Director	-
	4. Sadbhav Infrastructure Project Limited#	Non - Executive Director	Audit Committee – Member Nomination & Remuneration Committee – Member Stakeholders Relationship Committee - Member
	5. Altura Financial Services Limited	Executive Director	-
	6. Sadbhav Jodhpur Ring Road Private Limited	Non - Executive Director	-
	7. Sadbhav Kim Expressway Private Limited	Non - Executive Director	-
Mr. Narayanan Sadanandan	1. MAS Financial Services Limited#	Non - Executive Director	-
	2. Allied Blenders and Distillers Limited		

* Committee includes Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee (SRC) across all Public Companies.

Securities of the Entity are listed on Stock Exchange.

^ Retired w.e.f. closing of business hours of March 31, 2024.

List of Matrix/chart of special skill:

Sr. No.	Name of the Directors	Skills/Expertise identified by the Board	Specialization
1.	Mr. Kamlesh C. Gandhi	• Management & Governance • Financial Services • Integrity • Ability to function as Team • Leadership Quality • Commitment • Future Vision & Innovation	Mr. Kamlesh C. Gandhi is a proficient and experienced industry practitioner with a brilliant track record, which includes over two decades of managing and propelling the MAS Group's growth. He manages the Company with the guidance and support of the Board and his own understanding and vision are among the key enablers for the consistent performance of the Company. He is the member of Banking and Finance taskforce of Gujarat Chambers of Commerce and Industry, Chairman of Gujarat Finance Company Association, Co-Chairman of FIDC, an industry body of NBFCs, Co-Chairman of ASSOCHAM MSME Development Council and a member of SME Chamber of India. He is also the Managing Trustee of Smt. Urmilaben Chimanlal Gandhi Foundation. The Foundation currently contributes towards the financial needs in health care and education.
2.	Mrs. Darshana Pandya		She is having vast experience in Finance sector for past 27 years. She is a commerce graduate who joined the Company in 1996 as a junior executive and through her hard work, immaculate working and determination to excel, accompanied by enabling support from the management; rose to the level of Director & CEO. She is very dedicated towards her roles & responsibilities. She is having good exposure in the Finance sector. During her career span, she has successfully established and led many innovative services which have led the organization grow. (i.e. created value in the organization). She is responsible for leading the operations at MAS and also the relationship of the company with its More than 175 NBFC-MFI & NBFC Partners.
3.	Mr. Balabhaskaran*		He has over 27 years of professional experience and has in the past held various positions with Shanti Business School as Director, PGDM, Gujarat Industrial Investment Corporation Limited as Senior Manager (Overseas Cell), Jyoti Limited as the Corporate Planning Officer, Bihar State Credit & Investment Corporation Private Limited as Development Officer, Indian Institute of Management as a researcher, Tata Merlin & Gerin Limited as Junior Engineer, Khira Steel Works Private Limited as Trainee Industrial Engineer, and Reunion Engineering Company Private Limited as Trainee Engineer. He holds a bachelor's of technology degree in electrical engineering (power) from Indian Institute of Technology, Madras, a post graduate diploma in management from Indian Institute of Management, Bangalore and a doctorate in management from Sardar Patel University. He is also a qualified chartered financial analyst registered with the Institute of Chartered Financial Analysts of India. The Company is benefitted from the valuable experience, knowledge and Expertise of Mr. Balabhaskaran.
4.	Mr. Chetan R. Shah*		He has over 38 years of experience in the financial services sector and has in the past worked with the Natpur Co-Operative Bank as the Manager – Finance. He holds bachelor's degrees in commerce and law (general) from Gujarat University and He is also a qualified chartered accountant registered with the Institute of Chartered Accountants of India. The Company is benefitted from the valuable experience, knowledge and Expertise of Mr. Chetan R. Shah.

Sr. No.	Name of the Directors	Skills/Expertise identified by the Board	Specialization
5.	Mr. Umesh R. Shah		He has more than three decades of experience in the diversified fields connected with Finance, Accounting, Auditing and Taxation. He is Bachelor of Commerce and Chartered Accountant holding membership of the Institute of the Chartered Accountants of India (ICAI). The Company is benefitted from the valuable experience, knowledge and Expertise Mr. Umesh R. Shah.
6.	Mrs. Daksha N. Shah		She has rich experience of more than three decades in diversified fields of Textile, Chemical and Financial services. She worked as a Programme Director of Vikas Centre for Development and Friends of Women's World Banking by serving and building capacity of more than 80 Microfinance Organizations all over India. She has served on the Board of various MFIs as well as Trustee of various Trusts involved in social and humanitarian work. She worked as Managing Director of Pahal Financial Services Pvt. Ltd from 2011 to 2014. At present she is the Managing Director of Altura Financial Services Ltd since 2014. She is a business graduate from Indian Institute of Management (IIM), Ahmedabad, specializing in Finance and Marketing and also a student of Economics and Statistics. She has undergone various courses such as the course in Microfinance at the Economic Institute, Boulder, Colorado, USA. The Company is benefitted from the valuable experience, knowledge and expertise of Mrs. Daksha N. Shah.
7.	Mr. Narayanan Sadanandan		He has vast experience of more than 4 decades in all facets of banking, expertise in Fund Management, Investment Banking, Correspondence & International Banking, Corporate, Commercial and Retail (including MSME) Banking. He is also an advisor-Equity Capital market, SBI Capital Markets ltd and Ex MD &CEO-SBI Pension funds Private ltd. He holds bachelor's degrees in commerce from University of Madras (1982) and Certificate Associate of Indian Institute of Bankers (1990). He has completed two Groups in Intermediate Examination of the Institute of Cost and Works Accountants of India (ICWA). Currently, he is also an Independent Director in Allied Blenders and Distillers Ltd and a Senior Advisor, Modulus Alternative Investment Management Ltd. The Company is benefitted from the valuable experience, knowledge and expertise of Mr. Narayanan Sadanandan.

* Retired w.e.f. closing of business hours on March 31, 2024.

In the opinion of the Board, the independent directors fulfill the conditions specified in Listing Regulations and are Independent of the Management.

No Independent Director has resigned before the expiry of their tenure during the year; therefore there is no requirement to make any disclosure in the said matter.

Independent Directors and Evaluation of Directors and the Board:

In terms of Section 149 of the Companies Act, 2013 and rules made there under, the Company has Five Independent Directors in line with the Companies Act, 2013 and the provisions of Listing Regulations. The terms and conditions of appointment of Independent Directors and Code for Independent Directors are hosted on the website of the Company at www.mas.co.in. The Company has received necessary declaration from each Independent Directors under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 alongwith in compliance in Rule 6 (1) and (3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended from time to time and Regulation 25 (8) & (9) of Listing Regulations.

With the objective of enhancing the effectiveness of the board, the Nomination and Remuneration Committee formulated the methodology and criteria to evaluate the performance of the board and of each director. The evaluation of the performance of the board is based on the approved criteria such as the board composition, strategic planning, role of the Chairman, non-executive directors and other senior management, assessment of the timeliness and quality of the flow of information by the Company to the board and adherence to compliance and other regulatory issues.

A separate meeting of Independent Directors was held on March 27, 2024 to review the performance of Non-Independent Directors and Board as whole.

Familiarization Programme:

The Company has adopted the Familiarization Programme to familiarize Independent Directors of the Company. The Company has held programmes for the Independent Directors and some of such programmes carried out during the year were as under:

- Various presentations were made by the Senior Executives, Statutory Auditor inter alia, about the business of the Company and of its subsidiaries from time to time, on different functions and areas, with special reference to the nature of the industry in which these companies operate.
- Deliberations were held and presentations were made from time to time on major development in the areas of the Companies Act 2013, notifications including amendments in existing regulations issued by the Securities and Exchange Board of India (SEBI), and amendments in circular of Reserve Bank of India (RBI).
- Presentation related to the Risk Management Framework including technological risk, operational risk, financial risk, market risk, compliance risk, etc.;
- The regular meeting of the Independent Directors is being held with Executive Directors to interact with the strategy, operation and functions of the Company. Further, the Independent Directors are provided with opportunity to interact with the Management of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

The Company conducted 05 (Five) programmes during the year 2023-24 and the time spent by Independent Directors was in the range of 1- 2 hours.

It may be noted further that the independent directors of the Company being persons of great eminence and expertise were already well conversant with the business and functioning of the Company, as also with other aspects referred to in the above-said regulation. Further, considering the variety of programmes conducted for the independent directors, the particulars of number of programmes, numbers of hours spent in such programmes & such other details of familiarization programmes are not being provided separately.

The Familiarization Programme, as adopted by the Board, has been uploaded on the website of the Company at www.mas.co.in and the same can be accessed through the weblink: https://mas.co.in/policy.aspx.

Details of Committees

A. Audit Committee:

The Company has formed Audit Committee in line with the provisions Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations. Audit Committee meetings are generally held once in a quarter for the purpose of recommending the quarterly / half yearly / yearly financial result and the gap between two meetings did not exceed one hundred and twenty days. Additional meetings are held for the purpose of reviewing the specific item included in terms of reference of the Committee. During the year under review, Audit Committee met 5 (Five) times on May 09, 2023, August 01, 2023, October 31, 2023, January 23, 2024 and March 27, 2024.

The composition of the Committee and the details of meetings attended by its members as March 31, 2024 are given below:

Name	Designation	Number of meetings during the financial year 2023-24	
		Held	Attended
Mr. Chetan Shah	Chairman	5	5
Mr. Balabhaskaran	Member	5	5
Mr. Umesh Shah	Member	5	4
Mrs. Darshana Pandya	Member	5	5

On account of tenure completion of Mr. Bala Bhaskaran and Mr. Chetan Shah, Independent Directors of the Company ceased to be a member of Audit Committee with effect from close of business hours on March 31, 2024, the Board of Directors in their meeting held on January 24, 2024 has re-constituted the Audit Committee effective from April 1, 2024:

Sr. No.	Name	Designation	Chairman/ Member
1	Mr. Umesh Shah	Independent Director	Chairman
2	Mrs. Darshana S. Pandya	Executive Director	Member
3	Mrs. Daksha Shah	Independent Director	Member
4	Mr. Narayanan Sadanandan	Independent Director	Member

The Statutory Auditors and Internal Auditors of the Company are invited in the meeting of the Committee wherever required.

Mr. Chetan Shah, the Chairman of the Audit Committee had attended last Annual General Meeting of the Company held on July 26, 2023.

The Company Secretary & Chief Compliance Officer acts as the Secretary to the Committee.

Recommendations of Audit Committee have been accepted by the Board of wherever/whenever given.

A. Broad terms of Reference:

The role of the audit committee shall include the following:

(1) Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(2) Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;

(3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

(a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

(b) changes, if any, in accounting policies and practices and reasons for the same;

(c) major accounting entries involving estimates based on the exercise of judgment by management;

(d) significant adjustments made in the financial statements arising out of audit findings;

(e) compliance with listing and other legal requirements relating to financial statements;

(f) disclosure of any related party transactions;

(g) modified opinion(s) in the draft audit report;

(5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

(6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

(7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.

(8) Approval or any subsequent modification of transactions of the listed entity with related parties;

(9) Scrutiny of inter-corporate loans and investments;

(10) Valuation of undertakings or assets of the listed entity, wherever it is necessary;

(11) Evaluation of internal financial controls and risk management systems;

(12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(14) Discussion with internal auditors of any significant findings and follow up there on;

(15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

(16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(18) To review the functioning of the whistle blower mechanism;

(19) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;

(20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

(21) Reviewing the utilization of loans and/ or advances from/investment by the holding Company in the subsidiary exceeding Rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

(22) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholder.

(23) The Committee shall review compliance with the provisions of Securities and Exchange Board of Indian (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

(24) The Committee shall review & recommend any variation in the remuneration of CMD, CEO and CFO.

B. The audit committee shall mandatorily review the following information:

1. management discussion and analysis of financial condition and results of operations;
2. management letters / letters of internal control weaknesses issued by the statutory auditors;
3. internal audit reports relating to internal control weaknesses; and
4. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
5. statement of deviations:
    a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

B. Nomination and Remuneration Committee:

The Company has formed Nomination and Remuneration Committee in line with the provisions Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations. Nomination and Remuneration Committee meetings are generally held for identifying the person who is qualified to become Director or Key Managerial Personnel and may be appointed in senior management and recommending their appointments and removal and also to review key result areas and key performance expected from the directors during the quarters and to review remuneration paid to the directors, key managerial personnel and senior management team. During the year under review, the members of Nomination and Remuneration Committee met 6 (Six) times on May 09, 2023, June 21, 2023, August 01, 2023, October 31, 2023, January 23, 2024 and March 27, 2024.

The composition of the Committee and the details of meetings attended by its members as on March 31, 2024 are given below:

Name	Designation	Number of meetings during the financial year 2023-24	
		Held	Attended
Mr. Umesh Shah	Chairman	6	5
Mr. Chetan Shah	Member	6	6
Mr. Balabhaskaran	Member	6	6

On account of tenure completion of Mr. Bala Bhaskaran and Mr. Chetan Shah, Independent Directors of the Company ceased to be member of NRC Committee with effect from close of business hours on March 31, 2024, the Board of Directors in their meeting held on January 24, 2024 has re-constituted the Nomination and Remuneration Committee effective from April 1, 2024:

Sr. No.	Name	Designation	Chairman/ Member
1	Mrs. Daksha Shah	Independent Director	Chairman
2	Mr. Umesh Shah	Independent Director	Member
3	Mr. Narayanan Sadanandan	Independent Director	Member

Broad terms of reference:

(1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

(1A) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

a. use the services of an external agencies, if required;

b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

c. consider the time commitments of the candidates.

(2) formulation of criteria for evaluation of performance of independent directors and the board of directors;

(3) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.

(4) To carry out evaluation of Director's performance.

(5) To recommend to the Board the appointment and removal of Directors and Senior Management.

(6) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.

(7) To devise a policy on Board diversity, composition, size.

(8) To ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

(9) To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.

(10) To oversee the framing, review and implementation of Compensation Policy as and when applicable.

(11) To work in close coordination with Risk Management Committee (RMC) of the Company to achieve effective alignment between compensation and risks.

(12) To ensure 'fit and proper' status of proposed/ existing directors and that there is no conflict of interest in appointment of directors on Board of the company, KMPs and senior management

(13) To perform such other functions as may be necessary or appropriate for the performance of its duties.

In compliance with the requirements of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Company has devised a policy on diversity of Board of Directors of the Company. The policy sets out the approach of the Company ensuring the diversity on the Board of Directors of the Company and enhances its effectiveness whilst discharging its fiduciary obligations toward the shareholders of the Company. The Nomination and Remuneration Committee ('the NRC') of the Company will be responsible for review and assess board composition and performance of the Board and as well as identifying appropriately qualified person to be designated as Director on the Board of the Company in accordance with the applicable laws.

The policy is hosted on the website of the Company viz https://www.mas.co.in/policy.aspx

Remuneration of Directors:

The Company has not entered into any pecuniary relationship or transactions with Non-Executive Directors of the Company.

Further, criteria for making payment, if any, to non-executive directors are provided under the Nomination and Remuneration Policy of the Company and criteria of making payment to the Non –Executive/Independent Director(s) is hosted on the website of the Company viz https://www.mas.co.in/policy.aspx

During the year under review, the Company has paid remuneration to Executive Directors of the Company, details of which are as under:

Sr. No.	Name of Directors	Designation	Component of payment	Remuneration paid (Amount in ₹ Lakh)
1.	Mr. Kamlesh Gandhi	Chairman & Managing Director	Salary (including bonus)	631.45
2.	Mrs. Darshana Pandya	Director & CEO	Salary (including bonus)	87.45

During the year under review, the Company has paid Sitting fees to Non – Executive Independent Directors of the Company, details of which are as under:

Sr. No.	Name of Directors	(Amount in ₹)
1.	Mr. Bala Bhaskaran	8,75,000
2.	Mr. Chetan Shah	9,75,000
3.	Mr. Umesh Shah	7,75,000
4.	Mrs. Daksha Shah	4,50,000
5.	Mr. Narayanan Sadanandan	2,75,000

The remuneration of the Executive Directors is decided by the Nomination and Remuneration Committee based on the performance of the Company in accordance with the Nomination and Remuneration Policy within the limit approved by the Board and Members.

The Company believes that non-executive director's compensation must reflect the time, effort, attendance and participation in Board and Committee meetings. The payment which is proportionate to attendance ensures directors' remuneration is commensurate with their time, effort, attendance and participation. Accordingly, the sitting fees previously paid to the Independent Directors were fixed amount of ₹ 25,000/- per committee meeting & ₹ 50,000/- per Board meeting.

No other performance linked incentives or any other fees are paid to any of the Directors.

The Company has not entered into any Service Contract with the Directors, except agreement with the Managing Director entered with Mr. Kamlesh C. Gandhi who is the Managing Director and Whole-Time Director agreement with Mrs. Darshana Pandya who is the Whole-time Director of the Company.

The Notice Period of the Executive Directors of the Company is 6 months. Further, there is no notice period for the Independent Directors of the Company.

The Company does not pay any severance fees to any of the Directors.

Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable: Not Applicable.

C. Stakeholder's Relationship Committee:

The Company has constituted Stakeholder's Relationship Committee in pursuance to the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, mainly to focus on the redressal of Shareholders' / Investors' Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc.

During the year under review, Stakeholder's Relationship Committee 4 (Four) times on May 09, 2023, August 01, 2023, October 31, 2023 and January 23, 2024.

The composition of the Committee and the details of meetings attended by its members as on March 31, 2024 are given below:

Name	Designation	Number of meetings during the financial year 2023-24	
		Held	Attended
Mr. Chetan Shah	Chairman	4	4
Mrs. Darshana Pandya	Member	4	4
Mr. Balabhaskaran	Member	4	4

On account of tenure completion of Mr. Bala Bhaskaran and Mr. Chetan Shah, Independent Directors of the Company ceased to be member of SRC Committee with effect from close of business hours on March 31, 2024, the Board of Directors in their meeting held on January 24, 2024 has re-constituted the Stakeholder's Relationship Committee effective from April 1, 2024:

Sr. No.	Name	Designation	Chairman/ Member
1	Mr. Narayanan Sadanandan	Independent Director	Chairman
2	Mrs. Darshana Pandya	Executive Director	Member
3	Mr. Umesh Shah	Independent Director	Member

Complaint

During the year, the Company had not received any complaints from the Shareholders of the Company. Therefore, there was no complaint pending as on March 31, 2024.

Name and designation of the Compliance Officer and the Investor Grievances Officer

Ms. Riddhi Bhaveshbhai Bhayani
Company Secretary and Chief Compliance Officer
6, Narayan Chambers, Ground Floor,
Behind Patang Hotel, Ashram Road,
Ahmedabad – 380 009
E-Mail: greivance@mas.co.in
Phone: +91-79-41106638

Broad terms of reference:

1. Resolving the grievances of the security holders including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. The equity shares of the Company are compulsorily traded in electronic form on the stock exchanges and hence the handling of physical transfer of shares is minimal, the Company has no transfers pending at the closure of the financial year. The Committee shall also review services rendered by the Registrar & Share Transfer Agent;
4. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent; and
5. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

D. Risk Management Committee:

The Company has constituted Risk Management Committee in pursuance to the Regulation 21 of Listing Regulations as amended, to assess the risk associated, mitigation of such risk and formulation of Risk Management Plan.

During the year under review, Risk Management Committee has 4 (Four) times on May 09, 2023, August 01, 2023, October 31, 2023 and January 23, 2024.

The composition of the Committee and the details of meetings attended by its members as on March 31, 2024 are given below:

Name	Designation	Number of meetings during the financial year 2023-24	
		Held	Attended
Mr. Chetan Shah	Chairman	4	4
Mr. Umesh Shah	Member	4	4
Mrs. Darshana Pandya	Member	4	4

On account of tenure completion of Mr. Chetan Shah, Independent Director of the Company ceased to be member of Risk Management Committee with effect from close of business hours on March 31, 2024, the Board of Directors in their meeting held on January 24, 2024 has re-constituted the Risk Management Committee effective from April 1, 2024:

Sr. No.	Name	Designation	Chairman/ Member
1	Mr. Umesh Shah	Independent Director	Chairman
2	Mrs. Darshana Pandya	Executive Director	Member
3	Mrs. Daksha Shah	Independent Director	Member

Chief Risk Officer: Mr. Nishant Jain

Board Terms of Reference:

1. To formulate a detailed risk management policy which shall include:
   a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
   b) Measures for risk mitigation including systems and processes for internal control of identified risks.
   c) Business Continuity Plan
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
7. To work in close coordination with Nomination and remuneration Committee (NRC) of the Company to achieve effective alignment between compensation and risks

In compliance with the Reserve Bank of India Circular No. DNBR (PD) CC.No.099/03.10.001/2018-19 dated May 16, 2019 the Company had appointed Mr. Nishant Jain as the Chief Risk Officer of the Company, in order to carry out all functions and discharge all responsibilities as per the terms of the aforesaid RBI circular.

E. Particulars of Senior Management:

The Nomination & Remuneration Committee of the Company is responsible for identifying persons who are qualified to be appointed in senior management. In terms of section 178 of the Act, the Committee has formulated criteria for the appointment of personnel in senior management comprising attributes viz., personal traits, competencies, experience and background. These attributes are considered for nominating candidates for senior management position.

The details of Directors/ Key Management Personnel of the Company as on March 31, 2024 are as follows:

Sr. No.	Name	Designation	Category
1	Mr. Kamlesh Gandhi	Chairman and Managing Director	KMP
2	Mrs. Darshana Pandya	Director & Chief Executive Officer	KMP
3	Mr. Ankit Jain	Chief Financial Officer	KMP
4	Ms. Riddhi Bhayani	Company Secretary & Chief Compliance Officer	KMP

During the year, there was no change in the Senior Management of the Company since the close of the previous financial year. List of Senior Management Personnel of the Company as on March 31, 2024 are as below:

Sr. No.	Name	Designation	Category
1.	Mr. Saumil Pandya	President	SMP
2.	Mr. Dhvanil Gandhi	Executive Vice President	SMP
3.	Mr. Nishant Jain	CRO	SMP
4.	Mr. Dipak Dangar	COO – RAC	SMP
5.	Mr. Bhavesh Patel	Head – Accounts	SMP
6.	Mr. Sunil Shah	Portfolio Management	SMP
7.	Mr. Gaurang Kasudia	EDP	SMP
8.	Mr. Rajen Shah	CIO/CTO	SMP
9.	Mr. Bharat Aswani	Credit Head	SMP
10.	Ms. Deepika Agrawal	Internal Audit Manager	SMP
11.	Mr. Hitesh Ganatra	HRD	SMP

Further, the Company has a mechanism in place for ensuring orderly succession of appointments to the Board and to senior management positions.

F. General Body Meetings

a. Annual General Meetings:

Financial Year	Date	Location of Meeting	Time	No. of Special Resolutions passed
2022-23	July 26, 2023	The Company had conducted the Annual General Meeting through Video Conferencing (VC)/ Other Audio Visual Means (OVAM) in line with the MCA Circular	11.30 A.M.	3
2021-22	August 24, 2022	The Company had conducted the Annual General Meeting through Video Conferencing (VC)/ Other Audio Visual Means (OVAM) in line with the MCA Circular	11.30 A.M.	3
2020-21	August 25, 2021	The Company had conducted the Annual General Meeting through Video Conferencing (VC)/ Other Audio Visual Means (OVAM) in line with the MCA Circular	11.30 A.M.	Nil

Following Special Resolutions were passed through remote E-voting and e-voting during the meeting, as per the procedure prescribed under Section 108 & Section 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2011 under the overall supervision of the Scrutinizer, Mr. Ravi Kapoor, Practicing Company Secretary.

Resolution(s)	Details of Resolution(s)	Resolution(s) Passed on	Total No. of votes in favour	Total No. of votes against	% of votes in favour	% of votes against
Special	Re-appointment of Mr. Kamlesh C. Gandhi (DIN: 00044852) as the Managing Director of the Company	July 26, 2023	5,00,29,475	11,73,745	97.71	2.29
Special	Appointment of Mr. Narayanan Sadanandan (DIN: 07263104) as an Independent Director of the Company	July 26, 2023	5,12,02,969	251	100	0.00
Special	Alteration of Articles of Association of the Company	July 26, 2023	5,12,02,922	298	100	0.00
Special	Re-appointment Mr. Umesh Shah (DIN:07685672) as an Independent Director of the Company for a term of 5 years.	August 24, 2022	4,92,43,864	4,86,166	99.02	0.98
Special	Approval for increasing the Borrowing Powers under Section 180(1)(c) upto ₹ 10,000 Crores	August 24, 2022	4,96,82,589	47,441	99.90	0.10
Special	Approval for creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company under section 180(1)(a).	August 24, 2022	4,96,82,223	47,807	99.90	0.10

All of the aforesaid resolutions were passed by the shareholders by overwhelming and requisite majority.

b. **Extra-Ordinary General Meeting**

Financial Year	Date	Location of Meeting	Time	No. of Special Resolutions passed
2023-24	February 09, 2024	The Company had conducted the Extra-Ordinary General Meeting through Video Conferencing (VC)/ Other Audio Visual Means (OVAM) in line with the MCA Circular	11.30 A.M.	2

Following Special Resolutions were passed through remote E-voting and e-voting during the meeting, as per the procedure prescribed under Section 108 & Section 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2011 under the overall supervision of the Scrutinizer, Mr. Ravi Kapoor, Practicing Company Secretary.

Resolution(s)	Details of Resolution(s)	Resolution(s) Passed on	Total No. of votes in favour	Total No. of votes against	% of votes in favour	% of votes against
Special	Amendment of the Object Clause of the Memorandum of Association of the Company by Deleting the Other Objects as mentioned in Clause III(C)	February 09, 2024	4,91,30,840	23	100	0.00
Special	Approval to raise Capital by way of a qualified institutions placement to eligible investors through an issuance of equity shares or other eligible securities for an amount aggregating upto ₹ 700 Crore.	February 09, 2024	4,91,07,016	23,846	99.95	0.05

All of the aforesaid resolutions were passed by the shareholders by overwhelming and requisite majority.

The Company has not passed any special resolution last year through postal ballot.

The Company has not proposed any Special Resolutions through Postal Ballot during the year under reference.

G. MEANS OF COMMUNICATION:

a. Financial Results:

The quarterly, half-yearly and annual results are published in widely circulating national and local dailies such as "Free Press Gujarat" in English and "Lok Mitra" in Gujarati language and are displayed on the website of the Company www.mas.co.in.

b. Website:

The Company's website www.mas.co.in contains a separate dedicated section namely "Investors" where shareholders information is available. The Annual Report of the Company is also available on the website of the Company https://www.mas.co.in/annual-reports.aspx in a downloadable form.

c. Presentations/News Releases:

During the year under review, the Company has made presentations to institutional investors / to the analysts and it is available on the website of the Company https://www.mas.co.in/investor-presentation.aspx. Further, the Company has displayed official news releases which are available on company's website www.mas.co.in.

H. GENERAL SHAREHOLDERS INFORMATION:

a. Company Registration details:

The Company is registered in the State of Gujarat, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L65910GJ1995PLC026064.

b. Registered Office:

6, Narayan Chambers, Ground floor, B/H Patang Hotel Ashram Road, Ahmedabad – 380 009, Gujarat.

c. Date, time and venue of the 29th Annual General Meeting:

29th Annual General Meeting is to be held on Wednesday, September 11, 2024 at 11:30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

d. Financial Year:

Financial year is April 1, 2024 to March 31, 2025 and financial results will be declared as per the following schedule:

Particulars	Tentative Schedule
Quarterly Results	
Quarter ending on June 30, 2024	On or before August 14, 2024
Quarter ending on September 30, 2024	On or before November 14, 2024
Quarter ending on December 31, 2024	On or before February 14, 2025
Annual Result of 2024-25	On or before May 30, 2025

e. Dividend Payment:

The Company had paid an Interim Dividend of ₹ 3/- (Rupees Three only) per share on 5,46,62,043 Equity Shares of ₹ 10/- fully paid up (30%) aggregating to ₹ 16,39,86,129/- (Rupees Sixteen Crore Thirty Nine Lakh Eighty Six Thousand One Hundred Twenty Nine Rupees), during the financial year 2023-24. The same was declared by Board of Directors in their meeting held on January 10, 2024. The said dividend was paid on January 31, 2024.

Your Directors are pleased to recommend a Final Dividend of ₹ 0.51/- (Rupees Zero decimal Fifty One Paise Only) per Equity Share on 18,14,53,377 Equity Shares of ₹ 10/- fully paid up (5.10%) aggregating to ₹ 9,25,41,222.27/- (Rupees Nine Crore Twenty Five Lakh Forty One Thousand Two Hundred Twenty Two and Two Seven Paisa Only) for the Financial year 2023-24, subject to the approval of members in the ensuing Annual General Meeting of the Company. The payment of Final Dividend shall be paid to those members whose names appears in the Register of Members of the Company or in the records of depositories as beneficial owners of Equity Shares as on Wednesday, September 4, 2024. The payment of final dividend will be subject to deduction of tax at source as per the applicable rate.

Tax deducted at source (TDS) on dividend

As per the amended Income Tax Act, 1961, through the Finance Act, 2020, there will be no dividend distribution tax payable by the Company. The dividend, if declared, will be taxable in hands of the shareholders. For details, shareholders are requested to refer to the Notice of AGM.

Unclaimed dividend

Pursuant to the provisions of section 124(5) of the Companies Act, 2013 (the 'Act') and section 205A of the erstwhile Companies Act, 1956 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, any amount transferred by the Company to the unpaid dividend account and which remained unclaimed for a period of seven years from the date of such transfer shall be transferred to the Investor Education and Protection Fund ('Fund') set up by Central Government.

Accordingly, the unpaid/unclaimed interim dividend for FY 2017-18, is due for transfer to the Fund in November 2024. Members are requested to verify their records and send their claim, if any, for the said year. Communication is being sent to those members, who have not yet claimed dividend requesting them to claim the same as well as unpaid dividend, if any, for subsequent years.

The Company has also hosted the details of unclaimed/ unpaid dividend on its website at https://www.mas.co.in, which can be accessed through via link https://mas.co.in/dividendd.aspx

Transfer of shares to IEPF

Pursuant to the provisions of section 124(6) of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (the **"IEPF Rules"**), all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to Demat Account of the Authority of Investor Education and Protection Fund (**"IEPF"**), by the Company within a period of thirty days of expiry of said seven years.

In this regard, the Company has taken various steps on an ongoing basis to reach out to shareholders, through emails, and other means, whose shares are due to be transferred to IEPF on account of not claiming dividend for a consecutive period of seven years.

Members who have not claimed dividends from FY 2017-18 onwards are requested to approach the Company/Link Intime India Private Limited (RTA)/ their depositories to update their records and for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF's demat account.

f. Book closure date:

The Register of Members and Share Transfer Books of the Company will be closed from Thursday, September 5, 2024 to Wednesday, September 11, 2024 (both days inclusive) for the purpose of 29th Annual General Meeting.

g. Listing on Stock Exchanges:

The Company's Equity Shares are listed on the both the stock exchange details of the same are given below. The ISIN of the Company is INE348L01012.

Particulars	Tentative Schedule
BSE Limited PhirozeJeejeebhoy Towers Dalal Street Mumbai – 400001 Scrip Code: **540749**	**National Stock Exchange of India Limited** Exchange Plaza Plot No. C/1, G Block Bandra-Kurla Complex Bandra (East) Mumbai – 400051 Trading Symbol: **MASFIN**

The Company's Debt Securities are listed on BSE Ltd.

Annual listing fees for the year 2024-2025 have been paid by the Company to BSE Ltd. & National Stock Exchange of India Limited.

Month	Price of Company's Shares	
	High (In ₹) – BSE	Low (In ₹) - BSE
April, 2023	812.6	680
May, 2023	749.55	699
June, 2023	798.45	724
July, 2023	823.95	744
August, 2023	864.95	740.5
September, 2023	929.85	805.75
October, 2023	966.15	861.4
November, 2023	945.55	823.2
December, 2023	915.95	821.55
January, 2024	1066	864.25
February, 2024*	1047.7	265.5
March, 2024	344.9	270.3

* The Company issued and allotted bonus equity shares of the Company is the ratio of 2:1 on February 24, 2024

i. **The performance of the equity share price of the Company at Stock Exchange at BSE is as under:**

Month	MASFIN Share Price at BSE**	SENSEX**
April, 2023	700.75	61112.44
May, 2023	735.4	62622.24
June, 2023	778.15	64718.56
July, 2023	786	66527.67
August, 2023	817.25	64831.41
September, 2023	903.7	65828.41
October, 2023	878.35	63874.93
November, 2023	843.25	66988.44
December, 2023	869.75	72240.26
January, 2024	997.3	71752.11
February, 2024*	336.15	72500.3
March, 2024	284.35	73651.35

* The Company issued and allotted bonus equity shares of the Company is the ratio of 2:1 on February 24, 2024

** closing data on the last day of the month

Month	Company's Shares	
	High (In ₹) – NSE	Low (In ₹) – NSE
April, 2023	817.00	679.60
May, 2023	750.30	701.00
June, 2023	798.00	733.40
July, 2023	825.00	744.05
August, 2023	857.60	740.00
September, 2023	934.00	795.35
October, 2023	964.00	855.15
November, 2023	948.95	822.80
December, 2023	916.65	822.05
January, 2024	1,068.00	865.10
February, 2024*	1,048.00	317.55
March, 2024	343.50	269.45

* The Company issued and allotted bonus equity shares of the Company is the ratio of 2:1 on February 24, 2024

The performance of the equity share price of the Company at Stock Exchange at NSE is as under:

Month	MASFIN Share Price at NSE**	NIFTY**
April, 2023	699.95	18065
May, 2023	736.25	18534.4
June, 2023	777.45	19189.05
July, 2023	787.65	19753.8
August, 2023	816.6	19253.8
September, 2023	903.1	19638.3
October, 2023	876.8	19079.6
November, 2023	843.55	20133.15
December, 2023	869.75	21731.4
January, 2024	996.8	21725.7
February, 2024*	337.2	21982.8
March, 2024	284.35	22326.9

** closing data on the last day of the month

* The Company issued and allotted bonus equity shares of the Company is the ratio of 2:1 on February 24, 2024

j. Registrar & Transfer Agents

Link Intime India Private Limited Registered Office Address: C-101, 1st Floor, 247 Park Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083 Tel No.: +91 22 -49186200 Fax No.: +91 22 -49186195 Email: mas.ipo@linkintime.co.in Web: www.linkintime.co.in	Branch/Correspondence Address: 506 To 508, Amarnath Business Centre – 1, Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off, Chimanlal Girdharlal Rd, Sardar Patel Nagar, Ellisbridge, Ahmedabad – 380006 Tel No.: +91 79 26465179 /86 / 87 Fax No.: +91 79 26465179

k. Share Transfer Procedure:

All the physical transfers of shares are processed by the Registrar and Share Transfer Agents and are approved by the Stakeholders' Relationship Committee.

Pursuant to Regulation 40(9) of the Listing Regulations, the Company obtains a Certificate from a Practicing Company Secretary on yearly basis, for due compliance of share transfer formalities.

Pursuant to SEBI (Depositories and Participants) Regulations, 1996 and SEBI (Depositories and Participants) Regulations, 2018, a certificate have also been obtained from a Practicing Company Secretary for timely dematerialization of the shares of the Company and for conducting Secretarial Audit on a quarterly basis for reconciliation of the share capital of the Company. The Company files copy of these certificates with the stock exchange as required.

l. Shareholding as on March 31, 2024:

a. Distribution of Shareholding as on March 31, 2024:

Range of No. of Shares	No. of Shareholders		Shares held	
From – To	Number	%	Number	%
1-5000	39517	86.7362	39258390	2.3940
5001-10000	3087	6.7757	22073190	1.3460
10001-20000	1768	3.8806	24660790	1.5038
20001-30000	521	1.1435	12977620	0.7914
30001-40000	175	0.3841	6055620	0.3693
40001-50000	107	0.2349	4803470	0.2929
50001-100000	192	0.4214	13026140	0.7943
100001 and above	193	0.4236	1517006070	92.5082
Total	**45,560**	**100**	**1,63,98,61,290**	**100.00**

b. Shareholding Pattern as on March 31, 2024:

Category	No. of shares held		Total No. of Shares	% of Holding
	Physical	Demat		
Promoter and Promoter Group	-	12,09,01,962	12,09,01,962	73.73
Mutual Funds	-	1,09,17,867	1,09,17,867	6.66
Banks/FI/Central Govt./State Govts/ Trusts & Insurance Companies	-	5,83,176	5,83,176	0.36
Foreign Institutional Investors/ Portfolio Investor	-	29,40,149	29,40,149	1.79
NRI	-	9,28,892	9,28,892	0.57
Foreign Nationals	-	-	-	-
Foreign Companies	-	-	-	-

Category	No. of shares held		Total No. of Shares	% of Holding
	Physical	Demat		
Bodies Corporate	-	18,43,131	18,43,131	1.12
Clearing Member	-	4,143	4,143	0.00
Directors / Relatives of Director	-	1,01,091	1,01,091	0.06
Indian Public / HUF	-	1,30,43,365	1,30,43,365	7.95
Trusts	-	-	-	-
NBFCs registered with RBI	-	1	1	0.00
Alternate Investment Funds	-	1,21,33,737	1,21,33,737	7.40
Others		5,88,615	5,88,615	0.36
Total	**-**	**16,39,86,129**	**16,39,86,129**	**100.00**

m. Dematerialization of Shares and Liquidity

The Company's shares are traded in dematerialized form. All the Equity shares of the Company are dematerialized as on March 31, 2024.

The Company's shares are traded on the 'BSE Limited' and 'National Stock Exchange of India Limited'.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE348L01012.

n. Outstanding GDRs/ADRs/Warrants or any convertible instrument, conversion and likely impact on equity:

There is no outstanding ADR/GDR, Warrants, or any other convertible instrument likely impact on equity.

o. Commodity Price Risk / Foreign Exchange Risk and Hedging:

Commodity Price Risk / Foreign Exchange Risk and Hedging is not applicable to the company.

p. Site location:

The Company is in service sector and does not have any Site / Plant locations. However, the Company operates from its Registered Office only and has 189 branches as on 31st March, 2024.

q. Address of Correspondence:

i) MAS Financial Services Limited
Ms. Riddhi Bhaveshbhai Bhayani
Company Secretary and Chief Compliance Officer
6, Narayan Chamber, Ground Floor,
Behind Patang Hotel, Ashram Road,
Ahmedabad – 380 009
E-Mail: riddhi_bhayani@mas.co.in
Phone: +91-79-41106638

ii) For transfer/dematerialization of shares, change of address of members and other queries:
Link Intime India Private Limited
Mr. Nilesh Dalwadi
506 to 508, Amarnath Business Centre – 1,
Beside Gala Business Centre,
Nr. St. Xavier's College Corner,
Off. Chimanlal Girdharlal Rd.,
Sardar Patel Nagar, Ellisbridge,
Ahmedabad – 380006
Tel No.: +91 79 26465179 /86 / 87
Fax No.: +91 79 26465179
Email: mas.ipo@linkintime.co.in
Web: www.linkintime.co.in

r. Credit Ratings:

We are pleased to announce that CARE Ratings Limited ('CARE') has upgraded Company's Long Term Bank Facilities and Non-Convertible Debentures rating to 'CARE AA- (Outlook: Stable) from the previous rating of 'CARE A+ (Outlook: Positive)'.

This rating upgrade reaffirms the high reputation and trust that the Company has earned for its sound financial management and its ability to meet financial obligations.

During the year, the rating agencies reaffirmed/issued/upgraded ratings of various facilities to the Company, as under:

Sr. No.	Name of the Instrument	Current Rating
1	Long Term Bank Facilities	ACUITE AA-; Stable
2	Commercial Papers	ACUITE A1+
3	Long Term Bank Facilities	CARE AA-; Stable
4	Commercial Papers issue	CARE A1+
5	Non Convertible Debentures	CARE AA-; Stable
6	Market Linked Debentures	CARE PP-MLD AA-; Stable
7	Subordinated Bond	CARE AA-; Stable

I. Other Disclosures:

a. There were no materially significant Related Party Transactions and pecuniary transactions that may have potential conflict with the interest of the Company at large. The details of Related Party Transactions are disclosed in Notes to Financial Statements of this Annual Report. The Board has approved a policy for related party transactions which is uploaded on the website of the Company at www.mas.co.in.

b. Details of capital market non-compliance, if any :

- BSE Limited has imposed fine of ₹ 10,000/- + GST in the violation of Regulation 42(2)/42(3)/ 42(4)/42(5) non-compliance with ensuring the prescribed time gap between two record dates/ book closure dates and fine of ₹ 10,000/- + GST in the violation of Regulation 60(2) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, delay in submission of the notice of Record Date. The Company has paid the necessary fines with the Stock Exchange(s) for the said non-compliance.

There has been no delay or default in the payment of interest or principal to the debenture holders.

Apart from aforesaid penalty, no other penalty or stricture has been imposed on the Company by any of the stock exchanges, SEBI, Reserve Bank of India (RBI) or any other statutory authority, in any matter related to capital markets, during the last three years.

The response of the management for the aforesaid fine levied by the BSE has been mentioned in the Directors Report of the Company.

c. Penalty Imposed by RBI:

The Reserve Bank of India (RBI) has imposed penalty of ₹ 5000/- for non updation of CIBIL records within due timelines. The Company has paid requisite compensation of ₹ 5000/- to the Customer as instructed by RBI.

The response of the management for the aforesaid fine levied by the BSE has been mentioned in the Directors Report of the Company.

d. The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company at www.mas.co.in.

e. The Company has complied with all mandatory requirements laid down by the Regulation 27 of the Listing Regulations. The non-mandatory requirements complied with wherever requires and the same has been disclosed at the relevant places.

f. The Company has two Subsidiary Companies and therefore, the Company has adopted Policy for determining Material Subsidiary which is uploaded on the website of the Company at www.mas.co.in and the weblink for the same is https://mas.co.in/policy.aspx

The details of Subsidiary Companies are as under:

Name of the Subsidiary Company	Date & Place of Incorporation	Statutory Auditors
MAS Rural Housing and Mortgage Finance Ltd.	July 24, 2007, Ahmedabad	M/s. MAAK & Associates has been appointed as Statutory Auditor of the Company on June 22, 2022
MASFIN Insurance Broking Private Limited	August 05, 2022, Ahmedabad	M/s. Mukesh M. Shah & Co. has been appointed as Statutory Auditor of the company on September 03, 2022

g. The Company has adopted Related Party Transactions Policy which is uploaded on the website of the Company at www.mas.co.in and the weblink of the same is https://mas.co.in/policy.aspx.

h. Commodity Price Risk / Foreign Exchange Risk and Hedging is not applicable to the company.

i. Company has not raised funds through preferential allotment or qualified institutions placement therefore details regarding utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) is Not Applicable to the Company, except for the issuance of NCDs on a private placement basis.

j. The Chief Executive Officer and the Chief Financial Officer have furnished a Certificate to the Board for the year ended on March 31, 2024 in compliance with

Regulation 17(8) of Listing Regulations. The certificate is appended as an Annexure to this report. They have also provided quarterly certificates on financial results while placing the same before the Board pursuant to Regulation 33 of Listing Regulations.

k. A qualified Practicing Company Secretary carried out a reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Secretarial Audit confirms that the total issued/paid-up capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

l. We have obtained a certificate from Practicing Company Secretary that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

m. There were no circumstances where board had not accepted any recommendation of any committee of the board during the year.

n. Total fees paid for the services to the statutory auditors is ₹ 58/- Lakh for the financial year 2023-24.

Particulars	Amount in Lakhs
Statutory audit	24.00
Limited review of quarterly results	31.00
Other Services	3.00
Reimbursements of expenses	-
Total	**58.00**

o. As per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has constituted a Special Complaints Committee. During the year 2023-24, no complaints were received by the Committee.

p. disclosure by Company and its subsidiaries of ‘Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount’:

The designated Senior Management Personnel of the Company have disclosed to the Board that no material, financial and commercial transactions have been made during the year under review in which they have personal interest, which may have a potential conflict with the interest of the Company at large.

Sr. No.	Name of the Senior Management Personnel	Nature of Transaction	Amount
Nil			

q. The Company has also adopted Material Events Policy, and Policy on Preservation of Documents which is uploaded on the website of the Company at www.mas.co.in and the weblink of the same is https://mas.co.in/policy.aspx.

r. Details of the familiarization programme of the independent directors are available on the website of the company at www.mas.co.in and the weblink of the same is https://mas.co.in/policy.aspx.

s. With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading www.mas.co.in.

t. The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It has obtained a certificate affirming the compliance of Conditions of Corporate Governance from Practicing Company Secretary, CS Ravi Kapoor and the same is attached to this Report.

u. The Company has executed the Listing Agreement with the BSE Ltd. and the National Stock Exchange of India pursuant to Listing Regulations.

v. As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Director seeking appointment/re-appointment at the forthcoming AGM are mentioned and in the Annexure to the Notice of the 29th AGM to be held on September 11, 2024.

w. In the preparation of the financial statements, the Company has followed the accounting policies and practices as prescribed in the Accounting Standards.

x. The Company does not have any demat suspense account/unclaimed suspense account and therefore, the details pertaining to the same are not given.

y. During the year under review, there were no complaint i.e. incidences of sexual harassment reported.

z. There is no non-compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of Schedule V read with Regulation 34(3) of SEBI LODR Regulations.

aa. There are no promoter’s shares in Lock-in.

J. The Company has complied with all the mandatory requirements of the SEBI Listing Regulations including but not limited to the provisions of regulations 17 to 27 and 46(2)(b) to (i) of the said Regulations.

K. Breach of covenant

There is no breach in terms of covenants in respect of loans availed by us including incidence of default.

L. Divergence in Asset Classification and Provisioning

The additional provisioning requirements assessed by the Reserve Bank exceeds 5 percent of the reported profits before tax and impairment loss on financial instruments for the reference period: Not applicable

The additional Gross NPAs identified by the Reserve Bank exceeds 5 percent of the reported Gross NPAs for the reference period: Not applicable

Sr. No.	Particulars	Amount
1.	Gross NPAs as on March 31, 20xx as reported by the NBFC	Not applicable
2.	Gross NPAs as on March 31, 20xx as assessed by the Reserve Bank	
3.	Divergence in Gross NPAs (2-1)	
4.	Net NPAs as on March 31, 20xx as reported by the NBFC	
5.	Net NPAs as on March 31, 20xx as assessed by the Reserve Bank	
6.	Divergence in Net NPAs (5-4)	
7.	Provisions for NPAs as on March 31, 20xx as reported by the NBFC	
8.	Provisions for NPAs as on March 31, 20xx as assessed by the Reserve Bank	
9.	Divergence in provisioning (8-7)	
10.	Reported Profit before tax and impairment loss on financial instruments for the year ended March 31, 20xx	
11.	Reported Net Profit after Tax (PAT) for the year ended March 31, 20xx	
12.	Adjusted (notional) Net Profit after Tax (PAT) for the year ended March 31, 20xx after considering the divergence in provisioning	

* March 31, 20XX is the close of the reference period in respect of which divergences were assessed.

M. There are no agreement impacting management or control of the Company or imposing any restriction or create any liability upon the Company pursuant to the clause 5A of paragraph A of Part A of Schedule III of SEBI LODR Regulation.

For and on behalf of the Board of Directors of
MAS FINANCIAL SERVICES LIMITED

Kamlesh C. Gandhi
Chairman and Managing Director
(DIN: 00044852)

Darshana Pandya
Director & CEO
(DIN: 07610402)

Riddhi Bhayani
Company Secretary & Chief Compliance Officer
Membership No.: A41206

Date : August 14, 2024
Place : Ahmedabad

DECLARATION

I, Darshana Pandya, Director & Chief Executive Officer of MAS Financial Services Limited hereby declare that as of March 31, 2024 all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct and Ethics for Directors and Senior Management Personnel laid down by the Company.

For and on behalf of the Board of Directors of
MAS FINANCIAL SERVICES LIMITED

Darshana Pandya
Director & Chief Executive Officer
(DIN: 07610402)

Date: August 14, 2024
Place: Ahmedabad

CERTIFICATE OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

We, Mrs. Darshana Pandya, Director & Chief Executive Officer and Mr. Ankit Jain, Chief Financial Officer of MAS FINANCIAL SERVICES LIMITED certify that:

We have reviewed the financial statements and the cash flow statement of the Company for the year ended March 31, 2024 and to the best of our knowledge and belief:

i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

iii. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2024 which are fraudulent, illegal or violative of the Company's Code of Conduct.

iv. We accept responsibility for establishing and maintaining internal control system and that we have evaluated the effectiveness of the internal control system of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal control system, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

v. We further certify that we have indicated to the auditors and the Audit Committee:

   a. There have been no significant changes in internal control over financial reporting system during the year;

   b. There have been no significant changes in accounting policies during the year except for the changes disclosed in the note no. 32 to the standalone financial statements; and

   c. There have been no instances of significant fraud, of which we have become aware, involving management or any employee having a significant role in the Company's internal control system over financial reporting.

Darshana Pandya
Director & Chief Executive Officer
(DIN: 07610402)

Ankit Jain
Chief Financial Officer

Date: August 14, 2024
Place: Ahmedabad

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
MAS FINANCIAL SERVICES LIMITED
6, Narayan Chambers Ground Floor
B/H Patang Hotel, Ashram Road,
Ahmedabad – 380 009.

We have examined online the relevant registers, records, forms, returns and disclosures received from the Directors of **MAS Financial Services Limited** having **CIN L65910GJ1995PLC026064** and having registered office at 6, Narayan Chambers Ground Floor, B/H Patang Hotel, Ashram Road, Ahmedabad – 380 009. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Kamlesh Chimanlal Gandhi	00044852	25/03/2010
2	Daksha Niranjan Shah	00376899	14/03/2019
3	Balabhaskaran	00393346	25/05/1995
4	Chetankumar Ramniklal Shah	02213542	06/06/2008
5	Darshana Saumil Pandya	07610402	23/09/2016
6	Umesh Rajanikant Shah	07685672	21/12/2016
7	Narayanan Sadanandan	07263104	21/06/2023

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

For, **Ravi Kapoor and Associates**

Ravi Kapoor
Proprietor
Mem. No FCS. 2587
CP No. 2407
UDIN: F002587F000972941

Date: August 14, 2024
Place: Ahmedabad

CERTIFICATE ON CORPORATE GOVERNANCE

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

To,
The Members of
MAS FINANCIAL SERVICES LIMITED

We have examined the Compliance Conditions of Corporate Governance by **MAS FINANCIAL SERVICES LIMITED** for the year ended on 31st March, 2024 as per Para E of Schedule V read with Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period 01st April, 2023 to 31st March, 2024. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The Compliance of Conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the Directors and the Management, we certify that the Company has materially complied with the conditions of Corporate Governance as stipulated in Listing Regulations.

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

For, **Ravi Kapoor and Associates**

Ravi Kapoor
Proprietor
Mem. No FCS. 2587
CP No. 2407
UDIN: F002587F000973007

Date: August 14, 2024
Place: Ahmedabad

Annexure- J

Disclosures pursuant to Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, last updated March 21, 2024 ("said Master Direction").

- **RELATED PARTY TRANSACTIONS**

  (Pursuant to clause 4.3 of Annex XXII of the said Master Direction)

  (1) Details of all material transaction with related parties are disclosed at Note No. 35 to the Standalone Financial Statements and Note No. 36 to the Consolidated Financial Statements;

  (2) The web-link for the policy on dealing with the Related Party Transactions is https://mas.co.in/policy.aspx

Annexure- K

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L65910GJ1995PLC026064
2.	Name of the Listed Entity	MAS Financial Services Limited
3.	Year of incorporation	1995
4.	Registered office address	6 Ground Floor, Narayan Chambers, B/h Patang Hotel, Ashram Road, Ahmedabad, Gujarat – 380009
5.	Corporate address	6 Ground Floor, Narayan Chambers, B/h Patang Hotel, Ashram Road, Ahmedabad, Gujarat – 380009
6.	E-mail	mfsl@mas.co.in
7.	Telephone	079-41106500
8.	Website	www.mas.co.in
9.	Financial year for which reporting is being done	April 1, 2023 to March 31, 2024
10	Name of the Stock Exchange(s) where shares are listed	BSE Ltd. and National Stock Exchange of India Ltd.
11.	Paid-up Capital	Rs, 1,63,98,61,290/-
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Name: Ms. Riddhi Bhayani Designation: Company Secretary & Chief Compliance Officer E-mail Id: Riddhi_Bhayani@mas.co.in Contact Number: 079-41106638
13.	Reporting boundary – Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together). :	Standalone basis
14.	Name of assurance provider	NA
15.	Type of assurance obtained	NA

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Financial Service activities, except insurance and pension funding	Other financial activities	98.37%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover Contributed
1.	Non-Banking Finance Company engaged in lending and allied activities	65923	98.37%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices*	Total
National	NA	189	189
International		NA	NA

*includes branches and corporate office as on March 31, 2024.

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	12 States/Union Territory
International (No. of Countries)	NA

* Includes states and union territories as on March 31, 2024.

b. What is the contribution of exports as a percentage of the total turnover of the entity: Nil

c. A brief on types of customers: MAS Financial Services Limited caters a diverse range of financial products and services. Our primary focus lies in delivering dependable and accessible financial services to those in need. We strive to support small and medium enterprises by providing tailored financial solutions, while also offering assistance in the form of two-wheeler loans, personal loans, and commercial vehicle loans. Our objective is to empower individuals and businesses alike by enabling their financial aspirations and fostering economic growth.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	1590	1489	93.65%	101	6.35%
2.	Other than Permanent (E)	Nil				
3.	**Total employees (D + E)**	**1590**	**1489**	**93.65%**	**101**	**6.35%**
WORKERS						
4.	Permanent (F)	Nil				
5.	Other than Permanent (G)					
6.	**Total workers (F + G)**					

b. Differently abled Employees and workers:

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	2	2	100%	0	0
2.	Other than Permanent (E)	Nil				
3.	**Total differentlyabled employees (D + E)**	**2**	**2**	**100%**	**0**	**0**
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	Nil				
5.	Other than Permanent (G)					
6.	**Total differentlyabled workers(F + G)**					

21. Participation/Inclusion/Representation of Women as on March 31, 2024:

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	07	02	28.60%
Key Management Personnel	04	02	50%

22. Turnover rate for permanent employees and workers as on March 31, 2024:

(Disclose trends for the past 3 years)

	FY 2024 (Turnover rate in current FY)			FY 2023 (Turnover rate in previous FY)			FY 2022 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	31.48	22.11	30.83	27.10	20.38	26.62	34.74	29.13	34.40
Permanent Workers		NA			NA			NA	

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

Sr. No.	Name of the holding / subsidiary/ associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	MAS Rural Housing & Mortgage Finance Limited	Subsidiary	60.77%	No
2.	MASfin Insurance Broking Private Limited	Subsidiary	69%	No

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)

(ii) Turnover (in ₹): 1224.57 Crore

(iii) Net worth (in ₹) : 1768.96 Crore

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	0	0	NA	0	0	NA
Investors (other than shareholders)	Yes	0	0	NA	0	0	NA
Shareholders	Yes	0	0	NA	0	0	NA
Employees and workers	Yes	0	0	NA	0	0	NA
Customers*	Yes	2729	8	NA	1193	14	NA
Value Chain Partners	Yes	0	0	NA	0	0	NA
Other (please specify)	Yes	0	0	NA	0	0	NA

*The Company has received total 2729 complaints out of which 2493 was received from partners in FY 2023-24, however in FY 2022-23, the total complaints were 1193 out of which 1055 was received from partners. Further, as on March 31, 2024, the total pending complaints were 8 out of which 4 pertaining to the Complaint received from partners. Total pending complaint as on March 31, 2024 were 14 out of which 12 were pertaining to the Complaint received from partners.

The company, in adherence to its policies, practices, and processes, upholds the principle of engaging with stakeholders and seeks to address any disparities in a manner that is just, fair, equitable, and consistent. Should the need arise; the company will take necessary corrective actions to rectify the situation. In addition the grievance mechanism is made available on the company's website.

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Financial Inclusion	Opportunity	Enhancing quality of life for customers, particularly those residing in semiurban and rural areas of India, where the availability of financial products and services is limited.	--	Positive
2.	Regulatory Compliance	Risk & Opportunity	Non-compliance of applicable regulations may lead to regulatory action and reputational damage. The updated regulations promote high level of transparency & governance which leads to meet the highest standards to enhance stakeholder's trust.	Systems are in place to track regulatory changes. Risk assessments are carried out to identify potential compliance risks. The Company strives to ensure adherence to regulatory requirements at all times.	Positive & Negative
3.	Data Privacy and Cyber Security	Risk	Companies are assessed based on the amount of personal data they collect, their exposure to evolving or increasing privacy regulations, their vulnerability to potential data breaches, and their data protection systems.	To mitigate data security and privacy risks, the Company has implemented measures such as installing firewalls, upgrading security and creating data backups.	Negative
4.	Information Technology & Innovation	Opportunity	As a NBFC, digital and business innovation is vital. It facilitates improved operational efficiency, cost reduction, betterment of customer service, and broadening of market access. Digitalization and innovation have unleashed opportunities in new markets and areas that were earlier difficult to penetrate and helps enhance value creation for customers and other stakeholders.	--	Positive
5.	Customer Support and Satisfaction	Risk	Company is catering to many customers and any event or activity could impact the customer and reputation of the company	Strong Customer grievance policy and process and continuous education to customer and staff helps the company to mitigate the risk	Negative

6.	Employee Well-Being	Opportunity	Prioritizing the welfare of employees can enhance their morale and positively affect their work.	--	Positive
7.	CSR	Opportunity	Giving back to the community ensures social license to operate, as also economic development of underprivileged, broadening economic activity and offering opportunities for financial services.	--	Positive
8.	Climate Risk	Risk & Opportunity	Risk:The Company is extending credit to used commercial vehicle which may have adverse impact on environment. Reputational Risk may arise if company is not able to achieve stakeholders expectation on climate related disclosures. Opportunities: Increased awareness about climate change has accelerated the adoption of environment friendly products such as electric vehicles, CNG Vehicle etc, thereby creating an opportunity to finance and insure such class of assets.	ESG framework is put in place. Company will do enhanced due diligence and monitoring on ESG risk on certain loans. The company will Recognise opportunities to increase energy efficiency across the organisation which will bring in cost efficiencies over the longer term	Positive & Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions			P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes											
1.	a.	Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes								
	b.	Has the policy been approved by the Board? (Yes/No)	Yes								
	c.	Web Link of the Policies, if available	https://www.mas.co.in/policy.aspx								
2.	Whether the entity has translated the policy into procedures. (Yes / No)		Yes								
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)		No								
4.	Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.		The formulation of all policies has been guided by industry best practices and in compliance with regulatory mandates.								

