(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

Addressed to: Funds managed by Northern Arc Capital Limited
S. no: 2025-26/NCD/04 w.r.t General Information Document dated November 25, 2025

KEY INFORMATION DOCUMENT

NEOGROWTH
Lending simplified. Growth amplified.

NEOGROWTH CREDIT PRIVATE LIMITED
A private limited company incorporated under the Companies Act, 1956
Date of Incorporation: May 17, 1993
Registered Office: Times Square, Tower E, 9th Floor, Andheri Kurla Road, Marol, Andheri East, Mumbai, Maharashtra - 400059, India
Telephone: +022-4921 9999
Website: https://www.neogrowth.in/

Key Information Document for the issue of Debentures on a private placement basis
DATED: March 27, 2026

KEY INFORMATION DOCUMENT FOR ISSUE OF UP TO 2,500 (TWO THOUSAND FIVE HUNDRED) RATED, LISTED, UNSUBORDINATED, SECURED, TAXABLE, TRANSFERABLE, REDEEMABLE NON-CONVERTIBLE DEBENTURES HAVING FACE VALUE OF RS. 1,00,000/- (RUPEES ONE LAKH ONLY) EACH ("DEBENTURES"), OF THE AGGREGATE NOMINAL VALUE OF UP TO RS. 25,00,00,000/- (RUPEES TWENTY-FIVE CRORES ONLY) ON A PRIVATE PLACEMENT BASIS (THE "ISSUE") BY NEOGROWTH CREDIT PRIVATE LIMITED.

PART A:

I. BACKGROUND:

The Company has issued a general information document dated November 25, 2025 (hereinafter as the "**General Information Document**") in accordance with the terms of the SEBI Debt Listing Regulations (as defined below) *inter alia* in relation to the issuance of non-convertible debentures by the Company from time to time and setting out the relevant disclosure(s) thereto.

This key information document (hereinafter the "**Key Information Document**") is in relation to the Debentures to be issued by NeoGrowth Credit Private Limited (the "**Issuer**" or "**Company**") on a private placement basis and contains relevant information and disclosures required for the purpose of issuing of the Debentures. The issue of the Debentures described under this Key Information Document has been authorised by the Issuer through the resolution passed by the Board of Directors dated May 16, 2025, read with the resolution passed by the Resource and Mobilization Committee of the Board of Directors dated March 13, 2026 and the resolutions passed by the shareholders of the Issuer dated August 25, 2025, in accordance with the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company. The present issue of the Debentures in terms of this Key Information Document is within the overall powers of the board of directors as per the above shareholder resolution.

This Key Information Document contains *inter alia* the details of offer and issuance of the Debentures in respect of which this Key Information Document is being issued, the financial information of the Issuer, the material changes in the information provided in the General Information Document and any material developments since the issue of the General Information

Document (which have not already been disclosed in the General Information Document). Accordingly, this Key Information Document sets out below the additional/updated/changed information/particulars, which additional/updated/changed information/particulars shall be read in conjunction with other information/particulars appearing in the General Information Document. All other particulars appearing in the General Information Document shall remain unchanged. In the case of any inconsistency between the terms of this Key Information Document and the General Information Document and/or the terms of this Key Information Document, the terms as set out in this Key Information Document shall prevail.

II. DISCLOSURES AS PER SEBI DEBT LISTING REGULATIONS:

Please see below certain disclosures as required under the terms of the SEBI Debt Listing Regulations (*as defined below*) to the extent that the same have not already been disclosed in the General Information Document:

S.NO	PARTICULARS	RELEVANT DISCLOSURE
1.	**A disclosure that a copy of the issue document has been delivered for filing to the Registrar of Companies as required under sub-section (4) of Section 26 of Companies Act, 2013 (18 of 2013).**	Not applicable as the present Issue is in relation to the private placement of Debentures.
2.	**Type of issue document**	This Key Information Document is being issued in relation to the private placement of Debentures.
3.	**The nature, number, price and amount of securities offered and issue size (base issue or green shoe), as may be applicable**	Issue of up to 2,500 (Two Thousand Five Hundred) Rated, Listed, Unsubordinated, Secured, Taxable, Transferable, Redeemable Non-convertible Debentures each having a face value of Rs. 1,00,000/- (Rupees One Lakh only) of the aggregate nominal value of up to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) ("Debentures") on a private placement basis (the "Issue").
4.	**Issue Schedule**	Date of opening of the Issue: March 27, 2026 Date of closing of the Issue: March 27, 2026 Deemed Date of Allotment: March 30, 2026 Date of earliest closing of the Issue (if any): The Issue shall be open for subscription during the banking hours on each day during the period covered by the issue schedule.
5.	**Credit Rating of the security / Issue (cross reference of press release to be provided) along with all the ratings obtained by the Issuer for that security / Issue.**	The Debentures proposed to be issued by the Issuer have been rated by ICRA Limited ("**Rating Agency**") The Rating Agency has vide its letters dated 12th February 2026 and rating rationale and press release dated 17th November 2025 (which press release can be accessed at: www.icra.in), assigned a rating of "ICRA BBB" 'Negative' Outlook" (pronounced as "ICRA Triple B") with a 'negative' outlook in respect of the Debentures. The above rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The ratings may be subject to revision or withdrawal at any time by the rating agency and should be evaluated independently of any other ratings. Please refer to **Annexure III** of this Key Information Document for the above-mentioned dated letter and latest rating rationale from the Rating Agency assigning the credit rating abovementioned and the press release by the Rating Agency in this respect.

6.	**The name(s) of the stock exchanges where the securities are proposed to be listed**	The Debentures are proposed to be listed on the wholesale debt market of the BSE Limited / Bombay Stock Exchange ("**BSE**").
7.	**The details of eligible investors**	The following categories of investors, when specifically approached and have been identified upfront, are eligible to apply for this private placement of Debentures subject to fulfilling their respective investment norms/rules and compliance with laws applicable to them by submitting all the relevant documents along with the Application Form ("**Eligible Investors**"): (a) Individuals; (b) Hindu Undivided Family; (c) Trust; (d) Limited Liability Partnership; (e) Partnership Firm(s); (f) Portfolio Managers registered with SEBI (g) Association of Persons; (h) Companies and Body Corporates including all Public Sector Undertakings; (i) Commercial Banks; (j) Regional Rural Banks; (k) Financial Institutions; (l) Insurance Companies; (m) Mutual Funds; (n) Foreign Portfolio Investors (FPIs) / Foreign Institutional Investors (FIIs) / sub-accounts of FIIs; and (o) Any other investor eligible to invest in the Debentures. All potential investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this issue of Debentures. **Note:** Participation by potential investors in the Issue may be subject to statutory and/or regulatory requirements applicable to them in connection with subscription to Indian securities by such categories of persons or entities. Applicants are advised to ensure that they comply with all regulatory requirements applicable to them, including exchange controls and other requirements. Applicants ought to seek independent legal and regulatory advice in relation to the laws applicable to them.
8.	**Coupon / dividend rate, coupon / dividend payment frequency, redemption date, redemption amount and details of debenture trustee**	In respect of the Coupon Rate, the Coupon Payment Frequency, the Redemption Date and Redemption Amount in respect of the Debentures, please refer to Section 2.1 (*Issue Details*) of this Key Information Document. The details of Debenture Trustee are set out below in paragraph III (*Details of the following parties in relation to the Issue*) of Part A of this Key Information Document.

<table>
<tr>
<td>9.</td>
<td>Inclusion of a compliance clause in relation to electronic book mechanism and details pertaining to uploading the disclosure document on the Electronic Book Provider Platform</td>
<td>This Issue, offer and subscription to the Debentures shall be made by the Eligible Investors through the electronic book mechanism as prescribed by SEBI and BSE under the EBP Guidelines (as defined below) by placing bids on the EBP platform during the period of the Issue. The Eligible Investors should also refer to the operational guidelines of the EBP in this respect. The disclosures required pursuant to the EBP Guidelines (as defined below) are set out hereinbelow:

<table>
<tr><td>Details of size of the Issue including green shoe option, if any</td><td>Rs. 25,00,00,000/- (Rupees Twenty Five Crore).</td></tr>
<tr><td>Interest rate parameter</td><td>Fixed coupon</td></tr>
<tr><td>Bid opening and closing date</td><td>Bid opening date: March 27, 2026 and Bid closing date: March 27, 2026</td></tr>
<tr><td>Minimum Bid lot</td><td>100 (One Hundred) Debentures</td></tr>
<tr><td>Manner of bidding in the Issue</td><td>Closed Bidding</td></tr>
<tr><td>Manner of allotment in the Issue</td><td>The allotment of Debentures will be done on Uniform Yield basis in accordance with EBP Guidelines.</td></tr>
<tr><td>Manner of settlement in the Issue</td><td>Pay-in of funds through ICCL and the account details are given in Section 8.9 (Issue Procedure)</td></tr>
<tr><td>Settlement cycle</td><td>T+1; where T refers to the date of bidding/ issue day</td></tr>
</table>

Please also refer to Section 8.9 (Issue Procedure) of this Key Information Document for the detailed process in respect of the subscription of an Issue.</td>
</tr>
</table>

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III. DETAILS OF THE FOLLOWING PARTIES IN RELATION TO THE ISSUE:

DETAILS OF DEBENTURE TRUSTEE FOR THE ISSUE	DETAILS OF CREDIT RATING AGENCY FOR THE ISSUE	DETAILS OF REGISTRAR TO THE ISSUE
CATALYST TRUSTEESHIP LIMITED Address: GDA House, First Floor, Plot No. 85 S. No. 94 & 95, Bhusari Colony (Right), Kothrud, Pune, Maharashtra - 411038, India Tel: 02249220555 +912249220505 Email: dt@ctltrustee.com Contact Person: Mr. Umesh Salvi, Managing Director	**ICRA LIMITED** Address: 3rd Floor, Electric Mansion Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025 Tel: +91 22 6169 3300 Email: jui.kulkarni@icraindia.com Contact Person: Jui J. Kulkarni	**KFIN TECHNOLOGIES LIMITED** (formerly known as KFin Technologies Private Limited) Reg Office Address: 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Maharashtra, India, 400070 Corporate Office Address: - Selenium Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, India Tel: +91 40 6716 2222 Email: jagannadh.chakka@kfintech.com Contact Person: Chakka Jagannath
DETAILS OF ARRANGERS FOR THE ISSUE	**DETAILS OF LEGAL COUNSELS FOR THE ISSUE**	**DETAILS OF STATUTORY AUDITORS**
Not applicable	Not applicable	KKC & ASSOCIATES LLP (formerly Khimji Kunverji & Co. LLP), CA Address: Sunshine Tower, Level 19, Senapati Bapat Marg, Prabhadevi, Mumbai, Maharashtra, India, 400013 Telephone Number: +91 22 6143 7333 Email address: info@kkcllp.in Website: www.kkcllp.in Contact Person: Mr. Vinit Jain

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SECTION 1: DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or requires, the following terms shall have the meanings assigned below in this Key Information Document. Capitalised terms used but not defined herein shall have the meaning assigned to such term in the General Information Document.

TERM	DEFINITION/PARTICULARS
Act or Companies Act	means the Companies Act, 2013, and shall include any re-enactment, amendment or modification of the Companies Act, 2013, as in effect from time to time.
Allot/Allotment/Allotted	means the allotment of the Debentures pursuant to this Issue.
Applicable Accounting Standards	means the generally accepted accounting principles, standards and practices in India or any other prevailing accounting standard in India as may be applicable, and includes the Indian Accounting Standards (IND-AS).
Applicable Law/ Law	means any applicable law, code, ordinance, interpretation, guideline, directive, judgment, injunction, decree, treaty, regulation, rule or order of any court, tribunal or Governmental Authority, in force in India.
Applicants	means the persons who have submitted a completed Application Form to the Issuer and "Applicant" shall be construed accordingly.
Application Form	means the form used by the recipient of this Key Information Document, to apply for subscription to the Debentures, which is in the form annexed to this Key Information Document and marked as **Annexure IV** (*Application Form*).
Application Money	means the subscription amounts paid by the Applicants at the time of submitting the Application Form.
Arun Nayyar	Mr. Arun Nayyar, a citizen of India aged about 50 (fifty)) years, holding permanent account number ACBPN8095K, and residing at Apartment 105, D wing, Castle Rock building, Hiranandani Gardens, Powai, Mumbai 400076 currently holding the position of managing director and chief executive officer in the Company;
Assets	means, for any date of determination, the assets of the Company on such date as the same would be determined in accordance with Applicable Accounting Standards at such date.
Authorisation	means an authorisation, consent, approval, resolution, license, exemption, filing, notarisation or registration
Board of Directors	shall mean the board of directors of the Company.
Business Day	(a) subject to (b) below, any day, other than a public holiday under Section 25 of the Negotiable Instruments Act, 1881 or a Sunday, on which banks are open for general business in the Place(s) of Business; and (b) in the context of determination of the Record Date or the first date of a Register Closure period, any day when the Depository is open for general business in the Place(s) of Business. (c)
CDSL	means the Central Depository Services (India) Limited.
CERSAI	means the Central Registry of Securitisation Asset Reconstruction and

TERM	DEFINITION/PARTICULARS
	Security Interest of India.
Client	means each client of the Issuer.
Client Protection Claim	means any claim, proceeding or investigation by a Person in respect of any Client Protection Laws.
Client Protection Laws	means any laws, rules or regulations applicable to the Company as a non-banking finance company or otherwise concerning consumer protection matters.
Company/Issuer/ NeoGrowth	means NeoGrowth Credit Private Limited, a company incorporated under the Companies Act, 1956 having corporate identification number U51504MH1993PTC251544 and registered as a non-banking financial company with the RBI bearing registration no. B-13.02077 dated September 12, 2014, having its registered office at Times Square, Tower E, 9th Floor, Marol, Andheri-Kurla Road, Andheri East, Marol Naka, Mumbai - 400059, Maharashtra, India.
Conditions Precedent	means the conditions precedent set out under the heading in (*Summary Terms*) of this Key Information Document.
Conditions Subsequent	means the conditions subsequent set out in (*Summary Terms*) of this Key Information Document.
Constitutional Documents	means in respect of the Issuer, its memorandum of association, its articles of association, its certificate of incorporation, and its certificate of registration from the RBI.
Control	has the meaning given to the term under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
Consent Letter	has the meaning given to it in Section 2.1 (*Issue Details*) of this Key Information Document.
Cure Period for breach of Affirmative Covenants	has the meaning given to it in Section 2.1 (*Issue Details*) of this Key Information Document.
Cure Period for breach of Financial Covenants	has the meaning given to it in Section 2.1 (*Issue Details*) of this Key Information Document.
Coupon	means the coupon payable on the Debentures on the Coupon Payment Dates, at the Coupon Rate.
Coupon Payment Date	means the payment dates as specified in Annexure II (*Illustration of Bond Cash Flows*) of this Key Information Document.
Coupon Period	means each period between 2 (two) successive Coupon Payment Dates.
Coupon Rate	12.00 % (Twelve point zero zero per cent) per annum gross of applicable tax payable quarterly.
Crore	means ten million
Dhruv Khaitan	means Mr. Dhruv Khaitan, a citizen of India aged about 77 (Sventy Seven)) years, holding permanent account number AAFPK4467N, and residing at 411, 11th Floor, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai – 400011 currently holding the position of Director in the Company.
Debenture Holders / Investors	means the persons who are, for the time being and from time to time, the holders of the Debentures and, whose names appear in the Register of Beneficial Owners
Debenture Trust Deed/DTD	means the debenture trust deed executed / to be executed by and between the Debenture Trustee and the Issuer which will set out the terms upon which the Debentures are being issued and shall include the

TERM	DEFINITION/PARTICULARS
	representations and warranties and the covenants to be provided by the Issuer.
Debenture Trustee	Catalyst Trusteeship Limited
Debenture Trustee Agreement	means the debenture trustee agreement dated 23rd March 2026, entered into by the Company and the Debenture Trustee.
Debenture Trustees Regulations or SEBI Debenture Trustees Regulations	means the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 (as amended, modified or restated from time to time).
Debentures/NCDs	means 2,500 (Two Thousand Five Hundred) rated, listed, unsubordinated, secured, taxable, transferable, redeemable non-convertible Debentures. denominated in Indian Rupees, having a face value of INR 1,00,000 (Indian Rupees One Lakh) each and an aggregate nominal value of INR 25,00,00,000 (Indian Rupees Twenty Five Crores Only).
Debt Disclosure Documents	means, collectively, the Offer Letter, the General Information Document, and this Key Information Document, and "Debt Disclosure Document" means any one of them.
Debt Listing Regulations or SEBI Debt Listing Regulations or SEBI NCS Regulations or SEBI ILNCS Regulations	means the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, modified, supplemented or restated from time to time.
Deemed Date of Allotment	means March 30, 2026, the date on which the Debentures are deemed to have been allotted to the Debenture Holders.
Default Interest	has the meaning given to it in Section 3.7(a) (*Default in Payment*) of this Key Information Document.
Demat	means dematerialized securities which are securities that are in electronic form, and not in physical form, with the entries noted by the Depository.
Depositories Act	means the Depositories Act, 1996, as amended from time to time
Depositories	means the depositories with which the Issuer has made arrangements for dematerialising the Debentures, being NSDL and CDSL, and "Depository" means any one of them.
Depository Participant / DP	means a depository participant as defined under the Depositories Act
Director(s)	means the director(s) of the Issuer.
Due Date(s)	means in respect of any Redemption Installment, premature redemption, interest or liquidated damages and all other monies payable under the Debenture Trust Deed, the date on which such amounts are due and payable, and includes Redemption Dates, Early Redemption Date and Interest Payment Dates
Early Redemption Events	has the meaning given to it in Section 2.1 (*Summary Terms*) of this Key Information Document.
EBP Platform	has the meaning given to it under the EBP Requirements.
Effective Date	means the date of execution of the Debenture Trust Deed.
Electronic Book Provider / EBP	has the meaning given to it under the EBP Requirements.
Eligible Investors	The following categories of investors, when specifically approached and have been identified upfront, are eligible to apply for this private placement of Debentures subject to fulfilling their respective investment norms/rules

TERM	DEFINITION/PARTICULARS
	and compliance with laws applicable to them by submitting all the relevant documents along with the Application Form ("**Eligible Investors**"): (a) Individuals; (b) Hindu Undivided Family; (c) Trust; (d) Limited Liability Partnership; (e) Partnership Firm(s); (f) Portfolio Managers registered with SEBI (g) Association of Persons; (h) Companies and Body Corporates including all Public Sector Undertakings; (i) Commercial Banks; (j) Regional Rural Banks; (k) Financial Institutions; (l) Insurance Companies; (m) Mutual Funds; (n) Foreign Portfolio Investors (FPIs) / Foreign Institutional Investors (FIIs) / sub-accounts of FIIs; and (o) Any other investor eligible to invest in the Debentures. All potential investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this issue of Debentures. **Note:** Participation by potential investors in the Issue may be subject to statutory and/or regulatory requirements applicable to them in connection with subscription to Indian securities by such categories of persons or entities. Applicants are advised to ensure that they comply with all regulatory requirements applicable to them, including exchange controls and other requirements. Applicants ought to seek independent legal and regulatory advice in relation to the laws applicable to them.
Equity	means the total equity of the Company, including shareholders' equity (including premium), reserves, retained earnings or losses, current year cumulated Net Income or loss adjusted against collateral provided against Off-Balance Sheet Portfolio
Event of Default	means any event or circumstance set out in (*Summary Terms*) of this Key Information Document.
Financial Supervisory Authorities	means the RBI
Fee Letter	has the meaning given to it in Section 2.1 (*Issue Details*) of this Key Information Document.
Final Redemption Date	means the date occurring on the expiry of a period of 13 (thirteenn) months from the Deemed Date of Allotment as more particularly set out in Annexure II (*Illustration of Bond Cash Flows*) of this Key Information Document.
Final Settlement Date	means the date on which all Secured Obligations of the Issuer under the Transaction Documents have been irrevocably and unconditionally paid and discharged in full to the satisfaction of the Debenture Holders.
Financial Indebtedness	means any indebtedness for or in respect of:

TERM	DEFINITION/PARTICULARS
	(a) moneys borrowed; (b) any amount raised by acceptance under any credit facility; (c) any amount raised pursuant to any note purchase facility or the issue of bonds, notes, debentures, loan stock or any similar instrument; (d) any amount payable for redemption of any redeemable preference share which: i. is redeemable at the option of the Company; or ii. according to the terms of its issue, is redeemable prior to the maturity of the Debentures; (e) the amount of any liability in respect of any lease or hire purchase contract which would, in accordance with Applicable Accounting Standards, be treated as a finance or capital lease; (f) receivables sold or discounted (other than any receivables to the extent they are sold on a non-recourse basis); (g) any amount raised under any other transaction (including any forward sale or purchase agreement) having the commercial effect of a borrowing; (h) the acquisition cost of any asset or service to the extent payable before or after its acquisition or possession by the party liable where the advance or deferred payment: i. is arranged primarily as a method of raising finance or of financing the acquisition of that asset or service or the construction of that asset or service; or ii. involves a period of more than six months before or after the date of acquisition or supply; (i) any derivative transaction entered into in connection with protection against or benefit from fluctuation in any rate or price (and, when calculating the value of any derivative transaction, only the marked to market value shall be taken into account); (j) any counter-indemnity obligation in respect of a guarantee, indemnity, bond, standby or documentary letter of credit or any other instrument issued by a bank or financial institution; (k) any obligation under any call or put option arrangement in respect of any shares or any form of guarantee or indemnity in respect of any call or put option arrangement; and

TERM	DEFINITION/PARTICULARS
	(l) without double counting, the amount of any liability in respect of any guarantee or indemnity for any of the items referred to in paragraphs (a) to (k) above.
Financial Year/ FY	means the financial year of the Issuer used for the purposes of accounting.
Final Redemption Date	April 30, 2027
Fraudulent Practice	means any action or omission including misrepresentation, that knowingly or recklessly misleads, or attempts to mislead, a party to obtain a financial benefit or to avoid an obligation.
Force Majeure Event	means any event, circumstance or cause beyond the reasonable control of the Company which prevents, hinders or delays the performance of the Company's obligations hereunder, including but not limited to acts of God, natural disasters, extreme weather events, epidemics, pandemics, war, terrorism, civil unrest, riots, strikes, lockouts, labor disputes, acts of government or governmental authorities, expropriation, nationalization, sanctions, embargoes, failure of utilities or transportation, cyber-attacks, radioactive or chemical contamination, and any failure by third parties (including suppliers, service providers, or counterparties) to perform their obligations where such failure itself results from a Force Majeure Event.
General Information Document	means the general information document dated November 25, 2025 issued by the Issuer for subscription to non-convertible securities to be issued by the Issuer (including the Debentures) on a private placement basis in accordance with the Debt Listing Regulations.
Governmental Authority	means any government (central, state or otherwise) or any governmental agency, semi-governmental or judicial or quasi-judicial or administrative entity, department or authority, agency or authority including any stock exchange or any self-regulatory organization, established under any Law.
Gross Non Performing Assets/ GNPA	has the meaning given to the term in the NBFC Directions.
Gross Loan Portfolio	means and includes the outstanding principal amounts of the Loans originated by the Company on its own books, securitized portfolio as well as Loans originated on behalf of other entities by entering into partnership agreements but not included on the Company's own book. It is hereby clarified that for the purpose of calculating Gross Loan Portfolio, write offs done in the trailing twelve months will added back to the outstanding principal amounts of the Loans
Group Entity	means and refers to the subsidiaries of the Company, associate companies (as defined under the extant Companies Act, 2013) of the Company, and the entities under Control of the Company, from time to time, and "**Group Entity**" shall mean anyone of them.
Hypothecation Agreement	means the unattested hypothecation agreement, dated on or about the Deemed Date of Allotment, to be executed and delivered by the Company in a form acceptable to the Debenture Trustee securing the due repayment of the Payment Obligations.

TERM	DEFINITION/PARTICULARS
Hypothecation Confirmation Letter	mean the letter(s) to be issued by the Company to the Debenture Trustee in terms of the Hypothecation Agreement substantially in the format prescribed therein..
Hypothecated Assets	has the meaning given to it in Section 2.1 (*Summary Terms*) of this Key Information Document.
ICCL	means the Indian Clearing Corporation Limited.
Information Utility	has the meaning given to the term in The Insolvency and Bankruptcy Code, 2016;
Interest Payment Date	means the payment dates in respect of the Debentures as specified in Annexure II *(Illustration of Bond Cashflows)* hereto, unless such day is not a Business Day, in which case the payment date is the subsequent Business Day
Issue	means the issuance of the Debentures by way of private placement.
Issue Closing Date	March 27, 2026
Issue Opening Date	March 27, 2026
Issue Terms and Conditions	means the terms and conditions on the part of the Company to be observed and performed as set out in Section 2.6 (*Issue Terms and Conditions*) of this Key Information Document till the Final Settlement Date and as the same may, from time to time, be modified in accordance with these presents.
Key Information Document	means this key information document to be issued by the Company on or about the date of this DTD for subscription to the Debentures on a private placement basis in accordance with the Debt Listing Regulations.
Listed NCDs Master Circular	means the master circular issued by SEBI bearing the reference number SEBI/HO/DDHS/DDHS-PoD/P/CIR/2025/0000000137 dated October 15, 2025 on "*Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper*", as amended, modified, supplemented or restated from time to time.
Loan/ Client Loan	means an assistance by way of a rupee loan, lent and advanced by the Company to an Obligor pursuant to a Loan Agreement and "**Loans**" shall mean the aggregate of all such loans lent and advanced by the Company to the Obligors.
Loan Agreement	means an agreement entered into between the Company and an Obligor (as amended, modified and altered from time to time) setting out the terms and conditions on which the Company has agreed to lend and advance a Loan to the Obligor, and "**Loan Agreements**" shall mean all such agreements collectively.
Loan Loss Provisions	means the outstanding provision in the balance sheet of the Company pertaining to on book and securitised book assets to provide for potential losses.
Location of Dispute Resolution.	has the meaning given to it in Section 2.1 (*Issue Details*) of this Key Information Document.
Listing Period	has the meaning given to it in Section 2.1 (*Issue Details*) of this Key Information Document.
Local Currency	means the lawful currency of India, being as at the date of the DTD, Indian Rupees.

TERM	DEFINITION/PARTICULARS
LODR Regulations or SEBI LODR Regulations	means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, modified, supplemented or restated from time to time.
Mandatory Redemption	has the meaning given to it in Section 2.7 (*Issue Terms and Conditions*) of this Key Information Document.
Mandatory Redemption Event	means the occurrence of an event whereby any the credit rating of the Debentures is downgraded below the Minimum Rating by 2 (two) or more notches.
Mandatory Redemption Notice	has the meaning given to it in Section 2.7 (*Issue Terms and Conditions*) of this Key Information Document.
Majority Debenture Holders	means such number of Debenture Holders collectively holding more than 50% (fifty percent) of the value of the Outstanding Principal Amounts.
Majority Resolution	means resolution approved by Majority Debenture Holders, either in a poll or in a meeting of the Debenture Holders.
Management Control	means (i) the right to appoint or remove the majority of directors on the board of directors of the Company or such other person who may be charged with or entitled to exercise central management and control of the Company or (ii) the power directly or indirectly to otherwise direct or cause the direction of the management and policies of the Company, whether through ownership of shares or by agreement or otherwise.
Material Adverse Effect	means the effect or consequence of an event, circumstance, occurrence or condition which has caused, as of any date of determination by the Debenture Trustee (acting on the basis of a Majority Resolution), a material and adverse effect on (a) the financial condition, business or operation of the Company where Net Worth of the Company erodes by more than 10% (ten percent), (b) the ability of the Company to perform its obligations under the Transaction Documents; or (c) the validity or enforceability of any of the Transaction Documents (including the ability of any party to enforce any of its remedies thereunder).
Minimum Rating	has the meaning given to it in Section 2.1 (*Issue Details*) of this Key Information Document.
N.A.	Not Applicable
NBFC Directions	means, collectively: (a) the Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025 dated November 28, 2025; (b) the Reserve Bank of India (Non-Banking Financial Companies - Undertaking of Financial Services) Directions, 2025 dated November 28, 2025 as amended by the Reserve Bank of India (Non-Banking Financial Companies – Undertaking of Financial Services) (Amendment) Directions, 2025 dated December 5, 2025; (c) the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 dated November 28, 2025; (d) the Reserve Bank of India (Non-Banking Financial Companies –

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	Prudential Norms on Capital Adequacy) Directions, 2025 dated November 28, 2025; (e) the Reserve Bank of India (Non-Banking Financial Companies – Income Recognition, Asset Classification and Provisioning) Directions, 2025 dated November 28, 2025; (f) the Reserve Bank of India (Non-Banking Financial Companies – Know Your Customer) Directions, 2025 dated November 28, 2025; (g) the Reserve Bank of India (Non-Banking Financial Companies – Miscellaneous) Directions, 2025 dated November 28, 2025; and (h) all other directions and circulars issued by the RBI in relation to the functioning and governance of non-banking financial companies, each as amended, modified, supplemented or restated from time to time
Net Income	means, for any particular period and with respect to the Company, all revenue (including donations and grants) less all expenses (including taxes, if any for such period).
Net Worth	has the meaning given to it in Section 2(57) of the Act.
NSDL	means the National Securities Depository Limited
Obligor	means a person who has availed of a Loan from the Company under the terms and conditions set out in the respective Loan Agreement entered into between such person and the Company, and who is liable to pay the amounts due to the Company, and "**Obligors**" shall mean all such Persons collectively.
Objectionable Practice	means (a) deliberately destroying, falsifying, altering or concealing evidence material to the assessment or the making of false statements to those performing the assessment, in order to materially impede an assessment of allegations of a Corrupt Practice, Fraudulent Practice, Money Laundering Activities, or Terrorist Financing and/or threatening, harassing or intimidating any party to prevent it from disclosing its knowledge of matters relevant to the assessment or from pursuing the assessment, or (b) acts intended to materially impede the exercise of the Debenture Holders's access to contractually required information in connection with an assessment of allegations of a Corrupt Practice, Fraudulent Practice, Money Laundering Activities, or Terrorist Financing.
Off-Balance Sheet Portfolio	means the principal balance of (i) Loans securitized by the Company, (ii) Loans assigned by the Company and (iii) Loans originated on behalf of other persons.
One-time Interest	has the meaning given to it in Section 2.1 of this Key Information Document.
Ordinary Course of Business	means, in relation to the Company, activities which are carried out by the Company in line with the objects clause of its Constitutional Documents and fulfil the following conditions:

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	(a) It is normal and routine for the particular business of the Company; (b) It is as per the customs and practices in the nature of business of the Company; (c) It involves the usual allocation of resources of the Company considering the size and volume of the transaction; (d) It is repetitive/frequent; (e) It is on an arm's length basis; (f) The income, if any, earned from such activity/transaction is treated as business income in the Company's books of account; and (g) There is a historical practice to conduct such activities and there is a pattern of frequency (i.e., the transaction is not an isolated transaction).
Outstanding Amounts	means, at any date, the Outstanding Principal Amounts together with any accrued Coupon, additional interests, costs, fees, charges, and other amounts payable by the Issuer in respect of the Debentures
Outstanding Principal Amount	means, at any date, the Local Currency principal amounts outstanding under the Debentures.
PAN	Permanent Account Number
PAR / Portfolio at Risk	means the aggregate of (a) all Loans including owned and managed portfolio and other credit facilities provided by the Company where one or more repayment installments are overdue by the PAR Days or more; and (b) all Loans and other credit facilities in respect of which the payment schedule have deferred, rescheduled, restructured, and/or refinanced.
Payments/ Payment Obligations	means all present and future obligations (whether actual or contingent and whether owed jointly or severally or in any capacity whatsoever) of the Company to the Debenture Holders or the Debenture Trustee under the DTD and shall include the obligation to redeem the Debentures in terms thereof, any outstanding remuneration of the Debenture Trustee, default interest/additional interest payable, if any, and all fees, costs, charges and expenses and other monies payable by the Company under the Transaction Documents.
Payment Default	means any event, act or condition which with notice or lapse of time, or both, would constitute an Event of Default under section 2.5 of this Key Information Document.
Performing Loans	has the meaning given to it in Section 2.1 (*Issue Details*) of this Key Information Document.
Piyush Khaitan	means Mr. Piyush Khaitan, a citizen of India aged about 69 (sixty nine)

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	years, holding permanent account number ACNPK9819J, and residing at T4-182, Pebble Bay, R.M.V, 2nd Stage, Bengaluru 560 094 currently holding the position of non-executive director and chairman in the Company;
Place(s) of Business	has the meaning given to it in Section 2.1 (*Issue Details*) of this Key Information Document.
Previous Year	means the Financial Year immediately preceding the current Financial Year.
Portfolio at Risk over 90 Days	means in a district or a branch or on the Company's Gross Loan Portfolio at any point of time, as the case may be, the outstanding principal value of the Company's portfolio that has one or more instalments of principal, interest, penalty interest, fee or any other expected payments overdue for 90 (ninety) days or more and includes restructured loans.
Private Placement Offer cum Application Letter/PPOA/ Offer Letter	The private placement offer letter in the format prescribed under PAS 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 issued by the Company for the issue of the Debentures on a private placement basis.
Proceedings	has the meaning given to it in Section 2.1 (*Issue Details*) of this Key Information Document.
Purpose	has the meaning given to it in Section 3.8 (*Utilization of the Issue Proceeds*) of this Key Information Document.
Quarterly Date	means each of March 31, June 30, September 30 and December 31 of a calendar year, and "**Quarterly Dates**" shall be construed accordingly.
Rating	means a credit rating for the Debentures from the Rating Agency, which has affirmed/re-affirmed a rating of "ICRA BBB 'Negative Outlook'" (pronounced as "ICRA Triple B with "negative" outlook") through its letter dated November 17, 2025
Rating Agency	means the rating agency approved by SEBI for carrying out debt ratings in India more particularly identified in Section 2.1 of this Key Information Document, which has been appointed for the purpose of rating the Debentures
Rating Letter	The rating letter issued by the Rating Agency dated 17th November, 2025.
RBI	Reserve Bank of India.
Record Date	means in relation to any Due Date on which any Payments are to be made by the Issuer to the Debenture Holders, the day falling 15 (fifteen) calendar days prior to such Due Date.
Receivables	means the all the amounts in respect of any Loans together with all other amounts whatsoever stipulated in or payable by the Obligors to the Company under the relevant Loan Documents and other related deeds and documents, including without limitation: (a) repayment of principal; (b) overdue interest; (c) interest and additional interest;

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	(d) carry forward charges; (e) prepayment amounts and amounts received on account of termination and/or prepayment including liquidated damages and break costs, if any; (f) stamp duty costs, charges, expenses, taxes, duties, levies and imposts and overdue charges; (g) indemnity payments; and (h) insurance proceeds;
REF / Recovery Expense Fund	means the recovery expense fund established/to be established and maintained by the Issuer in accordance with the provisions of Chapter IV (*Recovery Expenses Fund*) of the SEBI Debenture Trustees Master Circular read with the Recovery Expense Fund Circular.
Recovery Expense Fund Circular	means the circular issued by SEBI bearing reference number HO/17/11/12(3)2025-DDHS-POD1/I/145/2025 titled "*Modifications to Chapter IV of the Master Circular for Debenture Trustee dated August 13, 2025*" dated November 25, 2025.
Redemption Amount	with reference to each Debenture means the Outstanding Principal Amounts (plus the accrued Coupon (if any)) payable on the Final Redemption Date in the manner specified in Annexure II (*Illustration of Bond Cash Flows*) of this Key Information Document.
Redemption Dates	means the dates on which Redemption Installments will be due and payable and more particularly prescribed in Annexure II *(Illustration of Bond Cashflows)* and "**Redemption Date**" shall mean any one of them, as the context may require;
Redemption Installment	has the meaning given to it in Section 2.7 (*Issue Terms and Conditions*) of this Key Information Document.
Registrar / Registrar and Transfer Agent	means the registrar and transfer agent more particularly identified in Section 7.7 (*Registrar of the Issue*) of this Key Information Document appointed for the issue of Debentures.
Register of Debenture Holders / Register of Beneficial Owners	means the register of beneficial owners of the Debentures maintained in the records of the Depository, as the case may be
Related Party	has the meaning given to it in Section 2(76) of the Act.
ROC	means the jurisdictional Registrar of Companies for the Company.
Rs. / INR	means Indian rupees, the lawful currency of India.
RTGS	Real Time Gross Settlement.
Resolutions	means collectively, (a) the resolution of the Board of Directors of the Company under the applicable provisions of the Companies Act, 2013 *inter alia* authorizing

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	the resource and mobilization committee to authorize the issuance of the Debentures dated May 16, 2025; and (b) the resolution of the resource and moblisation committee of the board of directors of the Company under Section 179(3) and other applicable provisions of the Companies Act, 2013 authorizing the issuance and the terms of the Debentures dated March 13, 2026.
SEBI	Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992 (as amended from time to time).
SEBI Centralized Database Requirements	means the requirements prescribed in Chapter XIV (*Centralized Database for corporate bonds/ debentures*) of the Listed NCDs Master Circular read together with Chapter XII (*Centralised Database - Responsibilities of Debenture Trustee*) of the SEBI Debenture Trustees Master Circular.
SEBI Debenture Trustees Master Circular	means Master Circular for debenture trustees dated August 13, 2025, bearing reference number SEBI/HO/DDHS-PoD-1/P/CIR/2025/117 issued by SEBI, as amended and updated from time to time, as amended, modified, supplemented or restated from time to time.
SEBI EBP Requirements/EBP Requirements	means the requirements with respect to electronic book mechanism prescribed in Chapter VI (*Electronic Book Provider platform*) of the Listed NCDs Master Circular, and the operational guidelines issued by the relevant electronic book provider, each as amended, modified, supplemented, or restated from time to time.
SEBI Listed Debentures Circulars	means, collectively, the Listed NCDs Master Circular, the SEBI Debenture Trustees Master Circular, the SEBI Debt Listing Regulations, (to the extent applicable) the SEBI LODR Master Circular, and (to the extent applicable) the LODR Regulations.
SEBI Listing Timelines Requirements	means the requirements in respect of the timelines for listing of debt securities issued on a private placement basis prescribed in Chapter VII (*Standardization of timelines for listing of securities issued on a private placement basis*) of the Listed NCDs Master Circular, read with, to the extent applicable, the SEBI EBP Requirements.
SEBI LODR Master Circular	master circular issued by SEBI bearing reference number SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 on "*Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities*", as amended, modifies, supplemented, and/or restated from time to time) with a recognised stock exchange for listing of the PTCs on a recognised stock exchange.
SEBI NCS Master Circular	means the circular issued by SEBI bearing the reference number SEBI/HO/DDHS/DDHS-PoD/P/CIR/2025/0000000137 dated October 15, 2025, on "Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper", as amended, modified, or restated from time to time.
Secured Obligations	means all present and future obligations (whether actual or contingent and whether owed jointly or severally or in any capacity whatsoever) of the Issuer to the Debenture Holders or the Debenture Trustee under the Transaction Documents, including without limitation, the making of payment

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	of any coupon, redemption of principal amounts, additional/default interest, liquidated damages and all costs, charges, expenses and other amounts payable by the Issuer in respect of the Debentures.
Security Interest	means any hypothecation, charge, assignment, lien of any kind, and any interest in the nature of security or undertaking including any preferential arrangement, including without limitation, any agreement to give the same effect as any of the foregoing, any conditional sale or other title retention agreement in relation to any asset or any lease in the nature thereof and any designation of loss payees or beneficiaries or any similar arrangement under any insurance policies.
Security Cover	has the meaning given to it in Section 2.1 of this Key Information Document..
Special Majority Debenture Holders	means such number of Debenture Holders collectively holding more than 75% (seventy five percent) of the value of the Outstanding Principal Amounts of the Debentures.
Special Resolution	means a resolution approved by the Special Majority Debenture Holders who are present and voting or if a poll is demanded, by the Special Majority Debenture Holders who are present and voting in such poll.
Stressed Assets Framework	means the master direction issued by the RBI bearing reference number DOR.STR.REC.276/21.04.048/2025-26 dated November 28, 2025, titled "*Reserve Bank of India (Non-Banking Financial Companies – Resolution of Stressed Assets) Directions, 2025*" read with the master direction issued by the RBI bearing reference number DOR.STR.REC.84/21.04.048/2025-26 issued by the RBI titled "*Reserve Bank of India (Commercial Banks – Resolution of Stressed Assets) Directions, 2025*", each, as amended, modified, supplemented or restated from time to time.
Subsidiary	has the meaning given to it in the Companies Act.
Subordinated Debt	means any financial obligation of the Company, which is unsecured and subordinated to the claims of other creditors and is free from restrictive clauses and is not redeemable at the instance of the holder/provider of the subordinated debt, or without the consent of the supervisory authority of the non-banking financial company
Tangible Net Worth	means, with respect to any person, the amount paid up on such person's issued equity share capital, compulsorily convertible instruments and any amount standing to the credit of its reserves, less equity or equity-like investments, goodwill, deferred tax assets and other intangible assets.
Taxes	means any present or future tax, levy, duty, charge, fees, deductions, withholdings, turnover tax, transaction tax, stamp tax or other charge of a similar nature (including any penalty or interest payable on account of any failure to pay or delay in paying the same), now or hereafter imposed by Law by any Governmental Authority and as maybe applicable in relation to the payment obligations of the company under the Tranasction Documents .
TDS	Tax Deducted at Source.
Terms & Conditions	The terms and conditions pertaining to the Issue as outlined in the Transaction Documents.
Tier I Capital	has the meaning ascribed to it in the NBFC Directions.

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Tier II Capital	has the meaning ascribed to it in the NBFC Directions.
Top-Up	shall mean the creation of a Security Interest by way of hypothecation over such additional Receivables as are required to ensure and maintain the Security Cover and "**Topped Up**" can be construed accordingly.
Transaction Documents	means the documents executed in relation to the Issue and shall include: (a) the Debenture Trust Deed; (b) the Debenture Trustee Agreement; (c) the Hypothecation Agreement; (d) the Hypothecation Confirmation Letter; (e) the Power of Attorney in relation to Hypothecation Agreement; (f) the Resolutions; the letters issued by the Rating Agency; (g) and any other document that may be designated by the Debenture Trustee as a Transaction Document, and "Transaction Document" shall be construed accordingly.
WDM	shall mean the Wholesale Debt Market.

(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

SECTION 2: DETAILS OF THE OFFER OF NON-CONVERTIBLE SECURITIES IN RESPECT OF WHICH THIS KEY INFORMATION DOCUMENT IS BEING ISSUED

2.1 Issue Details

Security Name (*Name of the non-convertible securities which includes Coupon / dividend, Issuer Name and maturity year*)	12.00%NCPL2027
Issuer	NeoGrowth Credit Private Limited
Type of Instrument	Non-Convertible Debentures
Nature of Instrument (Secured or Unsecured)	Rated, Listed, Unsubordinated, Secured, Taxable, Transferable, Redeemable Non-convertible Debentures.
Seniority (Senior or subordinated)	Senior
Mode of Issue	Private placement
Eligible Investors	shall have the meaning assigned to such term in S.no 7 of paragraph II (*Disclosures as per SEBI Debt Listing Regulations*) of Part A above.
Details of Anchor Investor	Nil
Listing (name of stock exchange(s) where it will be listed and timeline for listing)	The Debentures are to be listed on the WDM segment of the BSE within a maximum period of 3 (Three) working days from the date of closure of Issue. In the event of the Issuer's failure to do so (subject to the cure period provided by the Debenture Holders if any), to the extent that any Debenture Holders are foreign institutional investors or sub-accounts of foreign institutional investors, or qualified foreign investors or foreign portfolio investors, the Company shall immediately redeem any and all Debentures which are held by such are foreign institutional investors or sub-accounts of foreign institutional investors, or qualified foreign investors or foreign portfolio investors. In the event that: (i) the Debentures are not listed on the NSE within a period of 3 (Three) trading days from the Issue closing date; and/ or (ii) the debentures are delisted for a continuous period of 1 month, the Company shall pay default interest calculated at the rate of 1% (One Percent) per annum on the outstanding principal amount of the Debentures over and above the Coupon Rate for the period that the Debentures are unlisted or delisted
Rating of the Instrument	"ICRA BBB"; 'Negative' outlook (pronounced as "ICRA Triple B") with a 'Negative' outlook
Rating Agency	means ICRA Limited or any other rating agency approved by SEBI for carrying out debt ratings in India.
Issue Size	Up to Rs. 25,00,00,000/- (Rupees Twenty Five Crores).

Minimum subscription	100 Debentures and in multiples of 1 Debenture thereafter.
Option to retain oversubscription	NA
Objects of the Issue / Purpose for which there is requirement of funds	To raise secured debt to the extent up to Rs. 25,00,00,000/- (Rupees Twenty Five Crores) and 100% (One Hundred Percent) of the issue proceeds will be utilized by the Issuer for the on-lending by the Issuer to micro, small and medium enterprises ("MSME"). Provided that no part of the proceeds shall be utilized directly/indirectly towards the following: (a) capital markets (including equity, debt, debt linked and equity linked instruments or any other capital market land activities); (b) any speculative purposes; (c) investment in the real estate sector; and (d) in contravention of any applicable law. PROVIDED HOWEVER, the Company shall be entitled to temporarily invest the funds raised by the Issue in liquid mutual funds and deposits held with scheduled commercial banks for a period not exceeding 30 (thirty) calendar days from the Deemed Date of Allotment.
In case the issuer is an NBFC and the objects of the issue entail loan to any entity who is a 'group company', then the requisite disclosures shall be provided.	Not applicable.
Details of the utilization of the Proceeds	100% (One Hundred Percent) of the issue proceeds will be utilised by the Issuer for the on-lending purposes of the Issuer to micro, small and medium enterprises ("MSME"). Provided that no part of the proceeds shall be utilized directly/indirectly towards the following: (a) capital markets (including equity, debt, debt linked and equity linked instruments or any other capital market land activities); (b) any speculative purposes; (c) investment in the real estate sector; and (d) in contravention of any applicable law. PROVIDED HOWEVER, the Company shall be entitled to temporarily invest the funds raised by the Issue in liquid mutual funds and deposits held with scheduled commercial banks for a period not exceeding 30 (thirty) calendar days from the Deemed Date of Allotment.

Coupon	Coupon shall be payable on the Debentures on the Coupon Payment Date(s), at the Coupon Rate.
Coupon Rate	Subject to paragraph on "*Step Up / Step Down Coupon Rate*", 12.00% (Twelve Decimal Point Zero Zero Percent) per annum, compounded and payable quarterly on the Coupon Payment Date(s) until the Final Settlement Date.
Step Up Coupon	In the event the credit rating of the Debentures issued by the Company is downgraded from the Minimum Rating by 1 (one) notch or more, the Interest Rate shall be increased by 0.25% (zero decimal two five percent) ("**Step Up Rate (Debentures)**") for every 1 (one) notch of rating downgrade till the credit rating of the Debentures is downgraded to "BB" (pronounced as "double B"), applicable from the date of such downgrade until such event is cured, on the Outstanding Principal Amount and accrued interest, if any, on the Debentures. If the Company is rated by more than one rating agency, then the lowest of the ratings shall be considered ("**Step Up (Debentures)**"). If at any time after the occurrence of a Step Up (Debentures), the rating of the Debentures is upgraded by 1 (one) notch or more, the prevailing Step Up Rate shall be decreased by 0.25% (zero decimal two five percent) for each such upgrade (until the rating of the Debentures is restored to the Minimum Rating) and such decreased rate of interest shall be applicable on the outstanding principal amounts with effect from the date of such upgrade. For the avoidance of doubt, it is hereby mentioned that the Coupon Rate shall not further decrease in case of the upgrade of rating of Debentures above "BBB" Notwithstanding anything contained above, it is clarified that if the credit rating falls to 'BB' or below, the Default interest shall apply.
Minimum Rating	ICRA BBB (pronounced "Triple B") as assigned by the Rating Agency.
Coupon Payment Frequency	Quarterly, with the first Coupon Payment Date being June 30,2026
Coupon Payment Date(s) **(cumulative / non-cumulative, in case of dividend)**	The Coupon shall be payable monthly on the Coupon Payment Date(s) until the Final Settlement Date with the final Coupon Payment Date being the Final Redemption Date / Final Settlement Date (subject to adjustments on account of day count convention in accordance with the SEBI Debt Listing Regulations) and on the dates set out in **Annexure II** *(Illustration of Bond Cashflows)* of this Key Information Document.
Coupon Type (Fixed, floating or other structure)	Fixed Coupon rate.
Coupon Reset Date	Not Applicable
Coupon Reset Process	Not Applicable
Day Count Basis	Actual / Actual
Interest on Application Money	In the event that the date of deposit of the Application Monies falls prior to the Deemed Date of Allotment of the Debentures, the Company shall be required to furnish interest at the Coupon rate (subject to Tax deduction, if any) to the Applicants on the Application Monies for the Debentures for the

	period starting from and including the date of realization of Application Monies in Company's bank account ("**Pay-In Date**") until the Deemed Date of Allotment for all valid applications within 1 (one) Business Day from the Deemed Date of Allotment. Where the Pay-in Date and Deemed Date of Allotment in respect of Debentures fall on the same date, no interest on Application Monies is to be paid to the Applicants. Where the entire subscription amount has been refunded to any Applicant, the interest on Application Monies will be paid along with the refunded amount to the bank account of the Applicant as described in the Application by electronic mode of transfer such as (but not limited to) RTGS/NEFT/direct credit. Where an Applicant is allotted a lesser number of Debentures than applied for, the excess amount paid on application will be refunded to the Applicant in the bank account of the Applicant as described in the Application towards interest on the refunded money by electronic mode of transfer like RTGS/NEFT/direct credit. Details of allotment will be sent to every successful Applicant.
Consent Letter	Letter dated March 23, 2026 pursuant to which the Debenture Trustee has agreed to act as a trustee in trust and on behalf of and for the benefit of the Debenture Holder(s).
Cure Period for breach of Financial Covenants	30 (thirty) calendar days.
Cure Period for breach of Affirmative Covenants	30 (thirty) calendar days (except where otherwise provided under Section 2.4 (a) (*Affirmative Covenants*)).
Default Interest Rate / Additional Interest	In case of default in payment of Coupon and / or Redemption Amount on as per the Payment Mechanism, additional coupon rate of 2% p.a. (two percent per annum) on the defaulted amount, over the Coupon Rate will be payable by the Company from the date of default till such default in payment of Coupon and/or Redemption Amount is rectified. Any failure to create and perfect security over the Hypothecated Assets within the timelines as set out in the Transaction Documents shall attract 2% (two percent) p.a. additional interest payable over the Coupon Rate and give an option to the Debenture holders for early redemption. Application of Default Rates arising out occurrence of any Events of Default are mutually exclusive and will be payable in the event the circumstance triggering the default coupon rate occurs. In case of any failure to execute the Debenture Trust Deed within the period specified in the Applicable Law, without prejudice to any liability arising on account of violation of the provisions of the Act and the SEBI Debt Listing Regulations, the Issuer shall also pay interest of at least 2% (two percent) per annum or such other rate, as specified by SEBI to the

	holder of debt securities, over and above the agreed Coupon Rate, till the execution of the Debenture Trust Deed. The Company agrees that any Default Interest payable by it under the terms of the Transaction Documents is reasonable and is a genuine pre-estimate of damages that would be caused to the Debenture Holders in the circumstances referred to in this paragraph (*Default Interest*) and that payment of Default Interest is not penal in nature.
Tenure	13 (Thirteen) months from the Deemed Date of Allotment.
Final Redemption Date / Maturity Date	Shall mean the date falling on the expiry of 13 (Thirteen) months from the Deemed Date of Allotment, being April 30, 2027, subject to the Early Redemption Date or such other date on which the final payment of the principal amount of the Debentures becomes due and payable as therein or herein provided, whether at such stated maturity date, by declaration of acceleration, or otherwise, in accordance with the terms and conditions of the Transaction Documents and the relevant Disclosure Documents.
Principal Payment Date(s)	Subject to redemption pursuant to occurrence of a Early Redemption Event, the Redemption Amounts in respect of Debentures shall be payable on the Final Redemption Date as set out in **Annexure II** *(Illustration of Bond Cashflows)* of this Key Information Document.
Redemption Amount	INR 1,00,000/- (Rupees One Lakh only) per Debenture on the Redemption Date plus accrued Coupon in the manner set out in **Annexure II** (*Illustration of Bond Cash Flows*) hereto. Further, the aforesaid amount would be payable with the Default Interest (if any), and other such costs, charges and expenses if any, payable on the Payment Date(s) under the Transaction Documents.
Redemption Premium / Discount	Not applicable
Issue Price	Rs. 1,00,000/- (Rupees One Lakh only) per Debenture
Premium / Discount at which security is issued and the effective yield as a result of such discount	Not applicable
Early Redemption	Early redemption at the instance of Issuer shall not be allowed within 12 months from Deemed Date of Allotment **("Lock-in Period")**. After the Lock-in Period, the Company may at its instance (other than on occurrence of an Event of Default), issue at least 45 (forty five) calendar days prior written notice to Debenture Trustee ("**Early Redemption Notice**") and redeem the Debentures on any specified day other than the Final Redemption Date on a pro rata basis with the prior written consent of the Debenture Trustee and payment of Early Redemption Premium over and above the Interest Rate. PROVIDED HOWEVER, the Debenture Trustee shall not grant its consent for early redemption of Debentures without the prior written consent of the Majority Debenture Holders or Majority Resolution duly passed at the meeting of the Debenture Holders held in accordance with the provisions set out in Annexure II *(Illustration of Bond Cashflows)* of this Key Information Document .
Early Redemption Premium	2.00 % (Two Point Zero Zero percent) on the principal amount prepaid.