5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.	As we begin our ESG journey, we recognize the importance of setting targets to measure our adherence to the principles of the National Guidelines on Responsible Business Conduct. Despite being in our first year of ESG adoption, we aim to establish objectives and targets in the upcoming reporting period. Our commitment lies in aligning ESG efforts with our business goals, implementing a comprehensive strategy for sustainability and long-term stakeholder value. We are dedicated to improving our ESG practices and eagerly look forward to sharing our progress in the future.
6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	We are fully committed to providing detailed performance updates, prioritizing clear communication of achievements, financial outcomes, and strategic progress in the years ahead with diligence and transparency.
Governance, leadership and oversight		
7.	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure) Please refer to message from the Chairman & Managing Director.	
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Name: Mr. Kamlesh Gandhi Designation: Chairman & Managing Director DIN: 00044852
9.	Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, ESG Committee of the Board of Directors consisting of senior management personnel of the Company to monitor various aspects of social, environmental and governance responsibilities is responsible for decision making on sustainability related issues

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	As a standard procedure, the company's policies undergo regular or as-needed reviews by the board to ensure their relevance and effectiveness.																	
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The company is in compliance with the extant regulations as applicable.																	

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
	Evaluation is a continuous process and is done internally.								

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	**P 1**	**P 2**	**P 3**	**P 4**	**P 5**	**P 6**	**P 7**	**P 8**	**P 9**
The entity does not consider the Principles material to its business (Yes/No)					NA				
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)					NA				
The entity does not have the financial or/human and technical resources available for the task (Yes/No)					NA				
It is planned to be done in the next financial year (Yes/No)					NA				
Any other reason (please specify)					NA				

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/ principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors & Key Managerial Personnel	BOD – 5 KMP - 8	1. The company carries out familiarization programmes for its directors, as required under the SEBI Listing regulations. Stage of induction of Independent directors. 2. Updating the Independent directors about the ongoing events and developments relating to the Company. 3. Training on BRSR Requirements and Company's preparedness towards BRSR Reporting. 4 Functioning of various Committees of the Board and business and operations of the Company, risk management, IT strategies, etc. 5. Significant changes in regulatory framework, quarterly and financial results through the Board/Committee meetings and program(s).	100%
Employees other than BoD and KMPs	1586	The Company places substantial emphasis on employee training and development, dedicating resources to keep them well-informed about the latest trends and technologies. Regular awareness programs are also conducted, covering a wide range of relevant topics including prevention of sexual harassment (POSH), customer relationship management, code of conduct, ethics, cyber security, data privacy, ESG Awareness, KYC – AML compliances, fraud prevention, Functional Training and insider trading.	100%
Workers	NA		

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format.

Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on entity's website:

	Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/judicial institutions	Amount (in ₹)	Brief of the Case	Has an appeal been preferred? (yes/No)
Penalty/ Fine	Please refer Directors report for the further detail.				
Settlement	Nil	Nil	0	Nil	Nil
Compounding Fee	Nil	Nil	0	Nil	Nil

Non-Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (yes/No)
Imprisonment	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil

3. **Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.**

   Not Applicable

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

   Yes.

   The Company has zero tolerance towards unethical business practices and prohibits bribery and corruption in any form in all of its business dealings through necessary policies, codes and charters. All the employees of the Company must adhere to the commitment of integrity and other responsible business conduct principles laid down in Employee Charter.

   Some of these policies, codes and charters are available on Company's website: https://mas.co.in/policy.aspx

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	FY 2023-24 (Current Financial year)	FY 2022-23 (Previous Financial year)
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	NA	NA

6. **Details of complaints with regard to conflict of interest:**

	FY 2023-24 (Current Financial year)		FY 2022-23 (Previous Financial year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	Nil	Nil	Nil
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	Nil	Nil	Nil

7. **Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest. – N.A.**

8. **Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:**

	FY 2023-24 (Current Financial year)	FY 2022-23 (Previous Financial year)
Number of days of accounts payable	Nil	Nil

9. **Open-ness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics		FY 2023-24 (Current Financial year)	FY 2022-23 (Previous Financial year)
Concentration of Purchases	a.	Purchases from trading houses as % of total purchases	NA	NA
	b.	Number of trading houses where purchases are made from	NA	NA
	c.	Purchases from top 10 trading houses as % of total purchases from trading houses	NA	NA
Concentration of Sales	a.	Sales to dealers / distributors as % of total sales	NA	NA
	b.	Number of dealers / distributors to whom sales are made	NA	NA
	c.	Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	NA	NA
Share of RPTs in	a.	Purchases (Purchases with related parties / Total Purchases)	NA	NA
	b.	Sales (Sales to related parties / Total Sales)	NA	NA
	c.	Loans & advances (Loans & advances given to related parties / Total loans & advances)	NA	NA
	d.	Investments (Investments in related parties / Total Investments made)	7.81%	5.63%

LEADERSHIP INDICATORS

1. **Awareness programmes conducted for value chain partners on any of the Principles during the financial year:**

We are committed to influencing our value chain partners for responsible and sustainable business conduct and the details of awareness programed will be conducted in the upcoming years.

2. **Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/ No) If Yes, provide details of the same.**

We maintain a zero-tolerance policy towards unethical business practices and prioritize adherence to relevant principles, including those related to conflict of interest. Additionally, the company ensures compliance with our Code of Conduct by obtaining annual declarations from directors affirming their commitment to upholding ethical standards. In addition the Company has policies on related party transaction which requires all the transactions done in ordinary course of business are at arm's length price to avoid dealing with possible conflicts of Interest.

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

ESSENTIAL INDICATORS

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

Given the nature of MFSL's business, we continuously make expenditure in specific technologies including on IT hardware and software. We believe better adoption of digital platforms not only brings in increased efficiencies of operations but also ensures substantially through reduced consumption of paper.

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	NA		
Capex			

2. a. Does the entity have procedures in place for sustainable sourcing?

The Company provides financial products and services, and thus neither has a sizeable consumption of any raw material nor produces any tangible goods. Its activities are limited to providing financial solutions to serve the needs of the people; hence we do not currently maintain records for sustainable sourcing. However, efforts to reduce its own carbon footprints through various digitization initiatives and environmentally friendly initiatives such as plastic use reduction are being taken for conservation of resources.

b. if yes, what percentage of inputs was sourced sustainably?

Refer point 2(a) above

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

Given the nature of the business of providing financial services to its customers and does not manufacture any products, hence we do not currently maintain records for hazardous and other waste generation.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Given the nature of our business, the above is not applicable.

LEADERSHIP INDICATORS

Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product /Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/ No) If yes, provide the web-link.
Given the nature of the business of providing financial services to its customers and does not manufacture any products, hence this won't be applicable.					

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

None other than those identified in S. No. 26 of Section A above.

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

As our company operates in the financial services sector and does not engage in manufacturing, the specific clause mentioned does not apply to our business operations.

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

As our company operates in the financial services sector and does not engage in manufacturing, the specific clause mentioned does not apply to our business operations.

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

As our company operates in the financial services sector and does not engage in manufacturing, the specific clause mentioned does not apply to our business operations.

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

ESSENTIAL INDICATORS

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C /A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	1489	-	-	1489	100	-	-	1489	100	-	-
Female	101	-	-	101	100	101	100	-	-	-	-
Total	**1590**	**-**	**-**	**1590**	**100**	**101**	**1.12**	**1489**	**100**	**-**	**-**
Other than Permanent employees											
Male	Nil										
Female											
Total											

b. Details of measures for the well-being of workers: Not Applicable

Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Cost incurred on well- being measures as a % of total revenue of the Company	0.20%	0.26%

The figures include Staff welfare expense and Accidental insurance policy of the employees.

2. Details of retirement benefits, for Current Financial year and Previous Financial year.

Benefits	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	No. of employees covered as a% of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (y/N/N.A.)	No. of employees covered as a% of total employees	No. of workers covered as a% of total workers	Deducted and deposited with the authority (y/N/N.A.)
PF	80.31%	Nil	Yes	71.84%	Nil	Yes
Gratuity	100%		NA	100%		NA
ESI*	10.63%		Yes	17.50%		Yes
Others – Please Specify	-		-	-		-

3. Accessibility of workplaces: Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Our premises/offices are accessible to differently abled employees wherever they are employed.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes. The policy is available to employees through intranet portal.

5. **Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	23	23		Nil
Female	1	0		
Total	24	23		

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

	Yes/No (If yes, then give details of the mechanism in brief)
Permanent Workers	NA
Other than Permanent Workers	NA
Permanent Employees	Yes. The ERP System is available for any employee to enter his/her grievances. The portal is directly accessed by HR Head of the Company and complete confidentiality is maintained on receiving the complaints/ grievance. The HR Head of the Company works on all issues for speedy resolution.
Other than Permanent Employees	NA

7. **Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

Employees of MFSL are currently not part of any employee association.

Benefits	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/ A)	Total employees / workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union(D)	% (D /C)
Total Permanent Employees	Nil					
- Male						
- Female						
Total Permanent Workers						
- Male						
- Female						

8. **Details of training given to employees and workers:**

Category	FY 2023-24 Current Financial year					FY 2022-23 Previous Financial year				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	1489	1089	73.14%	1103	74.40%	1065	443	41.60%	552	51.83%
Female	101	69	68.31%	63	62.37%	89	39	43.82%	36	40.45%
Total	**1590**	**1158**	**72.83%**	**1166**	**73.33%**	**1154**	**482**	**41.77%**	**588**	**50.95%**
Workers										
Male	Nil									
Female										
Total										

9. Details of performance and career development reviews of employees and worker:

Performance appraisal was conducted during the year for all the eligible employees as per Company's policies.

Benefits	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Total Permanent Employees	**1590**	**751**	**47.23%**	**1154**	**642**	**55.63%**
- Male	1489	687	46.14%	1065	598	56.15%
- Female	101	64	63.37%	89	44	49.44%
Total Permanent Workers	**NA**					
- Male						
- Female						
Total						

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?	The Company acknowledges that there are no occupational health and safety hazards associated with its business operations. However, the well-being of its employees remains a top priority. We ensure the availability of a first aid kit at our locations. We also advise our employees to use helmets while riding through various training programs. Moreover, the Company is committed to provide a safe and healthy workplace by minimizing the risk of accidents, injury and exposure to health risks and it complies with applicable laws and regulations with respect to safety at workplace. The Company also provides Accident Policy for the employees. The Company sends periodic internal communication and alerts to employees and conducts awareness sessions on health and safety related aspects such always wear a helmet, drink enough water, stay on the move, choose to use the stairs, etc. The Company is committed to ensure employee well-being and productivity by conducting consistent health examinations, fostering a balanced approach to work and personal life, providing access to mental health resources by having access to psychiatrist to the employees, offering stress management education, and maintaining a secure and welcoming workplace.
b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?	In light of our business operations, hazard identification may not be directly applicable. Nonetheless, we recognise the importance of continuously conducting hazard identification.
c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)	NA
d. Do the employees/ worker of the entity have access to non-occupational medical and Healthcare services? (Yes/ No)	The Company has accidental insurance policies for the employees. Further, awareness programs are conducted to ensure mental and physical well-being of employees.

11. **Details of safety related incidents, in the following format:**

Safety Incident/Number	Category*	FY 2023-24 Current Financial year	FY 2022-23 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	
	Workers		
Total recordable work-related injuries	Employees		
	Workers		
No. of fatalities	Employees		
	Workers		
High consequence work-related injury or ill-health (excluding fatalities)	Employees		
	Workers		

*Including in the contract workforce

12. **Describe the measures taken by the entity to ensure a safe and healthy work place.**

    Refer 10(a) above

13. **Number of Complaints on the following made by employees and workers:**

	FY 2023-24 Current Financial year			FY 2022-23 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil					
Health & Safety						

14. **Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	The Company strives to keep the workplace environment safe, hygienic and humane. Branches across the group are internally assessed periodically through internal audits for various aspects of health and safety measures and related working conditions.
Working Conditions	

15. **Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

    There have been no concerns or significant risks arising from health & safety practices and working conditions, hence no corrective action was required to be taken.

LEADERSHIP INDICATORS

1. **Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) –**

   No, however the death due to accident is covered under accidental policy of the Company.

2. **Provide the measues undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

   We ensure that all statutory payment challans of previous month are attached with current invoice of our regular vendors.

3. **Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment.**

	Total No. of effected employees/ Workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment.	
	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)	FY 2023-24 (Current FY)	FY 2022-23 (Previous FY)
Employees	Not Applicable			
Workers				

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

   No

5. **Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed.
Health and safety practices	NA
Working Condition	

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

   In absence of any significant risks / concerns, no corrective action plan has been necessitated.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

ESSENTIAL INDICATORS

1. **Describe the processes for identifying key stakeholder groups of the entity.**

   The company recognizes and identifies key stakeholders as individuals or groups who are interested, impacted by, or concerned with its current and future activities. Accordingly, our key stakeholders encompass shareholders and investors, customers, government and regulators, value chain partners, employees, and the society as a whole.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders	No	Email, SMS, Newspaper, Website, Notice	Quarterly/ As and when required	To inform about quarterly performance, call for meeting and other relevant updates.
Investors	No	Email, Newspaper, Community Meetings, Website	Quarterly/ As and when required	To inform about quarterly performance, call for meeting and other relevant updates.
Customers	Yes	Email, SMS, Newspaper, Website	As and when required	To provide financial services, resolve queries and grievances.
Employees	Yes	Email, Website	As and when required	Work related updates, providing awareness programmes
Government and Regulators	Yes	Email	As and when required	To update on various compliances and to seek approvals
Value Chain Partners	Yes	Email	As and when required	To further strengthen the business relationship
Society	Yes	Website, Advertisement, Newspaper	As and when required	To promote social welfare activities including gathering feedback

LEADERSHIP INDICATORS

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

   At our company, we prioritize transparent communication and provide access to pertinent information regarding decisions that affect our stakeholders, while ensuring the protection of confidential competitive plans and information. Engaging with stakeholders is an ongoing process, and the board regularly receives updates on significant developments resulting from such engagement efforts.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

   Yes. The engagement with stakeholders on a continuous basis plays a crucial role in meeting their expectations and enables our company to better serve their needs. By actively involving our stakeholders, we strive to enhance our understanding of their requirements, foster stronger relationships, and ultimately deliver more effective solutions.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

   Our company is dedicated to making a positive impact on society through its Corporate Social Responsibility (CSR) initiatives. We have undertaken diverse activities and initiatives that aim to benefit various segments of the society, contributing to their well-being and creating a sustainable and inclusive future.

   The Company through its CSR policy has taken up at the various initiatives and activities across work centres and locations of the company, for the benefit of different segments of the society, with focus on the marginalized, poor, needy, deprived, under-privileged and differently abled persons.

PRINCIPLE 5 Businesses should respect and promote human rights

ESSENTIAL INDICATORS

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2023-24 (Current FY)			FY 2022-23 (Previous FY)		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	1590	1072	67.42%	1154	448	38.82%
Other than permanent	Nil					
Total Employees	**1590**	**1072**	**67.42%**	**1154**	**448**	**38.82%**
Workers						
Permanent	Nil					
Other than permanent						
Total Employees						

2. **Details of minimum wages paid to employees and workers, in the following format:**

Category	FY 2023-24 Current Financial Year					FY 2022-23 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	1589	218	13.71%	1372	86.29%	1154	180	15.60%	974	84.40%
Male	1489	211	14.17%	1278	85.83%	1065	175	16.43%	890	83.57%
Female	101	7	6.93%	94	93.07%	89	5	5.62%	84	94.38%
Other than permanent										
Male	NA									
Female										

Category	FY 2023-24 Current Financial Year					FY 2022-23 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Workers										
Permanent	NA									
Male										
Female										
Other than permanent										
Male										
Female										

3. **Details of remuneration/salary/wages**

a. Median remuneration/ wages:

	Male		Female	
	Number	Median remuneration/ salary/wages of respective category (₹ in Crores)	Number	Median remuneration/ salary/wages of respective category (₹ in Crores)
Board of Directors (BOD)	1	6,28,46,640	1	92,50,032
Key Managerial Personnel*	1	47,00,004	1	16,10,004
Employees other than BOD and KMP	1487	4,03,200	99	3,30,000
Workers	0	-	0	-

* Excluding Non-Executive/Independent Directors as no remuneration is paid to them.

**CMD & CEO are included in the Board of Directors which is why not mentioned separately in KMP.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Gross wages paid to females as % of total wages	6.07%	6.45%

4. **Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

The Company respect for human rights as one of its fundamental and core values and strives to support, protect and promote human rights to ensure that fair and ethical business and employment practices are followed.

MFSL believes that every workplace shall be free from violence, harassment, intimidation and/or any other unsafe or disruptive conditions, either due to external or internal threats. The Company has a well-defined grievance redressal mechanism for its employees. A formal grievance mechanism is available to all employees, to report or raise their concerns confidentially and anonymously, without fear of any retaliation.

6. Number of Complaints on the following made by employees and workers:

	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil					
Discrimination at workplace						
Child Labour						
Forced Labour/Involuntary Labour						
Wages						
Other human rights related issues						

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	
Complaints on POSH as a % of female employees / worker		
Complaints on POSH upheld		

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

A formal grievance mechanism is available to all employees to report or raise their concerns confidentially and anonymously, without fear of retaliation, along with mechanism to consult on ethical issues through the ERP system provided to all the employees.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes

10. Assessments for the year:

	%age of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	0%
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above. -

There were no significant risks identified from the assessments conducted and hence, no corrective action was required to be taken.

LEADERSHIP INDICATORS

1. **Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

   There have been no significant human rights grievances / complaints warranting modification / introduction of business processes

2. **Details of the scope and coverage of any Human rights due-diligence conducted.**

   The assessment was conducted across business operations to cover a wide range of human rights issues including forced labour, harassment, discrimination.

3. **Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

   We are committed to ensuring full compliance with the Persons with Disabilities Act 2016, as we actively enhance our premises to provide optimal accessibility for all visitors, including differently abled

4. **Details on assessment of value chain partners:**

	%age of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Sexual harassment	The Company expects and strives to influence its value chain partners to adhere to the same values, principles and business ethics upheld by MFSL. No specific assessment in respect of value chain partners has been carried out.
Discrimination at workplace	
Child labour	
Forced/involuntary labour	
Wages	
Others – please specify	

5. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

   No corrective actions pertaining to Question 4 was necessitated by the Company during the year under review.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

ESSENTIAL INDICATORS

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2023-24 (Current Financial year)	FY 2022-23 (Previous Financial year)
From renewable sources (in gigajoules)		
Total electricity consumption (A)	4,805	3,724
Total fuel consumption (B)	5,916	4,539
Energy consumption through other sources (C)	-	-
Total energy consumption from renewable sources (A+B+C)	10,721	8,262
From non-renewable sources		
Total electricity consumption (D)		
Total fuel consumption (E)		
Energy consumption through other sources (F)		
Total energy consumed from non-renewable sources (D+E+F)		
Total energy consumed (A+B+C+D+E+F)		
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations in million)	0.88	0.88
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)* (Total energy consumed / Revenue from operations adjusted for PPP)	19.61	19.69
Energy intensity in terms of physical output		
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

*For the purpose of calculation of intensity adjusted Purchasing power parity (PPP), conversion factor @22.401 INR/International Dollar has been considered as per IMF data (https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC/ADVEC/WEOWORLD/IND)

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

NA

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2023-24 (Current Financial year)	FY 2022-23 (Previous Financial year)
Water withdrawal by source (in kilolitres)	The usage of water is restricted to human consumption purposes only which is not accounted. Efforts have been made to ensure that water is consumed judiciously in the office/ branch premises.	
(i) Surface water		
(ii) Groundwater		
(iii) Third party water		
(iv) Seawater / desalinated water		
(v) Others		
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)		
Total volume of water consumption (in kilolitres)		
Water intensity per Lac of turnover (Total water consumption / Revenue from operations)		
Water intensity per Lac of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)		
Water intensity in terms of physical output		
Water intensity (optional) - the relevant metric may be selected by the entity		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

4. Provide the following details related to water discharged:

The nature of our business activity is such that the usage of water is restricted to human consumption.

Parameter	FY 2023-24 (Current Financial year)	FY 2022-23 (Previous Financial year)
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	-	-
No treatment	-	-
With treatment – please specify level of treatment	-	-
(ii) To Groundwater	-	-
No treatment	-	-
With treatment – please specify level of treatment	-	-
(iii) To Seawater	-	-
No treatment	-	-
With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties	-	-
No treatment	-	-
With treatment – please specify level of treatment	-	-
(v) Others	-	-
No treatment	-	-
With treatment – please specify level of treatment	-	-
Total water discharged (in kilolitres)	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

5. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

   – Mechanism for zero liquid discharge has not been implemented

6. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	FY 2023-24 (Current Financial year)	FY 2022-23 (Previous Financial year)
Nox		Not Applicable	
Sox			
Particulate matter (PM)			
Persistent organic pollutants (POP)			
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others– please specify			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

7. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY 2023-24 (Current Financial year)	FY 2022-23 (Previous Financial year)
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	413	317
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs,SF6, NF3, if available)	Metric tonnes of CO2 equivalent	956	741
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Metric tonnes of CO2 equivalent/ Million INR	0.11	0.11
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted	-	-	-

Parameter	Unit	FY 2023-24 (Current Financial year)	FY 2022-23 (Previous Financial year)
For Purchasing Power Parity (PPP)* (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	tCO2e / Standlone Total Revenue (in Million) adjusted for PPP	2.50	2.52
Total Scope 1 and Scope 2 emission intensity in terms of physical output*	tCO2e per Employee	0.86	0.92
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

*For the purpose of calculation of intensity adjusted Purchasing power parity (PPP), conversion factor @22.401 INR/International Dollar has been considered as per IMF data (https://www.imf.org/external/datamapper/PPPEX@WEO/OEMDC/ADVEC/WEOWORLD/IND)

8. **Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

   No

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023-24 (Current Financial year)	FY 2022-23 (Previous Financial year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0.01	0.0491
E-waste (B)	0.8167	0.849
Bio-medical waste (C)	NA	NA
Construction and demolition waste (D)	NA	NA
Battery waste (E)	NA	NA
Radioactive waste (F)	NA	NA
Other Hazardous waste. Please specify, if any. (G)	NA	NA
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	(The Company uses Carton, paper etc in ordinary course of business which are negligible)	
Total (A+B + C + D + E + F + G + H)	**0.8267**	**0.8981**

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	Negligible	
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)		
Waste intensity in terms of physical output		
Waste intensity (optional) – the relevant metric may be selected by the entity		
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	-	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total		
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations	-	-
Total		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Given the nature of the business, its major category of waste is paper waste and E-waste. It strives to ensure that e-waste is disposed off in an appropriate manner.

The Company has started promoting the use of recycled paper and several steps are taken to ensure efficient paper usage. The measures adopted include a transition to 'double side printing mode', using single side printed wastepaper to create stationery products like note pads etc.

Further, the Company had provided ceramic cups to the employees in order to avoid using paper cups or per bottles so as to reinforce our efforts and manage waste.

11. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

Sr. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Not Applicable			

12. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No	Date	Whether conducted by independent external agency (yes / No)	Results communicated in public domain (yes / No)	Relevant Web link
Not Applicable					

13. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

Sr. No.	Specify the law/ regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties /action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Based on the nature of business, MFSL is in compliance with applicable environmental norms.				

LEADERSHIP INDICATORS*

1. **Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):**

For each facility / plant located in areas of water stress, provide the following information:

(i) Name of the area

(ii) Nature of operations

(iii) Water withdrawal, consumption and discharge in the following format:

Offices are generally not situated in any water stress regions, and hence the question is not applicable.

Parameter	FY 2023-24 (Current Financial year)	FY 2022-23 (Previous Financial year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	-	-
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (inkilolitres)	-	-
Total volume of water consumption (in kilolitres)	-	-
Water intensity per rupee of turnover (Water consumed / turnover)	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Parameter	FY 2023-24 (Current Financial year)	FY 2022-23 (Previous Financial year)
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) Into Groundwater	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) Into Seawater	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(v) Others	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
Total water discharged (in kilolitres)	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. NA

2. **Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	FY 2023-24 (Current Financial year)	FY 2022-23 (Previous Financial year)
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	tCO2e	811.13	610.28
Total Scope 3 emissions per rupee of turnover	tCO2e/Mn INR	0.07	0.06
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.-NA

3. **With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

   NA

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Digitization	Digitization initiatives including automation of business processes, usage of E-agreements with digital signature	Reduction of paper waste
2.	Use of Sustainable Alternatives	Use of ceramic cups to avoid usage of paper cups in the head office.	Reduction of plastic waste so as to reinforce our efforts and manage waste.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

Yes. The Company has business continuity strategy and framework which is also compliant with applicable regulatory requirements. BCP envisages the likely disruptive events, their probability and impact on business operations which is assessed through business impact analysis. The BCP includes Disaster Recovery procedures to quickly recover from an emergency.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

Given the nature of the business, certain points are not applicable to the Company and there has been no adverse impact to the environment.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

NA

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

ESSENTIAL INDICATORS

1. a. Number of affiliations with trade and industry chambers/ associations.

Company is member of 5 trade and industry chambers/ associations.

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/Associations	Reach of trade and industry chambers/ associations (State/National)
1	Finance Industry Development Council (FIDC)	National
2	Gujarat Finance Companies Association (GFCA)	National
3	Fintech Association for Consumer Empowerment (FACE)	National
4	The Associated Chambers of Commerce and Industry of India (ASSOCHAM)	National
5	Fintech Association for Consumer Empowerment (FACE)	National

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

N.A.

LEADERSHIP INDICATORS

1. Details of public policy positions advocated by the entity:

The Company actively participates in putting forward its views on the setting of new industry standards or regulatory developments pertaining to the NBFC sector. While making recommendations, MFSL attempts to balance the interest of various stakeholders.

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

ESSENTIAL INDICATORS

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

   No project was required to be assessed for their impact during the year under the regulatory requirement. However, the Company uses social sector experts and independent professionals to conduct social and financial assessments of the projects.

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

   NA

3. **Describe the mechanisms to receive and redress grievances of the community.**

   The Company has a robust grievance mechanism to receive and redress complaints or any concerns raised by the community. We engage with local communities through various means such as personal visits, surveys, meetings, etc. to understand their concerns and take appropriate actions to resolve them.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2023-24 (Current Financial year)	FY 2022-23 (Previous Financial year)
Directly sourced from MSMEs/ small producers	NA	NA
Directly from within India	NA	NA

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Location	FY 2023-24 (Current Financial year)	FY 2022-23 (Previous Financial year)
Rural	0.00%	0.00%
Semi-urban	3.41%	1.91%
Urban	13.27%	12.55%
Metropolitan	0.00%	0.00%

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

LEADERSHIP INDICATORS

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):**

   Not Applicable

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:**

   None

3. **(a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)**

   (b) From which marginalized /vulnerable groups do you procure?

   (c) What percentage of total procurement (by value) does it constitute?

   Not Applicable

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

   Not Applicable

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

   Not Applicable

6. **Details of beneficiaries of CSR Projects**

S.No	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalised groups
1	MAS Arogya Abhiyan	150	100%
2	Shiksha Abhiyan	9,500 students	100%
3	MAS Menstrual Hygiene Programme	1,500 (on Quarterly basis)	100%
4	Grain Distribution	300	100%

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

ESSENTIAL INDICATORS

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

   Complaints received from customers with regard to their grievances/concerns are adressed under the Grievances Redressal Mechanism. Customer Relationship Management (CRM) address the complaints and requests raised by the customers through various channels like by calling the Centre/Branch; via sending e-mail or through the Company's official website. All the issues/requests raised by customers through various modes such as Call centre/Branch/Company's website/mails/ letters etc., are first entered into CRM Application and resolved as soon as possible. The details of the same are enumerated under the section of Customer's corner on the website of the Company.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

<table>
<tr><th></th><th>As a percentage to total turnover</th></tr>
<tr><td>Environmental and social parameters relevant to the product</td><td rowspan="3">All our loan products and Most Important Terms & Conditions are completely transparent and disclose all product related details.</td></tr>
<tr><td>Safe and responsible usage</td></tr>
<tr><td>Recycling and/or safe disposal</td></tr>
</table>

3. **Number of consumer complaints in respect of the following:**

<table>
<tr><th rowspan="2"></th><th colspan="3">FY 2023-24 (Current Financial year)</th><th colspan="3">FY 2022-23 (Previous Financial year)</th></tr>
<tr><th>Received during the year</th><th>Pending resolution at end of year</th><th>Remarks</th><th>Received during the year</th><th>Pending resolution at end of year</th><th>Remarks</th></tr>
<tr><td>Data privacy</td><td colspan="6" rowspan="6">Nil</td></tr>
<tr><td>Advertising</td></tr>
<tr><td>Cyber-security</td></tr>
<tr><td>Delivery of essential services</td></tr>
<tr><td>Restrictive Trade Practices</td></tr>
<tr><td>Unfair Trade Practices</td></tr>
<tr><td>Other</td><td>2729</td><td>8</td><td>NA</td><td>1193</td><td>14</td><td>NA</td></tr>
</table>

4. **Details of instances of product recalls on account of safety issues:**

	Number	Reasons for recall
Voluntary recalls	Nil	N.A.
Forced recalls	Nil	N.A.

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

   Yes https://mas.co.in/policy.aspx

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

   NA

7. **Provide the following information relating to data breaches:**

   a. Number of instances of data breaches

   b. Percentage of data breaches involving personally identifiable information of customers

   c. Impact, if any, of the data breaches

LEADERSHIP INDICATORS

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

   The Company provides a wide range of financial service, the information can be accessed from the www.mas.co.in.

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   Several formal and informal communication channels are available to educate and create awareness about its services to the customers. Further customer awareness initiatives are undertaken through meetings, camps, workshops and digital platforms. All Information related to products offered to customers are available at Company's website.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   During the year, there were no major disruptions of critical services. Information relating to disruption/discontinuation of essential services is communicated to customers through formal means such as e-mail, website, phone calls, SMS, WhatsApp, etc. Any closure of a business location or relocation thereof is published in newspapers. Further, product related information is available in detail on the companies' websites.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/ Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

   The information about the products and services are provided on the website of the Company. Through Customer Relationship Management Various surveys are conducted on a regular basis to understand and address the needs of the customers.

Independent Auditors' Report

To the Members of MAS Financial Services Limited

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying Standalone financial statements of MAS Financial Services Limited ('the Company'), which comprise the standalone Balance Sheet as at March 31, 2024, the standalone Statement of Profit and Loss (including Other Comprehensive Income), the standalone Statement of cash flows and the standalone Statement of Changes in Equity for the year then ended, and notes to the Standalone financial statements, including a summary of significant accounting policies and other explanatory information ("the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('Ind AS') and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit, total comprehensive income, cash flows and the changes in equity for the year then ended.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

Sr. No.	Key Audit Matter	Auditor's Response
1	**Impairment of Loans:** Charge: INR 25.98 Crores for the year ended 31st March, 2024 Provision: INR 129.44 Crores as at 31st March, 2024 Under Ind AS 109, Financial Instruments, allowance for loan losses is determined using expected credit loss ('ECL') estimation model. The estimation of ECL on financial instruments involves significant judgement and estimates. The key areas where we identified greater levels of management judgement and therefore increased levels of audit focus in the Company's estimation of ECLs are: • Data inputs - The application of ECL model requires several data inputs. This increases the risk of completeness and accuracy of the data that has been used to create assumptions in the model. • Model estimations - Inherently judgmental models are used to estimate ECL which involves determining Probabilities of Default ("PD"), Loss	**Principal Audit Procedures** Procedures performed by us have been enumerated herein below: We performed end to end process walkthroughs to identify the key systems, applications and controls used in ECL processes. We tested the relevant manual (including spreadsheet controls), general IT and application controls over key systems used in ECL process. Key aspects of our controls testing involved following: • Testing the design and operating effectiveness of the key controls over the completeness and accuracy of the key inputs, data and assumptions into the Ind AS 109 impairment models. • Testing the 'Governance Framework' controls over validation, implementation and model monitoring in line with Reserve Bank of India guidance. • Testing the design and operating effectiveness of the key controls over the application of the staging criteria. • Testing key controls relating to selection and implementation of material macro-economic variables

Sr. No.	Key Audit Matter	Auditor's Response
	Given Default ("LGD"), and Exposures at Default ("EAD"). The PD and the LGD are the key drivers of estimation complexity in the ECL and as a result are considered the most significant judgmental aspect of the Company's modelling approach. • Economic scenarios – Ind AS 109 requires the Company to measure ECLs on an unbiased forward-looking basis reflecting a range of future economic conditions. Significant management judgement is applied in determining the economic scenarios used and the probability weights applied to them especially when considering the current uncertain economic environment. • Qualitative adjustments – Adjustments to the model-driven ECL results are recorded by management to address known impairment model limitations or emerging trends as well as risks not captured by models. They represent approximately 14.52% of ECL balances as at 31 March 2024. These adjustments are inherently uncertain and significant management judgement is involved considering internal assessment of emerging forward looking economic factors and related uncertainties. The underlying forecasts and assumptions used in the estimates of impairment loss allowance are subject to uncertainties which are often outside the control of the Company. Given the size of loan portfolio relative to the balance sheet and the impact of impairment allowance on the standalone financial statements, we have considered this as a key audit matter. **Disclosures:** The disclosures regarding the Company's application of Ind AS 109 are key to explaining the key judgements and material inputs to the Ind AS 109 ECL results.	and the controls over the scenario selection and application of probability weights. • Testing management's controls over authorisation and calculation of post model adjustments and management overlays. • Testing management's controls on compliance with Ind AS 109 disclosures related to ECL. • Testing key controls operating over the information technology system in relation to loan impairment including system access and system change management, program development and computer operations. **Test of Details:** Key aspects of our testing included: • Sample testing over key inputs, data and assumptions impacting ECL calculations to assess completeness, accuracy and relevance of data and reasonableness of economic forecasts, weights, and model assumptions applied. • Model calculations testing through re-performance, where possible. • Test of details of post model adjustments, considering the size and complexity of management overlays, to assess the reasonableness of the adjustments by challenging key assumptions, inspecting the calculation methodology and tracing a sample of the data used back to source data. • Assessing disclosures - We assessed whether the disclosures appropriately disclose and address the uncertainty which exists when determining ECL. In addition, we assessed whether the disclosure of the key judgements and assumptions made was sufficiently clear.
	Information Technology: IT Systems and controls The Company's key financial accounting and reporting processes are highly dependent on the automated controls in information systems, such that there exists a risk that gaps in the IT control environment could result in the financial accounting and reporting records being materially misstated. IT general and application controls are critical to ensure that changes to applications and underlying data are made in an appropriate manner. Adequate controls contribute to mitigating the risk of potential fraud or errors as a result of changes to the applications and data. Due to the pervasive nature of role of information technology systems in financial reporting, in our preliminary risk assessment, we planned our audit by assessing the risk of a material misstatement arising from the technology as significant for the audit, hence the Key Audit Matter.	In course of audit, our focus was on user access management, change management, segregation of duties, system reconciliation controls and system application controls over key financial accounting and reporting systems. We performed a range of audit procedures, which included: • Review of the report of IS Audit carried during the year by an independent firm of Chartered Accountants pertaining to IT systems general controls including access rights over applications, operating systems and databases relied upon for financial reporting. • Our other processes include: o selectively recomputing interest calculations and maturity dates; o Selectively re-evaluating masters updation, interface with resultant reports; o Testing of the system generated reports and accounting entries manually for core financial reporting matters (i.e. verification around the computer system)

Sr. No.	Key Audit Matter	Auditor's Response
		o Evaluating the design, implementation and operating effectiveness of the significant accounts-related IT automated controls which are relevant to the accuracy of system calculation, and the consistency of data transmission o Other areas that were independently assessed included password policies, system configurations, system interface controls, controls over changes to applications and databases.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Company's Annual Report, but does not include the standalone financial statements and our audit reports thereon. The other information is expected to be made available to us after the date of auditor's report.

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

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

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the 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 changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

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

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

b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books. The backup of the books of account and other books and papers maintained in electronic mode, has been maintained on a daily basis on servers physically located in India during the year.

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

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors 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 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 the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the

Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations as at March 31, 2024 on its financial position in its Standalone financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund by the Company.

iv. (a) The management has represented that, to the best of its knowledge and belief, no funds 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 to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations given under (a) and (b) above, contain any material mis-statement.

v. As stated in Note no. 21.2 of the standalone financial statements

(a) The final dividend proposed in the previous year, declared and paid during the year by the company is in compliance with section 123 of the Companies Act, 2013.

(b) The interim dividend declared and paid by the company during the year and until the date of this report is in compliance with section 123 of the Companies Act, 2013.

(c) The Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members in the ensuing Annual General Meeting. The amount of proposed dividend is in accordance with section 123 of the Companies Act, 2013.

vi. Based on our examination, which included test checks, the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all the relevant transactions recorded in the software except that, audit trail feature was not enabled at database level for accounting software to log any direct data changes. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tempered with in respect of such accounting software where such feature is enabled.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), is applicable from April 1, 2023, reporting under rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For **MUKESH M. SHAH & CO.,**
Chartered Accountants
Firm Registration No.: 106625W

Chandresh S. Shah
Partner
Membership No.: 042132
UDIN: 24042132BJZWZF6117

Place: Ahmedabad
Date: April 24, 2024

“Annexure A” to the Independent Auditors’ Report

The Annexure referred to in Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended March 31, 2024.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the Standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

(i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

B. The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a program of physical verification of its Property, Plant and Equipment and right of use assets so as to cover all the items of Property, Plant and Equipment in a phased manner. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment and right of use assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of the immovable properties taken on lease and disclosed under “Right of use asset” in the financial statements, the lease agreements are in the name of the Company, where the Company is lessee in the agreement.

(d) According to the information and explanations given to us and the records examined by us and based on the examination, the Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.

(e) According to the information and explanations given to us and the records examined by us and based on the examination, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder. Refer Note 46 to the standalone financial statements.

(ii) (a) The Company is a non-banking finance company (‘NBFC’) and does not hold any inventories. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable.

(b) During the year, the company has availed sanctioned working capital limit in excess of ₹ 5 Crores from banks on the basis of security of current assets. Based on our examination of the records of the company, the quarterly returns/ statements filed by the company with the said bank are materially in agreement with the books of accounts maintained by the company.

(iii) (a) Since the Company’s principal business is to give loans. Accordingly, the reporting under clause 3(iii)(a) of the Order is not applicable to it.

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

(c) The company, being a Non-Banking Financial Company (‘NBFC’), registered under provisions of RBI Act, 1934 and rules made thereunder, in pursuance of its compliance with provisions of the said Act/Rules, particularly, the Income Recognition, Asset Classification and Provisioning Norms, monitors repayments of principal and payment of interest by its borrowers as stipulated. In our opinion and according to the information and explanations given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and in cases where repayment of principal and payment of interest is not received as stipulated, the cognizance thereof is taken by the Company in course of its periodic regulatory reporting. Refer note 8.1 to the Standalone Financial Statements for summarised details of such loans/ advances which are not repaid by borrowers as per stipulations. According to the information and explanations given to us, reasonable steps are taken by the Company for recovery thereof.

(d) The company, being a Non-Banking Financial Company ('NBFC'), registered under provisions of RBI Act, 1934 and rules made thereunder, in pursuance of its compliance with provisions of the said Act/Rules, particularly, the Income Recognition, Asset Classification and Provisioning Norms, monitors and report total amount overdue including principal and /or payment of interest by its customers for more than 90 days. In cases where repayment of principal and payment of interest is not received as stipulated, the cognizance thereof is taken by the Company in course of its periodic regulatory reporting. Refer note 8.1 and note 43.1 to the Standalone Financial Statements for summarised details of such loans/ advances which are not repaid by borrowers as per stipulations for more than ninety days under the title "stage 3" loans.. According to the information and explanations given to us, reasonable steps are taken by the Company for recovery thereof.

(e) Since the Company's principal business is to give loans, the reporting under 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.

(iv) According to the information and explanations given to us and on the basis of examination of the records, the Company has not granted any loans, made investments or provided guarantees in contravention of the provisions of Section 185 of the Act and has complied with the applicable provisions of Section 186 (1) of the Act.

(v) The Company has not accepted any deposits within the meaning of the provisions of section 73 to 76 of the Act or any other relevant provisions of the Act and the rules framed thereunder. Further, according to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal, in this regard.

(vi) 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, reporting under clause 3(vi) of the Order is not applicable to the Company.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has been generally regular in depositing the amounts deducted / accrued in the books of account, in respect of undisputed statutory dues including Goods and Services tax, Provident Fund, Employees' State Insurance, Income-tax, Cess and any other material statutory dues applicable to the company.

(b) There were no material undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Cess and any other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

(c) There are no statutory dues referred in above sub-clause, which have not been deposited with the appropriate authorities on account of any disputes except for the following:

Sr. No.	Name of Statute	Nature of Dues	Amount [₹ in Crores]	Period to which the amount relates	Forum where dispute is pending
1	Income tax Act, 1961	Income Tax	0.12 [*]	AY 2017-2018	Deputy Commission of Income Tax (A)

[*] after adjusting the amount of refund claimed by the company amounting ₹ 0.33 Crore.

(viii) 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, 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.

(ix) According to the information and explanations given to us and on the basis of our examination of the books of account, we report that

(a) The Company has not defaulted in repayment of loans or borrowings or interest thereon from any financial institution, banks, government or due to debenture holders during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

(c) The Company has utilised the money obtained by way of term loans from banks and other financial institutions during the year for the purposes for which they were obtained. Unutilised funds are held by the Company in the form of deposits or in current accounts till the time of subsequent utilisation.

(d) The funds raised on short term basis have not been utilized for the long-term purpose.

(e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiary company.

(x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and hence reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the company.

(xi) (a) To the best of our knowledge and according to the information and explanations given to us, there are 10 instances of fraud by customers relating to availment of loans by falsifying the records and documents. The total amount of such frauds amounts to ₹ 0.87 Crore.

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

(c) According to the information and explanations given by management/Audit Committee, there were no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the company is in compliance with section 177 and 188 of the Act, where applicable, for all the transactions with the related parties and details of such transactions have been disclosed in the Standalone financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered, during the course of our audit, the reports of the internal auditor issued till date for the period under audit in accordance with the guidance provided in SA 610 "Using the work of Internal Auditors".

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company and hence provisions of section 192 of the Act are not applicable to the company.

(xvi) According to the information and explanations given to us and based on the examination of the records of the Company, we report that

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

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

(c) The Company is not a Core Investment Company ('CIC') as defined under the Regulations by the Reserve Bank of India.

(d) As per information provided in course of our audit, the group to which the Company belongs does not have CIC.

(xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) 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 and 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 indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) According to the information and explanations given to us, there are no unspent amount towards Corporate Social Responsibility (CSR) in respect of other than ongoing projects that are required to be transferred to a fund specified in Schedule VII to the Act.

(b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has transferred the amount remaining unspent in respect of ongoing projects, to a Special Account (as required) till the date of our report in compliance with provision of sub section (6) of section 135 of the Act. Relevant disclosures are made in Note 34 (c) of the Standalone financial statement of the Company.

For **MUKESH M. SHAH & CO.,**
Chartered Accountants
Firm Registration No.: 106625W

Chandresh S. Shah
Partner
Membership No.: 042132
UDIN: 24042132BJZWZF6117

Place: Ahmedabad
Date: April 24, 2024

"Annexure B" to the Auditors' Report

Report on the Internal Financial Control clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of MAS Financial Service Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

MANAGEMENT RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial control 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.

AUDITORS' RESPONSIBILITY

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

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

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

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 Institute of Chartered Accountants of India.

For **MUKESH M. SHAH & CO.,**
Chartered Accountants
Firm Registration No.: 106625W

Chandresh S. Shah
Partner
Membership No.: 042132
UDIN: 24042132BJZWZF6117

Place: Ahmedabad
Date: April 24, 2024

Standalone Balance Sheet

As at 31 March 2024

(₹ in Crores)

	Note no.	As at 31 March 2024	As at 31 March 2023
ASSETS			
Financial assets			
Cash and cash equivalents	5	178.02	237.86
Bank balance other than cash and cash equivalents	6	664.27	533.77
Trade receivables	7	6.52	4.27
Loans	8	7,264.83	5,910.16
Investments	9	787.71	826.12
Other financial assets	10	75.80	60.24
Total financial assets		**8,977.15**	**7,572.42**
Non-financial assets			
Income tax assets (net)	30	2.52	2.52
Deferred tax assets (net)	30	9.97	18.22
Property, plant and equipment	11(a)	18.63	13.95
Capital work-in-progress	11(c)	69.80	57.66
Right-of-use asset	11(d)	2.82	1.06
Intangible assets under development	11(e)	0.24	0.33
Other intangible assets	11(b)	1.01	1.03
Other non-financial assets	12	27.10	10.79
Total non-financial assets		**132.09**	**105.56**
Total assets		**9,109.24**	**7,677.98**
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Payables	13		
(I) Trade payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	0.13
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		15.74	11.51
(II) Other payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		1.14	1.84
Debt securities	14	626.86	627.26
Borrowings (other than debt securities)	15	6,120.36	4,957.56
Subordinated liabilities	16	302.11	252.70
Other financial liabilities	17	253.25	305.65
Total financial liabilities		**7,319.46**	**6,156.65**
Non-financial liabilities			
Current tax liabilities (net)	30.3	4.29	1.86
Provisions	18	10.09	9.48
Other non-financial liabilities	19	6.44	4.26
Total non-financial liabilities		**20.82**	**15.60**
Total liabilities		**7,340.28**	**6,172.25**
EQUITY			
Equity share capital	20	163.99	54.66
Other equity	21	1,604.97	1,451.07
Total equity		**1,768.96**	**1,505.73**
Total liabilities and equity		**9,109.24**	**7,677.98**

The notes referred to above form an integral part of these financial statements

In terms of our report of even date attached
For Mukesh M Shah & Co.
Chartered Accountants
Firm's Registration No: 106625W

For and on behalf of the Board of Directors of
MAS Financial Services Limited

Chandresh S. Shah
Partner
Membership No: 042132

Darshana S. Pandya
(Director & Chief Executive Officer)
(DIN - 07610402)

Kamlesh C. Gandhi
(Chairman & Managing Director)
(DIN - 00044852)

Riddhi B. Bhayani
(Company Secretary & Compliance Officer)
(Membership No: A41206)
Ahmedabad
24 April 2024

Ankit Jain
(Chief Financial Officer)

Ahmedabad
24 April 2024

Standalone Statement of Profit and Loss

for the year ended 31 March 2024

(₹ in Crores)

		Note no.	Year ended 31 March 2024	Year ended 31 March 2023
I.	**Revenue from operations**			
	Interest income	22	1,022.28	797.33
	Gain on assignment of financial assets		116.97	68.04
	Fees and commission income		65.33	49.99
	Net gain on fair value changes	23	12.57	21.49
	Total revenue from operations		**1,217.15**	**936.85**
	Other income	24	7.42	3.00
	Total income		**1,224.57**	**939.85**
II.	**Expenses**			
	Finance costs	25	614.16	474.82
	Fees and commission expense		48.80	48.00
	Impairment on financial assets	26	89.55	53.00
	Employee benefits expenses	27	87.05	62.49
	Depreciation, amortization and impairment	28	3.81	2.40
	Others expenses	29	49.78	34.44
	Total expenses		**893.15**	**675.15**
	Profit before exceptional items and tax (I - II)		331.42	264.70
	Exceptional items		-	-
III.	**Profit before tax**		**331.42**	**264.70**
IV.	**Tax expense:**			
	Current tax	30	80.89	65.10
	Short / (excess) provision for tax relating to prior years	30	(0.17)	(2.47)
	Net current tax expense		**80.72**	**62.63**
	Deferred tax expense / (credit)	30	2.95	1.11
	Net tax expense		**83.67**	**63.74**
V.	**Profit for the year (III - IV)**		**247.75**	**200.96**
VI.	**Other comprehensive income**			
	(A) Items that will not be reclassified to profit or loss:			
	Re-measurement of the defined benefit liabilities		(0.52)	0.06
	Income tax impact on above		0.13	(0.02)
	Total (A)		**(0.39)**	**0.04**
	(B) Items that will be reclassified to profit or loss:			
	Loans and advances through other comprehensive Income		21.57	(26.05)
	Income tax impact on above		(5.43)	6.56
	Total (B)		**16.14**	**(19.49)**
	Other comprehensive income (A+B)		**15.75**	**(19.45)**
VII.	**Total comprehensive income (V + VI)**		**263.50**	**181.51**
VIII.	**Earnings per equity share (of ₹ 10 each):**	31		
	Basic (₹)		15.11	12.25
	Diluted (₹)		15.11	12.25

The notes referred to above form an integral part of these financial statements

In terms of our report of even date attached
For Mukesh M Shah & Co.
Chartered Accountants
Firm's Registration No: 106625W

For and on behalf of the Board of Directors of MAS Financial Services Limited

Chandresh S. Shah
Partner
Membership No: 042132

Darshana S. Pandya
(Director & Chief Executive Officer)
(DIN - 07610402)

Kamlesh C. Gandhi
(Chairman & Managing Director)
(DIN - 00044852)

Riddhi B. Bhayani
(Company Secretary & Compliance Officer)
(Membership No: A41206)

Ankit Jain
(Chief Financial Officer)

Ahmedabad
24 April 2024

Ahmedabad
24 April 2024

Standalone Statement of Changes in Equity

for the year ended 31 March 2024

(A) EQUITY SHARE CAPITAL

(₹ in Crores)

Equity Share of ₹ 10 each issued, subscribed and fully paid	
Balance at 1 April 2022	54.66
Changes in Equity Share Capital due to prior period errors	-
Restated balance at 1 April 2022	**54.66**
Changes in equity share capital during the year	-
Balance at 31 March 2023	**54.66**
Changes in Equity Share Capital due to prior period errors	-
Restated balance at 31 March 2023	**54.66**
Changes in equity share capital during the year	109.32
Balance at 31 March 2024	**163.99**

(B) OTHER EQUITY

(₹ in Crores)

	Reserves and surplus			Other comprehensive income		Total
	Reserve u/s. 45-IC of the RBI Act, 1934	Securities premium	Retained earnings	Equity instruments through OCI	Loans and advances through OCI	
Restated balance at 31 March 2022	**211.91**	**426.87**	**533.21**	*	**113.94**	**1,285.93**
Profit for the year	-	-	200.96	-	-	200.96
Re-measurement of defined benefit plans (net of taxes)	-	-	0.04	-	-	0.04
Other comprehensive income (net of taxes)	-	-	-	-	(16.45)	(16.45)
Final dividend on equity shares	-	-	(9.57)	-	-	(9.57)
Interim dividend on equity shares	-	-	(9.84)	-	-	(9.84)
Transfer to reserve u/s. 45-IC of the RBI Act, 1934	40.19	-	(40.19)	-	-	-
Balance at 31 March 2023	**252.10**	**426.87**	**674.61**	*	**97.49**	**1,451.07**
Profit for the year	-	-	247.75	-	-	247.75
Re-measurement of defined benefit plans (net of taxes)	-	-	(0.39)	-	-	(0.39)
Other comprehensive income (net of taxes)	-	-	-	-	42.37	42.37
Final dividend on equity shares	-	-	(10.11)	-	-	(10.11)
Interim dividend on equity shares	-	-	(16.40)	-	-	(16.40)
Transfer to reserve u/s. 45-IC of the RBI Act, 1934	49.55	-	(49.55)	-	-	-
On issue of bonus shares	-	(109.32)	-	-	-	(109.32)
Balance at 31 March 2024	**301.65**	**317.55**	**845.91**	*	**139.86**	**1,604.97**

* Represents amount less than ₹ 50,000

In terms of our report of even date attached
For Mukesh M Shah & Co.
Chartered Accountants
Firm's Registration No: 106625W

For and on behalf of the Board of Directors of
MAS Financial Services Limited

Chandresh S. Shah
Partner
Membership No: 042132

Darshana S. Pandya
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(Membership No: A41206)
Ahmedabad
24 April 2024

Ankit Jain
(Chief Financial Officer)

Ahmedabad
24 April 2024

Standalone Statement of Cash Flows

for the year ended 31 March 2024

(₹ in Crores)

		Year ended 31 March 2024		Year ended 31 March 2023	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net profit before tax		331.42		264.70
	Adjustments for :				
	Depreciation and amortisation	3.81		2.40	
	Finance cost	614.16		474.82	
	Impairment on financial assets	89.55		53.00	
	(Profit) / loss on sale of property, plant and equipment	-		(0.10)	
	Interest income	(1,022.28)		(797.33)	
	Gain on assignment of financial assets	(116.97)		(68.04)	
	Net gain on fair value changes	(2.48)		(2.74)	
	Net gain on sale of investments measured at amortized cost	(4.84)		(1.35)	
	Financial guarantee commission income	-		(0.01)	
	Unrealised gain on foreign exchange	(0.06)		-	
	Dividend income	(1.26)		(1.12)	
	Gain on derecognition of leased assets	(0.02)		-	
			(440.39)		(340.47)
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		**(108.97)**		**(75.77)**
	Changes in working capital:				
	Adjustments for (increase)/decrease in operating assets:				
	Loans	(1,264.89)		(1,340.37)	
	Trade receivables	(2.26)		(3.26)	
	Advances received against loan agreements	0.48		(6.38)	
	Bank balance other than cash and cash equivalents	(130.52)		26.46	
	Other financial asset	9.76		(7.44)	
	Other non-financial asset	(32.31)		(14.49)	
	Adjustments for increase/(decrease) in operating liabilities:				
	Trade payable and other payable	3.38		(2.19)	
	Other financial liabilities	(16.24)		(172.94)	
	Other non-financial liabilities	2.19		(4.71)	
	Provisions	0.54	(1,429.87)	2.01	(1,523.31)
	CASH GENERATED FROM / (USED IN) OPERATIONS		**(1,538.84)**		**(1,599.08)**
	Interest income received	921.45		730.31	
	Dividend received	1.26		1.12	
	Interest income on Investment measured at amortised cost	76.48		48.61	
	Finance cost paid	(664.90)	334.29	(463.37)	316.67
			(1,204.55)		**(1,282.41)**
	Income tax paid (net)		(78.29)		(59.31)
	NET CASH FLOW GENERATED FROM / (USED IN) OPERATING ACTIVITIES (A)		**(1,282.84)**		**(1,341.72)**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Acquisition of property, plant and equipments and intangible assets, including capital advances	(19.95)		(10.51)	
	Proceeds from sale of property, plant and equipments and intangible assets	-		0.24	
	Purchase of investments	(2,583.49)		(2,824.51)	
	Redemption of investments	2,629.33		2,542.51	
	NET CASH FLOW GENERATED FROM / (USED IN) INVESTING ACTIVITIES (B)		**25.89**		**(292.27)**

Standalone Statement of Cash Flows (contd.)

for the year ended 31 March 2024

		Year ended 31 March 2024		Year ended 31 March 2023	
C.	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Proceeds from debt securities and borrowings	3,637.17		3,073.48	
	Repayments of debt securities and borrowings	(2,223.17)		(1,236.21)	
	Short term loans (Net)	(189.93)		(216.37)	
	Repayment of lease liabilities	(0.45)		(0.22)	
	Dividends paid	(26.51)		(19.41)	
	NET CASH FLOW GENERATED FROM / (USED IN) FINANCING ACTIVITIES (C)		**1,197.11**		**1,601.27**
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)		**(59.84)**		**(32.72)**
	Cash and cash equivalents at the beginning of the year		237.86		270.58
	Cash and cash equivalents at the end of the year (refer note 1 below)		**178.02**		**237.86**

Notes:

(₹ In Crores)

		As at 31 March 2024	As at 31 March 2023
1.	Cash and bank balances at the end of the year comprises:		
	(a) Cash on hand	0.12	0.14
	(b) Balances with banks	102.84	67.64
	Total	**102.96**	**67.78**
	(c) Bank deposits with original maturity of 3 months or less	75.06	170.08
	Cash and cash equivalents as per the balance sheet	**178.02**	**237.86**

2 The above cash flow statement has been prepared under the "indirect method" as set out in the Ind AS - 7 on statement of cash flows specified under section 133 of the Companies Act, 2013.

3. The Company as at 31 March 2024 has undrawn borrowing facilities amounting to ₹ 1192.17 Crores that may be available for future operating activities and to settle capital commitments.

4. Change in liabilities arising from financing activities

	31 March 2023	Cash flows	Non-cash changes*	31 March 2024
Debt securities	627.26	-	(0.40)	626.86
Borrowings (other than debt securities)	4,957.56	1,174.06	(11.26)	6,120.36
Subordinated liabilities	252.70	50.00	(0.59)	302.11
Total liabilities from financing activities	**5,837.52**	**1,224.06**	**(12.25)**	**7,049.33**

	31 March 2022	Cash flows	Non-cash changes*	31 March 2023
Debt securities	362.03	266.25	(1.02)	627.26
Borrowings (other than debt securities)	3,732.73	1,234.65	(9.82)	4,957.56
Subordinated liabilities	137.22	120.00	(4.52)	252.70
Total liabilities from financing activities	**4,231.98**	**1,620.90**	**(15.36)**	**5,837.52**

* Non-cash changes represents the effect of amortization of transaction cost.

The notes referred to above form an integral part of these financial statements

In terms of our report of even date attached
For Mukesh M Shah & Co.
Chartered Accountants
Firm's Registration No: 106625W

For and on behalf of the Board of Directors of
MAS Financial Services Limited

Chandresh S. Shah
Partner
Membership No: 042132

Darshana S. Pandya
(Director & Chief Executive Officer)
(DIN - 07610402)

Kamlesh C. Gandhi
(Chairman & Managing Director)
(DIN - 00044852)

Riddhi B. Bhayani
(Company Secretary & Compliance Officer)
(Membership No: A41206)
Ahmedabad
24 April 2024

Ankit Jain
(Chief Financial Officer)

Ahmedabad
24 April 2024

Notes to the Standalone Financial Statements

for the year ended 31 March 2024

1. A) CORPORATE INFORMATION

MAS Financial Services Limited (the "Company") is a public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. It is registered as a systematically important non deposit taking non-banking finance Company ("NBFC") with Reserve Bank of India ("RBI"). The Company is engaged in the business of providing Micro Enterprise loans ("MEL"), Small and Medium Enterprise loans ("SME"), Two Wheeler loans ("TW"), Salaried Personal loans ("SPL"), Commercial Vehicle loans ("CV") and loans to NBFCs - to create the underlying assets of MEL, SME, TW, SPL and CV. Its shares are listed on two recognised stock exchanges in India i.e. BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE").

The Company's registered office is at 6, Ground Floor, Narayan Chambers, Behind Patang Hotel, Ashram Road, Ahmedabad-380009, Gujarat, India.

B) RECENT ACCOUNTING DEVELOPMENTS:

The following Indian Accounting Standards have been modified on miscellaneous issues with effect from April 1, 2023. Such changes include clarification/guidance on:

(i) Ind AS 101 – First time adoption of Ind AS – Deferred tax assets and deferred tax liabilities to be recognized for all temporary differences associated with right-of-use assets, lease liabilities,decommissioning / restoration / similar liabilities.

(ii) Ind AS 107 – Financial Instruments: Disclosures – Information about the measurement basis for financial instruments shall be disclosed as part of material accounting policy information.

(iii) Ind AS 1 – Presentation of Financial Statements & Ind AS 34 – Interim Financial Reporting – Material accounting policy information (including focus on how an entity applied the requirements of Ind AS) shall be disclosed instead of significant accounting policies as part of financial statements.

(iv) Ind AS 8 – Accounting policies, changes in accounting estimate and errors – Clarification on what constitutes an accounting estimate provided.

(v) Ind AS 12 – Income Taxes – In case of a transaction which give rise to equal taxable and deductible temporary differences, the initial recognition exemption from deferred tax is no longer applicable and deferred tax liability & deferred tax asset shall be recognized on gross basis for such cases.

None of the above amendments had any material effect on the company's financial statements,except for disclosure of Material Accounting Policies instead of Significant Accounting Policies in the Financial Statements.

2. BASIS OF PREPARATION

2.1 Statement of compliance

These standalone financial statements of the Company have been prepared in accordance with the Indian Accounting standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under section 133 of the Companies Act, 2013 ("the Act"), and in conformity with the accounting principles generally accepted in India and other relevant provisions of the Act. Further, the Company has complied with all the directions related to Implementation of Indian Accounting Standards prescribed for Non-Banking Financial Companies (NBFCs) in accordance with the RBI notification no. RBI/2019-20/170 DOR NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13 March 2020.

Any application guidance/ clarifications/ directions issued by RBI or other regulators are implemented as and when they are issued/ applicable.

The Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity are prepared and presented in the format prescribed in the Division III of Schedule III to the Act. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows".

2.2 Basis of measurement

The standalone financial statements have been prepared on a historical cost convention and on an accrual basis, except for certain financial instruments which are measured at fair values as required by relevant Ind AS.

2.3 Functional and presentation currency

The standalone financial statements are presented in Indian Rupees (₹) which is the currency of the primary economic environment in which the Company operates (the "functional currency"). Amounts in the standalone

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

financial statements are presented in crores rounded off to two decimal places as permitted by Schedule III to the Act, except when otherwise indicated.

2.4 Use of estimates, judgements and assumptions

The preparation of the standalone financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised prospectively.

Judgements

In the process of applying the Company's accounting policies, management has made judgements, which have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year.

i) Business model assessment

Classification and measurement of financial assets depends on the results of business model and the solely payments of principal and interest ("SPPI") test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

i) Fair value of financial instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. For further details about determination of fair value refer note 3.8 and note 41.

ii) Effective interest rate ("EIR") method

The Company's EIR methodology, as explained in Note 3.1(A), recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges).

This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well as expected changes to interest rates and other fee income/ expense that are integral parts of the instrument.

iii) Impairment of financial asset

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

The Company's expected credit loss ("ECL") calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgements and estimates include:

a) The Company's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a life time expected credit loss ("LTECL") basis.

b) Development of ECL models, including the various formulas and the choice of inputs.

c) Determination of associations between macroeconomic scenarios and economic inputs, such as gross domestic products, lending interest rates and collateral values, and the effect on probability of default ("PD"), exposure at default ("EAD") and loss given default ("LGD").

d) Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into ECL models.

e) Management overlay is used in circumstances where management in its objective review and internal assessment of emerging forward looking economic factors and related uncertainties.

iv) Provisions and other contingent liabilities

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

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

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

For further details on provisions and other contingencies refer note 3.17.

v) Provision for income tax and deferred tax assets

The Company uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax, including the amount expected to be paid / recovered for uncertain tax positions. A deferred tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

vi) Defined Benefit Plans

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

These estimates and judgements are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances. Management believes that the estimates used in preparation of the standalone financial statements are prudent and reasonable.

2.5 Presentation of the standalone financial statements

The Company presents its balance sheet in order of liquidity. An analysis regarding recovery or settlement within 12 months after the reporting date (current) and more than 12 months after the reporting date (non–current) is presented in note 39.

Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis in all of the following circumstances:

i) The normal course of business

ii) The event of default

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

Sr No.	Material Accounting Policies	Reference In Balance Sheet & Profit And Loss Notes
1	Recognition of interest income	22
2	Impairment of financial assets	8.1, 26, 53
3	Property, plant and equipment	11(a)
4	Financial instrument	41
5	Intangible assets	11(e), 11(b)
6	Leases	11(d), 44
7	Retirement and other employee benefits	27, 40
8	Finance cost	25

3.1 Recognition of interest income

A. EIR method

Under Ind AS 109, interest income is recorded using the effective interest rate method for all financial instruments measured at amortised cost and financial instrument measured at FVOCI. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

The EIR (and therefore, the amortised cost of the asset) is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR. The Company recognises interest income using a rate of return that represents the best estimate of a constant rate of return over the expected life of the financial instrument.

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk, the adjustment is booked as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortised through Interest income in the statement of profit and loss.

B. Interest income

The Company calculates interest income by applying EIR to the gross carrying amount of financial assets other than credit impaired assets.

When a financial asset becomes credit impaired and is, therefore, regarded as stage 3, the Company calculates interest income on the net basis. If the financial asset cures and is no longer credit impaired, the Company reverts to calculating interest income on a gross basis.

3.2 Financial instrument - initial recognition

A. Date of recognition

All financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

B. Initial measurement of financial instruments

The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments (Refer note 3.3(A)). Financial instruments are initially measured at their fair value (as defined in Note 3.8), transaction costs are added to or subtracted from this amount, except in the case of financial assets and financial liabilities recorded at FVTPL.

C. Measurement categories of financial assets and liabilities

The Company classifies all of its financial assets

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

based on the business model for managing the assets and the asset's contractual terms, measured at either:

i) Amortised cost

ii) FVOCI

iii) FVTPL

3.3 Financial assets and liabilities

A. Financial assets

Business model assessment

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

a) How the performance of the business model and the financial assets held within that business model are evaluated and reported to the Company's key management personnel.

b) The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed.

c) How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).

d) The expected frequency, value and timing of sales are also important aspects of the Company's assessment.

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account

SPPI test

As a second step of its classification process, the Company assesses the contractual terms of financial asset to identify whether they meet SPPI test

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of financial asset (for example, if there are repayments of principal or amortisation of the premium/ discount).

The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk. To make the SPPI assessment, the Company applies judgement and considers relevant factors such as the period for which the interest rate is set.

In contrast, contractual terms that introduce a more than de minimis exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured at FVTPL.

Accordingly, financial assets are measured as follows:

i) Financial assets carried at amortised cost

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Financial assets measured at FVOCI

A financial asset is measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii) Financial assets at FVTPL

A financial asset which is not classified in any of the above categories are measured at FVTPL.

iv) Equity investment in subsidiaries

The Company has accounted for its equity investments in subsidiaries at cost.

B. Financial liability

i) Initial recognition and measurement

All financial liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial liability, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition.

ii) *Subsequent measurement*

Financial liabilities are carried at amortized cost using the effective interest method.

3.4 Reclassification of financial assets

The Company does not reclassify its financial assets subsequent to their initial recognition, apart from the circumstances in which the Company changes in its business model for managing those financial assets.

3.5 Derecognition of financial assets and liabilities

A. Derecognition of financial assets due to substantial modification of terms and conditions

The Company derecognises a financial asset, such as a loan to a customer, when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new loan, with the difference recognised as a derecognition gain or loss, to the extent that an impairment loss has not already been recorded.

B. Derecognition of financial assets other than due to substantial modification

i) *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 the contractual rights to the cash flows from the financial asset expires or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

On derecognition of a financial asset in its entirety, the difference between the carrying amount (measured at the date of derecognition) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in the statement of profit and loss.

Accordingly, gain on sale or derecognition of assigned portfolio are recorded upfront in the statement of profit and loss as per Ind AS 109.

As per the guidelines of RBI, the Company is required to retain certain portion of the loan assigned to parties in its books as Minimum Retention Requirement ("MRR"). Therefore, it continue to recognise the portion retained by it as MRR.

ii) *Financial liability*

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in the statement of profit and loss.

3.6 Impairment of financial assets

A. Overview of ECL principles

In accordance with Ind AS 109, the Company uses ECL model, for evaluating impairment of financial assets together with loan commitments other than those measured at FVTPL.

Expected credit losses are measured through a loss allowance at an amount equal to:

i.) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

ii.) Lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

Both LTECLs and 12 months ECLs are calculated on collective basis for retail loans.

Based on the above, the Company categorises its loans into Stage 1, Stage 2 and Stage 3, as described below:

Stage 1: When loans are first recognised, the Company recognises an allowance based on 12 months ECL. Stage 1 loans includes those loans where there is no significant

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

increase in credit risk observed and also includes facilities where the credit risk has been improved and the loan has been reclassified from stage 2.

Stage 2: When a loan has shown a significant increase in credit risk since origination, the Company records an allowance for the life time ECL.

Stage 3: Loans considered credit impaired are the loans which are past due for more than 90 days. Borrowers are also classified under stage 3 bucket under instances like fraud identification and legal proceeding. Further, stage 3 loan accounts are identified at customer level (i.e. a Stage 1 or 2 customer having other loans which are in Stage 3). The Company records an allowance for life time ECL.

There is a curing period with Stage 3 loan, where even if the DPD days are reduced by 90 days the same will not be upgraded to Stage 1 until the loan is 0 DPD.

Loan commitments:

When estimating LTECLs for undrawn loan commitments, the Company estimates the expected portion of the loan commitment that will be drawn down over its expected life. The ECL is then based on the present value of the expected shortfalls in cash flows if the loan is drawn down.

B. Calculation of ECLs

For retail loans

The mechanics of ECL calculations are outlined below and the key elements are, as follows:

PD Probability of Default ("PD") is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.

EAD Exposure at Default ("EAD") is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, expected drawdowns on committed facilities and accrued interest. Further, the EAD for stage 3 retail loan is the outstanding exposure at the time loan is classified as Stage 3 for the first time.

LGD LGD is an estimate of the loss from a transaction given that a default occurs. Under Ind AS 109, lifetime LGD's are defined as a collection of LGD's estimates applicable to different future periods.

% Recovery rate = (discounted recovery amount + security amount + discounted estimated recovery) / (total outstanding)
% LGD = 1 – recovery rate

For retail asset channel ("RAC") loan portfolio

For RAC loan portfolio, the Company has developed internal rating based approach for the purpose of ECL. The credit rating framework of the Company consists of various parameters based on which RAC loan portfolio is evaluated and credit rating is assigned.

The Company has developed its PD matrix based on the benchmarking of various external reports, ratings and Basel norms. This PD matrix is calibrated with its historical data and major events at a regular time interval in accordance with its ECL policy.

The LGD has been considered based on Basel-II Framework for all the level of RAC credit rating portfolio.

The Company calculates PD, EAD and LGD to determine impairment loss on the portfolio of loans and discounted at an approximation to the EIR. At every reporting date, the above calculated EADs are reviewed. While at every year end, LGDs and PDs are reviewed and changes in the forward looking estimates are analysed.

The mechanics of the ECL method are summarised below:

Stage 1: The 12 months ECL is calculated as the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. The Company calculates the 12 months ECL allowance based on the expectation of a default occurring in the 12 months following the reporting date. These expected 12-months default probabilities are applied to a forecast EAD and multiplied

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

by the expected LGD and discounted by an approximation to the original EIR.

Stage 2: When a loan has shown a significant increase in credit risk since origination, the Company records an allowance for the LTECLs. The mechanics are similar to those explained above, but PDs and LGDs are estimated over the lifetime of the instrument. The expected cash shortfalls are discounted by an approximation to the original EIR.

Stage 3: For loans considered credit-impaired, the Company recognises the lifetime expected credit losses for these loans. The method is similar to that for stage 2 assets, with the PD set at 100%. Credit impairment loans are determined at borrower level.

Loan commitments

When estimating ECL for undrawn loan commitments, the Company estimates the amount sanctioned that will be disbursed after the reporting date. The ECL is then calculated using PD and LGD.

Management overlay is used to adjust the ECL allowance in circumstances where management judges that the existing inputs, assumptions and model techniques do not capture all the risk factors relevant to the Company's lending portfolios. Emerging local or global macroeconomic, micro economic or political events, and natural disasters that are not incorporated into the current parameters, risk ratings, or forward looking information are examples of such circumstances. The use of management overlay may impact the amount of ECL recognized.

Significant increase in credit risk

The Company monitors all financial assets, including loan commitments issued that are subject to impairment requirements, to assess whether there has been a significant increase in credit risk since initial recognition. In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument at the reporting date based on the remaining maturity of the instrument with the risk of a default occurring that was anticipated for the remaining maturity at the current reporting date when the financial instrument was first recognised. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience that is available without undue cost or effort. However, when a financial asset becomes 30 days past due, the Company considers that a significant increase in credit risk has occurred and the asset is classified in Stage 2 of the impairment model, i.e. the loss allowance is measured as the lifetime ECL. Further, a stage 2 customer having other loans which are in stage 1 are considered to have significant increase in credit risk.

Definition of default

The definition of default is used in measuring the amount of ECL and in the determination of whether the loss allowance is based on 12-month or lifetime ECL

Financial assets in default represent those that are at least 90 DPD in respect of principal or interest and/or where the assets are otherwise considered to be unlikely to pay, including those that are credit-impaired.

C. Loans and advances measured at FVOCI

The ECLs for loans and advances measured at FVOCI do not reduce the carrying amount of these financial assets in the balance sheet, which remains at fair value. Instead, an amount equal to the allowance that would arise if the assets were measured at amortised cost is recognised in OCI as an accumulated impairment amount, with a corresponding charge to profit or loss. The accumulated loss recognised in OCI is recycled to the statement of profit and loss upon derecognition of the assets.

D. Forward looking information

In its ECL models, the Company relies on a broad range of forward looking macro parameters and estimated the impact on the default at a given point of time. For this purpose, the Company has used the data source of Economist Intelligence Unit.

3.7 Write-offs

The gross carrying amount of a financial asset is written off when the chances of recoveries are remote. This is generally the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject

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for the year ended 31 March 2024 (Contd.)

to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in Statement of profit and loss.

3.8 Determination of fair value

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company has taken into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 financial instruments: Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Company has access to at the measurement date. The Company considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date;

- Level 2 financial instruments: Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads; and

- Level 3 financial instruments: Those that include one or more unobservable input that is significant to the measurement as whole.

3.9 (I) Recognition of other income

Revenue (other than for those items to which Ind AS 109 - Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 - Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers.

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

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

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

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

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

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

A. Dividend income

Dividend income (including from FVOCI investments) is recognised when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

This is generally when the shareholders approve the dividend.

B. Rental income

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in rental income in the statement of profit and loss, unless the increase is in line with expected general inflation, in which case lease income is recognised based on contractual terms.

C. Other interest income

Other interest income is recognised on a time proportionate basis.

D. Fees and commission income

Fees and commission income such as stamp and document charges, guarantee commission, service income, due diligence & evaluation charges and portfolio monitoring fees etc. are recognised on point in time basis.

3.9 (II) Recognition of other expense

A. Finance cost

Finance costs are the interest and other costs that the Company incurs in connection with the borrowing of funds. Interest expenses are computed based on effective interest rate method.

Finance costs include interest expense computed by applying the effective interest rate on respective financial instruments measured at Amortized cost. Financial instruments include bank term loans, non-convertible debentures, commercial papers, subordinated debts, perpetual debts and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Finance costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

All other finance costs are charged to the statement of profit and loss for the period for which they are incurred.

3.10 Cash and cash equivalents

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

3.11 Property, plant and equipment

Property, plant and equipment (""PPE"") are carried at cost, less accumulated depreciation and impairment losses, if any. The cost of PPE comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use and other incidental expenses. Changes in the expected useful life are accounted for by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates. Subsequent expenditure on PPE after its purchase is capitalized only if it is probable that the future economic benefits will flow to the Company and the cost of the item can be measured reliably.

Depreciation is calculated using the straight line method to write down the cost of property, plant and equipment to their residual values over their estimated useful lives as specified under schedule II of the Act. Land is not depreciated. All assets individually costing less than ₹ 5,000 are fully depreciated in the year of purchase.

The estimated useful lives are, as follows:

i) Buildings - 60 years

ii) Office equipments - 3 to 10 years

iii) Furniture and fixtures - 10 years

iv) Vehicles - 8 years

Depreciation is provided on a pro-rata basis from the date on which such asset is ready for its intended use.

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.

PPE is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

Advances paid towards the acquisition of PPE outstanding at each balance sheet date are disclosed separately under other non-financial assets. Capital work in progress comprises the cost of PPE that are not ready for its intended use at the reporting date. Capital work-in-progress is stated at cost, net of impairment loss, if any.

3.12 Intangible assets

The Company's intangible assets include the value of software. An intangible asset is recognised only when its cost can be measured reliably and it is probable that the expected future economic benefits that are attributable to it will flow to the Company.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives (three years) using the straight-line method, and is included in depreciation and amortisation in the statement of profit and loss.

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as 'Intangible assets under development'.

3.13 Impairment of non financial assets - property, plant and equipments and intangible assets

The carrying values of assets / cash generating units at the each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and if the carrying amount of these assets exceeds their recoverable amount, impairment loss is recognised in the statement of profit and loss as an expense, for such excess amount. The recoverable amount is the greater of the net selling price and value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the statement of profit and loss.

3.14 Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less

Lease payments associated with short term leases or low value leases are recognised as an expense on a straight-line basis over the lease term.

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

The Company recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

3.15 Corporate guarantees

Corporate guarantees are initially recognised in the standalone financial statements (within “”other non-financial liabilities””) at fair value, being the notional commission. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Any increase in the liability relating to financial guarantees is recorded in the statement of profit and loss. The notional commission is recognised in the statement of profit and loss under the head fees and commission income on a straight line basis over the life of the guarantee.

3.16 Retirement and other employee benefits

Defined contribution plans

The Company’s contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation / retirement. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act, 1972.

The gratuity liability amount is contributed by the Company to the Life insurance corporation of India who administers the fund of the Company.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees’ services.

As per Ind AS 19, the service cost and the net interest cost are charged to the statement of profit and loss. Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI.

Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

The cost of short-term compensated absences is accounted as under:

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur.

3.17 Provisions, contingent liabilities and contingent assets

A. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. When the effect of the time value of money is material, the Company determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

B. Contingent liability

A possible obligation that arises from past events and 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; present obligation that arises from past events where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

with sufficient reliability are disclosed as contingent liability and not provided for.

C. Contingent asset

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are neither recognised not disclosed in the financial statements.

3.18 Taxes

A. Current tax

Current tax comprises amount of tax payable in respect of the taxable income or loss for the year determined in accordance with Income Tax Act, 1961 and any adjustment to the tax payable or receivable in respect of previous years. Current tax is the amount of tax payable on the taxable income for the period as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or equity.

B. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the standalone financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or equity.

Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off.

C. Goods and services tax paid on acquisition of assets or on incurring expenses

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

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

3.19 Earnings per share

Basic earnings per share ("EPS") is computed by dividing the profit after tax (i.e. profit attributable to ordinary equity holders) by the weighted average number of equity shares outstanding during the year.

Diluted EPS is computed by dividing the profit after tax (i.e. profit attributable to ordinary equity holders) as adjusted for after-tax amount of dividends and interest recognised in the period in respect of the dilutive potential ordinary shares and is adjusted for any other changes in income or expense that would result from the conversion of the dilutive potential ordinary shares, by the weighted average number of equity shares considered for deriving basic earnings per share as increased by the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits, right issue and bonus shares, as appropriate.

3.20 Dividends on ordinary shares

The Company recognises a liability to make cash or non-cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the Act, final dividend is authorised when it is approved

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

by the shareholders and interim dividend is authorised when the it is approved by the Board of Directors of the Company. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

3.21 Repossessed asset

In the normal course of business whenever default occurs, the Company may take possession of properties or other assets in its retail portfolio and generally disposes such assets through auction, to settle the outstanding debt.

3.22 (I) Foreign Currency Transactions

Transactions in foreign currencies are recorded at the rate of exchange prevailing on the date of transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency at rates of exchange on the reporting date.

Exchange difference on restatement of all other monetary items is recognised in the Statement of Profit and Loss.

(II) Derivatives

A derivative is a financial instrument or other contract with all three of the following characteristics:

i) Its value changes in response to the change in a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided that, in the case of a non-financial variable, it is not specific to a party to the contract (i.e., the 'underlying').

ii) It requires no initial net investment or an initial net investment that is smaller than would be required for other types of contracts expected to have a similar response to changes in market factors.

iii) It is settled at a future date.

The Company enters into derivative transactions with various counterparties to hedge its foreign currency exchange rate risks. Derivative transaction consists of hedging of foreign exchange transactions, which includes forward contracts.

Derivatives are recorded at fair value and carried as assets when their fair value is positive and as liabilities when their fair value is negative. The notional amount and fair value of such derivatives are disclosed separately. Changes in the fair value of derivatives are recognised in the Statement of Profit and Loss.

4. STANDARDS ISSUED BUT NOT YET EFFECTIVE

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

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for the year ended 31 March 2024 (Contd.)

5. CASH AND CASH EQUIVALENTS

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Cash on hand	0.12	0.14
Balances with banks:		
In current / cash credit accounts	102.84	67.64
Bank deposits with original maturity of 3 months or less (refer note 1 below)	75.06	170.08
Total cash and cash equivalents	**178.02**	**237.86**

6. BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
In current accounts (refer note 1 below)	0.11	0.12
Earmarked balances with banks:		
Unclaimed dividend bank balances (refer note 2 below)	0.02	0.02
Unspent CSR bank balances	5.72	5.34
In fixed deposit accounts:		
Deposits given as security against borrowings and other commitments	23.45	22.74
Bank deposits with original maturity of more than 3 months (refer note 3 below)	634.97	505.55
Total bank balance other than cash and cash equivalents	**664.27**	**533.77**

Notes:

1. Balance represents balance with banks in earmarked account i.e. “collection and pay-out account”.
2. Represents bank deposits against overdraft facility except balance amounting to ₹ 0.10 crore as regular deposit.

7. TRADE RECEIVABLES

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Trade receivables considered good-secured	-	-
Trade receivables considered good-unsecured	6.52	4.27
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	-
Total trade receivables	**6.52**	**4.27**

Notes:

1. Impairment allowance recognised on trade receivables is ₹ Nil (Previous years: ₹ Nil).
2. There is no due by directors or other officers of the Company or any firm or private company in which any director is a partner, a director or a member.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

Trade Receivables ageing schedule as at 31 March 2024

(₹ In Crores)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	5.09	1.28	0.15	-	-	6.52
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed Trade Receivables–considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Trade Receivables ageing schedule as at 31 March 2023

(₹ In Crores)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	4.00	0.15	0.12	-	-	4.27
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed Trade Receivables–considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

8. LOANS

(₹ In Crores)

	As at 31 March 2024			As at 31 March 2023		
	At amortised cost	At fair value through OCI	Total	At amortised cost	At fair value through OCI	Total
Bills Receivables	121.02	-	121.02	82.35	-	82.35
Add: Interest accrued but not due on Bills Purchased and Discounted	0.05	-	0.05	0.03	-	0.03
(A) (I) Bills Receivables	**121.07**	**-**	**121.07**	**82.38**	**-**	**82.38**
Term loans (Excl. interest accrued)	-	7,071.53	7,071.53	-	5,779.81	5,779.81
Add: Interest accrued but not due on term loans	**-**	**72.51**	**72.51**	**-**	**48.50**	**48.50**
(II) Term loans	-	7,144.04	7,144.04	-	5,828.31	5,828.31
Total (A)-Gross	**121.07**	**7,144.04**	**7,265.11**	**82.38**	**5,828.31**	**5,910.69**
Less: Impairment loss allowance	**(0.28)**	**-**	**(0.28)**	**(0.53)**	**-**	**(0.53)**
Total (A)-Net	**120.79**	**7,144.04**	**7,264.83**	**81.85**	**5,828.31**	**5,910.16**
(B) (i) Secured by tangible assets	**121.07**	**4,840.78**	**4,961.85**	**82.38**	**4,300.77**	**4,383.15**
(ii) Unsecured	-	2,303.26	2,303.26	-	1,527.54	1,527.54
Total (B)-Gross	**121.07**	**7,144.04**	**7,265.11**	**82.38**	**5,828.31**	**5,910.69**
Less: Impairment loss allowance	(0.28)	-	(0.28)	(0.53)	-	(0.53)
Total (B)-Net	**120.79**	**7,144.04**	**7,264.83**	**81.85**	**5,828.31**	**5,910.16**

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

(₹ In Crores)

	As at 31 March 2024			As at 31 March 2023		
	At amortised cost	At fair value through OCI	Total	At amortised cost	At fair value through OCI	Total
(C) (I) Loans in India						
(i) Public sector	-	-	-	-	-	-
(ii) Private sector	121.07	7,144.04	7,265.11	82.38	5,828.31	5,910.69
Total (C)-Gross	**121.07**	**7,144.04**	**7,265.11**	**82.38**	**5,828.31**	**5,910.69**
Less: Impairment loss allowance	(0.28)	-	(0.28)	(0.53)	-	(0.53)
Total (C) (I) -Net	**120.79**	**7,144.04**	**7,264.83**	**81.85**	**5,828.31**	**5,910.16**
(C) (II) Loans outside India	-	-	-	-	-	-
Less: Impairment loss allowance	-	-	-	-	-	-
Total (C) (II)- Net	-	-	-	-	-	-
Total C(I) and C(II)	**120.79**	**7,144.04**	**7,264.83**	**81.85**	**5,828.31**	**5,910.16**

Loans or advances in the nature of loans are granted to promoters, directors, KMPs, and the related parties, either serverally or jointly with any other person

Particulars	As at 31 March 2024	% to the total Loans and Advances in the nature of loans	As at 31 March 2023	% to the total Loans and Advances in the nature of loans
Promoter	Nil	Nil	Nil	Nil
Directors	Nil	Nil	Nil	Nil
KMPs	Nil	Nil	Nil	Nil
Related parties	Nil	Nil	Nil	Nil

Notes:

1. There are no loans outstanding to Companies in which directors are interested.
2. The impairment on loans measured at FVOCI do not reduce the carrying amount of these financial assets in the balance sheet, which remains at fair value. Instead, an amount equal to the allowance that would arise if the assets were measured at amortised cost is recognised in OCI as an accumulated impairment amount, with a corresponding charge to profit or loss.

8.1 An analysis of changes in the gross carrying amount of loans is given below#

(₹ In Crores)

	31 March 2024				31 March 2023			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount opening balance	**5,708.05**	**111.31**	**132.70**	**5,952.06**	**4,401.63**	**90.53**	**104.89**	**4,597.05**
Changes in opening credit exposures (net of repayment and excluding write off)	(4,230.83)	(61.29)	(48.97)	(4,341.09)	(3,193.32)	(31.31)	(39.35)	(3,263.98)
New assets originated (net of repayment)**	5,635.68	78.71	54.18	5,768.57	4,574.47	66.89	20.28	4,661.64
Transfers from Stage 1	(91.11)	32.72	58.39	-	(84.61)	33.04	51.57	-
Transfers from Stage 2	3.33	(45.47)	42.14	-	9.67	(47.84)	38.17	-
Transfers from Stage 3	1.20	-	(1.20)	-	0.38	-	(0.38)	-
Amounts written off (net of recoveries)	(0.11)	(1.36)	(46.66)	(48.13)	(0.17)	*	(42.48)	(42.65)
Gross carrying amount closing balance	**7,026.21**	**114.62**	**190.58**	**7,331.41**	**5,708.05**	**111.31**	**132.70**	**5,952.06**

The above classification also includes balance of spread receivable on assigned portfolio. (Refer note 10)

* Represents amount less than ₹ 50,000

** New assets originated are those assets which have either remained in stage 1 or have become stage 2 or 3 at the year end.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

8.2 Reconciliation of ECL balance is given below

(₹ In Crores)

	31 March 2024				31 March 2023			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
ECL allowance - opening balance	**30.34**	**19.77**	**53.35**	**103.46**	**45.20**	**10.29**	**44.70**	**100.20**
Changes in opening credit exposures (net of repayment and excluding write off)	1.70	3.79	(13.99)	(8.51)	(11.69)	5.86	(10.21)	(16.04)
New assets originated (net of repayment)	23.74	17.71	19.13	60.58	24.71	12.93	6.75	44.39
Transfers from Stage 1	(26.65)	7.78	18.86	-	(27.92)	5.62	22.30	-
Transfers from Stage 2	0.07	(22.74)	22.67	-	0.05	(14.91)	14.86	-
Transfers from Stage 3	0.00	-	(0.00)	-	0.00	-	(0.00)	-
Amounts written off	(0.00)	(0.25)	(25.85)	(26.10)	(0.00)	(0.04)	(25.05)	(25.09)
ECL allowance - closing balance	**29.21**	**26.06**	**74.17**	**129.44**	**30.34**	**19.77**	**53.35**	**103.46**

The contractual amount outstanding on loans that have been written off during the year, but were still subject to enforcement activity is ₹ 48.13 crores at 31 March 2024 (31 March 2023 : ₹ 42.65 crores).

The increase in ECL was driven by an increase in the gross amount of the portfolio, movements between stages as a result of increase in credit risk, change in probability of default, macro economic factors and management overlays due to estimated macro-economic factors. The extent to which macro-economic factors will impact current estimates of ECL is uncertain at this point of time. The Company has conducted a qualitative assessment and has considered forecasted macro economic factors and a higher probability of default to factor on impairment allowances. For further details, refer note 43.

8.3 Credit quality of loan assets

The table below shows the gross carrying amount of loans based on the Company's internal grades and year-end stage classification of loans. The amounts presented are gross of impairment allowances. Details of the Company's internal grades are explained in note 43.1.

(₹ In Crores)

	31 March 2024				31 March 2023			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Internal grades								
Performing								
High quality assets	7,026.21	-	-	7,026.21	5,708.05	-	-	5,708.05
Quality assets	-	59.04	-	59.04	-	79.23	-	79.23
Standard assets	-	55.58	-	55.58	-	32.08	-	32.08
Non- performing								
Sub standard assets	-	-	96.61	96.61	-	-	44.99	44.99
Low quality assets	-	-	93.97	93.97	-	-	87.71	87.71
Total	**7,026.21**	**114.62**	**190.58**	**7,331.41**	**5,708.05**	**111.31**	**132.70**	**5,952.06**

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

9. INVESTMENTS

(₹ In Crores)

	31 March 2024				31 March 2023			
	At amortised cost	At fair value through P&L	Others	Total	At amortised cost	At fair value through P&L	Others	Total
Investments in								
Alternative investment funds	-	2.36	-	2.36	-	38.97	-	38.97
Pass through certificates under securitization transactions	507.81	-	-	507.81	527.76	-	-	527.76
Market linked debentures	-	50.95	-	50.95	-	176.78	-	176.78
Non - convertible debentures	159.08	-	-	159.08	31.62	-	-	31.62
Mutual fund units	-	6.14	-	6.14	-	4.68	-	4.68
Subsidiary #	-	-	61.55	61.55	-	-	46.55	46.55
Total – Gross (A)	**666.89**	**59.45**	**61.55**	**787.89**	**559.38**	**220.43**	**46.55**	**826.36**
(i) Investments outside India	-	-	-	-	-	-	-	-
(ii) Investments in India	666.89	59.45	61.55	787.89	559.38	220.43	46.55	826.36
Total (B)	**666.89**	**59.45**	**61.55**	**787.89**	**559.38**	**220.43**	**46.55**	**826.36**
Less: Allowance for Impairment Loss (C)	(0.18)	-	-	(0.18)	(0.24)	-	-	(0.24)
Total – Net D= (A)-(C)	**666.71**	**59.45**	**61.55**	**787.71**	**559.14**	**220.43**	**46.55**	**826.12**

Investments in subsidiaries

(₹ In Crores)

	As at 31 March 2024	**As at 31 March 2023**
Investment in equity shares of subsidiaries [Refer note below]	35.09	20.09
Investment in optionally convertible preference shares of subsidiary	20.00	20.00
Deemed investment in optionally convertible preference shares of subsidiary	4.00	4.00
Investment in subsidiary on account of:		
Corporate financial guarantee given to bank on behalf of subsidiary	2.39	2.39
Issuance of equity shares to the employees of subsidiary at discount	0.07	0.07
Total	**61.55**	**46.55**

Note : During the F.Y 2023-24, the Company has invested an amount of ₹ 15 crore in MAS Rural Housing & Mortgage Finance Limited, a subsidiary of the Company, by subscribing to 12,31,628 no. of equity shares of face value of ₹ 10 each for cash at ₹ 121.79 (including premium of ₹ 111.79) per share.

"Equity investment in subsidiary" is measured at cost.

10. OTHER FINANCIAL ASSETS

(₹ In Crores)

	As at 31 March 2024	**As at 31 March 2023**
Security deposits	1.39	1.02
Spread receivable on assigned portfolio	66.30	41.37
Interest accrued but not due on investments	2.75	2.43
Advances to dealers	3.45	7.63
Derivative financial instruments	1.91	-
Other Recievable	-	7.79
Total other financial assets	**75.80**	**60.24**

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

11. PROPERTY, PLANT AND EQUIPMENTS AND INTANGIBLE ASSETS

(₹ In Crores)

	Property, plant and equipment (a)					Intangible assets (b)	
Nature of assets	**Buildings**	**Office equipment**	**Furniture and fixtures**	**Vehicles**	**Total**	**Software**	**Total**
Cost							
At 31 March 2022	**6.68**	**4.45**	**3.36**	**2.86**	**17.34**	**0.60**	**0.60**
Additions	-	1.44	1.20	0.95	3.59	1.04	1.04
Disposals	-	-	-	0.42	0.42	-	-
At 31 March 2023	**6.68**	**5.89**	**4.56**	**3.39**	**20.51**	**1.64**	**1.64**
Additions	-	2.61	1.68	3.11	7.40	0.50	0.50
Disposals	-	-	-	-	-	-	-
At 31 March 2024	**6.68**	**8.50**	**6.24**	**6.50**	**27.91**	**2.14**	**2.14**
Depreciation/Amortisation							
At 31 March 2022	**0.54**	**2.22**	**1.08**	**1.11**	**4.95**	**0.38**	**0.38**
Depreciation/amortization charge	0.11	0.87	0.50	0.41	1.89	0.23	0.23
Disposal	-	-	-	0.28	0.28	-	-
At 31 March 2023	**0.65**	**3.09**	**1.58**	**1.24**	**6.56**	**0.61**	**0.61**
Depreciation/amortization charge	0.12	1.26	0.76	0.58	2.72	0.52	0.52
Disposal	-	-	-	-	-	-	-
At 31 March 2024	**0.77**	**4.35**	**2.34**	**1.82**	**9.28**	**1.13**	**1.13**
Net block value:							
At 31 March 2023	6.03	2.80	2.98	2.15	13.95	1.03	1.03
At 31 March 2024	**5.91**	**4.15**	**3.90**	**4.68**	**18.63**	**1.01**	**1.01**

Note: No revaluation of any class of asset is carried out during the year.

(c) Capital work in progress

Capital work in progress includes borrowing costs related to development of building amounted to ₹ 1.01 crores (31 March 2023: ₹ 1.24 crores). Finance costs are capitalised at MCLR + 1.15% p.a. - presently 10.30% p.a. for the year ended 31 March 2024.

Capital work-in-progress	
At 31 March 2022	**52.04**
Additions	5.62
Disposals	-
At 31 March 2023	**57.66**
Additions	12.14
Disposals	-
At 31 March 2024	**69.80**

Capital work in progress aging schedule

(₹ In Crores)

Capital work in progress	**Amount in CWIP for a period of**				**Total**
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	
As at 31 March 2024					
Projects in progress	12.14	5.72	1.91	50.03	69.80
Projects temporarily suspended	-	-	-	-	-
As at 31 March 2023					
Projects in progress	5.72	1.91	1.81	48.21	57.66
Projects temporarily suspended	-	-	-	-	-

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

Capital work in progress completion schedule for projects where completion is overdue

(₹ In Crores)

Capital work in progress	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2024					
MAS headquarters	-	-	-	69.80	69.80
As at 31 March 2023					
MAS headquarters	-	-	-	57.66	57.66

(d) Right-of-use asset

The details of the right-of-use asset held by the Company is as follows:

(₹ In Crores)

Office Premises	
At 31 March 2022	2.48
Additions	0.80
Disposals	-
At 31 March 2023	**3.28**
Additions	2.62
Disposals	0.34
At 31 March 2024	**5.56**
Depreciation	
At 31 March 2022	**1.95**
Additions	0.27
Disposals	-
At 31 March 2023	**2.22**
Additions	0.57
Disposals	0.04
At 31 March 2024	**2.75**
Net Block Value:	
At 31 March 2023	1.06
At 31 March 2024	**2.82**

(e) Intangible assets under development

Intangible assets under development	
At 31 March 2022	**0.04**
Additions	0.33
Disposals	0.04
At 31 March 2023	**0.33**
Additions	0.24
Disposals	0.33
At 31 March 2024	**0.24**

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

Intangible assets under development aging schedule

(₹ In Crores)

	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2024					
Projects in progress	0.24	-	-	-	0.24
Projects temporarily suspended	-	-	-	-	-
As at 31 March 2023					
Projects in progress	0.33	-	-	-	0.33
Projects temporarily suspended	-	-	-	-	-

12. OTHER NON-FINANCIAL ASSETS

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Prepaid expenses	14.24	4.44
Advances to employees	0.18	0.11
Re-possessed assets	8.16	3.54
Balance with Government Authorities	2.23	1.46
Capital advances	0.03	0.02
Gratuity fund [Refer note 40(b)]	1.23	0.54
Other advances	1.03	0.68
Total	**27.10**	**10.79**

13. PAYABLES

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
(a) Trade payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	0.13
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	15.74	11.51
(b) Other payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	1.14	1.84
Total	**16.88**	**13.48**

Trade Payables aging schedule

(₹ In Crores)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2024					
(i) MSME	-	-	-	-	-
(ii) Others	15.74	-	-	-	15.74
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
As at 31 March 2023					
(i) MSME	0.13	-	-	-	0.13
(ii) Others	11.50	-	0.01	-	11.51
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

Micro, Small and Medium Enterprises:

Based on and to the extent of the information received by the Company from the suppliers during the year regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period and other disclosures as per the Micro, Small and Medium Enterprises Development Act, 2006 (hereinafter referred to as "the MSMED Act") are given below:

		As at 31 March 2024	As at 31 March 2023
(a)	Dues remaining unpaid to any supplier at the year end		
	- Principal	-	0.13
	- Interest on above	-	-
(b)	Interest paid in terms of Section 16 of the MSMED Act along with the amount of payment made to the supplier beyond the appointed day during the year		
	- Principal paid beyond the appointed date	-	-
	- Interest paid in terms of Section 16 of the MSMED Act	-	-
(c)	Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	-
(d)	Amount of interest accrued and remaining unpaid	-	-
(e)	Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises	-	-

14. DEBT SECURITIES (AT AMORTISED COST) (REFER NOTE 14.1)

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Secured non-convertible debentures	531.25	31.25
Secured Market Linked debenture	100.00	600.00
Less: Unamortised borrowing costs	(4.39)	(3.99)
Total	**626.86**	**627.26**
Debt securities in India	626.86	627.26
Debt securities outside India	-	-
Total	**626.86**	**627.26**

14.1 Details of terms of redemption/repayment in respect of debt securities:

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Debentures				
500 rated, listed, redeemable, senior, secured, non-convertible debentures of ₹ 10,00,000 each	6.25	31.25	Coupon Rate: Benchmark Rate +173 bps Coupon Payment frequency : Monthly and on Maturity Principal Payment frequency: Quarterly Tenor : 2 years	Secured by a first ranking exclusive Hypothecation charge over Assets
10,000, secured, listed, rated, unsubordinated, redeemable, transferable, non-convertible debentures ₹1,00,000 each	100.00	-	Coupon Rate:Benchmark Rate +271 bps Coupon Payment frequency : Quarterly and on Maturity Principal Payment frequency: Bullet Payment at the end of the tenor Tenor : 3 years	Secured by a first ranking exclusive Hypothecation charge over Assets
10000, rated, listed, senior, secured, redeemable, taxable, transferable, non-convertible debentures of ₹1,00,000 each	100.00	-	Coupon Rate:Fixed Coupon Payment frequency : Monthly and on Maturity Principal Payment frequency: Bullet Payment at the end of the tenor Tenor : 1 year 6 months	Secured by a first ranking exclusive Hypothecation charge over Assets
12,500, fully paid, senior, secured, listed, rated, taxable, redeemable, transferable, non-convertible debentures ₹1,00,000 each	125.00	-	Coupon Rate:Benchmark Rate +266 bpsCoupon Payment frequency : Yearly and on MaturityPrincipal Payment frequency: Bullet Payment at the end of the tenorTenor : 1 year 6 months	Secured by a first ranking exclusive Hypothecation charge over Assets

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
20,000 rated, listed, senior, secured, redeemable, transferable, taxable, non-convertible debentures of ₹1,00,000 each	200.00		Coupon Rate: Benchmark rateCoupon Payment frequency : Monthly and on MaturityPrincipal Payment frequency: Semi annualyTenor : 4 years	Secured by a first ranking exclusive Hypothecation charge over Assets
Market Linked Debentures	-	100.00	Coupon Rate: Market LinkedCoupon Payment frequency : on MaturityPrincipal Payment frequency: Bullet Payment at the end of the tenorTenor : 2 Year and 6 Month	Secured by a first ranking exclusive Hypothecation charge over Assets
Market Linked Debentures	-	100.00	Coupon Rate: Market LinkedCoupon Payment frequency : on MaturityPrincipal Payment frequency: Bullet Payment at the end of the tenorTenor : 2 Year and 1 day	Secured by a first ranking exclusive Hypothecation charge over Assets
Market Linked Debentures	-	100.00	Coupon Rate: Market LinkedCoupon Payment frequency : on MaturityPrincipal Payment frequency: Bullet Payment at the end of the tenorTenor : 2 Year and 2 months	Secured by a first ranking exclusive Hypothecation charge over Assets
Market Linked Debentures	-	100.00	Coupon Rate: Market LinkedCoupon Payment frequency : on MaturityPrincipal Payment frequency: Bullet Payment at the end of the tenorTenor : 1 Year and 6 months	Secured by a first ranking exclusive Hypothecation charge over Assets
Market Linked Debentures	-	100.00	Coupon Rate: Market LinkedCoupon Payment frequency : on MaturityPrincipal Payment frequency: Bullet Payment at the end of the tenorTenor : 1 Year and 6 months	Secured by a first ranking exclusive Hypothecation charge over Assets
Market Linked Debentures	100.00	100.00	Coupon Rate: Market LinkedCoupon Payment frequency : on MaturityPrincipal Payment frequency: Bullet Payment at the end of the tenorTenor : 2 Year and 2 days	Secured by a first ranking exclusive Hypothecation charge over Assets
Total debentures	**631.25**	**631.25**		

15. BORROWINGS (OTHER THAN DEBT SECURITIES) (AT AMORTISED COST)

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
(a) Term loans (refer note 15.1)		
(i) from banks		
-In Indian Rupees	3,324.96	3,001.62
-In Foreign Currency [refer note 43.3(b)]	577.04	-
(ii) from other parties (financial institutions)	1,142.02	678.40
(b) Loans repayable on demand from banks-cash credit/overdraft (Refer note below)	-	0.01
(c) Short term loans from banks (Refer note below)	1,114.50	1,304.43
Less: Unamortised borrowing costs	(38.16)	(26.90)
Total	**6,120.36**	**4,957.56**
Secured	6,095.45	4,932.69
Unsecured	24.91	24.87
Total	**6,120.36**	**4,957.56**
Borrowings in India	6,120.36	4,957.56
Borrowings outside India	-	-
Total	**6,120.36**	**4,957.56**

Note:

For Cash credit / Overdraft and short term loans

(a) Cash credit / short term loans from banks are secured by hypothecation of movable assets of the Company and goods covered under hypothecation ("HP") agreements / Loan cum HP agreements and book debts, receivables, loans and

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

advances and entire portfolio outstanding (except specific portfolio generated from various term loans sanctioned by various banks/financial institutions on an exclusive basis) and equitable mortgage/negative lien by deposit of title deeds on some of the Company's immovable properties, as collateral security. The loans are also guaranteed by Mr. Kamlesh Chimanlal Gandhi, Mrs. Shweta Kamlesh Gandhi. Overdraft loans are secured against fixed deposits placed.

(b) Interest rate range

Interest rate ranges from 8.75 % p.a. to 9.40 % p.a. as at 31 March 2024.

Interest rate ranges from 7.45 % p.a. to 11.55 % p.a. as at 31 March 2023.

The Company has not defaulted in repayment of borrowings and interest.

The Company has availed borrowings from banks or financial institutions on the basis of security of current assets and the quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts of the Company.

The carrying amount of financial assets which is hypothecated against all secured borrowing inclusive of margin requirement ranging from 1.10 times to 1.25 times is amounting to ₹ 7,512.28 crores (31 March 2023: ₹ 6,291.38 crores).

15.1 Details of terms of repayment in respect of term loans:

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Term loans from banks (Refer note i)				
Term Loan - 1	-	8.00	Repayable in 12 Quarterly installments from 30 June 2021	Exclusive charge by way of hypothecation of on standard receivables of the Borrower
Term Loan - 2	25.00	58.33	Repayable in 12 Quarterly installments from 31 March 2022	Exclusive charge by way of hypothecation of on standard receivables of the Borrower
Term Loan - 3	27.95	43.95	Repayable in 20 Quarterly installments from 30 June 2021.	Secured by a first ranking and exclusive charge on standard receivables of the Company created out of the loan availed. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 4	74.99	105.00	Repayable in 20 Quarterly installments from 05 November 2021.	Exclusive charge by way of hypothecation of standard book debts/ receivables which are to be financed by the company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 5	66.67	133.33	Repayable in 12 Quarterly installments from 30 June 2022.	Exclusive first charge on the specific loan portfolio of the Borrower by way of hypothecation on the loan installments receivables. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 6	41.67	83.33	Repayable in 36 monthly installments from 01 May 2022.	First Exclusive hypothecation charge on book debts created out of Bank Loan.
Term Loan - 7	50.09	70.03	Repayable in 20 Quarterly installments from 31 March 2022.	Exclusive charge by way of hypothecation of standard book debts/ receivables which are financed/ to be financed by the company out of the proposed term loan to the Company.
Term Loan - 8	-	27.27	Repayable in 33 monthly installments from 30 July 2021.	Secured by a first and exclusive charge on specific receivables of the Company created out of the loan availed .
Term Loan - 9	18.18	36.36	Repayable in 33 monthly installments from 30 July 2022.	Secured by a first and exclusive charge on specific receivables of the Company created out of the loan availed .
Term Loan - 10	8.45	12.24	Repayable in 96 monthly installments from 7 April 2018.	First and exclusive charge on land, property and commercial property under construction.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Term Loan - 11	0.34	2.58	Repayable in 36 monthly installments from 7 April 2021.	Secured by a first and exclusive charge on specific receivables of the Company created out of the loan availed .
Term Loan - 12	1.35	10.32	Repayable in 36 monthly installments from 7 April 2021.	Secured by a first and exclusive charge on specific receivables of the Company created out of the loan availed .
Term Loan - 13	0.56	4.30	Repayable in 36 monthly installments from 7 April 2021.	Secured by a first and exclusive charge on specific receivables of the Company created out of the loan availed .
Term Loan - 14	1.14	3.40	Repayable in 36 monthly installments from 7 August 2021.	Secured by a first and exclusive charge on specific receivables of the Company created out of the loan availed .
Term Loan - 15	4.55	13.60	Repayable in 36 monthly installments from 7 August 2021.	Secured by a first and exclusive charge on specific receivables of the Company created out of the loan availed .
Term Loan - 16	1.90	5.67	Repayable in 36 monthly installments from 7 August 2021.	Secured by a first and exclusive charge on specific receivables of the Company created out of the loan availed .
Term Loan - 17	2.13	4.45	Repayable in 36 monthly installments from 7 January 2022.	Secured by a first and exclusive charge on specific receivables of the Company created out of the loan availed .
Term Loan - 18	8.53	17.80	Repayable in 36 monthly installments from 7 January 2022.	Secured by a first and exclusive charge on specific receivables of the Company created out of the loan availed .
Term Loan - 19	3.55	7.42	Repayable in 36 monthly installments from 7 January 2022.	Secured by a first and exclusive charge on specific receivables of the Company created out of the loan availed .
Term Loan - 20	-	13.33	Repayable in 36 monthly installments from 30 April 2021.	Secured by a first and exclusive charge on specific book debt and future receivables of the Company created/to be created out of the loan availed .
Term Loan - 21	27.94	50.11	Repayable in 18 Quarterly installments from 30 December 2021.	Exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the Company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 22	55.64	77.78	Repayable in 18 Quarterly installments from 24 September 2022.	Exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the Company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 23	20.00	40.00	Repayable in 10 Quarterly installments from 14 December 2022.	Exclusive charge by way of hypothecation of on standard receivables of the Borrower
Term Loan - 24	8.30	24.98	Repayable in 12 Quarterly installments from 16 December 2021.	Exclusive charge by way of Hypothecation of book debt/receivables arising out of bank financial assets of the borrower.
Term Loan - 25	-	6.50	Repayable in 16 Quarterly installments from 30 September 2019.	Secured by Hypothecation of portfolio of the Company created out of the term loan. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
Term Loan - 26	-	25.50	Repayable in 16 Quarterly installments from 29 February 2020.	Secured by Hypothecation of portfolio of the Company created out of the term loan. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
Term Loan - 27	5.00	10.00	Repayable in 16 Quarterly installments from 26 June 2021.	Exclusive charge by way of hypothecation on book debts under standard assets portfolio of the borrower eligible for Bank finance.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Term Loan - 28	21.53	65.99	Repayable in 18 Quarterly installments from 31 December 2020.	Exclusive charge by the way of hypothecation on specific receivables of the Company. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 29	42.09	63.16	Repayable in 19 Quarterly installments from 30 September 2021.	Exclusive charge by the way of hypothecation on specific receivables of the Company. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 30	164.93	225.00	Repayable in 20 Quarterly installments from 31 March 2022.	Exclusive charge by the way of hypothecation on specific receivables of the Company. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 31	53.85	84.62	Repayable in 13 Quarterly installments from 29 December 2022.	Exclusive charge on specific standard book debts and receivables which are financed / to be financed by the Company out of the bank finance.
Term Loan - 32	97.50	127.50	Repayable in 20 Quarterly installments from 30 September 2022.	Exclusive charge by way of hypothecation of standard book debts/ receivables which are to be financed by the company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 33	133.33	200.00	Repayable in 12 Quarterly installments from 30 June 2023.	Exclusive first charge on the specific loan portfolio of the Borrower by way of hypothecation on the loan installments receivables. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 34	24.96	41.66	Repayable in 36 monthly installments from 30 October 2022.	Exclusive charge on the specific standard book debts/loan receivables of company.
Term Loan - 35	15.00	25.00	Repayable in 12 Quarterly installments from 23 December 2022.	Exclusive first charge by way of hypothecation of receivables created out of bank finance.
Term Loan - 36	54.55	75.00	Repayable in 33 monthly installments from 31 July 2023.	Secured by a first and exclusive charge on specific receivables of the Company created out of the loan availed .
Term Loan - 37	19.07	33.60	Repayable in 36 monthly installments from 7 June 2022.	Secured by a first and exclusive charge on specific receivables of the Company created out of the loan availed .
Term Loan - 38	51.08	83.55	Repayable in 36 monthly installments from 7 October 2022.	Secured by a first and exclusive charge on specific receivables of the Company created out of the loan availed .
Term Loan - 39	34.72	50.00	Repayable in 36 monthly installments from 7 May 2023.	Secured by a first and exclusive charge on specific receivables of the Company created out of the loan availed .
Term Loan - 40	62.50	87.50	Repayable in 16 Quarterly installments from 31 December 2022.	Secured by exclusive charge on the book debt and receivables of the company
Term Loan - 41	112.50	142.50	Repayable in 20 Quarterly installments from 29 March 2023.	Exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the Company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 42	68.75	93.75	Repayable in 16 Quarterly installments from 31 March 2023.	Secured by exclusive charge on the book debt and receivables of the company
Term Loan - 43	120.00	150.00	Repayable in 20 Quarterly installments from 31 May 2023.	Exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the Company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Term Loan - 44	41.64	75.00	Repayable in 12 Quarterly installments from 29 September 2022.	First & Exclusive charge by way of hypothecation on the Borrower's specific loan receivables.
Term Loan - 45 (refer note below)	300.33	380.00	Repayable in 20 Quarterly installments from 31 January 2023.	Secured by Hypothecation of portfolio of the Company created out of the term loan. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
Note : Out of the Above ₹ 300.33 crore outstanding as on 31 March 2024, ₹ 23.29 crore is in Indian Rupees and remaining amount of ₹ 277.04 crore is in foreign currency.				
Term Loan - 46	25.00	30.00	Repayable in 30 monthly installments from 6 November 2023.	Exclusive charge by way of hypothecation of the specific receivables/book debt of the company
Term Loan - 47	16.00	29.71	Repayable in 36 monthly installments from 29 July 2022.	Secured by a first and exclusive charge on specific book debt and future receivables of the Company created/to be created out of the loan availed .
Term Loan - 48	11.66	18.33	Repayable in 12 Quarterly installments from 31 March 2023.	Secured by exclusive charge on the book debt and receivables of the company.
Term Loan - 49	14.17	24.17	Repayable in 36 monthly installments from 25 September 2022.	Secured by first and exclusive charge on Book Debts/ Loan assets of the Company.
Term Loan - 50	126.92	-	Repayable in 13 Quarterly installments from 20 December 2023	Exclusive charge on specific standard book debts and receivables which are financed / to be financed by the Company out of the bank finance.
Term Loan - 51	23.08	-	Repayable in 13 Quarterly installments from 16 March 2024 .	Exclusive charge on specific standard book debts and receivables which are financed / to be financed by the Company out of the bank finance.
Term Loan - 52	170.00	-	Repayable in 20 Quarterly installments from 30 September 2023.	Exclusive charge by way of hypothecation of standard book debts/ receivables which are to be financed by the company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 53	18.10	-	Repayable in 36 monthly installments from 01 June 2023	First and Exclusive charge by Hypothecation of Book Debts
Term Loan - 54	89.97	-	Repayable in 20 Quarterly installments from 31 Decemmber 2023.	Exclusive charge by way of hypothecation of standard book debts/ receivables which are financed/ to be financed by the company out of the proposed term loan to the Company.
Term Loan - 55	22.91	-	Repayable in 12 Quarterly Installments from 28 March, 2024	Exclusive charge on book debts by way of hypothecation on specific standard receivables of the company
Term Loan - 56	50.00	-	Repayable in 36 monthly installments from 28 April 2024.	Exclusive charge on the specific standard book debts/loan receivables of company.
Term Loan - 57	44.00	-	Repayable in 36 monthly installments from 7 May 2024.	Secured by a first and exclusive charge on specific receivables of the Company created out of the loan availed .
Term Loan - 58	84.86	-	Repayable in 36 monthly installments from 7 February 2024.	Secured by a first and exclusive charge on specific receivables of the Company created out of the loan availed .
Term Loan - 59	82.86	-	Repayable in 36 monthly installments from 7 October 2023.	Secured by a first and exclusive charge on specific receivables of the Company created out of the loan availed .
Term Loan - 60	135.00	-	Repayable in 20 Quarterly installments from 30 November 2023	Exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the Company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Term Loan - 61	67.50	-	Repayable in 20 Quarterly installments from 28 December 2023	Exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the Company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 62	71.25	-	Repayable in 20 Quarterly installments from 05 February 2024	Exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the Company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 63	37.50	-	Repayable in 12 Quarterly installments from 30 September 2023.	First & Exclusive charge by way of hypothecation on the Borrower's specific loan receivables.
Term Loan - 64	41.67	-	Repayable in 12 Quarterly Installments from 31 October 2023	Hypothecation on the Specific unencunbered secured standard loan receivales and book debts of the company arising from loans and advances.
Term Loan - 65	75.00	-	Repayable in 36 monthly installments from 30 July 2023.	Secured by a first and exclusive charge on specific book debt and future receivables of the Company created/to be created out of the loan availed .
Term Loan - 66 (refer note below)	451.52	-	Repayable in 20 Quarterly installments from 25 December 2023.	Secured by Hypothecation of portfolio of the Company created out of the term loan. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
Note : Out of the Above ₹ 451.52 crore outstanding as on 31 March 2024, ₹ 151.52 crore is in Indian Rupees and remaining amount of ₹ 300 crore is in foreign currency.				
Term Loan - 67	100.00	-	Repayable in 36 monthly installments from 30 April 2024.	Secured by a first and exclusive charge on specific book debt and future receivables of the Company created/to be created out of the loan availed .
Term Loan - 68	83.30	-	Repayable in 12 Quarterly installments from 31 December 2023.	Exclusive charge by the way of hypothecation on specific receivables of the Company. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 69	187.50	-	Repayable in 16 Quarterly Installments from 31 march, 2024	Exclusive First charge by way of hypothecation over speicifc Standard receivables.
Total term loans from banks	**3,902.00**	**3,001.62**		

Note (i):

Interest rate ranges from 6.76% p.a. to 10.40% p.a. as at 31 March 2024.