Early Redemption Date	Subject to Applicable Law, the date on which the Debentures shall be redeemed by the Company in full by payment of the Redemption Amount, together with accrued Coupon, and all other Outstanding Amounts accrued thereto, on the expiry of 45 (forty five) days of having received an Early Redemption Notice.
Put Option Date	N.A.
Put Option Price	N.A.
Call Option Date	N.A.
Call Option Price	N.A.
Put Notification Time (Timelines by which the investor need to intimate Issuer before exercising the put)	N.A.
Call Notification Time (Timelines by which the Issuer need to intimate investor before exercising the call)	N.A.
Face Value	Rs. 1,00,000/- (Rupees One Lakh only) per Debenture.
Minimum Application size and in multiples thereafter	The minimum application size for the Issue shall be 100 Debentures and in multiples of 1 Debenture thereafter.
Issue Schedule / Issue Timing	Issue Opening Date: March 27, 2026; Issue Closing Date March 27, 2026; Date of earliest closing of the Issue, if any: N.A. ; Pay-in Date: March 30, 2026; and Deemed Date of Allotment: March 30, 2026. All documentation including, but not limited to, the Disclosure Document, Board Resolution, Rating Letter, rating rationale along with the detailed press release and Appointment of Debenture Trustee to be completed 1 (One) business day prior to Issue Opening Date.
Issuance mode of the Instrument	Demat only
Trading mode of the Instrument	Demat only
Settlement mode of the Instrument	RTGS
Depositories	NSDL and CDSL
Business Day Convention	(a) All payments in respect of the Debentures required to be made by the Company shall be made on a Business Day; (b) If the date of payment of any interest (other than on the Final Redemption Date or an Early Redemption Date) in respect of the Debentures falls on a day that is not a Business Day, such

	payment of interest shall be made on the immediately succeeding Business Day; (c) If the date of payment of any Redemption Installment falls on a day that is not a Business Day, such payment of installment shall be made on the immediately preceding Business Day; (d) If the Final Redemption Date or the Early Redemption Date, as the case may be, falls on a day that is not a Business Day, such payment of interest and Redemption Installment shall be made on the immediately preceding Business Day; and (e) In the absence of anything to the contrary, if any day for performance of any acts under the Transaction Documents (other than those set out in sub-Clause (b) to sub-Clause (d) above) falls on a day which is not a Business Day, such acts shall be performed shall be made on the immediately preceding Business Day.
Payment Mechanism	On each Payment Date ("T"), Company shall make payments of Coupon and Outstanding Amounts (if any) due, along with all other payment obligations (if any), under the Transaction Documents by 1600 hours as per the Indian Standard Time (IST).
Disclosure of Interest / Dividend / Redemption Dates	Please refer to **Annexure II** of this Key Information Document**.**
Record Date	The date which will be used for determining the Debenture Holder(s) who shall be entitled to receive the amounts due on any Payment Date(s), which shall be the date falling 15 (Fifteen) calendar days prior to any Payment Date(s).
Place(s) of Business	Mumbai and Chennai
Location of Dispute Resolution	Mumbai
Listing Period	Period of 3 (three) Business Days from the date of issue closure. In accordance with the SEBI NCS Regulations read together with the SEBI NCS Master Circular, the Company confirms that in the event there is any delay in listing of the Debentures beyond 3 (three) Business Days from the date of closure of the issue for the Debentures, the Company will pay to the Debenture Holders, penal interest of 1% (one percent) per annum over the Interest Rate for the period of delay from the Deemed Date of Allotment until the listing of the Debentures is completed.
All covenants of the issue (including side letters, accelerated payment clause, etc.)	Please refer to paragraph 2.4 of Section 2 of this Key Information Document.
Description regarding Security (where applicable) including type of security (movable / immovable / tangible etc.), type of charge	The Company as the legal and/or beneficial owner of the Hypothecated Assets hereby agrees and undertakes to secure the Debentures on or before the Deemed Date of Allotment by way of hypothecation in favour of the Debenture Trustee for the benefit of the Debenture Holders over all the

(pledge / hypothecation / mortgage etc.), date of creation of security / likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the Offer Document / Information Memorandum.	present and future Receivables specified in the Hypothecation Agreement, and proceeds thereof, which may be Topped Up in accordance with the provisions hereof by the Company pursuant to its obligation to meet the Security Cover under Clause (a) and (b) below, along with all benefits, rights and incidentals attached thereto on a first ranking, fixed, exclusive, and continuing Security Interest basis. (a) The Security Interest created on the Hypothecated Assets mentioned above in favour of the Debenture Trustee hereunder shall rank as a first ranking exclusive and continuing Security Interest. (b) The Security Interest over the Hypothecated Assets shall at all times, commencing from the Effective Date and until the Final Settlement Date, be at least 1.15 (one decimal one five) times or 115% (one hundred and fifteen percent) of the value of the Outstanding Amounts (the "**Security Cover**"), such that the Security Cover of 1.15 (one decimal one five) times is maintained by way of Hypothecated Assets which, at all times, meet the Eligibility Criteria and the value of the principal amounts of the Receivables comprising the Hypothecated Assets are sufficient in order to maintain the Security Cover. (c) In the event: (i) the value of the Hypothecated Assets is diminished (including due to any repayments and/or amortisation in respect of the Loans); (ii) the Company is unable to maintain the Security Cover; or (iii) the Receivables comprising the Hypothecated Assets do not satisfy the Eligibility Criteria, the Company shall, within 15 (fifteen) calendar days the occurrence of such event, or such other time period as may be prescribed by the Debenture Holders, ensure that the value of the Hypothecated Assets equals or exceeds the Security Cover by creating a first ranking exclusive and continuing Security Interest by way of hypothecation over additional or new Receivables (in respect of the Loans that fulfil the Eligibility Criteria) by way of Top-up. The details in respect of such additional or new Receivables secured in favour of the Debenture Trustee will be provided to the Debenture Trustee on the relevant Top-up Date. (d) The Security Cover shall, at all times, be maintained only by way of creating Security Interest over such Loans which do not have any Receivables (whether by way of principal, interest, additional interest, fees or any other amounts or expected payments) overdue for more than 30 (thirty) days ("**Performing Loans**"). The Company shall, with prior written intimation to the Debenture Trustee, replace any Loans, that are a part of the Hypothecated Assets, that cease to be Performing Loans with such Loans (whether or not forming part of the then existing portfolio of

	Hypothecated Assets) that fulfill the Eligibility Criteria, so as to ensure that the Security Cover is maintained in the manner contemplated under the Hypothecation Agreement, within a period of 15 (fifteen) Business Days of the relevant Hypothecated Asset becoming due. (e) Any additional, new, replaced or substituted Security Interest created over additional Hypothecated Assets will constitute and shall thereafter always be deemed to constitute a part of the Hypothecated Assets. (f) The description of the assets comprising the additional or new or replaced Security Interest specified by the Company to the Debenture Trustee in the Hypothecated Assets Reports or in any lists/description provided on each Top-up Date (including the Hypothecated Assets Reports) shall be deemed to be the description of the assets which form part of the Hypothecated Assets and shall be deemed to form part of the Hypothecated Assets, without requiring the Company and/or the Debenture Trustee to execute any additional and/or supplemental deed(s) of hypothecation in respect of any Top-Up under the Hypothecation Agreement. (g) Notwithstanding anything contained in the Transaction Documents, the Company shall pay a penal interest of 2% (two percent) over the Coupon Rate in case of any delay, attributable on the part of the Company in carrying out creation, registration, and perfection of the Security Interest over the Hypothecated Assets within the stipulated timeline, or there is any default in compliance of obligations relating to the Security Interest under the Hypothecation Agreement or the other Transaction Documents, including the obligation to ensure that the Security Cover is maintained. (h) The Company shall provide to the Debenture Trustee, certificate signed by the authorized signatory of the Company inter alia certifying that the Hypothecated Assets are sufficient to meet the Security Cover and other certifications as may be prescribed by the Debenture Trustee (acting on the instructions of the Debenture Holders) on a quarterly basis, within 30 (thirty) calendar days from each Quarterly Date ("**Quarterly Hypothecated Assets Report**"). The Debenture Trustee will immediately provide a copy of the details of Quarterly Hypothecated Assets Report to the Debenture Holders. **Eligibility Criteria**: (a) Each of the Loans underlying the Hypothecated Assets must be a Loan originated by the Company (and not a Loan that has been sold or assigned to the Company by a third party); (b) Each of the Loans underlying the Hypothecated Assets must be a Performing Loan;

	(c) The Loans with overdues (between 1 (one) to 30 (thirty) days shall not constitute more than 15% (fifteen percent) of the Hypothecated Assets; (d) The Loans underlying the Hypothecated Assets must have been originated while complying with all the extant customer protection regulations applicable to the Company, and all 'know your customer' norms specified by the RBI, including under the master direction bearing reference number RBI/DOR/2025-26/361 dated November 28, 2025 issued by the RBI on "Reserve Bank of India (Non-Banking Financial Companies – Know Your Customer) Directions, 2025"; (e) The Receivables constituting the Hypothecated Assets must be existing, current and not overdue at the time of creation of charge over the Hypothecated Assets and should not have been terminated or prepaid; (f) No Loan in respect of the Receivables constituting the Hypothecated Assets has been provided to an Obligor with history of late payments and overdues; (g) The Receivables constituting the Hypothecated Assets shall be unencumbered and no Security Interest of any kind shall exist over them except in accordance with the Transaction Documents; (h) No Receivables constituting the Hypothecated Assets has been restructured or rescheduled; (i) None of the Loans constituting the Hypothecated Assets shall have been provided to Related Parties of the Company; (j) None of the Loans constituting the Hypothecated Assets have been provided to individuals who have had a history of late payments or overdues; (k) The Hypothecated Assets should be formed only by allocating 100% (one hundred percent) of the Loans; (l) Each Loan constituting the Hypothecated Assets shall have been originated at branches owned, controlled and operated by the Company directly, and not through branches operated by its co-lending / co-origination partners; and (m) None of Loans constituting the Hypothecated Assets shall have been charged in favour of any other lender of the Company.
Replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the issue document	The provisions for replacement of security have been set out under the aforesaid column on "*Description regarding Security*" under Section 2.1 (*Issue Details*) above. In the case of a delay in the execution of Debenture Trust Deed and/ or the Hypothecation Agreement, the Issuer shall refund the subscription with the agreed rate of interest or shall pay penal interest of 2% (Two Percent) per annum over and above the applicable Coupon Rate until such time the conditions have been complied with at the option of the Investor.

Security Documents	(a) the Hypothecation Agreement; and (b) any other document or instrument, creating, recording or evidencing the creation of security to secure the Secured Obligations.
Due diligence certificate issued by the Debenture Trustee	The due diligence certificate issued by the Debenture Trustee to BSE in accordance with the SEBI circular dated January 28, 2025 (bearing reference no SEBI/HO/DDHS/DDHS-PoD-3/P/CIR/2025/009 is annexed hereto as **Annexure VI**.
Terms and conditions of debenture trustee agreement including fees charged by debenture trustees(s), details of security to be created and process of due diligence carried out by the debenture trustee.	Please refer to paragraph 2.2(a) of Section 2 (*Issue Details*) of this Key Information Document.
Transaction Documents	The documents executed / to be executed by the Company, including but not limited to the following, as required under the SEBI Debt Listing Regulations / the Act (as applicable) and any other circulars, notifications and guidelines issued by the SEBI in relation to the issuance of Debentures through private placement: (a) the Consent Letter; (b) Certified true copy of the resolution passed by the Board of the Company May 16, 2025 read with the resolution passed by the Resource and Mobilization Committee of the Board on _March 13,2026; (c) Certified true copy of the Board resolution of the Company passed under Section 42 of the Act dated May 16, 2025 ; (d) the Disclosure Documents; (e) the Private Placement Offer cum Application Letter; (f) the Debenture Trustee Agreement; (g) the Debenture Trust Deed; (h) the Security Documents; (i) Rating letters dated 17th November, 2025 and rating rationale dated17th November, 2025 ; along with a press release from the Rating Agency in respect of the credit rating for the Debentures; and (j) Any other document or instrument agreed and designated as a transaction document by the Debenture Trustee and/or the

	Company. and **"Transaction Document"** shall be construed accordingly. All the Transaction Documents shall comply with the requirements prescribed by the RBI, SEBI and under the Companies Act, 2013 in relation to the issuance of the Debentures. Disclosure Documents means collectively, (k) this Key Information Document and the General Information Document; and (l) private placement offer letter to be issued by the Issuer in terms of section 42 (Offer or invitation for subscription of securities on private placement) of the Companies Act, 2013.
Conditions Precedent to disbursement	The Company shall fulfil the following conditions precedent, to the satisfaction of the Debenture Trustee, prior to the subscription of the Debentures by the Debenture Holder(s): (a) A certified true copy of the constitutional documents of the Company (being its Memorandum and Articles of Association and certificate of incorporation) shall have been submitted to the Debenture Trustee. (b) All corporate approvals from the Board of Directors and shareholders of the Company, as applicable, shall have been received for the issuance of the Debentures and the execution, delivery and performance by the Company of the Transaction Documents in accordance with the Act, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other statutes and rules prescribed. (c) Execution of the Transaction Documents including the Debenture Trustee Agreement and Debenture Trust Deed, in a form and manner satisfactory to the Debenture Trustee shall have taken place. (d) Rating of the Debentures being completed and the Rating Agency having provided a rating at least equal to the Minimum Rating for the Debentures and the Rating Letter issued by the Rating Agency being in a form and manner satisfactory to the Debenture Trustee. (e) a copy of the in-principle approval provided by the BSE in respect of the listing of the Debentures within the timelines prescribed under the SEBI NCS Regulations read with the SEBI NCS Master Circular. (f) The Company shall have provided to the Debenture Trustee a certificate from a director/company secretary of the Company certifying that:

	(i) the Company and its Directors have the necessary powers under the Constitutional Documents of the Company to borrow moneys pursuant to the issuance of the Debentures; (ii) the borrowing of moneys pursuant to the issuance of the Debentures will not cause any limit binding on the Company to be exceeded; (iii) the securing of moneys pursuant to the issuance of the Debentures will not cause any limit binding on the Company to be exceeded; and (iv) no Material Adverse Effect has occurred in the Company, and/or the business of the Company; (g) The delivery by the Company to the Debenture Trustee, of certificates signed by authorized signatories of the Company, in a form and substance satisfactory to the Debenture Trustee, with respect to: (i) incumbency and signatures; (ii) absence of any Event of Default, any potential Event of Default, any Force Majeure Event and any Material Adverse Effect except as disclosed to the Debenture Trustee; (iii) all representations and warranties contained in this Key Information Document are true and correct in all material respects on and as of the Deemed Date of Allotment, before and after giving effect to the Issue and to the application of the proceeds therefrom; and (iv) the Debenture Trustee shall have received from the Company its audited account statements for the Previous Year. (h) Due execution of the Depository agreements by, inter-alia, the Depository and the Company. (i) Due execution of the tripartite agreement by, inter-alia, the Registrar and Transfer Agent, Depository and the Company. (j) the required details of the Hypothecated Assets in such manner and on such platform (electronic or otherwise) as may be required in accordance with Chapter III (Security and Covenant Monitoring System) of the SEBI Debenture Trustees Master Circular, including on the "Distributed Ledger Technology" (DLT) system". (k) The Company shall have submitted to the Debenture Trustee, its audited account statements for the most recent financial year or financial half-year.

	(l) The Company shall provide any other document(s) required by the Debenture Trustee as required in respect of the issuance of Debentures.
Conditions Subsequent to disbursement	The Company shall fulfil the following conditions subsequent, to the satisfaction of the Debenture Trustee, following the Deemed Date of Allotment: (a) the Company shall immediately on receipt of funds, take on all necessary steps to, including making all applicable filings in the Registrar of Companies and obtaining all necessary approvals including filing Form PAS 3 along with requisite fee within the timelines prescribed by the Act and rules thereunder; (b) if so required, the Company shall maintain and file a copy of Form PAS-5 in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014 in respect of the issue of the Debentures; (c) the Company shall, in respect of the Hypothecation Agreement, file a copy of Form CHG-9 with ROC and shall ensure and procure that the Debenture Trustee files the prescribed Form I with CERSAI, each within 30 (thirty) calendar days from the date of execution of the Hypothecation Agreement; (d) the Company shall credit the demat account of the Applicants with such number of Debentures which have been allotted to them within 2 (two) Business Days from the Deemed Date of Allotment; (e) to the extent applicable and required under the laws applicable in India, the Company shall ensure and procure the completion of all relevant filings required to be made with any Information Utility in accordance with the (Indian) Insolvency and Bankruptcy Code, 2016 and any other rules and regulations made thereunder from time to time; and (f) the Company shall furnish to the Debenture Trustee a certificate from its statutory auditor in respect of the utilisation of funds raised by the issue of the Debentures within 60 (sixty) calendar days from the Deemed Date of Allotment.
Events of Default (including manner of voting /conditions of joining Inter Creditor Agreement)	Please refer to Section 2.5 of this Key Information Document.
Consequences of Events of Default	If one or more of the events specified in **Section 2.5** (*Events of Default*) of this Key Information Document occur(s), the Debenture Trustee may, in its discretion, that is, without requiring any consent or confirmation of the Company, and upon request in writing of Majority Debenture Holders or by a Resolution duly passed at the meeting of the Debenture Holders hereto by a notice in writing to the Company initiate the following course of action:

	(a) require the Company to mandatorily redeem the Debentures and repay the principal amount on the Debentures, along with accrued but unpaid interest, and other costs, charges and expenses incurred under or in connection with Transaction Documents; (b) declare all or any part of the Debentures to be immediately (or on such dates as the Debenture Trustee may specify) due and payable, whereupon it shall become so due and payable; (c) enforce any security created pursuant to the Hypothecation Agreement in accordance with its terms, as may be set out herein or therein, towards repayment of the Debentures; (d) to take any actions in respect of the SEBI Debenture Trustee Master Circular; (e) appoint any independent agency to inspect and examine the working of the Company and give a report to Debenture Holders/ the Debenture Trustee. The Company shall give full co-operation and provide necessary assistance to such agency and bear all costs and expenses of the examination including the professional fees and travelling and other expenses; (f) to appoint the Nominee Director on the Board of Directors of the Company or to appoint the Observer to all meetings of the Board of Directors of the Company, provided such Nominee Director or the Observer shall hold office for so long as the Event of Default is continuing; (g) take necessary action of either enforcing the Security or entering into the Inter Creditor Agreement ("**ICA**") or take any other action as decided in the meeting of Debenture Holder(s) based on the decision of the Debenture Holder(s) with Special Majority, including the decision of formation of a committee of the Debenture Holder(s) to participate in the ICA or to enforce the Security or as may be decided in the meeting of Debenture Holder(s). Such a committee, if decided to be formed, may comprise of the designated members representing the interest of the ISIN level Debenture Holder(s) under the Debentures and be responsible to take decisions which shall be binding on the specific ISIN level Debenture Holder(s) relating to ICA matters, or in relation to enforcement of the Security, or take any other action as may be decided by the Debenture Holder(s),from time to time. The Debenture Trustee(s) may in accordance with the decision of the Debenture Holder(s), sign the ICA and consider the resolution plan, if any, on behalf of the Debenture Holder(s)/ Beneficial Owners in accordance with the requirements under the extant RBI guidelines, and other Laws;

	(h) The Debenture Trustee after obtaining consent of Debenture Holder(s) for enforcement shall inform the Stock Exchange seeking release of the Recovery Expense Fund. The Debenture Trustee shall follow the procedure set out by "Laws including the Recovery Expense Fund" issued by Circular, as amended from time to time for utilization of the Recovery Expense Fund and be obligated to keep proper account of all expenses, costs including but not limited to legal expenses, hosting of meetings etc., incurred out of the Recovery Expense Fund towards enforcement of Security. All expenses over and above those met from the Recovery Expense Fund incurred by the Beneficial Owners(s)/Trustee after an Event of Default has occurred; (i) Entering into, and the performance of any obligations under any ICA (Stressed Assets Framework) and as consolidated under the NBFC Directions, or any resolution plan shall be subject to the terms of the SEBI Debenture Trustees Master Circular (including without limitation, the resolution plan being finalised within the time period prescribed in the SEBI Debenture Trustees Master Circular; (j) take all such other action expressly permitted under Transaction Documents or permitted under the Law; and (k) exercise such other rights as the Debenture Trustee may deem fit under Applicable Law to protect the interest of the Debenture Holders. II. Enforcement of Security (a) In case of an occurrence of Event of Default, in respect of enforcement of Security over the Hypothecated Assets, the Debenture Trustee shall follow the procedure as laid down under the SEBI Debenture Trustees Master Circular. (b) The Debenture Trustee shall send a notice to the Debenture Holders within 3 (three) days of the occurrence of an Event of Default containing the following: (i) negative consent for proceeding with the enforcement of Security; (ii) positive consent for signing the ICA as provided under the Stressed Assets Framework; (iii) the time period within which the consent of the Debenture Holders needs to be provided, viz. consent to be given within 15 (fifteen) days from the date of notice; and

	(iv) the date of meeting to be convened. (c) The notice may be sent by registered post/acknowledgement due or speed post / acknowledgement due or courier or hand delivery with proof of delivery as also through email, as a text or as an attachment to email with a notification including a read receipt. The Debenture Trustee shall maintain proof of dispatch of such notice or email. (d) The Debenture Trustee shall convene a meeting of all Debenture Holders within 7 (seven) days post cure period of the occurrence of the Event of Default, which shall not be later than 120 (one hundred and twenty) days from the occurrence of the Event of Default. However, in case the default is cured between the date of the notice and the date of meeting, then the convening of such a meeting may be dispensed with. (e) The Debenture Trustee shall take necessary action upon receipt of consent from Debenture Holders holding an aggregate amount representing more than 75% (Seventy-five Percent) of the value of the nominal amount of the Debentures outstanding for the time being and 60% (Sixty per cent) of the Debenture Holders by number, for any of the following: (i) enforcing the Security; or (ii) entering into an ICA as provided under the Stressed Assets Framework; or (iii) as decided in the meeting of Debenture Holders. (f) The Debenture Trustee may also form a representative committee of the Debenture Holders to participate in the ICA or to enforce the Security or as may be decided in the meeting. (g) If the requisite number of Debenture Holders consent to enter into an ICA, the Debenture Trustee shall abide by the conditions for signing ICA, as prescribed in Section 2.7 (Conditions for signing of ICA by the Debenture Trustee on behalf of Debenture Holders) hereto. III. Dividend If a Payment Default has occurred and is continuing, then until the rectification of the above-mentioned events, or until the redemption of the Debentures in full to the satisfaction of the Debenture Trustee, the Company shall not, without the prior written consent of the Majority Debenture Holders, declare or pay any dividend or make any distribution of its share capital or purchase or redeem or otherwise

	acquire any part of its own share capital or in any other way transfer funds from the Company to the shareholders. It is hereby clarified that the Company shall only declare dividend during any Financial Year, out of the profits relating to that Financial Year and after making all due and necessary provisions in respect of the Debentures. IV. Notice on the Occurrence of an Event of Default If any Event of Default or any event which, after the notice, or lapse of time, or both, would constitute an Event of Default, has happened, the Company shall, forthwith give notice thereof to the Debenture Holders and the Debenture Trustee in writing specifying the nature of such Event of Default, or of such event. V. Right to Disclose/Publish the Names of the Company and its Directors as Defaulters In the event of the Company committing default in the repayment of any instalment in relation to the Debentures or the payment of interest on the applicable Due Dates, the Debenture Holders/Debenture Trustee shall have an unqualified right to disclose the name of the Company and its directors to RBI/or any other statutory/regulatory authority. The Trustee and/or RBI and/or any other Governmental Authority shall have the right to publish the name of the Company and its directors as defaulters in such manner and through such medium as they in their absolute discretion may think fit.
Creation of recovery expense fund	(a) The Company shall maintain Recovery Expense Fund as prescribed under Chapter IV (Recovery Expense Fund) of the SEBI Debenture Trustees Master Circular read with the Recovery Expense Fund Circular. The Recovery Expense Fund shall be created to enable the Debenture Trustee to take prompt action in relation to the enforcement of the Security in accordance with the transaction documents. (b) The Company shall deposit cash or cash equivalents including bank guarantees towards the contribution to Recovery Expense Fund with the Stock Exchange and submit relevant documents evidencing the same to the Debenture Trustee from time to time. The Company shall ensure that the bank guarantees remains valid for a period of six months post the maturity date of the Debentures. The Company shall keep the bank guarantees in force and renew the bank guarantees at least seven working days before its expiry, failing which the Stock Exchange shall invoke such bank guarantee. (c) The Debenture Trustee shall use the Recovery Expense Fund as per the Law, and more particularly, the SEBI Debenture

	Trustees Master Circular, read with the Recovery Expense Fund Circular. (d) The balance in the Recovery Expense Fund shall be refunded to the Company as per the Law, and more particularly, the SEBI Debenture Trustees Master Circular, read with the Recovery Expense Fund Circular.
Conditions for breach of covenants (as specified in Debenture Trust Deed)	Please refer to Section 2.5 of this Key Information Document.
Provisions related to Cross Default Clause	The Company (a) defaults in any payment of any Financial Indebtedness beyond the period of grace / cure period, if any, provided in the instrument or agreement under which such Financial Indebtedness was created; (b) at any time on and from the Deemed Date of Allotment, defaults in the observance or performance of any agreement or condition relating to any Financial Indebtedness or contained in any instrument or agreement evidencing, securing or relating thereto or any other event shall occur or condition exist, the effect of which default or other event or condition is to cause or to permit the holder or holders of such Financial Indebtedness to cause (determined without regard to whether any notice is required) any such Financial Indebtedness to become due prior to its stated maturity; (c) any Financial Indebtedness of the Company shall be declared to be due and payable, or required to be prepaid other than by a regularly scheduled required prepayment, prior to the stated maturity thereof; and / or (d) any commitment for any Financial Indebtedness is cancelled or suspended by a creditor, as a result of an event of default.
Role and Responsibilities of Debenture Trustee	In addition to the other powers conferred on the Debenture Trustee and provisions for their protection and not by way of limitation or derogation of anything contained in these presents or of any statute limiting the liability of the Debenture Trustee, IT IS EXPRESSLY DECLARED as follows: (a) The Debenture Trustee shall on a quarterly basis, carry out the necessary diligence and monitor the Security Cover in the manner as may be specified by SEBI from time to time.

	(b) The Debenture Trustee shall on a half-yearly basis, obtain a certificate from the statutory auditor of the Company giving the value of the receivables / book debts comprising the Hypothecated Assets including compliance with the covenants of the Disclosure Document in the manner as may be specified by SEBI from time to time and certifying maintenance of hundred percent security cover or a higher security cover (in this case being the Security Cover) as per the terms of the Disclosure Document and/or Debenture Trust Deed along with the financial results of the Company in the manner and format as specified by SEBI. (c) The Debenture Trustee shall monitor the Security Cover on the basis of the quarterly reports certified by the statutory auditor, submitted by the Company. (d) The Debenture Trustee may, in relation to these presents, act on the opinion or advice of or any information obtained from any solicitor, counsel, advocate, valuer, surveyor, broker, auctioneer, qualified accountant or any other expert whether obtained by the Company or by the Debenture Trustee or otherwise. (e) The Debenture Trustee shall notify the Debenture Holders upon the execution of the Transaction Documents. (f) Save as herein otherwise expressly provided the Debenture Trustee shall, as regards all trusts, powers, authorities and discretions hereby vested in them, have absolute and uncontrolled discretion as to the exercise thereof and to the mode and time of exercise thereof. (g) With a view to facilitating any dealing under any provision of these presents the Debenture Trustee shall have full power to consent (where such consent is required) to a specified transaction or class of transactions conditionally. (h) The Debenture Trustee shall be at liberty to accept a certificate signed by any director of the Company as to any act or matter prima facie within the knowledge of the Company as sufficient evidence thereof and a like certificate that any property or assets are in the opinion of the director so certifying worth a particular sum or suitable for the Company's purpose or business as sufficient evidence that it is worth that sum or so suitable and a like certificate to the effect that any particular dealing or transaction or step or thing is in the opinion of the director so certifying expedient as sufficient evidence that it is expedient and the Debenture Trustee shall not be bound in any such case to call for further evidence or be responsible for any loss that may be occasioned by their failing to do so. However, if the Debenture Trustee has cause to believe that any certificate received has errors and wrongful facts, then the Debenture Trustee shall cause

		an independent verification of the same.
	(i)	Subject to the provisions of Section 71(7) of the Act and Rule 18 (3) of the Companies (Share Capital and Debentures) Rules, 2014, the Debenture Trustee shall not be responsible for the consequences of any mistake, oversight or error of judgment or forgetfulness or want of prudence on their part or on the part of any attorney, Receiver or any Person appointed by them and shall not be responsible for any misconduct on account of any Person appointed by them or be bound to supervise the proceedings of any such appointee.
	(j)	The Debenture Trustee shall be responsible for acts and omissions of its employees performed during the normal course of its business.
	(k)	The Debenture Trustee shall not be bound to give notice to any Person of the execution hereof or to see to the performance or observance of any of the obligations hereby imposed on the Company or in any way to interfere with the conduct of the Company's business unless and until the rights under the Debentures shall have become enforceable and the Debenture Trustee shall have determined to enforce the same.
	(l)	The Debenture Trustee shall be at liberty to keep these presents and all deeds and other documents relating to the Hypothecated Assets at their registered office or elsewhere or if the Debenture Trustee so decide with any banker or company whose business includes undertaking the safe custody of documents or with an advocates or firm of solicitors and the Debenture Trustee shall not be responsible for any loss incurred in connection with any such deposit and the Debenture Trustee may pay all sums required to be paid on account of or in respect of any such deposit.
	(m)	The Debenture Trustee shall not be bound to take any steps to ascertain whether any Event of Default has happened upon the happening of which the Debentures or the rights under the Debentures becomes enforceable unless the Debenture Trustee has actual knowledge of such Event of Default. In the event the Debenture Trustee has actual knowledge of certain facts which would consequently result in an Event of Default, the Debenture Trustee shall immediately inform the Debenture Holders and declare an Event of Default upon their instruments.
	(n)	The Debenture Trustee can do a valuation of the Hypothecated Assets and re-valuate the Hypothecated Assets, as and when it deems fit, if in its opinion the Security Cover is falling or is low and all reasonable and actual costs for such valuation shall be borne by the Company.
	(o)	The Debenture Trustee shall be under no obligation to provide the

		Debenture Holders with any credit or other information concerning the financial condition or affairs of the Company, except those received by it in its capacity as the Debenture Trustee hereunder, and the Debenture Trustee shall be obliged to provide the Debenture Holders with credit or other information concerning the financial condition or affairs of the Company as requested by the Debenture Holders directly from the Company or through the Debenture Trustee.
	(p)	The Debenture Trustee shall, as regards, all trusts, powers, authorities and discretion's, have absolute and uncontrolled discretion, in consultation with Debenture-holder(s)/Beneficial Owner(s), as to the exercise thereof and to the mode and time of exercise thereof and in the absence of fraud, wilful negligence, misconduct, shall not be responsible for any loss, costs, charges, expenses or inconvenience that may result from the exercise or non-exercise thereof and in particular they shall not be bound to act at the request or direction of the Debenture Holder(s)/Beneficial Owner(s) under the provisions of these presents unless sufficient monies shall have been provided or provision to the satisfaction of the Debenture Trustee made for providing the same and the Debenture Trustee are indemnified to their satisfaction against all further reasonable and actual costs, charges, expenses and liability which may be incurred in complying with such request or direction.
	(q)	The Debenture Trustee shall not be responsible for the monies paid by Applicants for the Debentures or be bound to see to the Application thereof.
	(r)	The Debenture Trustee shall not be responsible for acting upon any resolution purporting to have been passed at any Meeting of the Debenture Holder(s)/ Beneficial Owner(s) in respect whereof minutes have been made and signed even though it may subsequently be found that there was some defect in the constitution of the meeting or the passing of the resolution or that for any reason the resolution was not valid or binding upon the Debenture-holder(s)/Beneficial Owner(s).
	(s)	The Debenture Trustee shall have full power, in consultation with Debenture Holder(s)/Beneficial Owner(s), to determine all questions and doubts arising in relation to any of the provision of these presents and every such determination bona fide made (whether or not the same shall relate wholly or partially to the acts or proceedings of the Debenture Trustee) shall be conclusive and binding upon all Persons interested under these presents.
	(t)	The Debenture Trustee and its employees shall not be liable for anything whatsoever except a breach of trust knowingly and intentionally committed by the Debenture Trustee and its employees.

(u) Subject to Applicable law, the Debenture Trustee and its employees shall not be liable for any default, omission or delay in performing or exercising any of the powers or trusts expressed in these presents or contained or any of them or in enforcing the covenants contained therein or any of them or in giving notice to any Person or Persons of the execution thereof or in taking any other steps which may be necessary, expedient or desirable or for any loss or injury which may be occasioned by reason thereof unless the Debenture Trustee shall have been previously requested by notice in writing to perform, exercise or do any of such steps as aforesaid if authorized by way of a Special Resolution and the Debenture Trustee shall not be bound to perform, exercise or do any such acts, powers or things or to take any such steps unless and until sufficient moneys shall have been provided or provision to the satisfaction of the Debenture Trustee made for providing the same by or on behalf of the Debenture Holder(s)/Beneficial Owner(s) or some of them in order to provide for any costs, charges and expenses which the Debenture Trustee may incur or may have to pay in connection with the same and the Debenture Trustee are indemnified to their satisfaction against all further reasonable and actual costs, charges, expenses and liabilities which may be incurred in complying with such request.

PROVIDED NEVERTHELESS that nothing contained herein in this paragraph shall exempt the Debenture Trustee from or indemnify them against any liability under the Act or rules made thereunder and SEBI (Debenture Trustees) Regulations, 1993 or which by virtue of any rule or law would otherwise attach to them in respect of any negligence, misconduct, default in discharge of their fiduciary duty or breach of trust which they may be guilty of in relation to their duties hereunder as conclusively determined by court of competent jurisdiction.

The Debenture Holders and the Debenture Trustee shall have a right to appoint a nominee director on the board of directors of the Company (hereinafter referred to as the "Nominee Director") upon the occurrence of any of the following:

(a) two consecutive defaults in the payment of interest to the Debenture Holders;

(b) default in creation of security for Debentures;

(c) default in redemption of Debentures; and / or

(d) occurrence of any Event of Default (other than the Event of Default specified in Section 2.5 of this Key Information Document).

The Nominee Director shall not be liable to retire by rotation nor required to hold any qualification shares. The Company shall appoint the Nominee Director forthwith on receiving a nomination notice from the Debenture

	Trustee. The Nominee Director shall be appointed on all key committees of the board of directors of the Company. It is hereby clarified that such Nominee Director shall hold office for so long as the Event of Default is continuing. Upon the cure or waiver of such Event of Default, the Nominee Director shall forthwith cease to hold the office. (a) Without prejudice to above (*Nominee Director*), the Debenture Trustee (acting on the instructions of Majority Debenture Holders) shall, upon the occurrence of Payment Default, have a right to nominate an observer to the board of directors of the Company (**Observer**). (b) Where the Debenture Trustee nominates an Observer then, the quorum for the meeting of the board of the Company and the key committees of the board of the Company or the meetings of the shareholders of the Company shall require the presence of the Observer. The Observer shall only be permitted to participate in discussions of the board and the committees and shall not be entitled to vote on any matter. It is hereby clarified that such Observer shall hold office for so long as the Event of Default is continuing. Upon the cure or waiver of such Event of Default, the Observer shall forthwith cease to hold the office.
Risk factors pertaining to the Issue	Please refer to Section 3 of the General Information Document dated November 25, 2024 Additionally, the risk factors in relation to the business of the Company and the risk factors in relation to the Security in relation to this Issue are more particularly covered in Section SECTION 10: of this Key Information Document.
Covenants	Please refer to Section 2.4 of this Key Information Document.
Representation and warranties	Please refer to Section 2.3 of this Key Information Document.
Illustration of Bond Cash-flows	Kindly refer to **Annexure II** of this Key Information Document.
Governing Law and Jurisdiction	(a) The Transaction Documents shall be governed by and construed in accordance with laws of India. (b) The Company agrees that the courts and tribunals at the Location of Dispute Resolution shall have exclusive jurisdiction to settle any disputes which may arise out of or in connection with this Issue and that accordingly any suit, action or proceedings (together referred to as "Proceedings") arising out of or in connection with any Transaction Documents may be brought in such courts or the tribunals and the Company irrevocably submits to and accepts for itself and in respect of its property, generally and unconditionally, the jurisdiction of those courts or tribunals..

	(c) Both the Parties irrevocably waive any objection now or in future, to the laying of the venue of any Proceedings in the courts and tribunals at the Location of Dispute Resolution and any claim that any such Proceedings have been brought in an inconvenient forum and further irrevocably agrees that a judgment in any Proceedings brought in the courts and tribunals at the Location of Dispute Resolution shall be conclusive and binding upon it and may be enforced in the courts of any other jurisdiction, (subject to the laws of such jurisdiction) by a suit upon such judgment, a certified copy of which shall be conclusive evidence of such judgment, or in any other manner provided by Law. (d) Nothing contained in clause (b) above, shall limit any right of the Debenture Trustee to take Proceedings in any other court or tribunal of competent jurisdiction, nor shall the taking of Proceedings in one or more jurisdictions preclude the taking of Proceedings in any other jurisdiction whether concurrently or not and the Company irrevocably submits to and accepts for itself and in respect of its property, generally and unconditionally, the jurisdiction of such court or tribunal, and the Company irrevocably waives any objection it may have now or in the future to the laying of the venue of any Proceedings and any claim that any such Proceedings have been brought in an inconvenient forum. (e) To the extent that the Company may in any jurisdiction claim for itself or its Assets immunity from suit, execution, attachment (whether in aid of execution, before judgment or otherwise) or other legal process and to the extent that in any such jurisdiction there may be attributed to itself or its Assets such immunity (whether or not claimed), the Company hereby irrevocably agrees not to claim and hereby irrevocably waives such immunity. (f) Nothing contained in any Transaction Document shall be construed to limit, restrict or otherwise prevent the Debenture Holders/Debenture Trustee from exercising any rights or remedies available under Law, including but not limited to initiating proceedings under the Recovery of Debts and Bankruptcy Act, 1993 and the Insolvency and Bankruptcy Code, 2016, the Securitization and Reconstruction of Financial Assets and the Enforcement of Security Interest Act, 2002, (as amended from time to time) or approaching any court or tribunal or any other competent authority or forum for enforcement of the rights of the Debenture Holders under the Transaction Documents or Laws. (g) The provisions of this Clause must be read harmoniously with the other provisions of all the Transaction Documents and in case of any inconsistencies between the provisions of this Clause and the other provisions of Transaction Documents, this Clause shall prevail to the extent of the inconsistency.

Financial Covenants	The Company shall comply with each of the following financial covenants at all times until the redemption of all Outstanding Principal Amounts: (a) maintain a maximum permissible ratio of A:B where "A" is Total Debt and "B" is the Company's Tangible Net Worth at 4.25x (four decimal two five times). *It is hereby clarified that for the purpose of calculating the ratio above, "**Total Debt**" shall mean the sum of all Debt Securities, Borrowings and Subordinated Debt of the Company, where (i) "**Debt Securities**" shall include secured and unsecured debentures (and other related obligations) issued by the Company; and (ii) "**Borrowings**" shall include term loans from banks, financial institutions and other entities, external commercial borrowings and cash credit / overdrafts availed by the Company, but shall exclude all Debt Securities.* (b) maintain a maximum permissible ratio of X:Y where "X" is PAR>90 (net off Loan Loss Provisions on the Company's entire portfolio including receivables sold or discounted on a non-recourse basis) and "Y" is the Tangible Net Worth, at 20% (twenty percent). (c) Maintain a minimum capital ratio of D:E where "D" is the aggregate of Tier I Capital Tier II Capital, and "E" is the Company's risk-weighted assets on-balance sheet risk adjusted value of off-balance sheet items at a level not less than 18% (eighteen percent) or at the regulatory minimum prescribed by the RBI under the NBFC Directions, whichever is higher. *It is hereby clarified that for the purpose of calculation of the minimum capital ratio as set off above, the (i) first loss credit enhancements provided by the Company on securitization shall be reduced from Tier I Capital and Tier II Capital without any ceiling; (ii) credit enhancements provided by the Company on Loans originated on behalf of other institutions shall be reduced from Tier I Capital and Tier II Capital without any ceiling (with the deduction in both cases being made at 50% (fifty percent) from Tier I Capital and 50% (fifty percent) from Tier II Capital); and (iii) in computing the amount of Subordinated Debt eligible for inclusion in Tier II Capital, the aforementioned Subordinated Debt shall be subject to discounting as prescribed by RBI.*

	(d) maintain a maximum permissible ratio of V:W where "V" is the Tangible Net Worth of the Company and "W" is the Gross Loan Portfolio of the Company, at 18% (eighteen percent). (e) maintain a maximum permissible ratio of G:H where "G" is the aggregate of PAR>90 and write-offs on the Company's entire portfolio (including receivables sold or discounted on a non-recourse basis) and "H" is the Gross Loan Portfolio of the Company, at 25% (twenty five percent), where write-offs would be calculated for the trailing 12 (twelve) months. It is hereby clarified that the Financial Covenants shall be tested at the discretion of the Debenture Trustee (acting on the instructions of the Debenture Holder(s)) on a quarterly basis at any time till the Final Settlement Date, and where the Company is found to be in breach of the Financial Covenants, it shall, at the option of the Debenture Trustee (acting on the instructions of the Special Majority Debenture Holder(s)) be required to pay a sum equivalent to 1% (one percent) of the Outstanding Amounts after the expiry of the Cure Period for breach of Financial Covenants. .

Notes:

1. *If there is any change in Coupon Rate pursuant to any event including elapse of certain time period or downgrade in rating, then such new Coupon Rate and events which lead to such change should be disclosed.*

2. *The list of documents which has been executed or will be executed in connection with the issue and subscription of debt securities shall be annexed.*

3. *The penal interest rates mentioned above as payable by the Issuer are independent of each other.*

4. *The Issuer shall provide granular disclosures in their Key Information Document, with regards to the "Object of the Issue" including the percentage of the issue proceeds earmarked for each of the "object of the issue".*

5. *While the debt securities are secured to the tune of 1.15x (One Decimal One Five) times of the Outstanding Amounts in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor that the security is maintained,*

6. *The Issuer hereby undertakes that the assets on which the first ranking exclusive and continuing charge is created by the Company in favour of the Debenture Trustee to secure the obligations of the Company in relation to the Debentures under the terms of the Hypothecation Agreement, being the Hypothecated Assets, are free from any encumbrances. The Issuer further undertakes that given that the charge proposed to be created is a first ranking exclusive and continuing charge, no permission or consent to create a second or pari-passu charge on the assets of the Issuer is required to be obtained from any creditor (whether or not existing) of the Issuer. All disclosures made in this Key Information Document with respect to creation of security are in conformity with the clauses of Debenture Trustee Agreement. The Company also undertakes that the information on consents / permissions required for creation of further charge on assets is adequately disclosed in this Key Information Document.*

7. *All disclosures made in the this Key Information Document with respect to creation of security are in conformity with the clauses of debenture trustee agreement. Debt securities shall be considered as secured only if the charged asset is registered with Sub-registrar and Registrar of Companies or CERSAI or Depository etc., as applicable, or is independently verifiable by the Debenture Trustee.*

   Creation of Security: The Issuer shall give an undertaking in the Key Information Document that the assets on which charge is created are free from any encumbrances and in cases where the assets are already charged to secure a debt, the permission or consent to create a second or *pari-passu* charge on the assets of the issuer has been obtained from the earlier creditor.

   The Issuer hereby undertakes that the assets on which the first ranking exclusive charge is created by the Company in favour of the Debenture Trustee to secure the obligations of the Company in relation to the Debentures under the terms of the Hypothecation Agreement, being the Secured Property, are free from any encumbrances.

2.2 Key Terms in relation to Debenture Trustee

(a) **Terms and conditions of Debenture Trustee Agreement**

In relation to the present issue of Debentures,

(i) the Company has appointed Catalyst Trusteeship Limited as the Debenture Trustee (acting in trust for, on behalf and for the benefit of the Debenture Holders);

(ii) the remuneration of the Debenture Trustee shall be as per the letter provided in **Annexure IV** of this Key Information Document; and

(iii) Catalyst Trusteeship Limited has provided its written consent for its appointment as Debenture Trustee to the Issue and inclusion of its name in the form and context in which it appears in the General Information Document and this Key Information Document and in all the subsequent periodical communications sent to the Debenture Holders. The consent letter from Debenture Trustee is provided in **Annexure IV** of this Key Information Document.

(b) **Details of security and the process of due diligence carried out by the Debenture Trustee**

(i) The description of security provided with respect to the Debentures is set out in Section 2.1 (*Issue Details*) of this Key Information Document under the head *"Description regarding Security*".

(ii) The Debenture Trustee, either through itself or its agents /advisors/consultants, shall carry out requisite diligence. For the purpose of carrying out the due diligence as required in terms of the Applicable Laws including the, the Debenture Trustee, either through itself or its agents /advisors/consultants, shall have the power to examine the books of account of the Company by its officers and/or external auditors/valuers/consultants/lawyers/technical experts/management consultants appointed by the Debenture Trustee.

(iii) The Company shall ensure that it provides and procures all information, representations, confirmations and disclosures as may be required in the sole discretion of the Debenture Trustee to carry out the requisite diligence in connection with the issuance and allotment of the Debentures, in accordance with the Applicable Laws.

(iv) The due diligence certificate from the Debenture Trustee is provided in **Annexure VI** of this Key

Information Document.

(c) The Debenture Trustee shall have the power to either independently appoint, or direct the Company to (after consultation with the Debenture Trustee) appoint intermediaries, valuers, chartered accountant firms, practicing company secretaries, consultants, lawyers and other entities in order to assist in the diligence by the Debenture Trustee. All costs, charges, fees and expenses that are associated with and incurred in relation to the diligence as well as preparation of the reports/certificates/documentation, including all out of pocket expenses towards legal or inspection costs, travelling and other costs, shall be solely borne by the Company.

Fees	Attached as **Annexure IV** of this Key Information Document.
Security clause	As per Section 2.1 "Description regarding Security" of this Key Information Document
Due Diligence certificate	Attached as **Annexure VI** of this Key Information Document.

2.3 Representations and Warranties

The Company hereby represents and warrants to the Debenture Trustee on the day of the execution of the Transaction Documents and shall be repeating on each day till the Final Settlement Date as follows:

(a) ***Status***

(i) It is a company, duly incorporated, registered and validly existing under the Laws of India;

(ii) It is registered as a non-banking financial company with the RBI; and

(iii) It and each of its subsidiaries (as defined under the Act) has the power to own their respective Assets and carry on their respective business as it is being conducted.

(b) ***Binding obligations***

The obligations expressed to be assumed by it under the Transaction Documents are legal, valid, binding and enforceable obligations.

(c) ***Non-conflict with other obligations***

The entry into and performance by it of, the transactions contemplated by the Transaction Documents do not and will not conflict:

(i) any Law or regulation applicable to it;

(ii) its Constitutional Documents; and

(iii) any agreement or instrument binding upon it or any of its Assets.

(d) ***Power and authority***

It has the power to issue the Debentures and to enter into, perform and deliver, and has taken all necessary authorisations its entry into, performance and delivery of, the Transaction

Documents to which it is a party and the transactions contemplated by those Transaction Documents.

(e) ***Validity and admissibility in evidence***

All approvals, authorizations, consents, permits (third party, statutory or otherwise) required or desirable:

(i) to enable it lawfully to enter into, exercise its rights and comply with its obligations in the Transaction Documents to which it is a party;

(ii) to make the Transaction Documents to which it is a party admissible in evidence in its jurisdiction of incorporation; and

(iii) for it to carry on its business, and which are material, have been obtained or effected and are in full force and effect.

(f) ***No default***

No Event of Default or potential Event of Default has occurred and is continuing or would reasonably be expected to result from the execution or performance of any Transaction Documents or the issuance of the Debentures. No other event or circumstance is outstanding which constitutes (or which would, with the lapse of time, the giving of notice, the making of any determination under the relevant document or any combination of the foregoing, constitute) a default or termination event (however described) under any other agreement or instrument which is binding on the Company or any of its Assets or which might have a Material Adverse Effect, except as disclosed to Debenture Trustee before the Deemed Date of Allotment.

(g) ***Pari passu ranking***

Each Debenture constitutes direct and unconditional, and secured obligations of the Company. The claims of the Debenture Holders shall be superior to all the claims of equity investors/ lenders of Tier I Capital and Tier II Capital (including without limitation, any Subordinated Debt) and shall rank at least *pari passu* inter se and to all other lenders who have not expressly agreed to subordinate their claims to those of other lenders of the Company.

(h) ***Security Interest***

The Security Interest created over the Hypothecated Assets in terms of the Debenture Trust Deed and the Hypothecation Agreement is a first ranking, exclusive and continuing Security Interest on identified receivables of the Company comprised of the Loans which adhere to the Eligibility Criteria.

(i) ***No proceedings pending***

Except as disclosed by the Company in the Debt Disclosure Documents, annual reports and financial statements, no litigation, arbitration or administrative proceedings of or before any court, arbitral body or agency which have been started or threatened against the Company, where such proceedings could result in or cause a Material Adverse Effect on the operations, performance or prospects of the Company or which purports to have an adverse impact on the rights of the Debenture Holders.

(j) ***No misleading information***

(i) All information provided by the Company to the Debenture Trustee/Debenture Holders for the purposes of this Issue is true and accurate in all material respects as at the date it was provided or as at the date (if any) at which it is stated; and

(ii) It has disclosed all information in the Debt Disclosure Documents that is relevant for the Applicants to apply for subscription of the Debentures.

(k) ***No Material Adverse Effect***

(i) There has not been and there is no investigation or enquiry by, or order, decree, decision or judgment of, any Governmental Authority been issued or outstanding or to the best of the Company's knowledge (after making due and careful enquiry), anticipated against the Company which would have a Material Adverse Effect on the Company, nor has any notice or other communication (official or otherwise) from any Governmental Authority been issued or outstanding or to the best of the Company's knowledge (after making due and careful enquiry), anticipated with respect to an alleged, actual or potential violation and/or failure to comply with any such Law or requiring them to take or omit any action;

(ii) There has been no Material Adverse Effect on the business, conditions and / or operations of the Company; and

(iii) Neither the Company nor any Group Entity has violated, or breached any Law (including, but not limited to, any Environmental and Social Requirements or Client Protection Laws) which has resulted in or could reasonably be expected to have a Material Adverse Effect.

(l) ***Assets***

Except for the Security Interests created and recorded with the ROC updated from time to time, the Company has, free from any Security Interest, the absolute legal and beneficial title to, or valid leases or licenses of, or is otherwise entitled to use (in each case, where relevant, on arm's length terms), all Assets necessary for the conduct of its business as it is being, and is proposed to be, conducted.

(m) ***Financial statements***

(i) Its financial statements most recently supplied to the Debenture Trustee were prepared in accordance with Applicable Accounting Standards consistently applied save to the extent expressly disclosed in such financial statements;

(ii) Its financial statements for the Previous Year supplied to the Debenture Trustee, give a true and fair view and represent its financial condition and operations during the relevant Financial Year save to the extent expressly disclosed in such financial statements; and

(iii) It has disclosed all its borrowings from various banks and financial institutions in the Offer Letter.

(n) ***Solvency***

(i) The Company is able to, and has not admitted its inability to, pay its debts as they mature and has not suspended making payment on any of its debts and it has not been deemed by a court to be unable to pay its debts for the purposes of Law, nor will it become unable to pay its debts for the purposes of Law as a consequence of entering into the Debenture Trust Deed or any other Transaction Document;

(ii) The Company, by reason of actual or anticipated financial difficulties, has not commenced, and does not intend to commence, negotiations with one or more of its creditors with a view to rescheduling its Indebtedness;

(iii) The value of the Assets of the Company is more than its liabilities (taking into account contingent and prospective liabilities) and it has sufficient capital to carry on its business;

(iv) The Company has not taken any corporate action nor has it taken any legal proceedings or other procedure or steps in relation to any bankruptcy proceedings; and

(v) No insolvency or bankruptcy process has commenced under the (Indian) Insolvency and Bankruptcy Code, 2016 in respect of the Company.

(o) ***No immunity***

The Company is not entitled to any immunity or privilege (sovereign or otherwise) from any set-off, judgment, execution, attachment or other legal process.

(p) ***Legal and Beneficial Ownership***

Except for the Security Interests created and recorded with the Ministry of Corporate Affairs (available using CIN/FCRN/LLPIN/FLLPIN of the Company on the website http://www.mca.gov.in/MCA21/index.html under the heading "Index of Charges"), the Company has, free from any Security Interest, the absolute legal and beneficial title to, or valid leases or licenses of, or is otherwise entitled to use (in each case, where relevant, on arm's length terms), all material assets necessary for the conduct of its business as it is being, and is proposed to be, conducted.