Interest rate ranges from 8.65% p.a. to 10.35% p.a. as at 31 March 2023.

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Term loans from others (Refer note ii)				
Term Loans from a Financial Institution - 1	-	8.50	Repayable in 36 monthly installments from 31 January 2021.	Secured by exclusive first charge by way of hypothecation of specific book debts of the Company created out of the loan availed.
Term Loans from a Financial Institution - 2	-	5.33	Repayable in 36 monthly installments from 30 April 2021.	Secured by exclusive first charge by way of hypothecation of specific book debts of the Company created out of the loan availed.
Term Loans from a Financial Institution - 3	25.00	25.00	Bullet Repayment on 17 August 2026.	N.A.
Term Loans from a Financial Institution - 4	8.33	25.00	Repayable in 36 monthly installments from 31 October 2021.	Secured by exclusive first charge by way of hypothecation of specific book debts of the Company created out of the loan availed.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Term Loans from a Financial Institution - 5	20.00	33.33	Repayable in 12 Quarterly installments from 5 October 2022.	Secured by exclusive charge on the book debt and receivables of the company
Term Loans from a Financial Institution - 6	37.25	62.08	Repayable in 36 monthly installments from 5 October 2022.	Secured by exclusive first charge on the loan portfolio of the borrower by way of hypothecation on the loan installments receivables created from of the proceeds of the facility.
Term Loans from a Financial Institution - 7	36.35	50.00	Repayable in 11 Quarterly installments from 10 July 2023.	Secured by Exclusive first charge by way of hypothecation of book debts and receivables charged exclusive for the loan. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
Term Loans from a Financial Institution - 8	80.00	120.00	Repayable in 20 Quarterly installments from 30 June 2021.	Exclusive charge by way of hypothecation of the specific receivables/book debts. Liquid collateral of 10% of the sanctioned amount.
Term Loans from a Financial Institution - 9	75.00	135.00	Repayable in 30 monthly installments from 10 January 2023.	Secured by exclusive charge by way of hypothecation on book debts and receivables of the Company. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
Term Loans from a Financial Institution - 10	75.70	129.10	Repayable in 31 monthly installments from 10 February 2023.	Secured by exclusive charge by way of hypothecation on book debts and receivables of the Company. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
Term Loans from a Financial Institution - 11	53.53	85.05	Repayable in 36 monthly installments from 10 October 2022.	Secured by hypothecation of specific book debts created out of the loan availed.
Term Loans from a Financial Institution - 12	21.88	-	Repayable in 8 Quarterly installments from 31 March 2024	Secured by exclusive charge on the book debt and receivables of the company.
Term Loans from a Financial Institution - 13	66.67	-	Repayable in 36 monthly installments from 5 October 2023.	Secured by exclusive first charge on the loan portfolio of the borrower by way of hypothecation on the loan installments receivables created from of the proceeds of the facility.
Term Loans from a Financial Institution - 14	175.00	-	Bullet Repayment on 11 December 2026.	Secured by Exclusive first charge by way of hypothecation of book debts and receivables charged exclusive for the loan. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
Term Loans from a Financial Institution - 15	72.72	-	Repayable in 11 quarterly installments from 01 April, 2024	First and exclusive charge by way of Hypothecation on standard book debts
Term Loans from a Financial Institution - 16	52.00	-	Repayable in 33 Monthly installments from 31 May 2024	First and exclusive charge by way of Hypothecation on standard book debts
Term Loans from a Financial Institution - 17	45.09	-	Repayable in 36 Monthly installments from 05 December 2023	First and exclusive charge by way of Hypothecation over the standard loan receivables
Term Loans from a Financial Institution - 18	79.51	-	Repayable in 33 monthly installments from 10 March 2024.	Secured by exclusive charge by way of hypothecation on book debts and receivables of the Company. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
Term Loans from a Financial Institution - 19	100.00	-	Repayable in 33 monthly installments from 10 June 2024.	Secured by exclusive charge by way of hypothecation on book debts and receivables of the Company. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
Term Loans from a Financial Institution - 20	118.00	-	Repayable in 33 monthly installments from 10 June 2024.	Secured by exclusive charge by way of hypothecation on book debts and receivables of the Company. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
Total term loans from others	**1,142.02**	**678.40**		

Note (ii):

Interest rate ranges from 7.50% p.a. to 11.90% p.a. as at 31 March 2024.

Interest rate ranges from 7.50% p.a. to 11.50% p.a. as at 31 March 2023.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

16. SUBORDINATED LIABILITIES (AT AMORTISED COST)

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Unsecured debentures (refer note 16.1)	310.00	260.00
Less: Unamortised borrowing costs	(7.89)	(7.30)
Total	**302.11**	**252.70**
Subordinated liabilities in India	302.11	252.70
Subordinated liabilities outside India	-	-
Total	**302.11**	**252.70**

16.1 Details of terms of repayment in respect of subordinated liabilities:

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Subordinated liabilities				
50, 10.75% unsecured, rated, listed, redeemable, subordinated, taxable, transferable, non-convertible debentures of ₹ 100 lakhs each	50.00	50.00	Coupon Rate: 10.75% p.a.Coupon Payment frequency : Monthly and on MaturityPrincipal Payment frequency: Bullet Payment at the end of the tenorTenor : 5 years and 7 months	N.A.
500, 10.75% unlisted, subordinated, unsecured, redeemable, non-convertible debentures of ₹ 10 lakhs each	50.00	50.00	Coupon Rate: 10.75% p.a.Coupon Payment frequency : Monthly and on MaturityPrincipal Payment frequency: Bullet Payment at the end of the tenorTenor : 6 years	N.A.
250, 10.75% unlisted, subordinated, unsecured, redeemable, non-convertible debentures of ₹ 10 lakhs each	25.00	25.00	Coupon Rate: 10.75% p.a.Coupon Payment frequency : Monthly and on MaturityPrincipal Payment frequency: Bullet Payment at the end of the tenorTenor : 5 years and 7 months	N.A.
3500, 10.75% unlisted, subordinated, unsecured, redeemable, non-convertible debentures of ₹ 1 lakhs each	35.00	35.00	Coupon Rate: 10.75% p.a.Coupon Payment frequency : Monthly and on MaturityPrincipal Payment frequency: Bullet Payment at the end of the tenorTenor : 6 years	N.A.
5000, 10.75% unsecured, rated, listed, redeemable, subordinated, taxable, transferable, non-convertible debentures of ₹ 1 lakhs each	50.00	50.00	Coupon Rate: 10.75% p.a.Coupon Payment frequency : Monthly and on MaturityPrincipal Payment frequency: Bullet Payment at the end of the tenorTenor : 5 years and 7 months	N.A.
5000, 10.75% unsecured, rated, listed, redeemable, subordinated, taxable, transferable, non-convertible debentures of ₹ 1 lakhs each	50.00	50.00	Coupon Rate: 10.75% p.a.Coupon Payment frequency : Monthly and on MaturityPrincipal Payment frequency: Bullet Payment at the end of the tenorTenor : 5 years and 7 months	N.A.
5000, 10.75% rated, listed, subordinated, unsecured, redeemable, taxable, transferable, non-convertible debentures of ₹ 1 lakhs each	50.00	-	Coupon Rate: 10.75% p.a.Coupon Payment frequency : Monthly and on MaturityPrincipal Payment frequency: Bullet Payment at the end of the tenorTenor : 5 years and 7 months	N.A.
Total subordinated liabilities	**310.00**	**260.00**		

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

17 OTHER FINANCIAL LIABILITIES

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Interest accrued but not due on borrowings	31.87	70.36
Dues to the assignees towards collections from assigned receivables	178.97	211.29
Advances received against loan agreements	2.10	1.62
Unpaid dividend on equity shares (Refer note below)	0.02	0.02
Dealer advances	7.12	5.13
Lease liability	2.99	1.14
Liabilities for expenses	8.13	1.43
Other payable	22.05	14.66
Total other financial liabilities	**253.25**	**305.65**

Note:

There are no amounts that are due and remain unpaid to Investor Education and Protection Fund as at the close of the year.

18. PROVISIONS

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Provision for employee benefits (Refer note 40)		
Compensated absences	0.27	0.16
Provision for unspent CSR liability	9.82	9.32
Total provisions	**10.09**	**9.48**

19. OTHER NON-FINANCIAL LIABILITIES

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Statutory remittances	4.63	3.24
Financial guarantee liability	-	0.01
Income received in advance	1.81	1.01
Total other non-financial liabilities	**6.44**	**4.26**

20. EQUITY SHARE CAPITAL

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Authorized shares:		
200,000,000 Equity Shares of ₹ 10 each (As at 31 March 2023: 6,40,00,000 Equity Shares of ₹ 10 each)	200.00	64.00
- 0.01% Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each (As at 31 March 2023: 2,20,00,000 0.01% Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each)	-	22.00
- 13.31% Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each (As at 31 March 2023: 2,20,00,000 13.31% Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each)	-	22.00
- 9.75% Compulsorily Convertible Cumulative Preference Shares of ₹ 1,00,000 each (As at 31 March 2023: 400 9.75% Compulsorily Convertible Cumulative Preference Shares of ₹ 1,00,000 each)	-	4.00
	200.00	**112.00**
Issued, subscribed and fully paid-up shares:		
163,986,129 Equity Shares of ₹ 10 each fully paid-up (As at 31 March 2023: 5,46,62,043 Equity Shares of ₹ 10 each)	163.99	54.66
	163.99	**54.66**

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

Note :

1. During the current year, pursuant to the approval of shareholders at the Extra Ordinary General Meeting held on February 09, 2024, the Authorized Share Capital of the Company comprising of ₹ 112,00,00,000/- (Rupees One Hundred and Twelve Crores Only) divided into 6,40,00,000 (Six Crores and Forty Lakh) Equity Shares of ₹10 (Rupees Ten Only) each, 400 (Four Hundred) - 9.75% Compulsorily Convertible Cumulative Preference Shares of ₹1,00,000 (Rupees One Lakh Only) each, 2,20,00,000 (Two Crore Twenty Lakh) 0.01% Compulsorily Convertible Cumulative Preference Shares of ₹10 (Rupees Ten Only) each and 2,20,00,000 (Two Crore Twenty Lakh) - 13.31% Compulsorily Convertible Cumulative Preference Shares of ₹10 (Rupees Ten Only) each was reclassified into ₹ 112,00,00,000/- (Rupees One Hundred and Twelve Crores Only) divided into 11,20,00,000 (Eleven Crores and Twenty Lakh) Equity Shares of ₹10 (Rupees Ten Only) each.

2. During the current year, pursuant to the approval of shareholders at the Extra Ordinary General Meeting held on February 09, 2024, the Authorised share capital of the Company has been increased from ₹ 112,00,00,000/- (Rupees One Hundred and Twelve Crores Only) divided into 11,20,00,000 (Eleven Crores and Twenty Lakh) Equity Shares of ₹ 10 (Rupees Ten Only) each to ₹ 200,00,00,000/- (Rupees Two Hundred Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of ₹10 (Rupees Ten Only) each.

20.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

	As at 31 March 2024		As at 31 March 2023	
	No. of Shares	(₹ in Crores)	No. of Shares	(₹ in Crores)
Equity Shares				
Outstanding at the beginning of the year	54,662,043	54.66	54,662,043	54.66
Add: Bonus shares issued during the year	109,324,086	109.32	-	-
Outstanding at the end of the year	**163,986,129**	**163.99**	**54,662,043**	**54.66**

20.2 Details of shares held by each shareholder holding more than 5% shares:

	As at 31 March 2024		As at 31 March 2023	
Class of shares / Name of shareholder	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares				
Shweta Kamlesh Gandhi	49,015,350	29.89%	16,338,450	29.89%
Mukesh C. Gandhi (Refer note below)	48,470,442	29.56%	16,156,814	29.56%
Kamlesh C. Gandhi	19,021,524	11.60%	6,340,508	11.60%
Vistra ITCL I Ltd Business Excellence Trust III India Business	12,133,737	7.40%	4,044,579	7.40%

Note: Mr. Mukesh C. Gandhi has passed away on 19 January 2021.

20.3 The Company has neither allotted any share pursuant to contracts without payment being received in cash nor has it bought back any shares during the preceding period of 5 financial years.

20.4 Terms / rights attached to equity shares

The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the equity shareholders will be entitled to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

20.5 Details of shares held by promoters (including promoter group) of the Company:

Promoter and promoter group name	Shares held by promoters at 31 March 2024		Shares held by promoters at 31 March 2023		% Change during the current year (23-24) #
	No. of Shares	% of total shares	No. of Shares	% of total shares	
Equity shares					
Shweta Kamlesh Gandhi	49,015,350	29.89%	16,338,450	29.89%	200.00%
Mukesh C. Gandhi (Refer note below)	48,470,442	29.56%	16,156,814	29.56%	200.00%
Kamlesh C. Gandhi	19,021,524	11.60%	6,340,508	11.60%	200.00%
Prarthana Marketing Private Limited	3,952,671	2.41%	1,317,557	2.41%	200.00%
Anamaya Capital Llp	299,982	0.18%	99,994	0.18%	200.00%
Dhvanil K. Gandhi	105,831	0.06%	35,277	0.06%	200.00%
Dhriti K. Gandhi	36,162	0.02%	12,054	0.02%	200.00%

Note: Mr. Mukesh C. Gandhi has passed away on 19 January 2021.

During the current year, pursuant to the approval of shareholders at the Extra Ordinary General Meeting held on February 09, 2024, the Company has issued 10,93,24,086 (Ten Crore Ninety Three Lakh Twenty Four Thousand and Eighty Six) fully paid up Equity Shares of ₹ 10/- each as Bonus Shares in the ratio of 2:1 (2 Bonus shares for every 1 equity shares held on February 22, 2024) by utilizing Securities Premium Account. These Equity shares have been alloted on February 24, 2024.

21. OTHER EQUITY (REFER NOTE 21.1)

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Reserve u/s. 45-IC of RBI Act, 1934		
Outstanding at the beginning of the year	252.10	211.91
Additions during the year	49.55	40.19
Outstanding at the end of the year	301.65	252.10
Securities premium		
Outstanding at the beginning of the year	426.87	426.87
Additions during the year	-	-
Deductions during the year (On issue of bonus shares)	(109.32)	-
Outstanding at the end of the year	317.55	426.87
Retained earnings		
Outstanding at the beginning of the year	674.61	533.21
Profit for the year	247.75	200.96
Item of other comprehensive income recognised directly in retained earnings		
On defined benefit plan	(0.39)	0.04
	921.97	734.21
Appropriations:		
Transfer to reserve u/s. 45-IC of RBI Act,1934	(49.55)	(40.19)
Final dividend on equity shares (Refer note 21.2)	(10.11)	(9.57)
Interim dividend on equity shares (Refer note 21.2)	(16.40)	(9.84)
Total appropriations	**(76.06)**	**(59.60)**
Retained earnings	**845.91**	**674.61**
Other comprehensive income		
Outstanding at the beginning of the year	97.49	113.94
Loans and advances fair valued through other comprehensive Income	21.57	(26.05)
Impairment on loans and advances through OCI	26.23	3.04
Income tax relating to items that will be reclassified to profit or loss	(5.43)	6.56
Other comprehensive income for the year, net of tax	139.86	97.49
Total other equity	**1,604.97**	**1,451.07**

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

21.1 Nature and purpose of reserve

1 Reserve u/s. 45-IC of the Reserve Bank of India Act, 1934 (the "RBI Act, 1934")

Reserve u/s. 45-IC of RBI Act, 1934 is created in accordance with section 45 IC(1) of the RBI Act, 1934. As per Section 45 IC(2) of the RBI Act, 1934, no appropriation of any sum from this reserve fund shall be made by the NBFC except for the purpose as may be specified by RBI.

2 Securities premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes in accordance with the provisions of section 52 of the Act.

3 Retained earnings

Retained earnings is the accumulated available profit of the Company carried forward from earlier years. These reserve are free reserves which can be utilised for any purpose as may be required.

"The Company recognises change on account of remeasurement of the net defined benefit liability (asset) as part of retained earnings with separate disclosure, which comprises of:

i) actuarial gains and losses;

ii) return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset); and

iii) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset).

4 Other comprehensive income

On equity investments

The Company has elected to recognise changes in the fair value of investments in equity securities (other than investment in subsidiary) in other comprehensive income. These changes are accumulated within the FVOCI equity investments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

On loans

he Company has elected to recognise changes in the fair value of loans and advances in other comprehensive income. These changes are accumulated within the FVOCI - loans and advances reserve within equity. The Company transfers amounts from this reserve to the statement of profit and loss when the loans and advances are sold. Further, impairment loss allowances on the loans are recognised in OCI.

21.2 Equity dividend paid and proposed

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Declared and paid during the year (Pre Bonus)		
Dividends on equity shares:		
Final dividend for 31 March 2023: ₹ 1.85 per share (31 March 2022: ₹ 1.75 per share)	10.11	9.57
Interim dividend for 31 March 2024: ₹ 3 per share (31 March 2023 : ₹ 1.80 per share)	16.40	9.84
Total dividends paid	**26.51**	**19.41**

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Proposed for approval at Annual General Meeting (not recognised as a liability)		
Dividend on equity shares:		
Final dividend for 31 March 2024: ₹ 0.51 per share (31 March 2023: ₹ 1.85 per share)	**8.36**	**10.11**

Note : During the F.Y 2023-24 Company has paid the interim dividend of ₹ 3 per share - pre bonus - (₹ 1 ex-bonus). Additionally, the Board has proposed the final dividend @ 5.10% i.e. ₹ 0.51 per share subject to the approval of the Members in the ensuing Annual General Meeting.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

22. INTEREST INCOME

(₹ In Crores)

	Year ended 31 March 2024				Year ended 31 March 2023			
	On Financial assets measured at FVOCI	On Financial assets measured at Amortised Cost	On Financial Assets classified at fair value through profit or loss	Total	On Financial assets measured at FVOCI	On Financial assets measured at Amortised Cost	On Financial Assets classified at fair value through profit or loss	Total
Interest on loans	872.93	11.92	-	884.85	682.01	5.53	-	687.54
Interest income from investments	-	76.80	-	76.80	-	50.37	1.35	51.72
Interest on deposits with banks	-	55.08	-	55.08	-	37.84	-	37.84
Other interest income	5.55	-	-	5.55	3.69	16.54	-	20.23
Total	**878.48**	**143.80**	**-**	**1,022.28**	**685.70**	**110.28**	**1.35**	**797.33**

23. NET GAIN ON FAIR VALUE CHANGES

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Net gain on financial instruments at fair value through profit or loss - investments	12.57	21.49
Fair value changes:		
- Realised	10.09	18.75
- Unrealised	2.48	2.74
Total	**12.57**	**21.49**

24. OTHER INCOME

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Rental income	0.10	0.10
Net gain/(loss) on derecognition of property, plant and equipment	-	0.10
Dividend income	1.26	1.12
Net gain on sale of investments measured at amortized cost	4.84	1.35
Gain on derecognition of leased asset	0.02	-
Gain on foreign currency transactions	0.06	-
Income from non-financing activity	1.14	0.33
Total	**7.42**	**3.00**

25. FINANCE COST (ON FINANCIAL LIABILITIES MEASURED AT AMORTISED COST)

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Interest on debt securities	52.29	51.76
Interest on borrowings	502.38	348.21
Interest on subordinated liabilities	29.55	14.70
Other interest expense	0.01	35.84
Other borrowing cost	29.74	24.22
Lease liability interest obligation	0.19	0.09
Total	**614.16**	**474.82**

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

26. IMPAIRMENT ON FINANCIAL ASSETS

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Loans		
- Expected credit loss (On financial instruments measured at FVOCI)	26.23	3.04
- Expected credit loss (On financial instruments measured at amortised cost)	(0.25)	0.22
- Write off (net of recoveries)	48.13	42.65
- Loss on repossessed assets	15.50	7.40
Investments		
- Expected credit loss (On financial instruments measured at amortised cost)	(0.06)	(0.31)
Total	**89.55**	**53.00**

27. EMPLOYEE BENEFITS EXPENSE

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Salaries and wages	81.83	57.74
Contribution to provident fund and other funds (Refer note 40(a))	2.46	1.87
Gratuity expense (Refer note 40(b))	0.65	0.66
Staff welfare expenses	2.11	2.22
Total	**87.05**	**62.49**

28. DEPRECIATION, AMORTIZATION AND IMPAIRMENT

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Depreciation on property, plant and equipment	2.72	1.90
Amortisation of intangible assets	0.52	0.23
Depreciation on Right-of-use asset	0.57	0.27
Total	**3.81**	**2.40**

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

29. OTHER EXPENSES

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Rent	3.97	3.25
Rates and taxes	0.22	0.19
Stationery and printing	1.28	0.90
Telephone	0.75	0.60
Electricity	1.35	0.97
Postage and courier	1.35	0.97
Insurance	1.15	0.89
Conveyance	1.75	1.25
Travelling	3.68	2.90
Repairs and maintenance :		
Building	0.31	0.58
Others	0.99	1.15
Professional fees	9.35	6.50
Payment to auditors (Refer note below)	0.57	0.46
Directors' sitting fees	0.37	0.10
Legal expenses	2.19	1.86
Bank charges	2.85	1.46
Advertisement expenses	1.63	0.99
Sales promotion expenses	0.35	0.44
Recovery contract charges	0.06	0.11
Corporate social responsibility expenditure (Refer note 33)	4.46	4.26
Credit guarantee fees	6.76	2.13
Miscellaneous expenses	4.39	2.48
Total	**49.78**	**34.44**
Note: Payment to auditors		
As auditor:		
Statutory audit	0.24	0.20
Limited review of quarterly results	0.31	0.26
Other services	0.03	*
	0.58	**0.46**

* Represents amount less than ₹ 50,000

30. TAX EXPENSES

The components of income tax expense for the years ended 31 March 2024 and 31 March 2023 are:

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Current tax	80.89	65.10
Short / (Excess) provision for tax relating to prior years	(0.17)	(2.47)
Deferred tax	2.95	1.11
Total tax charge	**83.67**	**63.74**
Current tax	80.72	62.63
Deferred tax	**2.95**	**1.11**

30.1 Reconciliation of the total tax charge

The tax charge shown in the statement of profit and loss differs from the tax charge that would apply if all profits had been charged at India corporate tax rate. A reconciliation between the tax expense and the accounting profit multiplied by India's domestic tax rate for the years ended 31 March 2024 and 31 March 2023 is, as follows:

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Accounting profit before tax	331.42	264.70
Applicable tax rate	25.17%	25.17%
Computed tax expense	83.42	66.62
Tax effect of :		
Exempted income	(0.32)	(0.30)
Non deductible items	1.12	1.24
Short / (Excess) provision for tax relating to prior years	(0.17)	(2.47)
Others	(0.38)	(1.35)
Tax expenses recognised in the statement of profit and loss	**83.67**	**63.74**
Effective tax rate	25.25%	24.08%

30.2 Deferred tax

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Deferred tax asset / liability (net)		
The movement on the deferred tax account is as follows:		
At the start of the year DTA / (DTL) (net)	18.22	12.79
Credit / (charge) for loans and advances through OCI	(5.43)	6.56
Credit / (charge) for remeasurement of the defined benefit liabilities	0.13	(0.02)
Credit / (charge) to the statement of profit and loss	(2.95)	(1.11)
At the end of year DTA / (DTL) (net)	**9.97**	**18.22**

The following table shows deferred tax recorded in the balance sheet and changes recorded in the income tax expense:

(₹ In Crores)

	As at 31 March 2023	Statement of profit and loss	OCI	As at 31 March 2024
Component of deferred tax asset / (liability)				
Deferred tax asset / (liability) in relation to:				
Difference between written down value of fixed assets as per books of accounts and income tax	(0.51)	(0.12)	-	(0.63)
Deferred tax on fair value of investments	(0.02)	(0.62)	-	(0.64)
Impact of fair value of assets	5.50	0.00	(5.43)	0.07
Income taxable on realised basis	(8.68)	(3.95)	-	(12.63)
Deferred tax on prepaid finance charges	(4.09)	(5.18)	-	(9.27)
Impairment on financial assets	26.10	6.52	-	32.62
Recognition of lease liability and right to use asset	0.02	0.02	-	0.04
Expenses allowable on payment basis	(0.10)	0.38	0.13	0.41
Total	**18.22**	**(2.95)**	**(5.30)**	**9.97**

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

(₹ In Crores)

	As at 31 March 2022	Statement of profit and loss	OCI	As at 31 March 2023
Component of deferred tax asset / (liability)				
Deferred tax asset / (liability) in relation to:				
Difference between written down value of fixed assets as per books of accounts and income tax	(0.44)	(0.07)	-	(0.51)
Deferred tax on fair value of investments	(0.02)	-	-	(0.02)
Impact of fair value of assets	(1.06)	-	6.56	5.50
Income taxable on realised basis	(10.82)	2.14	-	(8.68)
Deferred tax on prepaid finance charges	(0.29)	(3.80)	-	(4.09)
Impairment on financial assets	25.35	0.75	-	26.10
Recognition of lease liability and right to use asset	0.01	0.01	-	0.02
Expenses allowable on payment basis	0.06	(0.14)	(0.02)	(0.10)
Total	**12.79**	**(1.11)**	**6.54**	**18.22**

30.3 Current tax liabilities

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Provision for tax [net of advance tax of ₹ 76.59 crores (31 March 2023: ₹ 63.24 crores)]	4.29	1.86

30.4 Income tax assets

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Income tax assets [net of provision for tax of ₹ 2.52 crores (31 March 2023: ₹ 2.52 crores)]	2.52	2.52

31. EARNINGS PER SHARE

(A) Basic earnings per share

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Net profit for the year attributable to equity shareholders (basic)	**247.75**	**200.96**
Weighted average number of equity shares of ₹ 10 each (Refer note below)	16,39,86,129	16,39,86,129
Basic earnings per share of face value of ₹ 10 each (in ₹)	15.11	12.25

(B) Diluted earnings per share

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Net profit for the year attributable to equity shareholders (diluted)	**247.75**	**200.96**
Weighted average number of equity shares of ₹ 10 each (Refer note below)	16,39,86,129	16,39,86,129
Diluted earnings per share of face value of ₹ 10 each (in ₹)	15.11	12.25

Note : The basic and diluted earnings per share have been computed for previous year on the basis of the adjusted number of equity shares in accordance with bonus issue of shares.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

32. CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ In Crores)

		As at 31 March 2024	As at 31 March 2023
(A)	**Contingent liabilities**		
I)	In respect of disputed income-tax matters : (Refer note i)	0.12	0.12
II)	Guarantees given on behalf of subsidiary company: (Refer note ii)		
	To National Housing Bank ("NHB")		
	Amount of guarantees ₹ 5 crores (31 March 2023: ₹ 5 crores)		
	Amount of loan outstanding	0.46	0.79
(B)	**Commitments**		
I)	Estimated amount of contracts remaining to be executed on capital account and not provided for:		
	Property, plant & equipment and Capital work in progress	0.12	1.39
II)	Loan commitments for sanctioned but not disbursed amount	-	-

Notes:

i) After adjusting the amount of refund claimed by the company amounting ₹ 0.33 Crore.

ii) Guarantees have been given by the Company to NHB on behalf of the subsidiary company for the loan taken and accordingly, the same has been shown as contingent liability.

33. CORPORATE SOCIAL RESPONSIBILITY ("CSR") EXPENSES:

The average profit before tax of the Company for the last three financial years was ₹ 223.09 crores, basis which the Company was required to spend ₹ 4.46 crores towards CSR activities for the current financial year (31 March 2023: ₹ 4.26 crores).

a) Amount spent during the year on:

(₹ In Crores)

Particulars	31 March 2024			31 March 2023		
	Amount Spent	Amount Unpaid/ provision	Total	Amount Spent	Amount Unpaid/ provision	Total
Construction / acquisition of any asset	-	-	-	-	-	-
On purpose other than (i) above	0.37	4.09	4.46	0.28	3.98	4.26

b) The Company has not made any transaction with related parties in relation to CSR expenditure as per Ind AS 24.

c) In case of Section 135(6): Details of on-going projects

F.Y.	Opening balance		Amount required to be spent during the year	Amount spent during the year		Closing Balance	
	With Company	In Separate CSR Unspent A/c		From Company's bank A/c	From Separate CSR Unspent A/c	With Company	In Separate CSR Unspent A/c
2023-24	-	9.32	4.46	0.37	3.60	4.09	5.72
2022-23	-	6.91	4.26	0.28	1.57	3.98	5.34
2021-22	-	3.84	4.41	0.42	0.92	3.99	2.92
2020-21	Nil	N.A.	4.18	0.34	-	3.84	-

Note: Unspent CSR amount of ₹ 3.98 crores for FY 2022-23 was deposited in unspent CSR bank account on 27 April 2023. Unspent amount of ₹ 4.09 crores available with the Company is transferred to an unspent CSR account on 29 April 2024.

d) Reason for shortfall: The Company has on-going projects and it is spending the said amount as per pre-approved on-going projects. For more details, refer annexure of Director's report on CSR.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

e) **Nature of CSR activities:** Promoting education, eradicating hunger, poverty & malnutrition, promoting health care and such other activities. For more details, refer annexure of Director's report on CSR.

34 SEGMENT REPORTING:

Operating segment are components of the Company whose operating results are regularly reviewed by the Chief Operating Decision Maker ("CODM") to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

The Company is engaged primarily on the business of "Financing" only, taking into account the risks and returns, the organization structure and the internal reporting systems. All the operations of the Company are in India. All non-current assets of the Company are located in India. Accordingly, there are no separate reportable segments as per Ind AS 108 – "Operating segments".

35 RELATED PARTY DISCLOSURES:

(a) Related party disclosures as required by Ind AS 24 - Related Party Disclosures.

List of related parties and relationships:

Sr. No.	Nature of relationship	
1	Subsidiary	MAS Rural Housing & Mortgage Finance Limited
		MASFIN Insurance Broking Private Limited
2	Key management personnel ("KMP")	Mr. Kamlesh C. Gandhi (Chairman and managing director)
	(where there are transactions)	Mrs. Darshana S. Pandya (Director and chief executive officer)
		Mr. Balabhaskaran Nair (Independent director) (retired w.e.f 31 March 2024)
		Mr. Umesh Shah (Independent director)
		Mr. Chetanbhai Shah (Independent director) (retired w.e.f 31 March 2024)
		Mr. Narayanan Sadanandan (appointed w.e.f 21 June 2023)
		Mrs. Daksha Shah (Independent director)
3	Other related parties	Prarthna Marketing Private Limited
	(where there are transactions)	Anamaya Capital LLP
		Mr. Kamlesh C. Gandhi (As Executor of will of Late Mr. Mukesh C. Gandhi, relative of KMP)
		Mrs. Shweta K. Gandhi (relative of KMP)
		Mr. Dhvanil K. Gandhi (relative of KMP)
		Mr. Saumil D. Pandya (relative of KMP)
		Ms. Dhriti K. Gandhi (relative of KMP)
		Umesh Rajanikant Shah HUF (relative of KMP)
		Pauravi Umesh Shah (relative of KMP)

Transactions with related parties are as follows:

(₹ In Crores)

	Year ended 31 March 2024			
	Subsidiary	Key management personnel	Other related parties	Total
Rent income	0.10	-	-	0.10
Net recovery charges received	0.01	-	-	0.01
Expenditure reimbursed	1.04	-	-	1.04
Remittances of collection received on behalf of	-	-	-	-
Cross Charges Payment for professional services	0.13	-	-	0.13
Remuneration (including bonus) (Net of Cross Charges)	-	7.19	1.22	8.41
Dividend received	1.26	-	-	1.26
Dividend paid	-	3.09	16.48	19.57
Investment	15.00	-	-	15.00
Sitting fees	-	0.34	-	0.34

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

(₹ In Crores)

	Year ended 31 March 2023			
	Subsidiary	Key management personnel	Other related parties	Total
Rent income	0.10	-	-	0.10
Net recovery charges received	0.02	-	-	0.02
Expenditure reimbursed	*	-	-	-
Remittances of collection received on behalf of	0.10	-	-	0.10
Cross Charges Payment for professional services	0.13	-	-	0.13
Remuneration (including bonus) (Net of Cross Charges)	-	5.74	0.95	6.69
Dividend received	1.12	-	-	1.12
Dividend paid	-	2.26	12.06	14.32
Investment	0.35	-	-	0.35
Sitting fees	-	0.09	-	0.09

* Represents amount less than ₹ 50,000

Balances outstanding from related parties are as follows:

(₹ In Crores)

	As at 31 March 2024			
	Subsidiary	Key management personnel	Other related parties	Total
Bonus payable	-	0.39	0.03	0.42
Investment	61.55	-	-	61.55
Guarantees outstanding	0.46	-	-	0.46

(₹ In Crores)

	As at 31 March 2023			
	Subsidiary	Key management personnel	Other related parties	Total
Bonus payable	-	0.31	0.03	0.34
Investment	46.55	-	-	46.55
Guarantees outstanding	0.79	-	-	0.79

Financial guarantee commission income amounts to less than ₹ 50,000 during the year (31 March 2023: ₹ 0.01 Crore) on account of fair valuation of corporate financial guarantee given to bank on behalf of subsidiary.

All transactions with these related parties are priced on an arm's length basis. None of the balances are secured.

Key managerial personnel who are under the employment of the Company are entitled to post employment benefits and other employee benefits recognised as per Ind AS 19 - Employee Benefits in the financial statements.

Compensation to key management personnel are as follows:

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Short-term employee benefits	7.19	5.74
Post-employment benefits	0.02	0.02
Other long term employment benefits	0.01	(0.01)
	7.22	5.75

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

The remuneration of key management personnel are determined by the nomination and remuneration committee having regard to the performance of individuals and market trends.

36. OFFSETTING

Following table represents the recognised financial assets that are offset, or subject to enforceable master netting arrangements and other similar arrangements but not offset, as at 31 March 2024 and 31 March 2023. The column 'net amount' shows the impact of the Company's balance sheet if all the set-off rights were exercised.

(₹ In Crores)

	Effect of offsetting on the balance sheet			Related amount not offset	
	Gross amounts	Gross amount offset in balance sheet (refer note 1)	Net amount presented in balance sheet	Financial instrument collateral (refer note 2)	Net amount
31 March 2024					
Loans and advances	7,277.40	12.57	7,264.83	-	7,264.83
31 March 2023					
Loans and advances	5,919.64	9.48	5,910.16	-	5,910.16

Note:

1. ₹ 12.57 crores (31 March 2023: ₹ 9.48 crores) represents advances received against loan agreements.

2. Represents security deposits received from borrowers.

37 EVENTS AFTER THE REPORTING PERIOD

Ind AS 10 'Events after the Reporting Period', requires an entity to evaluate information available after the balance sheet date to determine if such information constitutes an adjusting event, which would require an adjustment to the financial statements, or a non-adjusting event, which would only require disclosure. There have been no events after the reporting date that require disclosure in these financial statements.

38 REVENUE FROM CONTRACTS WITH CUSTOMERS

Set out below is the disaggregation of the Company's revenue from contracts with customers and reconciliation to the statement of profit and loss:

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Type of income		
Fees and commission income	65.33	49.98
Total revenue from contracts with customers	**65.33**	**49.98**
Geographical markets		
India	65.33	49.98
Outside India	-	-
Total revenue from contracts with customers	**65.33**	**49.98**
Timing of revenue recognition		
Services transferred at a point in time	65.33	49.98
Services transferred over time	-	-
Total revenue from contracts with customers	**65.33**	**49.98**

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

39 MATURITY ANALYSIS OF ASSETS AND LIABILITIES

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

(₹ In Crores)

	As at 31 March 2024			As at 31 March 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
ASSETS						
Financial assets						
Cash and cash equivalents	178.02	-	178.02	237.86	-	237.86
Bank balance other than cash and cash equivalents	640.84	23.43	664.27	57.78	475.99	533.77
Trade receivables	6.52	-	6.52	4.27	-	4.27
Loans	4,387.81	2,877.02	7,264.83	3,574.16	2,336.00	5,910.16
Investments	509.21	278.50	787.71	478.41	347.71	826.12
Other financial assets	54.59	21.21	75.80	46.38	13.86	60.24
Non-financial assets						
Income tax assets (net)	-	2.52	2.52	-	2.52	2.52
Deferred tax assets (net)	-	9.97	9.97	-	18.22	18.22
Property, plant and equipment	-	18.63	18.63	-	13.95	13.95
Capital work-in-progress	-	69.80	69.80	-	57.66	57.66
Right-of-use asset	0.78	2.04	2.82	0.31	0.75	1.06
Intangible assets under development	-	0.24	0.24	-	0.33	0.33
Other intangible assets	-	1.01	1.01	-	1.03	1.03
Other non-financial assets	27.06	0.04	27.10	10.79	-	10.79
Total assets	**5,804.83**	**3,304.41**	**9,109.24**	**4,409.96**	**3,268.02**	**7,677.98**

(₹ In Crores)

	As at 31 March 2024			As at 31 March 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
LIABILITIES						
Financial liabilities						
Trade payables	15.74	-	15.74	11.64	-	11.64
Other payables	1.14	-	1.14	1.84	-	1.84
Debt securities	105.71	521.15	626.86	522.26	105.00	627.26
Borrowings (other than debt securities)	3,065.32	3,055.04	6,120.36	2,624.76	2,332.80	4,957.56
Subordinated liabilities	-	302.11	302.11	-	252.70	252.70
Other financial liabilities	249.11	4.14	253.25	301.63	4.02	305.65
Non-financial liabilities						
Current tax liabilities (net)	4.29	-	4.29	1.86	-	1.86
Provisions	9.88	0.21	10.09	9.36	0.12	9.48
Other non-financial liabilities	6.44	-	6.44	4.26	-	4.26
Total liability	**3,457.62**	**3,882.66**	**7,340.28**	**3,477.60**	**2,694.65**	**6,172.25**
Net	**2,347.21**	**(578.25)**	**1,768.96**	**932.36**	**573.37**	**1,505.73**

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

40 EMPLOYEE BENEFIT PLAN

Disclosure in respect of employee benefits under Ind AS 19 - Employee Benefits are as under:

(a) Defined contribution plan

The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans. The Company's contribution to provident fund aggregating ₹ 2.17 crores (31 March 2023: ₹ 1.61 crores) and employee state insurance scheme aggregating ₹ 0.11 crores (31 March 2023: ₹ 0.12 crores) has been recognised in the statement of profit and loss under the head employee benefits expense.

(b) Defined benefit plan:

Gratuity

Financial assets not measured at fair value

The Company operates a defined benefit plan (the "gratuity plan") covering eligible employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age/ resignation date.

The defined benefit plans expose the Company to risks such as actuarial risk, investment risk, liquidity risk, market risk, legislative risk. These are discussed as follows:

Actuarial risk: It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse salary growth experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary **growth and discount rate**

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

Investment risk: For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

Liquidity risk: Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the Company, there can be strain on the cash flows.

Market risk: Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in defined benefit obligation of the plan benefits and vice versa. This assumption depends on the yields on the government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

Legislative risk: Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act, 1972, thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the defined benefit obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

The status of gratuity plan as required under Ind AS 19 is as under:

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
i. Reconciliation of opening and closing balances of defined benefit obligation		
Present value of defined benefit obligations at the beginning of the year	3.94	3.42
Current service cost	0.71	0.68
Interest cost	0.26	0.23
Benefits paid	(0.13)	(0.20)
Re-measurement (or Actuarial) (gain) / loss arising from:		
Change in demographic assumptions	(0.10)	(0.14)
Change in financial assumptions	0.03	(0.06)
Experience adjustments	0.65	0.01
Present value of defined benefit obligations at the end of the year	**5.36**	**3.94**
ii. Reconciliation of opening and closing balances of the fair value of plan assets		
Fair value of plan assets at the beginning of the year	4.48	3.34
Interest income	0.33	0.25
Return on plan assets excluding amounts included in interest income	0.06	(0.13)
Contributions by the Company	1.85	1.22
Benefits paid	(0.13)	(0.20)
Fair value of plan assets at the end of the year	**6.59**	**4.48**
iii. Reconciliation of the present value of defined benefit obligation and fair value of plan assets		
Present value of defined benefit obligations at the end of the year	5.36	3.94
Fair value of plan assets at the end of the year	6.59	4.48
Net asset / (liability) recognized in the balance sheet as at the end of the year	**1.23**	**0.54**

iv. Composition of plan assets

100% of plan assets are administered by LIC.

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
v. Expense recognised during the Year		
Current service cost	0.71	0.68
Interest cost	(0.06)	(0.02)
Expenses recognised in the statement of profit and loss	**0.65**	**0.66**
vi. Other comprehensive income		
Components of actuarial gain/losses on obligations:		
Due to change in financial assumptions	0.03	(0.06)
Due to change in demographic assumption	(0.10)	(0.14)
Due to experience adjustments	0.65	0.01
Return on plan assets excluding amounts included in interest income	(0.06)	0.13
Components of defined benefit costs recognised in other comprehensive income	**0.52**	**(0.06)**

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
vii. Principal actuarial assumptions		
Discount rate (per annum)	7.15%	7.30%
Rate of return on plan assets (p.a.)	7.15%	7.30%
Annual increase in salary cost	8.00%	8.00%
Withdrawal rates per annum		
25 and below	35.00%	30.00%
26 to 35	30.00%	25.00%
36 to 45	25.00%	20.00%
46 to 55	20.00%	15.00%
56 and above	20.00%	15.00%

The discount rate is based on the prevailing market yields of Government of India's bond as at the balance sheet date for the estimated term of the obligations.

viii. Sensitivity analysis

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

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Defined benefit obligation (Base)	5.36	3.94

(₹ In Crores)

	Year ended 31 March 2024		Year ended 31 March 2023	
	Decrease	Increase	Decrease	Increase
Discount rate (- / + 0.5%)	5.46	5.26	4.03	3.85
(% change compared to base due to sensitivity	1.89%	-1.82%	2.21%	-2.41%
Salary growth rate (- / + 0.5%)	5.27	5.45	3.86	4.01
(% change compared to base due to sensitivity)	-1.60%	1.62%	-2.11%	1.86%
Withdrawal rate (W.R.) (W.R. x 90% / W.R. x 110%)	5.42	5.30	3.96	3.91
(% change compared to base due to sensitivity)	1.11%	-1.03%	0.51%	-0.78%

ix. Asset liability matching strategies

The Company contributes to the insurance fund based on estimated liability of next financial year end. The projected liability statements is obtained from the actuarial valuer.

x. Effect of plan on the Company's future cash flows

a) Funding arrangements and funding policy

The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

b) Maturity profile of defined benefit obligation

The average outstanding term of the obligations (years) as at 31st March 2024 is 4.10 years.(31st March 2023 : 5.11 years)

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

(₹ In Crores)

	Cash flows (₹)	
	As at 31 Mar 2024	**As at 31 Mar 2023**
Expected cash flows over the next (valued on undiscounted basis):		
1st Following Year	1.19	0.71
2nd Following year	0.98	0.61
3rd Following Year	0.82	0.56
4th Following Year	0.70	0.49
5th Following Year	0.69	0.44
Sum of years 6 to 10	1.95	1.71

The future accrual is not considered in arriving at the above cash-flows.

The expected contribution for the next year is ₹ 0.90 crores.

(c) Other long term employee benefits

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Discount Rate	7.15%	7.30%
Salary Growth Rate	8.00%	8.00%
Mortality Rates base	Indian Assured Lives mortality (2012-14)	Indian Assured Lives mortality (2012-14)

The Company has not funded its compensated absences liability and the same continues to remain as unfunded as at March 31, 2023.

The liability for compensated absences is ₹ 0.27 crores (31 March 2023: ₹ 0.16 crores).

Code on Social Security, 2020

The Indian Parliament has approved the Code on Social Security, 2020 which subsumes the provident fund Act and the gratuity Act and rules there under. The Ministry of Labour and Employment has also released draft rules thereunder on 13 November 2020 and has invited suggestions from stakeholders which are under active consideration by the Ministry of Labour and Employment. The Company will evaluate the rules, assess the impact, if any, and account for the same once the rules are notified and become effective.

41. FINANCIAL INSTRUMENT AND FAIR VALUE MEASUREMENT

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques.

This note describes the fair value measurement of both financial and non-financial instruments.

A. Measurement of fair values

i) Financial instruments - fair value

The fair value of financial instruments as referred to in note (B) below have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurement).

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

The categories used are as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments

Level 2: The fair value of financial instruments that are not traded in active market is determined using valuation technique which maximizes the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value on instrument are observable, the instrument is included in level 2; and

Level 3: If one or more of significant input is not based on observable market data, the instrument is included in level 3.

ii) Transfers between levels 1 and 2

There has been no transfer in between level 1 and level 2.

iii) Valuation techniques

Loans

The Company has computed fair value of the loans and advances through OCI considering its business model. These have been fair valued using the base of the interest rate of loan disbursed in the last month of the year end which is an unobservable input and therefore these has been considered to be fair valued using level 3 inputs.

Investments measured at FVTPL

Fair values of market linked debentures and mutual funds have been determined under level 1 using quoted market prices(unadjusted) of the underlying instruments. Fair value of investment in alternate investment funds have been determined under level 2 using observable input. For fair value of investment in OCPS of subsidiary, the Company has used incremental borrowing rate and applied discounted cash flow model and accordingly measured under level 3.

B. Accounting classifications and fair values

The carrying amount and fair value of financial instruments including their levels in the fair value hierarchy presented below:

(₹ In Crores)

As at 31 March 2024	Carrying amount			Fair value			
	Amortised cost	FVOCI	FVTPL	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value							
Loans measured at FVOCI	-	7,144.04	-	-	-	7,144.04	7,144.04
Investments measured at FVTPL	-	-	59.45	6.14	53.31	-	59.45
Derivative financial instruments	-	-	1.91	1.91	-	-	1.91
	-	**7,144.04**	**61.36**				
Financial assets not measured at fair value[1]							
Cash and cash equivalents	178.02	-	-	178.02	-	-	178.02
Bank balance other than cash and cash equivalents	664.27	-	-	664.27	-	-	664.27
Trade receivables	6.52	-	-	-	-	6.52	6.52
Loans measured at amortised cost	120.79	-	-	-	-	121.07	121.07
Investment measured at amortised cost	666.71	-	-	-	-	666.89	666.89
Other financial assets	73.89	-	-	-	-	73.79	73.79
	1,710.20	**-**	**-**				
Financial liabilities not measured at fair value[1]							
Trade payables	15.74	-	-	-	-	15.74	15.74
Other payables	1.14	-	-	-	-	1.14	1.14
Debt securities	626.86	-	-	-	-	643.84	643.84
Borrowings (other than debt securities)	6,120.36	-	-	-	-	6,147.95	6,147.95
Subordinated liabilities	302.11	-	-	-	-	310.00	310.00
Other financial liabilities	253.25	-	-	-	-	253.25	253.25
	7,319.46	**-**	**-**				

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

(₹ In Crores)

As at 31 March 2023	Carrying amount			Fair value			
	Amortised cost	FVOCI	FVTPL	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value							
Loans measured at FVOCI	-	5,828.31	-	-	-	5,828.31	5,828.31
Investments measured at FVTPL	-	-	220.43	181.46	38.97	-	220.43
	-	**5,828.31**	**220.43**				
Financial assets not measured at fair value[1]							
Cash and cash equivalents	237.86	-	-	237.86	-	-	237.86
Bank balance other than cash and cash equivalents	533.77	-	-	533.77	-	-	533.77
Trade receivables	4.27	-	-	-	-	4.27	4.27
Loans measured at amortised cost	81.85	-	-	-	-	82.38	82.38
Investment measured at amortised cost	559.14	-	-	-	-	559.38	559.38
Other financial assets	60.24	-	-	-	-	60.19	60.19
	1,477.13	**-**	**-**				
Financial liabilities not measured at fair value[1]							
Trade payables	11.64	-	-	-	-	11.64	11.64
Other payables	1.84	-	-	-	-	1.84	1.84
Debt securities	627.26	-	-	-	-	634.96	634.96
Borrowings (other than debt securities)	4,957.56	-	-	-	-	4,983.40	4,983.40
Subordinated liabilities	252.70	-	-	-	-	260.00	260.00
Other financial liabilities	305.65	-	-	-	-	305.65	305.65
	6,156.65	**-**	**-**				

[1] The Company has determined that the carrying values of cash and cash equivalents, bank balances (with the residual maturity up to 12 months), trade payables, short term debts and borrowings, cash credit and other current liabilities are a reasonable approximation of their fair value as these are short term in nature.

Reconciliation of level 3 fair value measurement is as follows:

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Loans #		
Balance at the beginning of the year	5,869.68	4,556.16
Addition during the year	5,708.31	4,646.20
Amount derecognised / repaid during the year	(4,341.09)	(3,263.98)
Amount written off	(48.13)	(42.65)
Gains/(losses) recognised in other comprehensive income	21.57	(26.05)
Balance at the end of the year	7,210.34	5,869.68

The above classification also includes balance of spread receivable on assigned portfolio. (Refer note 10)

Sensitivity analysis to fair value

(₹ In Crores)

	Amount, net of tax	
	Increase	Decrease
31 March 2024		
Loans		
Interest rates (50 bps movement)	(16.12)	16.19
31 March 2023		
Loans		
Interest rates (50 bps movement)	(12.37)	12.42

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

42. CAPITAL

The Company maintains an actively managed capital base to cover risks inherent in the business and is meeting the capital adequacy requirements of the regulator, RBI. The adequacy of the Company's capital is monitored using, among other measures, the regulations issued by RBI.

The Company has complied in full with all its externally imposed capital requirements over the reported period. Equity share capital and other equity are considered for the purpose of Company's capital management.

42.1 Capital management

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. However, they are under constant review by the Board.

42.2 Regulatory capital

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Tier 1 Capital	**1,515.89**	**1,329.70**
Tier 2 Capital	277.21	285.34
Total Capital (Numerator)	1,793.10	1,615.05
Risk weightage assets (Denominator)	7,454.95	6,396.60
Risk weighted assets		
Tier 1 Capital Ratio (%)	20.33%	20.79%
Tier 2 Capital Ratio (%)	3.72%	4.46%
Total Capital Ratio (%)	24.05%	25.25%

Tier 1 capital consists of shareholders' equity and retained earnings excluding unrealised gain but including unrealised loss. Tier 2 capital consists of ECL on stage 1 and subordinated debt (subject to prescribed discount rates and not exceeding 50% of Tier 1).

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities comprise borrowings and trade payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets mainly includes loan and advances, cash and cash equivalents that derive directly from its operations.

The Company is exposed to credit risk, liquidity risk and market risk. The Company's board of directors has an overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities.

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's risk management committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

43.1 Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counter-party to financial instrument fails to meet its contractual obligations and arises principally from the Company's loans and investments.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

The carrying amounts of financial assets represent the maximum credit risk exposure.

(a) Loans and advances

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry.

The Company has established a credit policy under which each new customer is analysed individually for creditworthiness before sanctioning any loan. The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information, the loan-to-value ratio etc.

Analysis of risk concentration

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

(₹ In Crores)

	Carrying Amount	
	As at 31 March 2024	As at 31 March 2023
Retail assets loans:	**4,039.93**	**3,026.28**
Two wheeler loans	348.02	317.60
Micro enterprise loans	1,396.38	1,210.59
Salaried personal loans	313.13	247.94
Small and medium enterprise loans	1,606.62	1,080.11
Commercial vehicle loans	375.78	170.04
Retail Assets Channel loans	**3,291.49**	**2,925.78**
Total	**7,331.41**	**5,952.06**

Narrative Description of Collateral

Collateral primarily include vehicles purchased by retail loan customers and machinery & property in case of SME customers. The secured exposure are secured wholly or partly by hypothecation of assets and undertaking to create a security.

An impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. For the purposes of this analysis, the loans are categorised into groups based on days past due. Each group is then assessed for impairment using the ECL model as per the provisions of Ind AS 109 - financial instruments.

(i) Staging:

As per the provision of Ind AS 109, all financial instruments are allocated to stage 1 on initial recognition. However, if a significant increase in credit risk is identified at the reporting date compared with the initial recognition, then an instrument is transferred to stage 2. If there is objective evidence of impairment, then the asset is credit impaired and transferred to stage 3.

The Company considers a financial instrument defaulted and therefore Stage 3 (credit-impaired) for ECL calculations in all cases when the borrower becomes due by more than 90 days on its contractual payments.

For financial assets in stage 1, the impairment calculated based on defaults that are possible in next twelve months, whereas for financial instrument in stage 2 and stage 3 the ECL calculation considers default event for the lifespan of the instrument.

As per Ind AS 109, the Company assesses whether there is a significant increase in credit risk at the reporting date from the initial recognition. The Company has staged the assets based on the days past dues criteria and other market factors which significantly impacts the loan portfolio.

Company's internal grades and staging criteria for loans are as follows:

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

Days past dues status	Stage	Internal grades	Provisions
Current	Stage 1	High Quality assets, negligible credit risk	12 months provision
1-30 Days	Stage 1	High Quality assets, negligible credit risk	12 months provision
31-60 Days	Stage 2	Quality assets, low credit risk	Lifetime provision
61-90 Days	Stage 2	Standard assets, moderate credit risk	Lifetime provision
91-180 Days	Stage 3	Sub-standard assets, relatively high credit risk	Lifetime provision
>180 Days	Stage 3	Low quality assets, very high credit risk	Lifetime provision

(ii) Grouping:

As per Ind AS 109, Company is required to group the portfolio based on the shared risk characteristics. The Company has assessed the risk and its impact on the various portfolios and has divided the portfolio into following groups:

a. Two wheeler loans

b. Micro enterprise loans

c. Salaried personal loans

d. Small and medium enterprise loans

e. Commercial vehicle loans

f. Retail asset channel loans

(iii) ECL:

ECL on financial assets is an unbiased probability weighted amount based out of possible outcomes after considering risk of credit loss even if probability is low. ECL is calculated based on the following components:

a. Probability of default (“”PD”)

b. Loss given default (“LGD”)

c. Exposure at default (“EAD”)

d. Discount factor (“D”)

For RAC loan portfolio, the Company has developed internal rating based approach for the purpose of ECL. The credit rating framework of the Company consists of various parameters based on which RAC loan portfolio is evaluated and credit rating is assigned accordingly. The credit rating matrix developed by the Company is validated in accordance with its ECL policy.

The Company has developed its PD matrix based on the external benchmarking of external reports, external ratings and Basel norms. This PD matrix is calibrated with its historical data and major events on regular time interval in accordance with its ECL policy.

Probability of default:

PD is defined as the probability of whether borrowers will default on their obligations in the future. Historical PD is derived from internal data of the Company calibrated with forward looking macroeconomic factors.

For computation of probability of default (“”PD””), Vasicek Single Factor Model was used to forecast the PD term structure over lifetime of loans. As per Vasicek model, given long term PD and current macroeconomic conditions, conditional PD corresponding to current macroeconomic condition is estimated. The Company has worked out PD based on the last five years historical data.

The PDs derived from the Vasicek model, are the cumulative PDs, stating that the borrower can default in any of the given years, however to compute the loss for any given year, these cumulative PDs are converted to marginal PDs. Marginal PDs is probability that the obligor will default in a given year, conditional on it having survived till the end of the Current year

As per Ind AS 109, expected loss has to be calculated as an unbiased and probability-weighted amount for multiple scenarios.

The probability of default was calculated for 3 scenarios: upside (11%), downside (21%) and base (68%). This weightage has been decided on best practices and expert judgement. Marginal conditional probability was calculated for all 3

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

possible scenarios and one conditional PD was arrived as conditional weighted probability.

Loss given default:

LGD is an estimate of the loss from a transaction given that a default occurs. Under Ind AS 109, lifetime LGD's are defined as a collection of LGD's estimates applicable to different future periods.

Various approaches are available to compute the LGD. The Company has considered workout LGD approach. The following steps are performed to calculate the LGD:

1) Analysis of historical credit impaired accounts at cohort level.

2) The computation consists of four components, which are:

   a) Outstanding balance (POS)

   b) Recovery amount (discounted yearly) by effective interest rate.

   c) Expected recovery amount (for incomplete recoveries), discounted to reporting date using effective interest rate.

   d) Collateral (security) amount.

The formula for the computation is as below:

% Recovery rate = (discounted recovery amount + security amount + discounted estimated recovery) / (total outstanding balance)% LGD = 1 – recovery rate

For RAC loan portfolio, the LGD has been considered based on Basel-II Framework for all the level of credit rating portfolio.

Exposure at default:

As per Ind AS 109, EAD is estimation of the extent to which the financial entity may be exposed to counterparty in the event of default and at the time of counterparty's default. The Company has modelled EAD based on the contractual and behavioural cash flows till the lifetime of the loans considering the expected assignment of loans.

The Company has considered expected cash flows for all the loans at DPD bucket level for each of the segments, which was used for computation of ECL. The exposure at default is calculated for each product and for various DPD status after considering future expected assignment which is not at risk. Moreover, the EAD comprised of principal component, accrued interest and also the future interest for the outstanding exposure of retail loans. Further, the EAD for stage 3 retail loans are the outstanding exposures at the time loan is classified as Stage 3 for the first time.

Discounting:

As per Ind AS 109, ECL on retail loans is computed by estimating the timing of the expected credit shortfalls associated with the defaults and discounting them using effective interest rate.

ECL computation:

Conditional ECL at DPD pool level was computed with the following method:

Conditional retail ECL for year (yt) = EAD (yt) * conditional PD (yt) * LGD (yt) * discount factor (yt)

Conditional RAC ECL for year (yt) = EAD (yt) * conditional PD (yt) * LGD (yt)

For RAC loan portfolio, the Company has calculated ECL based on borrower wise assessment of internal credit rating as per the framework of the Company, while for retail loan portfolio, the same has been calculated on collective basis.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

The calculation is based on provision matrix which considers actual historical data adjusted appropriately for the future expectations and probabilities. Proportion of ECL provided for across the stages is summarised below:

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Stage 1	0.42%	0.53%
Stage 2	22.74%	17.76%
Stage 3	38.92%	40.20%
Amount of expected credit loss provided for	**129.44**	**103.46**

The loss rates are based on actual credit loss experience over past 5 years. These loss rates are then adjusted appropriately to reflect differences between current and historical economic conditions and the Company's view of economic conditions over the expected lives of the loan receivables.

(iv) Management overlay

The Company holds a management and macro-economic overlay of ₹ 18.79 crores as at 31 March 2024 (31 March 2023: ₹ 20.03 crores).

(v) Modification of financial assets

The Company has modified the terms of certain loans provided to customers in accordance with RBI notification on MSME restructuring dated 6 August 2020 and 5 May 2021. Such restructuring benefits are provided to distressed customers who are impacted by COVID-19 pandemic.

Such restructuring benefits include extended payment term arrangements, moratorium and changes in interest rates. The risk of default of such assets after modification is assessed at the reporting date and compared with the risk under the original terms at initial recognition, when the modification is not substantial and so does not result in derecognition of the original asset (refer note 3.5). The Company monitors the subsequent performance of modified assets. The gross carrying amount of such assets held as at 31 March 2024 is ₹ 0.47 crores (31 March 2023: ₹ 2.73 crores). Overall provision for expected credit loss against restructured loan exposure amounts to ₹ 0.13 crores as at 31 March 2024 (31 March 2023: ₹ 1.06 crores). The Company continues to monitor if there is a subsequent significant increase in credit risk in relation to such assets.

(b) Cash and cash equivalent and bank deposits

"Credit risk on cash and cash equivalent and bank deposits is limited as the Company generally invests in term deposits with banks which are subject to an insignificant risk of change in value.

43.2 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due.

The Company is monitoring its liquidity risk by estimating the future inflows and outflows during the start of the year and planned accordingly the funding requirement. The Company manages its liquidity by unutilised cash credit facility, term loans and direct assignment of loans.

The composition of the Company's liability mix ensures healthy asset liability maturity pattern and well diverse resource mix.

The total cash credit limit available to the Company is ₹ 1690 Crore spread across 14 banks. The utilization level is maintained in such a way that ensures sufficient liquidity on hand.

RBI has mandated minimum liquidity coverage ratio (LCR) of 50% to be maintained by December 2021, which is to be gradually increased to 100% by December 2024. The Company has LCR of 547.22 % as of 31 March 2024 as against the LCR of 50% mandated by RBI.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

The Management expects to continue to maintain around 20% to 25% of assets under management as off book through direct assignment transactions. It is with door to door maturity and without recourse to the Company. This further strengthens the liability management.

The table below summarises the maturity profile of the undiscounted cash flow of the Company's financial liabilities:

(₹ In Crores)

	1 day to 30 days (one month)	Over one month to 2 months	Over 2 months up to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 year to 5 years	Over 5 years	Total
As at 31 March 2024									
Debt securities	2.47	2.40	11.16	34.63	173.58	470.96	53.75	-	748.95
Borrowings (Other than debt securities)	116.88	120.84	349.81	627.07	2,224.90	2,887.13	521.26	-	6,847.88
Subordinated liabilities	2.78	2.78	2.78	8.39	16.56	66.65	301.90	51.46	453.30
Payable	15.75	-	-	1.13	-	-	-	-	16.88
Lease liability	0.07	0.08	0.08	0.23	0.46	1.70	0.98	-	3.59
Other financial liabilities	204.55	-	-	0.12	43.78	1.82	-	-	250.26

(₹ In Crores)

	1 day to 30 days (one month)	Over one month to 2 months	Over 2 months up to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 year to 5 years	Over 5 years	Total
As at 31 March 2023									
Debt securities	0.26	6.52	0.21	24.59	600.24	106.39	-	-	738.21
Borrowings (Other than debt securities)	87.85	94.49	235.30	417.47	2,092.69	2,168.90	464.19	-	5,560.89
Subordinated liabilities	2.09	2.33	2.34	7.04	13.97	55.90	150.15	169.00	402.82
Payable	2.86	2.86	6.53	0.63	0.61	-	-	-	13.48
Lease liability	0.03	0.03	0.03	0.09	0.19	0.69	0.29	-	1.35
Other financial liabilities	236.06	6.12	5.26	0.08	53.84	3.15	-	-	304.51

43.3 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk includes interest rate risk and foreign currency risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

A. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's investment and variable interest rate borrowings and lending.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

The sensitivity analysis have been carried out based on the exposure to interest rates for lending and borrowings carried at variable rate and investments made by the Company.

(₹ In Crores)

Change in interest rates	Year ended 31 March 2024		Year ended 31 March 2023	
	50 bps increase	50 bps decrease	50 bps increase	50 bps decrease
Investments	50.95	50.95	176.78	176.78
Impact on profit before tax for the year	0.25	(0.25)	0.88	(0.88)
Variable rate lending	3,291.49	3,291.49	2,925.78	2,925.78
Impact on profit before tax for the year	16.46	(16.46)	14.63	(14.63)
Variable rate borrowings	5,633.48	5,633.48	5,445.71	5,445.71
Impact on profit before tax for the year	(28.17)	28.17	(27.23)	27.23

B. Foreign currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Foreign currency risk for the Company arises majorly on account of foreign currency borrowings. The Company's foreign currency exposures are managed in accordance with its Foreign Exchange Risk Management Policy which has been approved by its Board of Directors. The Company has hedged its foreign currency risk on its foreign currency borrowings as on March 31, 2024 by entering into forward contracts with the intention of covering the entire term of foreign currency exposure. The counterparties for such hedge transactions are banks.

The Company's exposure on account of Foreign Currency Borrowings at the end of the reporting period expressed in Indian Rupees are as follows:

(₹ In Crores)

	Foreign currency	As at 31 March 2024	As at 31 March 2023
Term loan from Bank in Foreign Currency	USD	577.04	-

Since the foreign currency exposure is completely hedged by equivalent derivative instrument, there will not be any significant impact on sensitivity analysis due to the possible change in the exchange rates where all other variables are held constant. On the date of maturity of the derivative instrument, considering the hedging for the entire term of the foreign currency exposure, the sensitivity of profit and loss to changes in the exchange rates will be Nil.

44. LEASE DISCLOSURE

Where the Company is the lessee

The Company has entered into agreements for taking its office premises under leave and license arrangements. These agreements are for tenures between 11 months and 5 years and majority of the agreements are renewable by mutual consent on mutually agreeable terms, lease rentals have an escalation ranging between 5% to 15%. Leases for which the lease term is less than 12 months have been accounted as short term leases.

(₹ In Crores)

Contractual cash maturities of lease liabilities on an undiscounted basis	As at 31 March 2024	As at 31 March 2023
Not later than one year	0.91	0.37
Later than one year and not later than five years	2.69	0.99
Later than five years	-	-
Total undiscounted lease liabilities	**3.59**	**1.35**
Lease liabilities included in the balance sheet		
Total lease liabilities	**2.99**	**1.14**

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

(₹ In Crores)

Amount recognised in the statement of profit and loss account	Year ended 31 March 2024	Year ended 31 March 2023
Interest on lease liabilities	0.19	0.09
Depreciation charge for the year	0.57	0.27
Expenses relating to short term leases	3.97	3.25

(₹ In Crores)

Amount recognised in statement of cash flow	Year ended 31 March 2024	Year ended 31 March 2023
Cash outflow towards lease liability	(0.45)	(0.22)

For addition and carrying amount of right to use asset for 31 March 2024 and 31 March 2023, refer note 11(d).

Title deeds of all immovable properties of the Company are held in name of the Company. Further all the lease agreements are duly executed in favour of the Company for properties where the Company is the lessee.

45. TRANSFER OF FINANCIAL ASSETS

45.1 Transferred financial assets that are not derecognised in their entirety

The following table provides a summary of financial assets that have been transferred in such a way that part or all of the transferred financial assets do not qualify for derecognition, together with the associated liabilities:

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Securitisation		
Carrying amount of transferred assets	-	-
Carrying amount of associated liabilities (Borrowings - other than debt securities)	-	-
Fair value of assets (A)	-	-
Fair value of associated liabilities (B)	-	-
Net position at Fair Value (A-B)	-	-

45.2 Transferred financial assets that are derecognised in their entirety

The Company has assigned loans by way of direct assignment. As per the terms of these deals, since substantial risk and rewards related to these assets were transferred to the extent of exposure net of MRR to the buyer, the assets have been de-recognised from the Company's Balance Sheet. The table below summarises the carrying amount of the derecognised financial assets :

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Direct assignment		
Carrying amount of de-recognised financial asset	1,927.33	1,186.60
Carrying amount of retained financial asset	207.96	158.82

45.3 Transferred financial assets that are derecognised in their entirety but where the Company has continuing involvement

The Company has not transferred any assets that are derecognised in their entirety where the Company continues to have continuing involvement.

46. ADDITIONAL DISCLOSURES:

46.1 No proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder, as at 31 March 2024 and 31 March 2023.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

46.2 The Company is not a declared wilful defaulter by any bank or financial Institution or other lender, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India, during the year ended 31 March 2024 and 31 March 2023.

46.3 The Company does not have any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31 March 2024 and 31 March 2023.

46.4 All the charges or satisfaction, as applicable are registered with ROC within the statutory period.

46.5 The Company has taken borrowings from banks and financial institutions and utilised them for the specific purpose for which they were taken as at the Balance sheet date. Unutilised funds are held by the Company in the form of deposits or in current accounts till the time the utilisation is made subsequently.

46.6 There have been no transactions which have not been recorded in the books of accounts, that have been surrendered or disclosed as income during the year ended 31 March 2024 and 31 March 2023, in the tax assessments under the Income Tax Act, 1961. There have been no previously unrecorded income and related assets which were to be properly recorded in the books of account during the year ended 31 March 2024 and 31 March 2023.

46.7 As a part of normal lending business, the Company grants loans and advances after exercising proper due diligence.

Other than the transactions described above,

(a) No funds have been advanced or loaned or invested by the Company to or in any other person(s) or entity(ies) including foreign entities ("Intermediaries") with the understanding that the Intermediary shall lend or invest in a party identified by or on behalf of the Company (Ultimate Beneficiaries);

(b) No funds have been received by the Company from any party(s) (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 Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

46.8 The Company has not traded or invested in Crypto currency or Virtual Currency during the year ended 31 March 2024 and 31 March 2023.

46.9 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 31 March 2024 and 31 March 2023.

46.10 The Company has not entered into any scheme of arrangement.

46.11 The company has used accounting software for maintaining its books of account for the financial year ended 31 March 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all the relevant transactions recorded in the software except that, audit trail feature was not enabled at database level for accounting software to log any direct data changes. Further, there has been no instance of the audit trail feature being tempered with in respect of such accounting software where such feature is enabled.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

47. DISCLOSURES REQUIRED IN TERMS OF ANNEXURE XXII OF THE MASTER DIRECTION - RESERVE BANK OF INDIA (NON-BANKING FINANCIAL COMPANY – SCALE BASED REGULATION) DIRECTIONS, 2023 DATED 19 OCTOBER 2023 (UPDATED AS ON 21 MARCH 2024) ARE MENTIONED AS BELOW:

47.1 Capital

(₹ In Crores)

		As at 31 March 2024	As at 31 March 2023
i)	CRAR (%)	24.05%	25.25%
ii)	CRAR - Tier I capital (%)	20.33%	20.79%
iii)	CRAR - Tier II capital (%)	3.72%	4.46%
iv)	Amount of subordinated debt raised as Tier-II capital	248.00	255.00
v)	Amount raised by issue of perpetual debt instruments	-	-

47.2 Investments

(₹ In Crores)

				As at 31 March 2024	As at 31 March 2023
1.	**Value of investments**				
	(i)	Gross value of investments			
		(a)	In India	787.89	826.36
		(b)	Outside India	-	-
	(ii)	Provisions for depreciation			
		(a)	In India	0.18	0.24
		(b)	Outside India	-	-
	(iii)	Net value of investments			
		(a)	In India	787.71	826.12
		(b)	Outside India	-	-
2.	**Movement of provisions held towards depreciation on investments.**				
	(i)	Opening balance		0.24	0.55
	(ii)	Add : Provisions made during the year		0.17	0.21
	(iii)	Less : Write-off / write-back of excess provisions during the year		0.24	0.52
	(iv)	Closing balance		**0.18**	**0.24**

47.3 Derivatives

(A) Forward Rate Agreement / Interest Rate Swap

(₹ In Crores)

		As at 31 March 2024	As at 31 March 2023
(i)	The notional principal of swap agreements	-	-
(ii)	Losses which would be incurred if counterparties failed to fulfil their obligations under the agreements	-	-
(iii)	Collateral required by the NBFC upon entering into swaps	-	-
(iv)	Concentration of credit risk arising from the swap	-	-
(v)	The fair value of the swap book	-	-

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

(B) Exchange Traded Interest Rate (IR) Derivatives :

The Company has not traded in exchange traded interest rate derivative during the current and previous year.

(C) Disclosures on Risk Exposure in Derivatives

Qualitative Disclosure

The Company has a Board approved policy in dealing with derivative transactions.The Company undertakes derivative transactions for hedging its foreign currency exposures to mitigate the foreign currency risk. During the year, the company has hedged its foreign currency borrowings through foreign exchange forward contracts.

The foreign currency transactions and derivative transactions are accounted in accordance with IND AS as detailed in the accounting policy Note 3.22

Quantitative Disclosures

(₹ In Crores)

	As at 31 March 2024		As at 31 March 2023	
	Currency derivatives	Interest rate derivatives	Currency derivatives	Interest rate derivatives
(i) Derivatives (Notional principal amount)				
For Hedging	574.86	-	-	-
(ii) Marked to market positions (Net)				
a) Asset (+)	1.91	-	-	-
b) Liability (-)	-	-	-	-
(iii) Credit exposure	-	-	-	-
(iv) Unhedged exposures	-	-	-	-
Impact on profit before tax for the year	(28.17)	28.17	(27.23)	27.23

47.4 Asset liability management maturity pattern of certain items of assets and liabilities

(₹ In Crores)

	Over 1 day to 7 days	Over 8 day to 14 days	Over 15 day to 30 days	Over one month to 2 months	Over 2 months up to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 year to 5 years	Over 5 years	Total
As at 31 March 2024											
Bank Fixed Deposits	-	25.02	159.22	-	243.63	1.14	281.05	21.91	1.51	-	733.48
Advances	203.89	82.30	232.76	462.73	569.96	1,131.92	1,704.26	2,464.82	311.67	100.53	7,264.83
Investments	12.12	11.22	51.57	34.11	44.78	112.34	243.07	216.53	0.43	61.55	787.71
Borrowings	24.36	19.25	38.66	83.27	320.20	527.87	2,157.42	2,892.14	937.94	48.22	7,049.33
Foreign Currency assets	-	-	-	-	-	-	-	-	-	-	-
Foreign Currency liabilities	-	-	-	-	-	-	-	-	-	-	-
As at 31 March 2023											
Bank Fixed Deposits	70.06	-	0.83	150.03	-	0.01	1.45	475.99	-	-	698.37
Advances	81.46	67.75	272.28	370.60	447.80	872.39	1,461.88	2,059.52	254.76	21.73	5,910.16
Investments	0.54	9.64	38.57	44.58	40.89	137.99	206.20	300.06	13.09	34.57	826.12
Borrowings	16.98	11.96	30.61	71.39	205.97	343.49	2,466.62	2,010.50	524.91	155.09	5,837.52
Foreign Currency assets	-	-	-	-	-	-	-	-	-	-	-
Foreign Currency liabilities	-	-	-	-	-	-	-	-	-	-	-

Note: The company has converted a portion of long term Indian Rupee borrowing into a short term foreign curency (FC) loan. This FC loan will either get roll over or be again converted into INR term loan till the maturity of the original loan. The

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

actual repayment of this loan will be made as per the original repayment terms as per the original Indian Rupee Long term Borrowing. Accordingly, the maturity pattern in this table is considered as per the applicable tenure of the original INR Borrowing. The amount of such Foreign currency loan outstanding as at 31 March 2024 is ₹ 577.04 Crore.

47.5 Exposure to Real Estate Sector: Refer note 51 (A) (1) for details

47.6 Exposure to Capital Market: Refer note 51 (A) (2) for details

47.7 Details of financing of parent company products

Not applicable

47.8 Details of Single Borrower Limit ("SGL") / Group Borrower Limit ("GBL") exceeded by the NBFC

i) Loans and advances, excluding advance funding but including off-balance sheet exposures to any single party in excess of 15 per cent of owned fund of the NBFC:

Nil

ii) Loans and advances to (excluding advance funding but including debentures/bonds and off-balance sheet exposures) and investment in the shares of single party in excess of 25 per cent of the owned fund of the NBFC:

Nil

47.9 Unsecured advances

a) Refer note 8(B)(ii) to the standalone financial statements.

b) The Company has not granted any advances against intangible securities (31 March 2023: Nil).

47.10 Registration obtained from other financial sector regulators

The Company is registered with RBI and has all its operations in India, it has not obtained registration from any other financial sector regulators during the year.

47.11 Disclosure of penalties imposed by RBI and other regulators

During the year ended 31 March 2024, no penalties have been imposed by RBI and other regulators (31 March 2023: Nil).

47.12 Related party transactions

Refer note 35 to the standalone financial statements.

47.13 Ratings assigned by credit rating agencies and migration of ratings during the year

By Acuite Ratings & Research Limited:

(₹ In Crores)

INSTRUMENT	AMOUNT	CURRENT RATING	PREVIOUS RATING
Long term bank facilities	6,000.00	ACUITE AA-(Stable)	No migration of rating
Non Convertible Debentures (NCD)	200.00	ACUITE AA-(Stable)	-
Commercial paper issue	300.00	ACUITE A1+	No migration of rating

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

By Care Ratings Limited:

(₹ In Crores)

INSTRUMENT	AMOUNT	CURRENT RATING	PREVIOUS RATING
Long term bank facilities	8,000.00	CARE AA- (Stable)	CARE A+ (Positive)
Commercial Papers issue	250.00	CARE A1+	No migration of rating
Non Convertible Debentures	400.00	CARE AA- (Stable)	CARE A+ (Positive)
Non Convertible Debentures	250.00	CARE AA- (Stable)	CARE A+ (Positive)
Market linked debenture	75.00	CARE PP-MLD AA- (Stable)	CARE PP-MLD A+ (Positive)
Market linked debenture	100.00	CARE PP-MLD AA- (Stable)	CARE PP-MLD A+ (Positive)
Market linked debenture	125.00	CARE PP-MLD AA- (Stable)	CARE PP-MLD A+ (Positive)
Subordinate debt	200.00	CARE AA- (Stable)	CARE A+ (Positive)
Subordinate debt	100.00	CARE AA- (Stable)	CARE A+ (Positive)
Subordinate debt	100.00	CARE AA- (Stable)	CARE A+ (Positive)

47.14 Remuneration of directors

Refer note 35 to the standalone financial statements.

47.15 Management Discussion and Analysis

The annual report has a detailed chapter on Management Discussion and Analysis.

47.16 Net profit or loss for the period, prior period items and change in accounting policies

The Company does not have any prior period items and change in accounting policies during the current year.

47.17 Revenue recognition

Refer note 3.1 to the standalone financial statements.

47.18 Ind AS 110 - consolidated financial statements (CFS)

The Company has prepared Consolidated Financial Statements in accordance with the requirements of Ind AS 110 - Consolidated Financial Statements.

47.19 Provisions and contingencies

The information on all provisions and contingencies is as under:

(₹ In Crores)

Break up of 'provisions and contingencies' shown under the head expenditure in the statement of profit and loss	As at 31 March 2024	As at 31 March 2023
Provision for depreciation on investment	(0.06)	(0.31)
Provision towards non performing assets (Stage 3 loan assets)	20.82	8.65
Provision made towards income tax	80.72	62.63
Provision towards standard assets (Stage 1 and 2 loan assets)	5.15	(5.39)

47.20 Draw down from reserves

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Draw down from reserves	-	-

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

47.21 Concentration of deposits (for deposit taking NBFCs)

Not Applicable

47.22 Concentration of advances

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Total advances to twenty largest borrowers	1,198.70	1,446.59
Percentage of advances to twenty largest borrowers to total advances of the NBFC	16.50%	24.48%

47.23 Concentration of exposures

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Total exposure to twenty largest borrowers / customers	1,219.82	1,537.14
Percentage of exposures to twenty largest borrowers / customers to total exposure of the NBFC on borrowers / customers	16.48%	25.51%

47.24 Concentration of NPAs

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Total exposure to top four NPA accounts	17.70	10.95

47.25 Sector-wise NPAs: Refer note 52 for details

47.26 Movement of NPAs

(₹ In Crores)

		As at 31 March 2024	As at 31 March 2023
(i)	Net NPAs to net advances (%)	1.50%	1.36%
(ii)	Movement of NPAs (gross)		
	(a) Opening balance	132.70	104.89
	(b) Additions during the year	165.24	114.22
	(c) Reductions during the year	107.36	86.41
	(d) Closing balance	190.58	132.70
(iii)	Movement of net NPAs		
	(a) Opening balance	79.35	60.19
	(b) Additions during the year	104.57	70.31
	(c) Reductions during the year	67.51	51.15
	(d) Closing balance	116.41	79.35
(iv)	Movement of provisions for NPAs (excluding provisions on standard assets)		
	(a) Opening balance	53.35	44.70
	(b) Provisions made during the year	60.67	43.91
	(c) Write-off / write-back of excess provisions	39.85	35.26
	(d) Closing balance	74.17	53.35

47.27 Overseas assets (for those with joint ventures and subsidiaries abroad)

Nil

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

47.28 Off-balance sheet SPVs sponsored (which are required to be consolidated as per accounting norms)

Nil

47.29 Disclosure of customers complaints: Refer note 51 for details

48. DISCLOSURES RELATING TO SECURITISATION AND TRANSFER OF LOAN EXPOSURE

The information of securitisation and transfer of loan exposure by the Company as required by RBI circular RBI/DOR/2021-22/85 DOR.STR.REC.53/21.04.177/2021-22 and RBI/DOR/2021-22/86 DOR.STR.REC.51/21.04.048/2021-22 dated 24 September 2021 (Updated as on December 28, 2023) is as under:

(a) For Securitisation Transaction by originator (non-STC transaction)

(₹ In Crores)

Sr. No.	Particulars	As at 31 March 2024	As at 31 March 2023
1	No of SPEs holding assets for securitisation transactions originated by the originator	-	-
2	Total amount of securitised assets as per books of the SPEs	-	-
3	Total amount of exposures retained by the originator to comply with MRR as on the date of balance sheet		
	a) Off-balance sheet exposures		
	• First loss	-	-
	• Others	-	-
	b) On-balance sheet exposures		
	• First loss	-	-
	• Others	-	-
4	Amount of exposures to securitisation transactions other than MRR		
	a) Off-balance sheet exposures		
	i) Exposure to own securitizations		
	• First loss	-	-
	• Others	-	-
	ii) Exposure to third party securitizations		
	• First loss	-	-
	• Others	-	-
	b) On-balance sheet exposures		
	i) Exposure to own securitizations		
	• First loss	-	-
	• Others	-	-
	ii) Exposure to third party securitizations		
	• First loss	-	-
	• Others	-	-
5	Sale consideration received for the securitised assets;	-	-
	Gain/loss on sale on account of securitisation	-	-
6	Form and quantum (outstanding value) of services provided by way of, liquidity support, post-securitisation asset servicing, etc.	-	-
	Over collateralisation	-	-
	Excess Interest spread	-	-
	Cash collateral	-	-
7	Performance of facility provided		

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

(₹ In Crores)

Sr. No.	Particulars	As at 31 March 2024	As at 31 March 2023
	Over collateralisation		
	(a) Amount paid	-	-
	(b) Repayment received	-	10.58
	(c) Outstanding amount	-	-
	Excess Interest spread		
	(a) Amount paid	-	-
	(b) Repayment received	-	2.86
	(c) Outstanding amount	-	-
	Cash collateral		
	(a) Amount paid	-	-
	(b) Repayment received	-	4.99
	(c) Outstanding amount	-	-
8	Average default rate of portfolios observed in the past.		
	(a) loans to NBFCs	-	-
9	Amount and number of additional/top up loan given on same underlying asset.	-	-
10	Investor complaints		
	(a) Directly/Indirectly received and;	-	-
	(b) Complaints outstanding	-	-

(b) For Securitisation Transaction by originator (STC transaction) - Not applicable

(c) Details of loans not in default transferred through assignment

(₹ In Crores)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Aggregate principal outstanding of loans transferred (₹ in crores)	2,242.21	1,674.41
Weighted average residual maturity (in months)	23	24
Weighted average holding period (in months)	5	5
Average retention of beneficial economic interest (MRR) (%)	10%	13%
Average coverage of tangible security (%)	50%	49%
Rating wise distribution of loans transferred	Unrated	Unrated

(d) Details of loans not in default acquired through assignment

(₹ In Crores)

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Aggregate principal outstanding of loans acquired (₹ in crores)	322.75	167.94
Weighted average residual maturity (in months)	24	22
Weighted average holding period (in months)	9	9
Average retention of beneficial economic interest (MRR) by originator (%)	10%	10%
Average coverage of tangible security (%)	36%	2%
Rating wise distribution of loans acquired	Unrated	Unrated

(e) Details of non-performing financial assets purchased / sold

The Company has not purchased or sold non-performing financial assets during the year (previous year Nil).

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

49. DISCLOSURES REQUIRED IN TERMS OF ANNEXURE VI AND ANNEXURE XXI OF THE MASTER DIRECTION - RESERVE BANK OF INDIA (NON-BANKING FINANCIAL COMPANY – SCALE BASED REGULATION) DIRECTIONS, 2023 DATED 19 OCTOBER 2023 (UPDATED AS ON 21 MARCH 2024) ON GUIDELINES ON LIQUIDITY RISK MANAGEMENT FRAMEWORK AND LIQUIDITY COVERAGE RATIO (LCR) ARE MENTIONED AS BELOW:

49.1 Funding concentration based on significant counterparty1 (both deposits and borrowings)

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Number of significant counterparties	25	20
Amount	6,027.56	4,503.94
Percentage of funding concentration to total deposits	Not Applicable	Not Applicable
Percentage of funding concentration to total liabiities2	82%	73%

[1]Significant counterparty is as defined in RBI Circular RBI/2019-20/88 DOR.NBFC (PD) CC.No. 102/ 03.10.001/ 2019-20 dated November 4, 2019 on 'Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies'.

[2]Total liabilities represents total liabilities as per balance sheet.

49.2 Top 20 large deposits

Not Applicable to the Company as it does not accept public deposits.

49.3 Top 10 borrowings

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Total amount of top 10 borrowings	4,239.76	3,487.53
Percentage of amount of top 10 borrowings to total borrowings	60%	59%

49.4 Funding concentration based on significant instrument/product[3]

(₹ In Crores)

	As at 31 March 2024	Percentage of total liabilities	As at 31 March 2023	Percentage of total liabilities
Term Loans	5,044.02	69%	3,680.02	60%
Cash credit / Overdraft / Working capital demand loan	1,114.50	15%	1,304.43	21%
Market linked Debenture	100.00	1%	600.00	10%
Subordinate-debentures	310.00	4%	260.00	4%
Non convertible debentures	531.25	7%	31.25	1%
Securitisation	-	0%	50.03	1%

[3]Significant instrument/product is as defined in RBI Circular RBI/2019-20/88 DOR.NBFC (PD) CC.No.102/03.10.001/2019-20 dated November 4, 2019 on 'Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies'.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

49.5 Stock ratio

(₹ In Crores)

		As at 31 March 2024	As at 31 March 2023
(i)	Commercial paper as a percentage of total public funds4	Not applicable	Not applicable
(ii)	Commercial paper as a percentage of total liabilities	Not applicable	Not applicable
(iii)	Commercial paper as a percentage of total assets	Not applicable	Not applicable
(iv)	Non convertible debentures (original maturity of less than one year) as a percentage of total public funds	Not applicable	Not applicable
(v)	Non convertible debentures (original maturity of less than one year) as a percentage of total liabilities	Not applicable	Not applicable
(vi)	Non convertible debentures(original maturity of less than one year) as a percentage of total assets	Not applicable	Not applicable
(vii)	Other short term liabilities* as a percentage of total public funds	48%	59%
(viii)	Other short term liabilities as a percentage of total liabilities	47%	56%
(ix)	Other short term liabilities as a percentage of total assets	38%	45%

[4]Public funds as defined in Master Direction - Non-Banking Financial Company -Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Direction, 2016.

49.6 Institutional set-up for liquidity risk management

Refer note 43.2 of the standalone financials statements.

Quarterly liquidity coverage ratio for the year ended 31 March 2024

(₹ In Crores)

Particulars		Quarter ended 30 June 2023		Quarter ended 30 September 2023		Quarter ended 31 December 2023		Quarter ended 31 March 2024	
		Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)
High Quality Liquid Assets									
1	Total High Quality Liquid Assets (HQLA)	481.39	481.39	434.53	434.53	407.32	407.32	560.51	560.51
	Cash Outflows								
2	Deposits (for deposit taking companies)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
3	Unsecured wholesale funding	-	-	-	-	-	-	-	-
4	Secured wholesale funding	100.59	115.68	155.03	178.28	273.42	314.43	155.09	178.35
5	Additional requirements, of which	-	-	-	-	-	-	-	-
	(i) Outflows related to derivative exposures and other collateral requirements	-	-	-	-	-	-	-	-
	(ii) Outflows related to loss of funding on debt products	-	-	-	-	-	-	-	-
	(iii) Credit and liquidity facilities	-	-	-	-	-	-	-	-
6	Other contractual funding obligations	203.71	234.27	182.96	210.41	189.24	217.62	201.19	231.37

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

(₹ In Crores)

	Particulars	Quarter ended 30 June 2023		Quarter ended 30 September 2023		Quarter ended 31 December 2023		Quarter ended 31 March 2024	
		Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)
7	Other contingent funding obligations	-	-	-	-	-	-	-	-
8	**Total cash outflows**	**304.31**	**349.95**	**337.99**	**388.69**	**462.65**	**532.05**	**356.27**	**409.71**
	Cash inflows								
9	Secured lending	-	-	-	-	-	-	-	-
10	Inflows from fully performing exposures	445.32	333.99	417.11	312.83	506.73	380.05	544.21	408.16
11	Other cash inflows	270.65	202.99	322.29	241.72	277.40	208.05	155.43	116.57
12	**Total cash inflows**	**715.97**	**536.98**	**739.40**	**554.55**	**784.13**	**588.10**	**699.64**	**524.73**
			Total Adjusted Value		Total Adjusted Value		Total Adjusted Value		Total Adjusted Value
13	Total HQLA		481.39		434.53		407.32		560.51
14	Total net cash outflows		87.49		97.17		133.01		102.43
15	Liquidity coverage ratio (%)		550.23%		447.18%		306.23%		547.22%

Components of High Quality Liquid Assets (HQLA)

(₹ In Crores)

	Particulars	Quarter ended 30 June 2023		Quarter ended 30 September 2023		Quarter ended 31 December 2023		Quarter ended 31 March 2024	
		Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)
1	Assets to be included as HQLA without any haircut	481.39	481.39	434.53	434.53	407.32	407.32	560.51	560.51
2	Assets to be considered for HQLA with a minimum haircut of 15%	-	-	-	-	-	-	-	-
3	Assets to be considered for HQLA with a minimum haircut of 50%	-	-	-	-	-	-	-	-
4	Approved securities held as per the provisions of section 45 IB of RBI Act	-	-	-	-	-	-	-	-
Total HQLA		481.39	481.39	434.53	434.53	407.32	407.32	560.51	560.51

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

Quarterly liquidity coverage ratio for the year ended 31 March 2023

(₹ In Crores)

	Particulars	Quarter ended 30 June 2022		Quarter ended 30 September 2022		Quarter ended 31 December 2022		Quarter ended 31 March 2023	
		Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)
	High Quality Liquid Assets								
1	Total High Quality Liquid Assets (HQLA)	598.82	598.82	430.50	430.50	431.84	431.84	488.51	488.51
	Cash Outflows								
2	Deposits (for deposit taking companies)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
3	Unsecured wholesale funding	13.33	15.33	-	-	-	-	-	-
4	Secured wholesale funding	103.46	118.97	87.44	100.56	127.46	146.58	146.64	168.64
5	Additional requirements, of which	-	-	-	-	-	-	-	-
	(i) Outflows related to derivative exposures and other collateral requirements	-	-	-	-	-	-	-	-
	(ii) Outflows related to loss of funding on debt products	-	-	-	-	-	-	-	-
	(iii) Credit and liquidity facilities	-	-	-	-	-	-	-	-
6	Other contractual funding obligations	62.84	72.26	68.28	78.52	122.89	141.32	187.40	215.51
7	Other contingent funding obligations	-	-	-	-	-	-	-	-
8	**Total cash outflows**	**179.63**	**206.57**	**155.72**	**179.08**	**250.35**	**287.90**	**334.04**	**384.15**
	Cash inflows								
9	Secured lending	-	-	-	-	-	-	-	-
10	Inflows from fully performing exposures	350.98	263.24	407.57	305.68	452.75	339.57	444.06	333.04
11	Other cash inflows	184.05	138.04	434.13	325.59	247.34	185.51	301.39	226.04
12	**Total cash inflows**	**535.03**	**401.27**	**841.70**	**631.27**	**700.10**	**525.07**	**745.45**	**559.09**

		Total Adjusted Value	Total Adjusted Value	Total Adjusted Value	Total Adjusted Value
13	Total HQLA	598.82	430.50	431.84	488.51
14	Total net cash outflows	51.64	44.77	71.98	96.04
15	Liquidity coverage ratio (%)	1159.55%	961.61%	599.97%	508.67%

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

(₹ In Crores)

	Particulars	Quarter ended 30 June 2022		Quarter ended 30 September 2022		Quarter ended 31 December 2022		Quarter ended 31 March 2023	
		Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)	Total Unweighted Value (average)	Total Weighted Value (average)
1	Assets to be included as HQLA without any haircut	598.82	598.82	430.50	430.50	431.84	431.84	488.51	488.51
2	Assets to be considered for HQLA with a minimum haircut of 15%	-	-	-	-	-	-	-	-
3	Assets to be considered for HQLA with a minimum haircut of 50%	-	-	-	-	-	-	-	-
4	Approved securities held as per the provisions of section 45 IB of RBI Act	-	-	-	-	-	-	-	-
Total HQLA		**598.82**	**598.82**	**430.50**	**430.50**	**431.84**	**431.84**	**488.51**	**488.51**

The LCR is one of the key parameters closely monitored by RBI to enable a more resilient financial sector. The objective of the LCR is to promote an environment wherein balance sheet carry a strong liquidity for short term cash flow requirements. To ensure strong liquidity NBFCs are required to maintain adequate pool of unencumbered High-Quality Liquid Assets (HQLA) which can be easily converted into cash to meet their stressed liquidity needs for 30 calendar days. The LCR is expected to improve the ability of financial sector to absorb the shocks arising from financial and/or economic stress, thus reducing the risk of spill over from financial sector to real economy.

The Liquidity Risk Management of the Company is managed by the Asset Liability Committee (ALCO) under the governance of Board approved Liquidity Risk Framework and Asset Liability Management policy. The LCR levels for the balance sheet date is derived by arriving the stressed expected cash inflow and outflow for the next calendar month. To compute stressed cash outflow, all expected and contracted cash outflows are considered by applying a stress of 15%. Similarly, inflows for the Company is arrived at by considering all expected and contracted inflows by applying a haircut of 25%.

HQLA primarily includes cash on hand, bank balances in current accounts and free fixed deposit against which overdraft facility has been availed off net of availed overdraft.

The LCR is computed by dividing the stock of HQLA by its total net cash outflows over one-month stress period. LCR guidelines requires NBFCs to maintain minimum LCR of 60% and 50% as on 31 March 2023 and 31 March 2022 respectively which is gradually required to be increased to 100% by 1 December 2024.

50. DISCLOSURE IN ACCORDANCE WITH RBI NOTIFICATION NO. RBI/2020-21/17 DOR.NO.BP.BC/4/21.04.048/2020-21 DATED 6 AUGUST 2020 AND RBI/2021-22/32 DOR.STR.REC.12/21.04.048/2021-22 DATED 5 MAY 2021 ARE AS FOLLOWS:

(₹ In Crores)

Type of Restructuring Under CDR Mechanism and Under SME Debt Restructuring Mechanism	As at 31 March 2024	As at 31 March 2023
No. of accounts restructured*	1	175
Amount**	0.45	2.63

* Cumulative no. of accounts restructured having outstanding as on date

** Including MRR portion on assigned loans

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for the year ended 31 March 2024 (Contd.)

Disclosure of restructured accounts as required by the NBFC Master Directions issued by RBI:

For the year ended 31 March 2024

(₹ In Crores)

Type of Restructuring - others+		Asset classification				
		Standard	Sub-Standard	Doubtful	Loss	Total
Restructured Accounts as on April 1 of the FY (opening figures)	No. of borrowers	-	1	-	-	1
	Amount outstanding	-	0.10	-	-	0.10
	Provision thereon #	-	0.03	-	-	0.03
Fresh restructuring during the year	No. of borrowers	-	-	-	-	-
	Amount outstanding	-	-	-	-	-
	Provision thereon #	-	-	-	-	-
Upgradations to restructured standard category during the FY	No. of borrowers	-	-	-	-	-
	Amount outstanding	-	-	-	-	-
	Provision thereon #	-	-	-	-	-
Restructured standard advances which cease to attract higher provisioning and / or additional risk weight at the end of the FY and hence need not be shown as restructured standard advances at the beginning of the next FY	No. of borrowers	-	-	-	-	-
	Amount outstanding	-	-	-	-	-
	Provision thereon #	-	-	-	-	-
Downgradations of restructured accounts during the FY	No. of borrowers	-	-	-	-	-
	Amount outstanding	-	-	-	-	-
	Provision thereon #	-	-	-	-	-
Write-offs / Settlements / Recoveries of restructured accounts during the FY	No. of borrowers	-	1	-	-	1
	Amount outstanding	-	(0.09)	-	-	(0.09)
	Provision thereon #	-	(0.03)	-	-	(0.03)
Restructured Accounts as on March 31 of the FY (closing figures)	No. of borrowers	-	1	-	-	1
	Amount outstanding	-	0.02	-	-	0.02
	Provision thereon #	-	*	-	-	*

* Represent amount less than 50,000

Disclosure of restructured accounts as required by the NBFC Master Directions issued by RBI:

For the year ended 31 March 2023

(₹ In Crores)

Type of Restructuring - others+		Asset classification				
		Standard	Sub-Standard	Doubtful	Loss	Total
Restructured Accounts as on April 1 of the FY (opening figures)	No. of borrowers	-	1	-	-	1
	Amount outstanding	-	0.25	-	-	0.25
	Provision thereon #	-	0.05	-	-	0.05
Fresh restructuring during the year	No. of borrowers	-	-	-	-	-
	Amount outstanding	-	-	-	-	-
	Provision thereon #	-	-	-	-	-
Upgradations to restructured standard category during the FY	No. of borrowers	-	-	-	-	-
	Amount outstanding	-	-	-	-	-
	Provision thereon #	-	-	-	-	-
Restructured standard advances which cease to attract higher provisioning and / or additional risk weight at the end of the FY and hence need not be shown as restructured standard advances at the beginning of the next FY	No. of borrowers	-	-	-	-	-
	Amount outstanding	-	-	-	-	-
	Provision thereon #	-	-	-	-	-
Downgradations of restructured accounts during the FY	No. of borrowers	-	-	-	-	-
	Amount outstanding	-	-	-	-	-
	Provision thereon #	-	-	-	-	-
Write-offs / Settlements / Recoveries of restructured accounts during the FY	No. of borrowers	-	1	-	-	1
	Amount outstanding	-	(0.15)	-	-	(0.15)
	Provision thereon #	-	(0.02)	-	-	(0.02)
Restructured Accounts as on March 31 of the FY (closing figures)	No. of borrowers	-	1	-	-	1
	Amount outstanding	-	0.10	-	-	0.10
	Provision thereon #	-	0.03	-	-	0.03

+ Since the disclosure of restructured advance account pertains to section 'Others', the first two sections, namely, 'Under CDR Mechanism' and 'Under SME Debt Restructuring Mechanism' as per format prescribed in the guidelines are not included above.

Provisions considered as per ECL.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

51. DISCLOSURES REQUIRED IN TERMS OF ANNEXURE VII OF THE MASTER DIRECTION - RESERVE BANK OF INDIA (NON-BANKING FINANCIAL COMPANY – SCALE BASED REGULATION) DIRECTIONS, 2023 DATED 19 OCTOBER 2023 (UPDATED AS ON 21 MARCH 2024) ON DISCLOSURES IN FINANCIAL STATEMENTS- NOTES TO ACCOUNTS OF NBFCS ARE MENTIONED AS BELOW:

A) Exposure

1) Exposure to real estate sector

(₹ In Crores)

Category		As at 31 March 2024	As at 31 March 2023
i)	Direct exposure		
a)	Residential Mortgages –	-	-
	Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund based (NFB) limits.		
b)	Commercial Real Estate –	11.49	21.30
	Lending secured by mortgages on commercial real estate (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi tenanted commercial premises, industrial or warehouse space, hotels, and acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits.		
c)	Investments in Mortgage-Backed Securities (MBS) and other securitized exposures –		
	i. Residential	-	-
	ii. Commercial Real Estate	-	-
	ii. Indirect Exposure		
Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies.		185.05	107.50
Total Exposure to Real Estate Sector		**196.54**	**128.80**

2) Exposure to capital market

(₹ In Crores)

Particulars		As at 31 March 2024	As at 31 March 2023
i)	Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt *	6.14	4.68
ii)	Advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity oriented mutual funds	-	-
iii)	Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	-	-
iv)	Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances	-	-
v)	Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers	-	-
vi)	Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources	-	-
vii)	Bridge loans to companies against expected equity flows / issues	-	-
viii)	Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	-	-
ix)	Financing to stockbrokers for margin trading	-	-
x)	All exposures to Alternative Investment Funds:		
(i)	Category I	-	-
(ii)	Category II	2.36	38.97
(iii)	Category III	-	-
Total exposure to capital market		**8.50**	**43.65**

* Excluding investment in unlisted subsidiaries

Notes to the Standalone Financial Statements
for the year ended 31 March 2024 (Contd.)

3) Sectoral exposure

(₹ In Crores)

Sectors	As at 31 March 2024			As at 31 March 2023		
	Total Exposure*	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure*	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	1,000.48	36.58	3.66%	674.82	18.11	2.68%
2. Industry						
i Manufacturare	422.36	9.18	2.17%	270.25	8.54	3.16%
Total of Industry	422.36	9.18	2.17%	270.25	8.54	3.16%
3. Services						
i Transport Operators	498.20	28.76	5.77%	228.18	13.45	5.89%
ii Retail Trade	2,578.00	86.48	3.35%	2,117.48	82.85	3.91%
iii NBFCs	3,274.70	10.09	0.31%	2,964.39	10.31	0.35%
Others	843.52	31.98	3.79%	655.85	30.78	4.69%
Total of Services	7,194.43	157.30	2.19%	5,965.89	137.38	2.30%
4. Personal Loans						
Others	626.27	24.24	3.87%	421.62	9.90	2.35%
Total of Personal Loans	**626.27**	**24.24**	**3.87%**	**421.62**	**9.90**	**2.35%**

* Includes on balance sheet and off-balance sheet exposure

* The above classification also includes balance of spread receivable on assigned portfolio. (Refer note 10)

4) Intra-group exposures

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Total amount of intra-group exposures	61.55	46.55
Total amount of top 20 intra-group exposures	61.55	46.55
Percentage of intra-group exposures to total exposure of the NBFC on borrowers/customers	0.83%	0.77%

5) Unhedged foreign currency exposure

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Unhedged foreign currency exposure	-	-

B) Related Party Disclosure

Sr. No.	Nature of relationship (where there are transactions)	
1	Subsidiary	MAS Rural Housing & Mortgage Finance Limited
		MASFIN Insurance Broking Private Limited
2	Directors	Mr. Kamlesh C. Gandhi (Chairman and managing director)
		Mrs. Darshana S. Pandya (Director and chief executive officer)
		Mr. Balabhaskaran Nair (Independent director) (retired w.e.f 31 March 2024)
		Mr. Umesh Shah (Independent director)
		Mr. Chetanbhai Shah (Independent director) (retired w.e.f 31 March 2024)
		Mr. Narayanan Sadanandan (appointed w.e.f 21 June 2023)
		Mrs. Daksha Shah (Independent director)
3	Key management personnel ("KMP")	Mr. Ankit Jain (Chief financial officer)
		Miss. Riddhi Bhayani (Compliance Officer)
4	Relatives of Directors	Mrs. Shweta K. Gandhi (relative of Director)

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

Sr. No.	Nature of relationship (where there are transactions)	
		Mr. Kamlesh C. Gandhi (As Executor of will of Late Mr. Mukesh C. Gandhi, relative of KMP)
		Mr. Dhvanil K. Gandhi (relative of Director)
		Mr. Saumil D. Pandya (relative of Director)
		Ms. Dhriti K. Gandhi (relative of Director)
		Pauravi Umesh Shah (relative of Director)
5	Other related parties	Prarthna Marketing Private Limited (Entity related to Director)
		Anamaya Capital LLP (Entity related to Director)
		Umesh Rajanikant Shah HUF (Entity related to Director)

(₹ In Crores)

Related Party	Items	Outstanding at the year end / transaction during the year	
		As at 31 March 2024	As at 31 March 2023
Subsidiaries	Borrowings	-	-
	Deposits	-	-
	Placement of deposits	-	-
	Advances	-	-
	Investments (Maximum during the year 31st March 2024 :61.55 and 31st March 2023 :46.55)	61.55	46.55
	Purchase of fixed/other assets	-	-
	Sale of fixed/other assets	-	-
	Interest paid	-	-
	Interest received	-	-
	Dividend paid	-	-
	Expenditure reimbursed	1.04	*
	Others	1.50	1.48
		64.09	**48.03**
Key Management Personnel	Borrowings	-	-
	Deposits	-	-
	Placement of deposits	-	-
	Advances	-	-
	Investments	-	-
	Purchase of fixed/other assets	-	-
	Sale of fixed/other assets	-	-
	Interest paid	-	-
	Interest received	-	-
	Remuneration (including bonus)	0.59	0.50
	Dividend paid	*	*
	Others	-	-
		0.59	**0.50**
Directors	Borrowings	-	-
	Deposits	-	-
	Placement of deposits	-	-
	Advances	-	-
	Investments	-	-
	Purchase of fixed/other assets	-	-
	Sale of fixed/other assets	-	-
	Interest paid	-	-
	Interest received	-	-
	Remuneration (including bonus) (Net of Cross Charges)	7.19	5.74
	Dividend paid	3.09	2.26
	Sitting fees	0.34	0.09
	Others	-	-
		10.62	**8.09**

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

(₹ In Crores)

Related Party	Items	Outstanding at the year end / transaction during the year As at 31 March 2024	As at 31 March 2023
Relatives of Director	Borrowings	-	-
	Deposits	-	-
	Placement of deposits	-	-
	Advances	-	-
	Investments	-	-
	Purchase of fixed/other assets	-	-
	Sale of fixed/other assets	-	-
	Interest paid	-	-
	Interest received	-	-
	Remuneration (including bonus)	1.22	0.95
	Dividend paid	15.79	11.56
	Others	-	-
		17.01	**12.51**
Others Related Parties	Borrowings	-	-
	Deposits	-	-
	Placement of deposits	-	-
	Advances	-	-
	Investments	-	-
	Purchase of fixed/other assets	-	-
	Sale of fixed/other assets	-	-
	Interest paid	-	-
	Interest received	-	-
	Dividend paid	0.69	0.50
	Others	-	-
		0.69	**0.50**
Total of above	Borrowings	-	-
	Deposits	-	-
	Placement of deposits	-	-
	Advances	-	-
	Investments (Maximum during the year 31st March 2024 :61.55 and 31st March 2023 :46.55)	61.55	46.55
	Purchase of fixed/other assets	-	-
	Sale of fixed/other assets	-	-
	Interest paid	-	-
	Interest received	-	-
	Remuneration (including bonus)	9.00	7.19
	Dividend paid	19.57	14.32
	Sitting fees	0.34	0.09
	Expenditure reimbursed	1.04	*
	Others	1.50	1.48
		93.00	**69.63**

* Represents amount less than ₹ 50,000

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

C) Disclosure of complaints

1) Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

Sr No	Particulars	As at 31 March 2024	As at 31 March 2023
	Complaints received by the NBFC from its customers (refer note below)		
1.	Number of complaints pending at beginning of the year	14	2
2.	Number of complaints received during the year	2,729	1,193
3.	Number of complaints disposed during the year	2,735	1,181
3.1	Of which, number of complaints rejected by the NBFC	-	-
4.	Number of complaints pending at the end of the year	8	14
	Maintainable complaints received by the NBFC from Office of Ombudsman		
5	Number of maintainable complaints received by the NBFC from Office of Ombudsman	76	34
5.1.	Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman	76	34
5.2	Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	Nil	Nil
5.3	Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC	Nil	Nil
6	Number of Awards unimplemented within the stipulated time (other than those appealed)	Nil	Nil

Note: This includes total complaint received by NBFC from customers (including Partner's) directly and from the office of Ombudsman.

2) Grounds of complaints received by the NBFCs from customers

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
1	2	3	4	5	6
As at 31 March 2024					
Bureau Updation Issue	3	526	129%	4	-
Collection Calls	3	1,698	286%	-	-
Disb / Payment related	-	162	23%	1	-
EMI and Tenure	4	62	(76%)	1	1
Loan Documents related	2	2	(93%)	-	-
Loan Related	1	14	(67%)	-	-
Loan Settlement	-	56	600%	-	-
Transparency and disclosures	-	3	(40%)	-	-
Product Related	1	84	190%	2	2
Others	-	122	481%	-	-
Total	**14**	**2,729**	**129%**	**8**	**3**
As at 31 March 2023					
Bureau Updation Issue	-	230	721%	3	-
Collection Calls	-	440	5400%	3	1
Disb / Payment related	-	132	560%	-	-
EMI and Tenure	1	255	8400%	4	-
Loan Documents related	-	30	1400%	2	2
Loan Related	1	43	72%	1	1
Loan Settlement	-	8	(43%)	-	-
Transparency and disclosures	-	5	100%	-	-
Product Related	-	29	100%	1	1
Others	-	21	110%	-	-
Total	**2**	**1,193**	**985%**	**14**	**5**

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

52. DISCLOSURES REQUIRED IN TERMS OF ANNEXURE VIII OF THE MASTER DIRECTION - RESERVE BANK OF INDIA (NON-BANKING FINANCIAL COMPANY – SCALE BASED REGULATION) DIRECTIONS, 2023 DATED 19 OCTOBER 2023 (UPDATED AS ON 21 MARCH 2024) ON SCHEDULE TO THE BALANCE SHEET OF AN NBFC ARE MENTIONED AS BELOW:

Liabilities side :

52.1 Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid

(₹ In Crores)

	Year ended 31 March 2024	
Particulars	**Amount outstanding**	**Amount overdue**
(a) Debentures : Secured	645.67	-
: Unsecured	310.34	-
(other than falling within the meaning of Public deposits*)		
(b) Deferred credits	-	-
(c) Term loans	1,156.68	-
(d) Inter-corporate loans and borrowing	-	-
(e) Commercial paper	-	-
(f) Other loans:		
From banks	1,116.95	-

*Please see note 1 below

52.2 Break-up of (1)(f) above (outstanding public deposits inclusive of interest accrued thereon but not paid)

(a) In the form of unsecured debentures	-	-
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-
(c) Other public deposits	-	-

*Please see note 1 below

Assets side:

52.3 Break-up of loans and advances including bills receivables (other than those included In (4) below)

(₹ In Crores)

	Amount outstanding
(a) Secured	4,961.85
(b) Unsecured	2,303.26

52.4 Break up of leased assets and stock on hire and other assets counting towards asset financing activities

(₹ In Crores)

	Amount outstanding
(i) Lease assets including lease rentals under sundry debtors:	
(a) Financial lease	NA
(b) Operating lease	NA
(ii) Stock on hire including hire charges under sundry debtors :	
(a) Assets on hire	NA
(b) Repossessed assets	NA
(iii) Other loans counting towards asset financing activities	
(a) Loans where assets have been repossessed	8.16
(b) Loans other than (a) above	NA

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

52.5 Break-up of investments :

(₹ In Crores)

					Amount outstanding
Current investments :					
1	Quoted :				
	(i)	Shares :	(a)	Equity	-
			(b)	Preference	-
	(ii)	Debentures and bonds			92.29
	(iii)	Units of mutual funds			-
	(iv)	Government securities			-
	(v)	Others (please specify)			-
2	Unquoted :				
	(i)	Shares :	(a)	Equity	-
			(b)	Preference	-
	(ii)	Debentures and bonds			37.32
	(iii)	Units of mutual funds			-
	(iv)	Government securities			-
(v)	Others (Alternate investment fund and pass through certificates)				379.60
Long term investments :					
1	Quoted :				
	(i)	Shares :	(a)	Equity	-
			(b)	Preference	-
	(ii)	Debentures and bonds			61.18
	(iii)	Units of mutual funds			6.14
	(iv)	Government securities			-
	(v)	Others (Alternate investment fund and pass through certificates)			130.57
2	Unquoted :				
	(i)	Shares :	(a)	Equity	35.09
			(b)	Preference	20.00
	(ii)	Debentures and bonds			19.24
	(iii)	Units of mutual funds			-
	(iv)	Government securities			-
	(v)	Others (refer note 9)			6.46

52.6 Borrower group-wise classification of assets financed as in 52.3 and 52.4 above:

(₹ In Crores)

			Amount outstanding
Please see Note 2 below	**Amount net of provisions**		
Category	**Secured**	**Unsecured**	**Total**
1. Related parties **			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	4,912.81	2,222.86	7,135.67
Total	**4,912.81**	**2,222.86**	**7,135.67**

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

52.7 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Please see note 3 below (₹ In Crores)

Category	Market value / break up or fair value or NAV	Book value (net of provisions)
1. Related parties **		
(a) Subsidiaries (refer note below)	75.48	61.55
(b) Companies in the same group	-	-
(c) Other related parties	-	-
2. Other than related parties	726.16	726.16
Total	**801.64**	**787.71**

** As per Ind AS issued by Ministry Of Corporate Affairs (refer note 3 below)

Note: Subsidiary company being unlisted, value is derived based upon the net asset value as shown in the subsidiary company balance sheet as on 31 March 2024.

52.8 Other information

(₹ In Crores)

	Amount outstanding
(i) Gross non-performing assets	
(a) Related parties	-
(b) Other than related parties	190.58
(ii) Net non-performing assets	
(a) Related parties	-
(b) Other than related parties	116.41
(iii) Assets acquired in satisfaction of debt	-

Notes:

1. As defined in point xxvii of paragraph 3 of Chapter - II of these Directions.
2. Provisioning norms shall be applicable as prescribed in these Directions.
3. All Ind AS issued by MCA are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term (amortised cost in the case of Ind AS) or current (at fair value in the case of Ind AS) in (5) above.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

53. DISCLOSURES REQUIRED IN TERMS OF ANNEXURE II OF THE MASTER DIRECTION - RESERVE BANK OF INDIA (NON-BANKING FINANCIAL COMPANY – SCALE BASED REGULATION) DIRECTIONS, 2023 DATED 19 OCTOBER 2023 (UPDATED AS ON 21 MARCH 2024) ON IMPLEMENTATION OF INDIAN ACCOUNTING STANDARDS BY NBFC ARE MENTIONED AS BELOW:

As at 31 March 2024

(₹ In Crores)

Asset classification as per RBI norms	Asset classification as per Ind AS 109	Gross carrying amount as per Ind AS	Loss allowances (provisions) as required under Ind AS 109	Net carrying amount	Provisions required as per IRACP norms*	Difference between Ind AS 109 provisions and IRACP norms
1	2	3	4	(5)=(3)-(4)	6	(7) = (4)-(6)
Performing assets						
Standard	Stage 1	7,026.21	29.21	6,997.00	27.85	1.36
	Stage 2	114.62	26.06	88.56	0.45	25.61
Subtotal		**7,140.83**	**55.26**	**7,085.57**	**28.30**	**26.96**
Non-performing assets ("NPA")						
Substandard	Stage 3	190.58	74.17	116.41	19.45	54.72
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		**190.58**	**74.17**	**116.41**	**19.45**	**54.72**
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning ("IRACP") norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage 1	7,026.21	29.21	6,997.00	27.85	1.36
	Stage 2	114.62	26.06	88.56	0.45	25.61
	Stage 3	190.58	74.17	116.41	19.45	54.72
Grand total		**7,331.41**	**129.44**	**7,201.97**	**47.75**	**81.69**

As at 31 March 2023

(₹ In Crores)

Asset classification as per RBI norms	Asset classification as per Ind AS 109	Gross carrying amount as per Ind AS	Loss allowances (provisions) as required under Ind AS 109	Net carrying amount	Provisions required as per IRACP norms*	Difference between Ind AS 109 provisions and IRACP norms
1	2	3	4	(5)=(3)-(4)	6	(7) = (4)-(6)
Performing assets						
Standard	Stage 1	5,708.05	30.34	5,677.71	22.78	7.56
	Stage 2	111.31	19.77	91.54	0.44	19.33
Subtotal		5,819.36	50.11	5,769.25	23.22	26.89
Non-performing assets ("NPA")						
Substandard	Stage 3	132.70	53.35	79.35	13.82	39.53
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		132.70	53.35	79.35	13.82	39.53
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning ("IRACP") norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage 1	5,708.05	30.34	5,677.71	22.78	7.56
	Stage 2	111.31	19.77	91.54	0.44	19.33
	Stage 3	132.70	53.35	79.35	13.82	39.53
Grand total		5,952.06	103.46	5,848.60	37.04	66.42

* Computed on the value as per the IRACP norms.

Notes to the Standalone Financial Statements

for the year ended 31 March 2024 (Contd.)

The impairment allowances under Ind AS 109 made by the Company exceeds the total provision required under IRACP (including standard assets provisioning), as at 31 March 2024 and 31 March 2023 and accordingly, no amount is required to be transferred to impairment reserve.