(q) ***Compliance with Laws***

(i) The Company is in material compliance with Laws, with all Tax laws in all jurisdictions in which it is subject to Tax and is not subject to any present liability by reason of non-compliance with such Law as would affect the ability of the Company to conduct its business. The Company has paid all Taxes due and payable by it and no claims have been asserted or are being asserted against it in respect of Taxes, and the Company has received no notice of pendency of any Tax proceedings and no notice of Tax payable by the Company has been received by it as would affect the ability of the Company to enter into the Transaction Documents (including the Security Documents) and perform its obligations thereunder. The Company is in compliance with all Laws to enable it to lawfully execute the Transaction Documents and issue the Debentures. Further It is eligible to issue the Debentures in accordance with the provisions of the SEBI NCS Regulations and the SEBI NCS Master Circular; and

(ii) The Company is in compliance with Laws relating to data protection including the Information Technology (Reasonable Security Practices and Procedures and Sensitive

Personal Data or Information) Rules, 2011, and Digital Personal Data Protection Act, 2023 (as applicable), while handling and processing information and data concerning the Loans.

(r) ***Anti-terrorism Laws***

The Company and its Affiliates are in compliance in all respects with all Anti-Terrorism Laws, and are adhering to all regulatory requirements pertaining to Anti-Terrorism /and Anti-Money Laundering.

(s) ***No Corrupt Practices***

(i) Neither the Company nor its Key Shareholders or Affiliates have indulged in any corrupt practices pertaining to the business such as misstatement, fraud, misappropriation, embezzlement of financial and other resources or gains unreported in the audited financial statements; and

(ii) Neither the Company nor any Group Entity through its officers, directors or employees in such capacities or any person acting on behalf of the Company or any Group Entity have engaged in any Objectionable Practice.

(t) ***Taxation***

(i) The Company has duly and punctually paid and discharged all Taxes imposed upon it or its assets within the time period allowed without incurring penalties save to the extent that (A) payment is being contested in good faith, (B) the Company has maintained adequate reserves for those Taxes, and (C) payment can be lawfully withheld;

(ii) The Company is not overdue in the filing of any Tax returns; and

(iii) No claims are being or are reasonably likely to be asserted against the Company with respect to Taxes, where such claims could result in or cause a Material Adverse Effect.

(u) ***Disclosures in the Offer Letter***

The extent of disclosures made in the Offer Letter is consistent with disclosures permitted by Government Authorities in relation to the issue of securities made by the Company prior to the issue of the Debentures.

(v) ***Audit***

The Company annual accounts are audited by an auditor from a reputable firm of independent chartered accountants.

(w) ***Good Business Standard***

The Company in its business transactions with its shareholders, partners, managers, staff, Affiliates or affiliates of such entities or persons keeps within normal, good and acceptable business standards, including transactions being on arm's length.

(x) ***Proper book-keeping and accounting***

The Company has a proper, efficient and effective book-keeping and accounting system in place as well as adequate professional staff, including maintaining of accounts showing the loan drawings, payments, interest etc.

(y) ***Employees***

The Company is in compliance with all obligations under the applicable labour laws and other Laws in relation to its employees, consultants and contractors.

(z) ***Compliance with RBI Regulations and the Act's Requirements***

The Debentures are being issued in compliance with the applicable regulations of the RBI and the relevant provisions of the Act as applicable. Any provision in the Deed which is not in compliance with regulations of the RBI and the relevant provisions of the Act can be amended by the Company and the Debenture Trustee by executing an amendment to the Deed and the Debenture Holders shall have no right to raise any objection thereto.

(aa) ***Shareholding of the Key Shareholder(s)***

The Key Shareholders hold fully paid-up and partly paid-up equity shares in the Company in the manner set out below:

NAME OF THE KEY SHAREHOLDER	INVESTMENT TYPE	EXISTING STAKE (IN %AGE)
Dhruv Khaitan	Fully diluted (excluding any employee stock options)	10.37
Piyush Khaitan	Fully diluted (excluding any employee stock options)	10.37

2.4 Covenants of the Issue

2.4.1 Affirmative Covenants

(a) ***Notice of winding up or other legal process***

The Company shall promptly inform the Debenture Trustee if it has notice of any application for winding up having been made or any statutory notice of winding up under the provisions of the Act or any other notice under any other statute relating to winding up or otherwise of any suit or other legal process intended to be filed or initiated against the Company.

(b) ***Loss or damage by uncovered risks***

The Company shall promptly inform the Debenture Trustee of any material loss or significant damage which the Company may suffer due to any Force Majeure Event or an act of God, such as earthquake, flood, tempest or typhoon, etc. against which the Company may not have insured its properties.

(c) ***Costs and expenses***

The Company shall pay all costs, charges and expenses in any way incurred by the Debenture Trustee towards protection of Debenture Holders' interests, including traveling and other allowances and such taxes, duties, costs, charges and expenses in connection with or relating to the Debentures subject to such expenses, costs or charges being approved in writing by the Company before they are incurred and shall not include any foreign travel costs.

(d) ***Payment of Rents, etc.***

The Company shall punctually pay all rents, royalties, taxes, rates, levies, cesses, assessments, impositions and outgoings, governmental, municipal or otherwise imposed upon or payable by the Company as and when the same shall become payable and when required by the Debenture Trustee produce the receipts of such payment and also punctually pay and discharge all debts and obligations and liabilities which may have priority over the Debentures and observe, perform and comply with all covenants and obligations which ought to be observed and performed by the Company under the Debenture Trust Deed.

(e) ***Preserve corporate status; authorisations***

The Company shall:

(i) diligently preserve and maintain its corporate existence and status and all rights, contracts privileges, franchises and concessions now held or hereafter acquired by it in the conduct of its business and comply with each and every term of the said franchises and concessions and all acts, authorizations, consents, permissions, rules, regulations, orders and directions of any legislative, executive, administrative or judicial body applicable to its Assets or any part thereof PROVIDED THAT the Company may contest in good faith the validity of any such acts, rules, regulations, orders and directions and pending the determination of such contest may postpone compliance therewith if the rights enforceable under the Debentures are not thereby materially endangered or impaired. The Company will not do or voluntarily suffer or permit to be done any act or thing whereby its right to transact its business might or could be terminated or whereby payment of the principal of or interest on the Debentures might or would be hindered or delayed;

(ii) conduct its business with due diligence and efficiency and in accordance with sound technical, managerial and financial standards and business practices with qualified and experienced management and personnel; and

(iii) promptly obtain all consents and authorizations as maybe necessary for performing its obligations in relation to the issue of the Debentures.

(f) ***Pay stamp duty***

The Company shall pay all such stamp duty (including any additional stamp duty), other duties, taxes, charges and penalties, if and when the Company may be required to pay according to the applicable state laws and in the event of the Company failing to pay such stamp duty, other duties, taxes and penalties as aforesaid, the Debenture Trustee will be at liberty (but shall not be bound) to pay the same and the Company shall reimburse the same to the Debenture Trustee on demand.

(g) ***Furnish information to trustee***

The Company shall give to the Debenture Trustee or its nominee(s)/ agent(s) such information/copies of relevant extracts as they shall require as to all matters relating to the business of the Company or any part thereof and to investigate the affairs thereof and the Company shall allow the Debenture Trustee to make such examination and investigation as and when felt necessary and shall furnish him with all such information as they may require and shall pay all reasonable costs, charges and expenses incidental to such examination and investigation.

(h) ***Grievance***

Promptly and expeditiously attend to and redress the grievances, if any, of the Debenture Holders. The Company further undertakes that it shall promptly comply with the suggestions and directions that may be given in this regard, from time to time, by the Debenture Trustee and shall advise the Debenture Trustee periodically of the compliance.

(i) ***Specific Information to be provided to the Debenture Trustee***

The Company shall inform and provide the Debenture Trustee with applicable documents in respect of the following:

(i) notice of any Event of Default or potential Event of Default, each as listed in **Section 2.5** (*Events of Default*) of this Key Information Document;

(ii) periodic review of the ratings obtained by the Company from the Rating Agency; and

(iii) the declaration or distribution of dividend.

(j) ***Comply with Investor Education and Protection Fund requirements***

The Company shall comply with the provisions of the Act relating to transfer of unclaimed/ unpaid amounts of interest on Debentures and redemption of Debentures to Investor Education and Protection Fund (IEPF), if applicable to it.

(k) ***Further assurances***

The Company shall

(i) execute and/or do, at their own expense, all such deeds, assurances, documents, instruments, acts, matters and things, in such form and otherwise as the Debenture Trustee may reasonably or by Law require or consider necessary in relation to enforcing or exercising any of the rights and authorities of the Debenture Trustee;

(ii) furnish to the Debenture Trustee details of all grievances received from the Debenture Holders and the steps taken by the Company to redress the same. At the request of any Debenture Holder, the Debenture Trustee shall, by notice to the Company call upon the Company to take appropriate steps to redress such grievance and the Company shall comply with the instructions of the Debenture Trustee issued in this regard;

(iii) obtain, comply with the terms of and do all that is necessary to maintain in full force and effect all licenses and authorisations necessary to enable it to lawfully enter into and perform its obligations

under the Debenture Trust Deed or to ensure the legality, validity, enforceability or admissibility in evidence in India of the Debenture Trust Deed;

(iv) comply with:

(A) all Laws, rules, regulations and guidelines (including but not limited to environmental, social and taxation related Laws), as applicable in respect of the Debentures and obtain such regulatory approvals as may be required from time to time including but not limited, in relation to the following (if the Debentures are listed) (i) the provisions of the SEBI LODR Regulations, SEBI NCS Regulations and the provisions of the listing agreement to be entered into by the Company with the BSE in relation to the Debentures;

(B) the RBI's guidelines in relation to digital lending, as set out in the master direction bearing reference number RBI/DOR/2025-26/361 dated November 28, 2025, issued by the RBI on "*Reserve Bank of India (Non-Banking Financial Companies – Know Your Customer) Directions, 2025*";

(C) furnish to the Debenture Trustee such data, information, statements and reports as may be deemed necessary by the Debenture Trustee;

(D) the provisions of the Act in relation to the issue of the Debentures;

(E) procure that the Debentures are rated and continued to be rated until the redemption of the Debentures; and

(F) the Company shall ensure that, at time of making any payment of interest or repayment of the principal amount of the Debentures in full or in part, the Company shall do so in the manner that is most tax efficient for the Debenture Holders (including withholding tax benefit) but without, in any way, requiring the Company to incur any additional costs, expenses or taxes and the Company shall avail of all the benefits available under any treaty applicable to the Company and/or the Debenture Holders;

(v) The Company shall:

(A) comply with all Law (including but not limited to the Act, the environmental, social and taxation related laws, all directions issued by relevant regulatory authorities) as applicable in respect of the Debentures and obtain such regulatory approvals as may be required from time to time;

(B) (to the extent applicable) comply with all Laws and regulatory requirements for entities which have any foreign investors;

(C) comply with all Law and ensure all filings required to be made are duly made by it within the timelines specified thereunder;

(D) comply with the SEBI Debenture Trustee Regulations, as in force from time to time, insofar as they are applicable to the Debentures, and shall furnish to the Debenture Trustee such data, information, statements and reports as may be required or deemed necessary by the Debenture Trustee to enable it to comply with the provisions of Regulation 15 of the SEBI Debenture Trustee Regulations in the performance of its duties thereunder, to the extent applicable to the Debentures;

(E) procure that the Debentures are rated and continue to be rated until the Final Settlement Date;

(F) ensure that, at the time of making any payment of the Outstanding Amounts or the Redemption Amounts, in whole or in part, such payment is made in accordance with Law relating to tax, without in any manner requiring the Company to incur any additional costs, expenses or taxes, and the Company shall avail of all benefits available under any tax treaty applicable to the Company and/or the Debenture Holders; and

(G) comply, if so required, with the provisions of Chapter XI (Operational framework for transactions in defaulted debt securities post maturity date/redemption date) of the SEBI NCS Master Circular, and provide all requisite details, disclosures and intimations to the Debenture Trustee, the Depositories and the Stock Exchange, as applicable, in accordance therewith; and

(vi) the Company shall provide all necessary assistance and cooperation to, and permit the Debenture Trustee to conduct periodical checks, verifications, due diligence and other inspections (at such frequency and within such timelines as may be determined by the Debenture Trustee) in respect of the books and accounts of the Company and the Hypothecated Assets.

(l) ***Security***

The Company hereby further agrees, declares and covenants with the Debenture Trustee as follows:

(i) the Debentures shall be secured with first ranking exclusive security by way of a first ranking exclusive Security Interest on the Hypothecated Assets in favour of the Debenture Trustee for the benefit of the Debenture Holders;

(ii) that all the Assets that shall be charged to the Debenture Trustee under the Hypothecation Agreement shall always be kept distinguishable and held as the exclusive property of the Company specifically appropriated to this security and be dealt with only under the directions of the Debenture Trustee. The Company shall not create any Security Interest upon or over the same or any part thereof except in favour of the Debenture Trustee nor suffer any such Security Interest nor do or allow anything that may prejudice this security and the Debenture Trustee shall be at liberty to incur all costs and expenses as may be necessary to preserve this security and to maintain the same undiminished and claim reimbursement thereof;

(iii) shall, on the Deemed Date of Allotment and at all times thereafter till the Final Settlement Date, ensure that the Security Cover is maintained with such Receivables that meet the Eligibility Criteria, and in the event the Hypothecated Assets does not meet the Eligibility Criteria or are insufficient to maintain the Security Cover,, it shall Top-up the Hypothecated Assets with additional Receivables and/or Replace any Receivables constituting the Hypothecated Assets in accordance with the Hypothecation Agreement so as to ensure that Security Cover is maintained at all times from the Deemed Date of Allotment till the Final Settlement Date in full and perfect the first ranking and exclusive Security Interest of the Debenture Trustee over such modified Hypothecated Assets by filing Form CHG-9 with the concerned ROC and the required filing with the Central Registry in relation thereto as soon as practicable and no later than 30 (thirty) calendar days therefrom;

(iv) shall, within 30 (thirty) calendar days from the end of each Quarterly Date, a certificate signed by the management of the Company, containing *inter alia* a list of specific loan receivables/book

debts to the Debenture Trustee over which the charge is created and subsisting by way of hypothecation in favour of the Debenture Trustee (for the benefit of the Debenture Holders) ("**Quarterly Hypothecated Assets Report**");

(v) the Security Interest created on the Hypothecated Assets shall be a continuing security as described in the Hypothecation Agreement;

(vi) the Hypothecated Assets shall satisfy the Eligibility Criteria;

(vii) it agrees that the Debenture Holder(s) shall have the right to purchase the Loans underlying the Hypothecated Assets or cause the Loans underlying the Hypothecated Assets to be securitized (in whole or in part) and sold to a special purpose vehicle ("**SPV**") at a future date at a purchase price mutually agreed upon by the Company and the Debenture Holder(s) based on prevailing market rates ("**Purchase Price**"). Any difference between the amounts due in respect of the Loans and the Purchase Price shall be repaid forthwith by the Company to the Debenture Holder(s), at the option of the Debenture Holder(s). It is hereby clarified that the Loans underlying the Hypothecated Assets that are so securitised shall be selected by the Debenture Holder(s) based on the Debenture Holder's due diligence and agreed eligibility criteria. Further, any sale, transfer or assignment of the Hypothecated Assets by the Company by way of an assignment or securitisation transaction or otherwise shall be subject to the right of first refusal of the Debenture Holders; and

(viii) nothing contained herein shall prejudice the rights or remedies of the Debenture Trustee and/ or the Debenture Holders in respect of any present or future security, guarantee obligation or decree for any Financial Indebtedness or liability of the Company to the Debenture Trustee and/ or the Debenture Holders.

(m) ***Amounts to be reimbursed to the Debenture Trustee***

The Company shall, forthwith upon demand by the Debenture Trustee, reimburse to the Debenture Trustee all amounts paid by the Debenture Trustee to reasonably protect the Hypothecated Assets and such amounts shall be deemed to be secured by the Hypothecated Assets.

(n) ***Books of Account***

The Company shall maintain proper books of account as required by the Act and therein make true and proper entries of all dealings and transactions of and in relation to the Hypothecated Assets and the business of the Company and keep such books of account and all other books, registers and other documents relating to the affairs of the Company at its registered office or, where permitted by Law, at other place or places where the books of account and documents of a similar nature may be kept. The Company will ensure that all entries in the same relating to the Hypothecated Assets and the business of the Company shall at all reasonable times be open for inspection of the Debenture Trustee and such person or persons as the Debenture Trustee shall, from time to time, in writing for the purpose, appointed.

(o) ***Material Adverse Effect***

The Company shall promptly inform the Debenture Trustee in writing of the occurrence of any, or the occurrence of any event that is likely to have a, Material Adverse Effect, together with explanation of the reasons thereof.

(p) ***Filings; Compliance with BSE requirements***

The Company hereby further agrees, declares and covenants with the Debenture Trustee as follows:

(i) the Company shall comply with the relevant provisions of the SEBI LODR Regulations applicable to listed entities which have listed their non-convertible securities, including (to the extent applicable), the provisions of Chapter II (*Principles governing disclosures and obligations of listed entity*), Chapter III (*Common obligations of listed entities*), Chapter IV (*Obligations of a listed entity which has listed its specified securities and non-convertible debt securities*), and Chapter V (*Obligations of listed entity which has listed its non-convertible securities*) of the SEBI LODR Regulations;

(ii) it will provide all such assistance to the Debenture Trustee as may be required by it, to carry out the necessary due diligence and monitor the security cover in the manner as may be specified by SEBI from time to time. In this regard, in accordance with Chapter VI (*Periodical/ Continuous Monitoring by Debenture Trustee*) of the SEBI Debenture Trustees Master Circular, the Company undertakes and agrees to provide all relevant documents/information, as applicable, to enable the Debenture Trustee to submit the following reports/certifications to the BSE in accordance with Chapter VI (*Periodical/ Continuous Monitoring by Debenture Trustee*) of the SEBI Debenture Trustees Master Circular, as more particularly set out in the Debenture Trust Deed and within the timelines mentioned therein;

(iii) it will submit to the BSE, on a periodical basis and/or on an 'as and when' basis (depending upon the occurrence of any event), such information as prescribed under the SEBI Centralized Database Requirements, in such format as may be prescribed by the BSE;

(iv) it will provide/fill all such information as prescribed under the SEBI Centralized Database Requirements at the time of allotment of the International Securities Identification Number (ISIN) in respect of the Debentures;

(v) it will submit to the Debenture Trustee, on a half yearly basis, a certificate from the statutory auditor of the Company giving the value of receivables/book debts including compliance with the covenants set out in the Debt Disclosure Documents in such manner as may be specified by SEBI from time to time;

(vi) (if so required) it will submit to the Debenture Trustee, on an annual basis, a certificate from the statutory auditor of the Company in relation to the value of the book debts/receivables comprising the Hypothecated Assets; and

(vii) it will provide such assistance as may be required by the Debenture Trustee to, prior to the creation of charge to secure the Debentures, exercise independent due diligence to ensure that such security is free from any Security Interests or that the necessary consent(s) from other charge-holders (if applicable) have been obtained in the manner as may be specified by the SEBI from time to time.

The Company shall file with the BSE such information as required under Chapter V of the SEBI LODR Regulations.

(q) ***Insurance***

Company shall maintain insurances on and in relation to its business and assets with insurance companies against those risks and to the extent as is usual for companies carrying on the same or substantially similar business and any other insurances as may be required by Law and ensure that all

premiums are paid on time and other obligations of the Company under the insurance policies are duly complied with.

(r) ***Corporate Governance***

(i) the Company shall maintain the highest standards of corporate governance in accordance with the NBFC Directions and the Laws;

(ii) shall at all times until the Final Redemption Date, ensure that there are at least 2 (two) independent directors; and

(iii) the Company shall at all times comply with the NBFC Directions and other Law including any fair practices code of the RBI.

(s) ***General***

(i) the Company shall ensure that the proceeds of the Debentures shall be utilised solely for the Purpose, as more particularly set out under the Debenture Trust Deed;

(ii) the Company shall perform all of its obligations under the terms of the Transactions Documents and maintain in full force and effect each of the Transaction Documents;

(iii) the Company shall promptly pay and discharge all its financial obligations and regularly make all payments due and payable by the Company, including but not limited to taxes and also such payment due and payable under or in respect of the Issue or any documents executed in connection there with;

(iv) the Company shall give the Debenture Trustee any information, relating to the business, property, affairs of the Company, that materially impacts the interests of the Debenture Holders;

(v) the Company shall comply with the 'Guidelines on Fair Practices Code for Non-Banking Financial Companies' as prescribed by the RBI from time to time; and

(vi) the Company shall at all times act and proceed in relation to its affairs and business in compliance with Law.

(t) ***Access***

The Company shall permit the Debenture Trustee (and the Debenture holders) and/or accountants or other professional advisers and contractors appointed by the Debenture Trustee access at all reasonable times and on reasonable notice of the Company to:

(i) data / information and to arrange meetings with the management team for periodical portfolio monitoring; and

(ii) check the management of the funds made available through subscription to the Debentures; and

(iii) visit and inspect the premises of the Company and inspect and take copies and extracts from the books, accounts and records of the Company.

(u) ***Conditions Subsequent***

Company shall comply with the conditions stipulated in **Schedule XIII** (*Conditions Subsequent*).

(v) ***Financial Covenants***

Company shall comply with the Financial Covenants provided under **Schedule IX** (*Financial Covenants*).

(w) ***Issue Terms and Conditions***

At all times during the term of these presents comply with each of the Issue Terms and Conditions.

(x) ***Internal Controls***

Company shall maintain appropriate internal controls for the purpose of (i) preventing fraud on monies lent by the Company; and (ii) preventing money being used for money laundering or illegal purposes.

(y) ***Information to Debenture Trustee***

The Company shall promptly provide all assistance, documents, information and servicing requests from the Debenture Trustee and / or the Debenture Holders as may be required by them (including to enable the Debenture Trustee to fulfill its obligations as laid out in the Debenture Trust Deed and as may be required by RBI from time to time.

(z) ***Filings***

Pursuant to the provisions of the Companies Act and the relevant rules thereunder, the Company undertakes to make the necessary filings of the documents mandated therein including (if required under Law) the Offer Letter, the return of allotment (Form PAS 3), Form CHG-9, and (if so required under Law) record of Offer Letter (Form PAS 5) with the ROC, within the timelines stipulated under the Companies Act and the relevant rules thereunder and any other Law.

(aa) ***Information Covenants***

The Company comply with any monitoring and/or servicing requests from Debenture Holders, including its monthly, quarterly, annual and event-based reporting requirements as required under the Reporting Covenants.

(bb) ***Personal Guarantee***

In the event that any of the Key Shareholders furnish any personal guarantee in favour of any other lender, debenture trustee or debenture holder(s), the Company shall ensure and procure that the relevant Key Shareholder(s) shall furnish an equivalent personal guarantee in favour of the Debenture Trustee for the benefit of the Debenture Holders. It is hereby clarified that this obligation shall apply to all incremental borrowings availed by the Company after the Deemed Date of Allotment.

(cc) ***Key Personnel***

The Company shall procure that Arun Nayyar shall provide an undertaking in favour of the Debenture Trustee, inter alia stating that Arun Nayyar shall continue to maintain an executive role in the Company till the Final Settlement Date.

2.4.2 Negative Covenants

The Company shall not without the prior written permission of the Debenture Trustee undertake to do any of the following (in any manner whatsoever):

(a) ***Change of business; Change in Constitutional Documents***

(i) Change the general nature of its business from that which is permitted by the RBI;

(ii) Effect any change in its Memorandum or Articles of Association that are prejudicial to the interests of the Debenture Holders. The Company shall furnish Debenture Trustee with prior written intimation for any change made to Memorandum or Articles of Association; and / or

(iii) Undertake any major new business outside of financial services or diversify its business outside financial services.

(b) ***Dividend***

If a Payment Default has occurred and is continuing, then until the rectification of the above-mentioned events, or until the redemption of the Debentures in full to the satisfaction of the Debenture Trustee, the Company shall not, without the prior written consent of the Majority Debenture Holders, declare or pay any dividend or make any distribution of its share capital or purchase or redeem or otherwise acquire any part of its own share capital or in any other way transfer funds from the Company to the shareholders. It is hereby clarified that the Company shall only declare dividend during any Financial Year, out of the profits relating to that Financial Year and after making all due and necessary provisions in respect of the Debentures.

(c) ***Merger, consolidation, etc.***

(i) Undertake or permit any merger, consolidation, re-organisation, scheme of arrangement or effect any scheme of amalgamation, restructuring or reconstruction; and / or

(ii) Pass a resolution of voluntary winding up.

(d) ***Guarantees***

Undertake to guarantee the liabilities of any individual or entity.

(e) ***Arm's length basis; No profit sharing arrangements***

Enter into any transaction with any person or enter into or continue business relations with its shareholders, employees, Affiliate(s), holding company(ies), and/or subsidiary(ies) except in the Ordinary Course of Business.

(f) ***Immunity***

Claim any immunity or limitation of liability against any payment obligations arising towards the Debenture Holders.

(g) ***Auditor***

Change its auditor except as required by Law wherein the Debenture Trustee shall be furnished with prior intimation. It is hereby clarified that the Company shall authorize its auditors to communicate directly with the Debenture Trustee and the Debenture Holders.

(h) ***Liabilities***

Incur, create, assume, or allow any Financial Indebtedness that ranks prior to the Debentures or subordinates the Debentures.

(i) ***Change of Shareholding; Change of Control; Change in Management***

(i) Cause or permit any material change in its management;

(ii) Cause or permit Arun Nayyar to change their executive position in the Company prior to the Final Settlement Date;

(iii) Cause or permit any change in Control of the Company (excluding by issuance of employee stock options) due to a new equity raise;

(iv) Cause or permit acquisition of the ownership of or entitlement to more than 10% (ten percent) of shares or capital or profits of the Company by any natural person(s), whether acting alone or together, or through one or more juridical person;

(v) Enter into any compromise or arrangement with its shareholders or creditors, pass a resolution of voluntary winding-up or implement any scheme for restructuring or reconstruction, consolidation, amalgamation, merger or other similar purposes; and / or

(vi) Cause or permit the Key Shareholders to transfer or encumber the shares of the Company held by them respectively without the prior written consent of the Debenture Trustee acting on the instruction of Debenture Holders. Any change in the stake of the Key Shareholders shareholding in the Company below the existing levels set out in the table mentioned below shall require prior written intimation to the Debenture Trustee except where such dilution is caused due to a fresh equity raise or due to issuance of employee stock options. Any change in the stake of Key Shareholder in the Company below the minimum level set out in the following table shall require prior written consent of the Debenture Trustee:

NAME OF THE KEY SHAREHOLDER	INVESTMENT TYPE	EXISTING STAKE (IN %AGE)	AGGREGATE MINIMUM STAKE (In %AGE)
Dhruv Khaitan	Fully diluted (excluding any employee stock options)	10.37	15.00
Piyush Khaitan	Fully diluted (excluding any employee stock options)	10.37	

(j) ***Disposal of Assets***

Sell, transfer, assign, create any Security Interest or otherwise dispose of in any manner whatsoever any business, division or Assets (including Hypothecated Assets) of the Company which has the effect of exiting the business or re-structuring the existing business.

(k) ***De-merger, Consolidation, Compromise or Settlement***

(i) Enter into any transaction for the disposal of its Assets or compromise with its creditors, except in the Ordinary Course of Business, pursuant to the reasonable requirements of the Company's business and upon fair and reasonable terms; and / or

(ii) Enter into any transaction of de-merger, consolidation, re-organisation or scheme of arrangement or settlement with its shareholders or any of its creditors (secured and unsecured), or effect any such reconstruction.

(l) ***Anti-money laundering***

Permit any of the Debenture proceeds to be used to fund any form of violent political activity, terrorists or terrorist organizations, nor any money laundering process or scheme to disguise illegally obtained funds, nor any other criminal activity including arms sales, drug trafficking, robbery, fraud or racketeering.

(m) ***Related Party Transactions***

Enter into a transaction with a Related Party.

It is hereby clarified that the Company shall not, without the prior written consent of the Debenture Trustee (acting on the instructions of the Majority Debenture Holders) enter into any transaction with Related Parties: (i) whereby the overall outstanding amount owed to the Company under all such transactions exceeds 10% (ten percent) of its Net Worth at the end of each calendar quarter; (ii) whereby the overall expense incurred through such transactions during any Financial Year exceeds 2% (two percent) of its Net Worth in such Financial Year; or (iii) provide any guarantee for any Financial Indebtedness incurred by a Related Party.

The Debenture Trustee/ Debenture Holders shall be granted access to any additional information that it deems necessary to monitor and evaluate this covenant till the Final Settlement Date.

(n) ***Financial Year***

Change its financial year-end from 31st March (or such other date as may be approved by Majority Debenture Holders), unless mandated under Law.

(o) ***Equity***

Redeem, purchase, buyback, defease, retire, return or repay any of its Equity or reduce its share capital or resolve to do so.

(p) ***Transactions other than in Ordinary Course of Business***

Enter into or perform any transaction (including but not limited to loans or advances and investment by way of share capital) other than in its Ordinary Course of Business.

(q) ***Associates, Subsidiaries, and Joint Ventures***

Dispose of, acquire or incorporate any associates (as defined in the Act), subsidiary (as defined in the Act) or joint ventures.

(r) ***Acquisition***

Acquire any company, business or undertaking if the amount of the acquisition cost, whether paid by cash or otherwise.

(s) ***Buy Back***

(i) Redeem, purchase, buyback, defease, retire, return or repay any of its equity share capital or resolve to do so; and / or

(ii) Buy back equity shares if an Event of Default has occurred and is subsisting.

(t) ***Joint Venture***

(i) acquire (or agree to acquire) any shares, stocks, securities or other interest in any joint venture; and / or

(ii) transfer any assets or lend to or guarantee or indemnify or give security for the obligations of a joint venture (or agree to transfer, lend, guarantee, indemnify or give security for the obligations of a joint venture).

(u) ***Loans***

Enter into any transaction(s) (including but not limited to loans or advances and investment by way of share capital) other than in its ordinary course of business.

(v) ***Material compromise or Settlement***

Enter into material compromise or arrangement or settlement with any of its creditors (secured and unsecured) that would prejudicially affect the interest of the Debenture Holders.

(w) ***Security***

Transfer, sell, assign or create any encumbrances over or assign, in any manner, the Hypothecated Assets in favour of any third party.

Without prejudice to the foregoing, any sale, transfer or assignment of the Hypothecated Asset by the Company by way of an assignment or securitisation transaction or otherwise shall be subject to the right of first refusal of the Debenture Trustee / Debenture Holders.

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2.4.3 Reporting Covenants

(a) ***Quarterly Reports***

As soon as available and in any event within 45 (forty five) days (other than for item mentioned in (viii) below) of each Quarterly Date (unless otherwise specified below) furnish the following information/reports to the Debenture Trustee (as may be required in accordance with the Law):

(i) information pertaining to the financials, operations, portfolio growth and asset quality (static portfolio cuts, collection efficiency and PAR Days), monthly disbursement, monthly days past due statements and funding in formats agreeable to the Debenture Holder(s);

(ii) latest asset liability mismatch details;

(iii) extracts of the loan register of the Company, covering all exposures of INR 10,00,000 (Indian Rupees Ten Lakh) or more, as on the immediately preceding Quarterly Date;

(iv) quarterly unaudited financial statements of the Company along with schedules and notes to accounts;

(v) details of Related Party transactions and balances outstanding as at the end of the relevant quarter in the format specified by the Debenture Trustee;

(vi) details of the shareholding pattern of the Company;

(vii) list of lenders of the Company along with the loan / non-convertible debenture profile of the Company;

(viii) provide the Quarterly Hypothecated Assets Report;

(ix) certificate from the management of the Company certifying *inter alia* that the Financial Covenants are being complied with;

(x) details of:

(A) new products introduced by the Company, or change in existing product features;

(B) new business correspondent relationships or discontinuance of existing relationships of the Company;

(C) geographical expansion by the Company to any new state;

(D) material changes to the IT / MIS systems of the Company;

(E) change in credit bureaus used by the Company;

(F) revision in the business plan of the Company;

(G) changes in the accounting policy of the Company; and

(H) any fraud amounting to more than 2% (two percent) of the Gross Loan Portfolio; and

(xi) list of members of the board of directors of the Company along with details of its senior management.

(b) ***Annual Reports***

As soon as available, and in any event within 90 (ninety) calendar days after the end of each Financial Year submit the following information:

(i) certified copies of the Company's audited financial statements for its most recently completed fiscal year;

(ii) certificate signed by a director and / or the chief financial officer of the Company, *inter alia* confirming that as on the date of the certificate, there exists no potential Event of Default or Event of Default;

(iii) copies of all annual information submitted by the Company to the RBI; and

(iv) the corporate social responsibility report of the Company (if applicable).

(c) ***Event Based Reports***

As soon as available and in any event within 10 (ten) Business Days of the occurrence of any of the below events (unless otherwise specified below), furnish the following information/reports to the Debenture Trustee:

(i) details of any change in the board of directors of the Company;

(ii) details of any change in the shareholding structure of the Company pursuant to any fresh equity infusion or issuance of securities convertible into equity. PROVIDED THAT no information shall be required to be furnished to the Debenture Trustee in respect of any change of which results from (A) change in shareholding the Key Shareholders or the Key Shareholders' group which is less than 5% (five percent); or (B) an inter-se transfer between the Key Shareholders;

(iii) details of any change in the statutory auditor of the Company;

(iv) details of any change in the senior management officials of the Company (i.e., the chief executive officer, chief financial officer, chief operating officer, and the chief risk officer);

(v) board approval of the annual business plan of the Company;

(vi) occurrence of any fraud by or in respect of the Company, amounting to more than 2% (two percent) of the Gross Loan Portfolio;

(vii) details of the occurrence of any Material Adverse Effect;

(viii) material change in the Constitutional Documents of the Company;

(ix) occurrence of any dispute, litigation, investigation or other proceeding by, on or in relation to the Company which could result in a Material Adverse Effect;

(x) prepayment of any facility availed by the Company of more than INR 10,00,00,000 (Indian Rupees Ten Crore) prior to its scheduled maturity, along with complete details of such prepayment (including reasons for the same);

(xi) details of any facilities sanctioned to it by other lenders, upon request by the Debenture Trustee;

(xii) details of any prepayment or notice of prepayment of any Financial Indebtedness of the Company;

(xiii) details of any new equity raising which results in change in the existing shareholding pattern and related change in composition of the board of directors of the Company;

(xiv) commencement of any winding-up proceedings by or in relation to the Company (whether voluntary or otherwise); and

(xv) occurrence of an Event of Default or potential Event of Default, and any steps taken / proposed to be taken in order to remedy the same.

(d) ***Statutory, regulatory and other reporting:***

(i) the Company shall submit to the Stock Exchange, on a periodical basis and/or on an 'as and when' basis (depending upon the occurrence of any event), such information as prescribed under the SEBI NCS Master Circular, in such format as may be prescribed by the Stock Exchange;

(ii) any information required to be provided to the Debenture Holders under the listing agreement;

(iii) it will provide/fill all such information as prescribed under the SEBI NCS Master Circular at the time of allotment of the ISIN in respect of the Debentures;

(iv) the Company shall submit to the Stock Exchange, on a periodical basis and/or on an 'as and when' basis (depending upon the occurrence of any event), such information as prescribed under the SEBI Centralized Database Requirements, in such format as may be prescribed by the Stock Exchange; and

(v) the Company shall provide/fill all such information as prescribed under the SEBI Centralized Database Requirements at the time of allotment of the International Securities Identification Number (ISIN) in respect of the Debentures.

2.5 Events of Default

(a) ***Payment Defaults***

The Company does not pay on the Due Date any amount payable pursuant to the Debenture Trust Deed and the Debentures (including but not limited to penal interest, if any) at the place at and in the currency in which it is expressed to be payable.

(b) ***Insolvency / Inability to Pay Debts / Distress***

(i) the Company is unable or admits its inability in writing to pay its debts as they fall due, suspends making payments on any of its debts or, by reason of actual or anticipated financial difficulties;

(ii) the Company is (or deemed by Law or a court to be) insolvent or bankrupt or unable to pay its debts or stops or suspends payments of all its debts;

(iii) a petition (voluntary or otherwise) for reorganization, general assignment, arrangement, winding up, adjustment or composition of Financial Indebtedness of the Company with or for benefit of the relevant creditors generally in respect of any such of Financial Indebtedness is filed or has been admitted;

(iv) a moratorium or such other protection from its creditors is agreed or declared in respect of or affecting any or all of the Financial Indebtedness of the Company; and / or

(v) Any distress, attachment, execution or other legal process is levied, enforced or sued out on or against any material part of the property, Assets, or revenues of the Company (including the Hypothecated Assets or any part thereof).

(c) ***Security Interest over Hypothecated Assets***

(i) The Company fails to create, register and/or perfect the Security Interest within the timelines prescribed in the Transaction Documents and/or in the manner prescribed in the Transaction Documents; and / or

(ii) The Company creates or attempts to create Security Interest on the Hypothecated Assets or any part thereof, in addition to the Security Interest created pursuant to the Hypothecation Agreement without the consent of the Special Majority Debenture Holders. Without prejudice to the foregoing, any sale, transfer or assignment of the Hypothecated Assets by the Company by way of an assignment or securitisation transaction or otherwise shall be subject to the right of first refusal of the Debenture Holders.

(d) ***Security in Jeopardy***

(i) In the opinion of the Debenture Trustee the Hypothecated Assets is in jeopardy;

(ii) If, the security provided pursuant to the Hypothecation Agreement depreciates in value to such an extent that in the reasonable opinion of the Trustee further security should be given and on advising the Company to that effect such security has not been given to the Debenture Trustee to their satisfaction;

(iii) If, without the prior written approval of the Debenture Trustee, the Hypothecated Assets or any part thereof is transferred, assigned, charged, has a Security Interest created over it or alienated but no prior approval shall require for the replacement of assets comprising the Hypothecated Assets with other similar assets;

(iv) If an attachment or expropriation or restraint of act of sequestration is levied on the Hypothecated Assets or any part thereof; and / or

(v) the value of the Hypothecated Assets is insufficient to maintain the Security Cover and Company fails to maintain the Security Cover specified in the Hypothecation Agreement within the stipulated timelines in the Hypothecation Agreement.

(e) ***Fraud and Embezzlement***

Any material act of fraud, embezzlement, misstatement, misappropriation or siphoning off of the funds of the Company or the Key Shareholder(s) or revenues of the Company, or any other act having a similar effect being committed by the management or an officer of the Company.

(f) ***Misrepresentation***

Any representation or warranty made by the Company in any Transaction Document or in any certificate, financial statement or other document delivered to the Debenture Trustee/Debenture Holders by the Company shall prove to have been incorrect, false or misleading in any material respect when made or deemed made.

(g) ***Material Adverse Effect***

Occurrence of a Material Adverse Effect, as determined by the Debenture Trustee, acting on the instructions of the Majority Debenture Holders.

(h) ***Liquidation or Dissolution of the Company / Appointment of Receiver or Liquidator***

(i) Any corporate action, legal proceedings or other procedure or step is taken in relation to:

(A) the suspension of payments, a moratorium of any Indebtedness, winding-up, dissolution, administration or re-organisation (by way of voluntary arrangement, scheme of arrangement or otherwise) of the Company or its Affiliate;

(B) a composition, compromise, assignment or arrangement with any creditor of the Company or its Affiliate;

(C) the appointment of a liquidator, receiver, administrative receiver, administrator, compulsory manager or other similar officer in respect of the Company or any of its Assets is appointed for all or any part of the undertaking of the Company;

(D) the Company or its Affiliate, in respect of any reference or enquiry or proceedings commenced, before the National Companies Law Tribunal or under any mechanism or prescription of the RBI in respect of resolution/restructuring of stressed assets (including without limitation, under the Stressed Assets Framework, as amended, modified or restated from time to time));

(E) the commencement of an insolvency resolution process under the (Indian) Insolvency and Bankruptcy Code, 2016 (to the extent applicable) or under any other Law, in respect of the Company or its Affiliate; and / or

(F) enforcement of any security over any Assets of the Company or its Affiliate.

Any other event occurs or proceeding instituted under any Law that would have an effect analogous to any of the events listed in sub-Clauses (A) to (F) above.

(ii) An order is made or an effective resolution passed for the winding up or dissolution, judicial management or administration of the Company, or the Company ceases to carry on all of its business or operations, except for the purpose of and followed by a reconstruction, amalgamation, re-organization, merger or consolidation on terms approved by Special Resolution of Debenture Holders.

(i) ***Cross Default***

The Company

(i) defaults in any payment of any Financial Indebtedness beyond the period of grace / cure period, if any, provided in the instrument or agreement under which such Financial Indebtedness was created;

(ii) at any time on and from the Deemed Date of Allotment, defaults in the observance or performance of any agreement or condition relating to any Financial Indebtedness or contained in any instrument or agreement evidencing, securing or relating thereto or any other event shall occur or condition exist, the effect of which default or other event or condition is to cause or to permit the holder or holders of such Financial Indebtedness to cause (determined without regard to whether any notice is required) any such Financial Indebtedness to become due prior to its stated maturity;

(iii) any Financial Indebtedness of the Company shall be declared to be due and payable, or required to be prepaid other than by a regularly scheduled required prepayment, prior to the stated maturity thereof; and / or

(iv) any commitment for any Financial Indebtedness is cancelled or suspended by a creditor, as a result of an event of default.

(j) ***Creditors' Process***

(i) All or a material part of the undertaking, Assets, rights or revenues of the Company are condemned, seized, nationalised, expropriated or compulsorily acquired, or shall have assumed custody or control of the business or operations of the Company, or shall have taken any action for the dissolution of the Company, or any action that would prevent the Company, their member, or their officers from carrying on their business or operations or a substantial part thereof, by or under the authority of any Government or any Government Authority;

(ii) The Company does not inform the Debenture Trustee of one or more of the other creditors of the Company accelerating the payment obligations on the grounds of a material adverse change (howsoever described) or a material adverse effect (howsoever described) in the financial, operational or regulatory conditions governing the Company;

(iii) The Company has voluntarily or involuntarily becomes the subject of proceedings under any bankruptcy or insolvency laws and such proceedings have been admitted by a competent court or the Company is voluntarily or involuntarily dissolved;

(iv) The Company is adjudged insolvent or takes advantage of any law for the relief of insolvent debtors; and / or

(v) Any expropriation, attachment, garnishee, sequestration, distress or execution affects any Receivables constituting Hypothecated Assets or part thereof.

(k) ***Transaction Documents***

(i) The Debenture Trust Deed or any other Transaction Document in whole or in part, are terminated or cease to be effective or cease to be a legally valid, binding and enforceable obligation of the Company; and / or

(ii) In the opinion of the Debenture Trustee, any of the Transaction Documents fails to provide the Security Interest, rights, title, remedies, power or privileges intended to be created thereby (including the priority intended to be created thereby), or such Security Interests do not have the priority contemplated under the Transaction Documents, or the Security Interest created thereunder become unlawful, invalid, or unenforceable.

(l) ***Unlawfulness***

It is or becomes unlawful for the Company to perform any of its obligations under the Transaction Documents and/or any obligation or obligations of the Company under any Transaction Document are not or cease to be valid, binding or enforceable and such deficiency is not capable of being cured within a period of 3 (three) Business Days from the date of such deficiency coming to the knowledge of the Company.

(m) ***Repudiation***

The Company repudiates any of the Transaction Documents, or evidences an intention to repudiate any of the Transaction Documents.

(n) ***Information Covenants***

The failure to comply with any monitoring and/or servicing requests from Debenture Holders, including its monthly, quarterly, annual and event-based reporting requirements as required under the Reporting Covenants.

(o) ***Government Intervention***

(i) Any step is taken by Governmental Authority or agency or any other competent authority, with a view to the seizure, compulsory acquisition, expropriation or nationalisation of all or (in the opinion of the Debenture Trustee) a material part of the assets of the Company which is material to the Company;

(ii) Any Governmental Authority having assumed custody or control of the business or operations of the Company or having taken any action for the dissolution of the Company or any action that would prevent the Company or its officers from carrying on its business or operations thereof; and / or

(iii) The Company's organizational or legal status, or any license or franchise is revoked or suspended by any Governmental Authority or authority after the Company has exhausted all remedies and appeals relating thereto.

(p) ***Cessation***

The Company ceases or threatens to cease to carry on the main business it is currently engaged in.

(q) ***Erosion of Net Worth***

The Debenture Holders' assessment from quarterly or annual financial reporting from the company, or at any time certified by an accountant of a firm or chartered accountant appointed by the Debenture Trustee (which the Debenture Trustee is entitled and hereby authorized to do so at any time), that the Net Worth of the Company has eroded by 50% (fifty percent) or more compared to its Net Worth in the previous financial year.

(r) ***Delisting***

If the Debentures are subsequently delisted from any exchange on which it is listed without the prior written consent of the Debenture Trustee.

(s) ***Merger***

(i) The rearrangement or consolidation or amalgamation with or merger with or into, or receiving of all or substantially all the assets or obligations of, another entity, or any action for reorganization, rearrangement or reduction of capital without the prior written consent of the Debenture Trustee; and / or

(ii) The Company takes or suffers to be taken, any action for the reduction of its capital or any rearrangement, merger or amalgamation without prior written approval of the Debenture Trustee.

(t) ***Willful default***

(i) The Key Shareholder(s) and / or key management personnel of the Company is declared as willful defaulter by any competent authority; and / or

(ii) The Key Shareholder(s) and / or any of the directors of the Company is / are accused of, charged with, arrested or convicted a criminal offence involving moral turpitude, dishonesty or which otherwise impinges on the integrity of the Key Shareholder(s) and/or director, including any accusations, charges and/or convictions of any offence relating to bribery.

(u) ***Management Control***

If there occurs a change in management Control of the Company without the prior written consent of the Debenture Trustee (acting upon the instruction of the Majority Debenture Holders).

(v) ***Breach of Affirmative Covenants***

Any breach of affirmative covenants in sub-clauses (e) (*Preserve corporate status; authorisations*), (f) (*Pay stamp duty*), (h) (*Grievance*), (j) (*Comply with Investor Education and Protection Fund requirements*), (k)(v) (B) and (C) (*Further assurances*), (n) (*Books of Accounts*), (r) (*Corporate Governance*); and (z) (*Filings*) as stipulated in **Section 2.4.1** (*Affirmative Covenants*) of this Key Information Document and such breach is not remedied (if capable of remedy) within the expiry of Cure Period for breach of Affirmative Covenants from the date of such breach.

(w) ***Breach of Negative Covenants***

Any breach of negative covenants as stipulated in **Section 2.4.2** (*Negative Covenants*) of this Key Information Document.

(x) ***Breach of Financial Covenants***

Any breach of Financial Covenants and such breach is not remedied (if capable of remedy) within the expiry of Cure Period for breach of Financial Covenants from the date of such breach.

(y) ***Rating Downgrade***

The credit rating of any instrument issued by the Company (as assigned by the Rating Agency or by any SEBI registered credit rating agency) is downgraded to BB+ (pronounced as "Double B Plus") or lower.

(z) ***Third party***

A default or event of default (howsoever defined) occurs on account of a breach of representation or breach of an information covenant under the terms of any other agreement involving borrowed money or the extension of credit or any other Financial Indebtedness under which the Company may be obligated as a borrower or guarantor and pursuant to which the Company is called upon to and makes a prepayment to a third party without the prior written consent of the Debenture Holder(s). It is hereby clarified that such consent shall not be unreasonably delayed or withheld by the Debenture Holder(s).

(aa) ***Sale, disposal***

Sale, transfer, or other disposition of all or substantially all of the Company's Assets other than in the Ordinary Course of Business of the Company.

(bb) ***Non-compliance with judicial order***

The Company fails to comply with or fulfil any judicial order passed against it provided however that such order shall not include any order against which appeal is available or for which an appeal is pending.

(cc) ***Breach of other terms of the Debenture Trust Deed***

A breach by the Company of any of its obligations and covenants provided in terms of the Debenture Trust Deed or other Transaction Documents (other than (a) to (bb) above).

2.6 Issue Terms and Conditions

A. *FACE VALUE AND ISSUE PRICE*

(a) The face value of each Debenture is INR 1,00,000 (Indian Rupees One Lakh).

(b) The Debentures will be issued at par.

(c) The minimum subscription for the Debentures shall be INR 1,00,00,000 (Indian Rupees One Crore) and in multiples of INR 1,00,000 (Indian Rupees One Lakh) thereafter.

B. *SCHEDULED REDEMPTION AND EARLY REDEMPTION*

(a) *Scheduled Redemption*

Subject to sub-Clause (b) and (c) below, the Debentures shall be redeemed by the Company on each Redemption Date on a *pari passu* basis in such number of periodical installments provided for in **Annexure II** (*Illustration of Bond Cashflows*) hereto ("**Redemption Installments**") and shall be fully redeemed by the Final Redemption Date. All Debentures together with all Outstanding Amounts shall be fully redeemed on a *pari passu* basis by the Company by way of a single installment on the Final Redemption Date. The Company will not redeem all or any part of the Debentures except at the times and in the manner expressly provided for in the Debenture Trust Deed.

(b) *Early Redemption*

Redemption of Debentures at the instance of the Company within 12 (twelve) months from the Deemed Date of Allotment ("**Lock-in Period**") is not permitted. After the Lock-in Period, the Company may at its instance (other than on occurrence of an Event of Default), issue at least 45 (forty five) calendar days prior written notice to Debenture Trustee ("**Early Redemption Notice**") and redeem the Debentures on any specified day other than the Final Redemption Date on a pro rata basis with the prior written consent of the Debenture Trustee and payment of Early Redemption Premium over and above the Interest Rate. PROVIDED HOWEVER, the Debenture Trustee shall not grant its consent for early redemption of Debentures without the prior written consent of the Majority Debenture Holders or Majority Resolution duly passed at the meeting of the Debenture Holders held in accordance with the provisions of the Debenture Trust Deed.

Where an early redemption has occurred in accordance with the terms of the Debenture Trust Deed so that the amounts paid by the Company has resulted in partial redemption of the outstanding Debentures, the amount redeemed by the Company shall be reduced pro rata from the outstanding Redemption Instalments across the Debentures and **Annexure II** (*Illustration of Bond Cashflows*) shall be deemed to be updated to reflect the reduction.

(c) *Mandatory Redemption*

Upon occurrence of a Mandatory Redemption Event, the Company shall at the intimation of the Debenture Trustee (acting on the instructions of the Majority Debenture Holders) be required to redeem all of the Debentures held by it on a *pari passu* basis (the "**Mandatory Redemption**").

Following receipt of information regarding occurrence of the Mandatory Redemption Event, the Debenture Trustee shall provide a written intimation to the Company within 15 (fifteen) Business Days (the "**Mandatory Redemption Notice**"), and the Company shall fully redeem the Debentures on a *pari passu* basis, at par, on the expiry of 30 (thirty) calendar days from the date of receipt of the Mandatory Redemption Notice by making payment of the Outstanding Amounts to the Debenture Holders in the manner set out under the Debenture Trust Deed.

C. *INTEREST PAYMENT*

(a) ***Interest on Debentures***

Interest on the Outstanding Principal Amounts shall accrue at the Interest Rate daily from the Deemed Date of Allotment until the Debentures are repaid in full. Interest shall be payable on the Debentures in arrears on each Interest Payment Date as specified in **Schedule V** (*Interest Payment Dates and Redemption Schedule*) hereto.

(b) ***Payment of Interest***

Interest will be paid to the Debenture Holder subject to deduction of tax deducted at source (where applicable and in accordance with sub-clause (c) below) at the rate prescribed from time to time under the Income Tax Act, 1961 or any statutory modification or re-enactment thereof for the time-being in force.

(c) ***Withholding Tax; Gross up***

Unless required by Law, the Company will not make any deduction towards withholding tax in relation to any payments made to the Debenture Holders pursuant to the Debenture Trust Deed and the other Transaction Documents.

(d) ***One-time Interest***

On the Deemed Date of Allotment, the Company will pay One-time Interest to the Debenture Holders.

(e) ***Step Up***

(i) In the event the credit rating of the Debentures issued by the Company is downgraded from the Minimum Rating by 1 (one) notch or more, the Interest Rate shall be increased by the Step Up Rate (Debentures) for every 1 (one) notch of rating downgrade, applicable from the date of such downgrade until such event is cured, on the Outstanding Principal Amount and accrued interest, if any, on the Debentures. If the Company is rated by more than one rating agency, then the lowest of the ratings shall be considered; and

(ii) if at any time after the occurrence of a Step Up (Debentures), the rating of the Debentures is upgraded by 1 (one) notch or more, the prevailing Step Up Rate shall be decreased by 0.25% (zero decimal two five percent) for each such upgrade (until the rating of the Debentures is restored to the Minimum Rating) and such decreased rate of interest shall be applicable on the outstanding principal amounts with effect from the date of such upgrade. PROVIDED THAT the decreased rate of interest cannot, in any case, be lower than the original Interest Rate (i.e. 12.00% (twelve decimal zero zero percent) per annum). The decrease in the rate of interest shall not require any notice, intimation or action on behalf of the Debenture Trustee or the Debenture Holders.