The disclosure requirement of the policy for sales out of amortised cost business model portfolios of the Company is not applicable to the Company.

54. THE DISCLOSURES AS REQUIRED BY THE MASTER DIRECTION - MONITORING OF FRAUDS IN NBFCS ISSUED BY RBI DATED 29 SEPTEMBER 2016

There was 10 instance of fraud by customer amounting to ₹ 0.87 crores reported during the year ended 31 March 2024. (Previous year 31 March 2023 17 instances : ₹ 1.89).

55. The Company has complied with the RBI circular dated 12 November 2021 - "Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances - Clarifications'. On 15 February 2022, RBI allowed deferment till 30 September 2022 of Para 10 of this circular pertaining to upgrade of Non performing accounts. However, the Company has not opted for this deferment.

56. DISCLOSURES REQUIRED IN TERMS OF ANNEXURE XI OF THE MASTER DIRECTION - RESERVE BANK OF INDIA (NON-BANKING FINANCIAL COMPANY – SCALE BASED REGULATION) DIRECTIONS, 2023 DATED 19 OCTOBER 2023 (UPDATED AS ON 21 MARCH 2024) ON LOANS TO DIRECTORS, SENIOR OFFICERS AND RELATIVES OF DIRECTORS BY NBFC ARE MENTIONED AS BELOW:

Loans to Directors, Senior Officers and relatives of Directors

(₹ In Crores)

Particulars	As at 31 March 2024	As at 31 March 2023
Directors and their relatives	-	-
Entities associated with directors and their relatives	-	-
Senior Officers and their relatives	-	0.01

57. Figures of previous year has been regrouped / reclassified, wherever necessary, to correspond with the figures of the current year.

In terms of our report of even date attached
For Mukesh M Shah & Co.
Chartered Accountants
Firm's Registration No: 106625W

For and on behalf of the Board of Directors of
MAS Financial Services Limited

Chandresh S. Shah
Partner
Membership No: 042132

Darshana S. Pandya
(Director & Chief Executive Officer)
(DIN - 07610402)

Kamlesh C. Gandhi
(Chairman & Managing Director)
(DIN - 00044852)

Riddhi B. Bhayani
(Company Secretary & Compliance Officer)
(Membership No: A41206)

Ankit Jain
(Chief Financial Officer)

Ahmedabad
24 April 2024

Ahmedabad
24 April 2024

Independent Auditors' Report

To the Members of MAS Financial Services Limited

Report on the Audit of the Consolidated Financial Statements

OPINION

We have audited the accompanying consolidated financial statements of MAS Financial Services Limited ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprises of the Consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information ("the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year then ended.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

Sr. No.	Key Audit Matter	Auditor's Response
1	**Impairment of Loans:** Charge: ₹ 27.01 Crores for the year ended 31st March, 2024 Provision: ₹ 135.30 Crores as at 31st March, 2024 Under Ind AS 109, Financial Instruments, allowance for loan losses is determined using expected credit loss ('ECL') estimation model. The estimation of ECL on financial instruments involves significant judgement and estimates. The key areas where we identified greater levels of management judgement and therefore increased levels of audit focus in the Group's estimation of ECLs are: • Data inputs - The application of ECL model requires several data inputs. This increases the risk of completeness and accuracy of the data that has been used to create assumptions in the model.	**Principal Audit Procedures** Procedures performed by us have been enumerated herein below: We performed end to end process walkthroughs to identify the key systems, applications and controls used in ECL processes. We tested the relevant manual (including spreadsheet controls), general IT and application controls over key systems used in ECL process. Key aspects of our controls testing involved following: • Testing the design and operating effectiveness of the key controls over the completeness and accuracy of the key inputs, data and assumptions into the Ind AS 109 impairment models. • Testing the 'Governance Framework' controls over validation, implementation and model monitoring in line with Reserve Bank of India guidance.

Sr. No.	Key Audit Matter	Auditor's Response
	• Model estimations - Inherently judgmental models are used to estimate ECL which involves determining Probabilities of Default ("PD"), Loss Given Default ("LGD"), and Exposures at Default ("EAD"). The PD and the LGD are the key drivers of estimation complexity in the ECL and as a result are considered the most significant judgmental aspect of the Group companies'modelling approach. • Economic scenarios – Ind AS 109 requires the Group Companies to measure ECLs on an unbiased forward-looking basis reflecting a range of future economic conditions. Significant management judgement is applied in determining the economic scenarios used and the probability weights applied to them especially when considering the current uncertain economic environment. • Qualitative adjustments – Adjustments to the model-driven ECL results are recorded by management to address known impairment model limitations or emerging trends as well as risks not captured by models. They represent approximately 16.10% of ECL balances as at 31 March 2024. These adjustments are inherently uncertain and significant management judgement is involved considering internal assessment of emerging forward looking economic factors and related uncertainties. The underlying forecasts and assumptions used in the estimates of impairment loss allowance are subject to uncertainties which are often outside the control of the Group. Given the size of loan portfolio relative to the balance sheet and the impact of impairment allowance on the conssolidated financial statements, we have considered this as a key audit matter. **Disclosures:** The disclosures regarding the Group companies' application of Ind AS 109 are key to explaining the key judgements and material inputs to the Ind AS 109 ECL results.	• Testing the design and operating effectiveness of the key controls over the application of the staging criteria. • Testing key controls relating to selection and implementation of material macro-economic variables and the controls over the scenario selection and application of probability weights. • Testing management's controls over authorisation and calculation of post model adjustments and management overlays. • Testing management's controls on compliance with Ind AS 109 disclosures related to ECL. • Testing key controls operating over the information technology system in relation to loan impairment including system access and system change management, program development and computer operations. **Test of Details:** Key aspects of our testing included: • Sample testing over key inputs, data and assumptions impacting ECL calculations to assess completeness, accuracy and relevance of data and reasonableness of economic forecasts, weights, and model assumptions applied. • Model calculations testing through re-performance, where possible. • Test of details of post model adjustments, considering the size and complexity of management overlays, to assess the reasonableness of the adjustments by challenging key assumptions, inspecting the calculation methodology and tracing a sample of the data used back to source data. Assessing disclosures - We assessed whether the disclosures appropriately disclose and address the uncertainty which exists when determining ECL. In addition, we assessed whether the disclosure of the key judgements and assumptions made was sufficiently clear.
2	**Information Technology:** **IT Systems and controls** The Group Companies' key financial accounting and reporting processes are highly dependent on the automated controls in information systems, such that there exists a risk that gaps in the IT control environment could result in the financial accounting and reporting records being materially misstated. IT general and application controls are critical to ensure that changes to applications and underlying data are	In course of audit, our focus was on user access management, change management, segregation of duties, system reconciliation controls and system application controls over key financial accounting and reporting systems. We performed a range of audit procedures, which included: • Review of the report of IS Audit carried during the year by an independent firm of Chartered Accountants pertaining to IT systems general controls including access rights over applications, operating systems and databases relied upon for financial reporting.

Sr. No.	Key Audit Matter	Auditor's Response
	made in an appropriate manner. Adequate controls contribute to mitigating the risk of potential fraud or errors as a result of changes to the applications and data. Due to the pervasive nature of role of information technology systems in financial reporting, in our preliminary risk assessment, we planned our audit by assessing the risk of a material misstatement arising from the technology as significant for the audit, hence the Key Audit Matter.	• Our other processes include: o selectively recomputing interest calculations and maturity dates; o Selectively re-evaluating masters updation, interface with resultant reports; o Testing of the system generated reports and accounting entries manually for core financial reporting matters (i.e. verification around the computer system) o Evaluating the design, implementation and operating effectiveness of the significant accounts-related IT automated controls which are relevant to the accuracy of system calculation, and the consistency of data transmission Other areas that were independently assessed included password policies, system configurations, system interface controls, controls over changes to applications and databases.

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

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

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 and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the Consolidated financial position, the Consolidated financial performance and the changes in equity and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial 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, the respective Company's management and Board of Directors of the entities included in the Group 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 the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

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

a) Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.

c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

e) Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities of the holding and its subsidiary companies to express an opinion on the consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entity 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 audit carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled "Other Matter" in this audit report.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

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

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

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

OTHER MATTERS

a) We did not audit the financial statements of subsidiary included in the Consolidated financial statements, whose financial statements reflect [the figures reported below are before giving effect to consolidation adjustments] total assets of ₹ 499.34 Crores as at March 31, 2024, total revenues of ₹ 62.46 Crores, total net profit after tax of ₹ 7.58 Crores, total comprehensive income of ₹ 5.72 Crores and net cash inflow amounting to ₹ 33.96

Crores for the year ended on that date, as considered in the consolidated financial statements. This financial statements has been audited by other auditor whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the 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 the audit report of the other auditor.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditor on the separate financial statements of a subsidiary were audited by other auditor, as noted in the "Other matter" paragraph, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors. The backup of the books of account and other books and papers maintained in electronic form, has been maintained on a daily basis on servers physically located in India during the year.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including 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 relevant 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 Indian Accounting Standards specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, 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 of the internal financial controls over financial reporting with reference to the financial statements of the Holding Company and its subsidiary incorporated in India and the operating effectiveness of such controls, refer to our separate report in the Annexure -A, which is based on the auditors' reports of the Holding Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those Companies.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

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

   i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.

   ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

   iv. (a) The respective managements of the Holding Company and its subsidiary, which are companies incorporated in India, whose financial statement have been audited under the Act, have represented to us and to the other auditors of such subsidiary, to the best of their knowledge and belief, other than as disclosed in the notes to the consolidated financial statements, 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 or in any other person(s) or entity(ies), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the 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 its subsidiary, which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiary, to the best of their knowledge and belief, other than as disclosed in the notes to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary, with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary shall, directly or indirectly, lend or invest in other person(s) or entity(ies) 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 such audit procedures that we have considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or the other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The final dividend proposed in the previous year, declared and paid during the year by the Holding Company and subsidiary company, whose financial statements have been audited under the Act, where applicable, during the year is in accordance with Section 123 of the Act, as applicable.

The interim dividend declared and paid during the year by the Holding Company, whose financial statements have been audited under the Act, where applicable, during the year is in accordance with Section 123 of the Act, as applicable.

As stated in notes to the consolidated financial statements, the Board of Directors of the Holding Company and subsidiary company, whose financial statements have been audited under the Act, where applicable, have proposed final dividend for the year which is subject to the approval of the members of Holding Company and Subsidiary Company at the ensuing respective Annual General Meetings. Such dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. Based on our examination, which included test checks, the Holding Company and its subsidiary companies incorporated in India have used accounting software for maintaining books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all the relevant transactions recorded in the software except that in case of holding company and a subsidiary, audit trail feature was not enabled at database level for accounting software to log any direct data changes. Further, during the course of our audit, we and respective auditors of the above referred subsidiaries did not come across any instance of audit trail feature being tampered with in respect of such accounting software where such feature is enabled.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), is applicable from April 1, 2013, reporting under rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

vii. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and by other auditors of its subsidiary included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports except-

Sr. No.	Name of the entity	CIN	Holding company / Subsidiary	Clause number of the CARO report which is unfavourable or qualified or adverse
1	MAS Financial Services Limited	L65910GJ1995PLC026064	Holding Company	Clause (xi)(a)

For **MUKESH M. SHAH & CO.,**
Chartered Accountants
Firm Registration No.: 106625W

Chandresh S. Shah
Partner
Membership No.: 042132
UDIN: 24042132BJZWZG8914

Place: Ahmedabad
Date: April 24, 2024

“Annexure A” to the Auditors’ Report

Report on the Internal Financial Control clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls over financial reporting of MAS Financial Services Limited (hereinafter referred to as “Holding Company”) and its subsidiary companies, which are companies incorporated in India, as of that date.

MANAGEMENT RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Holding Company and its subsidiary companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies 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.

AUDITORS’ RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiaries companies, which are companies incorporated in India 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies incorporated in India, in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company and its subsidiary companies, which are incorporated in India.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matter paragraph below, the Holding company and its subsidiary companies incorporated in India, have, 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 criteria for internal financial control over financial reporting established by the respective companies 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.

OTHER MATTER

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to a subsidiary company, which is company incorporated in India, is based solely on the corresponding report of the auditors of such company incorporated in India.

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

For **MUKESH M. SHAH & CO.,**
Chartered Accountants
Firm Registration No.: 106625W

Chandresh S. Shah
Partner
Membership No.: 042132
UDIN: 24042132BJZWZG8914

Place: Ahmedabad
Date: April 24, 2024

Consolidated Balance Sheet

as at 31 March 2024

(₹ in Crores)

	Note no.	As at 31 March 2024	As at 31 March 2023
ASSETS			
Financial assets			
Cash and cash equivalents	5	212.67	238.67
Bank balance other than cash and cash equivalents	6	665.83	565.29
Trade receivables	7	6.54	4.30
Loans	8	7,719.44	6,246.24
Investments	9	726.16	791.04
Other financial assets	10	78.86	61.63
Total financial assets		**9,409.50**	**7,907.17**
Non-financial assets			
Income tax assets (net)	30	2.52	2.52
Deferred tax assets (net)	30	11.85	19.33
Property, plant and equipment	11(a)	21.23	14.66
Capital work-in-progress	11(d)	69.80	57.66
Right-of-use asset	11(c)	3.19	1.18
Intangible assets under development	11(e)	0.24	0.33
Other intangible assets	11(b)	1.01	1.03
Other non-financial assets	12	28.00	11.34
Total non-financial assets		**137.84**	**108.05**
Total assets		**9,547.34**	**8,015.22**
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Payables	13		
(I) Trade payables			
(i) total outstanding dues of micro enterprises and small enterprises		0.03	0.13
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		21.12	14.55
(II) Other payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		1.89	1.84
Debt securities	14	626.86	627.26
Borrowings (other than debt securities)	15	6,496.88	5,247.57
Subordinated liabilities	16	302.11	252.70
Other financial liabilities	17	258.36	310.34
Total financial liabilities		**7,707.25**	**6,454.39**
Non-financial liabilities			
Current tax liabilities (net)	30	4.70	2.06
Provisions	18	10.11	9.49
Other non-financial liabilities	19	6.71	4.61
Total non-financial liabilities		**21.52**	**16.16**
Total liabilities		**7,728.77**	**6,470.55**
EQUITY			
Equity share capital	20	163.99	54.66
Other equity	21	1,618.72	1,463.99
Equity attributable to the owners of the Holding Company		**1,782.71**	**1,518.65**
Non-controlling interest		**35.86**	**26.02**
Total equity		**1,818.57**	**1,544.67**
Total liabilities and equity		**9,547.34**	**8,015.22**

The notes referred to above form an integral part of these financial statements

In terms of our report of even date attached
For Mukesh M Shah & Co.
Chartered Accountants
Firm's Registration No: 106625W

For and on behalf of the Board of Directors of MAS Financial Services Limited

Chandresh S. Shah
Partner
Membership No: 042132

Darshana S. Pandya
(Director & Chief Executive Officer)
(DIN - 07610402)

Kamlesh C. Gandhi
(Chairman & Managing Director)
(DIN - 00044852)

Riddhi B. Bhayani
(Company Secretary & Compliance Officer)
(Membership No: A41206)

Ankit Jain
(Chief Financial Officer)

Ahmedabad
24 April 2024

Ahmedabad
24 April 2024

Consolidated Statement of Profit and Loss

for the year ended 31 March 2024

(₹ in Crores)

		Note no.	Year ended 31 March 2024	Year ended 31 March 2023
I.	**Revenue from operations**			
	Interest income	22	1,077.09	834.04
	Gain on assignment of financial assets		122.32	71.47
	Fees and commission income		66.48	50.90
	Net gain on fair value changes	23	13.27	22.19
	Total revenue from operations		**1,279.16**	**978.60**
	Other income	24	6.52	2.43
	Total income		**1,285.68**	**981.03**
II.	**Expenses**			
	Finance costs	25	646.71	496.01
	Fees and commission expense		48.80	48.01
	Impairment on financial assets	26	90.61	53.36
	Employee benefits expenses	27	100.45	70.70
	Depreciation, amortization and impairment	28	4.29	2.72
	Others expenses	29	55.15	38.58
	Total expenses		**946.01**	**709.38**
	Profit before exceptional items and tax (I - II)		339.67	271.65
	Exceptional items		-	-
III.	**Profit before tax**		**339.67**	**271.65**
IV.	**Tax expense:**			
	Current tax	30	83.06	67.23
	Excess provision for tax relating to prior years	30	(0.21)	(2.47)
	Net current tax expense		**82.85**	**64.76**
	Deferred tax expense / (credit)	30	2.81	1.07
	Net tax expense		**85.66**	**65.83**
V.	**Profit for the year (III - IV)**		**254.01**	**205.82**
VI.	**Other comprehensive income**			
	(A) Items that will not be reclassified to profit or loss:			
	Re-measurement of the defined benefit liabilities		(0.51)	0.08
	Income tax impact on above		0.13	(0.02)
	Total (A)		**(0.38)**	**0.06**
	(B) Items that will be reclassified to profit or loss:			
	Loans and advances through other comprehensive Income		19.08	(24.69)
	Income tax impact on above		(4.80)	6.21
	Total (B)		**14.28**	**(18.48)**
	Other comprehensive income (A+B)		**13.90**	**(18.42)**
VII.	**Total comprehensive income for the year (V + VI)**		**267.91**	**187.40**
VIII.	**Profit for the year attributable to**			
	Owners of the Holding Company		251.05	203.26
	Non-controlling interest		2.96	2.56
IX..	**Other comprehensive income attributable to**			
	Owners of the Holding Company		14.63	(18.84)
	Non-controlling interest		(0.73)	0.42
X.	**Total comprehensive income attributable to**			
	Owners of the Holding Company		265.68	184.42
	Non-controlling interest		2.23	2.98
XI.	**Earnings per equity share (of ₹ 10 each):**	31		
	Basic (₹)		15.31	12.39
	Diluted (₹)		15.31	12.39

See accompanying notes to the financial statements

In terms of our report of even date attached
For Mukesh M Shah & Co.
Chartered Accountants
Firm's Registration No: 106625W

For and on behalf of the Board of Directors of MAS Financial Services Limited

Chandresh S. Shah
Partner
Membership No: 042132

Darshana S. Pandya
(Director & Chief Executive Officer)
(DIN - 07610402)

Kamlesh C. Gandhi
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(Company Secretary & Compliance Officer)
(Membership No: A41206)

Ankit Jain
(Chief Financial Officer)

Ahmedabad
24 April 2024

Ahmedabad
24 April 2024

Consolidated Statement of Changes in Equity

for the year ended 31 March 2024

(A) EQUITY SHARE CAPITAL

(₹ in Crores)

Equity share of ₹ 10 each issued, subscribed and fully paid	
Restated balance at 1 April 2022	54.66
Changes in equity share capital during the year	-
Balance at 31 March 2023	**54.66**
Changes in Equity Share Capital due to prior period errors	-
Restated balance at 31 March 2023	**54.66**
Changes in equity share capital during the year	109.32
Balance at 31 March 2024	**163.99**

(B) OTHER EQUITY

(₹ in Crores)

	Reserves and surplus					Other comprehensive income		Total
	Reserve u/s. 45-IC of RBI Act, 1934	Reserve fund u/s. 29-C of NHB Act, 1987	Equity component of compound financial instruments	Securities premium	Retained earnings	Equity instruments through OCI	Loans and advances through OCI	
Restated balance at 31 March 2022	**211.91**	4.70	**0.11**	**426.95**	**537.08**	* 0.00	**114.50**	**1,295.25**
Profit for the year	-	-	-	-	203.26	-	-	203.26
Re-measurement of defined benefit plans (net of taxes)	-	-	-	-	0.06	-	-	0.06
Other comprehensive income (net of taxes)	-	-	-	-	-	-	(15.17)	(15.17)
Final dividend on equity shares	-	-	-	-	(9.57)	-	-	(9.57)
Interim dividend on equity shares	-	-	-	-	(9.84)	-	-	(9.84)
Transfer to reserve u/s. 45-IC of RBI Act, 1934	40.19	-	-	-	(40.19)	-	-	-
Transfer to reserve u/s. u/s. 29-C of NHB Act,1987	-	1.17	-	-	(1.17)	-	-	-
Restated balance at 31 March 2023	**252.10**	5.87	**0.11**	**426.95**	**679.63**	* 0.00	**99.33**	**1,463.99**
Profit for the year	-	-	-	-	251.05	-	-	251.05
Re-measurement of defined benefit plans (net of taxes)	-	-	-	-	(0.38)	-	-	(0.38)
Other comprehensive income (net of taxes)	-	-	-	-	-	-	42.02	42.02
Final Dividend on equity shares	-	-	-	-	(10.11)	-	-	(10.11)
Interim Dividend on equity shares	-	-	-	-	(16.40)	-	-	(16.40)
Transfer to reserve u/s. 45-IC of the RBI Act, 1934	49.55	-	-	-	(49.55)	-	-	-
Transfer to reserve u/s. 29-C of NHB Act,1987	-	1.21	-	-	(1.21)	-	-	-
Effect of changes in the Group's interest	-	0.11	0.01	-	(2.28)	-	0.03	(2.13)
On issue of bonus shares	-			(109.32)	-	-	-	(109.32)
Balance at 31 March 2024	**301.65**	**7.19**	**0.12**	**317.63**	**850.75**	*** 0.00**	**141.38**	**1,618.72**

* Represents amount less than ₹ 50,000

In terms of our report of even date attached
For Mukesh M Shah & Co.
Chartered Accountants
Firm's Registration No: 106625W

For and on behalf of the Board of Directors of MAS Financial Services Limited

Chandresh S. Shah
Partner
Membership No: 042132

Darshana S. Pandya
(Director & Chief Executive Officer)
(DIN - 07610402)

Kamlesh C. Gandhi
(Chairman & Managing Director)
(DIN - 00044852)

Riddhi B. Bhayani
(Company Secretary & Compliance Officer)
(Membership No: A41206)

Ankit Jain
(Chief Financial Officer)

Ahmedabad
24 April 2024

Ahmedabad
24 April 2024

Consolidated Statement of Cash Flows

for the year ended 31 March 2024

(₹ in Crores)

		Year ended 31 March 2024		Year ended 31 March 2023	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net profit before tax		339.67		271.65
	Adjustments for :				
	Depreciation and amortisation	4.29		2.72	
	Finance cost	646.71		496.01	
	Impairment on financial assets	90.61		53.36	
	(Profit) / loss on sale of property, plant and equipment	(0.04)		(0.10)	
	Interest income	(1,077.09)		(834.04)	
	Gain on assignment of financial assets	(122.32)		(71.47)	
	Net gain on fair value changes	(2.48)		(2.83)	
	Net gain on sale of investments measured at amortized cost	(4.84)		(1.35)	
	Unrealised gain on foreign exchange	(0.06)		-	
	Gain on derecognition of leased asset	(0.04)		-	
			(465.26)		(357.70)
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		**(125.59)**		**(86.05)**
	Changes in working capital:				
	Adjustments for (increase)/decrease in operating assets:				
	Loans	(1,380.87)		(1,424.68)	
	Trade receivables	(2.24)		(3.25)	
	Advances received against loan agreements	0.47		(6.04)	
	Bank balance other than cash and cash equivalents	(100.54)		20.73	
	Other financial asset	(6.04)		(14.85)	
	Other non-financial asset	(17.16)		(7.07)	
	Adjustments for increase/(decrease) in operating liabilities:				
	Trade payable and other payable	6.52		0.38	
	Other financial liabilities	(16.06)		(172.99)	
	Other non-financial liabilities	2.10		(4.55)	
	Provisions (Also refer note 34)	0.62	(1,513.20)	2.32	(1,610.00)
	CASH GENERATED FROM / (USED IN) OPERATIONS		**(1,638.79)**		**(1,696.05)**
	Interest income received	975.40		767.52	
	Interest income on Investment measured at amortised cost	76.48		48.61	
	Finance cost paid	(698.94)		(484.55)	
	Income tax paid (net)	(80.20)	272.74	(61.47)	270.11
	NET CASH FLOW GENERATED FROM / (USED IN) OPERATING ACTIVITIES (A)		**(1,366.05)**		**(1,425.94)**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Acquisition of property, plant and equipments and intangible assets, including capital advances	(22.29)		(10.95)	
	Proceeds from sale of property, plant and equipments and intangible assets	0.11		0.24	
	Purchase of investments	(2,628.30)		(2,886.72)	
	Redemption of investments	2,700.56		2,593.38	
	Profit on redemption of long term investment	-		-	
	NET CASH FLOW GENERATED FROM / (USED IN) INVESTING ACTIVITIES (B)		**50.08**		**(304.05)**

Consolidated Statement of Cash Flows (contd.)

for the year ended 31 March 2024

			Year ended 31 March 2024		Year ended 31 March 2023
C.	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Proceeds from issue of shares (net)	5.00		0.01	
	Proceeds from debt securities and borrowings	3,842.18		3,193.32	
	Repayments of debt securities and borrowings	(2,319.84)		(1,283.55)	
	Short term loans (Net)	(210.28)		(206.03)	
	Repayment of lease liabilities	(0.54)		(0.28)	
	Dividends paid	(26.55)		(19.45)	
	NET CASH FLOW GENERATED FROM / (USED IN) FINANCING ACTIVITIES (C)		**1,289.97**	**(19.45)**	**1,684.02**
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)		**(26.00)**		**(45.97)**
	Cash and cash equivalents at the beginning of the year		238.67		284.64
	Cash and cash equivalents at the end of the year (refer note 1 below)		**212.67**		**238.67**

Notes:

(₹ In Crores)

			As at 31 March 2024	As at 31 March 2023
1.	Cash and bank balances at the end of the year comprises:			
	(a)	Cash on hand	0.32	0.23
	(b)	Balances with banks	127.06	68.36
	(c)	Bank deposits with original maturity of 3 months or less	85.29	170.08
	Cash and cash equivalents as per the balance sheet		**212.67**	**238.67**

2. The above cash flow statement has been prepared under the "Indirect method" as set out in the Ind AS - 7 on statement of cash flows specified under section 133 of the Companies Act, 2013.

3. The Group as at 31 March 2024 has undrawn borrowing facilities amounting to ₹ 2590.78 crores that may be available for future operating activities and to settle capital commitments.

4. Change in liabilities arising from financing activities

	31 March 2023	Cash flows	Non-cash changes*	31 March 2024
Debt securities	627.26	-	(0.40)	626.86
Borrowings other than debt securities	5,247.57	1,262.06	(12.75)	6,496.88
Subordinated liabilities	252.70	50.00	(0.59)	302.11
Total liabilities from financing activities	**6,127.53**	**1,312.06**	**(13.74)**	**7,425.85**
	31 March 2022	**Cash flows**	**Non-cash changes***	**31 March 2023**
Debt securities	362.03	266.25	(1.02)	627.26
Borrowings other than debt securities	3,939.97	1,317.49	(9.89)	5,247.57
Subordinated liabilities	137.22	120.00	(4.52)	252.70
Total liabilities from financing activities	**4,439.22**	**1,703.74**	**(15.43)**	**6,127.53**

* Non-cash changes represents the effect of amortization of transaction cost.

The notes referred to above form an integral part of these financial statements

In terms of our report of even date attached
For Mukesh M Shah & Co.
Chartered Accountants
Firm's Registration No: 106625W

For and on behalf of the Board of Directors of
MAS Financial Services Limited

Chandresh S. Shah
Partner
Membership No: 042132

Darshana S. Pandya
(Director & Chief Executive Officer)
(DIN - 07610402)

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(Membership No: A41206)

Ankit Jain
(Chief Financial Officer)

Ahmedabad
24 April 2024

Ahmedabad
24 April 2024

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024

1. A CORPORATE INFORMATION

MAS Financial Services Limited (the "Holding Company") together with its subsidiary MAS Rural Housing & Mortgage Finance Limited and MASFIN Insurance Broking Private Limited (hereinafter referred to as the "Group") are public companies domiciled in India. The Holding Company is registered as a non deposit taking non-banking finance company ("NBFC") with Reserve Bank of India ("RBI"). MAS Rural Housing & Mortgage Finance Limited is registered as a non deposit taking housing finance company ("HFC") with National Housing Bank ("NHB"). The Group is engaged in the business of providing Micro Enterprise Loans ("MEL"), Small and Medium Enterprise loans ("SME"), Two Wheeler loans ("TW"),Salaried Personal loans ("SPL"), Commercial Vehicle loans ("CV"), loans to NBFCs, housing loans, commercial property loans and project loans for real estate projects to customers especially in the segment of affordable housing in rural and urban areas. MASFIN Insurance Broking Private Limited is acting as an agent in providing insurance services. The Holding Company's equity shares are listed on two recognised stock exchanges in India i.e. BSE Limited and the National Stock Exchange of India Limited.

The Holding Company's registered office is at 6, Ground Floor, Narayan Chambers, behind Patang Hotel, Ashram Road, Ahmedabad - 380009, Gujarat, India.

B RECENT ACCOUNTING DEVELOPMENTS:

The following Indian Accounting Standards have been modified on miscellaneous issues with effect from April 1, 2023. Such changes include clarification/guidance on:

(i) Ind AS 101 – First time adoption of Ind AS – Deferred tax assets and deferred tax liabilities to be recognized for all temporary differences associated with right-of-use assets, lease liabilities,decommissioning / restoration / similar liabilities.

ii) Ind AS 107 – Financial Instruments: Disclosures – Information about the measurement basis for financial instruments shall be disclosed as part of material accounting policy information.

(iii) Ind AS 1 – Presentation of Financial Statements & Ind AS 34 – Interim Financial Reporting – Material accounting policy information (including focus on how an entity applied the requirements of Ind AS) shall be disclosed instead of significant accounting policies as part of financial statements.

(iv) Ind AS 8 – Accounting policies, changes in accounting estimate and errors – Clarification on what constitutes an accounting estimate provided.

(v) Ind AS 12 – Income Taxes – In case of a transaction which give rise to equal taxable and deductible temporary differences, the initial recognition exemption from deferred tax is no longer applicable and deferred tax liability & deferred tax asset shall be recognized on gross basis for such cases.

None of the above amendments had any material effect on the group's financial statements,except for disclosure of Material Accounting Policies instead of Significant Accounting Policies in the Financial Statements.

2. BASIS OF PREPARATION

2.1 Statement of compliance and principles of consolidation

These consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under section 133 of the Companies Act, 2013 ("the Act"), and in conformity with the accounting principles generally accepted in India and other relevant provisions of the Act. Further, the Group has complied with all the directions related to Implementation of Indian Accounting Standards prescribed for Non-Banking Financial Companies (NBFCs) in accordance with the RBI notification no. RBI/2019-20/170 DOR NBFC).CC.PD. No.109/22. 10.106/2019-20 dated 13 March 2020.

Any application guidance/ clarifications/ directions issued by RBI or other regulators are implemented as and when they are issued/ applicable.

The Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity are prepared and presented in the format prescribed in the Division III of Schedule III to the Act. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows".

Principles of consolidation

These consolidated financial statements are prepared on the following basis in accordance with Ind AS 110

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

on 'Consolidated Financial Statements' specified under Section 133 of the Act.

i) Subsidiary -

Subsidiary in an entity controlled by the Holding Company. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiary are included in the consolidated financial statements from the date on which controls commences until the date on which control ceases.

ii) Non-controlling interest ("NCI")

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

iii) Loss of control

When the Group loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value on the date the control is lost. Any resulting gain or loss is recognized in profit or loss.

iv) Transactions eliminated on consolidation

The financial statements of the Holding Company and its subsidiary used in the consolidation procedure are drawn up to the same reporting date i.e. 31 March 2024. The financial statements of the Holding Company and its subsidiary are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses. Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment. The Group follows uniform accounting policies for like transactions and other events in similar circumstances.

v) The following subsidiary company has been considered in the preparation of the consolidated financial statements:

Name of the Entity	Relationship	Country of incorporation	Ownership held by	% of holding and voting power as at 31 March 2024	31 March 2023
MAS Rural Housing & Mortgage Finance Limited	Subsidiary company	India	MAS Financial Services Limited	60.77%	59.67%
MASFIN Insurance Broking Private Limited	Subsidiary company	India	MAS Financial Services Limited	69.00%	69.00%
MASFIN Insurance Broking Private Limited	Associate Company	India	MAS Rural Housing and Mortgage Finance Limited	30.00%	30.00%

2.2 Basis of measurement

The consolidated financial statements have been prepared on historical cost convention and on accrual basis, except for certain financial instruments which are measured at fair value as required by relevant Ind AS.

2.3 Functional and presentation currency

The consolidated financial statements are presented in Indian Rupees (₹) which is the currency of the primary economic environment in which the Group operates (the "functional currency"). Amounts in the consolidated financial statements are presented in crores rounded off to two decimal places as permitted by Schedule III to the Act, except when otherwise indicated.

2.4 Use of estimates, judgements and assumptions

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised prospectively.

Judgements

In the process of applying the Group's accounting policies, management has made judgements, which

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year.

i) Business model assessment

Classification and measurement of financial assets depends on the results of business model and the solely payments of principal and interest (the "SPPI") test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Group monitors financial assets measured at amortised cost or FVOCI that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Group's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

i) Fair value of financial instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. For further details about determination of fair value please refer note 3.8 and note 41.

ii) Effective interest rate ("EIR") method

"The Group's EIR methodology, as explained in Note 3.1(A), recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges).

This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well as expected changes to interest rates and other fee income/ expense that are integral parts of the instrument."

iii) Impairment of financial asset

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

The Group's expected credit loss ("ECL") calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgements and estimates include:

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

a) The Group's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a life time expected credit loss ("LTECL") basis.

b) Development of ECL models, including the various formulas and the choice of inputs.

c) Determination of associations between macroeconomic scenarios and economic inputs, such as gross domestic products, lending interest rates and collateral values, and the effect on probability of default ("PD"), exposure at default ("EAD") and loss given default ("LGD").

d) Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models.

e) Management overlay is used in circumstances where management in its objective review and internal assessment of emerging forward looking economic factors and related uncertainties.

iv) Provisions and other contingent liabilities

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

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

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

For further details on provisions and other contingencies refer note 3.16.

v) Provision for income tax and deferred tax assets

The Group uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax, including the amount expected to be paid / recovered for uncertain tax positions. A deferred tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Accordingly, the Group exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

vi) Defined Benefit Plans

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

These estimates and judgements are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances. Management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable.

2.5 Presentation of the consolidated financial statements

The Group presents its balance sheet in order of liquidity. An analysis regarding recovery or settlement within 12 months after the reporting date (current) and more than 12 months after the reporting date (non–current) is presented in note 39.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

Financial assets and financial liability are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis in all of the following circumstances:

i) The normal course of business

ii) The event of default

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

Sr No.	Material Accounting Policies	Reference In Balance Sheet & Profit And Loss Notes
1	Recognition of interest income	22
2	Impairment of financial assets	8.1, 26
3	Property, plant and equipment	11(a)
4	Financial instrument	41
5	Intangible assets	11(e), 11(b)
6	Leases	11(c), 44
7	Retirement and other employee benefits	27, 40
8	Finance Cost	25

3.1 Recognition of interest income

A. EIR method

Under Ind AS 109, interest income is recorded using EIR method for all financial instruments measured at amortised cost, financial instrument measured at FVOCI. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

The EIR (and therefore, the amortised cost of the asset) is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR. The Group recognises interest income using a rate of return that represents the best estimate of a constant rate of return over the expected life of the financial instrument.

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk, the adjustment is booked as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortised through Interest income in the statement of profit and loss.

B. Interest income

The Group calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit impaired assets.

When a financial asset becomes credit impaired and is, therefore, regarded as stage 3, the Group calculates interest income on the net basis. If the financial asset cures and is no longer credit impaired, the Group reverts to calculating interest income on a gross basis.

3.2 Financial instrument - initial recognition

A. Date of recognition

All financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

B. Initial measurement of financial instruments

The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments (refer note 3.3(A)). Financial instruments are initially measured at their fair value (as defined in note 3.8), transaction costs are added to, or subtracted from this amount, except in the case of financial assets and financial liabilities recorded at FVTPL.

C. Measurement categories of financial assets and liabilities

The Group classifies all of its financial assets based on the business model for managing the assets and the asset's contractual terms, measured at either:

i) Amortised cost

ii) FVOCI

iii) FVTPL

3.3 Financial assets and liabilities

A. Financial assets

Business model assessment

The Group determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

level of aggregated portfolios and is based on observable factors such as:

a) How the performance of the business model and the financial assets held within that business model are evaluated and reported to the Group's key management personnel.

b) The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed.

c) How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).

d) The expected frequency, value and timing of sales are also important aspects of the Group's assessment.

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account.

SPPI test

As a second step of its classification process, the Group assesses the contractual terms of financial assets to identify whether they meet the SPPI test.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/ discount).

The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk. To make the SPPI assessment, the Group applies judgement and considers relevant factors such as the period for which the interest rate is set.

In contrast, contractual terms that introduce a more than de minimis exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured at FVTPL.

Accordingly, the financial assets are measured as follows:

i) Financial assets carried at amortised cost ("AC")

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Financial assets measured at FVOCI

A financial asset is measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii) Financial assets at FVTPL

A financial asset which is not classified in any of the above categories are measured at FVTPL.

B. Financial liability

i) Initial recognition and measurement

All financial liability are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial liability, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition.

ii) Subsequent measurement

Financial liabilities are carried at amortized cost using the EIR method.

3.4 Reclassification of financial assets

The Group does not reclassify its financial assets subsequent to their initial recognition, apart from the circumstances in which the Group changes in its business model for managing those financial assets.

3.5 Derecognition of financial assets and liabilities

A. Derecognition of financial assets due to substantial modification of terms and conditions

The Group derecognises a financial asset, such as a loan to a customer, when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new loan, with the difference recognised as a derecognition gain or

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

loss, to the extent that an impairment loss has not already been recorded.

B. Derecognition of financial assets other than due to substantial modification

i) 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 the contractual rights to the cash flows from the financial asset expires or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

On derecognition of a financial asset in its entirety, the difference between the carrying amount (measured at the date of derecognition) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in the statement of profit and loss.

Accordingly, gain on sale or derecognition of assigned portfolio are recorded upfront in the statement of profit and loss as per Ind AS 109.

As per the guidelines of RBI, the Group is required to retain certain portion of the loan assigned to parties in its books as Minimum Retention Requirement ("MRR"). Therefore, it continue to recognise the portion retained by it as MRR.

ii) Financial liability

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in the statement of profit and loss.

3.6 Impairment of financial assets

A. Overview of the ECL principles

In accordance with Ind AS 109, the Group uses ECL model, for evaluating impairment of financial assets together with loan commitments other than those measured at FVTPL.

ECL are measured through a loss allowance at an amount equal to:

i.) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

ii.) Lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

Both LTECLs and 12 months ECLs are calculated on collective basis.

Based on the above, the Group categorises its loans into Stage 1, Stage 2 and Stage 3, as described below:

Stage 1: When loans are first recognised, the Group recognises an allowance based on 12 months ECL. Stage 1 loans includes those loans where there is no significant increase in credit risk observed and also includes facilities where the credit risk has been improved and the loan has been reclassified from stage 2.

Stage 2: When a loan has shown a significant increase in credit risk since origination, the Group records an allowance for the life time ECL.

Stage 3: Loans considered credit impaired are the loans which are past due for more than 90 days. Borrowers are also classified under stage 3 bucket under instances like fraud identification and legal proceeding. Further, stage 3 loan accounts are identified at customer level (i.e. a Stage 1 or 2 customer having other loans which are in Stage 3). The Group records an allowance for life time ECL.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

There is a curing period with Stage 3 loan, where even if the DPD days are reduced by 90 days the same will not be upgraded to Stage 1 until the loan is 0 DPD.

Loan commitments:

When estimating LTECLs for undrawn loan commitments, the Group estimates the expected portion of the loan commitment that will be drawn down over its expected life. The ECL is then based on the present value of the expected shortfalls in cash flows if the loan is drawn down.

B. The calculation of ECLs

For retail loans

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

PD Probability of Default ("PD") is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.

EAD Exposure at Default ("EAD") is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, expected drawdowns on committed facilities andaccrued interest. Further, the EAD for stage 3 retail loan is the outstanding exposure at the time loan is classified as Stage 3 for the first time

LGD LGD is an estimate of the loss from a transaction given that a default occurs. Under Ind AS 109, lifetime LGD's are defined as a collection of LGD's estimates applicable to different future periods.

% Recovery rate = (discounted recovery amount + security amount + discounted estimated recovery) / (total POS) % LGD = 1 – recovery rate"

For retail asset channel ("RAC") loan portfolio

For RAC loan portfolio, the Group has developed internal rating based approach for the purpose of ECL. The credit rating framework of the Group consists of various parameters based on which RAC loan portfolio is evaluated and credit rating is assigned accordingly.

The Group has developed its PD matrix based on the external benchmarking of various external reports, ratings & Basel norms. This PD matrix is calibrated with its historical data and major events on regular time interval in accordance with its ECL policy.

The LGD has been considered based on Basel-II Framework (International Regulatory Framework of Banks) for all the level of credit rating portfolio.

The Group has calculated PD, EAD and LGD to determine impairment loss on the portfolio of loans and discounted at an approximation to the EIR. At every reporting date, the above calculated EAD and LGDs are reviewed. While at every year end, PDs are reviewed and changes in the forward looking estimates are analysed.

The mechanics of the ECL method are summarised below:

Stage 1: The 12 months ECL is calculated as the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. The Group calculates the 12 months ECL allowance based on the expectation of a default occurring in the 12 months following the reporting date. These expected 12-months default probabilities are applied to a forecast EAD and multiplied by the expected LGD and discounted by an approximation to the original EIR.

Stage 2: When a loan has shown a significant increase in credit risk since origination, the Group records an allowance for the LTECLs. The mechanics are similar to those explained above, but PDs and LGDs are estimated over the lifetime of the instrument. The expected cash shortfalls are discounted by an approximation to the original EIR.

Stage 3: For loans considered credit-impaired, the Group recognises the lifetime expected credit losses for these loans. The method is similar to that for stage 2 assets, with the PD set at 100%. Credit impairment loans are determined at borrower level.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

Loan commitments:

When estimating ECL for undrawn loan commitments, the Group estimates the amount sanctioned that will be disbursed after the reporting date. The ECL is then calculated using PD and LGD.

Management overlay is used to adjust the ECL allowance in circumstances where management judges that the existing inputs, assumptions and model techniques do not capture all the risk factors relevant to the Group's lending portfolios. Emerging local or global macroeconomic, micro economic or political events, and natural disasters that are not incorporated into the current parameters, risk ratings, or forward looking information are examples of such circumstances. The use of management overlay may impact the amount of ECL recognized.

Significant increase in credit risk

The Group monitors all financial assets, including loan commitments issued that are subject to impairment requirements, to assess whether there has been a significant increase in credit risk since initial recognition. In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date based on the remaining maturity of the instrument with the risk of a default occurring that was anticipated for the remaining maturity at the current reporting date when the financial instrument was first recognised. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience that is available without undue cost or effort. However, when a financial asset becomes 30 days past due, the Group considers that a significant increase in credit risk has occurred and the asset is classified in Stage 2 of the impairment model, i.e. the loss allowance is measured as the lifetime ECL. Further, a stage 2 customer having other loans which are in stage 1 are considered to have significant increase in credit risk

Definition of default

The definition of default is used in measuring the amount of ECL and in the determination of whether the loss allowance is based on 12-month or lifetime ECL.

Financial assets in default represent those that are at least 90 DPD in respect of principal or interest and/or where the assets are otherwise considered to be unlikely to pay, including those that are credit-impaired.

C. Loans and advances measured at FVOCI

The ECLs for loans and advances measured at FVOCI do not reduce the carrying amount of these financial assets in the balance sheet, which remains at fair value. Instead, an amount equal to the allowance that would arise if the assets were measured at amortised cost is recognised in OCI as an accumulated impairment amount, with a corresponding charge to the statement of profit and loss. The accumulated loss recognised in OCI is recycled to the statement of profit and loss upon derecognition of the assets.

D. Forward looking information

In its ECL models, the Group relies on a broad range of forward looking macro parameters and estimated the impact on the default at a given point of time. For this purpose, the Group has used the data source of Economist Intelligence Unit.

3.7 Write-offs

The gross carrying amount of a financial asset is written off when the chances of recoveries are remote. This is generally the case when the Group determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in Statement of profit and loss.

3.8 Determination of fair value

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group has taken into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 financial instruments: Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Group has access to at the measurement date. The Group considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date;

- Level 2 financial instruments: Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads; and

- Level 3 financial instruments: Those that include one or more unobservable input that is significant to the measurement as whole."

3.9 (I) Recognition of other income

Revenue (other than for those items to which Ind AS 109 - Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 - Revenue from Contracts with Customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind ASs.

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

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

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

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

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

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

A. Dividend income

Dividend income (including from FVOCI investments) is recognised when the Group's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably. This is generally when the shareholders approve the dividend.

B. Rental income

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in rental income in the statement of profit and loss, unless the increase is in line with expected general inflation, in which case lease income is recognised based on contractual terms.

C. Other interest income

Other interest income is recognised on a time proportionate basis.

D. Fees and commission income

Fees and commission income such as stamp and document charges, guarantee commission, service income, due diligence & evaluation changes and portfolio monitoring fees etc. are recognised on point in time basis.

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for the year ended 31 March 2024 (Contd.)

3.9 (II) Recognition of other expense

A. Finance cost

Finance costs are the interest and other costs that the Group incurs in connection with the borrowing of funds. Interest expenses are computed based on effective interest rate method. Finance costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

Finance costs include interest expense computed by applying the effective interest rate on respective financial instruments measured at Amortized cost. Financial instruments include bank term loans, non-convertible debentures, commercial papers, subordinated debts, perpetual debts and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Finance costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

All other finance costs are charged to the statement of profit and loss for the period for which they are incurred.

3.10 Cash and cash equivalents

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

3.11 Property, plant and equipment

Property, plant and equipment ("PPE") are carried at cost, less accumulated depreciation and impairment losses, if any. The cost of PPE comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use and other incidental expenses. Changes in the expected useful life are accounted for by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates. Subsequent expenditure on PPE after its purchase is capitalized only if it is probable that the future economic benefits will flow to the Group and the cost of the item can be measured reliably.

Depreciation is calculated using the straight line method to write down the cost of property and equipment to their residual values over their estimated useful lives as specified under schedule II of the Act. Land is not depreciated.All assets individually costing less than ₹ 5,000 are fully depreciated in the year of purchase.

The estimated useful lives are, as follows:

i) Buildings - 60 years

ii) Office equipment - 3 to 15 years

iii) Furniture and fixtures - 10 years

iv) Vehicles - 8 years

Depreciation is provided on a pro-rata basis from the date on which such asset is purchased or ready for its intended use.

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.

PPE is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised.

Advances paid towards the acquisition of PPE outstanding at each balance sheet date are disclosed separately under other non-financial assets. Capital work in progress comprises the cost of PPE that are not ready for its intended use at the reporting date. Capital work-in-progress is stated at cost, net of impairment loss, if any.

3.12 Intangible assets

The Group's intangible assets include the value of software. An intangible asset is recognised only when its cost can be measured reliably and it is probable that the expected future economic benefits that are attributable to it will flow to the Group.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives (three years) using the straight-line method, and is included in depreciation and amortisation in the statement of profit and loss.

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as 'Intangible assets under development'."

3.13 Impairment of non financial assets - property, plant and equipment and intangible assets

The carrying values of assets / cash generating units at the each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and if the carrying amount of these assets exceeds their recoverable amount, impairment loss is recognised in the statement of profit and loss as an expense, for such excess amount. The recoverable amount is the greater of the net selling price and value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the statement of profit and loss.

3.14 Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less

Lease payments associated with short term leases or low value leases are recognised as an expense on a straight-line basis over the lease term.

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

3.15 Retirement and other employee benefits

Defined contribution plans

The Group's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based

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for the year ended 31 March 2024 (Contd.)

on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

The Group pays gratuity to the employees whoever has completed five years of service with the Group at the time of resignation / retirement. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act, 1972.

The gratuity liability amount is contributed by the Group to the Life Insurance Corporation of India who administers the fund of the Group.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

As per Ind AS 19, the service cost and the net interest cost are charged to the statement of profit and loss. Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI.

Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

The cost of short-term compensated absences is accounted as under:

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur.

3.16 Provisions, contingent liabilities and contingent assets

A. Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. When the effect of the time value of money is material, the Group determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

B. Contingent liability

A possible obligation that arises from past events and 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; present obligation that arises from past events where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability are disclosed as contingent liability and not provided for.

C. Contingent asset

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent assets are neither recognised not disclosed in the financial statements.

3.17 Taxes

A. Current tax

Current tax comprises amount of tax payable in respect of the taxable income or loss for the year determined in accordance with Income Tax Act, 1961 and any adjustment to the tax payable or receivable in respect of previous years. Current tax is the amount of tax payable on the taxable income for the period as determined in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or equity.

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B. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or equity.

Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Group has a legally enforceable right for such set off.

C. Goods and services tax paid on acquisition of assets or on incurring expenses

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

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

3.18 Earnings per share

Basic earnings per share is computed by dividing the profit after tax (i.e. profit attributable to the owners of the parent) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax (i.e. profit attributable to ordinary equity holders) as adjusted for after-tax amount of dividends and interest recognised in the period in respect of the dilutive potential ordinary shares and is adjusted for any other changes in income or expense that would result from the conversion of the dilutive potential ordinary shares, by the weighted average number of equity shares considered for deriving basic earnings per share as increased by the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits, right issue and bonus shares, as appropriate.

3.19 Dividends on ordinary shares

The Group recognises a liability to make cash or non-cash distributions to equity holders of the Holding Company when the distribution is authorised and the distribution is no longer at the discretion of the Holding Company. As per the Act, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

3.20 Repossessed asset

In the normal course of business whenever default occurs, the Group may take possession of properties or other assets in its retail portfolio and generally disposes such assets through auction, to settle the outstanding debt.

3.21 (I) Foreign Currency Transactions

Transactions in foreign currencies are recorded at the rate of exchange prevailing on the date of transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency at rates of exchange on the reporting date.

Exchange difference on restatement of all other monetary items is recognised in the Statement of Profit and Loss.

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for the year ended 31 March 2024 (Contd.)

(II) Derivatives

A derivative is a financial instrument or other contract with all three of the following characteristics:

i) Its value changes in response to the change in a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided that, in the case of a non-financial variable, it is not specific to a party to the contract (i.e., the 'underlying').

ii) It requires no initial net investment or an initial net investment that is smaller than would be required for other types of contracts expected to have a similar response to changes in market factors.

iii) It is settled at a future date.

The Group enters into derivative transactions with various counterparties to hedge its foreign currency exchange rate risks. Derivative transaction consists of hedging of foreign exchange transactions, which includes forward contracts.

Derivatives are recorded at fair value and carried as assets when their fair value is positive and as liabilities when their fair value is negative. The notional amount and fair value of such derivatives are disclosed separately. Changes in the fair value of derivatives are recognised in the Statement of Profit and Loss.

4. STANDARDS ISSUED BUT NOT YET EFFECTIVE

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

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5. CASH AND CASH EQUIVALENTS

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Cash on hand	0.32	0.23
Balances with banks:		
In current / cash credit accounts	127.06	68.36
Bank deposits with original maturity of 3 months or less	85.29	170.08
Total cash and cash equivalents	**212.67**	**238.67**

6. BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
In current accounts (refer note 1 below)	0.14	0.12
Earmarked balances with banks:		
Unclaimed dividend bank balances	0.02	0.02
Unspent CSR bank balances	5.72	5.34
In fixed deposit accounts:		
Deposits given as security against borrowings and other commitments	23.45	22.74
Bank deposits with original maturity of more than 3 months (refer note 2 below)	636.50	537.07
Total bank balance other than cash and cash equivalents	**665.83**	**565.29**

Note:

1. Balance represents balance with banks in earmarked account i.e. "collection and pay-out account".
2. Represents bank deposits against overdraft facility except balance amounting to ₹ 1.63 crore as regular deposit.

7 TRADE RECEIVABLES

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Trade receivables considered good-secured	-	-
Trade receivables considered good-unsecured	6.54	4.30
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	-
Total trade receivables	**6.54**	**4.30**

Notes:

1. Impairment allowance recognised on trade receivables is ₹ Nil (Previous year: ₹ Nil).
2 . There is no due by directors or other officers of the Group or any firm or private company in which any director is a partner, a director or a member.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

Trade Receivables ageing schedule as at 31 March 2024

(₹ In Crores)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	5.12	1.27	0.15	-	-	6.54
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed Trade Receivables–considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Trade Receivables ageing schedule as at 31 March 2023

(₹ In Crores)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	4.03	0.15	0.12	-	-	4.30
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed Trade Receivables–considered good	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

8. LOANS

(₹ In Crores)

	As at 31 March 2024			As at 31 March 2023		
	At fair value through OCI	At amortised cost	Total	At fair value through OCI	At amortised cost	Total
(A) (I) Bills Receivables	-	121.07	121.07	-	82.38	82.38
Less: Impairment loss allowance	-	(0.27)	(0.27)	-	(0.53)	(0.53)
Total (A) (I)-Net	**-**	**120.80**	**120.80**	**-**	**81.85**	**81.85**
(A) (II) Term Loans - Gross	7,448.93	152.22	7,601.15	6,038.39	128.76	6,167.15
Less: Impairment loss allowance	-	(2.51)	(2.51)	-	(2.76)	(2.76)
Total (A) (II)-Net	**7,448.93**	**149.71**	**7,598.64**	**6,038.39**	**126.00**	**6,164.39**
Total (A) - Net	**7,448.93**	**270.51**	**7,719.44**	**6,038.39**	**207.85**	**6,246.24**
(B) (i) Secured by tangible assets	5,145.67	273.29	5,418.96	4,510.85	211.14	4,721.99
(ii) Unsecured	2,303.26	-	2,303.26	1,527.54	-	1,527.54
Total (B) - Gross	**7,448.93**	**273.29**	**7,722.22**	**6,038.39**	**211.14**	**6,249.53**
Less: Impairment loss allowance	-	(2.78)	(2.78)	-	(3.29)	(3.29)
Total (B) - Net	**7,448.93**	**270.51**	**7,719.44**	**6,038.39**	**207.85**	**6,246.24**

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

(₹ In Crores)

	As at 31 March 2024			As at 31 March 2023		
	At fair value through OCI	At amortised cost	Total	At fair value through OCI	At amortised cost	Total
(C) (I) Loans in India						
(i) Public Sector	-	-	-	-	-	-
(ii) Private Sector	7,448.93	273.29	7,722.22	6,038.39	211.14	6,249.53
Total (C) - Gross	**7,448.93**	**273.29**	**7,722.22**	**6,038.39**	**211.14**	**6,249.53**
Less: Impairment loss allowance	-	(2.78)	(2.78)	-	(3.29)	(3.29)
Total (C) (I) - Net	7,448.93	270.51	7,719.44	6,038.39	207.85	6,246.24
(C) (II) Loans outside India	-	-	-	-	-	-
Less: Impairment loss allowance	-	-	-	-	-	-
Total (C) (II) - Net	-	-	-	-	-	-
Total C(I) and C(II)	**7,448.93**	**270.51**	**7,719.44**	**6,038.39**	**207.85**	**6,246.24**

Loans or advances in the nature of loans are granted to promoters, directors, KMPs, and the related parties, either severally or jointly with any other person

Particulars	As at 31 March 2024	% to the total Loans and Advances in the nature of loans	As at 31 March 2023	% to the total Loans and Advances in the nature of loans
Promoter	Nil	Nil	Nil	Nil
Directors	Nil	Nil	0.13	0.00%
KMPs	Nil	Nil	Nil	Nil
Related parties	Nil	Nil	Nil	Nil

Notes:

1 . The impairment on loans measured at FVOCI do not reduce the carrying amount of these financial assets in the balance sheet, which remains at fair value. Instead, an amount equal to the allowance that would arise if the assets were measured at amortised cost is recognised in OCI as an accumulated impairment amount, with a corresponding charge to profit or loss.

8.1 An analysis of changes in the gross carrying amount of loans is given below*

(₹ In Crores)

	31 March 2024				31 March 2023			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount opening balance	**6,028.25**	**128.70**	**135.19**	**6,292.14**	**4,632.12**	**108.83**	**106.51**	**4,847.46**
Changes in opening credit exposures (net of repayment and excluding write off)	(4,351.55)	(65.35)	(48.93)	(4,465.83)	(3,262.82)	(36.72)	(39.43)	(3,338.97)
New assets originated (net of repayment)**	5,877.31	82.37	54.18	6,013.86	4,738.69	68.37	20.77	4,827.83
Transfers from Stage 1	(105.52)	45.59	59.93	-	(91.83)	39.23	52.60	-
Transfers from Stage 2	6.82	(50.80)	43.98	-	11.85	(50.94)	39.09	-
Transfers from Stage 3	1.33	0.36	(1.69)	-	0.41	-	(0.41)	-
Amounts written off	(0.13)	(1.58)	(47.32)	(49.03)	(0.17)	(0.07)	(43.94)	(44.18)
Gross carrying amount closing balance	**7,456.51**	**139.29**	**195.34**	**7,791.14**	**6,028.25**	**128.70**	**135.19**	**6,292.14**

* The above classification also includes balance of spread receivable on assigned portfolio. (Refer note no. 10)

** New assets originated are those assets which have either remained in stage 1 or have become stage 2 or 3 at the year end.

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for the year ended 31 March 2024 (Contd.)

8.2 Reconciliation of ECL balance is given below

(₹ In Crores)

	31 March 2024				31 March 2023			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
ECL allowance - opening balance	**31.82**	**22.37**	**54.10**	**108.29**	**46.38**	**13.38**	**45.19**	**104.95**
Changes in opening credit exposures (net of repayment and excluding write off)	2.98	2.90	(14.07)	(8.19)	(11.12)	4.50	(10.32)	(16.94)
New assets originated (net of repayment)	24.14	18.22	19.13	61.49	25.68	13.15	6.90	45.73
Transfers from Stage 1	(28.91)	9.58	19.33	-	(29.17)	6.56	22.61	-
Transfers from Stage 2	0.08	(23.31)	23.23	-	0.05	(15.18)	15.13	-
Transfers from Stage 3	* 0.00	0.05	(0.05)	-	* 0.00	-	* 0.00	-
Amounts written off	* 0.00	(0.25)	(26.04)	(26.29)	-	(0.04)	(25.41)	(25.45)
ECL allowance - closing balance	**30.11**	**29.56**	**75.63**	**135.30**	**31.82**	**22.37**	**54.10**	**108.29**

* Represents amount less than ₹ 50,000

The contractual amount outstanding on loans that have been written off during the year, but were still subject to enforcement activity is ₹ 49.03 crores at 31 March 2024 (31 March 2023: ₹ 44.18 crores).