D. *DEFAULT INTEREST*

(a) ***Default Interest***

If, at any time, there is a Payment Default the Company agrees to pay additional interest at the Default Interest Rate on the Outstanding Principal Amounts and accrued but unpaid interest on the Debentures from the date of the occurrence of such breach and until the Payment Default is cured or the Payment Obligations are repaid (whichever is earlier).

Such amounts shall be determined separately with reference to the abovementioned incremental rate and paid in addition to the interest payable on the Debentures on the next occurring Due Date.

(b) ***Listing Default Interest***

If the Company fails to list the Debentures on the Stock Exchange within the Listing Period, and in any case no later than the timelines prescribed under the SEBI NCS Regulations, the Company agrees to pay an additional interest at 1% (one percent) per annum over the applicable Interest Rate in respect of the Debentures on the Outstanding Principal Amounts and accrued but unpaid interest on the Debentures from the date of the occurrence of such breach and until such breach is cured or the Payment Obligations are repaid (whichever is earlier). Such amounts shall be determined separately with reference to the abovementioned incremental rate and paid in addition to the interest payable on the Debentures on the next occurring Due Date.

(c) ***Delay Default Interest***

In the event that (i) the Company fails to execute the Debenture Trust Deed within the timelines prescribed under the SEBI NCS Regulations; and/or (ii) the Security Interest to be created over the Hypothecated Assets is not created or perfected in the manner and within the timelines specified under the Transaction Documents, the Company agrees to pay interest of 2% (two percent) per annum over the applicable Interest Rate in respect of the Debentures on the Outstanding Principal Amounts and accrued but unpaid interest on the Debentures from (i) the last date for creation and / or perfection of the Security Interest over the Hypothecated Assets (as the case may be) and until the Security Interest over the Hypothecated Assets is created; or (ii) from the last date for executing the Debenture Trust Deed as provided under the SEBI NCS Regulations and until the Debenture Trust Deed is duly executed to the satisfaction of the Debenture Trustee; or (iii) the Payment Obligations are repaid (whichever is earlier).

(d) ***Financial Covenant Default Interest***

If, at any time, the Company is not in compliance with any one or more of the Financial Covenants, the Company agrees to pay an additional interest at 1% (one percent) per annum over the applicable Interest Rate in respect of the Debentures on the Outstanding Principal Amounts and accrued but unpaid interest on the Debentures from the date of the occurrence of such breach and until such breach is cured or the Payment Obligations are repaid (whichever is earlier). Such amounts shall be determined separately with reference to the abovementioned incremental rate and paid in addition to the interest payable on the Debentures on the next occurring Due Date.

E. *COMPUTATION OF INTEREST AND OTHER CHARGES*

Interest and all other charges in respect of the Debentures shall accrue based on actual/actual basis for a year comprising 365 (three hundred and sixty five) calendar days.

F. *SECURITY CREATION AND CONTRACTUAL COMFORT*

(a) ***Hypothecation***

(i) The Debentures shall be secured pursuant to the Hypothecation Agreement by way of hypothecation in favour of the Debenture Trustee for the benefit of the Debenture Holders over the Receivables (identified in terms of the said Hypothecation Agreement), and proceeds thereof, along with all benefits, rights and incidentals attached thereto on a first ranking exclusive and continuing Security Interest (hereinafter referred to as the "**Hypothecated Assets**").

(ii) The Security Interest over the Hypothecated Assets shall at all times, commencing from the Deemed Date of Allotment until the Final Settlement Date, be at least equal to the Security Cover. The Hypothecated Assets shall be Topped Up with additional Receivables and/or any Receivables constituting the Hypothecated Assets shall be Replaced in accordance with the Hypothecation Agreement followed by perfection of such creation and/or modification of the Security Interest within 30 (thirty) calendar days therefrom including by way of filing of form CHG-9 (or such other e-forms as may be applicable under the Act and Rules thereunder) with the jurisdictional registrar of companies and provide such information sought by the Debenture Trustee for the purpose of filing the prescribed forms and particulars with the Central Registry and Information Utility in relation to the Security Interest over the Hypothecated Assets.

(iii) *Enforcement*

The Debenture Trustee shall be entitled to enforce the obligations of the Company under or pursuant to the Hypothecation Agreement as if the same were set out and contained in the Debenture Trust Deed. The Hypothecated Assets shall be and remain as security to the Debenture Trustee and shall be held in trust on behalf of and for the benefit of the Debenture Holders for the due repayment of all amounts under the Debentures including the interest, redemption price, additional interest, remuneration of the Debenture Trustee, all agreed fees, costs, charges, expenses and all other monies payable under the Debentures.

(iv) The Debenture Trustee shall with effect from the creation of first ranking and exclusive Security Interest pursuant to the Hypothecation Agreement hold the Hypothecated Assets in trust on behalf of and for the benefit of the Debenture Holders, for the due repayment of the principal amount of the Debentures and payment of interest and other moneys payable in respect of the Debentures, without any preference to or priority of any one over the other or others.

(v) The Debenture Trustee shall hold upon trust the monies which shall arise or may be obtained by the enforcement of the Hypothecated Assets. On receipt by the Debenture

Trustee of the proceeds thereof after satisfaction of the claims of any other persons, if the said Security Interest relating to the Hypothecated Assets have become enforceable, the Debenture Trustee shall, in the first instance pay and reimburse to themselves and/or retain and discharge all the costs, charges and expenses incurred in or about the enforcement, sale, collection or conversion or exercise of the powers and trust of the Debenture Trustee and shall apply the residue of the said moneys in payment of interest on, and redemption of the Debentures.

2.7 Conditions For Signing Of ICA By The Debenture Trustee On Behalf Of Debenture Holders

The Debenture Trustee may sign the ICA and consider the resolution plan on behalf of the Debenture Holders, provided the consent is obtained from the Debenture Holders upon compliance with the following conditions:

1. The signing of the ICA and agreeing to the resolution plan is in the interest of Debenture Holders and in compliance with the Act and the rules made thereunder, the Securities Contracts (Regulations) Act, 1956 and the Securities and Exchange Board of India Act, 1992 and the rules, regulations and circulars issued thereunder from time to time.

2. If the resolution plan imposes condition(s) on the Debenture Trustee that are not in accordance with the provisions of the Act and the rules made thereunder, the Securities Contracts (Regulations) Act, 1956 and the Securities and Exchange Board of India Act, 1992 and the rules, regulations and circulars issued thereunder from time to time, then the Debenture Trustee shall be free to exit the ICA altogether with the same rights as if it had never signed the ICA. Under these circumstances, the resolution plan shall not be binding on the Debenture Trustee.

3. The resolution plan shall be finalized within 180 (one hundred and eighty) days from the end of the review period. If the resolution plan is not finalized within 180 (one hundred and eighty) days from the end of the review period, then the Debenture Trustee shall be free to exit the ICA altogether with the same rights as if it had never signed the ICA and the resolution plan shall not be binding on the Debenture Trustee. However, if the finalization of the resolution plan extends beyond 180 (one hundred and eighty) days, the Debenture Trustee may consent to an extension beyond 180 (one hundred and eighty) days subject to the approval of the Debenture Holders regarding the total timeline. The total timeline shall not exceed 365 (three hundred and sixty five) days from the date of commencement of the review period.

4. If any of the terms of the approved resolution plan are contravened by any of the signatories to the ICA, the Debenture Trustee shall be free to exit the ICA and seek appropriate legal recourse or any other action as deemed fit in the interest of the Debenture Holders.

The Debenture Trustee shall ensure that the conditions mentioned above from Clauses (1) to (4) above, of this Schedule are suitably incorporated in the ICA, before signing of the ICA.

SECTION 3: FINANCIAL INFORMATION

Please note that the financial information provided in the General Information Document is not more than six (6) months old from the date of filing the General Information Document or the Issue Opening Date. However, with the intent of providing additional disclosure in respect of incremental changes, we have included the information in this Key Information Document. Accordingly, please refer to **Section 4**, **Section 5**, and **Annexure VII** of this Key Information Document for the latest financial and commercial information of the Company.

The audited financial statements of the Issuer for the year ended March 31, 2025, March 31, 2024 and March 31, 2023 along with the limited review financial statements as on December 31, 2025 are set out in Annexure VII of the Key Information Document.

SECTION 4: REGULATORY DISCLOSURE

This Key Information Document is prepared in accordance with the provisions of the NCS Listing Regulations and in this section, the Issuer has set out the details required as per Schedule I of the NCS Listing Regulations:

4.1 Documents Submitted to the Exchanges

The following documents have been / shall be submitted to the BSE:

(a) This Key Information Document;
(b) Memorandum and Articles of Association of the Issuer and necessary resolution(s) for the allotment of the non-convertible debt securities including Debentures / Commercial Papers;
(c) Copy of the necessary resolution(s) authorizing the borrowings, issuance of the non-convertible debt securities including Debentures / Commercial Papers and list of authorized signatories for the allotment of securities;
(d) Copy of last 3 (Three) years audited Annual Reports;
(e) Statement containing particulars of, dates of, and parties to all material contracts and agreements;
(f) Certified true copy of the resolution(s) passed by the shareholders of the Company at the Annual General Meeting held on August 25, 2025 authorizing the issue / offer of non-convertible debentures/ commercial papers /other money market instrument / financial instrument on a private placement basis and other borrowings by the Company for an aggregate amount up to Rs 3,500 Crores section 180(1)(c) under the Companies Act, 2013;
(g) Certified true copy of the resolution passed by the board of directors of the Company dated May 16, 2025, authorizing the issue/offer of non-convertible debentures on a private placement basis for an aggregate amount up to Rs.2,500 Crores under section 42 of the Companies Act, 2013
(h) An undertaking from the Issuer stating that the necessary documents for the creation of the charge, where applicable, including the debenture trust deed would be executed within the time frame prescribed in the relevant regulations/acts/rules etc. and the same would be uploaded on the website of the BSE, where the debt securities have been listed;
(i) Where applicable, an undertaking that permission/consent from the prior creditor for a second or *pari passu* charge being created, in favor of the trustees to the proposed issue has been obtained; and
(j) Any other particulars or documents that the recognized stock exchange may call for as it deems fit.

4.2 Documents Submitted to Debenture Trustee

The following documents have been / shall be submitted to the Debenture Trustee in electronic form (soft copy) on or before the allotment of the Debentures:

(a) Memorandum and Articles of Association of the Issuer and necessary resolution(s) for the allotment of the Debentures;
(b) Copy of last 3 (Three) years audited Annual Reports;
(c) Statement containing particulars of, dates of, and parties to all material contracts and agreements;
(d) Latest audited / limited review half yearly consolidated (wherever available) and standalone financial information (profit & loss statement, balance sheet and cash flow statement) and auditor qualifications, if any;
(e) An undertaking to the effect that the Issuer would, until the redemption of the dfind ebt securities, submit the details mentioned in point (d) above to the Debenture Trustee within the timelines as mentioned in the Simplified Listing Agreement issued by SEBI vide circular No. SEBI/IMD/BOND/1/2009/11/05 dated May 11, 2009 / Uniform Listing Agreement as prescribed in SEBI's circular no. CFD/CMD/6/2015 dated

October 13, 2015 as amended from time to time, for furnishing / publishing its half yearly/ annual results. Further, the Issuer shall within 180 (One Hundred and Eighty) days from the end of the financial year, submit a copy of the latest annual report to the Debenture Trustee and the Debenture Trustee shall be obliged to share the details submitted under this clause with all 'Qualified Institutional Buyers' (QIBs) and other existing debenture-holders within 2 (Two) working days of their specific request.

4.3 Details of Promoters of the Issuer:

Promoter

S. No.	Details of Promoter Management	Promoter
1.	Name of promoter	NA. **As on the date, no Shareholder of the Issuer has been identified as a 'Promoter" for the purpose of the SEBI Debt Listing Regulations.**
2.	Date of Birth/Incorporation	NA.
3.	Age	NA.
4.	Personal Addresses	NA.
5.	Education Qualifications	NA.
6.	Experience in the business or employment	NA.
7.	positions/posts held in the past by the promoter management	NA.
8.	directorships held by the promoter management	NA.
9.	Other ventures of the promoter management	NA.
10.	Special achievements	NA.
11.	Business and financial activities of the promoter management	NA.
12.	Photograph	NA.
13.	Permanent Accountant Number	NA.
14.	Other Details	NA.

4.4 About the Issuer: The following details pertaining to the issuer:

NeoGrowth is a leading middle layer non-banking financial company (NBFC-ML) registered with Reserve Bank of India ("**RBI**") under the Reserve Bank of India Act, 1934, bearing registration number B-13.02077 dated September 12, 2014.

NeoGrowth is a new-age lender, with a focus on Micro, Small, and Medium Enterprises (MSMEs). It is a Middle Layer Non- Banking Financial Company (NBFC-ML), offering a wide range of products tailored to the dynamic needs of small businesses. Its data science and technology-led approach enable it to offer quick and hassle-free loans to MSMEs across 75+ segments across 25+ locations in India. NeoGrowth offers a unique daily repayment option to its customers with multi-channel repayment modes. It has served and engaged with 1,50,000+ businesses and supported them with their growth ambitions. It not only helps small businesses grow but also drives financial inclusion making a positive social impact.

Founded by industry veterans, its Board of Directors comprises experts, who guide the leadership team toward its strategic goals. NeoGrowth was founded by Dhruv Khaitan and Piyush Khaitan a decade ago and is backed by renowned investors, namely Omidyar Network, Lightrock, Khosla Impact, Accion Frontier Inclusion Fund – Quona Capital, 360 One Asset, FMO, and Leapfrog Investments.

Small businesses and MSMEs play a pivotal role in the Indian economy, driving national development and spurring innovation. Despite their critical importance, these enterprises often encounter significant challenges in accessing finance, primarily due to limited credit histories, complex application processes, and the lack of collateral.

At NeoGrowth, we address these challenges by providing tailored financial solutions that support MSMEs at every stage of their growth. Our product suite, including Retail Finance, Supply Chain Finance, and Plus Loans, is meticulously designed to meet their diverse funding needs. To stay ahead of the curve, we emphasise continuous product innovation, enhancing our existing products and developing new offerings that cater to the evolving needs of our valued customers. This process includes leveraging technology, analysing market trends, and engaging with customers to understand their needs and create unique value propositions. Our strong commitment to innovation not only enriches our product portfolio but also positions us among the leaders in providing innovative financial solutions.

NeoGrowth's digital ecosystem is designed for agility and scalability, supporting seamless product lifecycle management and operational efficiency. By integrating with Digital Public Infrastructure for e-KYC and e-sign, and extensively leveraging digital payments data, we ensure robust and streamlined processes. Our tech stack features advanced Loan Origination System (LOS) architecture, AWS cloud servers, and proprietary algorithms, ensuring operations that are assetlight, cost-efficient, and highly responsive. Our infrastructure is capable of managing diverse data volumes, handling complex use cases across various loan applications, and seamlessly integrating with all operational functions. This scalability and agility position us to accommodate future growth and swiftly adapt to evolving market demands, ensuring we remain at the forefront of financial innovation.

NeoGrowth's operational efficiency is anchored in optimised processes, advanced data analytics, significant increase in productivity and reduction in costs. By streamlining operations and leveraging technology, NeoGrowth achieves superior performance, resulting in an efficient operating structure and higher net revenue.

4.5 Branch details:

As of the date of this Key Information Document, the Issuer has 44 branches across 15 states. The details of the branches of the Issuer are as follows:

Sr No.	State	Branch	Address
1	Gujarat	Ahmedabad	305-306, RainDrops Building, Opp. Yes Bank, C. G. Road, Ahmedabad - 380006
2	Rajasthan	Ajmer	Plot No. 5, LIC Colony, 3rd Floor, Anasagar Circular Road, Vaishali Nagar, Ajmer – 305004, Rajasthan
3	Maharashtra	Aurangabad	1st Floor, Kandi Tower, Central Wing, Jalna Road, Above Equitas Bank, Near Mondha Flyover, Chhatrapati Sambhaji Nagar – 431001

4	Karnataka	Bangalore	NeoGrowth Credit Pvt ltd “LANGFORD AVENUE” bearing No.14, Langford Garden, Near Richmond Road Flyover Bangalore – 560 025,
5	Karnataka	Bangalore Tech	564/564-1, SriGandha Arcade, 9th Cross Road, 3rd Phase, J P Nagar, Bengaluru, Karnataka - 560078
6	Gujarat	Baroda	1-2 units, Shop no. 122 & 123, 1st Floor, Darshanam Galleria, Sun Pharma Road, Baroda - 390020
7	Karnataka	Belgaum	2nd Floor, Bharati Sankul, Club Rd, beside Harsha Electronics, , Belgaum – 590001
8	Madhya Pradesh	Bhopal	Ambika Arcade, 4th floor Z-19, Opposite Chittod Complex, Zone -1, Maharana Pratap Nagar, Bhopal - 462011, Madhya Pradesh.
9	Odisha	Bhubaneswar	NeoGrowth Credit Pvt Ltd. 5C, 5th Floor, Metro House, Plot No-A/410, Vani Vihar Square, Saheed Nagar, Bhubaneswar – 751007.
10	Maharashtra	Borivali	NeoGrowth Credit Pvt. Ltd. Block no. 16 B – 1 Laxmi Nivas CHS Ltd., Pai Nagar, Mandpeshwar Road, Near Gokul Hotel, Behind Ganjawala Apartment, S V P Road, Borivali West, Mumbai - 400092
11	UT	Chandigarh	2nd Floor, Office No.7, S.C.O.55-56-57, Sec-8C, Chandigarh-160008
12	Tamil Nadu	Chennai	3rd Floor, South Wing, Karumuthu Centre Old door no. 498 & New door 634, Anna Salai, Teynampet Village, Chennai-600035,
13	Tamil Nadu	Coimbatore	NeoGrowth Credit Pvt. Ltd. Office No. 1940/2, 2nd Floor, Trichy Main Road, Ramanathapuram, Coimbatore 641045, Tamil Nadu.
14	Delhi	Delhi - Patel Nagar	NeoGrowth Credit Pvt. Ltd - Building No.17, 1st and 2nd Floor, West Patel Nagar, Patel Nagar, New Delhi - 110008
15	Karnataka	Gulbarga	Inderdas Tower 2nd Floor plot no 104, 105, Supermarket, Near Bata Showroom, Kalaburagi – 585101
16	Karnataka	Hubballi	NeoGrowth Credit Pvt. Ltd. 3rd Floor, Shop no. 307, M/s. Nirvan construction, H.D.B.R.T.S Road, Opp. KSRTC Depot, Hosur, Hubballi - 580021
17	Telangana	Hyderabad	602, Lake Shore Towers, Raj Bhavan Road, Somajiguda, Hyderabad, Telangana - 500082
18	Madhya Pradesh	Indore	NeoGrowth Credit Pvt. Ltd., "109, 1st floor Starlit Tower " 29, Yashawant Niwas Road, Indore 452001 (M.P)
19	Rajasthan	Jaipur	Neogrowth Credit P. Ltd. Fortune Height Office No 403,Fourth Floor, Subash Marg, C-Scheme, Jaipur - 302001

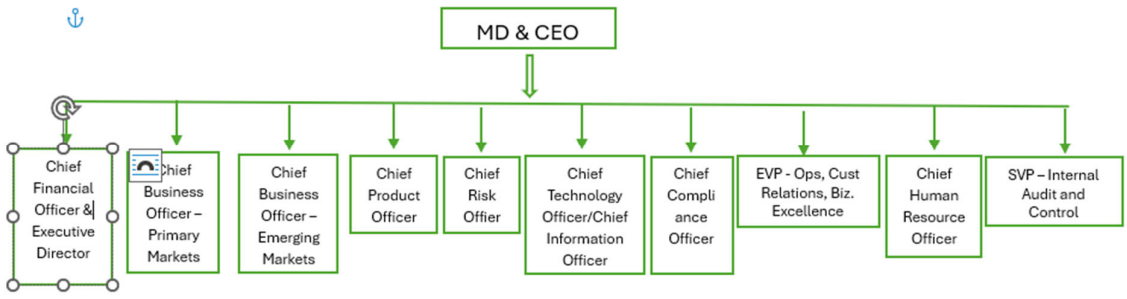
20	Jharkhand	Jamshedpur	NeoGrowth Credit Pvt. Ltd. Office no. 1, 4th Floor, Meghdeep Building, Q Road, Bistupur, Jamshedpur - 831001
21	Rajasthan	Jodhpur	1st Floor, Office no. 102 and 103, Sanskriti Tower, Near Vishal Mega Mart, 5 Devendra Singhvi Marg, Choupasni Road, Jodhpur – 342001, Rajasthan
22	Maharashtra	Kolhapur	Unit No 103, 1st Floor, Crossroad Building Dabholkar Corner New Shahu Puri Kolhapur – 416001, Maharashtra
23	West Bengal	Kolkata	NeoGrowth Credit Pvt. Gitanjali Apartment, 8/B, Middleton Street, 3rd Floor, Room No. 3A, Kolkata, West Bengal - 700071
24	Uttar Pradesh	Lucknow	NeoGrowth Credit Pvt. Ltd. 315, K S Trident, 1st floor, Kailash Complex, Rana Pratap Marg, Hazratganj, Lucknow-226001 (U.P) Landmark- Opposite NBRI office.
25	Punjab	Ludhiana	NeoGrowth Credit Pvt. 3rd Floor, Apra Towers, Cabin no. 304, SCO-130,31-32, Feroze Gandhi Market, Ludhiana – 141001
26	Tamil Nadu	Madurai	NeoGrowth Credit Pvt. 38 & 38/2, Krishnarayar Thepakulam Street, Land mark: Behind Bandhan Bank Madurai, Tamil Nadu- 625009.
27	Karnataka	Mangalore	Door no. 13-12-1394/57(1), No. A1, 3rd Floor, A Wing, Rama Bhavan Complex, Mangalore - 575003
28	Karnataka	Mysore	NeoGrowth Credit Pvt. Ltd., CH-16, : #415/B, 1st Floor, Cantour Road, 1st Main Road, Gokulam 3rd Stage, V V Mohalla, Mysore 570002 Karnataka
29	Maharashtra	Nagpur	301, Third Floor, Gyarsi Prasad, NIT Plot No 222, Gokulpeth Nagpur, MH -440010
30	Maharashtra	Nashik	NeoGrowth Credit Pvt. Ltd. Office No. 503 & 504, ‘Shree Ganesh Kuber’, 5th Floor, KBT Circle, Gangapur Road, Nashik – 422013
31	Haryana	Panipat	1st floor, 294 Jubin tower, Near ICICI Bank, beside Swastika Road G T Road Panipat, Haryana - 132103
32	UT	Puducherry	127, 100 Feet Road, Ground Floor, Nadesan Nagar, Indira (Landmark - Gandhi Circle), Puducherry - 605005
33	Maharashtra	Pune	NeoGrowth Credit Pvt. Ltd. 1st floor, Office No. 404 & 405, Connaught Place, CTS No. 28, H. No. 25 S No. 327 Bund Garden Road, Pune-411001
34	Gujarat	Rajkot	NeoGrowth Credit Pvt. Ltd. Office No. 906, ‘King's Plaza’, Astron Chowk, Sardarnagar Main Road, Rajkot - 360001

35	Gujarat	Surat	NeoGrowth Credit Pvt. Ltd. 212 International Trade Centre, Majuragate Char Rasta, Ring Road, Surat 395002.
36	Maharashtra	Thane	Neogrowth Credit P. Ltd. A-103, 1st Floor, Nagesh Co-operative society Ltd., Near Aradhana Talkies, Lal Bahadur Shastri Marg, Naupada, Thane West - 400602
37	Maharashtra	Times Square	NeoGrowth Credit Pvt. Times Square 9th Floor, E wing, Andheri Kurla Road, Marol, Andheri East , Mumbai- 400059. Maharashtra
38	Tamil Nadu	Tiruchirappalli	2nd Floor, SBS Complex D28/1, 7th Cross East, Thillai Nagar - 620018
39	Andhra Pradesh	Tirupati	NeoGrowth Credit Pvt. Ltd. DR. BK Reddy Building 19-8-83, Sivaji Nagar, RC Road, Tirupati - 517501, AP
40	Tamil Nadu	Tiruppur	2nd floor No. 266, Bungalow Street, Avinashi - Tirupur Rd, near Yes Bank, Odakkadu, Tirupur, Tamil Nadu 641602
41	Karnataka	Tumkur	S S Arcade, 1st Floor, Opp Govt Polytechnic College, BH Road, Tumkur - 572103
42	Rajasthan	Udaipur	Kalpana Business Centre, 1st Floor, 6 Town Hall, Opp. Nagar Nigam Parking, Udaipur - 313001, Rajasthan
43	Andhra Pradesh	Vijayawada	NeoGrowth Credit Pvt. Ltd. Door no. 39-10-19 SRI , 2nd Floor, Sri Surya Enclave, Labbipet, Vetahnari Hospital Road, M G Road, Vijaywada(Urban) Andhra Pradesh-520010 Venkateshwarpuram Krishna,
44	Andhra Pradesh	Visakhapatnam	NeoGrowth Credit Pvt. Ltd. Flat No. 403, 3rd Floor, Door No. 47-10-22, Pakki's Apartment, Dwarakanagar, Visakhapatnam-530016 Landmark - 2nd Lane

(a) **Structure of the group:**

The company has no group companies or holding or subsidiary company

The graphic description/organogram of the corporate structure of the issuer is as follows:



(b) **Brief Profile of the Board of Directors:**

Name	Designation	Experience
Mr. Dhruv Kumar Khaitan	Founder and Non-Executive Director	• Mr. D.K Khaitan (DK) has been involved as a founder, in conceptualizing, creating and scaling high technology ventures in India. He has been a strategic mentor in these companies, and guided these companies through their stages of start-up, growth, market leadership and eventual divestment to strategic buyers who wanted to establish their leadership in India. • Chairman of Venture Infotek until divestiture. • Established an industrial automation start-up which evolved into a joint venture with, and eventually a divestment to the Fortune 500 Rockwell International of USA. • He holds Bachelors' degree in Physics from the University of Kolkata, Bachelor's degree in Electrical Engineering from MIT, USA; Master's Degree from University of California, Berkley, USA. • Along with his family, DK has participated and supported various cultural, spiritual and philanthropic organizations in India

Mr. Piyush Kumar Khaitan	Founder and Non-Executive Director and Chairman	• Mr. P.K. Khaitan (PK) is a seasoned operating executive who has successfully founded a number of businesses and operated them to high levels of success. He founded NeoGrowth Credit Pvt. Ltd. in 2011-12 and served as Managing Director until December 2022. He is now Chairman of the Board. • He was the Founder & Managing Director of Venture Infotek Global Pvt Ltd., (now Worldline India Pvt. Ltd.) until divestment in 2010-11. He had also founded DEI Ltd., India's largest secure card bureau which was merged into Venture Infotek in 2007. • He has worked closely with the Reserve Bank of India, the Indian Banks' Association and the Card Networks, in framing policies and giving direction to the digital payments industry in India. He was the Founder Chairman of the 'ePayments Focus Group' of the Smart Card Forum of India (SCAFI) from 2000 to 2005. He was also one of the three original founders of The Digital Lenders Association of India, DLAI, (now United Fintech Forum) and served as the first President in 2016-17. This is the representative body of all digital lending companies in India. • He has Bachelor's degree with Honours from the Bombay University, and has done the Small and Medium Enterprises Program (SMEP) from IIM, Ahmedabad.
Mr. Ganesh Rengaswamy	Minority Shareholders Director	• Mr. Ganesh Rengaswamy, co-founder and Managing Partner at Quona Capital, leads the firm's investment strategy across India and Southeast Asia. Ganesh previously led Aian investments for Accion Frontier Investments, and was a General Partner at Lok Capital, backing financial inclusion and social enterprise ventures. • He also served as Asia Director at Unitus, where he invested in and advised top-tier financial institutions including SKS/Bharat Financial, Ujjivan, Equitas, Northern Arc, Vistaar, and Bandhan. • Ganesh played a key role in launching Greylock Partners in India and co-founded Travelguru.com, later acquired by Travelocity. Earlier in his career, he drove growth for Fortune 1000 clients at Infosys. • A recognized voice in fintech and impact investing, Ganesh is a regular speaker at global forums including the Singapore Fintech Festival, GIIN, and SuperReturn. Notable exits include IndiaMart (IPO), Coins.ph (acquired by Go-Jek), and Shubham (Premji Invest). • He has been featured in Bloomberg, CNBC, The Economic Times, and Mint. • He holds MBA from Harvard Business School

Mr. Pranav Kumar	Nominee Director	• Mr. Pranav Kumar is a Partner in Leap Frog's Asia Financial Services team based in Singapore. • He leads new investments, portfolio management and exits across South and Southeast Asia. He currently serves on the boards of LeapFrog partner companies Dvara Kshetriya Gramin Financial Services Private Limited and Shubham Housing Development Finance Company Limited. His other notable transactions include NeoGrowth, Fincare (acquired by AU Bank) and Magma Fincorp (exited). • Prior to joining LeapFrog, Mr. Pranav held positions at the World Bank Group and McKinsey & Company. He holds an MBA from Indian Institute of Management, Ahmedabad, and a Bachelor of Technology degree in Computer Science and Engineering from the Indian Institute of Technology, Bombay.
Ms. Bindu Ananth	Independent Director	• Ms. Bindu Ananth has an under-graduate degree in Economics from Madras University and Masters Degrees from the Institute of Rural Management (IRMA) and Harvard University's John F Kennedy School of Government. • Bindu is the Chair & Co-founder of Dvara Trust. Prior to this, Bindu worked in ICICI Bank's microfinance team between 2001 and 2005 and was head of the new product development team within their Rural Banking Group in 2007. • Bindu has co-edited "Financial Engineering for Low-Income Households", a book published by SAGE. She has also published in the Economic and Political Weekly, OECD Trade Paper Series and the Small Enterprise Development Journal. • Bindu has made several public policy contributions. She has been a member of 3 RBI Committees: Comprehensive Financial Services for Low-Income Households and Small Businesses (2013), Housing Finance Securitisation (2019) and Committee on MSMEs (2019). She was a member of the Government of India's High-Level Committee on Women (2014-15). She was a member of the Taskforce of the Insolvency & Bankruptcy Board of India (2017).She was a member of the World Bank's Consultative Group to Assist the Poor (CGAP) from 2017-22. • In 2017, Bindu was featured by Forbes as one of India's leading women leaders and received the Women's Leadership Award in 2020 from Economic Times (ET) Prime. She received the Raymond Vernon Prize for Outstanding Commitment to International Development from Harvard University.
Mr. Arun Kumar Nayyar	Managing Director & CEO	• A Chartered Accountant having a well-diversified experience of around 22+ years in the financial services domain.

		• Successful track record of building businesses from scratch, scaling up established businesses and managing stressed portfolios. • Led businesses across Micro Enterprise Lending, SME Lending and Consumer Finance. • Deep understanding of key business drivers, risk and product Management, Route to Market and digital lending. • Experience includes a large retail financing NBFC (Edelweiss), Citibank & CRISIL (A S&P Global Company).
Mr. Ramakrishnan Subramanian	Nominee Director	• Mr. Ramakrishnan is a career banker and financial services industry leader with 30+ years experience. He has done roles in Strategy, Board, Governance coupled with a strong execution track record across Retail & SME businesses, M&A, and commercial banking. He has run and built businesses in Retail Financing for HDFC bank & other entities from start-up to scale-up in Mortgage, LAP, personal Loans, business loans, SME, LAS, gold loans, auto-finance, commercial vehicles, equipment financing, securitisation. • He has worked in several senior roles at large universal banks, and NBFCs involving strategy, business setup, scale-up, transformation, JVs, franchise sales & exits, across India, Singapore, Hong Kong & Thailand managing multiple ASEAN countries. He has held leadership roles at Citibank, HDFC bank, Standard Chartered, ING, etc. since 1992. • He currently serves as a Sr. Advisor, Operating Partner equivalent, and Domain Consultant with select private equity, venture capital, and Fintechs in India & ASEAN. • He is a Board member of IIFL finance, IIFL OPEN and has also served as a Board member of ING Vysya Bank (Kotak Bank) and Shriram Capital Ltd, Shriram Transport Finance Ltd, Shriram City Union, Shriram Life & General insurance. • He is a Chartered Accountant, Cost & Management Accountant, M Com. & has done the Fintech program from Harvard University.
Mr. Suresh Jayaraman	Independent Director	• J. Suresh was the Managing Director & CEO of Arvind Fashions Ltd. He joined the company in September 2005 and turned it around by strengthening its brands and retail portfolio through organic growth and acquisitions, and aggressively growing Unlimited as a leading value retail chain in apparel. During his 16-year tenure, the company's turnover increased 30 times with a multifold increase in profits leading to the listing of Arvind Fashions Ltd. • Prior to joining Arvind, he held several senior positions during his 18-year-old stint in Hindustan Unilever Ltd and served as a member of the management committee of the foods and beverages business. • He was appointed by JP Morgan Chase as CEO when they invested in MTR Foods and was instrumental in growing a regional brand to a national brand with a global presence.

		• He was the past Chairman of the CII National Committee on Retail in 2013-2014, Chairman of India Fashion Forum, and is a member of the National Council of Retailers Association of India • Post retirement, he has taken up the role of Senior Advisor with Boston Consulting Group (BCG). He is also on the Board of four companies and advises companies as an Independent consultant. • Suresh is a mechanical engineer and has an MBA from IIM Bangalore.
Ms. P.H. Vijaya Deepti	Nominee Director	• Vijaya Deepti is a Member - Board of Directors at Tata AIG General Insurance Co. Ltd and a Member of the Risk Management Committee and Audit Committee. As an Independent Director at Aster DM Healthcare, she Chairs the Risk Management Committee and Technology Steering Committee in addition to being a member of the Nominations, Remuneration and Compensations and CSR Committees. As an Additional Director at CreditAccess Life Insurance Company, she Chairs the PP, GR and CM and the NRC and is a member of the Audit Committee. She is an Director on the Board of NeoGrowth Credit Pvt Ltd. She is a Director on the Board of GIEEE Institute of Engineers and a Trustee at Grassroots Research and Advocacy Movement. • She was the CEO of Tata Insights and Quants a Division of the Tata Industries Ltd. The Organization is a Center of Excellence for Data and Analytics for the Tata Group. The focus is to work with the Tata Group Companies on leveraging Advanced Analytics to address business challenges. She has been supporting IEEE Working Groups to build Industrial AI Standards. • She was with Tata Consultancy Services (TCS) for over three decades and held roles both at Corporate and Business Unit Level. As a member of the Corporate Governance Team, she supported multiple Business Units in their strategic initiatives and programs. She was on the Board of Diligenta which is a Regulated Subsidiary of TCS in UK. As Head of Global Insurance Product Business at TCS, she was responsible for product development and client delivery initiatives globally. Previously, she served as the Head of Global Insurance Delivery with an additional responsibility to grow UK and European Insurance business. Under her leadership, the TCS Insurance unit won a number of strategic large deals, acquired new customers and achieved multifold growth. • As a long-standing member of TCS Business Excellence Council, Deepti has been responsible for driving the TATA Group's Business Excellence (TBEM)

		initiative. She has worked as Head of Quality Council and has championed various Six Sigma Initiatives within TCS across multiple customer engagements. • In Dec 2009, she was conferred the "Leading Business Woman of The Year" award by Women Leaders in India (WLII) in recognition for her contribution towards growing the insurance business within TCS despite the global economic downturn. In 2023, she was conferred Distinguished Alumnus Award by VJTI, Mumbai. • She has been working with a number of NGO's in areas such as Integrated Forest Management, Education for under-privileged and grooming of leadership talent.
Mr. Deepak Nath Goswami	Executive Director and Chief Financial Officer	• A CA, CFA & MBA having well diversified experience of around 23 years in leading strategic planning, finance, treasury, investor relations, compliance and project implementation. • Worked as CFO for Samaaru India, Samaaru Finance and Spandana Sphoorty Financial Limited. • He also had a long stint in GE Capital - SBI Cards as SVP Finance and with Mahindra Comviva & TATA Power.

Note:

- Mr. Micheal Fernandes, Nominee Director of the Company has resigned from the Company w.e.f. April 02, 2025.

-Mr. Deepak Nath Goswami has been appointed as Executive Director of the Company w.e.f February 04, 2026.

(c) **Brief Profile of the Senior Management**

Management Details		
Name	**Designation**	**Experience**
Arun Kumar Nayyar	Managing Director and Chief Executive Officer	Over 22+ years of extensive experience in SME lending portfolio, consumer & commercial portfolio, in different organizations (Edelweiss Group, Citibank & CRISIL). Has been responsible for setting up the SME lending business within the retail finance vertical, he successfully built, from scratch, a differentiated and robust Rs 3000 crs SME portfolio
Deepak Nath Goswami	Executive Director and Chief Financial Officer	Deepak is a Chartered Accountant, an MBA and a CFA. He has over 23 years of rich and diversified experience in the field of strategic planning, finance, investor relations, compliance and project implementation. Prior to joining NeoGrowth, Deepak was at Samaaru Finance, where he was the CFO. Prior to Samaaru Finance, he has worked with Spandana Sphoorty Financial Limited as a CFO. He also had a long stint in GE Capital - SBI Cards as SVP Finance.
Manmeet	Chief Business Officer –	20+ years of prolific and extensive experience at various levels in SME Acquisition, disbursement, AUM growth, business development, portfolio management, Collections and Revenue

Management Details		
Name	**Designation**	**Experience**
Singh Sawhney	Primary Markets	growth. Post Graduate in Business Management and completed one year Executive Leadership Management program from IIM Kolkata. Expertise in driving SME sales with niche market segments and scaling up volumes with market spanning across all cross section of demographic profile. Previously worked as Division Head for Sales, Distribution and Collections at Edelweiss Financial Services, HSBC and HDFC Bank.
Akhil Jain	Chief Business Officer – Emerging Markets	Akhil holds a Bachelor's degree in Electronics Engineering from Pune University and an MBA in Finance & Marketing from the Institute of Management & Technology. He carries a diversified experience of 26+ years in BFSI and new age Fintech Lending and has worked across multiple geographies in India and carry unique expertise of consumer(B2C), commercial(B2B) and digital lending in both secured and unsecured assets businesses with strong exposure to MSME sector. Prior to joining NeoGrowth he worked with organisations like Citigroup, Religare, Poonawalla Fincorp & Paytm.
Amol Deherkar	Chief Product Officer	More than 17 years of experience in Consulting, Corporate Banking, Wealth Management & Retail Finance. Postgraduate in Management from IIM Calcutta & Mechanical Engineer from VJTI Mumbai. Past work experience with Barclays India, Edelweiss in various roles.
Ravi Hemendra Valia	Chief Risk Officer	Ravi has 22 years of experience in Retail Lending industry across fields like Risk & Policy, Underwriting and Operations. Prior to joining NeoGrowth, Ravi was associated with IDFC First Bank for 7 years Heading Risk for multiple secured and unsecured products. Other past experience includes Bajaj Finance, Standard Chartered Bank, HDFC Bank and ICICI Bank in various roles Ravi holds Management Degree from Narsee Monji Institute of Management Studies, Mumbai
Vikas Dhankhar	Chief Technology Officer	Technology executive with over 19 years of experience in strategic IT leadership, modernizing legacy applications, cybersecurity, regulatory compliance, and technology innovation. He has previously worked with Credit Suisse, Bank of America, and Tech Mahindra across India and Singapore. Vikas is Postgraduate in Business Analytics from BITS Pilani, GARP-certified Financial Risk Manager (FRM) and Computer Science Engineer from MDU Rohtak.
Sanjay Rawat	Chief Compliance Officer	Sanjay has 16 years of experience in Compliance domain within Banking and Non-Banking Finance space. He is qualified CA and completed his B. Com (Hons.) from Delhi University. He was with L&T Finance for over 1 year handling RBI Inspection, Compliance Testing, Advisory for retail asset products including regulatory advice on Fair Practices Code, Outsourcing, KYC, Digital Lending & other matters before joining us. Prior to this, he was with DBS Bank for more than 7 years. His role involved, apart from all the relevant Compliance functions, advisory responsibilities for retail banking and handling projects pertaining to Credit Card & Mobile Banking App launch, Automation of Compliance

Management Details		
Name	**Designation**	**Experience**
		activities, Integration of systems/returns pursuant to amalgamation of DBS Bank & LVB Bank. He has spent his formative years with RBL bank and ICICI Bank.
Yogesh Nakhwa	EVP - Operations, Customer Service and Business Excellence	He has over 27+ years of diversified experience in Operations Delivery, Projects, Customer Experience and Business Excellence and has worked with manufacturing, consulting, digital payments and lending organizations. He is an Engineer by Qualification and has completed his MBA in Marketing from Welingkar Institute, Mumbai. Prior to joining NeoGrowth, He has worked with Sodexo SVC India, Atos Worldline and Godrej & Boyce Ltd. delivering key projects in digitalizing the customer journey and deploying critical operational and project deliverables for these organization.
Anjali Yadav	Chief Human Resource Officer	Anjali holds a postgraduate degree in Human resource (PGDBM) from SIES College of Management studies and she has around 17+ years of expertise and experience in HR strategy, talent development and cultural transformation across various industries like pharmaceuticals, manufacturing, energy efficiency and other startups. Prior to joining NeoGrowth, Anjali was associated with Smart Joules, Cipla Pharmaceuticals among other leading organisations
Kapil Bhalchandra Talati	SVP - Internal Audit and Controls	He has over more than 20 years of experience in Internal Audit, Risk and Credit while working in the NBFC and Banking space. He is a qualified CA and has completed his B. Com from the Mumbai University. He was earlier with Edelweiss Group for 7 years handling Internal Audit and Credit Risk for Wholesale, Agri, Distress and AIF business. Previously worked with DBOI Global (Deutsche Bank Group), ABN Amro and ING Vysya Bank managing Credit and Risk for various customers across industries, regions and continents.
Gauri Shah	SVP-Risk & Credit Policy	19+ years of experience in Credit Underwriting, Process Migration and Simplification, Portfolio Monitoring, and Credit Policy across a vast range of products in secured and unsecured lending with leading NBFCs and Banks. Master's in business administration (Finance) from Institute of Business Management & Research, Pune and Government Diploma in Cooperation and Accountancy (G.D.C&A) and Executive Programme in Fintech, Banking & Applied Risk Management from IIM Lucknow. Previously worked with Fullerton India Credit Co. Ltd., Barclays Finance, HSBC, and CitiFinancial Consumer Finance Ltd.

Management Details		
Name	**Designation**	**Experience**
Vasudha Chaudhry	SVP Credit Underwriti ng	21+ years of experience in Underwriting, Portfolio Monitoring and Risk Management across a vast range of Retail Asset products in Secured and Unsecured with leading Banks and NBFCs. Previously worked with Edelweiss Group, Barclays Bank, ABN Amro and CitiFinancial. MBA in Finance & Marketing from National Institute of Management, Kolkata and bachelor's in commerce from Sri Ram College of Commerce, Delhi.

(d) **Project cost and means of financing, in case of funding new projects**

NIL

4.6 Key Operational and Financial Parameters on a consolidated basis and a standalone basis:

Standalone basis:

(Rs. In Crores)

PARTICULARS	**March 31, 2023**	**March 31, 2024**	**March 31, 2025**	**Q3 2025-2026 (Unaudited with Limited Review)**
	Audited	**Audited**	**Audited**	**Unaudited**
BALANCE SHEET				
Assets				
Property, Plant and Equipment	16.76	10.35	36.92	38.38
Financial Assets	1944.73	2810.99	2,775.96	2285.79
Non-financial Assets excluding property, plant and equipment	70.34	57.05	76.99	106.17
Total Assets	**2031.83**	**2,878.39**	**2889.87**	**2430.35**
Liabilities				
Financial Liabilities (A)	1446.48	2199.90	2204.86	1817.48
-Derivative financial instruments	-	1.52	-	-
-Trade Payables	12.24	17.89	9.38	11.28
-Debt Securities	533.01	462.91	569.37	589.85
-Borrowings (other than Debt Securities)	867.14	1676.04	1,573.07	1157.82
-Subordinated liabilities	-	-	-	-
-other financial liabilities	34.09	41.54	53.03	58.53
Non-Financial Liabilities (B)	28.01	22.44	13.96	9.50
-Current tax liabilities (net)	-	0.91	-	-

-Provisions	24.63	15.85	9.03	5.10
-Deferred tax liabilities (net)	-	-	-	-
-other non-financial liabilities	3.39	5.68	4.93	4.40
Equity (Equity Share Capital and Other Equity) (C)	557.33	656.05	671.05	603.37
Total Liabilities and Equity (A+B+C)	**2031.83**	**2878.39**	**2889.87**	**2430.35**
PROFIT AND LOSS				
Revenue from operations	380.15	599.22	749.01	455.86
Other Income	2.68	2.03	1.30	0.92
Total Income	382.83	601.25	750.31	456.78
Total Expense	359.2	505.91	738.19	555.93
Profit after tax for the year	17.26	71.37	9.02	(74.18)
Other Comprehensive income	-4.11	-6.39	2.49	4.55
Total Comprehensive Income	13.15	64.98	11.51	(69.63)
Earnings per equity share (Rs.) (Basic)	2.11	7.64	0.97	(7.95)
Earnings per equity share (Rs.) (Diluted)	2.05	7.37	0.96	(7.95)
Cash Flow				
Net cash from/ used in (-) operating activities	-258.87	-773.09	31.24	436.5
Net cash from/ used in (-) investing activities	1.68	.83	1.14	(64.64)
Net cash from/ used in (-) financing activities	342.42	754.54	-28.33	(421.95)
Net increase/decrease (-) in cash and cash equivalents	85.23	-17.72	4.05	(50.09)
Cash and cash equivalents as per Cash Flow Statement	175.22	157.50	161.55	111.46
Additional Information				
Net Worth	593.27	667.78	680.29	608.05
Cash and cash equivalents	175.23	157.50	161.55	110.86
Loans	1,646.06	2531.99	2493.42	2002.74
Loans (Principal Amount)	1,707.71	2,638.44	2,629.63	2103.53
Total Debts to Total Assets	68.91%	74.31%	74.14%	71.91%
Interest Income	362.38	574.39	721.04	437.74

Interest Expense	159.01	211.19	284.19	177.41
Impairment on Financial Instruments	69.68	150.34	279.54	243.32
Bad Debts to Loans	N.A.	N.A.	N.A	N.A
% Stage 3 Loans on Loans (Principal Amount)	3.24%	3.66%	6.80%	5.79%
% Net Stage 3 Loans on Loans (Principal Amount)	1.16%	1.60%	2.96%	2.24%
Tier I Capital Adequacy Ratio (%)	30.05%	28.20%	28.72%	28.72%
Tier II Capital Adequacy Ratio (%)	2.65%	0.28%	0.35%	0.73%

Consolidated basis: Not Applicable

4.7 The amount of corporate guarantee or letter of comfort issued by the issuer along with details of the counterparty (viz. name and nature of the counterparty, whether a subsidiary, joint venture entity, group company etc.) on behalf of whom it has been issued:

The Company has provided Corporate Guarantee to Ambit Finvest Pvt. Ltd. on monthly basis via Corporate Guarantee Agreement dated 24th February 2022 which is 5% of AUM under the said arrangement. Corporate Guarantee amounting to Rs. 2,22,767/- was provided for the month of April, 2025 which is equivalent to 5% of Total AUM as under the said arrangement.

4.8 Details of any other contingent liabilities of the Issuer based on the last audited financial statements including amount and nature of liability:

There is contingent liability of 36.24 lakhs as on March 31, 2025 pertaining to GST Demand raised by authority against which the company has filed appeal.

4.9 A brief history of Issuer since its incorporation giving details of its following activities:

(a) **Details of Share Capital as at the last quarter ended, i.e., December 31, 2025:**

Share Capital	Amount (INR)
Authorised Share Capital	
Equity Share Capital (2,10,00,000 Equity shares of Rs. 10 each)	21,00,00,000
Preference Share Capital (9,60,00,000 0.01% Cumulative Convertible Preference shares of Rs. 10 each)	96,00,00,000
TOTAL	117,00,00,000
Issued, Subscribed and Fully Paid- up Share Capital	
Equity Share Capital (1,80,00,700 Equity shares of Rs. 10 each)	18,00,07,000
Preference Share Capital (7,53,69,526 0.01% Cumulative Convertible Preference shares of Rs. 10 each)	75,36,95,260
TOTAL	93,37,02,260

(b) **Changes in its capital structure as on last quarter ended i.e. December 31, 2025 for the preceding three financial years and current financial year:**

Date of Change (AGM/EGM)	Authorised Capital (INR)	Particulars
October 26, 2022	1,17,00,00,000	Authorised capital increased from INR. 67 Crores to INR 117 Crore. Divided into 2.10 Crore Equity shares of INR. 10 each and 9.60 Crore preference shares of INR.10 each.
December 1, 2022 (EGM)	1,17,00,00,000	Private placement of total 1,51,82,630 Series D Compulsorily Convertible Preference Shares ("Series D CCPS") and 100 (One Hundred) equity shares in dematerialised form (in 2 tranches), first tranche securities being 1,02,48,243 (One Crore Two Lakh Forty Eight Thousand Two Hundred and Forty Three) each having face value of INR 10 (Indian Rupees Ten Only), total subscription aggregating up to INR 159,99,56,087.4 (Indian Rupees One Hundred and Fifty Nine Crore Ninety Nine Lakh Fifty Six Thousand and Eighty Seven Point Four Only).
December 12, 2022 (EGM)	1,17,00,00,000	Private placement of 49,34,387 Series D Compulsorily Convertible Preference Shares ("Series D CCPS") in dematerialised form, having face value of INR 10 (Indian Rupees Ten Only) aggregating up to INR 51,99,85,702.06 (Indian Rupees Fifty One Crore Ninety Nine Lakh Eighty Five Thousand Seven Hundred and Two Point Zero Six)

(c) **Details of the equity share capital as at last quarter ended i.e. December 31, 2025, for the preceding three financial years and current financial year:**

(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

							Cumulative Paid Up Capital			Remarks
Date of Allotment	**Name of Investor**	**No of Equity Shares allotted**	**Face Value (in Rs.)**	**Issue Price (in Rs.)**	**Consideration (Cash, Other than cash, etc)**	**Nature of Allotment**	**No of Equity Shares**	**Equity Share Capital (INR in Crore)**	**Equity Share Premium (INR In Crore)**	
07.12.2022	Nederlandse Financieringsmaatschappij Voor Ontwikkelingslanden N.V. (FMO)	100	10	105.38	10,538	Allotment	1,80,00,700	18,00,07,000	9538	Allotment
18.07.2023	*Plenitude Ventures Private Limited	32	10	-	-	Transfer	1,80,00,700	18,00,07,000	-	Transfer

Transfer of shareholding from WestBridge Crossover Fund LLC to Plenitude Venture Private Limited.

(d) **Preference Share Capital History of the Company as on last quarter ended i.e December 31, 2025, for the preceding three years and current financial year (as per the nature of allotment):**

Date of Allotment	Name of investor	No. of Preference Shares	Face Value	Total Price Paid (including premium)	Nature of Allotment	Preference Share Capital	Total Amount Paid (inclusive of Premium)
15.12.2022	ON Mauritius	1,33,333	10	-	Conversion	13,33,330	-
15.12.2022	Aspada Investment Company	12,00,000	10	-	Conversion	1,20,00,000	-
15.12.2022	Accion Frontier Inclusion Mauritius	4,86,667	10	-	Conversion	48,66,670	-
15.12.2022	360 One Seed Ventures Fund 1 *(Formerly known as M/s IIFL Seed Ventures Fund I)*	2,66,667	10	-	Conversion	26,66,670	-
15.12.2022	Trinity Inclusion Limited	68,89,259	10	-	Conversion	6,88,92,590	-
15.12.2022	Arun Nayyar	97,827	10	-	Conversion	9,78,270	-
15.12.2022	Dhruv Kumar Khaitan	6,84,567	10	-	Conversion	68,45,670	-
15.12.2022	Piyush Kumar Khaitan	6,84,567	10	-	Conversion	68,45,670	-

18.07.2023	Trinity Inclusion Limited	41,00,000	10	-	Conversion	4,10,00,000	-
07.12.2022	Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V. (FMO)	1,02,48,243	10	105.38	Allotment	10,24,82,430	97,74,77,417.34
15.12.2022	Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V. (FMO)	49,34,387	10	105.38	Allotment	4,93,43,870	47,06,41,832.06
18.07.2023	*Plenitude Ventures Private Limited	26,89,900	10	-	Transfer	2,68,99,000	-

Transfer of shareholding from WestBridge Crossover Fund LLC to Plenitude Venture Private Limited.

4.10 Details of any Acquisition or Amalgamation with any entity in the last 1 (one) year:

Type of Event	Date of Announcement	Date of Completion	Details
NIL	NIL	NIL	NIL

4.11 Details of any Reorganization or Reconstruction in the last 1 (one) year:

Type of Event	Date of Announcement	Date of Completion	Details
NIL	NIL	NIL	NIL

4.12 Details of the shareholding of the Company as on the last quarter ended, i.e., December 31, 2025

(a) **Shareholding pattern of the Company as on the last quarter ended, i.e., December 31, 2025 as per the format specified under the listing regulations:**

Sr No	Name of Equity Shareholder	Total No of Equity Shares	No. of shares in demat form	Total Shareholding as a % of total no of equity shares
1	Dhruv Kumar Khaitan	90,00,000	9,000,000	49.99805563
2	Piyush Kumar Khaitan	90,00,000	9,000,000	49.99805563
3	M/s ON Mauritius	68	68	0.000377763
4	M/s Plenitude Ventures Private Limited	32	32	0.000177771
5	M/s Aspada Investment Company	100	100	0.000555534
6	M/s Khosla Impact I Mauritius	100	100	0.000555534
7	M/s Accion Frontier Inclusion Mauritius	100	100	0.000555534
8	M/s 360 One Seed Ventures Fund 1 (Formerly known as M/s IIFL Seed Ventures Fund I)	100	100	0.000555534

9	M/s Trinity Inclusion Limited	100	100	0.000555534
10	M/s Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V. (FMO)	100	100	0.000555534
	Total	**18,000,700**	**18,000,700**	**100**

Notes: Details of shares pledged or encumbered by the promoters (if any): NIL

Sr No	Name of Compulsory Convertible Preference Shareholder (CCPS)	Total No of CCPS	No. of shares in demat form	Total Shareholding as a % of total no of CCPS shares
1	Dhruv Kumar Khaitan	684,567	684,567	0.90828089%
2	Piyush Kumar Khaitan	684,567	684,567	0.90828089%
3	M/s ON Mauritius	7,098,514	7,098,514	9.41828134%
4	M/s Plenitude Ventures Private Limited	2,689,900	2,689,900	3.56894907%
5	M/s Aspada Investment Company	6,580,758	6,580,758	8.73132465%
6	M/s Khosla Impact I Mauritius	3,251,470	3,251,470	4.31403801%
7	M/s Accion Frontier Inclusion Mauritius	6,767,305	6,767,305	8.97883450%
8	M/s 360 One Seed Ventures Fund 1 *(Formerly known as M/s IIFL Seed Ventures Fund I)*	5,126,512	5,126,512	6.80183659%
9	M/s Trinity Inclusion Limited	27,205,476	27,205,476	36.09612193%
10	M/s Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V. (FMO)	15,182,630	15,182,630	20.14425565%
11	Arun Kumar Nayyar	97,827	97,827	0.12979649%
	Total	**75,369,526**	**75,369,526**	**100**

(b) **List of top 10 holders of equity shares and CCPS holders of the Company as on the last quarter ended, i.e., December 31, 2025:**

Sr No	Name of Equity Shareholder	Total No of Equity Shares	No. of shares in demat form	Total Shareholding as a % of total no of equity shares
1	Dhruv Kumar Khaitan	90,00,000	9,000,000	49.99805563
2	Piyush Kumar Khaitan	90,00,000	9,000,000	49.99805563
3	M/s ON Mauritius	68	68	0.000377763
4	Plenitude Ventures Private Limited	32	32	0.000177771
5	M/s Aspada Investment Company	100	100	0.000555534
6	M/s Khosla Impact I Mauritius	100	100	0.000555534

7	M/s Accion Frontier Inclusion Mauritius	100	100	0.000555534
8	M/s 360 One Seed Ventures Fund 1 *(Formerly known as M/s IIFL Seed Ventures Fund I)*	100	100	0.000555534
9	M/s Trinity Inclusion Limited	100	100	0.000555534
10	Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V. (FMO)	100	100	0.000555534

Sr No	Name of Compulsory Convertible Preference Shareholder (CCPS)	Total No of CCPS	No. of shares in demat form	Total Shareholding as a % of total no of CCPS shares
1	Dhruv Kumar Khaitan	684,567	684,567	0.90828089%
2	Piyush Kumar Khaitan	684,567	684,567	0.90828089%
3	M/s ON Mauritius	7,098,514	7,098,514	9.41828134%
4	M/s Plenitude Ventures Private Limited	2,689,900	2,689,900	3.56894907%
5	M/s Aspada Investment Company	6,580,758	6,580,758	8.73132465%
6	M/s Khosla Impact I Mauritius	3,251,470	3,251,470	4.31403801%
7	M/s Accion Frontier Inclusion Mauritius	6,767,305	6,767,305	8.97883450%
8	M/s 360 One Seed Ventures Fund 1 (Formerly known as M/s IIFL Seed Ventures Fund I)	5,126,512	5,126,512	6.80183659%
9	M/s Trinity Inclusion Limited	27,205,476	27,205,476	36.09612193%
10	Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V. (FMO)	15,182,630	15,182,630	20.14425565%

4.13 Following details regarding the directors of the Company*:

(a) **Details of the current directors of the Company:**

This table sets out the details regarding the Company's Board of Directors as on date of the Key Information Document:

S. No.	Name of the Directors	Designation	Date of Birth	Address	DIN	Director of the company since	Director in other company#
1	Mr. Dhruv Kumar Khaitan	Founder & Non-Executive Director	23/10/1949	411, 11th Floor,	00002584	07/06/2012	Akshat Estates Pvt

(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

S. No.	Name of the Directors	Designation	Date of Birth	Address	DIN	Director of the company since	Director in other company#
				Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai – 400011			Ltd
							Eden Viniyog Pvt Ltd
							Bonanza Trading Company Private Limited
							Plenitude Ventures Pvt. Ltd
2	Mr. Piyush Kumar Khaitan	Founder, Non-Executive Director and Chairman	23/11/1957	T4-182, Pebble Bay, R.M.V, 2nd Stage, Bengaluru 560 094	00002579	07/06/2012	Plenitude Ventures Pvt. Ltd
3	Mr. Ganesh Venkateshwaran Rengaswamy	Minority Shareholder Director	31/05/1975	C-1072 Windmills of Your Mind, Epip Zone Whitefield, Bengaluru-560066, Karnataka	02656783	29/07/2015	Finwizard Technology Private Limited
							Gifting Star Private Limited
4	Mr. Pranav Kumar	Nominee Director	24/07/1984	62 Bayshore Road, #21-03, Pearl Tower, Bayshore Park, Singapore-469983	07896173	23/04/2025	Shubham Housing Development Finance Company Limited (India)
							Dvara Kshetriya Gramin Financial Services Private Limited

(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

S. No.	Name of the Directors	Designation	Date of Birth	Address	DIN	Director of the company since	Director in other company#
5	Ms. Bindu Ananth	Independent Director	12/05/1979	9-C, Dover Court, Srikandath Road, Opposite Saraf Hospital Kochi M.G. Road, Ernakulam Kerala 682016	02456029	10/10/2019	Dvara Kshetriya Gramin Financial Services Private Limited Dvara Money Private Limited Dvara Holdings Dvara Health Finance Private Limited Avanti Finance Private Limited
6	Mr. Arun Kumar Nayyar	Managing Director & CEO	27/07/1976	Apartment 105, D wing, Castle Rock building, Hiranandani Gardens, Powai, Mumbai 400076	06804277	06/01/2022	NIL
7	Mr. Ramakrishnan Subramanian	Nominee Director	28/05/1968	110 Tanjong Rhu Road, #1-01 Camelot, Singapore - 436928	02192747	27/03/2023	IIFL Finance Limited IIFL Open Fintech Private Limited IIFL Home Finance Limited
8.	Mr. Suresh Jayaraman	Independent Director	06/01/1957	Villa FE 29, 77 East, Divyashree 77 Towncenter, Yemlur Road,	03033110	27/03/2023	Arvind Fashions Ltd Value Fashion Retail Ltd

S. No.	Name of the Directors	Designation	Date of Birth	Address	DIN	Director of the company since	Director in other company#
				Bangalore – 560037			Arvind Lifestyle Brands Ltd
							Pepe Jeans India Limited
							VLCC Health Care Limited
9.	Ms. P.H. Vijaya Deepti	Nominee Director	18/10/1961	C12, Legacy Soreno, 1st, Main, 5th Cross, Tatanagar, Devinagar, Bengaluru - 560092	08125456	09/09/2024	Tata AIG General Insurance Company Limited
							Aster DM Healthcare Limited
							CeditAccess life Insurance Company Limited
							Global IEEE Institute of Engineers Board, an Unlisted Section 8 Company
10.	Mr. Deepak Nath Goswami	Executive Director and Chief Financial Officer	01/02/1976	302 Third Floor Augusta Lodha Aurum Grande CHS Ltd, Kanjur Village Road, Kanjur Marg East, 400042	11488491	04/02/2026	NIL

Company to disclose name of the current directors who are appearing in the RBI defaulter list and/or ECGC default list, if any: -* **None of the Directors of the Company are appearing on the RBI/ECGC defaulters list.

#This includes companies which are incorporated under the Companies Act, 2013.

(b) **Details of change in directors in the preceding three financial years and current financial year:**

Name	Designation	DIN	Date of Appointment	Date of Cessation, if applicable	Date of resignation, if applicable	Director of the Company since (in case of resignation)	Remarks
Mr. Amit Mehta	Nominee Director	07089427	12/02/2021	NA	13/05/2022	12/02/2021	Resignation
Mr. Piyush Kumar Khaitan	Managing Director	00002579	07/06/2012	NA	08/12/2022	07/06/2012	Resignation
Mr. Piyush Kumar Khaitan	Chairman	00002579	08/12/2022	NA	NA	-	Appointment
Mr. Arun Kumar Nayyar	Managing Director	06804277	12/12/2022	NA	NA	-	Appointment
Ms. Deepa Bachu	Nominee Director	07397729	08/12/2022	NA	31/07/2024	08/12/2022	Resignation
Mr. Mahesh Krishnamurthy	Nominee Director	02574801	01/04/2019	NA	05/12/2022	01/04/2019	Resignation
Mr. Pranav Kumar	Nominee Director	07896173	21/03/2018	NA	08/12/2022	21/03/2018	Resignation
Mr. Ramakrishnan Subramanian	Nominee Director	02192747	27/03/2023	NA	NA	NA	Appointment
Mr. Suresh Jayaraman	Independent Director	03033110	27/03/2023	NA	NA	NA	Appointment
Ms. P.H, Vijaya Deepti	Nominee Director	08125456	09/09/2024	NA	NA	NA	Appointment
Mr. Pranav Kumar	Nominee Director	07896173	23/04/2025	NA	NA	NA	Appointment
Mr. Micheal Jude Fernandes	Nominee Director	00064088	23/01/2018	NA	02/04/2025	23/01/2018	Resignation
Mr. Deepak Nath Goswami	Executive Director and Chief Financial Officer	11488491	04/02/2026	NA	NA	-	Appointment

(c) **Details of directors' remuneration, and such particulars of the nature and extent of their interests in the issuer (during the current year and preceding three financial years):**

(i) **Remuneration payable or paid to a director by the issuer, its subsidiary or associate company; shareholding of the director in the company, its subsidiaries and associate companies on a fully diluted basis;**

***Details are provided till December 31, 2025**

Sr. No.	Name of the Director	Financial Year	Remuneration payable or paid (in INR)			Shareholding (on a fully diluted basis)		
			by Issuer	by subsidiary company	by associate company	in the Company	in the subsidiaries	in the associate companies
1	Mr. Piyush Khaitan (Non-Executive Chairman)	FY 2025-2026	INR 28,12,500	-	-	90,00,000 Equity Shares 684567 CCPS aggregating to 10.37 %	-	-
		FY 2024-2025	INR 3,187,500					
		FY 2023-2024	INR 40,00,000					
		FY 2022-2023	NA					
2	Mr. Piyush Kumar Khaitan- (Managing Director)	FY 2025-2026	NA	-	-	Same as above	-	-
		FY 2024-2025	NA					
		FY 2023-2024	NA					
		FY 2022-2023	INR 32,57,395					
3	Mr. Arun Kumar Nayyar (Managing Director & CEO)	F.Y 2025 - 2026	INR 4,33,05,514	-	-	97,827 CCPS aggregating to 0.1%	-	-
		FY 2024-2025	INR 4,94,64,400					
		FY 2023-2024	INR 6,77,87,698					
		FY 2022-2023	INR 6,32,17,710					

4	Ms. Bindu Ananth (Independent Director)	FY 2025-2026	INR 22,50,000	-	-	NIL	-	-
		FY 2024-2025	INR 28,50,000					
		FY 2023-2024	INR 24,00,000					
		FY 2022-2023	INR 24,00,000					
5	Mr. Suresh Jayaraman (Independent Director)	FY 2025-2026	INR 22,50,000	-		NIL	-	-
		FY 2024-2025	INR 24,00,000					
		FY 2023-2024	24,00,000					
		FY 2022-2023	N.A.					
6	Ms. Deepa Bachu*	FY 2024-2025 (April to July)	INR 8,00,000	-	-	NIL	-	-
		FY 2023-2024	INR 22,00,000					
		FY 2022-2023 (December to March)	INR 8,00,000					
		FY 2021-2022	N.A.					
7	Mr. Ramakrishnan Subramanian	FY 2025-2026	INR 22,50,000	-	-	NIL	-	-
		FY 2024-2025	INR 24,00,000					
		FY 2023-2024	INR 24,00,000					
		FY 2022-2023	N.A.					
8	Ms. P.H. Vijaya Deepti**	FY 2025-2026	INR 18,00,000	-	-	NIL	-	-
		FY 2024-2025	INR 13,46,666					

**Ms. Deepa Bachu resigned w.e.f. July 31, 2024*
*** Ms. P.H. Vijaya Deepti was appointment w.e.f. September 09, 2024*

(i) **Appointment of any relatives to an office or place of profit of the Issuer, its subsidiary or associate company;**

Sr. No.	Name of the Director	Financial Year	Appointment of any relatives to an office or place of profit		
			in the Issuer	in the subsidiary	in the associate company
NIL					

(ii) **Full particulars of the nature and extent of interest, if any, of every director:**

A. **in the promotion of the Issuer company; or**

Nil

B. **in any immoveable property acquired by the Issuer in the two years preceding the date of the issue document / this Key Information Document or any immoveable property proposed to be acquired by it; or**

Nil

C. **where the interest of such a director consists in being a member of a firm or company, the nature and extent of his interest in the firm or company, with a statement of all sums paid or agreed to be paid to him or to the firm or company in cash or shares or otherwise by any person either to induce him to become, or to help him qualify as a director, or otherwise for services rendered by him or by the firm or company, in connection with the promotion or formation of the issuer company shall be disclosed**

Nil

(d) **Contribution being made by the directors as part of the offer or separately in furtherance of such objects.**

Nil

4.14 Any financial or other material interest of the directors, promoters, key managerial personnel or senior management in the offer and the effect of such interest in so far as it is different from the interests of other persons.

Nil

4.15 Following details regarding the auditors of the Company:

(a) **Details of the auditor of the Company:**

Name of the Auditor	Address	Date of appointment
M/s KKC & Associates LLP, CA *(formerly Khimji Kunverji & Co LLP)*	Sunshine Tower, Level 19, Senapati Bapat Marg, Prabhadevi, Mumbai 400013, India	Appointed as Statutory Auditors at the AGM held on 10/06/2024

(b) **Details of change in auditors for the preceding three financial years and current financial year:**

Name of the Auditor	Address	Date of Appointment	Date of cessation, if applicable	Date of resignation, if applicable	Remarks
M/s. S. R. Batliboi & Associates LLP	The Ruby, 14th floor, 29 Senapati Bapat Marg, Dadar (West), Mumbai – 400 028	18/07/2017	21/10/2021	21/10/2021	Change due to RBI Guidelines on statutory auditors appointment
M/S ASA and Associated LLP	Lotus Corporate Park G-1801 CTS No.185/A Graham Firth Compound Western Express Highway Goregaon East Mumbai 400063	25/10/2021	31/03/2024	-	Change due to RBI Guidelines on statutory auditors appointment
M/s KKC & Associates LLP, *(formerly Khimji Kunverji & Co LLP)*	Sunshine Tower, Level 19, Senapati Bapat Marg, Elphinstone Road, Mumbai 400013, India	10/06/2024	-	-	Change due to RBI Guidelines on statutory auditors appointment

4.16 Details of the following liabilities of the Company, as at the last quarter ended, i.e., December 31, 2025:

(a) **Details of Outstanding Secured Loan Facilities**:

(Rs in Crore)

Name of Lender	Type of Facility	Amount Sanctioned (INR in Crore)	Principal Amount Outstanding (INR in Crore)	Repayment Date/ Schedule	Security	Credit Rating, if applicable	Asset Classification
Indian Bank	OD/FD	1.80	-	05-Jun-26	Secured	Unrated	Standard
RBL Bank Ltd	CC	13.00	-	29-Sep-26	Secured	ICRA:BBB	Standard
ICICI Bank	OD/FD	1.35	-	26-Feb-26	Secured	Unrated	Standard
United States International Development Finance Corporation	ECB	159.82	106.55	15-Sep-27	Secured	Unrated	Standard
ResponsAbility	ECB	28.77	19.18	30-Sep-26	Secured	Unrated	Standard
ResponsAbility	ECB	28.77	19.18	30-Sep-26	Secured	Unrated	Standard
ResponsAbility	ECB	24.66	16.44	30-Sep-26	Secured	Unrated	Standard
BlueOrchard	ECB	59.23	59.23	31-Mar-26	Secured	Unrated	Standard
BlueOrchard	ECB	41.14	41.14	31-Mar-26	Secured	Unrated	Standard
ResponsAbility	ECB	36.95	36.95	30-Jun-26	Secured	Unrated	Standard
ResponsAbility	ECB	8.21	8.21	30-Jun-26	Secured	Unrated	Standard
Microfinance Enhancement Facility, SICAV-SIF	ECB	16.42	16.42	30-Jun-26	Secured	Unrated	Standard
IDFC First Bank Limited	Term Loan	60.00	16.67	30-Oct-26	Secured	ICRA:BBB	Standard
IDFC First Bank Limited	CC	2.00	-	07-Nov-25	Secured	ICRA:BBB	Standard
Poonawalla Fincorp Limited	Term Loan	30.00	11.21	05-Dec-26	Secured	Unrated	Standard
ESAF Small Finance Bank	Term Loan	20.00	0.99	31-Jan-26	Secured	ICRA:BBB	Standard
OXYZO Financial Services Private Limited	Term Loan	20.00	2.50	25-Feb-26	Secured	Unrated	Standard
Vivriti Capital Private Limited	Term Loan	35.00	4.38	19-Mar-26	Secured	Unrated	Standard
Kisetsu Saison Finance (India) Pvt Ltd	Term Loan	35.00	4.38	15-Mar-26	Secured	Unrated	Standard
MAS Financial Services Limited	Term Loan	5.00	0.63	20-Mar-26	Secured	Unrated	Standard
MAS Financial Services Limited	Term Loan	5.00	0.63	20-Mar-26	Secured	Unrated	Standard
MAS Financial Services Limited	Term Loan	5.00	0.63	20-Mar-26	Secured	Unrated	Standard

MAS Financial Services Limited	Term Loan	5.00	0.63	20-Mar-26	Secured	Unrated	Standard
Northern Arc Capital Limited	Term Loan	20.00	2.50	25-Mar-26	Secured	Unrated	Standard
Manappuram Finance Limited	Term Loan	15.00	0.65	31-Mar-26	Secured	Unrated	Standard
Poonawalla Fincorp Limited	Term Loan	25.00	13.65	05-Jun-27	Secured	Unrated	Standard
MAS Financial Services Limited	Term Loan	5.00	1.04	05-Jun-26	Secured	Unrated	Standard
MAS Financial Services Limited	Term Loan	5.00	1.04	05-Jun-26	Secured	Unrated	Standard
MAS Financial Services Limited	Term Loan	3.50	0.73	05-Jun-26	Secured	Unrated	Standard
MAS Financial Services Limited	Term Loan	1.50	0.31	05-Jun-26	Secured	Unrated	Standard
Indian Overseas Bank	Term Loan	10.00	5.00	30-Jun-27	Secured	ICRA:BBB	Standard
Goldman Sachs (India) Finance Private Limited	PTC	95.99	72.64	14-Apr-27	Secured	ICRA:A (SO)	Standard
Hinduja Leyland Finance Limited	Term Loan	25.00	6.85	28-Jun-26	Secured	Unrated	Standard
Sundaram Finance Limited	Term Loan	25.00	6.80	17-Jun-26	Secured	Unrated	Standard
TATA Capital Limited	Term Loan	15.00	0.83	10-Jan-26	Secured	Unrated	Standard
Hero FinCorp Limited	Term Loan	25.00	5.21	31-Jul-26	Secured	Unrated	Standard
Kisetsu Saison Finance (India) Pvt Ltd	Term Loan	35.00	13.13	15-Jul-26	Secured	Unrated	Standard
Enabling Qapital Luxembourg SA	ECB	50.38	50.38	07-Aug-28	Secured	Unrated	Standard
Goldman Sachs (India) Finance Private Limited	PTC	104.27	83.63	14-Jul-27	Secured	ICRA:A (SO)	Standard
MAS Financial Services Limited	Term Loan	5.00	2.08	05-Nov-26	Secured	Unrated	Standard
MAS Financial Services Limited	Term Loan	5.00	2.08	05-Nov-26	Secured	Unrated	Standard
MAS Financial Services Limited	Term Loan	5.00	2.08	05-Nov-26	Secured	Unrated	Standard
MAS Financial Services Limited	Term Loan	5.00	2.08	05-Nov-26	Secured	Unrated	Standard
Aditya Birla Finance Limited	PTC	37.62	3.75	09-Aug-26	Secured	ICRA:A (SO)	Standard
Goldman Sachs (India) Finance Private Limited	PTC	84.00	69.24	14-Dec-27	Secured	ICRA:A (SO)	Standard
MAS Financial Services Limited	PTC	19.96	2.55	17-Apr-26	Secured	ICRA:A (SO)	Standard
Maanaveeya Development and Finance	Term Loan	45.00	25.71	30-Dec-26	Secured	Unrated	Standard

DCB Bank	PTC	49.51	15.68	16-Aug-26	Secured	ICRA:A (SO)	Standard
AK Capital Finance Limited	Term Loan	25.00	15.00	12-Mar-27	Secured	Unrated	Standard
Kisetsu Saison Finance (India) Pvt Ltd	Term Loan	35.00	21.88	15-Mar-27	Secured	Unrated	Standard
MAS Financial Services Limited	Term Loan	5.00	3.13	05-Apr-27	Secured	Unrated	Standard
MAS Financial Services Limited	Term Loan	5.00	3.13	05-Apr-27	Secured	Unrated	Standard
MAS Financial Services Limited	Term Loan	5.00	3.13	05-Apr-27	Secured	Unrated	Standard
MAS Financial Services Limited	Term Loan	5.00	3.13	05-Apr-27	Secured	Unrated	Standard
Northern Arc Capital Limited	Term Loan	35.00	26.25	31-Mar-27	Secured	Unrated	Standard
DCB Bank	PTC	48.09	28.67	14-Jun-27	Secured	ICRA:A (SO)	Standard
Indian Overseas Bank	Term Loan	10.00	8.06	27-May-28	Secured	ICRA:BBB	Standard
MAS Financial Services Limited	Term Loan	5.00	3.75	05-Jul-27	Secured	Unrated	Standard
MAS Financial Services Limited	Term Loan	5.00	3.75	05-Jul-27	Secured	Unrated	Standard
MAS Financial Services Limited	Term Loan	5.00	3.75	05-Jul-27	Secured	Unrated	Standard
MAS Financial Services Limited	Term Loan	5.00	3.75	05-Jul-27	Secured	Unrated	Standard
IDFC First Bank Limited	Term Loan	25.00	20.83	28-Aug-27	Secured	ICRA:BBB	Standard
Suryoday Small Finance Bank Limited	Term Loan	25.00	20.00	05-Dec-26	Secured	ICRA:BBB	Standard
RBL Bank Ltd	WCDL	13.00	13.00	31-Mar-26	Secured	ICRA:BBB	Standard
RBL Bank Ltd	WCDL	38.00	38.00	27-Apr-26	Secured	ICRA:BBB	Standard
RBL Bank Ltd	WCDL	6.50	6.50	19-May-26	Secured	ICRA:BBB	Standard
Saturn 2025	PTC	42.98	40.38	23-Mar-27	Secured	ICRA:A-(SO)	Standard
RBL Bank Ltd	WCDL	14.50	14.50	10-Jun-26	Secured	ICRA:BBB	Standard
Vivriti Capital Limited	Term Loan	40.00	40.00	05-Jul-27	Secured	Unrated	Standard
DWM income Funds SCA SICAV SIF -The Trill impact-DWM SDGs Credit Fund	FCB	31.94	31.94	04-Jan-27	Secured	Unrated	Standard

(b) **Details of Outstanding Unsecured Loan Facilities, as on the last quarter ended, i.e., December 31, 2025**:

Name of Lender	Type of Facility	Amount Sanctioned (INR in Crore)	Principal Amount Outstanding (INR in Crore)	Repayment Date/ Schedule	Security	Credit Rating, if applicable	Asset Classification
-	-	-	-	-	-	-	-

(c) **Details of Outstanding Non-Convertible Securities in the following format, as on the last quarter ended, i.e., December 31, 2025**:

ISIN	Tenor / Period of Maturity (In Months)	Coupon	Amount outstanding (INR in Crore)	Date of Allotment	Redemption Date / Schedule	Credit Rating	Secured / Unsecured	Security
INE814O07360	48	12.90 %	40.00	19-07-2022	19-07-2026	ICRA:BBB	Secured	Receivables - 100%
INE814O07394	36	13.80 %	25.00	28-02-2023	28-02-2026	ICRA:BBB	Secured	Receivables - 120%
INE814O07436	35	12.00 %	3.60	27-06-2023	07-06-2026	ICRA:BBB	Secured	Receivables - 110%
INE814O07444	36	12.75 %	20.20	19-07-2023	20-07-2026	NA	Secured	Receivables - 100%
INE814O07493	24	11.75 %	8.13	27-02-2024	27-02-2026	ICRA:BBB	Secured	Receivables - 115%
INE814O07519	24	12.00 %	8.30	24-05-2024	23-05-2026	ICRA:BBB	Secured	Receivables - 110%
INE814O07527	21	11.75 %	3.43	07-06-2024	07-03-2026	ICRA:BBB	Secured	Receivables - 115%
INE814O07535	60	12.15 %	93.76	27-06-2024	27-06-2029	ICRA:BBB	Secured	Receivables - 100%
INE814O07543	36	11.70 %	100.00	21-08-2024	21-08-2027	ICRA:BBB	Secured	Receivables - 110%
INE814O07550	24	11.70 %	42.00	29-11-2024	29-11-2026	ICRA:BBB	Secured	Receivables - 110%
INE814O07568	13	11.50 %	60.00	06-06-2025	07-07-2026	ICRA:BBB	Secured	Receivables - 110%
INE814O07576	18	11.75 %	35.00	30-09-2025	13-03-2027	ICRA:BBB	Secured	Receivables - 110%
INE814O07584	72	12.00 %	46.30	19-12-2025	19-12-2031	ICRA:BBB	Secured	Receivables - 100%

(d) **Details of commercial paper issuances as the last quarter ended, i.e., December 31, 2025 in the following format: -**

Name of Lender	Type of Facility	Amount Sanctioned (INR in Crore)	Principal Amount Outstanding (INR in Crore)	Repayment Date/ Schedule	Security	Credit Rating, if applicable	Asset Classification
Northern Arc Money Market Alpha Trust	Commercial Paper	10.00	9.90	02-Feb-26	Unsecured	ICRA A3+	Standard
VIVRITI EMERGING CORPORATE BOND FUND	Commercial Paper	25.00	24.25	06-Apr-26	Unsecured	ICRA A3+	Standard
Northern Arc Capital Limited	Commercial Paper	25.00	24.29	02-Apr-26	Unsecured	ICRA A3+	Standard
Northern Arc Capital Limited	Commercial Paper	40.00	39.94	24-Feb-26	Unsecured	ICRA A3+	Standard

4.17 List of top 10 holders of non-convertible securities in terms of value (in cumulative basis) as on the last quarter ended, i.e., December 31, 2025:-

Sr. No	Name of Holder	Category of Holder	Face Value of Holding	Holding as a % of total outstanding non-convertible securities of the Issuer
1	UTI INTERNATIONAL WEALTH CREATOR 4	Eligible Investor	1,00,000	29.20%
2	AAV S.A.R.L	Eligible Investor	1,00,000	9.70%
3	MASALA INVESTMENTS S.A.R.L.	Eligible Investor	1,00,000	9.70%
4	TRIODOS CUSTODY B.V. ACTING IN ITS CAPACITY AS A C	Eligible Investor	1,00,000	9.50%
5	NEDERLANDSE FINANCIERINGS-MAATSCHAPPIJ VOOR ONTWIK	Eligible Investor	5,00,000	8.20%
6	VIVRITI EMERGING CORPORATE BOND FUND	Eligible Investor	1,00,000	7.40%
7	VIVRITI SHORT TERM DEBT FUND	Eligible Investor	1,00,000	7.20%
8	IFMR FIMPACT LONG TERM CREDIT FUND	Eligible Investor	1,00,000	5.10%
9	SJEAIMFIIIACTING AS LEGALOWNER OF CARDANO IMPACT F	Eligible Investor	1,00,000	4.20%
10	VIVRITI ALPHA DEBT FUND ENHANCED	Eligible Investor	1,00,000	2.50%

4.18 List of top 10 holders of Commercial Paper in terms of value (on cumulative basis) as on the last quarter ended, i.e., December 31, 2025:

Name of Lender	Type of Facility	Amount Sanctioned (INR in Crore)	Principal Amount Outstanding (INR in Crore)	Repayment Date/ Schedule	Security	Credit Rating, if applicable	Asset Classification
Northern Arc Money Market Alpha Trust	Commercial Paper	10.00	9.90	02-Feb-26	Unsecured	ICRA A3+	Standard
VIVRITI EMERGING CORPORATE BOND FUND	Commercial Paper	25.00	24.25	06-Apr-26	Unsecured	ICRA A3+	Standard
Northern Arc Capital Limited	Commercial Paper	25.00	24.29	02-Apr-26	Unsecured	ICRA A3+	Standard
Northern Arc Capital Limited	Commercial Paper	40.00	39.94	24-Feb-26	Unsecured	ICRA A3+	Standard

4.19 Details of the bank fund based facilities / rest of the borrowing (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares) from financial institutions or financial creditors:

Name of Party (in case of facility) / Name of Instrument	Type of facility / Instrument	Amount sanctioned / issued	Principal Amount outstanding	Date of Repayment / Schedule	Credit Rating	Secured / Unsecured	Security
DWM income Funds SCA SICAV SIF -The Trill impact-DWM SDGs Credit Fund	Foreign Currency Bond (FCB)	Euro 35,00,000	Euro 35,00,000	4th January 2027	Unrated	Secured	Secured by a charge being an exclusive first ranking and continuing Asset Cover to be maintained at 1 (One) time of the outstanding principal amount of the Bonds

4.20 The amount of corporate guarantee or letter of comfort issued by the Issuer along with the name of the counterparty (like name of the subsidiary, joint venture entity, group company, etc.) on behalf of whom it has been issued, contingent liability including debt service reserve account guarantees/ any put option etc. (Details of any outstanding borrowing taken / debt securities issued for consideration other than cash). This information shall be disclosed whether such borrowing / debt securities have been taken / issued: (i) in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option or not -

Nil

4.21 Where the Issuer is a non-banking finance company or housing finance company, the following disclosures on Asset Liability Management (ALM) shall be provided for the latest audited financials:

A. Details with regard to lending done out of the issue proceeds of earlier issuances of debt securities (whether public issue or private placement) by the Issuer

(a) **Lending Policy: Should contain overview of origination, risk management, monitoring and collections:**

Please refer to the lending policy set out under **Annexure III** of the General Information Document.

(b) **Classification of Loans given to associate or entities related to Board, Key Managerial Personnel and Senior Management, promoters, etc.:**

Nil

(c) **Classification of loans according to type of loans, denomination of loan outstanding by loan to value, sectors, denomination of loans outstanding by ticket size, geographical classification of borrowers, maturity profile etc.:**

Please refer to paragraph (J) below of this table below.

(d) **Aggregated exposure to the top 20 borrowers with respect to the concentration of advances, exposures to be disclosed in the manner as prescribed by RBI in its stipulations on Corporate Governance for NBFCs from time to time;**

Aggregate exposure to Top 20 borrowers with respect to the concentration of advances stand to INR 16.71 Crores, exposures stand to INR 17.07 Crores as on March 31, 2025.

.

(e) **Details of loans, overdue and classified as non-performing assets (NPA) in accordance with RBI stipulations:**

Please refer to paragraph (K) of this table below

B. Details of borrowings made by NBFC

(a) **A portfolio summary with regard to industries/ sectors to which borrowings have been made:**

Please refer to paragraph (J) in this table including sub-paragraph (c) therein.

(b) **NPA exposures of the Issuer for the last three financial years (both gross and net exposures) and provisioning made for the same as per the last audited financial statements of the Issuer:**

Please refer to paragraph (K) of this table below.

(c) **Quantum and percentage of secured vis-à-vis unsecured borrowings made; and**

Type of Borrowings	Outstanding as at 31st March 2025 (INR) (in Crore)	%
Secured Borrowings	2,118.02	98.86%

Unsecured Borrowings	24.42	1.14%
Total	2,142.44	100%

C. Details of change in shareholding

Any change in promoters' holdings during the last financial year beyond the threshold, as prescribed by RBI:

N.A.

D. Disclosure of Assets Under Management

(a) Segment wise breakup:

Please refer to sub-paragraph (c) of paragraph (J) in this table below.

(b) Type of Loans

Please refer to sub-paragraph (a) of paragraph (J) in this table below.

E. Details of borrowers

Geographical location wise

Please refer to sub-paragraph (e) of paragraph (J) in this table below.

F. Details of Gross NPA

Segment wise:

Please refer to sub-paragraph (c) of paragraph (K) in this table below.

G. Details of Assets and Liabilities

Residual maturity profile wise into several bucket:

Please refer to paragraph (L) in this table below.

H. Additional details of loans made by the issuer where it is a Housing Finance Company

Given that the Issuer is not a housing finance company, this is not applicable.

I. Disclosure of latest ALM statements to stock exchange

The same shall be specified in the relevant Key Information Document issued / to be issued for each Issue by the Company.

J. Classification of loans according to (as on March 31, 2025)

(a) Type of Loans:	Details of types of loans:

Sl. No.	Types of loans	Rs. crore
1	Secured against Mortgage	118.05
2	Secured against hypothecation of current assets.	2118.76
3	Unsecured	392.82
4	Off Balance sheet	70.18
5	Unsecured	-
	Total assets under management (AUM)^^	2,699.81

Information required at borrower level (and not by loan account as customer may have multiple loan accounts); ^^Issuer is also required to disclose off balance sheet items;

(b) Denomination of loans outstanding by loan-to-value:

Details of LTV (Secured against Mortgage)

Sl. No.	LTV (at the time of origination)	Percentage of AUM
1	Upto 40%	3.8%
2	40-50%	3.5%
3	50-60%	3.9%
4	60-70%	6.1%
5	70-80%	18.3%
6	80-90%	23.4%
7	>90%	41.1%
5.20	**Total**	100%

(c) Sector Exposure

Details of sectoral exposure

Sl. No.	Segment-wise break-up of AUM	Percentage of AUM
1	**Retail**	
A	Mortgages (home loans and loans against property)	4.37%
B	Gold loans	-
C	Vehicle finance	-
D	MFI	-
E	MSME	95.39%
F	Capital market funding (loans against shares, margin funding)	-
G	Others	0.23%
2	**Wholesale**	-
A	Infrastructure	-
B	Real estate (including builder loans)	-
C	Promoter funding	-
D	Any other sector (as applicable)	-
E	Others	-
	Total	100%

(d) Denomination of loans outstanding by ticket size*:

Details of outstanding loans category wise

Sl. No.	Ticket size (at the time of origination)	Percentage of AUM
1	Upto Rs. 2 lakh	0.002%
2	Rs. 2-5 lakh	0.71%
3	Rs. 5 - 10 lakh	8.68%
4	Rs. 10 - 25 lakh	54.69%
5	Rs. 25 - 50 lakh	25.63%
6	Rs. 50 lakh - 1 crore	10.07%
7	Rs. 1 - 5 crore	0.22%
8	Rs. 5 - 25 crore	-
9	Rs. 25 - 100 crore	-
10	>Rs. 100 crore	-
	Total	100.00%

**** Information required at the borrower level (and not by loan account as a customer may have multiple loan accounts);***

(e) Geographical classification of borrowers:

Top 5 states borrower wise

Sl. No.	Top 5 states	Percentage of AUM
1	**Maharashtra**	23.58%
2	**Karnataka**	18.84%
3	**Telangana**	13.00%
4	**Delhi**	12.77%
5	**Tamil Nadu**	9.95%
	Total	**78.15%**

K. Details of loans, overdue and classified as non-performing assets (NPA) in accordance with RBI stipulations

(a) Movement of Gross NPA

Movement of gross NPA*	Rs. crore
Opening gross NPA	97.11
- Additions during the year	383.43
- Reductions during the year	-301.71
Closing balance of gross NPA	178.83

****Please indicate the gross NPA recognition policy (Day's Past Due):*** **90 days**

(b) Movement of provisions for NPA

Movement of provisions for NPA	Rs. Crore
Opening balance	55.59
- Provisions made during the year	230.25
- Write-off/ Write-back of excess Provisions	-181.77

	Closing balance	104.08

(c) Segment wise gross NPA

Sl. No.	Segment-wise gross NPA	Gross NPA (%)
1	**Retail**	
A	Mortgages (home loans and loans against property)	7.09%
B	Gold loans	-
C	Vehicle finance	-
D	MFI	-
E	MSME	92.91
F	Capital market funding (loans against shares, margin funding)	-
G	Others	-
2	**Wholesale**	-
A	Infrastructure	-
B	Real estate (including builder loans)	-
C	Promoter funding	-
D	Any other sector (as applicable)	-
E	Others	-
5.21	**Total**	100%

L. Residual maturity profile of assets and liabilities (in line with the RBI format):

Residual maturity profile of assets and liabilities

Category	Up to 3–/31 days	>1 month - –months	>2 months - –months	>3 month–- 6 months	>6 months - 1 year	>1 year - 3 years	>3 years - 5 years	> 5 years	Total
Deposit	-	-	-	-	-	-	-	-	
Advances	*146.17*	*133.15*	*130.26*	*399.09*	*722.47*	*863.05*	*194.84*	*56.43*	*2645.48*
Investments (FD s)	*75.51*	*7.62*	*1.56*	*21.08*	*24.41*	*34.87*	*1.06*		*166.11*
Borrowings	*145.00*	*113.10*	*132.32*	*346.85*	*582.07*	*783.60*	*16.56*	*22.95*	*2142.44*
FCA*	-	-	-	-	-	-	-	-	
FCL*	-	-	-	-	-	-	-	-	

**FCA – Foreign Currency Assets; FCL – Foreign Currency Liabilities;*

4.22 Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities and other financial indebtedness including corporate guarantee or letters of comfort issued by the Issuer, in the past 3 years including the current financial year:

NIL

4.23 The audited financial statements (i.e. Profit & Loss statement, Balance Sheet and Cash Flow statement) both on a standalone and consolidated basis for a period of three completed years

which shall not be more than six months old from the date of the draft offer document or offer document or issue opening date, as applicable. Such financial statements shall be audited and certified by the statutory auditor(s) who holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India ("ICAI").

The above financial statements shall be accompanied with the Auditor's Report along with the requisite schedules, footnotes, summary etc.

Please refer to **Annexure VII** of this Key Information Document. for the audited financial statements of the Company as on March 31, 2025, March 31, 2024, March 31, 2023 along with the auditor's report along with the requisite schedules, footnotes, summary etc and Unaudited financial statements of the Issuer for a period of December 31, 2025.

4.24 Any material event/ development or change having implications on the financials/credit quality (e.g. any material regulatory proceedings against the Issuer/promoters, tax litigations resulting in material liabilities, corporate restructuring event etc.) at the time of Issue which may affect the Issue or the investor's decision to invest / continue to invest in the non-convertible debt securities / commercial paper.

As on date, there is no material event/ development or change having implications on the financials/credit quality (e.g. any material regulatory proceedings against the Issuer/promoters, litigations resulting in material liabilities, corporate restructuring event etc.) at the time of Issue which may affect the Issue or the investor's decision to invest / continue to invest in the non-convertible debt securities / commercial paper. At the time of Issue of any non-convertible debt securities / Debentures / Commercial Papers, in the event there is any such event, the same shall be specified in the relevant Key Information Document issued / to be issued for each Issue by the Company.

4.25 Any litigation or legal action pending or taken by a Government Department or a statutory body during the last three years immediately preceding the year of the issue of issue document against the promoter of the Company;

Nil

4.26 Details of default and non-payment of statutory dues for the preceding three financial years and current financial year;

Nil

4.27 Details of pending litigation involving the issuer, promoter, director, subsidiaries, group companies or any other person, whose outcome could have material adverse effect on the financial position of the Issuer, which may affect the Issue or the investor's decision to invest / continue to invest in the non-convertible debt securities including Debentures and / or Commercial Papers.

Nil

4.28 Details of acts of material frauds committed against the Issuer in the preceding three financial years and current financial year, if any, and if so, the action taken by the Issuer.

NIL

4.29 Details of pending proceedings initiated against the Issuer for economic offences, if any.

Nil

4.30 Related party transactions entered during the preceding three financial years and current financial year with regard to loans made or, guarantees given or securities provided.

Kindly refer to **Annexure VIII (*Related Party Transactions)*** of this Key Information Document.

4.31 The issue document shall not include a statement purporting to be made by an expert unless the expert is a person who is not, and has not been, engaged or interested in the formation or promotion or management, of the company and has given his written consent to the issue of the issue document and has not withdrawn such consent before the delivery of a copy of the issue document to the Registrar (as applicable) for registration and a statement to that effect shall be included in the issue document.

The Issuer hereby confirms that this Key Information Document does not include a statement purporting to be made by an expert, which does not fulfil the conditions set out above.

4.32 In case the issuer is a Non-Banking Finance Company (NBFC) and the objects of the Issue entail loan to any entity who is a 'group company', then disclosures shall be made in the following format:

S No.	Name of the Borrower (A)	Amount of Advances /exposures to such borrower (Group) (Rs. Crore) (B)	Percentage of Exposure (C)= B/Total Assets Under Management
N.A.	N.A.	N.A.	N.A.

Given that the object of the Issue does not / would not entail granting / providing loan to any entity which is a group company, the aforesaid is not applicable.

4.33 In order to allow investors to better assess the Issue, the following additional disclosures shall be made by the issuer in the issue documents:

(a) **A portfolio summary with regards to industries/ sectors to which borrowings have been granted by NBFCs:**

Please refer to paragraph (J) of the table including sub-paragraph (c) of Section 4.21 of this Key Information Document.

(b) **Quantum and percentage of secured vis-à-vis unsecured borrowings granted by NBFCs:**

Kindly refer to sub-paragraph (c) of paragraph (B) of the table set out in Section 4.21 of this Key Information Document.

(c) **Any change in promoters' holdings in NBFCs during the preceding financial year beyond the threshold specified by the Reserve Bank of India from time to time.**

Kindly refer to paragraph (C) of the table set out in Section 4.21 of this Key Information Document.

4.34 Consent of directors, auditors, bankers to issue, trustees, solicitors or advocates to the issue, legal advisors to the issue, lead managers to the issue, Registrar to the Issue, and lenders (if required, as per the terms of the agreement) and experts.

The relevant consents have been procured to the extent applicable in respect of the relevant Key Information Document issued / to be issued by the Company for each Issue of non-convertible debt securities including Debentures / Commercial Papers.

4.35 Name(s) of the stock exchange(s) where the non-convertible securities including Debentures and / or Commercial Papers are proposed to be listed and the details of their in-principle approval for listing obtained from these stock exchange(s). The issuer shall specify the stock exchange where the recovery expense fund is being or has been created, as specified by the Board:

The non-convertible securities including Debentures are proposed to be listed on the WDM segment of the BSE. The Issuer shall comply with the requirements of the listing agreement for debt securities to the extent applicable to it on a continuous basis.

The Issuer has obtained the in-principle approval for the listing of the non-convertible securities including Debentures from BSE and the details of the same has been provided in this Key Information Document under Schedule V hereto. The Issuer shall create the recovery expense fund as per the applicable SEBI regulations with BSE.

4.36 If non-convertible securities including Debentures and / or Commercial Papers are proposed to be listed on more than one stock exchange(s) then the issuer shall specify the designated stock exchange for the issue.

Not applicable as the non-convertible securities are being listed only on one stock exchange as more specifically mentioned in the Key Information Document.

4.37 Other details:

(a) Creation of Debenture Redemption Reserve ("DRR") / Capital Redemption Reserve ("CRR") – relevant legislations and applicability:

As per Section 71 of the Companies Act, any company that intends to issue debentures must create a DRR to which adequate amounts shall be credited out of the profits of the company until the redemption of the debentures. However, under the Companies (Issuance of Share Capital and Debentures) Rules, 2014, non-banking financial companies are exempt from this requirement in respect of privately placed debentures. Pursuant to this exemption, the Company does not intend to create any reserve funds for the redemption of the Debentures, unless required by any amendments in the Applicable Laws. In case of such an event, the Company shall do all such acts and deeds as may be required to in respect of creation of DRR. In addition to the above, to the extent required by Applicable Law, the Company shall, in any Financial Year, in respect of any amounts of the non-convertible securities maturing in such Financial Year, invest or deposit amounts up to such thresholds as may be prescribed by Applicable Law and in such form and manner as prescribed therein and within the time periods prescribed therein.

(b) Issue / instrument specific regulations - relevant details (Companies Act, Reserve Bank of India guidelines etc.):

Each Issue of non-convertible debt securities including Debentures / Commercial Papers shall be in conformity with the applicable provisions of the Companies Act including the relevant notified rules

thereunder, the SEBI Debt Listing Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and the applicable RBI guidelines.

(c) **Default in payment**: Please refer to Section SECTION 2: (*Issue Details*) of this Key Information Document.

(d) **Delay in listing**: Please refer to Section SECTION 2: (*Issue Details*) of this Key Information Document.

(e) **Delay in allotment of securities**: Please refer to Section SECTION 2: (*Issue Details*) of this Key Information Document.

(f) **Issue details**: Please refer to Section SECTION 2: (*Issue Details*) of this Key Information Document.

(g) **Application process:**

The application process for the Issue is as provided in the relevant Key Information Document issued / to be issued for each Issue by the Company.

(h) **Disclosure prescribed under PAS-4 of Companies (Prospectus and Allotment of Securities), Rules, 2014 but not contained in this schedule, if any**:

The disclosures under Form No. PAS-4 of Companies (Prospectus and Allotment of Securities), Rules, 2014 have been set out in Section SECTION 7: of this Key Information Document.

(i) **Project details: gestation period of the project; extent of progress made in the project; deadlines for completion of the project; the summary of the project appraisal report (if any), schedule of implementation of the project**:

Not applicable

4.38 A statement containing particulars of the dates of, and parties to all material contracts, agreements:

The contracts and documents referred to hereunder are material to the Issue, may be inspected at the Registered Office of the Company between 10.00 am to 4.00 pm on working days.

S. No.	Nature of Contract
1	Certified true copy of the Memorandum & Articles of Association of the Issuer.
2	The relevant board resolution authorizing the issue of non-convertible debt securities including Debentures / Commercial Papers.
3	The relevant shareholder resolution authorizing the issue of non-convertible debt securities including non-convertible debentures / commercial papers by the Company.
4	Copies of Annual Reports of the Company for the last three financial years.
5	Credit rating letter from the Rating Agency.
6	Letter from Debenture Trustee giving its consent to act as Debenture Trustee.
7	Letter for Registrar and Transfer Agent.
8	Certified true copy of the certificate of incorporation of the Company.
9	Certified true copy of the tripartite agreement between the Company, the Registrar & Transfer Agent and the NSDL and CDSL.

10	Copy of application made to BSE/NSE for grant of in-principle approval for listing of the non-convertible debt securities including Debentures / Commercial Papers.

4.39 Details of Debt Securities Sought to be Issued

(a) Issue of rated, listed, secured / unsecured, redeemable, principal protected or not, market linked or not, non-convertible debentures (including in the form of zero coupon bonds, subordinated non-convertible debentures, or any other debt instruments permissible under the SEBI Debt Listing Regulations), at par or premium or discount, in multiple series/tranche(s), from time to time, on a private placement basis each having a face value as set out in the relevant key information document to be issued as per the terms of each Issue with the aggregate issue size for each offer / Issue of debentures to be set out in the relevant Key Information Document issued / to be issued by the Company for each Issue from time to time. The details of each Issue shall be more particularly set out in the relevant Key Information Document issued / to be issued by the Company for each Issue from time to time; and (b) issue of rated, listed, unsecured, commercial papers, in multiple series/tranches(s), from time to time, on a private placement basis to be issued as the terms of each Issue with the aggregate issue size for each offer / issue of commercial papers to be set out in the relevant Key Information Document issued / to be issued by the Company for each Issue from time to time. The details of each Issue shall be more particularly set out in the relevant Key Information Document issued / to be issued by the Company for each Issue from time to time.

4.40 The issue document shall include the following other matters and reports, namely:

(a) If the proceeds, or any part of the proceeds, of the issue of the debt securities/non-convertible redeemable preference shares are or is to be applied directly or indirectly (i) in the purchase of any business; or (ii) in the purchase of an interest in any business and by reason of that purchase, or anything to be done in consequence thereof, or in connection therewith, the company shall become entitled to an interest in either the capital or profits and losses or both, in such business exceeding fifty per cent. thereof, a report made by a chartered accountant (who shall be named in the issue document) upon: (A) the profits or losses of the business for each of the three financial years immediately preceding the date of the issue of the issue document; and (B) the assets and liabilities of the business as on the latest date to which the accounts of the business were made up, being a date not more than one hundred and twenty days before the date of the issue of the issue document:

Not applicable

(j) In purchase or acquisition of any immoveable property including indirect acquisition of immoveable property for which advances have been paid to third parties, disclosures regarding: (i) the names, addresses, descriptions and occupations of the vendors; (ii) the amount paid or payable in cash, to the vendor and where there is more than one vendor, or the company is a sub-purchaser, the amount so paid or payable to each vendor, specifying separately the amount, if any, paid or payable for goodwill; (iii) the nature of the title or interest in such property proposed to be acquired by the company; and (iv) the particulars of every transaction relating to the property completed within the two preceding years, in which any vendor of the property or any person who is or was at the time of the transaction, a promoter or a director or proposed director of the company, had any interest, direct or indirect, specifying the date of the transaction and the name of such promoter, director or proposed director and stating the amount payable by or to such

vendor, promoter, director or proposed director in respect of the transaction. Provided that if the number of vendors is more than five, then the disclosures as required above shall be on an aggregated basis, specifying the immoveable property being acquired on a contiguous basis with mention of the location/total area and the number of vendors from whom it is being acquired and the aggregate value being paid. Details of minimum amount, the maximum amount and the average amount paid/ payable should also be disclosed for each immovable property:

Not applicable.

(k) If: (i) the proceeds, or any part of the proceeds, of the issue of the debt securities/non-convertible redeemable preference shares are or are to be applied directly or indirectly and in any manner resulting in the acquisition by the company of shares in any other body corporate; and (ii) by reason of that acquisition or anything to be done in consequence thereof or in connection therewith, that body corporate shall become a subsidiary of the company, a report shall be made by a Chartered Accountant (who shall be named in the issue document) upon – (A). the profits or losses of the other body corporate for each of the three financial years immediately preceding the issue of the issue document; and (B). the assets and liabilities of the other body corporate as on the latest date to which its accounts were made up. The said report shall: (i) indicate how the profits or losses of the other body corporate dealt with by the report would, in respect of the shares to be acquired, have concerned members of the issuer company and what allowance would have been required to be made, in relation to assets and liabilities so dealt with for the holders of the balance shares, if the issuer company had at all material times held the shares proposed to be acquired; and (ii) where the other body corporate has subsidiaries, deal with the profits or losses and the assets and liabilities of the body corporate and its subsidiaries in the manner as provided in paragraph (c) (ii) above.

Not applicable.

(l) The broad lending and borrowing policy including summary of the key terms and conditions of the term loans such as re-scheduling, prepayment, penalty, default; and where such lending or borrowing is between the issuer and its subsidiaries or associates, matters relating to terms and conditions of the term loans including re-scheduling, prepayment, penalty, default shall be disclosed.

As per Section 4.21 of the Key Information Document.

(m) The aggregate number of securities of the issuer company and its subsidiary companies purchased or sold by the promoter group, and by the directors of the company which is a promoter of the issuer company, and by the directors of the issuer company and their relatives, within six months immediately preceding the date of filing the issue document with the Registrar of Companies, shall be disclosed.

NIL

(n) Reference to the relevant page number or the note to the financial statements of the audit report which sets out the details of the related party transactions entered during the three financial years immediately preceding the issue of issue document.

(i) Note 42 to financial statement for the Financial Year 2024-2025
(ii) Note 41 to financial statement for the Financial Year 2023-2024

(iii) Note 41 to financial statement for the Financial Year 2022-2023

(o) The summary of reservations or qualifications or adverse remarks of auditors in the three financial years immediately preceding the year of issue of issue document, and of their impact on the financial statements and financial position of the company, and the corrective steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remarks.

There are no reservations or qualifications or adverse remarks of auditors in the three financial years immediately preceding the year of issue of document.