The increase in ECL was driven by an increase in the gross amount of the portfolio, movements between stages as a result of increase in credit risk, change in probability of default, macro economic factors and management overlays due to estimated macro-economic factors. The extent to which macro-economic factors will impact current estimates of ECL is uncertain at this point of time. The Group has conducted a qualitative assessment and has considered forecasted macro economic factors and a higher probability of default to factor on impairment allowances. For further details, refer note 43.

8.3 Credit quality of loan assets

The table below shows the gross carrying amount of loans based on the Group's internal grading model and year-end stage classification of loans. The amounts presented are gross of impairment allowances. Details of the Group's internal grades are explained in note 43.1.

(₹ In Crores)

	31 March 2024				31 March 2023			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Internal grade								
Performing								
High quality assets	7,456.49	-	-	7,456.49	6,028.25	-	-	6,028.25
Quality assets	-	68.82	-	68.82	-	85.95	-	85.95
Standard assets	-	70.48	-	70.48	-	42.75	-	42.75
Non- performing								
Sub standard assets	-	-	97.23	97.23	-	-	45.96	45.96
Low quality assets	-	-	98.12	98.12	-	-	89.23	89.23
Total	**7,456.49**	**139.30**	**195.35**	**7,791.14**	**6,028.25**	**128.70**	**135.19**	**6,292.14**

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for the year ended 31 March 2024 (Contd.)

9. INVESTMENTS

(₹ In Crores)

	As at 31 March 2024			As at 31 March 2023		
	At amortised cost	At fair value through P&L	Total	At amortised cost	At fair value through P&L	Total
Investments						
Alternative investment funds	-	2.36	2.36	-	38.97	38.97
Pass through certificates under securitization transactions	507.81	-	507.81	527.76	-	527.76
Market linked debentures	-	50.95	50.95	-	188.25	188.25
Non - convertible debentures	159.08	-	159.08	31.62	-	31.62
Mutual fund units	-	6.14	6.14	-	4.68	4.68
Total – Gross (A)	666.89	59.45	726.34	559.38	231.90	791.28
(i) Investments outside India	-	-	-	-	-	-
(ii) Investments in India	666.89	59.45	726.34	559.38	231.90	791.28
Total (B)	666.89	59.45	726.34	559.38	231.90	791.28
Less: Allowance for impairment loss (C)	**(0.18)**	**-**	**(0.18)**	**(0.24)**	**-**	**(0.24)**
Total – Net D= (A)-(C)	**666.71**	**59.45**	**726.16**	**559.14**	**231.90**	**791.04**

10. OTHER FINANCIAL ASSETS

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Security deposits	1.72	1.17
Derivative financial instruments	2.02	-
Interest accrued but not due on investments	2.75	2.43
Spread receivable on assigned portfolio	68.92	42.61
Advances to dealers	3.45	7.63
Other Recievable	-	7.79
Total other financial assets	**78.86**	**61.63**

11. PROPERTY, PLANT AND EQUIPMENTS AND INTANGIBLE ASSETS

(₹ In Crores)

	Property, plant and equipment (a)					Intangible assets (b)		
Nature of assets	**Buildings**	**Office equipment**	**Furniture and fixtures**	**Vehicles**	**Total**	**Software**	**Other intangibles**	**Total**
Cost								
At 31 March 2022	**6.68**	**5.15**	**3.54**	**3.89**	**19.26**	**0.62**	*** 0.00**	**0.62**
Additions	-	1.83	1.26	0.95	4.04	1.04	-	1.04
Disposals	-	-	-	0.42	0.42	-	-	-
At 31 March 2023	**6.68**	**6.98**	**4.80**	**4.42**	**22.88**	**1.66**	*** 0.00**	**1.66**
Additions	-	3.45	2.35	3.94	9.74	0.50	-	0.50
Disposals	-	0.05	-	1.02	1.07	-	-	-
At 31 March 2024	**6.68**	**10.38**	**7.15**	**7.34**	**31.55**	**2.16**	*** 0.00**	**2.16**
Depreciation/Amortisation								
At 31 March 2022	**0.55**	**2.74**	**1.17**	**1.87**	**6.33**	**0.40**	*** 0.00**	**0.40**
Depreciation/amortization charge	0.11	0.98	0.52	0.56	2.17	0.23	* 0.00	0.23
Disposal	-	* 0.00	-	0.28	* 0.28	-	-	-
At 31 March 2023	**0.66**	**3.72**	**1.69**	**2.15**	**8.22**	**0.63**	*** 0.00**	**0.63**
Depreciation/amortization charge	0.11	1.52	0.81	0.66	3.10	0.52	-	0.52
Disposal	-	0.04	-	0.96	1.00	-	-	-
At 31 March 2024	**0.77**	**5.20**	**2.50**	**1.85**	**10.32**	**1.15**	*** 0.00**	**1.15**
Net block value:								
At 31 March 2023	6.02	3.26	3.11	2.27	14.66	1.03	* 0.00	1.03
At 31 March 2024	**5.91**	**5.18**	**4.65**	**5.49**	**21.23**	**1.01**	*** 0.00**	**1.01**

* Represents amount less than ₹ 50,000

Note: No revaluation of any class of asset is carried out during the year.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

11 (c) Right-of-use Asset

The details of the right-of-use asset held by the Group is as follows:

Office Premises	
At 31 March 2022	**3.18**
Additions	0.89
Disposals	-
At 31 March 2023	**4.07**
Additions	3.50
Disposals	1.59
At 31 March 2024	**5.98**
Depreciation	
At 31 March 2022	**2.57**
Additions	0.32
Disposals	* 0.00
At 31 March 2023	**2.89**
Additions	0.67
Disposals	0.77
At 31 March 2024	**2.79**
Net Block Value:	
At 31 March 2023	**1.18**
At 31 March 2024	**3.19**

11 (d) Capital work in progress

Capital work in progress includes borrowing costs related to development of building amounted to ₹ 1.01 crores (31 March 2023: ₹ 1.24 crores). Finance costs are capitalised at MCLR + 1.15% p.a. - presently 10.30% p.a. for the year ended 31 March 2024.

Capital work-in-progress	
Capital work-in-progress	
At 31 March 2022	52.04
Additions	5.62
Disposals	**-**
At 31 March 2023	**57.66**
Additions	**12.14**
Disposals	-
At 31 March 2024	**69.80**

Capital work in progress Ageing Schedule

(₹ In Crores)

Capital work in progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2024					
Projects in progress	12.14	5.72	1.91	50.03	69.80
Projects temporarily suspended	-	-	-	-	-
As at 31 March 2023					
Projects in progress	5.72	1.91	1.81	48.22	57.66
Projects temporarily suspended	-	-	-	-	-

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

Capital work in progress completion schedule for projects where completion is overdue

(₹ In Crores)

Capital work in progress	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2024					
MAS headquarters	-	-	-	69.80	69.80
As at 31 March 2023					
MAS headquarters	-	-	-	57.66	57.66

11 (e) Intangible assets under development

Intangible assets under development	
At 31 March 2022	**0.04**
Additions	0.33
Disposals	0.04
At 31 March 2023	**0.33**
Additions	0.24
Disposals	0.33
At 31 March 2024	**0.24**

Intangible assets under development aging schedule

(₹ In Crores)

Intangible assets under development	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2024					
Projects in progress	0.24	-	-	-	0.24
Projects temporarily suspended	-	-	-	-	-
As at 31 March 2023					
Projects in progress	0.33	-	-	-	0.33
Projects temporarily suspended	-	-	-	-	-

12. OTHER NON-FINANCIAL ASSETS

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Prepaid expenses	14.36	4.48
Advances to employees	0.19	0.13
Re-possessed assets	8.16	3.54
Balance with Government Authorities	2.39	1.67
Capital advances	0.03	0.02
Gratuity fund [refer note 40(b)]	1.59	0.69
Other advances	1.28	0.81
Total	**28.00**	**11.34**

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for the year ended 31 March 2024 (Contd.)

13. PAYABLES

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
(a) Trade payables		
(i) total outstanding dues of micro enterprises and small enterprises	0.03	0.13
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	21.12	14.55
(b) Other payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	1.89	1.84
Total	**23.04**	**16.52**

Trade Payables aging schedule

(₹ In Crores)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2024					
(i) MSME	0.03	-	-	-	0.03
(ii) Others	21.12	-	-	-	21.12
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
As at 31 March 2023					
(i) MSME	0.13	-	-	-	0.13
(ii) Others	14.55	-	-	-	14.55
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Micro, Small and Medium Enterprises:

Based on and to the extent of the information received by the Group from the suppliers during the year regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the total outstanding dues of Micro and Small enterprises, which are outstanding for more than the stipulated period and other disclosures as per the Micro, Small and Medium Enterprises Development Act, 2006 (hereinafter referred to as "the MSMED Act") are given below:

	As at 31 March 2024	As at 31 March 2023
(a) Dues remaining unpaid to any supplier at the year end		
- Principal	-	0.13
- Interest on above	-	-
(b) Interest paid in terms of Section 16 of the MSMED Act along with the amount of payment made to the supplier beyond the appointed day during the year		
- Principal paid beyond the appointed date	-	-
- Interest paid in terms of Section 16 of the MSMED Act	-	-
(c) Amount of interest due and payable for the period of delay on payments made beyond the appointed day during the year	-	-
(d) Amount of interest accrued and remaining unpaid	-	-
(e) Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises		-

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14. DEBT SECURITIES (AT AMORTISED COST) (REFER NOTE 14.1)

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Secured non-convertible debentures	531.25	31.25
Secured Market Linked debenture	100.00	600.00
Less: Unamortised borrowing costs	(4.39)	(3.99)
Total	**626.86**	**627.26**
Debt securities in India	626.86	627.26
Debt securities outside India	-	-
Total	**626.86**	**627.26**

14.1 Details of terms of redemption/repayment in respect of debt securities:

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Debentures				
500 rated, listed, redeemable, senior, secured, non-convertible debentures of ₹ 10,00,000 each	6.25	31.25	Coupon Rate: Benchmark Rate +173 bps Coupon Payment frequency : Monthly and on Maturity Principal Payment frequency: Quarterly Tenor : 2 years	Secured by a first ranking exclusive Hypothecation charge over Assets
10,000, secured, listed, rated, unsubordinated, redeemable, transferable, non-convertible debentures ₹1,00,000 each	100.00	-	"Coupon Rate:Benchmark Rate +271 bps Coupon Payment frequency : Quartyerly and on Maturity Principal Payment frequency: Bullet Payment at the end of the tenor Tenor : 3 years	Secured by a first ranking exclusive Hypothecation charge over Assets
10000, rated, listed, senior, secured, redeemable, taxable, transferable, non-convertible debentures of ₹1,00,000 each	100.00	-	"Coupon Rate:Fixed Coupon Payment frequency : Monthly and on Maturity Principal Payment frequency: Bullet Payment at the end of the tenor Tenor : 1 year 6 months	Secured by a first ranking exclusive Hypothecation charge over Assets
12,500, fully paid, senior, secured, listed, rated, taxable, redeemable, transferable, non-convertible debentures ₹1,00,000 each	125.00	-	"Coupon Rate:Benchmark Rate +266 bps Coupon Payment frequency : Yearly and on Maturity Principal Payment frequency: Bullet Payment at the end of the tenor Tenor : 1 year 6 months	Secured by a first ranking exclusive Hypothecation charge over Assets
20,000 rated, listed, senior, secured, redeemable, transferable, taxable, non-convertible debentures of ₹1,00,000 each	200.00	-	"Coupon Rate: Benchmark rate Coupon Payment frequency : Monthly and on Maturity Principal Payment frequency: Semi annualy Tenor : 4 years	Secured by a first ranking exclusive Hypothecation charge over Assets
Market Linked Debentures	-	100.00	"Coupon Rate: Market Linked Coupon Payment frequency : on Maturity Principal Payment frequency: Bullet Payment at the end of the tenor Tenor : 2 Year and 6 Month	Secured by a first ranking exclusive Hypothecation charge over Assets
Market Linked Debentures	-	100.00	Coupon Rate: Market Linked Coupon Payment frequency : on Maturity Principal Payment frequency: Bullet Payment at the end of the tenor Tenor : 2 Year and 1 day	Secured by a first ranking exclusive Hypothecation charge over Assets

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Market Linked Debentures	-	100.00	"Coupon Rate: Market Linked Coupon Payment frequency : on Maturity Principal Payment frequency: Bullet Payment at the end of the tenor Tenor : 2 Year and 2 months	Secured by a first ranking exclusive Hypothecation charge over Assets
Market Linked Debentures	-	100.00	"Coupon Rate: Market Linked Coupon Payment frequency : on Maturity Principal Payment frequency: Bullet Payment at the end of the tenor Tenor : 1 Year and 6 months	Secured by a first ranking exclusive Hypothecation charge over Assets
Market Linked Debentures	-	100.00	"Coupon Rate: Market Linked Coupon Payment frequency : on Maturity Principal Payment frequency: Bullet Payment at the end of the tenor Tenor : 1 Year and 6 months	Secured by a first ranking exclusive Hypothecation charge over Assets
Market Linked Debentures	100.00	100.00	"Coupon Rate: Market Linked Coupon Payment frequency : on Maturity Principal Payment frequency: Bullet Payment at the end of the tenor Tenor : 2 Year and 2 days	Secured by a first ranking exclusive Hypothecation charge over Assets
Total debentures	**631.25**	**631.25**		

15. BORROWINGS (OTHER THAN DEBT SECURITIES) (AT AMORTISED COST)

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
(a) Term loans (refer note 15.1)		
(i) from banks		
-In Indian Rupees	3,544.32	3,170.77
-In Foreign Currency [refer note 43.3(b)]	602.18	-
(ii) from NHB	22.36	28.53
(iii) from other parties (financial institutions)	1,254.76	751.98
(b) Loans repayable on demand from banks-cash credit/overdraft (Refer note below)	-	20.35
(c) Short term loans from banks (Refer note below)	1,114.50	1,304.43
Less: Unamortised borrowing costs	(41.24)	(28.49)
Total	**6,496.88**	**5,247.57**
Secured	6,471.97	5,222.70
Unsecured	24.91	24.87
Total	**6,496.88**	**5,247.57**
Borrowings in India	6,496.88	5,247.57
Borrowings outside India	-	-
Total	**6,496.88**	**5,247.57**

Note:

For cash credit / Overdraft and short term loans

a) Cash credit / short term loans from banks are secured by hypothecation of movable assets of the Group and goods covered under hypothecation ("HP") agreements / Loan cum HP agreements and book debts, receivables, loans and advances and entire portfolio outstanding (except specific portfolio generated from various term loans sanctioned by various banks/financial institutions on an exclusive basis) and equitable mortgage/negative lien by deposit of title deeds

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for the year ended 31 March 2024 (Contd.)

on some of the Group's immovable properties, as collateral security. The loans are also guaranteed by Mr. Kamlesh Chimanlal Gandhi, Mrs. Shweta Kamlesh Gandhi and Legal heirs of Late Mr. Mukesh Chimanlal Gandhi. Overdraft loans are secured against fixed deposits placed.

b) Interest rate range

Interest rate ranges from 8.75 % p.a. to 10.85 % p.a. as at 31 March 2024.

Interest rate ranges from 4.00 % p.a. to 11.55 % p.a. as at 31 March 2023.

The Group has not defaulted in repayment of borrowings and interest.

The Group has borrowings from banks or financial institutions on the basis of security of current assets and the quarterly returns or statements of current assets filed by the Group with banks or financial institutions are in agreement with the books of accounts of the Group.

The carrying amount of financial assets which is hypothecated against all secured borrowing inclusive of margin requirement ranging from 1.10 times to 1.25 times is amounting to ₹ 7972.01 crores (31 March 2023: ₹ 6631.46 crores).

15.1 Details of terms of repayment in respect of term loans:

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Term loans from banks (Refer note i)				
Term Loan - 1	-	8.00	Repayable in 12 Quarterly installments from 30 June 2021	Exclusive charge by way of hypothecation of on standard receivables of the Borrower
Term Loan - 2	25.00	58.33	Repayable in 12 Quarterly installments from 31 March 2022	Exclusive charge by way of hypothecation of on standard receivables of the Borrower
Term Loan - 3	27.95	43.95	Repayable in 20 Quarterly installments from 30 June 2021.	Secured by a first ranking and exclusive charge on standard receivables of the Holding Company created out of the loan availed. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 4	74.99	105.00	Repayable in 20 Quarterly installments from 05 November 2021.	Exclusive charge by way of hypothecation of standard book debts/ receivables which are to be financed by the Holding Company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 5	66.67	133.33	Repayable in 12 Quarterly installments from 30 June 2022.	Exclusive first charge on the specific loan portfolio of the Borrower by way of hypothecation on the loan installments receivables. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 6	41.67	83.33	Repayable in 36 monthly installments from 01 May 2022.	First Exclusive hypothecation charge on book debts created out of Bank Loan.
Term Loan - 7	50.09	70.03	Repayable in 20 Quarterly installments from 31 March 2022.	Exclusive charge by way of hypothecation of standard book debts/ receivables which are financed/ to be financed by the Holding Company out of the proposed term loan to the Holding Company.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Term Loan - 8	-	27.27	Repayable in 33 monthly installments from 30 July 2021.	Secured by a first and exclusive charge on specific receivables of the Holding Company created out of the loan availed .
Term Loan - 9	18.18	36.36	Repayable in 33 monthly installments from 30 July 2022.	Secured by a first and exclusive charge on specific receivables of the Holding Company created out of the loan availed .
Term Loan - 10	8.45	12.24	Repayable in 96 monthly installments from 7 April 2018.	First and exclusive charge on land, property and commercial property under construction.
Term Loan - 11	0.34	2.58	Repayable in 36 monthly installments from 7 April 2021.	Secured by a first and exclusive charge on specific receivables of the Holding Company created out of the loan availed .
Term Loan - 12	1.35	10.32	Repayable in 36 monthly installments from 7 April 2021.	Secured by a first and exclusive charge on specific receivables of the Holding Company created out of the loan availed .
Term Loan - 13	0.56	4.30	Repayable in 36 monthly installments from 7 April 2021.	Secured by a first and exclusive charge on specific receivables of the Holding Company created out of the loan availed .
Term Loan - 14	1.14	3.40	Repayable in 36 monthly installments from 7 August 2021.	Secured by a first and exclusive charge on specific receivables of the Holding Company created out of the loan availed .
Term Loan - 15	4.55	13.60	Repayable in 36 monthly installments from 7 August 2021.	Secured by a first and exclusive charge on specific receivables of the Holding Company created out of the loan availed .
Term Loan - 16	1.90	5.67	Repayable in 36 monthly installments from 7 August 2021.	Secured by a first and exclusive charge on specific receivables of the Holding Company created out of the loan availed .
Term Loan - 17	2.13	4.45	Repayable in 36 monthly installments from 7 January 2022.	Secured by a first and exclusive charge on specific receivables of the Holding Company created out of the loan availed .
Term Loan - 18	8.53	17.80	Repayable in 36 monthly installments from 7 January 2022.	Secured by a first and exclusive charge on specific receivables of the Holding Company created out of the loan availed .
Term Loan - 19	3.55	7.42	Repayable in 36 monthly installments from 7 January 2022.	Secured by a first and exclusive charge on specific receivables of the Holding Company created out of the loan availed .
Term Loan - 20	-	13.33	Repayable in 36 monthly installments from 30 April 2021.	Secured by a first and exclusive charge on specific book debt and future receivables of the Holding Company created/to be created out of the loan availed .
Term Loan - 21	27.94	50.11	Repayable in 18 Quarterly installments from 30 December 2021.	Exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the Holding Company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 22	55.64	77.78	Repayable in 18 Quarterly installments from 24 September 2022.	Exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the Holding Company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 23	20.00	40.00	Repayable in 10 Quarterly installments from 14 December 2022.	Exclusive charge by way of hypothecation of on standard receivables of the Borrower

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Term Loan - 24	8.30	24.98	Repayable in 12 Quarterly installments from 16 December 2021.	Exclusive charge by way of Hypothecation of book debt/receivables arising out of bank financial assets of the borrower.
Term Loan - 25	-	6.50	Repayable in 16 Quarterly installments from 30 September 2019.	Secured by Hypothecation of portfolio of the Holding Company created out of the term loan. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
Term Loan - 26	-	25.50	Repayable in 16 Quarterly installments from 29 February 2020.	Secured by Hypothecation of portfolio of the Holding Company created out of the term loan. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
Term Loan - 27	5.00	10.00	Repayable in 16 Quarterly installments from 26 June 2021.	Exclusive charge by way of hypothecation on book debts under standard assets portfolio of the borrower eligible for Bank finance.
Term Loan - 28	21.53	65.99	Repayable in 18 Quarterly installments from 31 December 2020.	Exclusive charge by the way of hypothecation on specific receivables of the Holding Company. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 29	42.09	63.16	Repayable in 19 Quarterly installments from 30 September 2021.	Exclusive charge by the way of hypothecation on specific receivables of the Holding Company. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 30	164.93	225.00	Repayable in 20 Quarterly installments from 31 March 2022.	Exclusive charge by the way of hypothecation on specific receivables of the Holding Company. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 31	53.85	84.62	Repayable in 13 Quarterly installments from 29 December 2022.	Exclusive charge on specific standard book debts and receivables which are financed / to be financed by the Holding Company out of the bank finance.
Term Loan - 32	97.50	127.50	Repayable in 20 Quarterly installments from 30 September 2022.	Exclusive charge by way of hypothecation of standard book debts/ receivables which are to be financed by the Holding Company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 33	133.33	200.00	Repayable in 12 Quarterly installments from 30 June 2023.	Exclusive first charge on the specific loan portfolio of the Borrower by way of hypothecation on the loan installments receivables. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 34	24.96	41.66	Repayable in 36 monthly installments from 30 October 2022.	Exclusive charge on the specific standard book debts/loan receivables of Holding Company.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Term Loan - 35	15.00	25.00	Repayable in 12 Quarterly installments from 23 December 2022.	Exclusive first charge by way of hypothecation of receivables created out of bank finance.
Term Loan - 36	54.55	75.00	Repayable in 33 monthly installments from 31 July 2023.	Secured by a first and exclusive charge on specific receivables of the Holding Company created out of the loan availed .
Term Loan - 37	19.07	33.60	Repayable in 36 monthly installments from 7 June 2022.	Secured by a first and exclusive charge on specific receivables of the Holding Company created out of the loan availed .
Term Loan - 38	51.08	83.55	Repayable in 36 monthly installments from 7 October 2022.	Secured by a first and exclusive charge on specific receivables of the Holding Company created out of the loan availed .
Term Loan - 39	34.72	50.00	Repayable in 36 monthly installments from 7 May 2023.	Secured by a first and exclusive charge on specific receivables of the Holding Company created out of the loan availed .
Term Loan - 40	62.50	87.50	Repayable in 16 Quarterly installments from 31 December 2022.	Secured by exclusive charge on the book debt and receivables of the Holding Company
Term Loan - 41	112.50	142.50	Repayable in 20 Quarterly installments from 29 March 2023.	Exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the Holding Company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 42	68.75	93.75	Repayable in 16 Quarterly installments from 31 March 2023.	Secured by exclusive charge on the book debt and receivables of the Holding Company
Term Loan - 43	120.00	150.00	Repayable in 20 Quarterly installments from 31 May 2023.	Exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the Holding Company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 44	41.64	75.00	Repayable in 12 Quarterly installments from 29 September 2022.	First & Exclusive charge by way of hypothecation on the Borrower's specific loan receivables.
Term Loan - 45 (refer note below)	300.33	380.00	Repayable in 20 Quarterly installments from 31 January 2023.	Secured by Hypothecation of portfolio of the Holding Company created out of the term loan. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
Note : Out of the Above ₹ 300.33 crore outstanding as on 31 March 2024, ₹ 23.29 crore is in Indian Rupees and remaining amount of ₹ 277.04 crore is in foreign currency.				
Term Loan - 46	25.00	30.00	Repayable in 30 monthly installments from 6 November 2023.	Exclusive charge by way of hypothecation of the specific receivables/book debt of the Holding Company
Term Loan - 47	16.00	29.71	Repayable in 36 monthly installments from 29 July 2022.	Secured by a first and exclusive charge on specific book debt and future receivables of the Holding Company created/to be created out of the loan availed .

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Term Loan - 48	11.66	18.33	Repayable in 12 Quarterly installments from 31 March 2023.	Secured by exclusive charge on the book debt and receivables of the Holding Company
Term Loan - 49	14.17	24.17	Repayable in 36 monthly installments from 25 September 2022.	Secured by first and exclusive charge on Book Debts/ Loan assets of the Holding Company
Term Loan - 50	126.92	-	Repayable in 13 Quarterly installments from 20 December 2023	Exclusive charge on specific standard book debts and receivables which are financed / to be financed by the Holding Company out of the bank finance.
Term Loan - 51	23.08	-	Repayable in 13 Quarterly installments from 16 March 2024 .	Exclusive charge on specific standard book debts and receivables which are financed / to be financed by the Holding Company out of the bank finance.
Term Loan - 52	170.00	-	Repayable in 20 Quarterly installments from 30 September 2023.	Exclusive charge by way of hypothecation of standard book debts/ receivables which are to be financed by the Holding Company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 53	18.10	-	Repayable in 36 monthly installments from 01 June 2023	First and Exclusive charge by Hypothecation of Book Debts
Term Loan - 54	89.97	-	Repayable in 20 Quarterly installments from 31 Decemmber 2023.	Exclusive charge by way of hypothecation of standard book debts/ receivables which are financed/ to be financed by the Holding Company out of the proposed term loan to the Holding Company.
Term Loan - 55	22.91	-	Repayable in 12 Quarterly Installments from 28 March, 2024	Exclusive charge on book debts by way of hypothecation on specific standard receivables of the Holding Company
Term Loan - 56	50.00	-	Repayable in 36 monthly installments from 28 April 2024.	Exclusive charge on the specific standard book debts/loan receivables of Holding Company.
Term Loan - 57	44.00	-	Repayable in 36 monthly installments from 7 May 2024.	Secured by a first and exclusive charge on specific receivables of the Holding Company created out of the loan availed .
Term Loan - 58	84.86	-	Repayable in 36 monthly installments from 7 February 2024.	Secured by a first and exclusive charge on specific receivables of the Holding Company created out of the loan availed .
Term Loan - 59	82.86	-	Repayable in 36 monthly installments from 7 October 2023.	Secured by a first and exclusive charge on specific receivables of the Holding Company created out of the loan availed .
Term Loan - 60	135.00	-	Repayable in 20 Quarterly installments from 30 November 2023	Exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the Holding Company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Term Loan - 61	67.50	-	Repayable in 20 Quarterly installments from 28 December 2023	Exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the Holding Company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 62	71.25	-	Repayable in 20 Quarterly installments from 05 February 2024	Exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the Holding Company out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 63	37.50	-	Repayable in 12 Quarterly installments from 30 September 2023.	First & Exclusive charge by way of hypothecation on the Borrower's specific loan receivables.
Term Loan - 64	41.67	-	Repayable in 12 Quarterly Installments from 31 October 2023	Hypothecation on the Specific unencunbered secured standard loan receivales and book debts of the Holding Company arising from loans and advances.
Term Loan - 65	75.00	-	Repayable in 36 monthly installments from 30 July 2023.	Secured by a first and exclusive charge on specific book debt and future receivables of the Holding Company created/to be created out of the loan availed .
Term Loan - 66 (refer note below)	451.52	-	Repayable in 20 Quarterly installments from 25 December 2023.	Secured by Hypothecation of portfolio of the Holding Company created out of the term loan. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
Note : Out of the Above ₹ 451.52 crore outstanding as on 31 March 2024, ₹ 151.52 crore is in Indian Rupees and remaining amount of 300 crore is in foreign currency				
Term Loan - 67	100.00	-	Repayable in 36 monthly installments from 30 April 2024.	Secured by a first and exclusive charge on specific book debt and future receivables of the Holding Company created/to be created out of the loan availed .
Term Loan - 68	83.30	-	Repayable in 12 Quarterly installments from 31 December 2023.	Exclusive charge by the way of hypothecation on specific receivables of the Holding Company. Personal Guarantee of Mr. Kamlesh Gandhi and Mrs. Shweta Gandhi.
Term Loan - 69	187.50	-	Repayable in 16 Quarterly Installments from 31 march, 2024	Exclusive First charge by way of hypothecation over speicifc Standard receivables.
Term Loan - 70	-	5.00	"Repayment in 36 Monthly Instalments from 03 April 2021 "	The Term loan shall be secured by exclusive hypothecation of present & future loan receivables of the MRHMFL created out of the loan. Personal Guarantee of Mr. Kamlesh Gandhi.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Term Loan - 71	-	1.05	"Repayment in 24 Quarterly Instalments starting from 31 March 2017 "	Loan is secured by hypothecation charge on portfolio created form the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi & legal heirs of Late Mr. Mukesh Gandhi.
Term Loan - 72	-	0.39	"Repayment in 24 Quarterly Instalments starting from 31 March 2017 "	Loan is secured by hypothecation charge on portfolio created form the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi & legal heirs of Late Mr. Mukesh Gandhi.
Term Loan - 73	-	0.21	Repayment in 24 Quarterly Instalments starting from 30 June 2017	Loan is secured by Hypothecation on receivables. Personal Guarantee of Mr. Kamlesh Gandhi & legal heirs of Late Mr. Mukesh Gandhi.
Term Loan - 74	-	0.83	Repayment in 24 Quarterly Instalments starting from 30 June 2017	Loan is secured by Hypothecation on receivables. Personal Guarantee of Mr. Kamlesh Gandhi & legal heirs of Late Mr. Mukesh Gandhi.
Term Loan - 75	2.48	4.56	Repayment in 57 Monthly Instalments starting from 30 October 2020	Loan is secured by Exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the MRHMFL out of the bank finance to the MRHMFL. Personal Guarantee of Mr. Kamlesh Gandhi.
Term Loan - 76	13.94	21.33	Repayment in 60 Monthly Instalments starting from 30 July 2021	Loan is secured by Exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the MRHMFL out of the bank finance to the MRHMFL. Personal Guarantee of Mr. Kamlesh Gandhi.
Term Loan - 77	2.06	3.74	Repayment in 24 Quarterly Instalments starting from 31 January 2019	The Loan is secured by Exclusive charge by way of hypothecation on standard assets portfolio of receivables (excluding stressed assets).Personal Guarantee of Mr. Kamlesh Gandhi.
Term Loan - 78	1.22	2.06	Repayment in 24 Quarterly Instalments starting from 30 September 2019	The Loan is secured by Exclusive charge by way of hypothecation on standard assets portfolio of receivables (excluding stressed assets).Personal Guarantee of Mr. Kamlesh Gandhi.
Term Loan - 79	3.69	5.35	Repayment in 24 Quarterly Instalments from 31 December 2020	The Loan is secured by Exclusive charge by way of hypothecation on standard assets portfolio of receivables (excluding stressed assets).Personal Guarantee of Mr. Kamlesh Gandhi.
Term Loan - 80	6.84	9.97	Repayment in 24 Quarterly Instalments from 30 June 2021	The Loan is secured by Exclusive charge by way of hypothecation on standard assets portfolio of receivables (excluding stressed assets).Personal Guarantee of Mr. Kamlesh Gandhi.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Term Loan - 81	6.99	11.10	Repayment in 26 Quarterly Instalments starting from 28 February 2019	Loan is secured by Hypothecation on receivables. Personal Guarantee of Mr. Kamlesh Gandhi & Mrs Shweta Gandhi.
Term Loan - 82	0.40	2.08	Repayment in 24 Quarterly Instalments from 31 March 2018	The Term loan shall be secured by first ranking and exclusive charge on standard receivables of the MRHMFL (identified loan assets) sufficient to provide one time security cover of the outstanding amount of the term loan on a continuous basis, during the tenure of the term loan. Personal Guarantee of Mr. Kamlesh Gandhi.
Term Loan - 83	-	11.11	Repayment in 18 Quarterly Instalments from 30 June 2019	The Term loan shall be secured by first ranking and exclusive charge on standard receivables of the MRHMFL (identified loan assets) sufficient to provide security cover of the outstanding amount of the term loan on a continuous basis, during the tenure of the term loan. Personal Guarantee of Mr. Kamlesh Gandhi.
Term Loan - 84	4.50	6.50	Repayment in 20 Quarterly Instalments from 25 September 2021	Exclusive charge by way of hypothecation of book debts, which are financed/ to be financed by the MRHMFL out of the bank financed to the MRHMFL. Personal Guarantee of Mr. Kamlesh Gandhi.
Term Loan - 85	24.21	32.00	Repayment in 10 Quarterly Instalments from 25 June 2022	Loan is secured by Exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the MRHMFL out of the bank finance to the MRHMFL. Personal Guarantee of Mr. Kamlesh Gandhi.
Term Loan - 86	6.78	8.21	Repayment in 28 Quarterly Instalments from 31 March 2022	First & Exclusive Charge by way of Hypothecation of such of the book debts, which are financed to be financed by the MRHMFL out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi.
Term Loan - 87	7.00	9.00	Repayment in 20 Quarterly Instalments from 22 December 2022	Exclusive charge by way of hypothecation of book debts, which are financed/ to be financed by the MRHMFL out of the bank financed to the MRHMFL. Personal Guarantee of Mr. Kamlesh Gandhi.
Term Loan - 88	19.63	25.00	Repayment in 48 Monthly Instalments from 15 April 2023	First Exclusive charge by way of hypothecation on the MRHMFL's present and future loan receivables. Personal Guarantee of Mr. Kamlesh Gandhi.
Term Loan - 89	8.21	9.64	Repayment in 28 Quarterly Instalments from 8 March 2023	First & Exclusive Charge by way of Hypothecation of such of the book debts, which are financed to be financed by the MRHMFL out of the bank finance. Personal Guarantee of Mr. Kamlesh Gandhi

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Term Loan - 90	24.07	-	Exclusive charge by way of hypothecation of such book debts , which are financed/to be financed by the company out of bank finance.	Exclusive charge by way of hypothecation of such book debts , which are financed/ to be financed by the MRHMFL out of bank finance.
Term Loan - 91	14.46	-	Repayment in 84 monthly installments from 21 January 2024	Exclusive charge by way of hypothecation of specific loan receivables/ book debts of the MRHMFL.
Term Loan - 92	9.00	-	Repayment in 20 Quarterly Instalments from 27 December 2023	Exclusive charge by way of hypothecation of book debts, which are financed/ to be financed by the company out of the bank financed to the Company. Personal Guarantee of Mr. Kamlesh Gandhi.
Term Loan - 93	5.00	-	Repayment in 60 monthly installments from 07 May 2024	First & Exclusive Hypothecation of book debts / receivables
Term Loan - 94	22.50	-	Repayment in 20 Quarterly Instalments from 30 November 2023	Exclusive charge on present and future book debts and receivables
Term Loan - 95	9.73	-	Repayment in 84 monthly installments from 30 January 2024	Loan is secured by Exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the company out of the bank finance to the company. Personal Guarantee of Mr. Kamlesh Gandhi.
Term Loan - 96	25.15	-	Repayment in 40 Quarterly Instalments from 30 April 2024	Loan is secured by Hypothecation on receivables. Personal Guarantee of Mr. Kamlesh Gandhi & Mrs Shweta Gandhi.
Note: Out of the Above ₹ 25.15 crore outstanding as on 31 March 2024, ₹ 0.01 crore is in Indian Rupees and remaining amount of ₹ 25.14 crore is in foreign currency				
Term Loan - 97	13.39	-	Repayment in 28 Quarterly Instalments from 30 September 2023	The Term loan shall be secured by first ranking and exclusive charge on standard receivables of the Company (identified loan assets) sufficient to provide security cover of the outstanding amount of the term loan on a continuous basis, during the tenure of the term loan. Personal Guarantee of Mr. Kamlesh Gandhi.
Term Loan - 98	13.25	-	Repayment in 60 Monthly Instalments starting from 25 September 2023	First and Exclusive Charge on book debt/ Loan Assets of the MRHMFL
Total term loans from banks	**4,146.50**	**3,170.77**		

Note (i):

Interest rate ranges from 6.76% p.a to 11.70% p.a as at 31 March 2024.

Interest rate ranges from 8.65% p.a to 11.90% p.a as at 31 March 2023.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Term loans from NHB (Refer note ii)				
Term Loan from NHB - 1	0.73	1.25	Repayment in 39 Quarterly Instalments from 01 July 2017	First & Exclusive Hypothecation of Specific Receivables of the MRHMFL. Personal Guarantee of Mr. Kamlesh Gandhi & legal heirs of Late Mr. Mukesh Gandhi.
Term Loan from NHB - 2	1.04	1.48	Repayment in 39 Quarterly Instalments from 01 October 2017	First & Exclusive Hypothecation of Specific Receivables of the MRHMFL. Personal Guarantee of Mr. Kamlesh Gandhi & legal heirs of Late Mr. Mukesh Gandhi.
Term Loan from NHB - 3	1.12	1.38	Repayment in 60 Quarterly Instalments from 01 October 2019	First & Exclusive Hypothecation of Specific Receivables of the MRHMFL. Personal Guarantee of Mr. Kamlesh Gandhi & legal heirs of Late Mr. Mukesh Gandhi.
Term Loan from NHB - 4	-	0.10	Repayment in 60 Quarterly Instalments from 01 October 2019	First & Exclusive Hypothecation of Specific Receivables of the MRHMFL. Personal Guarantee of Mr. Kamlesh Gandhi & legal heirs of Late Mr. Mukesh Gandhi.
Term Loan from NHB - 5	1.96	2.35	Repayment in 60 Quarterly Instalments from 01 July 2020	First & Exclusive Hypothecation of Specific Receivables of the MRHMFL. Personal Guarantee of Mr. Kamlesh Gandhi & legal heirs of Late Mr. Mukesh Gandhi.
Term Loan from NHB - 6	1.80	2.12	Repayment in 39 Quarterly Instalments from 01 October 2020	First & Exclusive Hypothecation of Specific Receivables of the MRHMFL. Personal Guarantee of Mr. Kamlesh Gandhi & legal heirs of Late Mr. Mukesh Gandhi.
Term Loan from NHB - 7	0.50	0.62	Repayment in 39 Quarterly Instalments from 31 July 2020	First & Exclusive Hypothecation of Specific Receivables of the MRHMFL. Personal Guarantee of Mr. Kamlesh Gandhi & legal heirs of Late Mr. Mukesh Gandhi.
Term Loan from NHB - 8	0.46	0.79	Repayment in 51 Quarterly Instalments from 01 July 2014	A first exclusive mortgage and or a first exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the MRHMFL. Corporate Guarantee of MAS Financial Services Ltd.
Term Loan from NHB - 9	4.76	6.52	Repayment in 27 Quarterly Instalments from 01 October 2022	A first exclusive mortgage and or a first exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the MRHMFL. Personal Guarantee of Mr. Kamlesh Gandhi.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Term Loan from NHB - 10	1.41	1.94	Repayment in 36 Quarterly Instalments from 01 October 2022	A first exclusive mortgage and or a first exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the MRHMFL. Personal Guarantee of Mr. Kamlesh Gandhi.
Term Loan from NHB - 11	4.38	5.00	Repayment in 27 Quarterly Instalments from 01 July 2023	A first exclusive mortgage and or a first exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the MRHMFL. Personal Guarantee of Mr. Kamlesh Gandhi and Bank Guarantee of ICICI Bank Ltd.
Term Loan from NHB - 12	3.96	4.73	Repayment in 27 Quarterly Instalments from 01 July 2023	A first exclusive mortgage and or a first exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the MRHMFL. Personal Guarantee of Mr. Kamlesh Gandhi and Bank Guarantee of ICICI Bank Ltd.
Term Loan from NHB - 13	0.23	0.27	Repayment in 40 Quarterly Instalments from 01 July 2023	A first exclusive mortgage and or a first exclusive charge by way of hypothecation of such of the book debts, which are financed / to be financed by the MRHMFL. Personal Guarantee of Mr. Kamlesh Gandhi and Bank Guarantee of ICICI Bank Ltd.
Total term loans from NHB	**22.36**	**28.53**		

Note (ii):

Interest rate ranges from 2.80% p.a to 9.60% p.a as at 31 March 2024.

Interest rate ranges from 2.80% p.a to 8.90% p.a as at 31 March 2023.

Term loans from others (Refer note iii)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Term loans from others (Refer note iii)				
"Term Loans from a Financial Institution - 1"	-	8.50	Repayable in 36 monthly installments from 31 January 2021.	Secured by exclusive first charge by way of hypothecation of specific book debts of the Holding Company created out of the loan availed.
"Term Loans from a Financial Institution - 2"	-	5.33	Repayable in 36 monthly installments from 30 April 2021.	Secured by exclusive first charge by way of hypothecation of specific book debts of the Holding Company created out of the loan availed.
"Term Loans from a Financial Institution - 3"	25.00	25.00	Bullet Repayment on 17 August 2026.	N.A.
"Term Loans from a Financial Institution - 4"	8.33	25.00	Repayable in 36 monthly installments from 31 October 2021.	Secured by exclusive first charge by way of hypothecation of specific book debts of the Holding Company created out of the loan availed.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
"Term Loans from a Financial Institution - 5"	20.00	33.33	Repayable in 12 Quarterly installments from 5 October 2022.	Secured by exclusive charge on the book debt and receivables of the Holding Company
"Term Loans from a Financial Institution - 6"	37.25	62.08	Repayable in 36 monthly installments from 5 October 2022.	Secured by exclusive first charge on the loan portfolio of the borrower by way of hypothecation on the loan installments receivables created from of the proceeds of the facility.
"Term Loans from a Financial Institution - 7"	80.00	120.00	Repayable in 20 Quarterly installments from 30 June 2021.	Exclusive charge by way of hypothecation of the specific receivables/book debts. Liquid collateral of 10% of the sanctioned amount.
"Term Loans from a Financial Institution - 8"	36.35	50.00	Repayable in 11 Quarterly installments from 10 July 2023.	Secured by Exclusive first charge by way of hypothecation of book debts and receivables charged exclusive for the loan. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
"Term Loans from a Financial Institution - 9"	75.00	135.00	Repayable in 30 monthly installments from 10 January 2023.	Secured by exclusive charge by way of hypothecation on book debts and receivables of the Holding Company. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
"Term Loans from a Financial Institution - 10"	75.70	129.10	Repayable in 31 monthly installments from 10 February 2023.	Secured by exclusive charge by way of hypothecation on book debts and receivables of the Holding Company. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
"Term Loans from a Financial Institution - 11"	53.53	85.05	Repayable in 36 monthly installments from 10 October 2022.	Secured by hypothecation of specific book debts created out of the loan availed.
"Term Loans from a Financial Institution - 12"	21.88	-	Repayable in 8 Quarterly installments from 31 March 2024	Secured by exclusive charge on the book debt and receivables of the Holding Company
"Term Loans from a Financial Institution - 13"	66.67	-	Repayable in 36 monthly installments from 5 October 2023.	Secured by exclusive first charge on the loan portfolio of the borrower by way of hypothecation on the loan installments receivables created from of the proceeds of the facility.
"Term Loans from a Financial Institution - 14"	175.00	-	Bullet Repayment on 11 December 2026.	Secured by Exclusive first charge by way of hypothecation of book debts and receivables charged exclusive for the loan. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
"Term Loans from a Financial Institution - 15"	72.72	-	Repayable in 11 quarterly installments from 01 April, 2024	First and exclusive charge by way of Hypothecation on standard book debts

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
"Term Loans from a Financial Institution - 16"	52.00	-	Repayable in 33 Monthly installments from 31 May 2024	First and exclusive charge by way of Hypothecation on standard book debts
"Term Loans from a Financial Institution - 17"	45.09	-	Repayable in 36 Monthly installments from 05 December 2023	First and exclusive charge by way of Hypothecation over the standard loan receivables
"Term Loans from a Financial Institution - 18"	79.51	-	Repayable in 33 monthly installments from 10 March 2024.	Secured by exclusive charge by way of hypothecation on book debts and receivables of the Holding Company. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
"Term Loans from a Financial Institution - 19"	100.00	-	Repayable in 33 monthly installments from 10 June 2024.	Secured by exclusive charge by way of hypothecation on book debts and receivables of the Holding Company. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
"Term Loans from a Financial Institution - 20"	118.00	-	Repayable in 33 monthly installments from 10 June 2024.	Secured by exclusive charge by way of hypothecation on book debts and receivables of the Holding Company. Personal Guarantee of Mr. Kamlesh Gandhi, Mrs. Shweta Gandhi.
"Term Loans from a Financial Institution - 21"	-	2.50	Repayment in 36 Monthly Instalments starting from 31 January 2021	The Loan is secured by Exclusive first charge on the loan portfolio of the Borrower by way of hypothecation on the loan instalments receivables created from the proceeds of the Facility. Personal Guarantee of Mr. Kamlesh Gandhi & legal heirs of Late Mr. Mukesh Gandhi.
"Term Loans from a Financial Institution - 22"	11.00	15.00	Repayment in 60 Monthly Instalments starting from 15 January 2022	Exclusive charge on specific loan assets / book debts of the MRHMFL assigned to TCFSL. Personal Guarantee of Mr. Kamlesh Gandhi.
"Term Loans from a Financial Institution - 23"	11.95	14.42	Repayment in 60 Monthly Instalments starting from 01 February 2023	Exclusive charge on hypothecation on specific receivables to be maintained at all times during currency of ABFL loan.
"Term Loans from a Financial Institution - 24"	3.93	4.64	Repayment in 84 Monthly Instalments starting from 1 November 2022	Exclusive charge on hypothecation on specific receivables to be maintained at all times during currency of SHFL loan.
"Term Loans from a Financial Institution - 25"	8.21	9.64	Repayment in 84 Monthly Instalments starting from 01 February 2023	Exclusive charge on hypothecation on specific receivables to be maintained at all times during currency of SHFL loan.
"Term Loans from a Financial Institution - 26"	8.21	9.64	Repayment in 84 Monthly Instalments starting from 01 February 2023	Exclusive charge on hypothecation on specific receivables to be maintained at all times during currency of SHFL loan.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
"Term Loans from a Financial Institution - 27"	13.01	17.74	Repayment in 52 Monthly Instalments starting from 15 October 2022	Exclusive charge on specific loan assets / book debts of the MRHMFL assigned to TCFSL . Personal Guarantee of Mr. Kamlesh Gandhi.
"Term Loans from a Financial Institution - 28"	47.50	-	Repayment in 60 Monthly Instalments starting from 05 Janaury 2024	First and exclusive charge by way of hypothecation over the standard loan receivables
"Term Loans from a Financial Institution - 29"	8.93	-	Repayment in 84 Monthly Instalments starting from 31 July 2023	Exclusive charge on hypothecation on specific receivables to be maintained at all times during currency of SHFL loan.
Total term loans from others	**1,254.76**	**751.98**		

Note (iii):

Interest rate ranges from 7.50% p.a to 11.90% p.a as at 31 March 2024.

Interest rate ranges from 7.50% p.a to 11.50% p.a as at 31 March 2023.

16. SUBORDINATED LIABILITIES (AT AMORTISED COST)

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Unsecured debentures (refer note no. 16.1)	310.00	260.00
Less: Unamortised borrowing costs	(7.89)	(7.30)
Total	**302.11**	**252.70**
Subordinated liabilities in India	302.11	252.70
Subordinated liabilities outside India	-	-
Total	**302.11**	**252.70**

16.1 Details of terms of redemption/repayment in respect of subordinated liabilities:

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
Subordinated liabilities				
50, 10.75% unsecured, rated, listed, redeemable, subordinated, taxable, transferable, non-convertible debentures of ₹ 100 lakhs each	50.00	50.00	"Coupon Rate: 10.75% p.a. Coupon Payment frequency : Monthly and on Maturity Principal Payment frequency: Bullet Payment at the end of the tenor Tenor : 5 years and 7 months"	N.A.
500, 10.75% unlisted, subordinated, unsecured, redeemable, non-convertible debentures of ₹ 10 lakhs each	50.00	50.00	"Coupon Rate: 10.75% p.a. Coupon Payment frequency : Monthly and on Maturity Principal Payment frequency: Bullet Payment at the end of the tenor Tenor : 6 years"	N.A.
250, 10.75% unlisted, subordinated, unsecured, redeemable, non-convertible debentures of ₹ 10 lakhs each	25.00	25.00	"Coupon Rate: 10.75% p.a. Coupon Payment frequency : Monthly and on Maturity Principal Payment frequency: Bullet Payment at the end of the tenor Tenor : 5 years and 7 months"	N.A.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

	As at 31 March 2024	As at 31 March 2023	Terms of redemption/ repayment	Security
3500, 10.75% unlisted, subordinated, unsecured, redeemable, non-convertible debentures of ₹ 1 lakhs each	35.00	35.00	"Coupon Rate: 10.75% p.a. Coupon Payment frequency : Monthly and on Maturity Principal Payment frequency: Bullet Payment at the end of the tenor Tenor : 6 years"	N.A.
5000, 10.75% unsecured, rated, listed, redeemable, subordinated, taxable, transferable, non-convertible debentures of ₹ 1 lakhs each	50.00	50.00	"Coupon Rate: 10.75% p.a. Coupon Payment frequency : Monthly and on Maturity Principal Payment frequency: Bullet Payment at the end of the tenor Tenor : 5 years and 7 months"	N.A.
5000, 10.75% unsecured, rated, listed, redeemable, subordinated, taxable, transferable, non-convertible debentures of ₹ 1 lakhs each	50.00	50.00	"Coupon Rate: 10.75% p.a. Coupon Payment frequency : Monthly and on Maturity Principal Payment frequency: Bullet Payment at the end of the tenor Tenor : 5 years and 7 months"	N.A.
5000, 10.75% rated, listed, subordinated, unsecured, redeemable, taxable, transferable, non-convertible debentures of ₹ 1 lakhs each	50.00	-	"Coupon Rate: 10.75% p.a. Coupon Payment frequency : Monthly and on Maturity Principal Payment frequency: Bullet Payment at the end of the tenor Tenor : 5 years and 7 months"	N.A.
Total subordinated liabilities	**310.00**	**260.00**		

17. OTHER FINANCIAL LIABILITIES

	As at 31 March 2024	As at 31 March 2023
Interest accrued but not due on borrowings	32.07	70.55
Interest accrued but not due on others	0.07	0.08
Dues to the assignees towards collections from assigned receivables	181.66	213.21
Security deposits received from borrowers	1.33	1.92
Advances received against loan agreements	2.53	2.06
Unpaid dividend on equity shares	0.02	0.02
Dealer advances	7.12	5.13
Lease liability	3.38	1.28
Liabilities for expenses	8.13	-
Other payable	22.05	16.09
Total other financial liabilities	**258.36**	**310.34**

Note :

There are no amounts that are due and remain unpaid to Investor Education and Protection Fund as at the close of the year.

18. PROVISIONS

(₹ In Crores)

	As at 31 March 2023	As at 31 March 2022
Provision for employee benefits (Refer note 40)		
Compensated absences	0.29	0.17
Provision for unspent CSR liability	9.82	9.32
Total provisions	**10.11**	**9.49**

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

19. OTHER NON-FINANCIAL LIABILITIES

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Statutory remittances	4.90	3.60
Income received in advance	1.81	1.01
Total other non-financial liabilities	**6.71**	**4.61**

20. EQUITY SHARE CAPITAL

		As at 31 March 2024	As at 31 March 2023
Authorized shares:			
200,000,000	Equity Shares of ₹ 10 each (As at 31 March 2023: 6,40,00,000 Equity Shares of ₹ 10 each)	200.00	64.00
-	0.01% Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each (As at 31 March 2023: 2,20,00,000 0.01% Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each)	-	22.00
-	13.31% Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each (As at 31 March 2023: 2,20,00,000 13.31% Compulsorily Convertible Cumulative Preference Shares of ₹ 10 each)	-	22.00
-	9.75% Compulsorily Convertible Cumulative Preference Shares of ₹ 1,00,000 each (As at 31 March 2023: 400 9.75% Compulsorily Convertible Cumulative Preference Shares of ₹ 1,00,000 each)	-	4.00
		200.00	**112.00**
Issued, subscribed and fully paid-up shares:			
16,39,86,129	Equity Shares of ₹ 10 each fully paid-up (As at 31 March 2023: 5,46,62,043 Equity Shares of ₹ 10 each)	163.99	54.66
		163.99	54.66

Note :

1. During the current year, pursuant to the approval of shareholders at the Extra Ordinary General Meeting held on February 09, 2024, the Authorized Share Capital of the Holding Company comprising of ₹ 112,00,00,000/- (Rupees One Hundred and Twelve Crores Only) divided into 6,40,00,000 (Six Crores and Forty Lakh) Equity Shares of ₹ 10 (Rupees Ten Only) each, 400 (Four Hundred) - 9.75% Compulsorily Convertible Cumulative Preference Shares of ₹ 1,00,000 (Rupees One Lakh Only) each, 2,20,00,000 (Two Crore Twenty Lakh) 0.01% Compulsorily Convertible Cumulative Preference Shares of ₹ 10 (Rupees Ten Only) each and 2,20,00,000 (Two Crore Twenty Lakh) - 13.31% Compulsorily Convertible Cumulative Preference Shares of ₹ 10 (Rupees Ten Only) each was reclassified into ₹ 112,00,00,000/- (Rupees One Hundred and Twelve Crores Only) divided into 11,20,00,000 (Eleven Crores and Twenty Lakh) Equity Shares of ₹ 10 (Rupees Ten Only) each.

2 .During the current year, pursuant to the approval of shareholders at the Extra Ordinary General Meeting held on February 09, 2024, the Authorised share capital of the Holding Company has been increased from ₹ 112,00,00,000/- (Rupees One Hundred and Twelve Crores Only) divided into 11,20,00,000 (Eleven Crores and Twenty Lakh) Equity Shares of ₹ 10 (Rupees Ten Only) each to ₹ 200,00,00,000/- (Rupees Two Hundred Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of ₹ 10 (Rupees Ten Only) each.

20.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

	As at 31 March 2024		As at 31 March 2023	
	No. of Shares	(₹ in Crores)	No. of Shares	(₹ in Crores)
Equity Shares				
Outstanding at the beginning of the year	5,46,62,043	54.66	5,46,62,043	54.66
Add: Bonus shares issued during the year	10,93,24,086	109.32	-	-
Outstanding at the end of the year	**16,39,86,129**	**163.99**	**5,46,62,043**	**54.66**

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

20.2 Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March 2024		As at 31 March 2023	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares				
Shweta Kamlesh Gandhi	4,90,15,350	29.89%	1,63,38,450	29.89%
Mukesh C. Gandhi (Refer note below)	4,84,70,442	29.56%	1,61,56,814	29.56%
Kamlesh C. Gandhi	1,90,21,524	11.60%	63,40,508	11.60%
Vistra ITCL I Ltd Business Excellence Trust III India Business	1,21,33,737	7.40%	40,44,579	7.40%

Note: Mr. Mukesh C. Gandhi has passed away on 19 January 2021.

20.3 The Holding Company has not allotted any share pursuant to contracts without payment being received in cash nor has it bought back any shares during the preceding period of 5 financial years.

20.4 Terms/ rights attached to equity shares

The Holding Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Holding Company, the equity shareholders of the Holding Company will be entitled to receive the remaining assets of the Holding Company after distribution of all preferential amounts, in proportion to their shareholding.

20.5 Details of shares held by promoters (including promoter group) of the Company:

Promoter and promoter group name	As at 31 March 2024		As at 31 March 2023		
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	% Change during the current year (23-24) #
Equity shares					
Shweta Kamlesh Gandhi	4,90,15,350	29.89%	1,63,38,450	29.89%	200.00%
Mukesh C. Gandhi (Refer note below)	4,84,70,442	29.56%	1,61,56,814	29.56%	200.00%
Kamlesh C. Gandhi	1,90,21,524	11.60%	63,40,508	11.60%	200.00%
Prarthana Marketing Private Limited	39,52,671	2.41%	13,17,557	2.41%	200.00%
Anamaya Capital LLP	299,982	0.18%	99,994	0.18%	200.00%
Dhvanil K. Gandhi	105,831	0.06%	35,277	0.06%	200.00%
Dhriti K. Gandhi	36,162	0.02%	12,054	0.02%	200.00%

Note: Mr. Mukesh C. Gandhi has passed away on 19 January 2021.