(p) The details of the following items in the three years immediately preceding the year of issue of issue document / Key Information Document, in the case of the issuer being a company and all of its subsidiaries: (i) any inquiry, inspections or investigations initiated or conducted under the securities laws or Companies Act, 2013 (18 of 2013) or any previous companies law; (ii) prosecutions filed, if any (whether pending or not); (iii) fines imposed or offences compounded:

Nil

(q) The details of acts of material frauds committed against the Issuer in the preceding three financial years and current financial year, if any, and actions taken by the Issuer:

Nil

(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

SECTION 5: MATERIAL CHANGES, IF ANY, IN THE INFORMATION PROVIDED IN THE GENERAL INFORMATION DOCUMENT, AND OTHER DISCLOSURES UNDER SCHEDULE I OF SECURITIES EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021

This Key Information Document is prepared in accordance with the provisions of regulations issued by SEBI, RBI and Companies Act. Other than to the limited extent set out hereunder, please refer to SECTION 5: of this Key Information Document for other disclosures under the Schedule I of the Securities Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 issued vide circular number SEBI/LAD-NRO/GN/2021/39 dated August 09, 2021, as amended from time to time.

5.1 Use of proceeds (in the order of priority for which the said proceeds will be utilized): (i) purpose of the placement; (ii) break-up of the cost of the project for which the money is being raised; (iii) means of financing for the project; (iv) proposed deployment status of the proceeds at each stage of the project.

Use of proceeds: The proceeds of the Issuance will be utilized for on-lending purposes. Provided that no part of the proceeds shall be utilized directly/indirectly towards the following:

(a) capital markets (including equity, debt, debt linked and equity linked instruments or any other capital market land activities);

(b) any speculative purposes;

(c) land acquisition or usages that are restricted for bank financing;

(d) investment in the real estate sector; and

(e) in contravention of any applicable law.

Break-up of the cost of the project for which the money is being raised: NA

Means of financing for the project: NA

Proposed deployment status of the proceeds at each stage of the project: NA

5.2 Expenses of the Issue:

Expenses*	Fees Amount (in Rs.)	Fees as a percentage of total issue expenses (%)	Fees as a percentage of total issue size (%)
Lead manager(s) fees	-	-	-
Underwriting commission	-	-	-
Brokerage, selling commission and upload fees	-	-	-

Fees payable to the registrars to the issue	12,390	0.86%	0.00%
Advertising and marketing expenses	-	-	-
Fees payable to the regulators including stock exchanges	1,65,235	11.52%	0.07%
Expenses incurred on printing and distribution of issue stationary	-	-	-
Any other fees, commission or payments under whatever nomenclature	12,57,200	87.62%	0.50%

Note: all costs disclosed hereinabove are inclusive of taxes
*Above expenses are based on best estimate basis.

5.3 Contribution being made by the directors as part of the offer or separately in furtherance of such objects.

NIL

5.4 Any financial or other material interest of the directors, promoters, key managerial personnel or senior management in the offer and the effect of such interest in so far as it is different from the interests of other persons.

The directors, promoters or key managerial personnel do not have any financial or other material interest in the offer/issue of Debentures.

5.5 In case the issuer is a Non-Banking Finance Company (NBFC) and the objects of the issue entail loan to any entity who is a 'group company' then disclosures shall be made in the following format:

Not applicable.

5.6 Consent of directors, auditors, bankers to issue, solicitors or advocates to the issue, legal advisors to the issue, lead managers to the issue, Registrar to the Issue, and lenders (if required, as per the terms of the agreement) and experts:

(i) Consent of Directors: The board of directors have vide their resolution dated May 16, 2025, read with the resolution passed by the Resource and Mobilization Committee of the Board of Directors dated _March 13, 2026 provided their consent in relation to the Issue.
(ii) Consent of Auditors: The Company has received formal consent from the statutory auditors to disclose their name in this Key Information Document. This consent was granted by the auditor on November 19, 2024.
(iii) Consent of Bankers: N.A.
(iv) Consent of Solicitors / Advocates / Legal Advisors: N.A.

(v) Consent of Lead Managers: N.A.
(vi) Consent of Registrar: Consent letter dated March 24, 2026 has been obtained from KFin Technologies Private Limited
(vii) Consent of Lenders: N.A.
(viii) Consent of Experts: N.A.

5.7 The names of the debentures trustee(s), a statement to the effect that the debenture trustee has consented to its appointment along with a copy of the agreement executed by the debenture trustee with the issuer in accordance with regulation 13 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 made accessible through a web-link or a static quick response code displayed in the issue document: Provided that in case the issuer files a general information document or shelf prospectus, the issuer may disclose a copy of the letter obtained from the debenture trustee consenting to its appointment instead of the agreement.

Explanation: In case the issuer files a key information document or tranche prospectus in accordance with these regulations, the issuer shall disclose a copy of the agreement stated above

The Debenture Trustee of the proposed Debentures is Catalyst Trusteeship Limited. Catalyst Trusteeship Limited has given its written consent for its appointment as debenture trustee to the Issue and inclusion of its name in the form and context in which it appears in this Key Information Document. The consent letter from the Debenture Trustee and the copy of the Debenture Trustee Agreement is provided in **Annexure IV** of this Key Information Document.

5.8 Rating and Rating Rationale:

The Rating Agency has assigned a rating of 'ICRA BBB; Outlook: Negative' *vide* the rating rationale and the rating letter which has been attached in **Annexure III.**

5.9 If the security is backed by a guarantee or letter of comfort or any other document / letter with similar intent, a copy of the same shall be disclosed. In case such document does not contain detailed payment structure (procedure of invocation of guarantee and receipt of payment by the investor along with timelines), the same shall be disclosed in the offer document.

N.A.

5.10 Consent Letter from the Debenture Trustee

The consent letter from the Debenture Trustee is provided in **Annexure IV** of this Key Information Document.

5.11 Disclosure of Cash flow with date of interest/dividend/ redemption payment as per day count convention

A. The day count convention for dates on which the payments in relation to the non-convertible securities which need to be made, should be disclosed:

Please refer to **Annexure II** hereto.

B. Procedure and time schedule for allotment and issue of securities should be disclosed:

Please refer to S.no 4 of paragraph II (*Disclosures as per SEBI Debt Listing Regulations*) of Part A of this Key Information Document.

C. Cash flows emanating from the non-convertible securities shall be mentioned in the offer document, by way of an illustration:

Please refer to **Annexure II** hereto.

5.12 Names of all the recognized stock exchanges where the debt securities are proposed to be listed clearly indicating the designated stock exchange and the details of their in-principle approval for listing obtained from these stock exchange(s).:

The Debentures are proposed to be listed on the WDM segment of BSE. The Issuer has obtained an "in-principle" approval from BSE annexed to **Annexure V** of this Key Information Document.

5.13 Other details:

(a) **Issue / instrument specific regulations:**

The present issue of Debentures is being made in conformity with the applicable provisions of the Companies Act, 2013, and the SEBI Debt Listing Regulations.

(b) **Default in Payments**

The specifics of default / penal interest in case of default in payment of Interest or Redemption Installments in respect of the Debentures is as provided in Section 2.1 of this Key Information Document.

(c) **Application process:**

The application process for the Issue is as provided in Section SECTION 7: of this Key Information Document.

(d) **Project Details: gestation period of the project; extent of progress made in the project; deadlines for completion of the project; the summary of the project appraisal report (if any), schedule of implementation of the project:**

Not Applicable

(e) **Delay in listing**

Please refer the section named "*Listing (name of stock exchange(s) where it will be listed and timeline for listing*)" of Section 2.1 (*Issue Details*) of this Key Information Document.

(f) **Disclosure prescribed under the Private Placement Offer Cum Application Letter of Companies (Prospectus and Allotment of Securities) Rules, 2014 but not contained in this schedule, if any**:

The disclosures pertaining to Private Placement Offer Cum Application Letter for the Issue is as provided in Section SECTION 7: of this Key Information Document.

5.14 Undertaking by the Issuer: Please refer to Section SECTION 9: (*Undertaking*) and Section SECTION 10: (*Declaration*) of this Key Information Document.

5.15 Risk Factors: Please refer to Section SECTION 11: (*Specific Risk Factors*) of this Key Information Document along with Section 3 of the General Information Document.

5.16 Attestation by persons authorized by the Issuer: Please refer to Section SECTION 10: (*Declaration*) of this Key Information Document.

5.17 A statement containing particulars of the dates of, and parties to all material contracts, agreements:

The contracts and documents referred to hereunder are material to the Issue, may be inspected at the Registered Office of the Company between 10.00 am to 4.00 pm on working days.

S. No.	Nature of Contract
1	Certified true copy of the Memorandum & Articles of Association of the Issuer.
2	The relevant board resolution authorizing the issue of Debentures.
3	The relevant shareholder resolution authorizing the issue of non-convertible debentures by the Company.
4	Copies of Annual Reports of the Company for the last three financial years.
5	Credit rating letter from the Rating Agency.
6	Letter from Debenture Trustee giving its consent to act as Debenture Trustee.
7	Letter for Registrar and Transfer Agent.
8	Certified true copy of the certificate of incorporation of the Company.
9	Certified true copy of the tripartite agreement between the Company, the Registrar & Transfer Agent and the NSDL and CDSL.
10	Copy of application made to BSE for grant of in-principle approval for listing of Debentures.

(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

SECTION 6: ANY MATERIAL DEVELOPMENTS NOT DISCLOSED IN THE GENERAL INFORMATION DOCUMENT, SINCE THE ISSUE OF THE GENERAL INFORMATION DOCUMENT RELEVANT TO THE OFFER OF NON-CONVERTIBLE SECURITIES IN RESPECT OF WHICH THIS KEY INFORMATION DOCUMENT IS BEING ISSUED

NIL

(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

SECTION 7: PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER

PART – A

FORM NO PAS-4 PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER

[Pursuant to Section 42 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014]

7.1 General Information:

(a) **Name, address, website and other contact details of the Company, indicating both registered office and the corporate office:**

Issuer / Company:	NeoGrowth Credit Private Limited
Registered Office:	Times Square, Tower E, 9th Floor, Andheri Kurla Road, Marol, Andheri East, Mumbai, Maharashtra - 400059, India
Corporate Office:	Times Square, Tower E, 9th Floor, Andheri Kurla Road, Marol, Andheri East, Mumbai, Maharashtra - 400059, India
Telephone No.:	022-4921 9999
Website:	https://www.neogrowth.in/
Fax:	-
Contact Person:	Deepak Nath Goswami
Email:	secretarial@neogrowth.in

(b) **Date of Incorporation of the Company:**

May 17, 1993

(c) **Business carried on by the Company and its subsidiaries with the details of branches or units, if any;**

NeoGrowth is a leading middle layer non-banking financial company (NBFC-ML) registered with Reserve Bank of India ("**RBI**") under the Reserve Bank of India Act, 1934, bearing registration number B-13.02077 dated September 12, 2014.

NeoGrowth is a new-age lender, with a focus on Micro, Small, and Medium Enterprises (MSMEs). It is a Middle Layer Non- Banking Financial Company (NBFC-ML), offering a wide range of products tailored to the dynamic needs of small businesses. Its data science and technology-led approach enable it to offer quick and hassle-free loans to MSMEs across 75+ segments across 25+ locations in India. NeoGrowth offers a unique daily repayment option to its customers with multi-channel repayment modes. It has served and engaged with 1,50,000+ businesses and supported them with their growth ambitions. It not only helps small businesses grow but also drives financial inclusion making a positive social impact.

Founded by industry veterans, its Board of Directors comprises experts, who guide the leadership team toward its strategic goals. NeoGrowth was founded by Dhruv Khaitan and Piyush Khaitan a decade ago and is backed by renowned investors, namely Omidyar Network, Lightrock, Khosla Impact, Accion Frontier Inclusion Fund – Quona Capital, 360 One Asset, FMO, and Leapfrog Investments.

Small businesses and MSMEs play a pivotal role in the Indian economy, driving national development and spurring innovation. Despite their critical importance, these enterprises often encounter significant

challenges in accessing finance, primarily due to limited credit histories, complex application processes, and the lack of collateral.

At NeoGrowth, we address these challenges by providing tailored financial solutions that support MSMEs at every stage of their growth. Our product suite, including Retail Finance, Supply Chain Finance, and Plus Loans, is meticulously designed to meet their diverse funding needs. To stay ahead of the curve, we emphasise continuous product innovation, enhancing our existing products and developing new offerings that cater to the evolving needs of our valued customers. This process includes leveraging technology, analysing market trends, and engaging with customers to understand their needs and create unique value propositions. Our strong commitment to innovation not only enriches our product portfolio but also positions us among the leaders in providing innovative financial solutions.

NeoGrowth's digital ecosystem is designed for agility and scalability, supporting seamless product lifecycle management and operational efficiency. By integrating with Digital Public Infrastructure for e-KYC and e-sign, and extensively leveraging digital payments data, we ensure robust and streamlined processes. Our tech stack features advanced Loan Origination System (LOS) architecture, AWS cloud servers, and proprietary algorithms, ensuring operations that are assetlight, cost-efficient, and highly responsive. Our infrastructure is capable of managing diverse data volumes, handling complex use cases across various loan applications, and seamlessly integrating with all operational functions. This scalability and agility position us to accommodate future growth and swiftly adapt to evolving market demands, ensuring we remain at the forefront of financial innovation.

NeoGrowth's operational efficiency is anchored in optimised processes, advanced data analytics, significant increase in productivity and reduction in costs. By streamlining operations and leveraging technology, NeoGrowth achieves superior performance, resulting in an efficient operating structure and higher net revenue.

Details of branches with address as on date of this Key Information Document:

As of the date of the Key Information Document/this PPOA, the Company has 44 branches across 15 states.

Sr No.	State	Branch	Address
1	Gujarat	Ahmedabad	305-306, RainDrops Building, Opp. Yes Bank, C. G. Road, Ahmedabad - 380006
2	Rajasthan	Ajmer	Plot No. 5, LIC Colony, 3rd Floor, Anasagar Circular Road, Vaishali Nagar, Ajmer – 305004, Rajasthan
3	Maharashtra	Aurangabad	1st Floor, Kandi Tower, Central Wing, Jalna Road, Above Equitas Bank, Near Mondha Flyover, Chhatrapati Sambhaji Nagar – 431001
4	Karnataka	Bangalore	NeoGrowth Credit Pvt ltd “LANGFORD AVENUE” bearing No.14, Langford Garden, Near Richmond Road Flyover Bangalore – 560 025,
5	Karnataka	Bangalore Tech	564/564-1, SriGandha Arcade, 9th Cross Road, 3rd Phase, J P Nagar, Bengaluru, Karnataka - 560078
6	Gujarat	Baroda	1-2 units, Shop no. 122 & 123, 1st Floor, Darshanam Galleria, Sun Pharma Road, Baroda - 390020

7	Karnataka	Belgaum	2nd Floor, Bharati Sankul, Club Rd, beside Harsha Electronics, , Belgaum – 590001
8	Madhya Pradesh	Bhopal	Ambika Arcade, 4th floor Z-19, Opposite Chittod Complex, Zone -1, Maharana Pratap Nagar, Bhopal - 462011, Madhya Pradesh.
9	Odisha	Bhubaneswar	NeoGrowth Credit Pvt Ltd. 5C, 5th Floor, Metro House, Plot No-A/410, Vani Vihar Square, Saheed Nagar, Bhubaneswar – 751007.
10	Maharashtra	Borivali	NeoGrowth Credit Pvt. Ltd. Block no. 16 B – 1 Laxmi Nivas CHS Ltd., Pai Nagar, Mandpeshwar Road, Near Gokul Hotel, Behind Ganjawala Apartment, S V P Road, Borivali West, Mumbai - 400092
11	UT	Chandigarh	2nd Floor, Office No.7, S.C.O.55-56-57, Sec-8C, Chandigarh-160008
12	Tamil Nadu	Chennai	3rd Floor, South Wing, Karumuthu Centre Old door no. 498 & New door 634, Anna Salai, Teynampet Village, Chennai-600035,
13	Tamil Nadu	Coimbatore	NeoGrowth Credit Pvt. Ltd. Office No. 1940/2, 2nd Floor, Trichy Main Road, Ramanathapuram, Coimbatore 641045, Tamil Nadu.
14	Delhi	Delhi - Patel Nagar	NeoGrowth Credit Pvt. Ltd - Building No.17, 1st and 2nd Floor, West Patel Nagar, Patel Nagar, New Delhi - 110008
15	Karnataka	Gulbarga	Inderdas Tower 2nd Floor plot no 104, 105, Supermarket, Near Bata Showroom, Kalaburagi – 585101
16	Karnataka	Hubballi	NeoGrowth Credit Pvt. Ltd. 3rd Floor, Shop no. 307, M/s. Nirvan construction, H.D.B.R.T.S Road, Opp. KSRTC Depot, Hosur, Hubballi - 580021
17	Telangana	Hyderabad	602, Lake Shore Towers, Raj Bhavan Road, Somajiguda, Hyderabad, Telangana - 500082
18	Madhya Pradesh	Indore	NeoGrowth Credit Pvt. Ltd., "109, 1st floor Starlit Tower " 29, Yashawant Niwas Road, Indore 452001 (M.P)
19	Rajasthan	Jaipur	Neogrowth Credit P. Ltd. Fortune Height Office No 403,Fourth Floor, Subash Marg, C-Scheme, Jaipur - 302001
20	Jharkhand	Jamshedpur	NeoGrowth Credit Pvt. Ltd. Office no. 1, 4th Floor, Meghdeep Building, Q Road, Bistupur, Jamshedpur - 831001
21	Rajasthan	Jodhpur	1st Floor, Office no. 102 and 103, Sanskriti Tower, Near Vishal Mega Mart, 5 Devendra Singhvi Marg, Choupasni Road, Jodhpur – 342001, Rajasthan

22	Maharashtra	Kolhapur	Unit No 103, 1st Floor, Crossroad Building Dabholkar Corner New Shahu Puri Kolhapur – 416001, Maharashtra
23	West Bengal	Kolkata	NeoGrowth Credit Pvt. Gitanjali Apartment, 8/B, Middleton Street, 3rd Floor, Room No. 3A, Kolkata, West Bengal - 700071
24	Uttar Pradesh	Lucknow	NeoGrowth Credit Pvt. Ltd. 315, K S Trident, 1st floor, Kailash Complex, Rana Pratap Marg, Hazratganj, Lucknow-226001 (U.P) Landmark- Opposite NBRI office.
25	Punjab	Ludhiana	NeoGrowth Credit Pvt. 3rd Floor, Apra Towers, Cabin no. 304, SCO-130,31-32, Feroze Gandhi Market, Ludhiana – 141001
26	Tamil Nadu	Madurai	NeoGrowth Credit Pvt. 38 & 38/2, Krishnarayar Thepakulam Street, Land mark: Behind Bandhan Bank Madurai, Tamil Nadu- 625009.
27	Karnataka	Mangalore	Door no. 13-12-1394/57(1), No. A1, 3rd Floor, A Wing, Rama Bhavan Complex, Mangalore - 575003
28	Karnataka	Mysore	NeoGrowth Credit Pvt. Ltd., CH-16, : #415/B, 1st Floor, Cantour Road, 1st Main Road, Gokulam 3rd Stage, V V Mohalla, Mysore 570002 Karnataka
29	Maharashtra	Nagpur	301, Third Floor, Gyarsi Prasad, NIT Plot No 222, Gokulpeth Nagpur, MH -440010
30	Maharashtra	Nashik	NeoGrowth Credit Pvt. Ltd. Office No. 503 & 504, 'Shree Ganesh Kuber', 5th Floor, KBT Circle, Gangapur Road, Nashik – 422013
31	Haryana	Panipat	1st floor, 294 Jubin tower, Near ICICI Bank, beside Swastika Road G T Road Panipat, Haryana - 132103
32	UT	Puducherry	127, 100 Feet Road, Ground Floor, Nadesan Nagar, Indira (Landmark - Gandhi Circle), Puducherry - 605005
33	Maharashtra	Pune	NeoGrowth Credit Pvt. Ltd. 1st floor, Office No. 404 & 405, Connaught Place, CTS No. 28, H. No. 25 S No. 327 Bund Garden Road, Pune-411001
34	Gujarat	Rajkot	NeoGrowth Credit Pvt. Ltd. Office No. 906, 'King's Plaza', Astron Chowk, Sardarnagar Main Road, Rajkot - 360001
35	Gujarat	Surat	NeoGrowth Credit Pvt. Ltd. 212 International Trade Centre, Majuragate Char Rasta, Ring Road, Surat 395002.
36	Maharashtra	Thane	Neogrowth Credit P. Ltd. A-103, 1st Floor, Nagesh Co-operative society Ltd., Near Aradhana Talkies, Lal Bahadur Shastri Marg, Naupada, Thane West - 400602

37	Maharashtra	Times Square	NeoGrowth Credit Pvt. Times Square 9th Floor, E wing, Andheri Kurla Road, Marol, Andheri East , Mumbai-400059. Maharashtra
38	Tamil Nadu	Tiruchirappalli	2nd Floor, SBS Complex D28/1, 7th Cross East, Thillai Nagar - 620018
39	Andhra Pradesh	Tirupati	NeoGrowth Credit Pvt. Ltd. DR. BK Reddy Building 19-8-83, Sivaji Nagar, RC Road, Tirupati - 517501, AP
40	Tamil Nadu	Tiruppur	2nd floor No. 266, Bungalow Street, Avinashi - Tirupur Rd, near Yes Bank, Odakkadu, Tirupur, Tamil Nadu 641602
41	Karnataka	Tumkur	S S Arcade, 1st Floor, Opp Govt Polytechnic College, BH Road, Tumkur - 572103
42	Rajasthan	Udaipur	Kalpana Business Centre, 1st Floor, 6 Town Hall, Opp. Nagar Nigam Parking, Udaipur - 313001, Rajasthan
43	Andhra Pradesh	Vijayawada	NeoGrowth Credit Pvt. Ltd. Door no. 39-10-19 SRI , 2nd Floor, Sri Surya Enclave, Labbipet, Vetahnari Hospital Road, M G Road, Vijaywada(Urban) Andhra Pradesh-520010 Venkateshwarpuram Krishna,
44	Andhra Pradesh	Visakhapatnam	NeoGrowth Credit Pvt. Ltd. Flat No. 403, 3rd Floor, Door No. 47-10-22, Pakki's Apartment, Dwarakanagar, Visakhapatnam-530016 Landmark - 2nd Lane

Subsidiary details: As of the date of the Key Information Document/this PPOA, the Company does not have any Subsidiary

(d) **Details of the Board of Directors of the Company and their Profile:**

Name	Designation	Experience
Mr. Dhruv Kumar Khaitan	Founder, Non-Executive Director	• Mr. D.K Khaitan (DK) has been involved as a founder, in conceptualizing, creating and scaling high technology ventures in India. He has been a strategic mentor in these companies, and guided these companies through their stages of start-up, growth, market leadership and eventual divestment to strategic buyers who wanted to establish their leadership in India. • Chairman of Venture Infotek until divestiture. • Established an industrial automation start-up which evolved into a joint venture with, and eventually a divestment to the Fortune 500 Rockwell International of USA. • He holds Bachelors' degree in Physics from the University of Kolkata, Bachelor's degree in Electrical Engineering from MIT, USA; Master's Degree from University of California, Berkley, USA. • Along with his family, DK has participated and supported various cultural, spiritual and philanthropic organizations in India.

Mr. Piyush Kumar Khaitan	Founder, Non-Executive Director and Chairman	• Mr. P.K. Khaitan (PK) is a seasoned operating executive who has successfully founded a number of businesses and operated them to high levels of success. He founded NeoGrowth Credit Pvt. Ltd. in 2011-12 and served as Managing Director until December 2022. He is now Chairman of the Board. • He was the Founder & Managing Director of Venture Infotek Global Pvt Ltd., (now Worldline India Pvt. Ltd.) until divestment in 2010-11. He had also founded DEI Ltd., India's largest secure card bureau which was merged into Venture Infotek in 2007. • He has worked closely with the Reserve Bank of India, the Indian Banks' Association and the Card Networks, in framing policies and giving direction to the digital payments industry in India. He was the Founder Chairman of the 'ePayments Focus Group' of the Smart Card Forum of India (SCAFI) from 2000 to 2005. He was also one of the three original founders of The Digital Lenders Association of India, DLAI, (now United Fintech Forum) and served as the first President in 2016-17. This is the representative body of all digital lending companies in India. • He has Bachelor's degree with Honours from the Bombay University, and has done the Small and Medium Enterprises Program (SMEP) from IIM, Ahmedabad.
Mr. Ganesh Rengaswamy	Minority Shareholders Director	• Mr. Ganesh Rengaswamy, co-founder and Managing Partner at Quona Capital, leads the firm's investment strategy across India and Southeast Asia. Ganesh previously led Aian investments for Accion Frontier Investments, and was a General Partner at Lok Capital, backing financial inclusion and social enterprise ventures. • He also served as Asia Director at Unitus, where he invested in and advised top-tier financial institutions including SKS/Bharat Financial, Ujjivan, Equitas, Northern Arc, Vistaar, and Bandhan. • Ganesh played a key role in launching Greylock Partners in India and co-founded Travelguru.com, later acquired by Travelocity. Earlier in his career, he drove growth for Fortune 1000 clients at Infosys. • A recognized voice in fintech and impact investing, Ganesh is a regular speaker at global forums including the Singapore Fintech Festival, GIIN, and SuperReturn. Notable exits include IndiaMart (IPO), Coins.ph (acquired by Go-Jek), and Shubham (Premji Invest). • He has been featured in Bloomberg, CNBC, The Economic Times, and Mint. • He holds MBA from Harvard Business School
Mr. Pranav Kumar	Nominee Director	• Mr. Pranav Kumar is a Partner in Leap Frog's Asia Financial Services team based in Singapore.

		• He leads new investments, portfolio management and exits across South and Southeast Asia. He currently serves on the boards of LeapFrog partner companies Dvara Kshetriya Gramin Financial Services Private Limited and Shubham Housing Development Finance Company Limited. His other notable transactions include NeoGrowth, Fincare (acquired by AU Bank) and Magma Fincorp (exited). • Prior to joining LeapFrog, Mr. Pranav held positions at the World Bank Group and McKinsey & Company. He holds an MBA from Indian Institute of Management, Ahmedabad, and a Bachelor of Technology degree in Computer Science and Engineering from the Indian Institute of Technology, Bombay.
Ms. Bindu Ananth	Independent Director	• Ms. Bindu Ananth has an under-graduate degree in Economics from Madras University and Masters Degrees from the Institute of Rural Management (IRMA) and Harvard University's John F Kennedy School of Government. • Bindu is the Chair & Co-founder of Dvara Trust. Prior to this, Bindu worked in ICICI Bank's microfinance team between 2001 and 2005 and was head of the new product development team within their Rural Banking Group in 2007. • Bindu has co-edited "Financial Engineering for Low-Income Households", a book published by SAGE. She has also published in the Economic and Political Weekly, OECD Trade Paper Series and the Small Enterprise Development Journal. • Bindu has made several public policy contributions. She has been a member of 3 RBI Committees: Comprehensive Financial Services for Low-Income Households and Small Businesses (2013), Housing Finance Securitisation (2019) and Committee on MSMEs (2019). She was a member of the Government of India's High-Level Committee on Women (2014-15). She was a member of the Taskforce of the Insolvency & Bankruptcy Board of India (2017).She was a member of the World Bank's Consultative Group to Assist the Poor (CGAP) from 2017-22. • In 2017, Bindu was featured by Forbes as one of India's leading women leaders and received the Women's Leadership Award in 2020 from Economic Times (ET) Prime. She received the Raymond Vernon Prize for Outstanding Commitment to International Development from Harvard University.
Mr. Arun Kumar Nayyar	Managing Director & CEO	• A Chartered Accountant having a well-diversified experience of around 22+ years in the financial services domain. • Successful track record of building businesses from scratch, scaling up established businesses and managing stressed portfolios. • Led businesses across Micro Enterprise Lending, SME Lending and Consumer Finance.

		• Deep understanding of key business drivers, risk and product Management, Route to Market and digital lending. • Experience includes a large retail financing NBFC (Edelweiss), Citibank & CRISIL (A S&P Global Company).
Mr. Ramakrishnan Subramanian	Nominee Director	• Mr. Ramakrishnan is a career banker and financial services industry leader with 30+ years experience. He has done roles in Strategy, Board, Governance coupled with a strong execution track record across Retail & SME businesses, M&A, and commercial banking. He has run and built businesses in Retail Financing for HDFC bank & other entities from start-up to scale-up in Mortgage, LAP, personal Loans, business loans, SME, LAS, gold loans, auto-finance, commercial vehicles, equipment financing, securitisation. • He has worked in several senior roles at large universal banks, and NBFCs involving strategy, business setup, scale-up, transformation, JVs, franchise sales & exits, across India, Singapore, Hong Kong & Thailand managing multiple ASEAN countries. He has held leadership roles at Citibank, HDFC bank, Standard Chartered, ING, etc. since 1992. • He currently serves as a Sr. Advisor, Operating Partner equivalent, and Domain Consultant with select private equity, venture capital, and Fintechs in India & ASEAN. • He is a Board member of IIFL finance, IIFL OPEN and has also served as a Board member of ING Vysya Bank (Kotak Bank) and Shriram Capital Ltd, Shriram Transport Finance Ltd, Shriram City Union, Shriram Life & General insurance. • He is a Chartered Accountant, Cost & Management Accountant, M Com. & has done the Fintech program from Harvard University
Mr. Suresh Jayaraman	Independent Director	• J. Suresh was the Managing Director & CEO of Arvind Fashions Ltd. He joined the company in September 2005 and turned it around by strengthening its brands and retail portfolio through organic growth and acquisitions, and aggressively growing Unlimited as a leading value retail chain in apparel. During his 16-year tenure, the company's turnover increased 30 times with a multifold increase in profits leading to the listing of Arvind Fashions Ltd. • Prior to joining Arvind, he held several senior positions during his 18-year-old stint in Hindustan Unilever Ltd and served as a member of the management committee of the foods and beverages business. • He was appointed by JP Morgan Chase as CEO when they invested in MTR Foods and was instrumental in growing a regional brand to a national brand with a global presence. • He was the past Chairman of the CII National Committee on Retail in 2013-2014, Chairman of India Fashion Forum, and is a member of the National Council of Retailers Association of India

		• Post retirement, he has taken up the role of Senior Advisor with Boston Consulting Group (BCG). He is also on the Board of four companies and advises companies as an Independent consultant. • Suresh is a mechanical engineer and has an MBA from IIM Bangalore.
Ms. P. H. Vijaya Deepti	Nominee Director	• Vijaya Deepti is a Member - Board of Directors at Tata AIG General Insurance Co. Ltd and a Member of the Risk Management Committee and Audit Committee. As an Independent Director at Aster DM Healthcare, she Chairs the Risk Management Committee and Technology Steering Committee in addition to being a member of the Nominations, Remuneration and Compensations and CSR Committees. As an Additional Director at CreditAccess Life Insurance Company, she Chairs the PP, GR and CM and the NRC and is a member of the Audit Committee. She is an Director on the Board of NeoGrowth Credit Pvt Ltd. She is a Director on the Board of GIEEE Institute of Engineers and a Trustee at Grassroots Research and Advocacy Movement. • She was the CEO of Tata Insights and Quants a Division of the Tata Industries Ltd. The Organization is a Center of Excellence for Data and Analytics for the Tata Group. The focus is to work with the Tata Group Companies on leveraging Advanced Analytics to address business challenges. She has been supporting IEEE Working Groups to build Industrial AI Standards. • She was with Tata Consultancy Services (TCS) for over three decades and held roles both at Corporate and Business Unit Level. As a member of the Corporate Governance Team, she supported multiple Business Units in their strategic initiatives and programs. She was on the Board of Diligenta which is a Regulated Subsidiary of TCS in UK. As Head of Global Insurance Product Business at TCS, she was responsible for product development and client delivery initiatives globally. Previously, she served as the Head of Global Insurance Delivery with an additional responsibility to grow UK and European Insurance business. Under her leadership, the TCS Insurance unit won a number of strategic large deals, acquired new customers and achieved multifold growth. • As a long-standing member of TCS Business Excellence Council, Deepti has been responsible for driving the TATA Group's Business Excellence (TBEM) initiative. She has worked as Head of Quality Council and has championed various Six Sigma Initiatives within TCS across multiple customer engagements.

		• In Dec 2009, she was conferred the "Leading Business Woman of The Year" award by Women Leaders in India (WLII) in recognition for her contribution towards growing the insurance business within TCS despite the global economic downturn. In 2023, she was conferred Distinguished Alumnus Award by VJTI, Mumbai. • She has been working with a number of NGO's in areas such as Integrated Forest Management, Education for under-privileged and grooming of leadership talent.
Mr. Deepak Nath Goswami	Executive Director and Chief Financial Officer	• A CA, CFA & MBA having well diversified experience of around 23 years in leading strategic planning, finance, treasury, investor relations, compliance and project implementation. • Worked as CFO for Samaaru India, Samaaru Finance and Spandana Sphoorty Financial Limited. • He also had a long stint in GE Capital - SBI Cards as SVP Finance and with Mahindra Comviva & TATA Power.

(e) **Details of Key Management Personnel of the Company and their Profile:**

Key Management Personnel		
Name	**Designation**	**Experience**
Arun Kumar Nayyar	Managing Director and Chief Executive Officer	Over 22+ years of extensive experience in SME lending portfolio, consumer & commercial portfolio, in different organizations (Edelweiss Group, Citibank & CRISIL). Has been responsible for setting up the SME lending business within the retail finance vertical, he successfully built, from scratch, a differentiated and robust Rs 3000 crs SME portfolio
Deepak Nath Goswami	Executive Director and Chief Financial Officer	Deepak is a Chartered Accountant, an MBA and a CFA. He has over 23 years of rich and diversified experience in the field of strategic planning, finance, investor relations, compliance and project implementation. Prior to joining NeoGrowth, Deepak was at Samaaru Finance, where he was the CFO. Prior to Samaaru Finance, he has worked with Spandana Sphoorty Financial Limited as a CFO. He also had a long stint in GE Capital - SBI Cards as SVP Finance.
Shreyas Mehta	Company Secretary	Mr. Shreyas Mehta is a qualified company secretary having a post qualification experience of 10+ years in the field of Corporate Secretarial & Compliance. A Result-oriented professional with deep understanding of corporate laws, securities laws & capital market and corporate governance. In his career he has been a Chief advisor to the Board of Directors on best practices in corporate governance and responsible for regulatory compliances of company. He has previously worked as a Company Secretary & Compliance Officer at Star Housing Finance Ltd - BSE listed rural focused housing finance company. He is a member of The Institute of Company Secretaries of India with Bachelor's degree in Financial Market from Mumbai University.

(f) **Name, addresses, DIN and occupations of the directors**:

S. No.	Name of the Directors	Address	DIN	Occupation
1	Mr. Dhruv Kumar Khaitan	411, 11th Floor, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai – 400018	00002584	Business
2	Mr. Piyush Kumar Khaitan	T4-182, Pebble Bay, R.M.V, 2nd Stage, Bengaluru 560 094	00002579	Business
3.	Mr. Ganesh Venkateshwaran Rengaswamy	C-1072 Windmills of Your Mind, Epip Zone Whitefield, Bengaluru-560066, Karnataka	02656783	Service
4.	Mr. Pranav Kumar	62 Bayshore Road, #21-03, Pearl Tower, Bayshore Park, Singapore-469983	07896173	Service
5.	Ms. Bindu Ananth	9-C, Dover Court, Srikandath Road, Opposite Saraf Hospital Kochi M.G. Road, Ernakulam Kerala 682016	02456029	Service
6.	Mr. Arun Kumar Nayyar	Apartment 105, D wing, Castlerock, Hiranandani Gardens, Powai, Mumbai 400076	06804277	Service
7.	Mr. Ramakrishnan Subramanian	110 Tanjong Rhu Road, #1-01 Camelot, Singapore - 436928	02192747	Service
8.	Mr. Suresh Jayaraman	Villa FE 29, 77 East, Divyashree 77 Towncenter, Yemlur Road, Bangalore – 560037	03033110	Service
9.	Ms. P.H. Vijaya Deepti	C 12, Legacy Soreno, 1st Main, 5th Cross, Tatanagar, Devinagar, Bengaluru-560092	08125456	Professional
10.	Mr. Deepak Nath Goswami	302 Third Floor Augusta Lodha	11488491	Service

		Aurum Grande CHS Ltd, Kanjur Village Road, Kanjur Marg East, 400042		

7.2 MANAGEMENT PERCEPTION OF RISK FACTORS:

The following are the risks relating to the Company, the Debentures and the market in general envisaged by the management of the Company. Potential Investors should carefully consider all the risk factors stated in this Private Placement Offer cum Application Letters for evaluating the Company and its business and the Debentures before making any investment decision relating to the Debentures. The Company believes that the factors described below represent the principal risks inherent in investing in the Debentures. Potential Investors should also read the detailed information set out elsewhere in this Private Placement Offer cum Application Letters and reach their own views prior to making any investment decision.

GENERAL RISKS

RISKS IN RELATION TO THE NON-CONVERTIBLE SECURITIES:

(a) Repayment is subject to the credit risk of the Issuer.

Potential Investors should be aware that receipt of the principal amount, (i.e. the redemption amount) and any other amounts that may be due in respect of the Debentures is subject to the credit risk of the Issuer. Potential Investors assume the risk that the Issuer will not be able to satisfy their obligations under the Debentures. In the event that bankruptcy proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Issuer, the payment of sums due on the Debentures may not be made or may be substantially reduced or delayed.

(b) The secondary market for non-convertible securities may be illiquid.

The non-convertible securities may be very illiquid and no secondary market may develop in respect thereof. Even if there is a secondary market for the non-convertible securities, it is not likely to provide significant liquidity. Potential Investors may have to hold the Debentures until redemption to realize any value.

(c) Credit Risk & Rating Downgrade Risk

The Rating Agency has assigned the credit ratings to the Debentures. In the event of deterioration in the financial health of the Issuer, there is a possibility that the rating agency may downgrade the rating of the Debentures. In such cases, potential Investors may incur losses on revaluation of their investment or make provisions towards sub-standard/ non-performing investment as per their usual norms.

(d) Changes in interest rates may affect the price of Debentures.

All securities where a fixed rate of interest is offered, such as this Issue, are subject to price risk. The price of such securities will vary inversely with changes in prevailing interest rates, i.e. when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fall

or rise in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of prevailing interest rates. Increased rates of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the pricing of the Debentures.

(e) Tax Considerations and Legal Considerations:

Special tax considerations and legal considerations may apply to certain types of investors. Potential Investors are urged to consult with their own financial, legal, tax and other advisors to determine any financial, legal, tax and other implications of this investment.

(f) Accounting Considerations:

Special accounting considerations may apply to certain types of taxpayers. Potential Investors are urged to consult with their own accounting advisors to determine implications of this investment.

(g) Material changes in regulations to which the Issuer is subject could impair the Issuer's ability to meet payment or other obligations.

The Issuer is subject generally to changes in Indian law, as well as to changes in government regulations and policies and accounting principles. Any changes in the regulatory framework could adversely affect the profitability of the Issuer or its future financial performance, by requiring a restructuring of its activities, increasing costs or otherwise.

RISKS IN RELATION TO THE SECURITY CREATED IN RELATION TO THE DEBT SECURITIES. FURTHER, ANY RISKS IN RELATION TO MAINTENANCE OF SECURITY COVER OR FULL RECOVERY OF THE SECURITY IN CASE OF ENFORCEMENT

(a) **Security may be insufficient to redeem the Debentures**

In the event that the Company is unable to meet its payment and other obligations towards Investors under the terms of the Debentures, the Debenture Trustee may enforce the Security as per the terms of security documents, and other related documents executed in relation to the Debentures. The Debenture Holder(s)' recovery in relation to the Debentures will be subject to (i) the market value of such Security (ii) finding willing buyers for the Security at a price sufficient to repay the Debenture Holder(s)' amounts outstanding under the Debentures. There is a risk that the value realised from the enforcement of the Security may be insufficient to redeem the Debentures.

Fluctuations in the market values of the assets over which security has been provided in respect of loans provided by the Issuer could affect the Issuer's liquidity and reduce the Issuer's ability to enforce the security, which could adversely affect the Issuer's result of operations and financial condition. The Issuer may not accurately identify changes in the value of assets over which security has been provided caused by changes in market prices, and the Issuer's assessments, assumptions or estimates may prove inaccurate.

Further, while the Debentures are secured against a charge to the tune of at least 100% (one hundred percent) of the principal and interest amount in favour of the Debenture Trustee, and it is the duty of the Debenture Trustee to monitor that the security is maintained, however, the possibility of recovery of 100% (one hundred percent) of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.

(b) **LEGALITY OF PURCHASE**

Potential Investors in the Debentures will be responsible for the lawfulness of the acquisition of the Debentures, whether under the laws of the jurisdiction of their incorporation or the jurisdiction in which they operate or for compliance by that potential Investor with any law, regulation or regulatory policy applicable to it.

(c) **POLITICAL AND ECONOMIC RISK IN INDIA**

The Issuer operates only within India and, accordingly, all of its revenues are derived from the domestic market. As a result, it is highly dependent on prevailing economic conditions in India and its results of operations are significantly affected by factors influencing the Indian economy. An uncertain economic situation, in India and globally, could result in a further slowdown in economic growth, investment and consumption. A slowdown in the rate of growth in the Indian economy could result in lower demand for credit and other financial products and services and higher defaults. Any slowdown in the growth or negative growth of sectors where the Issuer has a relatively higher exposure could adversely impact its performance. Any such slowdown could adversely affect its business, prospects, results of operations and financial condition.

7.3 RISKS RELATED TO THE BUSINESS OF THE ISSUER

(a) ***Majority of the Issuer's loans are unsecured and the clients of these loans may be of high/medium risk category and if the Issuer is unable to control the level of non-performing loans ("NPAs") in the future, or if the Issuer's loan loss reserves are insufficient to cover future loan losses, the financial condition and results of operations may be materially and adversely affected.***

A majority of the Issuer's loan are in form of unsecured loans and the clients of these loans are of medium risk category.

The Issuer has various procedures and process controls in place to mitigate the risk.

As at March 31, 2025, the gross NPA was INR 178.83 Crores on a portfolio (principal outstanding balance) of INR 2,629.63 Crores.

(b) ***The Issuer cannot assure that it will be able to effectively control and reduce the level of the NPAs of its Client Loans. The amount of its reported NPAs may increase in the future as a result of growth of Client Loans, and also due to factors beyond its control, such as over-extended member credit that it is unaware of. If the Issuer is unable to manage NPAs or adequately recover its loans, the results of its operations will be adversely affected.***

The current loan loss reserves of the Issuer may not be adequate to cover an increase in the amount of NPAs or any future deterioration in the overall credit quality of Client Loans. As a result, if the quality of its total loan portfolio deteriorates the Issuer may be required to increase its loan loss reserves, which will adversely affect its financial condition and results of operations.

The members are poor and, as a result, might be vulnerable if economic conditions worsen or growth rates decelerate in India, or if there are natural disasters such as floods and droughts in areas where the Issuer's members live. Moreover, there is no precise method for predicting loan and credit losses, and the Issuer cannot assure that its monitoring and risk management procedures will effectively predict such losses or that loan loss reserves will be sufficient to cover actual losses. If the Issuer are unable to control

or reduce the level of its NPAs or poor credit quality loans, its financial condition and results of its operations could be materially and adversely affected.

(c) ***The Issuer's business operates through a large number of urban branches and is exposed to operational risks including fraud***

The Issuer is exposed to operational risks, including fraud, petty theft and embezzlement, as it handles a large amount of cash due to high volume of small transactions. This could harm its operations and its financial position.

As the Issuer handles a large amount of cash through a high volume of small transactions taking place in its network, the Issuer is exposed to the risk of fraud or other misconduct by its employees or outsiders. These risks are further compounded due to the high level of delegation of power and responsibilities that the Issuer's business model requires. Given the high volume of transactions processed by the Issuer, certain instances of fraud and misconduct may go unnoticed before they are discovered and successfully rectified. Even when the Issuer discovers such instances of fraud or theft and pursue them to the full extent of the law or with its insurance carriers, there can be no assurance that the Issuer will recover any such amounts. In addition, the Issuer's dependence upon automated systems to record and process transactions may further increase the risk that technical system flaws or employee tampering or manipulation of those systems will result in losses that are difficult to detect.

The Issuer maintains an internal audit process to ensure the operations team follows the defined procedures and reports any deviations to the operations staff and management team. The Issuer also has a strong MIS system that has a wide range of data that can be used to monitor financial and operational performance.

To mitigate the above risk, the Issuer maintains an internal audit process to ensure the operations team follows the defined procedures and reports any deviations to the operations staff and management team. The Issuer also has a MIS system able to generate data analysis that can be used to monitor financial and operational performance.

(d) ***The Issuer is exposed to certain political, regulatory and concentration of risks***

Due to the nature of its operations, the Issuer is exposed to political, regulatory and concentration risks. The Issuer believes a mitigant to this is to expand its geographical reach and may consequently expand its operations other states. If it is not effectively able to manage such operations and expansion, it may lose money invested in such expansion, which could adversely affect its business and results of operations.

Large scale attrition, especially at the senior management level, can make it difficult for the Issuer to manage its business.

If the Issuer is not able to attract, motivate, integrate or retain qualified personnel at levels of experience that are necessary to maintain the Issuer's quality and reputation, it will be difficult for the Issuer to manage its business and growth. The Issuer depends on the services of its executive officers and key employees for its continued operations and growth. In particular, the Issuer's senior management has significant experience in the microfinance, banking and financial services industries. The loss of any of the Issuer's executive officers, key employees or senior managers could negatively affect its ability to execute its business strategy, including its ability to manage its rapid growth. The Issuer's business is also dependent on its team of personnel who directly manage its relationships with its members. The Issuer's business and profits would suffer adversely if a substantial number of such personnel left the Issuer or became ineffective in servicing its members over a period of time. The Issuer's future success will depend in large part on its ability to identify, attract and retain highly skilled managerial and other personnel. Competition for individuals with such specialized knowledge and experience is intense in this industry, and the Issuer may be unable to attract, motivate, integrate or retain qualified personnel at levels of experience that are necessary to maintain its quality and reputation or to sustain or expand its operations. The loss of the

services of such personnel or the inability to identify, attract and retain qualified personnel in the future would make it difficult for the Issuer to manage its business and growth and to meet key objectives.

(e) ***The Issuer's business and results of operations would be adversely affected by strikes, work stoppages or increased wage demands by employees***

The employees are not currently unionized. However, there can be no assurance that they will not unionize in the future. If the employees unionize, it may become difficult to maintain flexible labour policies, and could result in high labour costs, which would adversely affect the Issuer's business and results of operations.

(f) ***The Issuer's insurance coverage may not adequately protect it against losses. Successful claims that exceed its insurance coverage could harm the Issuer's results of operations and diminish its financial position***

There are various types of risks and losses for which the Issuer does not maintain insurance, such as losses due to business interruption and natural disasters, because they are uninsurable. A successful assertion of such large claims against the Issuer that exceeds it's available insurance coverage or results in changes in its insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect the Issuer's business, financial condition and results of operations. Such risks are normally minimized through strong Risk Management practices of the Company.

(g) ***Issuer requires certain statutory and regulatory approvals for conducting business and failure to obtain or retain them in a timely manner, or at all, may adversely affect operations.***

NBFCs in India are subject to strict regulation and supervision by the RBI. Pursuant to guidelines issued by the RBI (circular dated August 3, 2012 and RBI NBFC Master Directions) the Issuer is required to maintain its status as a NBFC in order to be eligible for categorization as priority sector advance for bank loans. The Issuer requires certain approvals, licenses, registrations and permissions for operating its business, including registration with the RBI as a NBFC. Further, such approvals, licenses, registrations and permissions must be maintained/renewed over time, applicable requirements may change and the Issuer may not be aware of or comply with all requirements all of the time. Additionally, the Issuer may need additional approvals from regulators to introduce new insurance and other fee based products to its members. In particular, the Issuer is required to obtain a certificate of registration for carrying on business as a NBFC that is subject to numerous conditions. In addition, its branches are required to be registered under the relevant shops and establishments laws of the states in which they are located. The shops and establishments laws regulate various employment conditions, including working hours, holidays and leave and overtime compensation. If the Issuer fails to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, its business may be adversely affected. If the Issuer fails to comply, or a regulator claims that it has not complied, with any of these conditions, the Issuer's certificate of registration may be suspended or cancelled and it shall not be able to carry on such activities. If the Issuer fails to comply with the RBI NBFC Directions and fails to maintain the status of NBFC, it will not be eligible for priority sector loans from the Indian banking sector and may also attract penal provisions under the RBI Act, 1934 for non-compliance.

(h) ***Economic Risk in India:***

The Issuer operates only within India and, accordingly, all of its revenues are derived from the domestic market. As a result, it is highly dependent on prevailing economic conditions in India and its results of operations are significantly affected by factors influencing the Indian economy. An uncertain economic situation, in India and globally, could result in a further slowdown in economic growth, investment and consumption. A slowdown in the rate of growth in the Indian economy could result in lower demand for credit and other financial products and services and higher defaults. Any slowdown in the growth or

negative growth of sectors where the Issuer has a relatively higher exposure could adversely impact its performance. Any such slowdown could adversely affect its business, prospects, results of operations and financial condition.

7.4 Details of defaults, if any, including the amounts involved, duration of default, and present status, in repayment of:

(i) Statutory Dues: NIL
(ii) Debentures and interest thereon: NIL
(iii) Deposits and interest thereon: NIL
(iv) Loan from any bank or financial institution and interest thereon: NIL

7.5 Name, designation, address and phone number, email ID of the nodal / compliance officer of the Company, if any, for the private placement offer process:

Name:	Mr. Shreyas Mehta
Designation:	Company Secretary
Address:	Times Square, Tower E, 9th Floor, Andheri Kurla Road, Marol, Andheri East, Mumbai, Maharashtra - 400059, India
Phone No.:	022-4921 9999
Email:	secretarial@neogrowth.in

7.6 Any default in annual filing of the Company under the Companies Act, 2013 or the rules made thereunder:

NIL

7.7 Registrar of the Issue

Kfin Technologies Limited.

7.8 Valuation Agency

NA

7.9 Details of Auditors of the Company:

Please refer to Section I of this Key Information Document.

7.10 Particulars of the Offer:

Financial position of the Company for the last 3 (three) financial years	Please refer to **Annexure VII** below of this Key Information Document.
Date of passing of Board Resolution	Board Resolution passed on May 16, 2025, read with the resolution passed by the Resource and Mobilization Committee of the Board of Directors dated March 13, 2026

Date of passing of resolution in general meeting, authorizing the offer of securities	The amount proposed to be raised through the offer of NCDs is within the limit as approved by the shareholders of the Company at the Annual general meeting held on August 25, 2025.
Kind of securities offered (i.e. whether share or debenture) and class of security; the total number of shares or other securities to be issued	Up to 2,500 (Two Thousand Five Hundred) Rated, Listed, Unsubordinated, Secured, Taxable, Transferable, Redeemable Non-convertible Debentures each having a face value of Rs. 1,00,000/- (Rupees One Lakh only) of the aggregate nominal value of up to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) on private placement basis ("Issue").
Price at which the security is being offered, including premium if any, along with justification of the price	The Debentures are being offered at face value of Rs. 1,00,000/- (Rupees One Lakh only) per Debenture
Name and address of the valuer who performed valuation of the security offered, and basis on which the price has been arrived at along with report of the registered valuer	Not Applicable as the Debentures are being offered at face value of Rs. 1,00,000/- (Rupees One Lakh only) per Debenture
Relevant date with reference to which the price has been arrived at **[Relevant Date means a date at least 30 days prior to the date on which the general meeting of the Company is scheduled to be held]**	Not Applicable
The class or classes of persons to whom the allotment is proposed to be made	The following categories of investors, when specifically approached and have been identified upfront, are eligible to apply for this private placement of Debentures subject to fulfilling their respective investment norms/rules and compliance with laws applicable to them by submitting all the relevant documents along with the Application Form ("**Eligible Investors**"): (a) Individuals; (b) Hindu Undivided Family; (c) Trust; (d) Limited Liability Partnership; (e) Partnership Firm(s); (f) Portfolio Managers registered with SEBI (g) Association of Persons; (h) Companies and Body Corporates including all Public Sector Undertakings; (i) Commercial Banks; (j) Regional Rural Banks; (k) Financial Institutions; (l) Insurance Companies; (m) Mutual Funds; (n) Foreign Portfolio Investors (FPIs) / Foreign Institutional Investors (FIIs) / sub-accounts of FIIs; and

	(o) Any other investor eligible to invest in the Debentures. All potential investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this issue of Debentures. **Note:** Participation by potential investors in the Issue may be subject to statutory and/or regulatory requirements applicable to them in connection with subscription to Indian securities by such categories of persons or entities. Applicants are advised to ensure that they comply with all regulatory requirements applicable to them, including exchange controls and other requirements. Applicants ought to seek independent legal and regulatory advice in relation to the laws applicable to them.
Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer) [Not required in case of issue of non-convertible debentures]	Not applicable.
The proposed time within which the allotment shall be completed	Issue Opening Date: March 27, 2026 Issue Closing Date: March 27, 2026 Pay-in Date: March 30, 2026 Deemed Date of Allotment: March 30, 2026
The names of the proposed allottees and the percentage of post private placement capital that may be held by them	Not applicable as each Debenture is a non-convertible debt instrument which is being issued at a face value of INR 1,00,000 (Indian Rupees One Lakh) per Debenture.
The change in control, if any, in the company that would occur consequent to the private placement	No change in control would occur consequent to this private placement.
The number of persons to whom allotment on preferential basis / private placement / rights issue has already been made during the year, in terms of securities as well as price	No such issuance during calendar year.
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable
Amount which the Company intends to raise by way of proposed offer of securities	Up to INR 25,00,00,000 (Indian Rupees Twenty Five Crores Only)

(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

<table>
<tr><td>Terms of raising of securities:</td><td>
<table>
<tr><td>Duration, if applicable:</td><td>13 (Thirteen) months from the Deemed Date of Allotment.</td></tr>
<tr><td>Rate of Interest or Coupon:</td><td>Subject to paragraph on “Step Up / Step Down Coupon Rate” under Section 2.1 of this Key Information Document, 12.00% (Twelve Decimal Point Zero Zero Percent) per annum, net of Taxes, compounded monthly and payable quarterly from the Deemed Date of Allotment</td></tr>
<tr><td>Mode of Payment</td><td>cheque(s)/ demand draft/ electronic clearing services (ECS)/credit through RTGS system/funds transfer</td></tr>
<tr><td>Mode of Repayment</td><td>cheque(s)/ demand draft/ electronic clearing services (ECS)/credit through RTGS system/funds transfer</td></tr>
</table>
</td></tr>
<tr><td>Proposed time schedule for which the Issue/Offer Letter is valid</td><td>March 27, 2026</td></tr>
<tr><td>Purpose and objects of the Issue/Offer</td><td>100% (One Hundred Percent) of the issue proceeds will be utilised by the Issuer for the on-lending purposes of the Issuer to micro, small and medium enterprises ("MSME").

Provided that no part of the proceeds shall be utilized directly/indirectly towards the following:

(e) capital markets (including equity, debt, debt linked and equity linked instruments or any other capital market land activities);
(f) any speculative purposes;
(g) investment in the real estate sector; and
(h) in contravention of any applicable law.

PROVIDED HOWEVER, the Company shall be entitled to temporarily invest the funds raised by the Issue in liquid mutual funds and deposits held with scheduled commercial banks for a period not exceeding 30 (thirty) calendar days from the Deemed Date of Allotment.</td></tr>
<tr><td>Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects</td><td>N.A.</td></tr>
<tr><td>Principal terms of assets charged as security, if applicable</td><td>The Company as the legal and/or beneficial owner of the Hypothecated Assets hereby agrees and undertakes to secure the Debentures on or before the Deemed Date of Allotment by way of hypothecation in favour of the Debenture Trustee for the benefit of the Debenture Holders over all the present and future Receivables specified in the Hypothecation Agreement, and proceeds thereof, which may be Topped Up in accordance with the provisions hereof by the Company pursuant to its obligation to meet the Security Cover under Clause (a) and (b) below, along with all benefits, rights and incidentals attached thereto on a first ranking, fixed, exclusive, and continuing Security Interest basis.</td></tr>
</table>

	(i) The Security Interest created on the Hypothecated Assets mentioned above in favour of the Debenture Trustee hereunder shall rank as a first ranking exclusive and continuing Security Interest. (j) The Security Interest over the Hypothecated Assets shall at all times, commencing from the Effective Date and until the Final Settlement Date, be at least 1.15 (one decimal one five) times or 115% (one hundred and fifteen percent) of the value of the Outstanding Amounts (the "**Security Cover**"), such that the Security Cover of 1.15 (one decimal one five) times is maintained by way of Hypothecated Assets which, at all times, meet the Eligibility Criteria and the value of the principal amounts of the Receivables comprising the Hypothecated Assets are sufficient in order to maintain the Security Cover. (k) In the event: (iv) the value of the Hypothecated Assets is diminished (including due to any repayments and/or amortisation in respect of the Loans); (v) the Company is unable to maintain the Security Cover; or (vi) the Receivables comprising the Hypothecated Assets do not satisfy the Eligibility Criteria, the Company shall, within 15 (fifteen) calendar days the occurrence of such event, or such other time period as may be prescribed by the Debenture Holders, ensure that the value of the Hypothecated Assets equals or exceeds the Security Cover by creating a first ranking exclusive and continuing Security Interest by way of hypothecation over additional or new Receivables (in respect of the Loans that fulfil the Eligibility Criteria) by way of Top-up. The details in respect of such additional or new Receivables secured in favour of the Debenture Trustee will be provided to the Debenture Trustee on the relevant Top-up Date. (l) The Security Cover shall, at all times, be maintained only by way of creating Security Interest over such Loans which do not have any Receivables (whether by way of principal, interest, additional interest, fees or any other amounts or expected payments) overdue for more than 30 (thirty) days ("**Performing Loans**"). The Company shall, with prior written intimation to the Debenture Trustee, replace any Loans, that are a part of the Hypothecated Assets, that cease to be Performing Loans with such Loans (whether or not forming part of the then existing portfolio of Hypothecated Assets) that fulfill the Eligibility Criteria, so as to ensure that the Security Cover is maintained in the manner contemplated under the Hypothecation Agreement, within a period of 15 (fifteen) Business Days of the relevant Hypothecated Asset becoming due. (m) Any additional, new, replaced or substituted Security Interest created over additional Hypothecated Assets will constitute and shall thereafter always be deemed to constitute a part of the Hypothecated Assets. (n) The description of the assets comprising the additional or new or replaced Security Interest specified by the Company to the Debenture Trustee in the Hypothecated Assets Reports or in any lists/description provided on each Top-up Date (including the Hypothecated Assets

	Reports) shall be deemed to be the description of the assets which form part of the Hypothecated Assets and shall be deemed to form part of the Hypothecated Assets, without requiring the Company and/or the Debenture Trustee to execute any additional and/or supplemental deed(s) of hypothecation in respect of any Top-Up under the Hypothecation Agreement. (o) Notwithstanding anything contained in the Transaction Documents, the Company shall pay a penal interest of 2% (two percent) over the Coupon Rate in case of any delay, attributable on the part of the Company in carrying out creation, registration, and perfection of the Security Interest over the Hypothecated Assets within the stipulated timeline, or there is any default in compliance of obligations relating to the Security Interest under the Hypothecation Agreement or the other Transaction Documents, including the obligation to ensure that the Security Cover is maintained. (p) The Company shall provide to the Debenture Trustee, certificate signed by the authorized signatory of the Company inter alia certifying that the Hypothecated Assets are sufficient to meet the Security Cover and other certifications as may be prescribed by the Debenture Trustee (acting on the instructions of the Debenture Holders) on a quarterly basis, within 30 (thirty) calendar days from each Quarterly Date ("**Quarterly Hypothecated Assets Report**"). The Debenture Trustee will immediately provide a copy of the details of Quarterly Hypothecated Assets Report to the Debenture Holders. **Eligibility Criteria**: (a) Each of the Loans underlying the Hypothecated Assets must be a Loan originated by the Company (and not a Loan that has been sold or assigned to the Company by a third party); (b) Each of the Loans underlying the Hypothecated Assets must be a Performing Loan; (c) The Loans with overdues (between 1 (one) to 30 (thirty) days shall not constitute more than 15% (fifteen percent) of the Hypothecated Assets; (d) The Loans underlying the Hypothecated Assets must have been originated while complying with all the extant customer protection regulations applicable to the Company, and all 'know your customer' norms specified by the RBI, including under the master direction bearing reference number RBI/DOR/2025-26/361 dated November 28, 2025 issued by the RBI on "Reserve Bank of India (Non-Banking Financial Companies – Know Your Customer) Directions, 2025"; (e) The Receivables constituting the Hypothecated Assets must be existing, current and not overdue at the time of creation of charge over the Hypothecated Assets and should not have been terminated or prepaid; (f) No Loan in respect of the Receivables constituting the Hypothecated Assets has been provided to an Obligor with history of late payments and overdues;

	(g) The Receivables constituting the Hypothecated Assets shall be unencumbered and no Security Interest of any kind shall exist over them except in accordance with the Transaction Documents; (h) No Receivables constituting the Hypothecated Assets has been restructured or rescheduled; (i) None of the Loans constituting the Hypothecated Assets shall have been provided to Related Parties of the Company; (j) None of the Loans constituting the Hypothecated Assets have been provided to individuals who have had a history of late payments or overdues; (k) The Hypothecated Assets should be formed only by allocating 100% (one hundred percent) of the Loans; (l) Each Loan constituting the Hypothecated Assets shall have been originated at branches owned, controlled and operated by the Company directly, and not through branches operated by its co-lending / co-origination partners; and (m) None of Loans constituting the Hypothecated Assets shall have been charged in favour of any other lender of the Company.
The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the Company and its future operations	NIL

The pre-issue and post-issue shareholding pattern of the Company in the following format:

Sr. No.	Category	Pre- Issue		Post-Issue	
		No of Shares Held	% of Shareholding	No of Shares Held	% of Shareholding
A	Promoter's Holding				
1	Indian				
	Individual	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub Total	-	-	-	-
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	-	-	-	-
B	Non-Promoter's Holding				
1	Institutional Investors	-	-	-	-

2	Non-Institutional Investors					
	Private corporate bodies	7,39,03,265	79.15	7,39,03,265	79.15	
	Directors and Relatives	1,94,66,961	20.85	1,94,66,961	20.85	
	Indian Public	-	-	-	-	
	Others [Including NRIs]	-	-	-	-	
	Sub total (B)	93,37,02,26	100	93,37,02,26	100	
	Grand Total	9,33,70,226	100	9,33,70,226	100	

7.11 Mode of payment for subscription (Cheque/ Demand Draft/ other banking channels): Other banking channels – RTGS/NEFT.

7.12 Disclosure with regard to interest of directors, litigation, etc:

Any financial or other material interest of the directors, promoters or key managerial personnel in the offer/ Issue and the effect of such interest in so far as it is different from the interests of other persons	NIL
Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the Company during the last 3 (three) years immediately preceding the year of the issue of this Offer Letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed	NIL
Remuneration of directors (during the current year and last 3 (three) financial years)	**Remuneration of Mr. Piyush Kumar Khaitan (Non-executive Chairman):** FY 2025-26 – INR 18,75,000 FY 2024-25 - INR 31,87,500 FY 2023-24 - INR 40,00,000 FY 2022-23 – N.A. **Remuneration of Mr. Piyush Kumar Khaitan (Managing Director):** FY 2025-26- N.A. FY 2024-25 - N.A.

	FY 2023-24 - N.A. FY 2022-23 - INR 32,57,395 (April to November)
	Remuneration of Mr. Arun Kumar Nayyar (Managing Director & CEO): FY 2025-26 – INR 2,88,70,343 FY 2024-25 - INR 4,94,64,400 FY 2023-24 – INR 6,77,87,698 FY 2022-23 - INR 6,32,17,710
	Remuneration of Ms. Bindu Ananth (Independent Director): FY 2025-26 -INR 15,00,000 FY 2024-25 -INR 28,50,000 FY 2023-24 - INR 24,00,000 FY 2022-23 - INR 24,00,000
	Remuneration of Mr. Jayaraman Suresh (Independent Director): FY 2025-26 -INR 15,00,000 FY 2024-25 – INR 24,00,000 FY 2023-24 - INR 24,00,000 FY 2022-23 - N.A.
	Remuneration of Ms. Deepa Bachu (Nominee Director):** FY 2024-25 (upto July 31, 2024) – INR 8,00,000 FY 2023-24 - INR 22,00,000 FY 2022-23 - INR 8,00,000 (December to March) FY 2021-22 - N.A.
	Remuneration of Ms. Ramakrishnan Subramanian (Nominee Director): FY 2025-26 - INR 15,00,000 FY 2024-25 - INR 24,00,000 FY 2023-24 - INR 24,00,000 FY 2022-23 - N.A.
	Remuneration of Ms. P.H. Vijaya Deepti (Nominee Director):** FY 2025-26 - INR 12,00,000 FY 2024-25 - INR 1,346,666 FY 2023-24 - N.A. FY 2022-23 - N.A.
	Apart from the details of remuneration to Directors as specified above, no other Director is paid any fees/remuneration. **Ms. Deepa Bachu resigned w.e.f. July 31, 2024* *** Ms. P.H. Vijaya Deepti was appointment w.e.f. September 09, 2024*
Related party transactions entered during the last 3 (three) financial years immediately preceding the	Kindly refer to **Annexure VIII** (*Related Party Transactions*) of this Key Information Document.

year of issue of this Offer Letter including with regard to loans made or, guarantees given or securities provided	
Summary of reservations or qualifications or adverse remarks of auditors in the last 5 (five) financial years immediately preceding the year of issue of this Offer Letter and of their impact on the financial statements and financial position of the Company and the corrective steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remark	There have been no reservations or qualifications or adverse remarks of auditors in the last 5 (five) Financial Years immediately preceding the year of circulation of Offer Letter.
Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last 3 (three) years immediately preceding the year of circulation of the Offer Letter in the case of the Company and all of its subsidiaries. Also if there were any were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last 3 (three) years immediately preceding the year of this Offer Letter and if so, section-wise details thereof for the Company and all of its subsidiaries	NIL
Details of acts of material frauds committed against the Company in the last 3 (three) years, if any, and if so, the action taken by the company	NIL

7.13 Financial Position of the Company:

The capital structure of the company in the following manner in a tabular form:

The authorized, issued, subscribed and paid up capital (number of securities,	**Share Capital**	**Rs.**

description and aggregate nominal value)	**Authorised**	
	Equity Share Capital (2,10,00,000 Equity shares of Rs. 10 each)	21,00,00,000
	Preference Share Capital 960,00,000 (0.01% Cumulative Convertible Preference shares of Rs. 10 each)	96,00,00,000
	TOTAL	117,00,00,000
	Issued, Subscribed and Fully Paid-up	
	Equity Share Capital (1,80,00,700 Equity shares of Rs. 10 each)	18,00,07,000
	Preference Share Capital (7,53,69,526 0.01% Cumulative Convertible Preference shares of Rs. 10 each)	75,36,95,260
	TOTAL	93,37,02,260
Size of the Present Offer	Up to INR _____ (Indian Rupees _____ Only)	
Paid-up Capital: **a. After the offer:** **b. After the conversion of Convertible Instruments (if applicable)**	INR 93,37,02,260 Not Applicable	
Share Premium Account: **a. Before the offer:** **b. After the offer:**	INR 6,64,58,30,000 INR 6,64,58,30,000	

Details of the existing share capital of the Issuer including details of allotments made by the Company in the last one year prior to the date of this Offer Letter for consideration other than cash and details of the consideration in each case:

A. Equity Share Capital History of the Company as on the last quarter ended i.e December 31, 2025

Date of Allotment	Name of Investor	No of Equity Shares allotted	Face Value (in Rs.)	Issue Price (in Rs.)	Consideration	Form of Consideration	Nature of Allotment
07.06.2012	Mr. Dhruv Kumar Khaitan	250000	10	10	2500000	Cash	Transfer
07.06.2012	Mr. Piyush Kumar Khaitan	250000	10	10	2500000	Cash	Transfer
30.03.2013	Mr. Dhruv Kumar Khaitan	4750000	10	10	47500000	Cash	Allotment
30.03.2013	Mr. Piyush Kumar Khaitan	4750000	10	10	47500000	Cash	Allotment
15.05.2013	Mr. Dhruv Kumar Khaitan	4000000	10	10	40000000	Cash	Allotment
15.05.2013	Mr. Piyush Kumar Khaitan	4000000	10	10	40000000	Cash	Allotment

22.05.2013	ON Mauritius	100	10	22.78	2278	Cash	Allotment
25.03.2014	Aspada Investment Company	100	10	35.35	3535	Cash	Allotment
31.03.2015	Khosla Impact I Mauritius	100	10	63.62	6362	Cash	Allotment
29.07.2015	Accion Africa Asia Company	100	10	63.62	6362	Cash	Allotment
13.01.2016	Accion Frontier Inclusion Mauritius	100	10	63.62	6362	Cash	Transfer
21.06.2016	360 One Seed Ventures Fund 1 (Formerly known as M/s IIFL Seed Ventures Fund I)	100	10	113.17	11317	Cash	Allotment
19.01.2017	WestBridge Crossover Fund, LLC	32	10	-	-	Cash	Transfer
23.01.2018	Trinity Inclusion Limited	100	10	159.47	15,947	Cash	Allotment
07.12.2022	Nederlandse Financierings-Maatschappij Voor Ontwikkelingsl anden N.V. (FMO)	100	10	105.38	10,538	Cash	Allotment
18.07.2023	*Plenitude Ventures Private Limited	32	10	-	-	Cash	Transfer

**Transfer of shares from WestBridge to Plenitude*

B CCPS Share Capital History of the Company as on the last quarter ended i.e December 31, 2025:

Date of Allotment	Name of investor	No. of Preference Shares	Face Value	Total Price Paid (including premium)	Nature of Allotment	Preference Share Capital	Total Amount Paid (inclusive of Premium)
22-05-2013	ON Mauritius	74,62,587	10	22.78	Allotment	746,25,870	1699,97,732
31-03-2015	ON Mauritius	12,38,177	10	63.62	Allotment	123,81,770	787,72,821
21-06-2016	ON Mauritius	954,317	10	113.17	Allotment	954,3170	108,000,055
19-01-2017	ON Mauritius	1,793,256	10	-	Transfer	17,932,560	-

12-06-2017	ON Mauritius	896644	10	-	Transfer	8966440	-
15-12-2022	ON Mauritius	1,33,333	10	-	Conversion	13,33,330	-
Total		**70,98,514**				**7,09,85,140**	
25-03-2014	Aspada Investment Company	16,97,479	10	35.35	Allotment	169,74,790	600,05,883
19-06-2014	Aspada Investment Company	11,31,720	10	35.35	Allotment	113,17,200	400,06,302
31-03-2015	Aspada Investment Company	4,69,425	10	63.62	Allotment	46,94,250	298,64,819
21-06-2016	Aspada Investment Company	890,687	10	113.17	Allotment	890,6870	100,799,048
23-01-2018	Aspada Investment Company	760,308	10	159.47	Allotment	760,3080	121,246,317
21-03-2018	Aspada Investment Company	431,139	10	159.47	Allotment	431,1390	68,753,736
15-12-2022	Aspada Investment Company	12,00,000	10	-	Conversion	1,20,00,000	-
Total		**65,80,758**				**6,58,07,580**	-
31-03-2015	Khosla Impact Mauritius	29,73,150	10	63.62	Allotment	297,31,500	18,91,51,803
06-04-2015	Khosla Impact Mauritius	13,232	10	63.62	Allotment	1,32,320	8,41,820
21-06-2016	Khosla Impact Mauritius	265,088	10	113.17	Allotment	265,0880	3,00,00,009
Total		**3,251,470**				**3,251,4700**	**21,99,93,632**
13-01-2016	Accion Frontier Inclusion Mauritius	23,57,650	10	63.62	Transfer	235,76,500	1499,93,693
21-06-2016	Accion Frontier Inclusion Mauritius	2,518,335	10	113.17	Allotment	2,518,3350	284,999,972
23-01-2018	Accion Frontier Inclusion Mauritius	8,96,362	10	159.47	Allotment	89,63,620	142,942,848

21-03-2018	Accion Frontier Inclusion Mauritius	5,08,291	10	159.47	Allotment	50,82,910	81,057,165
15-12-2022	Accion Frontier Inclusion Mauritius	4,86,667	10	-	Conversion	48,66,670	-
Total		**67,67,305**				**6,76,73,050**	**434,993,665**
21-06-2016	360 One Seed Ventures Fund 1 (Formerly known as M/s IIFL Seed Ventures Fund I)	4,859,845	10	113.17	Allotment	4,859,8450	54,99,88,659
15-12-2022	360 One Seed Ventures Fund 1 (Formerly known as M/s IIFL Seed Ventures Fund I)	2,66,667	10	-	Conversion	26,66,670	-
Total		**51,26,512**				**5,12,65,120**	-
19-01-2017	WestBridge Crossover Fund LLC	1,793,256	10	158.44	Transfer	17,932,560	284,123,481
12-06-2017	WestBridge Crossover Fund LLC	896,644	10	158.44	Transfer	8,966,440	142,064,275
Total		**26,89,900**				**2,68,99,000**	
23-01-2018	Trinity Inclusion Limited	90,03,642	10	159.47	Allotment	90,036,420	14,358,107,897
21-03-2018	Trinity Inclusion Limited	72,12,575	10	159.47	Allotment	72,125,750	1,150,189,335
15-12-2022	Trinity Inclusion Limited	68,89,259	10	-	Conversion	6,88,92,590	-
18-07-2023	Trinity Inclusion Limited	41,00,000	10	-	Conversion	4,10,00,000	-
Total		**2,72,05,476**	**-**	**-**	**-**	**27,20,55,760**	-

07-12-2022	Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V. (FMO)	1,02,48,243	10	105.38	Allotment	10,24,82,430.00	1,07,99,59,847.34
15-12-2022	Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V. (FMO)	49,34,387	10	105.38	Allotment	4,93,43,870.00	51,99,85,702.06
Total		**1,51,82,630**	**-**	**-**		**15,18,26,300.00**	**1,59,99,45,549.40**
15-12-2022	Dhruv Kumar Khaitan	6,84,567	10	-	Conversion	68,45,670	-
Total		**6,84,567**	**-**	**-**	**-**	**68,45,670**	-
15-12-2022	Piyush Kumar Khaitan	6,84,567	10	-	Conversion	68,45,670	-
Total		**6,84,567**	**-**	**-**	**-**	**68,45,670**	-
15-12-2022	Arun Nayyar	97,827	10	-	Conversion	9,78,270	-
Total		**97,827**	**-**	**-**	**-**	**9,78,270**	-
18-07-2023	Plenitude Ventures Pvt Ltd	26,89,900	10	-	Transfer	2,68,99,000	-
Total		**26,89,900**	**-**	**-**	**-**	**2,68,99,000**	

Note: N.A.

Details of allotments made by the Company in the last one year prior to the date of this Offer Letter for consideration other than cash and details of the consideration in each case.	NIL
Profits of the Company, before and after making provision for tax, for the 3 (three) financial years immediately preceding the date of circulation of this Offer Letter	

Financial year	Profit/loss Before Tax	Profit/loss after tax
2022-23 (audited)	23.63	17.27
2023-24 (audited)	95.33	71.37
2024-25 (audited)	12.12	9.02

<table>
<tr><td></td><td></td></tr>
<tr><td>Dividends declared by the Company in respect of the said 3 (three) financial years; interest coverage ratio for last three years (cash profit after tax plus interest paid/interest paid)</td><td>No dividend has been declared by the Issuer till the date of this private placement offer and application letter.
<table><tr><th>Year</th><th>2024-25</th><th>2023-24</th><th>2022-23</th></tr><tr><td>Interest Coverage Ratio</td><td>1.08</td><td>1.49</td><td>1.12</td></tr></table></td></tr>
<tr><td>A summary of the financial position of the Company as in the 3 (three) audited balance sheets immediately preceding the date of circulation of this Offer Letter</td><td>Please refer to Annexure VII herein below.</td></tr>
<tr><td>Audited Cash Flow Statement for the 3 (three) years immediately preceding the date of circulation of this Offer Letter</td><td>Please refer to Annexure IX herein below.</td></tr>
<tr><td>Any change in accounting policies during the last 3 (three) years and their effect on the profits and the reserves of the Company</td><td>There is no change in accounting policies during the last three years.</td></tr>
</table>

7.14 PART B (To be filed by the Applicant)

(i) Name:

(ii) Father's name/ Director's Name: _____

(iii) Complete Address including Flat / House Number, Street, Locality, Pin Code: _____

(iv) Phone number; if any: _____

(v) Email ID, if any: _____

(vi) PAN Number: _____and

(vii) Bank Account details: _____

(viii) Tick whichever is applicable:-

(a) The applicant is not required to obtain Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to subscription of shares.- Yes

(b) The applicant is required to obtain Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to subscription of shares and the same

(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

has been obtained and is enclosed herewith.- Not required

_____

Signature

_____

Initial of the Officer of the Company designated to keep the record

SECTION 8: OTHER INFORMATION AND APPLICATION PROCESS

The Debentures being offered as part of the Issue are subject to the provisions of the Act, the Memorandum and Articles of Association of the Issuer, the terms of the Disclosure Document(s), Application Form and other terms and conditions as may be incorporated in the Transaction Documents.

8.1 Mode of Transfer/Transmission of Debentures

The Debentures shall be transferable freely; however, it is clarified that no Investor shall be entitled to transfer the Debentures to a person who is not entitled to subscribe to the Debentures. The Debenture(s) shall be transferred and/or transmitted in accordance with the applicable provisions of the Act and other applicable laws. The Debentures held in dematerialized form shall be transferred subject to and in accordance with the rules/procedures as prescribed by NSDL and CDSL and the relevant DPs of the transferor or transferee and any other applicable laws and rules notified in respect thereof. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, amounts due will be paid/redemption will be made to the person, whose name appears in the Register of Debenture Holders maintained by the R&T Agent as on the Record Date, under all circumstances. In cases where the transfer formalities have not been completed by the transferor, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures held in dematerialized form. The seller should give delivery instructions containing details of the buyer's DP account to his DP.

8.2 Debentures held in Dematerialised Form

The Debentures shall be held in dematerialised form and no action is required on the part of the Debenture Holder(s) for redemption purposes and the redemption proceeds will be paid by electronic clearing services (ECS), real time gross settlement (RTGS), direct credit or national electronic fund transfer (NEFT) to those Debenture Holder(s) whose names appear on the list of beneficiaries provided by the R&T Agent to the Company. The names would be as per the R&T Agent' records on the relevant Record Date fixed for the purpose of redemption. All such Debentures will be simultaneously redeemed through appropriate debit corporate action.

The list of beneficiaries as of the relevant Record Date setting out the relevant beneficiaries' name and account number, address, bank details and DP's identification number will be given by the R&T Agent to the Issuer. If permitted, the Issuer may transfer payments required to be made in any relation by EFT/RTGS to the bank account of the Debenture Holder(s) for redemption payments.

The Debentures since issued in electronic (dematerialized) form, will be governed as per the provisions of the Depository Act, 1996, Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, rules notified by NSDL/ CDSL/Depository Participant from time to time and other applicable laws and rules notified in respect thereof. The Debentures shall be allotted in dematerialised form only.

8.3 Debenture Trustee for the Debenture Holder(s)

The Issuer has appointed Catalyst Trusteeship Limited to act as trustee for the Debenture Holder(s). The Issuer and the Debenture Trustee intends to enter into the Debenture Trustee Agreement and the Debenture Trust Deed *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and the Issuer. The Debenture Holder(s) shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorized officials to do all such acts, deeds, matters and things in respect of or relating to the Debentures as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the Debenture Holder(s). Any payment made by the Issuer to the Debenture Trustee on behalf of the Debenture Holder(s) shall discharge the Issuer *pro tanto* to the Debenture Holder(s). The Debenture Trustee will protect the interest of the Debenture Holder(s) in regard to the repayment of principal and

yield thereon and they will take necessary action, subject to and in accordance with the Debenture Trustee Agreement and the Debenture Trust Deed, at the cost of the Issuer. No Debenture Holder shall be entitled to proceed directly against the Issuer unless the Debenture Trustee, having become so bound to proceed, fails to do so. The Debenture Trustee Agreement and the Debenture Trust Deed shall more specifically set out the rights and remedies of the Debenture Holder(s) and the manner of enforcement thereof.

8.4 Sharing of Information

The Issuer may, at its option, but subject to applicable laws, use on its own, as well as exchange, share or part with any financial or other information about the Debenture Holder(s) available with the Issuer, with its subsidiaries and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither the Issuer nor its subsidiaries and affiliates nor their agents shall be liable for use of the aforesaid information.

8.5 Debenture Holder not a Shareholder

The Debenture Holder(s) shall not be entitled to any right and privileges of shareholders other than those available to them under the Act. The Debentures shall not confer upon the Debenture Holders the right to receive notice(s) or to attend and to vote at any general meeting(s) of the shareholders of the Issuer.

8.6 Modification of Debentures

The Debenture Trustee and the Issuer will agree to make any modifications in the Disclosure Document which, in the opinion of the Debenture Trustee, is of a formal, minor or technical nature or is to correct a manifest error.

Any other change or modification to the terms of the Debentures shall require approval by the Majority Debenture Holders.

For the avoidance of doubt, the following matters require the consent of Majority Debenture Holders, either by providing their express consent in writing or by way of a resolution at a duly convened meeting of the Debenture Holders as set out below:

(a) Creating of any additional security; and
(b) Amendment to the terms and conditions of the Debentures or the Transaction Documents.

8.7 Right to accept or reject Applications

The Board of Directors/Committee of Directors reserves its full, unqualified and absolute right to accept or reject any application for subscription to the Debentures, in part or in full, without assigning any reason thereof.

8.8 Notices

Any notice, in respect of the Debentures, may be served by the Issuer upon the Debenture Trustee/Debenture Holders in accordance with the terms of the Transaction Documents.

8.9 Issue Procedure

Only Eligible Investors as given hereunder may apply for the Debentures by completing the Application Form in the prescribed format in block letters in English as per the instructions contained therein. The minimum number of Debentures that can be applied for and the multiples thereof shall be set out in the Application Form. No application can be made for a fraction of a Debenture. Application Forms should be duly completed in all respects and

applications not completed in the said manner are liable to be rejected. The name of the applicant's bank, type of account and account number must be duly completed by the applicant. This is required for the applicant's own safety and these details will be printed on the refund orders and /or redemptions warrants.

The subscription to the Debentures shall be made by the Eligible Investors through the electronic book mechanism as prescribed by SEBI under the EBP Guidelines by placing bids on the EBP platform during the Issue period. In case the Eligible Investors are not registered on the EBP platform, they will have to register themselves as investor on the said platform (as a one-time exercise) and also complete the mandatory KYC verification process. The Eligible Investors should also refer to the operational guidelines of the EBP in this respect. The disclosures required pursuant to the EBP Guidelines are set out herein below.

Details of size of the Issue including green shoe option, if any	Rs. 25,00,00,000 (Indian Rupees Twenty Five Crores Only)
Bid opening and closing date	Bid opening date: March 27, 2026; and Bid closing date: March 27, 2026
Minimum Bid lot	100 (One Hundred) Debentures
Manner of bidding in the Issue	Closed Bidding
Manner of allotment in the Issue	The allotment will be done on Uniform Yield basis in accordance with EBP Guidelines.
Manner of settlement in the Issue	Pay-in of funds through ICCL.
Settlement cycle	T+1 i.e. where T refers to the date of bid opening date / issue opening date

Process flow of settlement:

Eligible Investors whose bids have been accepted by the Issuer and to whom a signed copy of this Disclosure Document(s) along with the Private Placement Offer Letter have been issued by the Issuer and who have submitted/shall submit the application form ("**Successful Bidders**"), shall make pay-in of subscription monies in respect of the Debentures towards the allocation made to them, into the bank account of the ICCL, the details of which are as set out below, on or before 10:30 a.m. on the Deemed Date of Allotment:

Name of Bank	HDFC BANK
IFSC Code	HDFC0000060
Account number	ICCLEB
Name of beneficiary	INDIAN CLEARING CORPORATION LIMITED
Name of Bank	ICICI Bank Ltd.
IFSC Code	ICIC0000106
Account number	ICCLEB
Name of beneficiary	INDIAN CLEARING CORPORATION LTD
Name of Bank	YES BANK
IFSC Code	YESB0CMSNOC
Account number	ICCLEB
Name of beneficiary	INDIAN CLEARING CORPORATION LTD

The pay-in by the Successful Bidders will be made only from the bank account(s), which have been provided / updated by them in the EBP system. Any amount received from third party accounts or from accounts not specified in the EBP system will be refunded and no allotment will be made against such payments. Upon the transfer of funds into the aforesaid account of ICCL and the Issuer confirming its decision to proceed with the allotment of the Debentures in favour of the Successful Bidders to the ICCL, the R&T Agent and the EBP and initiating the requisite

corporate action for allotment of Debentures and credit of the demat letter of allotment into the relevant demat account of the Successful Bidders through the R&T Agent, the R&T Agent shall provide corporate action file along with all requisite documents to the Depositories by 12:00 hours and also intimate the EBP of the aforesaid actions. Upon the Depositories confirming the allotment of the Debentures and the credit of the Debentures into the demat account of the Successful Bidders to EBP, the subscription monies in respect of the Debentures from the aforesaid account of ICCL shall be released into the Issuer's bank account, the details of which are as set out below:

Beneficiary Name	NeoGrowth Credit Private Limited
Bank Account No.	1008812120000008
SWIFT Code	N.A.
IFSC Code	RATN0000088
Bank Name	RBL Bank Limited
Branch Address	Lower Parel Branch, Mumbai, Maharashtra

It must be noted that all funds pay-in obligations need to be fulfilled in totality. Partial fund receipt against any given obligation will be treated as a default and debarment penalties will be applicable as specified by the EBP Guidelines and other Applicable Law.

The applicant should transfer payments required to be made in any relation by EFT/RTGS, to the bank account of the Issuer as per the details mentioned in the Application Form.

8.10 Application Procedure

Potential investors will be invited to subscribe by way of the Application Form prescribed in the Disclosure Document during the period between the Issue Opening Date and the Issue Closing Date (both dates inclusive). Subject to the EBP Guidelines the Issuer reserves the right to change the Issue schedule including the Deemed Date of Allotment at its sole discretion, without giving any reasons. The Issue will be open for subscription during the banking hours on each day during the period covered by the Issue Schedule, and the procedure will be subject to the EBP Guidelines. Where an Eligible Investor is participating/bidding on the EBP platform through an arranger or a custodian, such Eligible Investor must follow, and must ensure that the arranger or a custodian representing it, follows, the procedure and the bidding threshold requirements prescribed under the EBP Guidelines.

8.11 Fictitious Applications

All fictitious applications will be rejected.

8.12 Basis of Allotment

Notwithstanding anything stated elsewhere, the Issuer reserves the right to accept or reject any application, in part or in full, without assigning any reason. Subject to the aforesaid, in case of over subscription, priority will be given to potential investors on a first come first serve basis. The allotment and settlement amount for the bidders shall be determined in accordance with the EBP Guidelines and the operational guidelines issued by the relevant EBP. The bids for the purposes allotment and settlement shall be arranged on a "price time priority" basis in accordance with the EBP Guidelines. If two or more bids made by Eligible Investors have the same coupon/ price/spread and time, then allotment shall be done on a "pro rata" basis. The Investors will be required to remit the funds as per the timelines prescribed above and submit the duly completed Application Form along with other necessary documents to Issuer by the Deemed Date of Allotment.

8.13 Payment Instructions

The Application Form should be submitted directly. The entire amount in respect of the Debentures is payable along with the making of an application. The pay–in of subscription monies in respect of the Debentures shall by the Successful Bidders shall be made in accordance with the procedure set out under Section 7.9 above.

8.14 Eligible Investors

The following categories of investors, when specifically approached and have been identified upfront, are eligible to apply for this private placement of Debentures subject to fulfilling their respective investment norms/rules and compliance with laws applicable to them by submitting all the relevant documents along with the Application Form ("**Eligible Investors**"):

(a) Individuals;
(b) Hindu Undivided Family;
(c) Trust;
(d) Limited Liability Partnership;
(e) Partnership Firm(s);
(f) Portfolio Managers registered with SEBI
(g) Association of Persons;
(h) Companies and Body Corporates including all Public Sector Undertakings;
(i) Commercial Banks;
(j) Regional Rural Banks;
(k) Financial Institutions;
(l) Insurance Companies;
(m) Mutual Funds;
(n) Foreign Portfolio Investors (FPIs) / Foreign Institutional Investors (FIIs) / sub-accounts of FIIs; and
(o) Any other investor eligible to invest in the Debentures.

All potential investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this issue of Debentures.

Note: Participation by potential investors in the Issue may be subject to statutory and/or regulatory requirements applicable to them in connection with subscription to Indian securities by such categories of persons or entities. Applicants are advised to ensure that they comply with all regulatory requirements applicable to them, including exchange controls and other requirements. Applicants ought to seek independent legal and regulatory advice in relation to the laws applicable to them.

8.15 Procedure for Applying for Dematerialised Facility

(a) The applicant must have at least one beneficiary account with any of the DP's of NSDL and CDSL prior to making the application.

(b) The applicant must necessarily fill in the details (including the beneficiary account number and DP - ID) appearing in the Application Form under the heading "Details for Issue of Debentures in Electronic/ Dematerialised Form".

(c) Debentures allotted to an applicant will be credited to the applicant's respective beneficiary account(s) with the DP.

(d) For subscribing to the Debentures, names in the Application Form should be identical to those appearing in the details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details maintained with the DP.

(e) Non-transferable allotment advice/refund orders will be directly sent to the applicant by the Registrar and Transfer Agent to the Issue.

(f) If incomplete/incorrect details are given under the heading "Details for Issue of Debentures in Electronic/Dematerialised Form" in the Application Form, it will be deemed to be an incomplete application and the same may be held liable for rejection at the sole discretion of the Issuer.

(g) For allotment of Debentures, the address, nomination details and other details of the applicant as registered with his/her DP shall be used for all correspondence with the applicant. The applicant is therefore responsible for the correctness of his/her demographic details given in the Application Form vis-a-vis those with his/her DP. In case the information is incorrect or insufficient, the Issuer would not be liable for the losses, if any.

(h) The redemption amount or other benefits would be paid to those Debenture Holders whose names appear on the list of beneficial owners maintained by the R&T Agent as on the Record Date. In case of those Debentures for which the beneficial owner is not identified in the records of the R&T Agent as on the Record Date, the Issuer would keep in abeyance the payment of the redemption amount or other benefits, until such time that the beneficial owner is identified by the R&T Agent and conveyed to the Issuer, whereupon the redemption amount and benefits will be paid to the beneficiaries, as identified.

8.16 Depository Arrangements

The Issuer shall make necessary arrangement with CDSL and NSDL for issue and holding of Debenture in dematerialised form.

8.17 List of Beneficiaries

The Issuer shall request the R&T Agent to provide a list of beneficiaries as at the end of each Record Date. This shall be the list, which will be used for payment or repayment of redemption monies.

8.18 Application under Power of Attorney

A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signature(s) of all the authorized signatories of the Investor and the tax exemption certificate/document of the Investor, if any, must be lodged along with the submission of the completed Application Form. Further modifications/additions in the power of attorney or authority should be notified to the Issuer or to its agents or to such other person(s) at such other address(es) as may be specified by the Issuer from time to time through a suitable communication.

In case of an application made by companies under a power of attorney or resolution or authority, a certified true copy thereof along with memorandum and articles of association and/or bye-laws along with other constitutional documents must be attached to the Application Form at the time of making the application, failing which, the Issuer reserves the full, unqualified and absolute right to accept or reject any application in whole or in part and in either case without assigning any reason thereto. Names and specimen signatures of all the authorized signatories must also be lodged along with the submission of the completed Application Form.

8.19 Procedure for application by Mutual Funds and Multiple Applications

In case of applications by mutual funds and venture capital funds, a separate application must be made in respect of each scheme of an Indian mutual fund/venture capital fund registered with the SEBI and such applications will not be treated as multiple application, provided that the application made by the asset management company/trustee/custodian clearly indicated their intention as to the scheme for which the application has been made.

The Application Forms duly filled shall clearly indicate the name of the concerned scheme for which application is being made and must be accompanied by certified true copies of:

(a) SEBI registration certificate
(b) Resolution authorizing investment and containing operating instructions
(c) Specimen signature of authorized signatories

8.20 Documents to be provided by Investors

Investors need to submit the following documents, as applicable:

(a) Memorandum and Articles of Association or other constitutional documents
(b) Resolution authorising investment
(c) Certified true copy of the Power of Attorney to custodian
(d) Specimen signatures of the authorised signatories
(e) SEBI registration certificate (for Mutual Funds)
(f) Copy of PAN card
(g) Application Form (including EFT/RTGS details)

8.21 Applications to be accompanied with Bank Account Details

Every application shall be required to be accompanied by the bank account details of the applicant and the magnetic ink character reader code of the bank for the purpose of availing direct credit of redemption amount and all other amounts payable to the Debenture Holder(s) through cheque/EFT/RTGS.

8.22 Succession

In the event of winding-up of the Debenture Holder (being a company), the Issuer will recognize the legal representative of the Debenture Holder(s) as having title to the Debenture(s). The Issuer shall not be bound to recognize such legal representative as having title to the Debenture(s) unless they obtains legal representation, from a court in India having jurisdiction over the matter.

The Issuer may, in its absolute discretion, where it thinks fit, dispense with production of such other legal representation, in order to recognise any person as being entitled to the Debenture(s) standing in the name of the concerned Debenture Holder on the production of sufficient documentary proof and/or an indemnity.

8.23 Mode of Payment

All payments must be made through cheque(s) demand draft(s), EFT/RTGS as set out in the Application Form.

8.24 Effect of Holidays

If any Coupon Payment Date(s) or Redemption Date(s) (other than when such date falls on a Final Redemption Date) falls on a day which is not a Business Day, the payment to be made on such date shall be made on the immediately succeeding Business Day.

If any due date on which any interest or additional interest is payable falls on a day which is not a Business Day, the payment to be made on such due date shall be made on the immediately succeeding Business Day.

If the Final Redemption Date (including the last Coupon Payment Date(s)) of the Debenture falls on a day which is not a Business Day, the payment of any amounts in respect of the Redemption Amounts and the Outstanding Amounts (including the last interest amount payment) to be made shall be made on the immediately preceding Business Day.

It is hereby clarified that any payments shall also be subject to the day count convention as per the SEBI Debt Listing Regulations.

8.25 Tax Deduction at Source

(a) **Tax gross up**

(i) All payments to be made by the Issuer to the Debenture Trustee and/or the Debenture Holders under the Debenture Documents shall be made free and clear of and without any Tax Deduction unless a Tax Deduction is required by Applicable Law.

(ii) The Issuer shall promptly upon becoming aware that it must make a Tax Deduction (or that there is any change in the rate or the basis of a Tax Deduction) notify the Debenture Trustee and the Debenture Holders accordingly.

(iii) If the Issuer is required to make a Tax Deduction, it shall make that Tax Deduction and any payment required in connection with that Tax Deduction within the time allowed.

(iv) Within 90 (ninety) days from the end of a financial year in which the Issuer has made either a Tax Deduction or any payment required in connection with that Tax Deduction, the Issuer shall deliver to the Debenture Holder entitled to the payment an original tax withholding or tax deduction certificate in respect of such Tax Deduction in the prescribed form, manner and timelines, evidencing that such Tax Deduction has been duly remitted to the appropriate authority.

(v) If the Issuer is unable to make a Tax Deduction or provide an original certificate in the prescribed form evidencing any Tax Deduction made (in accordance with sub-clause (iii) above), in relation to any amounts payable to the Debenture Holder in connection with the Issue or a Debenture Document, then the sum payable by the Issuer in respect of which such Tax Deduction is to be made shall be increased to the extent necessary to ensure that, after the making of the required Tax Deduction, the Debenture Holder receives and retains (free from any liability in respect of any such Tax Deduction) a net sum equal to the sum which it would have received and so retained had no such Tax Deduction been made or required to be made.

(b) **Indirect Tax**

(i) All amounts expressed to be payable in respect of the Debentures or under the Transaction Documents (including any cost or expenses to be reimbursed/ indemnified) by any Party to a Debenture Holder shall be deemed to be exclusive of any Indirect Tax.

(ii) If any Indirect Tax is chargeable on any amounts payable to a Debenture Holder, the amount of such Indirect Tax shall be added to such amounts.

(c) **Tax Indemnity**

(i) Without prejudice to Section 8.25(a) (*Tax gross up*) and 8.25(b) (*Indirect Tax*) hereinabove, if a Debenture Holder is required to make any payment of or on account of any future Tax (including Indirect Tax) on or in relation to any sum received or receivable or deemed to be received or receivable under the Debentures or the Transaction Documents or if any liability (including any increase in the liabilities) in respect of any such future Tax (including Indirect Tax) payment is asserted, imposed, levied or assessed against that Debenture Holder due to change in law, or regulation, or Tax notice or demand raised by the Tax authorities or any default by the Company on its Tax compliance obligations, or self-assessed Tax required to be paid under advice by a Debenture Holders' tax agent, the Company shall, within 5 (five) Business Days of demand by the Debenture Trustee on behalf of that Debenture Holder(acting on the instructions of that Debenture Holder), promptly indemnify that Debenture Holder against such payment or liability, together with any incidental Tax liability, interest, penalties, costs and expenses payable or incurred by that Debenture Holder in connection therewith.

(ii) If a Debenture Holder intends to make a claim under sub-clause (i) above, it shall notify the Debenture Trustee (who shall in turn notify the Company) of the event giving rise to the claim.

8.26 Letters of Allotment

The Debentures will be credited to the depository account of the Debenture Holder(s) with NSDL and CDSL, in dematerialised form, within a maximum of 1 (One) working day from the date of closure of the Issue. The initial credit in the account will be akin to the letter of allotment.

8.27 Deemed Date of Allotment

All the benefits under the Debentures will accrue to the Investor from the specified Deemed Date of Allotment. The Deemed Date of Allotment for the Issue is September 30, 2025 by which date the Investors would be intimated of allotment.

8.28 Record Date

The Record Date will be 15 (Fifteen) calendar days prior to any Payment Date.

8.29 Refunds

For applicants whose applications have been rejected or allotted in part, refund orders will be dispatched within 7 (seven) days from the Deemed Date of Allotment of the Debentures.

In case the Issuer has received money from applicants for Debentures in excess of the aggregate of the application money relating to the Debentures in respect of which allotments have been made, the R&T Agent shall upon receiving instructions in relation to the same from the Issuer repay the moneys to the extent of such excess, if any.

8.30 Application Money Interest Rate

Interest shall be payable on all application monies received at the Coupon Rate of 12.00% (Twelve Point Zero Percent) from the date of realization of the receipt of funds in case of RTGS till one day prior to the date of allotment. The interest will be paid within 1 (One) Business Day from the Deemed Date of Allotment.

8.31 Pan Number

Every applicant should mention its Permanent Account Number ("**PAN**") allotted under Income Tax Act, 1961, on the Application Form and attach a self-attested copy as evidence. Application forms without PAN will be considered incomplete and are liable to be rejected.

8.32 Payment on Redemption

Payment on redemption will be made by way of cheque(s)/redemption warrant(s)/demand draft(s)/credit through RTGS system/funds transfer in the name of the Debenture Holder(s) whose names appear on the list of beneficial owners given by the Depository to the Issuer as on the Record Date.

The Debentures shall be taken as discharged on payment of the redemption amount by the Issuer on maturity to the registered Debenture Holder(s) whose name appears in the Register of Debenture Holder(s) on the Record Date. On such payment being made, the Issuer will inform NSDL and CDSL and accordingly the account of the Debenture Holder(s) with NSDL and CDSL will be adjusted.

On the Issuer dispatching the amount as specified above in respect of the Debentures, the liability of the Issuer shall stand extinguished.

Disclaimer: Please note that only those persons to whom the Disclosure Document(s) has been specifically addressed are eligible to apply. However, an application, even if complete in all respects, is liable to be rejected without assigning any reason for the same. The list of documents provided above is only indicative, and an investor is required to provide all those documents / authorizations / information, which are likely to be required by the Issuer. The Issuer may, but is not bound to, revert to any investor for any additional documents / information, and can accept or reject an application as it deems fit. Provisions in respect of investment by investors falling in the categories mentioned above are merely indicative and the Issuer does not warrant that they are permitted to invest as per extant laws, regulations, etc. Each of the above categories of investors is required to check and comply with extant rules/regulations/ guidelines, etc. governing or regulating their investments as applicable to them and the Issuer is not, in any way, directly or indirectly, responsible for any statutory or regulatory breaches by any investor, neither is the Issuer required to check or confirm the same.

(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

SECTION 9: UNDERTAKING

The undertakings provided by the Issuer pursuant to the SEBI Debt Listing Regulations and the relevant SEBI circulars issued from time to time. The undertakings to the extent required to be set out in this Key Information Document are as follows:

(1) UNDERTAKING ON CREATION OF SECURITY PURSUANT TO REGULATION 48(2) OF THE SEBI DEBT LISTING REGULATIONS

The Issuer hereby undertakes that the assets on which charge is proposed to be created as security for any series of Debentures issued pursuant to the General Information Document and this Key Information Document for the issuance of Debentures shall be free from any encumbrances. The Issuer further undertakes that any such charge proposed to be created is a first ranking exclusive charge and therefore no permission or consent to create a second or pari-passu charge on the assets of the Issuer is required to be obtained from any creditor (whether or not existing) of the Issuer.

(2) DISCLOSURES PURSUANT TO CHAPTER II (*DUE DILIGENCE BY DEBENTURE TRUSTEES*) OF THE SEBI DEBENTURE TRUSTEES MASTER CIRCULAR DATED MAY 16, 2024

(a) **Details of assets, movable property and immovable property on which charge is proposed to be created**

Movable assets comprising receivables from Client Loans provided by the Issuer.

(b) **Title deeds (original/ certified true copy by issuers/ certified true copy by existing charge holders, as available) or title reports issued by a legal counsel/ advocates, copies of the relevant agreements/ Memorandum of Understanding**

No title deeds are applicable or available for movable assets comprising receivables from Client Loans provided by the Issuer over which security is proposed to be created by the Issuer. The details of the underlying loan agreements (if any) will be provided in accordance with the Hypothecation Agreement.

(c) **Copy of evidence of registration with Sub-registrar, Registrar of Companies, Central Registry of Securitization Asset Reconstruction and Security Interest (CERSAI) etc**

The details of the charge created over the movable assets comprising receivables from Client Loans provided by the Issuer over which security is proposed to be created by the Issuer under the Hypothecation Agreement will be reported to the relevant registrar of companies and the Central Registry of Securitisation Asset Reconstruction and Security Interest of India (CERSAI) within the timelines prescribed under Applicable Law. As the charge is being created over movable assets, no filings are required to be made with any sub-registrar.

(d) **For unencumbered assets, an undertaking that the assets on which charge is proposed to be created are free from any encumbrances**

The Issuer hereby undertakes that the assets on which charge is proposed to be created as security for the Debentures are free from any encumbrances.

(e) **For encumbered assets, on which charge is proposed to be created, the following consents along-with their validity as on date of their submission:**

(i) Details of existing charge over the assets along with details of charge holders, value/ amount, copy of evidence of registration with Sub-registrar, Registrar of Companies, CERSAI, Information Utility (IU) registered with Insolvency and Bankruptcy Board of India (IBBI) etc. as applicable:

Not Applicable.

(ii) Consent/ No-objection certificate (NOC) from existing charge holders for further creation of charge on the assets or relevant transaction documents wherein existing charge holders have given conditional consent/ permission to the Issuer to create further charge on the assets, along-with terms of such conditional consent/ permission, if any:

Not Applicable.

(iii) Consent/ NOC from existing unsecured lenders, in case, negative lien is created by Issuer in favour of unsecured lenders:

Not Applicable.

(f) **In case of personal guarantee or any other document/letter with similar intent is offered as security or a part of security**:

(i) **Details of guarantor viz. relationship with the Issuer**: Not Applicable

(ii) **Net Worth statement (not older than 6 months from the date of debenture trustee agreement) certified by a chartered accountant of the guarantor**: Not Applicable

(iii) List of assets of the guarantor including undertakings/ consent/ NOC as per para (d) and (e) above:

Not Applicable

(iv) **Conditions of invocation of guarantee including details of put options or any other terms and conditions which may impact the security created**: Not Applicable

(v) **List of previously entered agreements for providing guarantee to any other person along with an undertaking that there are no agreements other than those provided in the list, if any**: Not Applicable

(g) **In case of corporate guarantee or any other document/ letter with similar intent is offered as security or a part of security:**

(i) **Details of guarantor viz. holding/ subsidiary/ associate company etc**.: Not Applicable

(ii) **Audited financial statements (not older than 6 months from the date of debenture trustee agreement) of guarantor including details of all contingent liabilities**: Not Applicable

(iii) **List of assets of the guarantor along-with undertakings/ consent/ NOC as per para 2.1(b) and 2.1(c) above**: Not Applicable

(iv) **Conditions of invocation of guarantee including details of put options or any other terms and conditions which may impact the security created**: Not Applicable

(v) **Impact on the security in case of restructuring activity of the guarantor**: Not Applicable

(vi) **Undertaking by the guarantor that the guarantee shall be disclosed as "contingent liability" in the "notes to accounts" forming part of the financial statements of the guarantor**: Not Applicable

(vii) **Copy of Board resolution of the guarantor for the guarantee provided in respect of the debt securities of the Issuer**: Not Applicable

(viii) **List of previously entered agreements for providing guarantee to any other person along with an undertaking that there are no agreements other than those provided in the list, if any**: Not Applicable

(h) **In case of any other contractual comforts/ credit enhancements provided for or on behalf of the issuer, it shall be required to be legal, valid and enforceable at all times, as affirmed by the issuer. In all other respects, it shall be dealt with as specified above with respect to guarantees:** Not Applicable.

(i) **In case securities (equity shares etc.) are being offered as security then a holding statement from the depository participant along-with an undertaking that these securities shall be pledged in favour of debenture trustee(s) in the depository system:** Not Applicable.