During the current year, pursuant to the approval of shareholders at the Extra Ordinary General Meeting held on February 09, 2024, the Holding Company has issued 10,93,24,086 (Ten Crore Ninety Three Lakh Twenty Four Thousand and Eighty Six) fully paid up Equity Shares of ₹ 10/- each as Bonus Shares in the ratio of 2:1 (2 Bonus shares for every 1 equity shares held on February 22, 2024) by utilizing Securities Premium Account. These Equity shares have been alloted on February 24, 2024.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

21. OTHER EQUITY (REFER NOTE 21.1)

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Reserve under section 45-IC of Reserve Bank of India Act, 1934 (the "RBI Act, 1934")		
Outstanding at the beginning of the year	252.10	211.91
Additions during the year	49.55	40.19
Outstanding at the end of the year	301.65	252.10
Equity component of compound financial instruments- optionally convertible preference shares		
Outstanding at the beginning of the year	0.11	0.11
Add: Effect of changes in the Group's interest	0.01	-
Outstanding at the end of the year	0.12	0.11
Reserve fund under section 29C of The National Housing Bank Act, 1987 ("NHB Act")		
Opening balance		
a. Statutory reserve u/s 29C of NHB Act	0.60	0.27
b. Amount of special reserve u/s 36(i)(viii) of Income-tax Act, 1961 taken into account for the purposes of statutory reserve u/s 29C of NHB Act	5.27	4.43
c. **Total**	**5.87**	**4.70**
Addition / appropriation / withdrawal during the year		
Add:		
a. Amount transferred u/s 29C of the NHB Act	0.36	0.33
b. Amount of special reserve u/s 36(i)(viii) of Income-tax Act, 1961 taken into account for the purposes of statutory reserve u/s 29C of NHB Act	0.85	0.84
Less:		
a. Amount appropriated u/s 29C of NHB Act	-	-
b. Amount withdrawn from special reserve u/s 36(i)(viii) of Income-tax Act, 1961 taken into account for the purposes of statutory reserve u/s 29C of NHB Act	-	-
Add: Effect of changes in the Group's interest		
a. Statutory reserve u/s 29C of NHB Act	0.01	-
b. Amount of special reserve u/s 36(i)(viii) of Income-tax Act, 1961 taken into account for the purposes of statutory reserve u/s 29C of NHB Act	0.10	-
Closing balance		
a. Statutory reserve u/s 29C of NHB Act	0.97	0.60
b. Amount of special reserve u/s 36(i)(viii) of Income-tax Act, 1961 taken into account for the purposes of statutory reserve u/s 29C of NHB Act	6.22	5.27
c. **Total**	**7.19**	**5.87**
Securities premium		
Outstanding at the beginning of the year	426.95	426.95
Deductions during the year (On issue of bonus shares)	(109.32)	-
Outstanding at the end of the year	**317.63**	**426.95**
Retained earnings		
Outstanding at the beginning of the year	679.63	537.08
Profit for the year	251.05	203.26
Effect of changes in the Group's interest	(2.28)	-
Item of other comprehensive income recognised directly in retained earnings		
On defined benefit plan	(0.38)	0.05
	928.02	**740.39**
Appropriations:		
Transfer to reserve under section 45-IC of the RBI Act,1934	(49.55)	(40.19)
Reserve u/s.29C of NHB Act and special reserve u/s 36(1)(viii) of Income-tax Act, 1961	(1.21)	(1.16)
Final dividend on equity shares	(10.11)	(9.57)
Interim dividend on equity shares	(16.40)	(9.84)
Total appropriations	**(77.27)**	**(60.76)**
Retained earnings	**850.75**	**679.63**

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Other comprehensive income		
Outstanding at the beginning of the year	99.33	114.50
Loans and advances through other comprehensive Income	20.06	(25.24)
Impairment on loans and advances through OCI	27.01	3.72
Income tax relating to items that will be reclassified to profit or loss	**(5.05)**	**6.35**
Effect of changes in the Group's interest	0.03	-
Other comprehensive income for the year, net of tax	**141.38**	**99.33**
Total other equity	**1,618.72**	**1,463.99**

21.1 Nature and purpose of reserve

1 Reserve u/s. 45-IC of the RBI Act, 1934

Reserve u/s. 45-IC of RBI Act, 1934 is created in accordance with section 45 IC(1) of the RBI Act, 1934. As per Section 45 IC(2) of the RBI Act, 1934, no appropriation of any sum from this reserve fund shall be made by the NBFC except for the purpose as may be specified by RBI.

2 Reserve fund u/s. 29C of NHB Act

Special reserve has been created in terms of section 36(1) (viii) of the Income-tax Act, 1961 out of the distributable profits of the subsidiary company. As per section 29C of NHB Act, the subsidiary company is required to transfer at least 20% of its net profits prior to distribution of dividend every year to a reserve. For this purpose any special reserve created by the subsidiary company in terms of section 36(1) (viii) of the Income-tax Act, 1961 is considered an eligible transfer.

3 Equity component of compound financial instruments - optionally convertible preference shares

Equity component of compound financial instruments represents equity component of OCPS of subsidiary company.

4 Securities premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes in accordance with the provisions of section 52 the Act.

5 Retained earnings

Retained earnings is the accumulated available profit of the Group carried forward from earlier years. These reserve are free reserves which can be utilised for any purpose as may be required

The Group recognises change on account of remeasurement of the net defined benefit liability (asset) as part of retained earnings with separate disclosure, which comprises of:

i) actuarial gains and losses;

ii) return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset); and

iii) any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset).

6 Other comprehensive income

On equity investments

The Holding Company has elected to recognise changes in the fair value of investments in equity securities in OCI. These changes are accumulated within the FVOCI equity investments reserve within equity. The Group transfers amounts from these reserves to retained earnings when the relevant equity securities are derecognised.

On loans and advances

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

The Group recognises changes in the fair value of loans and advances in OCI. These changes are accumulated within the FVOCI - loans and advances reserve within equity. The Group transfers amounts from these reserves to retained earnings when the loans and advances are sold. Further, impairment loss allowances on the loans measured at FVOCI are recognised in OCI.

21.2 Equity dividend paid and proposed

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Declared and paid during the year (Pre-Bonus)		
Dividends on equity shares:		
Final dividend for 31 March 2023: ₹ 1.85 per share (31 March 2022: ₹ 1.75 per share)	10.11	9.57
Interim dividend for 31 March 2024: ₹ 3.00 per share (31 March 2023 : ₹ 1.80 per share)	16.40	9.84
Total dividends paid	**26.51**	**19.41**

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Proposed for approval at Annual General Meeting (not recognised as a liability)		
Dividend on equity shares:		
Final dividend for 31 March 2024: ₹ 0.51 per share (31 March 2023: ₹ 1.85 per share)	**8.36**	**10.11**

Note : During the F.Y 2023-24 Holding Company has paid the interim dividend of ₹ 3.00 per share - pre bonus - (₹ 1 ex-bonus). Additionally, the Board has proposed the final dividend @ 5.10% i.e. ₹ 0.51 per share subject to the approval of the Members in the ensuing Annual General Meeting.

22. INTEREST INCOME

(₹ In Crores)

	Year ended 31 March 2024			Year ended 31 March 2023		
	On Financial assets measured at FVOCI	On Financial assets measured at Amortised Cost	Total	On Financial assets measured at FVOCI	On Financial assets measured at Amortised Cost	Total
Interest on loans	891.30	45.84	937.14	700.96	22.92	723.88
Interest income from investments	-	76.80	76.80	-	50.37	50.37
Interest on deposits with banks	-	57.42	57.42	-	39.46	39.46
Other interest income	5.55	0.18	5.73	3.69	16.64	20.33
Total	**896.85**	**180.24**	**1,077.09**	**704.65**	**129.39**	**834.04**

23. NET GAIN ON FAIR VALUE CHANGES

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Net gain on financial instruments at fair value through profit or loss - Investments	13.27	22.19
Fair value changes:		
- Realised	10.79	19.36
- Unrealised	2.48	2.83
Total	**13.27**	**22.19**

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

24. OTHER INCOME

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Net gain/(loss) on derecognition of property, plant and equipment	0.04	0.10
Net gain on sale of investments measured at amortized cost	4.84	1.35
Gain on derecognition of leased asset	0.04	-
Gain on foreign currency transactions	0.06	-
Income from non-financing activity	1.54	0.98
Total	**6.52**	**2.43**

25. FINANCE COST (ON FINANCIAL LIABILITIES MEASURED AT AMORTISED COST)

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Interest on borrowings	533.60	368.19
Interest on debt securities	52.29	51.76
Interest on subordinated liabilities	29.55	14.70
Other interest expense	0.11	36.03
Other borrowing cost	30.94	25.23
Lease liability interest obligation	0.22	0.10
Total	**646.71**	**496.01**

26. IMPAIRMENT ON FINANCIAL ASSETS

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Loans		
- Expected credit loss (On financial instruments measured at FVOCI)	27.52	4.17
- Expected credit loss (On financial instruments measured at amortised cost)	(0.51)	(0.83)
- Write off (net of recoveries)	48.16	42.93
- Loss on repossessed assets	15.50	7.40
Investments		
- Expected credit loss (On financial instruments measured at amortised cost)	(0.06)	(0.31)
Total	**90.61**	**53.36**

27. EMPLOYEE BENEFITS EXPENSE

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Salaries and wages	94.41	65.36
Contribution to provident fund and other funds (Refer note 40 (a))	2.98	2.23
Gratuity expense (Refer note 40 (b))	0.75	0.73
Staff welfare expenses	2.31	2.38
Total	**100.45**	**70.70**

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

28. DEPRECIATION, AMORTIZATION AND IMPAIRMENT

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Depreciation on property, plant and equipment	3.10	2.17
Amortisation of intangible assets	0.52	0.23
Depreciation on Right-of-use asset	0.67	0.32
Total	**4.29**	**2.72**

29. OTHER EXPENSES

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Rent	4.70	3.85
Rates and taxes	0.26	0.22
Stationery and printing	1.39	0.99
Telephone	0.87	0.69
Electricity	1.46	1.05
Postage and courier	1.42	1.01
Insurance	1.18	0.92
Conveyance	2.12	1.43
Travelling	4.05	3.17
Repairs and maintenance:		
Building	0.31	0.58
Others	1.16	1.23
Professional fees	11.36	8.02
Payment to auditors (refer note below)	0.59	0.48
Director's sitting fees	0.45	0.14
Legal expenses	2.19	1.87
Bank charges	2.92	1.49
Advertisement expenses	1.84	1.22
Sales promotion expenses	0.49	0.61
Recovery contract charges	0.46	0.55
Corporate social responsibility expenditure (Refer note 34)	4.58	4.34
Credit guarantee fees	6.76	2.12
Miscellaneous expenses	4.59	2.60
Total	**55.15**	**38.58**
Note: Payment to auditors		
As auditor		
Statutory audit	0.25	0.21
Limited review of quarterly results	0.31	0.26
Other services	0.03	0.01
	0.59	**0.48**

30. TAX EXPENSES

The components of income tax expense for the year ended 31 March 2024 and 31 March 2023 are:

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Current tax	83.06	67.23
Short / (Excess) provision for tax relating to prior years	(0.21)	(2.47)
Deferred tax	2.81	1.07
Total tax charge	**85.66**	**65.83**
Current tax	82.85	64.76
Deferred tax	**2.81**	**1.07**

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

30.1 Reconciliation of the total tax charge

The tax charge shown in the statement of profit and loss differs from the tax charge that would apply if all profits had been charged at India corporate tax rate. A reconciliation between the tax expense and the accounting profit multiplied by India's domestic tax rate for the years ended 31 March 2024 and 31 March 2023 is, as follows:

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Accounting profit before tax	339.67	271.65
Applicable tax rate	25.168%	25.168%
Computed tax expense	85.49	68.37
Tax effect of :		
Exempted income	(0.32)	(0.30)
Additional deduction	(0.32)	(0.32)
Non deductible items	1.16	1.28
Short / (Excess) provision for tax relating to prior years	(0.21)	(2.47)
Others	(0.14)	(0.73)
Tax expenses recognised in the statement of profit and loss	**85.66**	**65.83**
Effective tax rate	25.22%	24.23%

30.2 Deferred tax

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Deferred tax asset / liability (net)		
The movement on the deferred tax account is as follows:		
At the start of the year DTA / (DTL) (net)	19.33	14.21
Credit / (charge) for loans and advances through OCI	(4.80)	6.21
Credit / (charge) for remeasurement of the defined benefit liabilities	0.13	(0.02)
Credit / (charge) to the statement of profit and loss	(2.81)	(1.07)
At the end of year DTA / (DTL)	**11.85**	**19.33**

The following table shows deferred tax recorded in the balance sheet and changes recorded in the income tax expense:

(₹ In Crores)

	As at 31 March 2023	Statement of profit and loss	OCI	As at 31 March 2024
Component of deferred tax asset / (liability)				
Deferred tax asset / (liability) in relation to:				
Difference between written down value of fixed assets as per books of accounts and income tax	(0.46)	(0.14)	-	(0.60)
Deferred tax on fair value of investments	(0.01)	(0.62)	-	(0.63)
Impact of fair value of assets	5.13	0.02	(4.80)	0.35
Income taxable on realised basis	(8.64)	(4.11)	-	(12.75)
Deferred tax on prepaid finance charges	(3.94)	(5.18)	-	(9.12)
Impairment on financial assets	27.32	6.78	-	34.10
Recognition of lease asset and right to use asset	0.03	0.02	-	0.05
Expenses allowable on payment basis	(0.10)	0.42	0.13	0.45
Total	**19.33**	**(2.81)**	**(4.67)**	**11.85**

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

(₹ In Crores)

	As at 31 March 2022	Statement of profit and loss	OCI	As at 31 March 2023
Component of deferred tax asset / (liability)				
Deferred tax asset / (liability) in relation to:				
Difference between written down value of fixed assets as per books of accounts and income tax	(0.39)	(0.07)	-	(0.46)
Deferred tax on fair value of investments	(0.01)	-	-	(0.01)
Impact of fair value of assets	(1.06)	(0.02)	6.21	5.13
Income taxable on realised basis	(10.81)	2.17	-	(8.64)
Deferred tax on prepaid finance charges	(0.16)	(3.78)	-	(3.94)
Impairment on financial assets	26.56	0.76	-	27.32
Recognition of lease asset and right to use asset	0.02	0.01	-	0.03
Expenses allowable on payment basis	0.06	(0.14)	(0.02)	(0.10)
Total	**14.21**	**(1.07)**	**6.19**	**19.33**

30.3 Current tax liabilities

	As at 31 March 2024	As at 31 March 2023
Provision for tax [net of advance tax of ₹ 78.51 crores (31 March 2023: ₹ 65.17 crores)]	4.70	2.06

30.4 Income tax assets

	As at 31 March 2024	As at 31 March 2023
Income tax assets [net of provision for tax of ₹ 2.52 crores (31 March 2023: ₹ 2.52 crores)]	2.52	2.52

31. EARNINGS PER SHARE

(A) Basic earnings per share

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Computation of profit (numerator)		
Net profit for the year attributable to the owners of the Holding Company (basic)	251.05	203.26
Weighted average number of equity shares of ₹ 10 each	16,39,86,129	16,39,86,129
Basic earnings per share of face value of ₹ 10 each (in ₹)	15.31	12.39

(B) Diluted earnings per share

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Net profit for the year attributable to the owners of the Holding Company (diluted)	**251.05**	**203.26**
Weighted average number of equity shares of ₹ 10 each	16,39,86,129	16,39,86,129
Diluted earnings per share of face value of ₹ 10 each (in ₹)	15.31	12.39

Note : The basic and diluted earnings per share have been computed for previous year on the basis of the adjusted number of equity shares in accordance with bonus issue of shares.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

32 REVENUE FROM CONTRACTS WITH CUSTOMERS

Set out below is the disaggregation of the Group's revenue from contracts with customers and reconciliation to statement of profit and loss:

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Type of income		
Services charges	0.21	0.08
Others	66.68	51.47
Total revenue from contracts with customers	**66.89**	**51.55**
Geographical markets		
India	66.89	51.55
Outside India	-	-
Total revenue from contracts with customers	**66.89**	**51.55**
Timing of revenue recognition		
Services transferred at a point in time	66.89	51.55
Services transferred over time	-	-
Total revenue from contracts with customers	**66.89**	**51.55**

33 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ In Crores)

		As at 31 March 2024	As at 31 March 2023
(A)	**Contingent liabilities**	**0.12**	**0.12**
	I) In respect of disputed income-tax matters :		
(B)	**Commitments**		
	I) Estimated amount of contracts remaining to be executed on capital account and not provided for:		
	Property, plant & equipment and Capital work in progress	0.12	1.39
	II) Loan commitments for sanctioned but not disbursed amount	**22.25**	**13.19**

i) After adjusting the amount of refund claimed by the group amounting ₹ 0.33 Crore.

ii) The Group's pending litigations comprise of proceedings pending with Income Tax and other authorities. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its financial statements. The amount of provisions / contingent liabilities is based on management's estimate, and no significant liability is expected to arise out of the same.

34. CORPORATE SOCIAL RESPONSIBILITY ("CSR") EXPENSES:

The average profit before tax of the Company for the last three financial years was ₹ 229.12 crores, basis which the Group was required to spend ₹ 4.58 crores towards CSR activities for the current financial year (31 March 2023: ₹ 4.34 crores).

a) **Amount spent during the year on:**

(₹ In Crores)

Particulars	31 March 2024			31 March 2023		
	Amount Spent	Amount Unpaid/ provision	Total	Amount Spent	Amount Unpaid/ provision	Total
Construction / acquisition of any asset	-	-	-	-	-	-
On purpose other than (i) above	0.49	4.09	4.58	0.36	3.98	4.34

b) The Company has not made any transaction with related parties in relation to CSR expenditure as per Ind AS 24.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

c) **In case of Section 135(6): Details of on-going projects**

F.Y.	Opening balance		Amount required to be spent during the year	Amount spent during the year		Closing Balance	
	With Group	In Separate CSR Unspent A/c		From Group's bank A/c	From Separate CSR Unspent A/c	With Group	In Separate CSR Unspent A/c
2023-24	-	9.32	4.58	0.49	3.60	4.09	5.72
2022-23	-	6.91	4.34	0.36	1.57	3.98	5.34
2021-22	-	3.84	4.41	0.42	0.92	3.99	2.92
2021-22	Nil	N.A.	4.18	0.34	-	3.84	-

Note: Unspent CSR amount of ₹ 3.98 crores for FY 2022-23 was deposited in unspent CSR bank account on 27 April 2023. Unspent amount of ₹ 4.09 crores available with the Group is transferred to an unspent CSR account on 29 April 2024.

d) **Reason for shortfall :** The Group has ongoing projects and it is spending the said amount as per pre-approved ongoing projects. For more details, refer annexure of Director's report on CSR.

e) **Nature of CSR activities:** Promoting education, eradicating hunger, poverty & malnutrition, promoting health care and such other activities. For more details, refer annexure of Director's report on CSR.

35 SEGMENT REPORTING:

Operating segment are components of the Group whose operating results are regularly reviewed by the Chief Operating Decision Maker ("CODM") to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

The Group is engaged primarily on the business of 'Financing' only, taking into account the risks and returns, the organization structure and the internal reporting systems. All the operations of the Group are in India. All non-current assets of the Group are located in India. Accordingly, there are no separate reportable segments as per Ind AS 108 – 'Operating Segments'.

36 RELATED PARTY DISCLOSURES:

(a) Related party disclosures as required by Ind AS 24 - 'Related Party Disclosures

List of related parties and relationships:

Sr. No.	Nature of relationship	
1	Key management personnel ("KMP")	Mr. Kamlesh C. Gandhi (Chairman and managing director)
	(where there are transactions)	Mrs. Darshana S. Pandya (Director and chief executive officer)
		Mr. Balabhaskaran Nair (Independent director) (retired w.e.f 31 March 2024)
		Mr. Umesh Shah (Independent director)
		Mr. Chetanbhai Shah (Independent director) (retired w.e.f 31 March 2024)
		Mr. Narayanan Sadanandan (appointed w.e.f 21 June 2023)
		Mrs. Daksha Shah (Independent director)
2	Other related parties	Prarthna Marketing Private Limited
	(where there are transactions)	Anamaya Capital LLP
		Mr. Kamlesh C. Gandhi (As Executor of will of Late Mr. Mukesh C. Gandhi, relative of KMP)
		Mrs. Shweta K. Gandhi (relative of KMP)
		Mr. Dhvanil K. Gandhi (relative of KMP)
		Mr. Saumil D. Pandya (relative of KMP)
		Ms. Dhriti K. Gandhi (relative of KMP)
		Umesh Rajanikant Shah HUF (relative of KMP)
		Pauravi Umesh Shah (relative of KMP)

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

Transactions with related parties are as follows:

(₹ In Crores

	Year ended 31 March 2024		
	Key management personnel	**Other related parties**	**Total**
Remuneration (including bonus)	7.32	1.22	8.54
Dividend paid	3.10	16.51	19.61
Interest on Loan Received	0.01	-	0.01
Sitting fees	0.41	-	0.41

(₹ In Crores)

	Year ended 31 March 2023		
	Key management personnel	**Other related parties**	**Total**
Remuneration (including bonus)	5.87	0.95	6.82
Dividend paid	2.27	12.09	14.36
Interest on Loan Received	0.02	-	0.02
Sitting fees	0.12	-	0.12

Balances outstanding from related parties are as follows:

(₹ In Crores)

	As at 31 March 2024		
	Key management personnel	**Other related parties**	**Total**
Bonus payable	0.39	0.03	0.42

(₹ In Crores)

	As at 31 March 2023		
	Key management personnel	**Other related parties**	**Total**
Loans and advances given	0.13	-	0.13
Bonus payable	0.31	0.03	0.34

All transactions with these related parties are priced on an arm's length basis. None of the balances are secured

Key managerial personnel who are under the employment of the Group are entitled to post employment benefits and other employee benefits recognised as per Ind AS 19 - Employee Benefits in the financial statements.

Compensation to key management personnel are as follows:

(₹ In Crores)

	Year ended 31 March 2024	**Year ended 31 March 2023**
Short-term employee benefits	7.19	5.74
Post-employment benefits	0.02	0.02
Other long term employment benefits	0.01	(0.01)
	7.22	5.75

The remuneration of key management personnel are determined by the nomination and remuneration committee having regard to the performance of individuals and market trends.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

37. OFFSETTING

Following table represents the recognised financial assets that are offset, or subject to enforceable master netting arrangements and other similar arrangements but not offset, as at 31 March 2024 & 31 March 2023. The column 'net amount' shows the impact of Group's balance sheet if all the set-off rights were exercised.

(₹ In Crores)

	Effect of offsetting on the balance sheet			Related amount not offset	
	Gross amounts	Gross amount offset in balance sheet (refer note 1)	Net amount presented in balance sheet	Financial instrument collateral (refer note 2)	Net amount
31 March 2024					
Loans and advances	7,732.87	13.43	7,719.44	1.40	7,718.04
31 March 2023					
Loans and advances	6,256.20	9.96	6,246.24	2.00	6,244.24

Note:

1 ₹ 13.43 crores (31 March 2023: ₹ 9.96 crores) represents advances received against loan agreements.

2 ₹ 1.40 crores (31 March 2023: ₹ 2.00 crores) represents security deposits received from borrowers.

38 ADDITIONAL INFORMATION AS REQUIRED BY PARAGRAPH 2 OF THE GENERAL INSTRUCTIONS FOR PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS TO SCHEDULE III TO THE ACT.

AS AT 31 MARCH 2024

(₹ In Crores)

Name of entity in the Group	Net assets, i.e., total assets minus total liabilities		Share of profit or loss		Share of other comprehensive income (OCI		Share of Total Comprehensive Income (TCI)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of consolidated TCI	Amount
Holding Company								
MAS Financial Services Limited	100.56%	1,828.51	96.94%	246.24	113.38%	15.76	97.80%	262.00
Subsidiary								
MAS Rural Housing & Mortgage Finance Limited	4.11%	74.81	1.91%	4.86	(8.13%)	(1.13)	1.39%	3.73
MASFIN Insurance Broking Private Limited	(6.63%)	(120.61)	(0.02%)	(0.05)	0.00%	-	(0.02%)	(0.05)
Non-controlling interest	1.97%	35.86	1.17%	2.96	(5.25%)	(0.73)	0.83%	2.23
Total	**100.01%**	**1,818.57**	**100.00%**	**254.01**	**100.00%**	**13.90**	**100.00%**	**267.91**

AS AT 31 MARCH 2023

(₹ In Crores)

Name of entity in the Group	Net assets, i.e., total assets minus total liabilities		Share of profit or loss		Share of other comprehensive income (OCI)		Share of Total Comprehensive Income (TCI)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of consolidated TCI	Amount
Holding Company								
MAS Financial Services Limited	94.47%	1,459.21	96.32%	198.22	105.59%	(19.45)	95.40%	178.77
Subsidiary								
MAS Rural Housing & Mortgage Finance Limited	3.82%	58.96	2.45%	5.05	(3.31%)	0.61	3.02%	5.66
MASFIN Insurance Broking Private Limited	0.03%	0.48	(0.01%)	(0.01)	0.00%	-	(0.01%)	(0.01)
Non-controlling interest	1.68%	26.02	1.24%	2.56	(2.28%)	0.42	1.59%	2.98
Total	**100.00%**	**1,544.67**	**100.00%**	**205.82**	**100.00%**	**(18.42)**	**100.00%**	**187.40**

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

39. MATURITY ANALYSIS OF ASSETS AND LIABILITIES

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

(₹ In Crores)

	As at 31 March 2024			As at 31 March 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
ASSETS						
Financial assets						
Cash and cash equivalents	212.67	-	212.67	238.67	-	238.67
Bank balance other than above	641.75	24.08	665.83	88.80	476.49	565.29
Trade Receivables	6.54	-	6.54	4.30	-	4.30
Loans	4,470.10	3,249.34	7,719.44	3,666.30	2,579.94	6,246.24
Investments	509.21	216.95	726.16	489.88	301.16	791.04
Other financial assets	55.32	23.54	78.86	46.68	14.95	61.63
Non-financial assets						
Income tax assets (net)	-	2.52	2.52	-	2.52	2.52
Deferred tax Assets (net)	-	11.85	11.85	-	19.33	19.33
Property, plant and equipment	-	21.23	21.23	-	14.66	14.66
Capital work-in-progress	-	69.80	69.80	-	57.66	57.66
Right-of-use asset	0.86	2.33	3.19	0.43	0.75	1.18
Intangible assets under development	-	0.24	0.24	-	0.33	0.33
Other Intangible assets	-	1.01	1.01	-	1.03	1.03
Other non-financial assets	27.96	0.04	28.00	11.34	-	11.34
Total assets	**5,924.41**	**3,622.93**	**9,547.34**	**4,546.40**	**3,468.82**	**8,015.22**
LIABILITIES						
Financial liabilities						
Trade payables	21.15	-	21.15	14.68	-	14.68
Other payables	1.89	-	1.89	1.84	-	1.84
Debt securities	105.71	521.15	626.86	522.26	105.00	627.26
Borrowings (other than debt securities)	3,158.41	3,338.47	6,496.88	2,726.34	2,521.23	5,247.57
Subordinated liabilities	-	302.11	302.11	-	252.70	252.70
Other financial liabilities	253.26	5.10	258.36	306.02	4.32	310.34
Non-financial liabilities						
Current tax liabilities (net)	4.70	-	4.70	2.06	-	2.06
Provisions	9.90	0.21	10.11	9.37	0.12	9.49
Other non-financial liabilities	6.71	-	6.71	4.61	-	4.61
Total liability	**3,561.73**	**4,167.04**	**7,728.77**	**3,587.18**	**2,883.37**	**6,470.55**
Net	**2,362.68**	**(544.11)**	**1,818.57**	**959.22**	**585.45**	**1,544.67**

40 EMPLOYEE BENEFIT PLAN

Disclosure in respect of employee benefits under Ind AS 19 - Employee Benefit are as under:

(a) Defined contribution plan

The Group's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans. The Group's contribution to provident fund aggregating ₹ 2.62 Crore (31 March 2023: ₹ 1.92 Crore) and employee state insurance scheme aggregating ₹ 0.13 Crore (31 March 2023: ₹ 0.13 Crore) has been recognised in the statement of profit and loss under the head employee benefits expense.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

(b) Defined benefit plans:

Gratuity

The Group operates a defined benefit plan (the "gratuity plan") covering eligible employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age / resignation date.

The defined benefit plans expose the Group to risks such as actuarial risk, investment risk, liquidity risk, market risk, legislative risk. These are discussed as follows:

Actuarial risk: It the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse salary growth experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

Investment risk: For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

Liquidity risk: Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the Group, there can be strain on the cash flows.

Market risk: Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in defined benefit obligation of the plan benefits and vice versa. This assumption depends on the yields on the government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

Legislative risk: Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act, 1972, thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the defined benefit obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

The status of gratuity plan as required under Ind AS 19 is as under:

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
i. Reconciliation of opening and closing balances of defined benefit obligation		
Present value of defined benefit obligations at the beginning of the year	4.23	3.67
Current service cost	0.83	0.76
Interest cost	0.28	0.25
Benefit paid	(0.17)	(0.21)
Re-measurement (or Actuarial) (gain) / loss arising from:		
Change in demographic assumptions	(0.10)	(0.18)
Change in financial assumptions	0.01	(0.07)
Experience adjustments	0.68	0.01
Present value of defined benefit obligations at the end of the year	**5.76**	**4.23**
ii. Reconciliation of opening and closing balances of the fair value of plan assets		
Fair value of plan assets at the beginning of the year	4.92	3.67
Interest income	0.36	0.28
Return on plan assets excluding amounts included in interest income	0.08	(0.16)
Contributions by employer	2.16	1.34
Benefits paid	(0.17)	(0.21)
Fair value of plan assets at the end of the year	**7.35**	**4.92**
iii. Reconciliation of the present value of defined benefit obligation and fair value of plan assets		
Present value of defined benefit obligations at the end of the year	5.76	4.23
Fair value of plan assets at the end of the year	**7.35**	**4.92**
Net asset / (liability) recognized in balance sheet as at the end of the year	**1.59**	**0.69**

iv. Composition of plan assets

100% of plan assets are administered by LIC.

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
v. Expense recognised during the Year		
Current service cost	0.83	0.76
Interest cost	(0.08)	(0.03)
Expenses recognised in the statement of profit and loss	**0.75**	**0.73**
vi. Other comprehensive income		
Components of actuarial gain/losses on obligations:		
Due to change in financial assumptions	0.01	(0.07)
Due to change in demographic assumption	(0.10)	(0.18)
Due to experience adjustments	0.68	0.01
Return on plan assets excluding amounts included in interest income	(0.08)	0.16
Components of defined benefit costs recognised in other comprehensive income	**0.51**	**(0.08)**
vii. Principal actuarial assumptions	**As at 31 March 2024**	As at 31 March 2023
Discount rate (per annum)	7.15%	7.30%
Rate of return on plan assets (p.a.)	7.15%	7.30%
Annual increase in salary cost	8.00%	8.00%
Withdrawal rates per annum		
25 and below	35.00%	30.00%
26 to 35	30.00%	25.00%
36 to 45	25.00%	20.00%
46 to 55	20.00%	15.00%
56 and above	20.00%	15.00%

The discount rate is based on the prevailing market yields of Government of India's bond as at the balance sheet date for the estimated term of the obligations.

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viii. Sensitivity analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and withdrawal rates. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting year, while holding all other assumptions constant. The results of sensitivity analysis is given below:

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
Defined benefit obligation (base)	5.76	**4.23**

(₹ In Crores)

	As at 31 March 2024		As at 31 March 2023	
	Decrease	Increase	Decrease	Increase
Discount rate (- / + 0.5%)	5.89	5.67	4.33	4.13
(% change compared to base due to sensitivity	2.26%	(1.56%)	2.36%	(2.36%)
Salary Growth Rate (- / + 0.5%)	5.68	5.87	4.14	4.31
(% change compared to base due to sensitivity)	(1.39%)	1.91%	(2.13%)	1.89%
Withdrawal Rate (W.R.) (W.R. x 90% / W.R. x 110%)	5.85	5.71	4.26	4.20
(% change compared to base due to sensitivity)	1.56%	(0.87%)	0.71%	(0.71%)

ix. Asset liability matching strategies

The Group contributes to the insurance fund based on estimated liability of next financial year end. The projected liability statements is obtained from the actuarial valuer.

x. Effect of plan on entity's future cash flows

a) Funding arrangements and funding policy

The Group has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Group. Any deficit in the assets arising as a result of such valuation is funded by the Group.

b) Maturity profile of defined benefit obligation

The average outstanding term of the obligations (years) as at valuation date is 3.95 to 4.10 years.

(₹ In Crores)

	Cash flows (₹)	
	As at 31 Mar 2024	As at 31 Mar 2023
Expected cash flows over the next (valued on undiscounted basis):		
1st following year	1.27	0.76
2nd following year	1.04	0.66
3rd following year	0.87	0.60
4th following year	0.76	0.53
5th following year	0.74	0.47
Sum of years 6 to 10	2.11	1.83

The future accrual is not considered in arriving at the above cash-flows.

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The expected contribution for the next year is ₹ 1.04 Crore.

(C) Other long term employee benefits

(₹ In Crores)

	As at 31 March 2024	As at 31 March 2023
Discount Rate	7.15%	7.30%
Salary Growth Rate	8.00%	8.00%
Mortality Rates base	Indian Assured Lives mortality (2012-14)	Indian Assured Lives mortality (2012-14)

The Group has not funded its compensated absences liability and the same continues to remain as unfunded as at 31 March 2023.

The liability for compensated absences is ₹ 0.29 Crore (31 March 2023 : ₹ 0.17 Crore).

Code on Social Security, 2020

The Indian Parliament has approved the Code on Social Security, 2020 which subsumes the provident fund Act and the gratuity Act and rules there under. The Ministry of Labour and Employment has also released draft rules thereunder on 13 November 2020 and has invited suggestions from stakeholders which are under active consideration by the Ministry of Labour and Employment. The Group will evaluate the rules, assess the impact, if any, and account for the same once the rules are notified and become effective.

41 FINANCIAL INSTRUMENT AND FAIR VALUE MEASUREMENT

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price), regardless of whether that price is directly observable or estimated using a valuation technique.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques.

This note describes the fair value measurement of both financial and non-financial instruments.

A. Measurement of fair values

i) Financial instruments - fair value

The fair value of financial instruments as referred to in note (B) below have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 Measurements) and lowest priority to unobservable inputs (Level 3 measurement).

The categories used are as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments

Level 2: The fair value of financial instruments that are not traded in active market is determined using valuation technique which maximizes the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value on instrument are observable, the instrument is included in level 2; and

Level 3: If one or more of significant input is not based on observable market data, the instrument is included in level 3.

ii) Transfers between levels 1 and 2

There has been no transfer in between level 1 and level 2.

iii) Valuation techniques

Loans

The Group has computed fair value of the loans and advances through OCI considering its business model. These have

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been fair valued using the base of the interest rate of loan disbursed in the last month of the year which is an unobservable input and therefore these has been considered to be fair valued using level 3 inputs.

Investments measured at FVTPL

Fair values of market linked debentures and mutual funds have been determined under level 1 using quoted market prices(unadjusted) of the underlying instruments. Fair value of investment in alternate investment funds have been determined under level 2 using observable input.

B. Accounting classifications and fair values

The carrying amount and fair value of financial instruments including their levels in the fair value hierarchy presented below:

(₹ In Crores)

As at 31 March 2024	Carrying amount			Fair value			
	Amortised cost	FVOCI	FVTPL	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value							
Loans measured at FVOCI	-	7,448.93	-	-	-	7,448.93	7,448.93
Derivative financial instruments	-	-	2.02	2.02	-	-	2.02
Investments measured at FVTPL	**-**	**-**	**59.45**	6.14	53.31	-	59.45
	-	**7,448.93**	**61.47**				
Financial assets not measured at fair value[1]							
Cash and cash equivalents	212.67	-	-	212.67	-	-	212.67
Bank balance other than cash and cash equivalents	665.83	-	-	665.83	-	-	665.83
Trade receivables	6.54	-	-	-	-	6.54	6.54
Loans measured at amortised cost	270.51	-	-	-	-	273.57	273.57
Investment measured at amortised cost	666.71	-	-	-	-	667.04	667.04
Other financials asset	**76.84**	**-**	**-**	-	-	76.71	76.71
	1,899.10	**-**	**-**				
Financial liabilities not measured at fair value[1]							
Trade payables	21.15	-	-	-	-	21.15	21.15
Other payables	1.89	-	-	-	-	1.89	1.89
Debt securities	626.86	-	-	-	-	643.84	643.84
Borrowings (other than debt securities)	6,496.88	-	-	-	-	6,524.47	6,524.47
Subordinated liabilities	302.11	-	-	-	-	310.00	310.00
Other financial liabilities	258.36	-	-	-	-	258.36	258.36
	7,707.25	**-**	**-**				

(₹ In Crores)

As at 31 March 2023	Carrying amount			Fair value			
	Amortised cost	FVOCI	FVTPL	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value							
Loans measured at FVOCI	-	6,038.39	-	-	-	6,038.39	6,038.39
Investments measured at FVTPL	-	-	231.90	181.45	50.45	-	231.90
	-	**6,038.39**	**231.90**				
Financial assets not measured at fair value[1]							
Cash and cash equivalents	238.67	-	-	238.67	-	-	238.67
Bank balance other than cash and cash equivalents	565.29	-	-	565.29	-	-	565.29
Trade receivables	4.30	-	-	-	-	4.30	4.30
Loans measured at amortised cost	207.85	-	-	-	-	207.66	207.66
Investment measured at amortised cost	559.14	-	-	-	-	559.53	559.53
Other financials asset	61.63	-	-	-	-	61.56	61.56
	1,636.88	**-**	**-**				
Financial liabilities not measured at fair value[1]							
Trade payables	14.68	-	-	-	-	14.68	14.68
Other payables	1.84	-	-	-	-	1.84	1.84
Debt securities	627.26	-	-	-	-	634.96	634.96
Borrowings (other than debt securities)	5,247.57	-	-	-	-	5,273.41	5,273.41
Subordinated liabilities	252.70	-	-	-	-	260.00	260.00

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Other financial liabilities	310.34	-	-	-	-	310.34	310.34
	6,454.39	**-**	**-**				

[1] The Group has not disclosed the fair values for cash and cash equivalents, bank balances, investment in debt securities, interest accrued but not due on loans and advances, bank deposits and investment, trade payables and other financial liabilities as these are short term in nature and their carrying amounts are a reasonable approximation of fair value.

Reconciliation of level 3 fair value measurement is as follows:

(₹ In Crores)

	Year ended 31 March 2024	Year ended 31 March 2023
i) Loans		
Balance at the beginning of the year	6,079.90	4,673.78
Addition during the year	5,895.32	4,782.49
Amount derecognised / repaid during the year	(4,430.86)	(3,309.03)
Amount written off	(48.13)	(42.65)
Gains/(losses) recognised in other comprehensive income	19.08	(24.69)
Balance at the end of the year	**7,515.31**	**6,079.90**

The above classification also includes balance of spread receivable on assigned portfolio. (Refer note 10)

Sensitivity analysis to fair value

(₹ In Crores)

	Amount, net of tax	
	Increase	**Decrease**
31 March 2024		
Loans		
Interest rates (50 bps movement)	(22.97)	19.52
31 March 2023		
Loans		
Interest rates (50 bps movement)	(14.68)	16.97

42 CAPITAL

The Group maintains an actively managed capital base to cover risks inherent in the business and is meeting the capital adequacy requirements of the local banking supervisor, RBI and NHB. The adequacy of the Group's capital is monitored using, among other measures, the regulations issued by RBI and NHB.

The Group has complied in full with all its externally imposed capital requirements over the reported period. Equity share capital and other equity are considered for the purpose of Group's capital management.

42.1 Capital management

The primary objectives of the Group's capital management policy are to ensure that the Group 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 Group 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 Group 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. However, they are under constant review by the Board.

43 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial liabilities comprise borrowings and trade payables. The main purpose of these financial liabilities is to finance the Group's operations and to support its operations. The Group's financial assets include loan and advances, cash and cash equivalents that derive directly from its operations.

The Group is exposed to credit risk, liquidity risk and market risk. The Group's board of directors has an overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established

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the risk management committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports regularly to the board of directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, 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 Group's activities.

The Group's risk management committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

43.1 Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counter-party to financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers and loans.

The carrying amounts of financial assets represent the maximum credit risk exposure.

(a) Loans and advances

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry.

The Group has established a credit policy under which each new customer is analysed individually for creditworthiness before sanctioning any loan. The Group's review includes external ratings, if they are available, financial statements, credit agency information, industry information, the loan-to-value ratio etc.

The Group's exposure to credit risk for loans and advances by type of counterparty is as follows:

(₹ In Crores)

	Carrying Amount	
	As at 31 March 2024	As at 31 March 2023
Retail assets	4,443.14	3,312.58
Two wheeler loans	348.02	317.60
Micro enterprise loans	1,396.38	1,210.59
Salaried personal loans	313.13	247.94
Small and medium enterprise loans	1,606.62	1,080.11
Commercial vehicle loans	375.78	170.04
Housing & non-housing loans	403.21	286.30
RAC loans	3,348.00	2,979.56
Total	**7,791.14**	**6,292.14**

Narrative Description of Collateral

Collateral primarily include vehicles purchased by retail loan customers and machinery & property in case of SME customers. The secured exposure are secured wholly or partly by hypothecation of assets and undertaking to create a security.

An impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. For the purposes of this analysis, the loan receivables are categorised into groups based on days past due. Each group is then assessed for impairment using the ECL model as per the provisions of Ind AS 109 - financial instruments.

(i) Staging:

As per the provision of Ind AS 109, all financial instruments are allocated to stage 1 on initial recognition. However, if a significant increase in credit risk is identified at the reporting date compared with the initial recognition, then an instrument is transferred to stage 2. If there is objective evidence of impairment, then the asset is credit impaired and transferred to stage 3.

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The Group considers a financial instrument defaulted and therefore Stage 3 (credit-impaired) for ECL calculations in all cases when the borrower becomes 90 days past due on its contractual payments.

For financial assets in stage 1, the impairment calculated based on defaults that are possible in next twelve months, whereas for financial instrument in stage 2 and stage 3 the ECL calculation considers default event for the lifespan of the instrument.

As per Ind AS 109, the Group assesses whether there is a significant increase in credit risk at the reporting date from the initial recognition. The Group has staged the assets based on the days past due criteria and other market factors which significantly impacts the portfolio.

Group's internal credit rating grades and staging criteria for loans are as follows:

Days past due status	Stage	Internal grade	Provisions
Current	Stage 1	High Quality assets, negligible credit risk	12 Months Provision
1-30 Days	Stage 1	High Quality assets, negligible credit risk	12 Months Provision
31-60 Days	Stage 2	Quality assets, low credit risk	Lifetime Provision
61-90 Days	Stage 2	Standard assets, moderate credit risk	Lifetime Provision
91-180 Days	Stage 3	Sub-standard assets, relatively high credit risk	Lifetime Provision
>180 Days	Stage 3	Low quality assets, very high credit risk	Lifetime Provision

(ii) Grouping:

As per Ind AS 109, the Group is required to group the portfolio based on the shared risk characteristics. The Group has assessed the risk and its impact on the various portfolios and has divided the portfolio into following groups:

a. Two wheeler loans

b. Micro enterprise loans

c. Salaried personal loans

d. Small and medium enterprise loans

e. Commercial vehicle loans

f. Retail asset channel loans

g. Housing & non-housing loans

(iii) ECL

ECL on financial assets is an unbiased probability weighted amount based out of possible outcomes after considering risk of credit loss even if probability is low. ECL is calculated based on the following components:

a. Probability of default ("PD")

b. Loss given default ("LGD")

c. Exposure at default ("EAD")

d. Discount factor ("D")

For RAC loan portfolio, the Group has developed internal rating based approach for the purpose of ECL. The credit rating framework of the Group consists of various parameters based on which RAC loan portfolio is evaluated and credit rating is assigned accordingly. The credit rating matrix developed by the Group is validated in accordance with its ECL policy.

The Group has developed its PD matrix based on the external benchmarking of various external reports, ratings & Basel norms. This PD matrix is calibrated with its historical data and major events on regular time interval in accordance with its ECL policy."

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Probability of default:

PD is defined as the probability of whether borrowers will default on their obligations in the future. Historical PD is derived from internal data calibrated with forward looking macroeconomic factors.

For computation of probability of default ("PD"), Vasicek Single Factor Model was used to forecast the PD term structure over lifetime of loans. As per Vasicek model, given long term PD and current macroeconomic conditions, conditional PD corresponding to current macroeconomic condition is estimated. Group has worked out on PD based on the last five years historical data.

The PDs derived from the vasicek model, are the cumulative PDs, stating that the borrower can default in any of the given years, however to compute the loss for any given year, these cumulative PDs have to be converted to marginal PDs. Marginal PDs is probability that the obligor will default in a given year, conditional on it having survived till the end of the previous year.

As per Ind AS 109, expected loss has to be calculated as an unbiased and probability-weighted amount for multiple scenarios.

The probability of default was calculated for 3 scenarios: upside (11%), downside (21%) and base (68%). This weightage has been decided on best practices and expert judgement. Marginal conditional probability was calculated for all 3 possible scenarios and one conditional PD was arrived as conditional weighted probability.

Loss given default:

LGD is an estimate of the loss from a transaction given that a default occurs. Under Ind AS 109, lifetime LGD's are defined as a collection of LGD's estimates applicable to different future periods.

Various approaches are available to compute the LGD. Group has considered workout LGD approach. The following steps are performed to calculate the LGD:

1) Analysis of historical credit impaired accounts at cohort level.

2) The computation consists of five components, which are:

    a) Outstanding balance (POS)

    b) Recovery amount (discounted yearly) by effective interest rate.

    c) Expected recovery amount (for incomplete recoveries), discounted to reporting date using effective interest rate.

    d) Collateral (security) amount

The formula for the computation is as below:

% Recovery rate = (discounted recovery amount + security amount + discounted estimated recovery) / (total POS)

% LGD = 1 – recovery rate

For RAC loan portfolio, the LGD has been considered based on Basel-II Framework for all the level of credit rating portfolio.

Exposure at default:

As per Ind AS 109, EAD is estimation of the extent to which the financial entity may be exposed to counterparty in the event of default and at the time of counterparty's default. The Group has modelled EAD based on the contractual and behavioural cash flows till the lifetime of the loans considering the expected prepayments and assignments of loans.

The Group has considered expected cash flows for all the loans at DPD bucket level for each of the segments, which was used for computation of ECL. The exposure at default is calculated for each product and for various DPD status

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after considering future expected assignment which is not at risk. Moreover, the EAD comprised of principal component, accrued interest and also the future interest for the outstanding exposure. Further, the stage 3 EAD for the purpose of the ECL computation is considering when loan became Stage 3 for the first time (for retail loans).

Discounting:

As per Ind AS 109, ECL is computed by estimating the timing of the expected credit shortfalls associated with the defaults and discounting them using effective interest rate

ECL computation:

Conditional ECL at DPD pool level was computed with the following method:

Conditional ECL for year (yt) = EAD (yt) * conditional PD (yt) * LGD (yt) * discount factor (yt)

Conditional RAC ECL for year (yt) = EAD (yt) * conditional PD (yt) * LGD (yt)

For RAC loan portfolio, the Group has calculated ECL based on borrower wise assessment of internal credit rating as per the framework of the Group, while for retail loan portfolio, the same has been calculated on collective basis.

The calculation is based on provision matrix which considers actual historical data adjusted appropriately for the future expectations and probabilities. Proportion of expected credit loss provided for across the stage is summarised below:

	As at 31 March 2024	As at 31 March 2023
Stage 1	0.40%	0.53%
Stage 2	21.22%	17.38%
Stage 3	38.72%	40.02%
Amount of expected credit loss provided for	135.30	108.29

The loss rates are based on actual credit loss experience over past 5 years. These loss rates are then adjusted appropriately to reflect differences between current and historical economic conditions and the Group's view of economic conditions over the expected lives of the loan receivables. Movement in provision of expected credit loss has been provided in below note.

(iv) *Management overlay*

The Group holds a management and macro-economic overlay of ₹ 21.79 crore as at 31 March 2024 (31 March 2023: ₹ 23.03 crores).

(v) *Modification of financial assets*

The Group has modified the terms of certain loans provided to customers in accordance with RBI notification on MSME restructuring dated 6 August 2020 and 5 May 2021. Such restructuring benefits are provided to distressed customers who are impacted by COVID-19 pandemic.

Such restructuring benefits include extended payment term arrangements, moratorium and changes in interest rates. The risk of default of such assets after modification is assessed at the reporting date and compared with the risk under the original terms at initial recognition, when the modification is not substantial and so does not result in derecognition of the original asset (refer note 3.5). The Group monitors the subsequent performance of modified assets. The gross carrying amount of such assets held as at 31 March 2024 is ₹ 1.41 crores (31 March 2023 ₹ 4.99 crores). Overall provision for expected credit loss against restructured loan exposure amounts to ₹ 0.26 crores as at 31 March 2024 (31 March 2023 ₹ 1.41 crores). The Group continues to monitor if there is a subsequent significant increase in credit risk in relation to such assets.

(b) Cash and cash equivalent and bank deposits

Credit risk on cash and cash equivalent and bank deposits is limited as the Group generally invests in term deposits with banks which are subject to an insignificant risk of change in value.

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43.3 Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting its obligations associated with its financial liabilities. The Group's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due.

The Group is monitoring its liquidity risk by estimating the future inflows and outflows during the start of the year and planned accordingly the funding requirement. The Group manages its liquidity by unutilised cash credit facility, term loans and direct assignment.

The composition of the Group's liability mix ensures healthy asset liability maturity pattern and well diverse resource mix.

The total cash credit limit available to the Group is ₹ 1703 Crore spread across 14 banks. The utilization level is maintained in such a way that ensures sufficient liquidity on hand.

Over the years, the Holding Company has maintained around 20% to 25% of assets under management as off book through direct assignment transactions. It is with door to door maturity and without recourse to the Holding Company. This further strengthens the liability management.

The table below summarises the maturity profile of the undiscounted cashflow of the Group's financial liabilities:

(₹ In Crores)

	1 day to 30/31 days (one month)	Over one month to 2 months	Over 2 months up to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 year to 5 years	Over 5 years	Total
As at 31 March 2024									
Debt securities	2.47	2.40	11.16	34.63	173.58	470.96	53.75	-	748.95
Borrowings (Other than debt securities)	122.07	126.22	360.95	650.74	2,272.60	3,054.70	611.63	25.49	7,224.40
Subordinated liabilities	2.78	2.78	2.78	8.39	16.56	66.65	301.90	51.46	453.30
Payables	21.91	-	-	1.13	-	-	-	-	23.04
Lease Liability	0.08	0.08	0.08	0.24	0.49	1.83	1.10	0.08	**3.98**
Other financial liabilities	207.99	0.02	0.15	0.36	44.01	2.43	0.02	-	**254.98**
As at 31 March 2023									
Debt securities	0.26	6.52	0.21	24.59	600.24	106.39	-	-	738.21
"Borrowings (Other than debt securities)"	91.30	97.58	249.70	438.24	2,152.57	2,285.55	517.88	18.09	5,850.91
Subordinated liabilities	2.09	2.33	2.34	7.04	13.97	55.90	150.15	169.00	402.82
Payables	5.89	2.86	6.53	0.63	0.61	-	-	-	16.52
Lease Liability	0.03	0.13	0.03	0.11	0.19	0.69	0.29	-	1.47
Other financial liabilities	238.85	6.20	5.71	0.90	53.95	3.45	-	-	309.06

43.4 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk includes interest rate risk and foreign currency risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

A. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's investment in bank deposits and variable interest rate borrowings and lending.

The sensitivity analysis have been carried out based on the exposure to interest rates for lending and borrowings carried at variable rate and investments made by the Group.

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(₹ In Crores)

	Year ended 31 March 2024		Year ended 31 March 2023	
	50 bp increase	50 bp decrease	50 bp increase	50 bp decrease
Change in interest rates				
Investments	50.95	50.95	176.78	176.78
Impact on profit before tax for the year	0.25	(0.25)	0.88	(0.88)
Variable rate lending	3,751.21	3,751.21	3,265.86	3,265.86
Impact on profit before tax for the year	18.11	(18.11)	15.84	(15.84)
Variable rate borrowings	6,013.08	6,013.08	5,737.31	5,737.31
Impact on profit before tax for the year	(29.72)	29.72	(28.40)	28.40

B. Foreign currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Foreign currency risk for the Group arises majorly on account of foreign currency borrowings. The Group's foreign currency exposures are managed in accordance with its Foreign Exchange Risk Management Policy which has been approved by its Board of Directors. The Group has hedged its foreign currency risk on its foreign currency borrowings as on March 31, 2024 by entering into forward contracts with the intention of covering the entire term of foreign currency exposure. The counterparties for such hedge transactions are banks.

The Group's exposure on account of Foreign Currency Borrowings at the end of the reporting period expressed in Indian Rupees are as follows:

(₹ In Crores)

	Foreign currency	As at 31 March 2024	As at 31 March 2023
Term loan from Bank in Foreign Currency	USD	602.18	-

Since the foreign currency exposure is completely hedged by equivalent derivative instrument, there will not be any significant impact on sensitivity analysis due to the possible change in the exchange rates where all other variables are held constant. On the date of maturity of the derivative instrument, considering the hedging for the entire term of the foreign currency exposure, the sensitivity of profit and loss to changes in the exchange rates will be Nil.

44 LEASE DISCLOSURE

Where the Group is the lessee

The Group has entered into agreements for taking its office premises under leave and license arrangements. These agreements are for tenures between 11 months and 10 years and majority of the agreements are renewable by mutual consent on mutually agreeable terms, lease rentals have an escalation ranging between 5% to 15%. Leases for which the lease term is less than 12 months have been accounted as short term leases.

(₹ In Crores)

Contractual cash maturities of lease liabilities on an undiscounted basis	As at 31 March 2024	As at 31 March 2023
Not later than one year		
Later than one year and not later than five years	0.97	0.49
Later than five years	2.93	0.98
Total undiscounted lease liabilities	**0.08**	**-**
Lease liabilities included in the balance sheet	**3.98**	**1.47**
Total lease liabilities	**3.38**	**1.28**

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

(₹ In Crores)

Amount recognised in the statement of profit and loss account	Year ended 31 March 2024	Year ended 31 March 2023
Interest on lease liabilities	0.22	0.10
Depreciation charge for the year	0.67	0.32
Expenses relating to short term leases	4.70	3.85

(₹ In Crores)

Amount recognised in statement of cashflow	Year ended 31 March 2024	Year ended 31 March 2023
Cash outflow towards lease liability	(0.54)	(0.28)

For addition and carrying amount of right to use asset for 31 March 2024 and 31 March 2023, refer note 11(c).

Title deeds of all immovable properties of the Holding Company are held in name of the Holding Company. Further all the lease agreements are duly executed in favour of the Group for properties where the Group is the lessee.

45 TRANSFER OF FINANCIAL ASSETS

45.1 Transferred financial assets that are not derecognised in their entirety

The following table provides a summary of financial assets that have been transferred in such a way that part or all of the transferred financial assets do not qualify for derecognition, together with the associated liabilities:

	As at 31 March 2024	As at 31 March 2023
Securitisation	-	-
Carrying amount of transferred assets	-	-
Carrying amount of associated liabilities (Borrowings - other than debt securities)	-	-
Fair value of assets (A)		
Fair value of associated liabilities (B)	-	-
Net position at Fair Value (A-B)	-	-

45.2 Transferred financial assets that are derecognised in their entirety

The Group has assigned loans by way of direct assignment. As per the terms of these deals, since substantial risk and rewards related to these assets were transferred to the extent of exposure net of MRR to the buyer, the assets have been de-recognised from the Group's Balance Sheet. The table below summarises the carrying amount of the derecognised financial assets :

Securitisation	As at 31 March 2024	As at 31 March 2023
Direct assignment	-	-
Carrying amount of de-recognised financial asset	2,063.89	1,259.86
Carrying amount of retained financial asset	224.17	167.26

45.3 Transferred financial assets that are derecognised in their entirety but where the Group has continuing involvement

The Group has not transferred any assets that are derecognised in their entirety where the Group continues to have continuing involvement.

46 No proceedings have been initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder, as at 31 March 2024 and 31 March 2023.

47 The Group is not a declared wilful defaulter by any bank or financial Institution or other lender, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India, during the year ended 31 March 2024 and 31 March 2023.

Notes to the Consolidated Financial Statements

for the year ended 31 March 2024 (Contd.)

48 The Group does not have any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31 March 2024 and 31 March 2023.

49 All the charges or satisfaction, as applicable are registered with ROC within the statutory period.

50 The Group has taken borrowings from banks and financial institutions and utilised them for the specific purpose for which they were taken as at the Balance sheet date. Unutilised funds as at 31 March 2024 and 31 March 2023 are held by the Group in the form of deposits or in current accounts till the time the utilisation is made subsequently.

51 There have been no transactions which have not been recorded in the books of accounts, that have been surrendered or disclosed as income during the year ended 31 March 2024 and 31 March 2023, in the tax assessments under the Income Tax Act, 1961. There have been no previously unrecorded income and related assets which were to be properly recorded in the books of account during the year ended 31 March 2024 and 31 March 2023.

52 As a part of normal lending business, the Group grants loans and advances on the basis of security / guarantee provided by the Borrower/ co-borrower. These transactions are conducted after exercising proper due diligence.

Other than the transactions described above,

(a) No funds have been advanced or loaned or invested by the Group to or in any other person(s) or entity(ies) including foreign entities ("Intermediaries") with the understanding that the Intermediary shall lend or invest in a party identified by or on behalf of the group (Ultimate Beneficiaries);

(b) No funds have been received by the Group from any party(s) (Funding Party) with the understanding that the Group shall whether, directly or indirectly, lend or invest in other persons or entities identified by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

53 The Group has not traded or invested in Crypto currency or Virtual Currency during the year ended 31 March 2024 and 31 March 2023.

54 The Group 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 31 March 2024 and 31 March 2023.

55 The Holding Company and a Subsidiary have used accounting software for maintaining its books of account for the financial year ended 31 March 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all the relevant transactions recorded in the software except that, audit trail feature was not enabled at database level for accounting software to log any direct data changes. Further, there has been no instance of the audit trail feature being tempered with in respect of such accounting software where such feature is enabled.

56 The Group has not entered into any scheme of arrangement.

57 Events after the reporting period

Ind AS 10 'Events after the Reporting Period', requires an entity to evaluate information available after the balance sheet date to determine if such information constitutes an adjusting event, which would require an adjustment to the financial statements, or a non-adjusting event, which would only require disclosure. There have been no events after the reporting date that require disclosure in these financial statements.

58 Figures of previous year has been regrouped / reclassified, wherever necessary, to correspond with the figures of the current year.

In terms of our report of even date attached
For Mukesh M Shah & Co.
Chartered Accountants
Firm's Registration No: 106625W

For and on behalf of the Board of Directors of MAS Financial Services Limited

Chandresh S. Shah
Partner
Membership No: 042132

Darshana S. Pandya
(Director & Chief Executive Officer)
(DIN - 07610402)

Kamlesh C. Gandhi
(Chairman & Managing Director)
(DIN - 00044852)

Riddhi B. Bhayani
(Company Secretary & Compliance Officer)
(Membership No: A41206)

Ankit Jain
(Chief Financial Officer)

Ahmedabad
24 April 2024

Ahmedabad
24 April 2024

Plan - Act - Achieve

MAS Financial Services Limited

EXCELLENCE THROUGH ENDEAVOURS

MAS FINANCIAL SERVICES LTD.

The Power of Distribution

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