(j) **Details of any other form of security being offered viz. Debt Service Reserve Account etc.**: Not Applicable.

(k) **Any other information, documents or records required by debenture trustee with regard to creation of security and perfection of security**: Not Applicable.

(l) **Declaration**: The Issuer declares that any Debentures issued pursuant to the General Information Document and this Key Information Document shall be considered as secured only if the charged asset is registered with Sub-registrar and Registrar of Companies or CERSAI or Depository etc., as applicable, or is independently verifiable by the debenture trustee.

(m) **Terms and conditions of debenture trustee agreement including fees charged by debenture trustees(s)**: Please refer the consent letter of the Debenture Trustee and the Debenture Trustee Agreement executed in respect of the Debentures for terms and conditions of the appointment of the Debenture Trustee and fee of the Debenture Trustee.

(n) **Details of security to be created**: Please refer section named "*Security (Including description, type of security, type of charge, likely date of creation of security, minimum security cover,*

revaluation, replacement of security)" in Section 2.1 (*Summary Terms*) of this Key Information Document.

(o) **Process of due diligence carried out by the debenture trustee**: The Debenture Trustee has carried out due diligence in accordance with the manner prescribed in Chapter II (*Due Diligence by Debenture Trustees*) of the SEBI Master Circular for Debenture Trustee dated August 13, 2025. The due diligence broadly includes the following:

(i) A chartered accountant appointed by the Debenture Trustee will be conducting an independent due diligence as per scope provided by the Debenture Trustee and the information provided by the Issuer in respect of the security being provided by the Issuer in respect of the Debentures.

(ii) The chartered accountant will verify and ensure that the assets provided by the Issuer for creation of security are free from any encumbrances or necessary permission or consent has been obtained from existing charge holders.

(iii) Periodical due diligence will be carried out by the Debenture Trustee in accordance with the SEBI (Debenture Trustees) Regulations, 1993 and the relevant circulars issued by SEBI from time to time (including the SEBI Debenture Trustee Operational Circular) as per the nature of security provided by the Issuer in respect of the Debentures.

(iv) The Debenture Trustee will issue such necessary certificate(s) in relation to the due diligence carried out by it and such certificate(s) will be available on Stock Exchanges from time to time for information of the Debenture Holders.

Even though the Debentures are to be secured to the extent of at least 100% of the principal or as per the terms of this Key Information Document, in favor of the Debenture Trustee, the recovery of 100% of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.

Due diligence will be carried out for maintenance of the prescribed security cover depending on information provided by the Issuer and the chartered accountant appointed by the Debenture Trustee or the Debenture Trustee will not be responsible for misinformation provided by Issuer.

(p) **Due diligence certificate by Debenture Trustee**: Enclosed as Annexure VI of this Key Information Document.

For **NEOGROWTH CREDIT PRIVATE LIMITED**

NeoGrowth Credit Private Limited Mumbai

Authorised Signatory
Name: Arun Kumar Nayyar
Designation: Managing Director & CEO
DIN:- 06804277

Place: Mumbai
Date: March 27, 2026

Authorised Signatory
Name: Deepak Nath Goswami
Designation: Executive Director & CFO
DIN:- 11488491

Place: Mumbai
Date: March 27, 2026

(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

SECTION 10: DECLARATION

The persons authorized by the Company hereby confirm and declare that:

a. the Company has complied with the provisions of Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the Securities and Exchange Board of India Act, 1992 (15 of 1992), Companies Act, 2013 (18 of 2013) and the rules and regulations made thereunder, including the compliances in relation to making a private placement of the Debentures;

b. the compliance with the Acts and the rules and regulations does not imply that payment of dividend or interest or repayment of non-convertible securities, is guaranteed by the Central Government;

c. the monies received under the Issue shall be used only for the purposes and objects indicated in this Key Information Document; and

d. whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association;

> Investment in non-convertible securities involve a degree of risk and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under General Information Disclosure. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor's decision to purchase such securities.

e. The contents of the document have been perused by the Board of Directors, and the final and ultimate responsibility of the contents mentioned herein shall also lie with the Board of Directors.

I am authorized by the Board of Directors of the Company vide resolution dated May 16, 2025, read with the resolution passed by the Resource and Mobilization Committee of the Board of Directors dated March 13, 2026 to sign and attest this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of the Disclosure Document has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

For **NeoGrowth Credit Private Limited**

NeoGrowth Credit Private Limited Mumbai

Authorised Signatory
Name: Arun Kumar Nayyar
Title: Managing Director & CEO
DIN: 06804277

Authorised Signatory
Name : Deepak Nath Goswami
Title : Executive Director & CFO
DIN: 11488491

SECTION 11: SPECIFIC RISK FACTORS

The following are the risks relating to the Company, the Debentures and the market in general envisaged by the management of the Company. Potential Investors should carefully consider all the risk factors stated in this Private Placement Offer cum Application Letters for evaluating the Company and its business and the Debentures before making any investment decision relating to the Debentures. The Company believes that the factors described below represent the principal risks inherent in investing in the Debentures. Potential Investors should also read the detailed information set out elsewhere in this Private Placement Offer cum Application Letters and reach their own views prior to making any investment decision.

GENERAL RISKS

11.1 RISKS IN RELATION TO THE NON-CONVERTIBLE SECURITIES:

(a) Repayment is subject to the credit risk of the Issuer.

Potential Investors should be aware that receipt of the principal amount, (i.e. the redemption amount) and any other amounts that may be due in respect of the Debentures is subject to the credit risk of the Issuer. Potential Investors assume the risk that the Issuer will not be able to satisfy their obligations under the Debentures. In the event that bankruptcy proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Issuer, the payment of sums due on the Debentures may not be made or may be substantially reduced or delayed.

(b) The secondary market for non-convertible securities may be illiquid.

The non-convertible securities may be very illiquid and no secondary market may develop in respect thereof. Even if there is a secondary market for the non-convertible securities, it is not likely to provide significant liquidity. Potential Investors may have to hold the Debentures until redemption to realize any value.

(c) Credit Risk & Rating Downgrade Risk

The Rating Agency has assigned the credit ratings to the Debentures. In the event of deterioration in the financial health of the Issuer, there is a possibility that the rating agency may downgrade the rating of the Debentures. In such cases, potential Investors may incur losses on revaluation of their investment or make provisions towards sub-standard/ non-performing investment as per their usual norms.

(d) Changes in interest rates may affect the price of Debentures**.**

All securities where a fixed rate of interest is offered, such as this Issue, are subject to price risk. The price of such securities will vary inversely with changes in prevailing interest rates, i.e. when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fall or rise in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of prevailing interest rates. Increased rates of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the pricing of the Debentures.

(e) Tax Considerations and Legal Considerations:

Special tax considerations and legal considerations may apply to certain types of investors. Potential Investors are urged to consult with their own financial, legal, tax and other advisors to determine any financial, legal, tax and other implications of this investment.

(f) Accounting Considerations:

Special accounting considerations may apply to certain types of taxpayers. Potential Investors are urged to consult with their own accounting advisors to determine implications of this investment.

(g) Material changes in regulations to which the Issuer is subject could impair the Issuer's ability to meet payment or other obligations.

The Issuer is subject generally to changes in Indian law, as well as to changes in government regulations and policies and accounting principles. Any changes in the regulatory framework could adversely affect the profitability of the Issuer or its future financial performance, by requiring a restructuring of its activities, increasing costs or otherwise.

11.2 RISKS IN RELATION TO THE SECURITY CREATED IN RELATION TO THE DEBT SECURITIES. FURTHER, ANY RISKS IN RELATION TO MAINTENANCE OF SECURITY COVER OR FULL RECOVERY OF THE SECURITY IN CASE OF ENFORCEMENT

(d) Security may be insufficient to redeem the Debentures

In the event that the Company is unable to meet its payment and other obligations towards Investors under the terms of the Debentures, the Debenture Trustee may enforce the Security as per the terms of security documents, and other related documents executed in relation to the Debentures. The Debenture Holder(s)' recovery in relation to the Debentures will be subject to (i) the market value of such Security (ii) finding willing buyers for the Security at a price sufficient to repay the Debenture Holder(s)' amounts outstanding under the Debentures. There is a risk that the value realised from the enforcement of the Security may be insufficient to redeem the Debentures.

Fluctuations in the market values of the assets over which security has been provided in respect of loans provided by the Issuer could affect the Issuer's liquidity and reduce the Issuer's ability to enforce the security, which could adversely affect the Issuer's result of operations and financial condition. The Issuer may not accurately identify changes in the value of assets over which security has been provided caused by changes in market prices, and the Issuer's assessments, assumptions or estimates may prove inaccurate.

Further, while the Debentures are secured against a charge to the tune of at least 100% (one hundred percent) of the principal and interest amount in favour of the Debenture Trustee, and it is the duty of the Debenture Trustee to monitor that the security is maintained, however, the possibility of recovery of 100% (one hundred percent) of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.

(e) **LEGALITY OF PURCHASE**

Potential Investors in the Debentures will be responsible for the lawfulness of the acquisition of the Debentures, whether under the laws of the jurisdiction of their incorporation or the jurisdiction in which they operate or for compliance by that potential Investor with any law, regulation or regulatory policy applicable to it.

(f) **POLITICAL AND ECONOMIC RISK IN INDIA**

The Issuer operates only within India and, accordingly, all of its revenues are derived from the domestic market. As a result, it is highly dependent on prevailing economic conditions in India and its results of operations are significantly affected by factors influencing the Indian economy. An uncertain economic situation, in India and globally, could result in a further slowdown in economic growth, investment and consumption. A slowdown in the rate of growth in the Indian economy could result in lower demand for credit and other financial products and services and higher defaults. Any slowdown in the growth or negative growth of sectors where the Issuer has a relatively higher exposure could adversely impact its performance. Any such slowdown could adversely affect its business, prospects, results of operations and financial condition.

11.3 RISKS RELATED TO THE BUSINESS OF THE ISSUER

(a) ***Majority of the Issuer's loans are unsecured and the clients of these loans may be of high/medium risk category and if the Issuer is unable to control the level of non-performing loans ("NPAs") in the future, or if the Issuer's loan loss reserves are insufficient to cover future loan losses, the financial condition and results of operations may be materially and adversely affected.***

A majority of the Issuer's loan are in form of unsecured loans and the clients of these loans are of medium risk category.

The Issuer has various procedures and process controls in place to mitigate the risk.

As at March 31, 2025, the gross NPA was INR 178.83 Crores on a portfolio (principal outstanding balance) of INR 2,629.63 Crores.

(a) ***The Issuer cannot assure that it will be able to effectively control and reduce the level of the NPAs of its Client Loans. The amount of its reported NPAs may increase in the future as a result of growth of Client Loans, and also due to factors beyond its control, such as over-extended member credit that it is unaware of. If the Issuer is unable to manage NPAs or adequately recover its loans, the results of its operations will be adversely affected.***

The current loan loss reserves of the Issuer may not be adequate to cover an increase in the amount of NPAs or any future deterioration in the overall credit quality of Client Loans. As a result, if the quality of its total loan portfolio deteriorates the Issuer may be required to increase its loan loss reserves, which will adversely affect its financial condition and results of operations.

The members are poor and, as a result, might be vulnerable if economic conditions worsen or growth rates decelerate in India, or if there are natural disasters such as floods and droughts in areas where the Issuer's members live. Moreover, there is no precise method for predicting loan and credit losses, and the Issuer cannot assure that its monitoring and risk management procedures will effectively predict such losses or that loan loss reserves will be sufficient to cover actual losses. If the Issuer are unable to control or reduce the level of its NPAs or poor credit quality loans, its financial condition and results of its operations could be materially and adversely affected.

(b) ***The Issuer's business operates through a large number of urban branches and is exposed to operational risks including fraud***

The Issuer is exposed to operational risks, including fraud, petty theft and embezzlement, as it handles a large amount of cash due to high volume of small transactions. This could harm its operations and its financial position.

As the Issuer handles a large amount of cash through a high volume of small transactions taking place in its network, the Issuer is exposed to the risk of fraud or other misconduct by its employees or outsiders. These risks are further compounded due to the high level of delegation of power and responsibilities that the Issuer's business model requires. Given the high volume of transactions processed by the Issuer, certain instances of fraud and misconduct may go unnoticed before they are discovered and successfully rectified. Even when the Issuer discovers such instances of fraud or theft and pursue them to the full extent of the law or with its insurance carriers, there can be no assurance that the Issuer will recover any such amounts. In addition, the Issuer's dependence upon automated systems to record and process transactions may further increase the risk that technical system flaws or employee tampering or manipulation of those systems will result in losses that are difficult to detect.

The Issuer maintains an internal audit process to ensure the operations team follows the defined procedures and reports any deviations to the operations staff and management team. The Issuer also has a strong MIS system that has a wide range of data that can be used to monitor financial and operational performance.

To mitigate the above risk, the Issuer maintains an internal audit process to ensure the operations team follows the defined procedures and reports any deviations to the operations staff and management team. The Issuer also has a MIS system able to generate data analysis that can be used to monitor financial and operational performance.

(c) ***The Issuer is exposed to certain political, regulatory and concentration of risks***

Due to the nature of its operations, the Issuer is exposed to political, regulatory and concentration risks. The Issuer believes a mitigant to this is to expand its geographical reach and may consequently expand its operations other states. If it is not effectively able to manage such operations and expansion, it may lose money invested in such expansion, which could adversely affect its business and results of operations.

Large scale attrition, especially at the senior management level, can make it difficult for the Issuer to manage its business.

If the Issuer is not able to attract, motivate, integrate or retain qualified personnel at levels of experience that are necessary to maintain the Issuer's quality and reputation, it will be difficult for the Issuer to manage its business and growth. The Issuer depends on the services of its executive officers and key employees for its continued operations and growth. In particular, the Issuer's senior management has significant experience in the microfinance, banking and financial services industries. The loss of any of the Issuer's executive officers, key employees or senior managers could negatively affect its ability to execute its business strategy, including its ability to manage its rapid growth. The Issuer's business is also dependent on its team of personnel who directly manage its relationships with its members. The Issuer's business and profits would suffer adversely if a substantial number of such personnel left the Issuer or became ineffective in servicing its members over a period of time. The Issuer's future success will depend in large part on its ability to identify, attract and retain highly skilled managerial and other personnel. Competition for individuals with such specialized knowledge and experience is intense in this industry, and the Issuer may be unable to attract, motivate, integrate or retain qualified personnel at levels of experience that are necessary to maintain its quality and reputation or to sustain or expand its operations. The loss of the services of such personnel or the inability to identify, attract and retain qualified personnel in the future would make it difficult for the Issuer to manage its business and growth and to meet key objectives.

(d) ***The Issuer's business and results of operations would be adversely affected by strikes, work stoppages or increased wage demands by employees***

The employees are not currently unionized. However, there can be no assurance that they will not unionize in the future. If the employees unionize, it may become difficult to maintain flexible labour policies, and could result in high labour costs, which would adversely affect the Issuer's business and results of operations.

(e) ***The Issuer's insurance coverage may not adequately protect it against losses. Successful claims that exceed its insurance coverage could harm the Issuer's results of operations and diminish its financial position***

There are various types of risks and losses for which the Issuer does not maintain insurance, such as losses due to business interruption and natural disasters, because they are uninsurable. A successful assertion of such large claims against the Issuer that exceeds it's available insurance coverage or results in changes in its insurance policies, including premium increases or the imposition of a larger deductible or co-insurance requirement, could adversely affect the Issuer's business, financial condition and results of operations. Such risks are normally minimized through strong Risk Management practices of the Company.

(f) ***Issuer requires certain statutory and regulatory approvals for conducting business and failure to obtain or retain them in a timely manner, or at all, may adversely affect operations.***

NBFCs in India are subject to strict regulation and supervision by the RBI. Pursuant to guidelines issued by the RBI (circular dated August 3, 2012 and RBI NBFC Master Directions) the Issuer is required to maintain its status as a NBFC in order to be eligible for categorization as priority sector advance for bank loans. The Issuer requires certain approvals, licenses, registrations and permissions for operating its business, including registration with the RBI as a NBFC. Further, such approvals, licenses, registrations and permissions must be maintained/renewed over time, applicable requirements may change and the Issuer may not be aware of or comply with all requirements all of the time. Additionally, the Issuer may need additional approvals from regulators to introduce new insurance and other fee based products to its members. In particular, the Issuer is required to obtain a certificate of registration for carrying on business as a NBFC that is subject to numerous conditions. In addition, its branches are required to be registered under the relevant shops and establishments laws of the states in which they are located. The shops and establishments laws regulate various employment conditions, including working hours, holidays and leave and overtime compensation. If the Issuer fails to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, its business may be adversely affected. If the Issuer fails to comply, or a regulator claims that it has not complied, with any of these conditions, the Issuer's certificate of registration may be suspended or cancelled and it shall not be able to carry on such activities. If the Issuer fails to comply with the RBI NBFC Directions and fails to maintain the status of NBFC, it will not be eligible for priority sector loans from the Indian banking sector and may also attract penal provisions under the RBI Act, 1934 for non-compliance.

(g) ***Economic Risk in India:***

The Issuer operates only within India and, accordingly, all of its revenues are derived from the domestic market. As a result, it is highly dependent on prevailing economic conditions in India and its results of operations are significantly affected by factors influencing the Indian economy. An uncertain economic situation, in India and globally, could result in a further slowdown in economic growth, investment and consumption. A slowdown in the rate of growth in the Indian economy could result in lower demand for credit and other financial products and services and higher defaults. Any slowdown in the growth or negative growth of sectors where the Issuer has a relatively higher exposure could adversely impact its performance. Any such slowdown could adversely affect its business, prospects, results of operations and financial condition.

11.4 IN CASE OF OUTSTANDING DEBT INSTRUMENTS OR DEPOSITS OR BORROWINGS, ANY DEFAULT IN COMPLIANCE WITH THE MATERIAL COVENANTS SUCH AS CREATION OF SECURITY AS PER TERMS AGREED, DEFAULT IN PAYMENT OF INTEREST, DEFAULT IN REDEMPTION OR REPAYMENT, NON-CREATION OF DEBENTURE REDEMPTION RESERVE, DEFAULT IN PAYMENT OF PENAL INTEREST WHEREVER APPLICABLE

Due to the market conditions, there have been certain breaches in the covenants listed in the financing agreements entered into by the Company. These breaches have been disclosed by the Company to the prospective Applicants. However, the Company has not defaulted in its payment or security creation obligations thereunder.

(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

ANNEXURE I: FORMAT OF APPLICATION FORM

NEOGROWTH CREDIT PRIVATE LIMITED ("**Issuer**" / "**Company**")

NEOGROWTH
Lending simplified. Growth amplified.

NEOGROWTH CREDIT PRIVATE LIMITED
A public limited company incorporated under the Companies Act, 1956
Date of Incorporation: May 17, 1993
Registered Office: Times Square, Tower E, 9th Floor, Andheri Kurla Road, Marol, Andheri East, Mumbai, Maharashtra - 400059, India
Telephone: 022-4921 9999
Website: https://www.neogrowth.in/

DEBENTURE SERIES APPLICATION FORM SERIAL NO.									

ISSUE OF UP TO 2,500 RATED, LISTED, UNSUBORDINATED, SECURED, TAXABLE REDEEMABLE, TRANSFERABLE, NON-CONVERTIBLE DEBENTURES HAVING FACE VALUE OF RS. 1,00,000/- (RUPEES ONE LAKH ONLY) EACH ("DEBENTURES"), OF THE AGGREGATE NOMINAL VALUE OF UP TO RS. 25,00,00,000/- (RUPEES TWENTY FIVE CRORES ONLY) ON A PRIVATE PLACEMENT BASIS (THE "ISSUE").

DEBENTURE SERIES APPLIED FOR:

Number of Debentures: _____In words: _____-only
Amount INR_____/-In words Rupees :_____Only

DETAILS OF PAYMENT:

Cheque / Demand Draft / RTGS
No. _____ Drawn on_____

Funds transferred to NeoGrowth Credit Private Limited
Dated _____

Total Amount Enclosed
(In Figures) Rs._/- (In words) _Only

APPLICANT'S NAME IN FULL (CAPITALS) **SPECIMEN SIGNATURE**

(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

APPLICANT'S ADDRESS

ADDRESS					
STREET					
CITY					
PIN		**PHONE**		**FAX**	

APPLICANT'S PAN/GIR NO. _____ IT CIRCLE/WARD/DISTRICT ____

WE ARE ( ) COMPANY ( ) OTHERS ( ) SPECIFY _____

We have read and understood the terms and conditions of the issue of Debentures including the Risk Factors described in the Disclosure Document and have considered these in making our decision to apply. We bind ourselves to these terms and conditions and wish to apply for allotment of these Debentures. We request you to please place our name(s) on the Register of Debenture Holders.

Name of the Authorised Signatory(ies)	Designation	Signature

Applicant's
Signature

We the undersigned, are agreeable to holding the Debentures of the Company in dematerialised form. Details of my/our Beneficial Owner Account are given below:

DEPOSITORY	**NSDL and CDSL**
DEPOSITORY PARTICIPANT NAME	
DP-ID	
BENEFICIARY ACCOUNT NUMBER	
NAME OF THE APPLICANT(S)	

Applicant Bank Account: (Settlement by way of Cheque / Demand Draft / Pay Order / Direct Credit / ECS / NEFT/RTGS/other permitted mechanisms)	

FOR OFFICE USE ONLY
DATE OF RECEIPT _____ DATE OF CLEARANCE _____

(Note: Cheque and Drafts are subject to realisation)

(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

We understand and confirm that the information provided in the Disclosure Document is provided by the Issuer and the same has not been verified by any legal advisors to the Issuer and other intermediaries and their agents and advisors associated with this Issue. We confirm that we have for the purpose of investing in these Debentures carried out our own due diligence and made our own decisions with respect to investment in these Debentures and have not relied on any representations made by anyone other than the Issuer, if any.

The Issuer understands and accepts that the Applicants' intention to subscribe to the Issue is subject to (i) the absence of material adverse changes in the availability of currency hedging accessible to it between the Issue Opening Date and the Pay-in Date and/or (ii) the hedging price being acceptable to the Applicants.

We understand that: (i) in case of allotment of Debentures to us, our Beneficiary Account as mentioned above would get credited to the extent of allotted Debentures, (ii) we must ensure that the sequence of names as mentioned in the Application Form matches the sequence of name held with our Depository Participant, (iii) if the names of the Applicant in this application are not identical and also not in the same order as the Beneficiary Account details with the above mentioned Depository Participant or if the Debentures cannot be credited to our Beneficiary Account for any reason whatsoever, the Company shall be entitled at its sole discretion to reject the application or issue the Debentures in physical form.

We understand that we are assuming on our own account, all risk of loss that may occur or be suffered by us including as to the returns on and/or the sale value of the Debentures. We undertake that upon sale or transfer to subsequent investor or transferee ("**Transferee**"), we shall convey all the terms and conditions contained herein and in this Disclosure Document to such Transferee. In the event of any Transferee (including any intermediate or final holder of the Debentures) suing the Issuer (or any person acting on its or their behalf) we shall indemnify the Issuer and also hold the Issuer and each such person harmless in respect of any claim by any Transferee.

Applicant's
Signature

FOR OFFICE USE ONLY
DATE OF RECEIPT _____ DATE OF CLEARANCE _____

(Note : Cheque and Drafts are subject to realisation)

----------(TEAR HERE)----------

ACKNOWLEDGMENT SLIP

(To be filled in by Applicant) **SERIAL NO.**	-	-	-	-	-	-	-	-	-

Received from _____

Address_____

_____

Cheque/Draft/UTR # _____ Drawn on _____ for INR _____ on account of application of _____ Debenture

(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

ANNEXURE II: ILLUSTRATION OF CASH FLOWS

Illustration of Bond Cash Flows	
Company	NeoGrowth Credit Private Limited
Face Value (per security)	Rs. 1,00,000/- (Rupees One Lakh only)
Issue Date / Date of Allotment	Issue Opening Date: March 27, 2026 Deemed Date of Allotment : March 30, 2026
Maturity Date / Final Redemption Date	April 30, 2027
Coupon Rate	Subject to paragraph on "*Step Up / Step Down Coupon Rate*" under Section 2.1 of the Key Information Document, 12.00% (Twelve Percent) per annum net of Taxes.
Frequency of the Coupon Payment with specified dates	Coupon payable quarterly on the Coupon Payment Date(s) (subject to adjustments for day count convention in accordance with the SEBI Debt Listing Regulations).
Day Count Convention	Actual / Actual

PART A:
TOTAL CASHFLOWS

PAYOUT DATE	OUTSTANDING PRINCIPAL	PRINCIPAL REPAYMENT	INTEREST	TOTAL CASHFLOW
30-Apr-26	25,00,00,000	-	-	-
30-May-26	25,00,00,000	-	-	-
30-Jun-26	25,00,00,000	5,76,92,300	75,61,650	6,52,53,950
30-Jul-26	19,23,07,700	-	-	-
30-Aug-26	19,23,07,700	-	-	-
30-Sep-26	19,23,07,700	5,76,92,300	58,16,650	6,35,08,950
30-Oct-26	13,46,15,400	-	-	-
30-Nov-26	13,46,15,400	-	-	-
30-Dec-26	13,46,15,400	5,76,92,300	40,27,400	6,17,19,700
30-Jan-27	7,69,23,100	-	-	-
28-Feb-27	7,69,23,100	-	-	-
30-Mar-27	7,69,23,100	5,76,92,300	22,76,075	5,99,68,375
30-Apr-27	1,92,30,800	1,92,30,800	1,96,000	1,94,26,800

PART B:
PER DEBENTURE CASHFLOWS

PAYOUT DATE	OUTSTANDING PRINCIPAL	PRINCIPAL REPAYMENT	INTEREST	TOTAL CASHFLOW
30-Apr-26	1,00,000.00	0.00	0.00	0.00
30-May-26	1,00,000.00	0.00	0.00	0.00
30-Jun-26	1,00,000.00	23,076.92	3,024.66	26,101.58
30-Jul-26	76,923.08	0.00	0.00	0.00
30-Aug-26	76,923.08	0.00	0.00	0.00
30-Sep-26	76,923.08	23,076.92	2,326.66	25,403.58
30-Oct-26	53,846.16	0.00	0.00	0.00

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30-Nov-26	53,846.16	0.00	0.00	0.00
30-Dec-26	53,846.16	23,076.92	1,610.96	24,687.88
30-Jan-27	30,769.24	0.00	0.00	0.00
28-Feb-27	30,769.24	0.00	0.00	0.00
30-Mar-27	30,769.24	23,076.92	910.43	23,987.35
30-Apr-27	7,692.32	7,692.32	78.40	7,770.72

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ANNEXURE III: RATING RATIONALE AND RATING LETTER

RATING RATIONALE

HTTPS://WWW.ICRA.IN/RATIONALE/SHOWRATIONALEREPORT?ID=139003

(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

RATING LETTER

HTTPS://WWW.ICRA.IN/RATIONALE/SHOWRATIONALEREPORT?ID=139003

ICRA Limited

Ref: ICRA/NeoGrowth Credit Private Limited/12022026/2

Date: February 12, 2026

Mr. Deepak Goswami
Chief Financial Officer
NeoGrowth Credit Private Limited
Times Square, Tower E, 9th Floor,
Andheri-Kurla Road, Marol,
Andheri East, Mumbai- 400059

Dear Sir,

Re: ICRA's credit rating for below instruments of NeoGrowth Credit Private Limited (instrument details in Annexure)

Please refer to your request requesting ICRA Limited to revalidate the rating letter issued for the below mentioned instruments.

We confirm that the following ratings of the instruments rated by ICRA and last communicated to you vide our letter dated November 18, 2025 stands valid.

Instrument	Rated Amount (Rs. Crore)	Rating Outstanding[1]
NCD	905.20	[ICRA]BBB (Negative)

The other terms and conditions for the rating of the aforementioned instruments shall remain the same as communicated vide our letter **Ref: ICRA/NeoGrowth Credit Private Limited/01092025/3** dated **September 01, 2025.**

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold long term debt/non-convertible debenture to be issued by you.

In line with SEBI Circular No. SEBI/HO/DDHS/DDHS-PoD-3/P/CIR/2024/160 dated November 18, 2024, issuers are encouraged to utilize the penny-drop verification service as provided by banks. This measure is intended to prevent payment failures when disbursing principal and/or interest to respective investors or debenture holders.

Penny-drop verification serves as an efficient method for confirming the bank account details of people designated to receive payments. Once an account has been verified through this facility, it can be used for subsequent transactions related to interest and principal payments, thereby ensuring successful remittance and avoiding failure.

Sensitivity Label : Restricted

[1] Complete definitions of the ratings assigned are available at www.icra.in.

We look forward to further strengthening our existing relationship and assure you of our best services.

With kind regards,

Yours sincerely,
For ICRA Limited

KARTHIK SRINIVASAN
Digitally signed by KARTHIK SRINIVASAN
Date: 2026.02.12 12:07:18 +05'30'

Karthik Srinivasan
Senior Vice President
karthiks@icraindia.com

Annexure: Details of NCD Rated by ICRA

ISIN	Instrument Name	Date of Issuance	Maturity	Amount Rated (Rs. Crore)	Current Rating
INE814O07360	**Non-convertible debenture**	Jul-19-2022	Jul-19-2026	80.00	[ICRA]BBB (Negative)
INE814O07394	**Non-convertible debenture**	Feb-28-2023	Feb-28-2026	25.00	[ICRA]BBB (Negative)
INE814O07436	**Non-convertible debenture**	Jun-27-2023	Jun-07-2026	15.00	[ICRA]BBB (Negative)
INE814O07493	**Non-convertible debenture**	Feb-27-2024	Feb-27-2026	65.00	[ICRA]BBB (Negative)
INE814O07519	**Non-convertible debenture**	May-24-2024	May-21-2026	24.90	[ICRA]BBB (Negative)
INE814O07527	**Non-convertible debenture**	Jun-07-2024	Mar-07-2026	24.00	[ICRA]BBB (Negative)
INE814O07535	**Non-convertible debenture**	Jun-27-2029	Jun-27-2029	93.76	[ICRA]BBB (Negative)
INE814O07543	**Non-convertible debenture**	Aug-21-2024	Aug-21-2027	100.00	[ICRA]BBB (Negative)
INE814O07550	**Non-convertible debenture**	Nov-29-2024	Nov-29-2026	42.00	[ICRA]BBB (Negative)
INE814O07568	**Non-convertible debenture**	Jun-06-2025	Jul-07-2026	60.00	[ICRA]BBB (Negative)
INE814O07576	**Non-convertible debenture**	Sep-30-2025	Mar-13-2027	35.00	[ICRA]BBB (Negative)
INE814O07584	**Non-convertible debenture**	Dec-19-2025	Dec-19-2031	46.30	[ICRA]BBB (Negative)
NA	**Non-convertible debenture – Unallocated**	NA	NA	294.24	[ICRA]BBB (Negative)

Source: Company

November 17, 2025

NeoGrowth Credit Private Limited: Ratings downgraded to [ICRA]BBB(Negative) and [ICRA]A3+

Summary of rating action

Instrument*	Previous rated amount (Rs. crore)	Current rated amount (Rs. crore)	Rating action
NCD	905.20	905.20	[ICRA]BBB(Negative); downgraded from [ICRA]BBB+(Negative)
Long-term fund-based bank lines	379.77	379.77	[ICRA]BBB(Negative); downgraded from [ICRA]BBB+(Negative)
Commercial paper programme	100.00	100.00	[ICRA]A3+; downgraded from [ICRA]A2
Total	**1,384.97**	**1,384.97**	

**Instrument details are provided in Annexure I*

Rationale

The rating action factors in the continued asset quality pressures for NeoGrowth Credit Private Limited (NeoGrowth) and the consequent deterioration in its earnings profile. The company's loan loss charges increased to 13.0% (annualised) of assets under management (AUM) in H1 FY2026 from 10.3% in FY2025 and 6.5% in FY2024, amid stress in the unsecured small and medium-sized enterprise (SME) segment. The reported gross stage 3 assets, including annualised write-offs, stood at 18.9% as of September 2025 (14.7% as of March 2025 and 7.6% as of March 2024). Further, decline in AUM due to various credit actions taken and cautious approach followed by the company which led to a reduction in income, which, in turn, resulted in moderation in pre-provision operating profits. Altogether, the earnings profile was adversely impacted, with a net loss of Rs. 44 crore in H1 FY2026 compared to a profit after tax (PAT) of Rs. 9 crore in FY2025. The earnings profile is expected to remain under pressure in the near term, as asset quality improvements are likely to be gradual and the AUM remains scaled down.

The deterioration in asset quality is primarily due to slippages on account of various factors, including, but not limited to, a slowdown in consumption due to restrictions on personal loans, borrower overleveraging, and the overall credit squeeze in the market. The company adheres to a write-off policy, wherein unsecured loans are written off after remaining delinquent for more than 240 days. However, it has historically recovered around 20% of the amounts written off. In view of the deterioration in asset quality and profitability, the company was in continued breach of various financial covenants (in respect of borrowings amounting to 52% of overall borrowings) as on September 30, 2025 (55% as on June 30, 2025). While it has received waivers and additional loans from some lenders and its liquidity profile remains adequate at present, it could face pressure if it is unable to obtain the requisite waivers in the future.

While the company has taken various corrective measures to address asset quality concerns, given the elevated net stage 2 + net stage 3 assets of 6.3% (as a percentage of net advances) as on September 30, 2025 (6.8% as on June 30, 2025 and 4.5% as on March 31, 2024), the pressure on profitability is expected to continue in the near term. However, the company continues to maintain an adequate capitalisation profile, with a reported Tier I capital ratio of 28.8% as of September 2025, and it intends to raise equity from its existing shareholders. Additionally, given the expectation of muted AUM growth, the company is expected to maintain a managed gearing of below 4.0 times.

ICRA notes NeoGrowth's relatively diverse lender base, which includes overseas lenders, development finance institutions, alternative investment funds, and multilateral agencies, in addition to loans from non-banking financial companies (NBFCs) and banks. ICRA also takes comfort from the management's established experience in the retail and SME lending business.

Nevertheless, given the company's focus on largely untapped small and medium-sized retailer segments, it remains exposed to the inherent risks associated with unsecured lending and a moderate borrower profile.

The Negative outlook on the rating reflects ICRA's expectation of near-term pressure on the company's asset quality and profitability.

Key rating drivers and their description

Credit strengths

Adequate capitalisation supported by equity raise – The company's capitalisation remains adequate, with a net worth of Rs. 632 crore and a managed gearing of 2.9 times as on September 30, 2025. This was supported by capital raising of Rs. 276.25 crore since FY2022. NeoGrowth had issued compulsory convertible debentures (CCDs) of Rs. 66.25 crore in September 2021 and Rs. 50.0 crore in June 2022 [fully converted into compulsory convertible preference shares (CCPS) in FY2024]. It also raised equity of Rs. 160.0 crore in December 2022 from FMO, the Dutch entrepreneurial development bank. The company continues to maintain an adequate capitalisation profile, with a reported Tier I capital ratio of 28.8% as of September 2025. Given the expectation of muted AUM growth and plans to raise equity capital, the company is likely to maintain a prudent capitalisation profile, with a managed gearing of 4.0 times, while navigating the ongoing deterioration in asset quality and profitability.

Diverse funding base and experienced management – NeoGrowth has a relatively diversified lender base comprising a mix of domestic and international sources. These include overseas lenders, development finance institutions, alternative investment funds, and multilateral agencies, along with borrowings from NBFCs and banks. Additionally, a significant portion of the incremental borrowings in FY2025 and H1 FY2026 was availed from existing lenders, indicating continued support from established funding relationships. ICRA also considers the management's long-standing experience in the retail and SME lending segment.

Credit challenges

Deterioration in asset quality impacting earnings profile – NeoGrowth's asset quality deteriorated, with gross and net stage 3 assets of 6.8% and 2.9%, respectively, as on September 30, 2025 (7.3% and 3.3%, respectively, as on June 30, 2025; 3.7% and 1.5%, respectively, as on March 31, 2024). Collections were impacted, especially in the lower ticket-size retail loan segment, leading to higher write-offs. Including annualised write-offs in H1 FY2026, the gross stage 3 stood at 18.9% as on September 30, 2025 (14.7% as on March 31, 2025 and 7.6% as on March 31, 2024).

Given the deterioration in asset quality and decline in revenue due to lower AUM, profitability was adversely impacted. The company reported a PAT of Rs. 9 crore in FY2025 (0.3% of ATA) compared to Rs. 71 crore (2.9% of ATA) in FY2024. The decline was primarily driven by the increase in credit costs to 10.3% of AUM in FY2025 from 6.5% in FY2024 (4.1% in FY2023). Further, the moderation in AUM led to lower income, which resulted in subdued pre-provision operating profits. Profitability remained under pressure in H1 FY2026, with the company reporting a net loss of Rs. 44 crore. ICRA notes the corrective measures being implemented by NeoGrowth, including close internal tracking of portfolio parameters that exhibited stress in the past and, based on this, tightening customer selection criteria, strengthening the collections team and focusing on recoveries. While ICRA notes the decline in stage 2 and stage 3 assets in Q2 FY2026, the ability to further improve asset quality and contain credit costs would remain critical for a sustained improvement in profitability.

Moderate borrower profile – The company provides unsecured business loans (working capital financing) with an average ticket size of ~Rs. 14 lakh to small and medium-sized retailers. Repayments are largely linked to daily sales collections (accounting for ~55% of the loan book as on September 30, 2025). The balance portfolio comprises supply chain financing to micro, small, and medium enterprises (MSMEs) with an average ticket size of Rs. 23 lakh. ICRA notes the inherent risk in the

portfolio, given the moderate credit profile of the borrowers, who are highly vulnerable to downturns in economic cycles. Further, a large part of the AUM (96%) represents unsecured lending, impeding recoveries from the harder delinquency buckets.

Liquidity position: Adequate

NeoGrowth has repayment obligations of Rs. 748 crore (principal + interest) for the six-month period till March 2026. As on September 30, 2025, it had Rs. 151 crore of cash and liquid investments, along with unutilised bank lines of Rs. 18 crore. Liquidity is supported by monthly inflows of Rs. 190-200 crore from the loan book, and the company did not have any cumulative mismatches in any of the time buckets, including the less-than-one-year tenor, in the structural liquidity statement (SLS) as on September 30, 2025.

NeoGrowth faces prepayment risks, given the possibility of debt acceleration upon breach of covenants, including financial, operational, and rating-linked covenants. Upon failure to meet the covenants, if the company is unable to obtain waivers from lenders/investors or if they do not provide adequate time to arrange alternative funding to pay off the accelerated loans, the ratings would face pressure. ICRA notes that NeoGrowth was in breach of certain financial covenants with its lenders (52% of overall borrowings as on September 30, 2025 and 55% as on June 30, 2025) and has received temporary relaxations/waivers/amendments from some lenders (22% of the borrowings under breach as on September 30, 2025) and noting from other lenders. Additionally, some lenders (7% of the borrowings under breach) have extended fresh sanctions to the company with more favourable covenants. Further, ICRA notes that there has been no acceleration of debt by any lender/investor as on date, and NeoGrowth continues to raise funds from existing lenders.

Rating sensitivities

Positive factors – ICRA could revise the outlook to Stable on a sustained improvement in the company's asset quality and profitability indicators.

Negative factors – Further deterioration in the asset quality or sustained weakening in the profitability could negatively impact the ratings. A continued increase in the managed gearing to more than 4 times could also exert pressure on the ratings.

Analytical approach

Analytical approach	Comments
Applicable rating methodologies	Rating methodology for non-banking finance companies
Parent/Group support	Not applicable
Consolidation/Standalone	Standalone

About the company

NeoGrowth Credit Private Limited, which commenced operations in FY2013, is a non-deposit taking systemically important non-banking financial company (NBFC) providing loans to SMEs. It was founded by Mr. Dhruv Khaitan and Mr. Piyush Khaitan, and its investors include ON Mauritius, Aspada Investment Advisors, Khosla Impact Fund, Frontier Investments Group (Accion), Trinity Inclusion Ltd. (Leapfrog), Mr. Arun Nayyar {Managing Director (MD) & Chief Executive Officer (CEO)}, 360 ONE Seed Ventures Fund, Plentitude Ventures Ltd and FMO (the Dutch entrepreneurial development bank). Before setting up NeoGrowth, the founders had established and managed Venture Infotek, which provided end-to-end card payment processing solutions to banks that issue credit cards and with whom merchants have point of sales terminals.

Key financial indicators

NeoGrowth Credit Private Limited	FY2024	FY2025	H1 FY2026
	Audited	Audited	Provisional
Total income	601	750	317
PAT	71	9	(44)
Total managed assets	3,112	3,112	2,689
Return on managed assets	2.7%	0.3%	-3.0%
Reported gearing (times)	3.3	3.2	2.9
Managed gearing (times)	3.4	3.3	2.9
Gross stage 3	3.7%	6.8%	6.8%
CRAR	28.5%	29.1%	29.4%

Source: Company, ICRA Research; All ratios as per ICRA's calculations; Amount in Rs. crore

Status of non-cooperation with previous CRA: Not applicable

Any other information: None

Rating history for past three years

Instrument	Current (FY2026)					Chronology of rating history for the past 3 years					
						FY2025		FY2024		FY2023	
	Type	Amount rated (Rs. crore)	Nov 17, 2025	Date	Rating	Date	Rating	Date	Rating	Date	Rating
Commercial paper	Short term	100.00	[ICRA]A3+	Sep 02, 2025	[ICRA]A2	Dec-30-2024	[ICRA]A2	Feb-15-2024	[ICRA]A2	-	-
						May-08-2024	[ICRA]A2				
						Aug-09-2024	[ICRA]A2				
NCD programme	Long term	905.20	[ICRA]BBB (Negative)	Sep 02, 2025	[ICRA]BBB+ (Negative)	Dec-30-2024	[ICRA]BBB+ (Stable)	Jun-21-2023	[ICRA]BBB (Stable)	Apr-11-2022	[ICRA]BBB (Negative)
						May-08-2024	[ICRA]BBB+ (Stable)			Jul-04-2022	[ICRA]BBB (Negative)
						Aug-09-2024	[ICRA]BBB+ (Stable)	Feb-15-2024	[ICRA]BBB+ (Stable)	Mar-09-2023	[ICRA]BBB (Stable)
										Mar-15-2023	[ICRA]BBB (Stable)
Long-term others – Fund based	Long term	379.77	[ICRA]BBB (Negative)	Sep 02, 2025	[ICRA]BBB+ (Negative)	Dec-30-2024	[ICRA]BBB+ (Stable)	Jun-21-2023	[ICRA]BBB (Stable)	Jul-04-2022	[ICRA]BBB (Negative)
						May-08-2024	[ICRA]BBB+ (Stable)	Feb-15-2024	[ICRA]BBB+ (Stable)	Mar-09-2023	[ICRA]BBB (Stable)
						Aug-09-2024	[ICRA]BBB+ (Stable)			Mar-15-2023	[ICRA]BBB (Stable)

Complexity level of the rated instruments

Instrument	Complexity indicator
Non-convertible debenture	Very Simple
Commercial paper programme	Very Simple
Long-term fund-based bank lines	Simple

The Complexity Indicator refers to the ease with which the returns associated with the rated instrument could be estimated. It does not indicate the risk related to the timely payments on the instrument, which is rather indicated by the instrument's credit rating. It also does not indicate the complexity associated with analysing an entity's financial, business, industry risks or complexity related to the structural, transactional or legal aspects. Details on the complexity levels of the instruments are available on ICRA's website: Click here

Annexure I: Instrument details

ISIN	Instrument name	Date of issuance	Coupon rate	Maturity	Amount rated (Rs. crore)	Current rating and outlook
INE814O07360	**NCD**	Jul-19-2022	12.90%	Jul-19-2026	80.00	[ICRA]BBB (Negative)
INE814O07394		Feb-28-2023	13.80%	Feb-28-2026	25.00	[ICRA]BBB (Negative)
INE814O07436		Jun-28-2023	12.00%	Jun-07-2026	15.00	[ICRA]BBB (Negative)
INE814O07493		Feb-27-2024	11.75%	Feb-27-2026	65.00	[ICRA]BBB (Negative)
INE814O07519		May-24-2024	12.00%	May-23-2026	24.90	[ICRA]BBB (Negative)
INE814O07527		Jun-07-2024	11.75%	Mar-07-2026	24.00	[ICRA]BBB (Negative)
INE814O07535		Jun-27-2024	12.15%	Jun-27-2029	93.76	[ICRA]BBB (Negative)
INE814O07543		Aug-21-2024	11.70%	Aug-21-2027	100.00	[ICRA]BBB (Negative)
INE814O07550		Nov-29-2024	11.70%	Nov-29-2026	42.00	[ICRA]BBB (Negative)
INE814O07568		Jun-06-2025	11.50%	Jul-07-2026	60.00	[ICRA]BBB (Negative)
INE814O07576		Sep-30-2025	11.75%	Mar-13-2027	35.00	[ICRA]BBB (Negative)
Not yet placed		-	-	-	340.54	[ICRA]BBB (Negative)
INE814O14127	**Commercial paper programme**	Oct-31-2025	11.64%	Feb-03-2026	10.00	[ICRA]A3+
INE814O14119		Sep-26-2025	11.65%	Jan-06-2026	40.00	[ICRA]A3+
Not yet placed		-	-	7-365 days	50.00	[ICRA]A3+
NA	**Long-term fund-based bank lines**	-	-	-	379.77	[ICRA]BBB (Negative)

Source: Company

Please click here to view details of lender-wise facilities rated by ICRA

Annexure II: List of entities considered for consolidated analysis

Not applicable

ANALYST CONTACTS

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HELPLINE FOR BUSINESS QUERIES

+91-9354738909 (open Monday to Friday, from 9:30 am to 6 pm)

info@icraindia.com

ABOUT ICRA LIMITED

ICRA Limited was set up in 1991 by leading financial/investment institutions, commercial banks and financial services companies as an independent and professional investment Information and Credit Rating Agency.

Today, ICRA and its subsidiaries together form the ICRA Group of Companies (Group ICRA). ICRA is a Public Limited Company, with its shares listed on the Bombay Stock Exchange and the National Stock Exchange. The international Credit Rating Agency Moody's Investors Service is ICRA's largest shareholder.

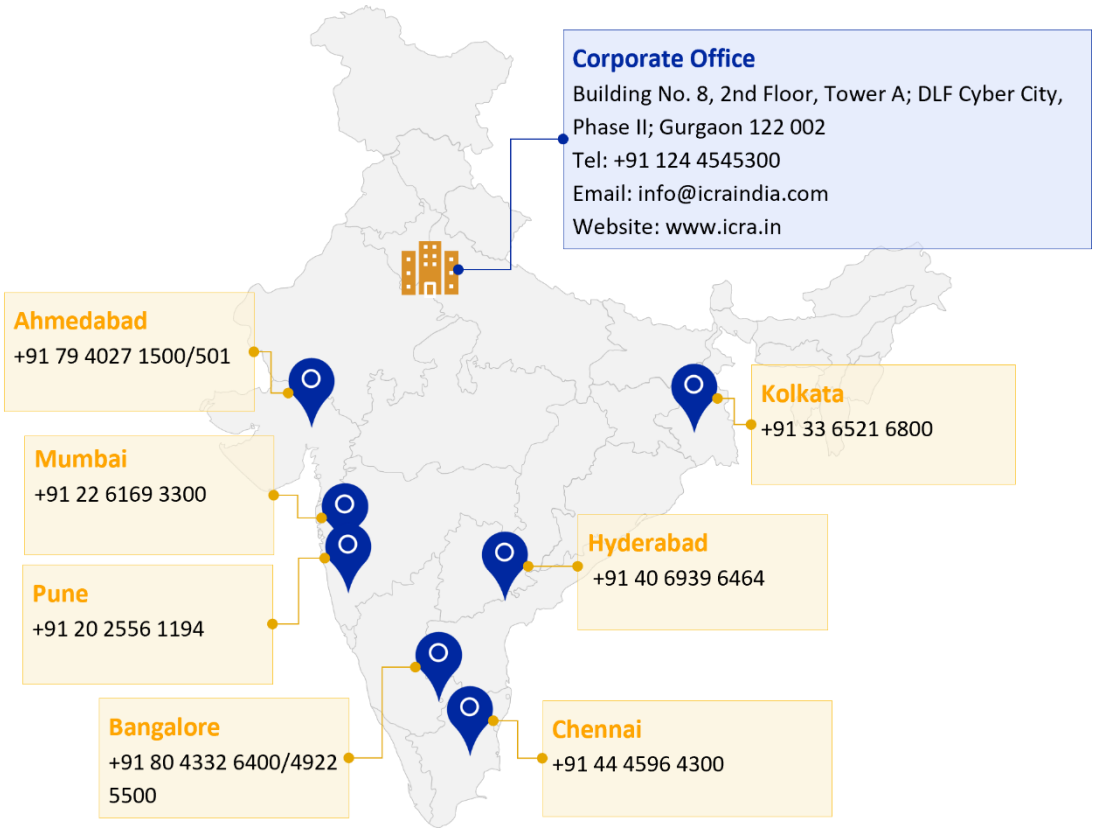
For more information, visit www.icra.in

ICRA Limited

Registered Office

B-710, Statesman House, 148 Barakhamba Road, New Delhi-110001
Tel: +91 11 23357940-45

Branches



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ANNEXURE IV: DEBENTURE TRUSTEE CONSENT LETTER AND FEE LETTER

EXECUTED COPY OF THE DEBENTURE TRUSTEE AGREEMENT:

CATALYST
Believe in yourself... Trust us!

CL/DEB/25-26/3077 **Date: 23-Mar-2026**

To,
Neogrowth Credit Private Limited,
Times Square, Tower E, 9th Floor,
Andheri Kurla Road, Marol, Andheri East,
Mumbai-400059

Dear Sir/ Madam,

Re: Consent to act as a Debenture Trustee for Private Placement of Fully Paid, Rated, Listed, Redeemable, Transferable, Secured, Non-Convertible Debentures aggregating upto ₹ 25 Crores

We refer to your letter/Email dated 23.03.2026, requesting us to convey our consent to act as the Debenture Trustee for captioned issue of Debentures.

We hereby convey our acceptance to act as Debenture Trustees for the said issue Debentures, subject to execution of Debenture Trustee Agreement as per Regulation 13 of SEBI (Debenture Trustee) Regulations, 1993, thereby agreeing to execute Debenture Trust Deed and to create the security if applicable within the timeline as per relevant Laws / Regulations and in the Offer Document / Information Memorandum / Disclosure Document / Placement Memorandum and company agreeing / undertaking to comply with the provisions of SEBI (Debenture Trustee) Regulations, 1993, SEBI (Issue and Listing of Non-Convertible Securities) Regulations 2021, SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, Companies Act, 2013 and Rules thereunder and other applicable laws as amended from time to time.

Fee Structure for the proposed transaction will be as per Annexure A.

Assuring you of the best professional services.
Thanking you.

Yours faithfully,

Catalyst Trusteeship Limited

Name: Sanskruti Ambre

Designation: Manager

Annexure A

Fee Structure for transaction CL/DEB/25-26/3077

PARTICULARS	AMOUNT
Acceptance fees (one-time, non-refundable, payable on our appointment)	₹ 125,000.00

One Time Service Fees are applicable in advance from date of execution till termination of transaction. The taxes on above fee structure are payable at applicable rates from time to time.

All out of pocket expenses incurred towards legal fees, travelling, inspection charges, etc shall be levied and re-imbursed on actual basis.

Please return the signed copy of this letter duly signed by Authorized Officer from your company.

Yours Faithfully,

For Catalyst Trusteeship Limited

Name: Sanskruti Ambre

Designation: Manager

We accept the above terms.

For Neogrowth Credit Private Limited

Name: Anirudh Parvatikar

Designation: AVP – Treasury

(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

ANNEXURE V: IN-PRINCIPLE APPROVAL RECEIVED FROM BSE

DCS/COMP/BB/IP-PPDI/176/25-26

December 02, 2025

NEOGROWTH CREDIT PRIVATE LIMITED
Times Square, Tower E, 9th Floor, Andheri Kurla Road, Marol,
Andheri East, Mumbai, Maharashtra - 400059, India

Dear Sir/Madam

Re: Private Placement for Issue of rated, listed/unlisted, senior/ secured / unsecured, redeemable, transferable, taxable, principal protected or not, market linked or not, non-convertible debentures (including in the form of zero-coupon bonds, subordinated non-convertible debentures and Commercial Papers Under GID Number: 2025-26/NCD/007 Dated November 25, 2025

We acknowledge receipt of your application on the online portal on November 25, 2025, seeking In-principle approval for issue of captioned security. In this regard, the Exchange is pleased to grant in-principle approval for listing of captioned security subject to fulfilling the following conditions at the time of seeking listing:

1. Filing of listing application.

2. Payment of fees as may be prescribed from time to time.

3. Compliance with SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with SEBI Circular No SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 and circulars issued thereunder and also Compliance with provisions of Companies Act 2013.

4. Receipt of Statutory & other approvals & compliance of guidelines issued by the statutory authorities including SEBI, RBI, DCA etc. as may be applicable.

5. Compliance with change in the guidelines, regulations, directions, circulars of the Exchange, SEBI or any other statutory authorities, documentary requirements from time to time.

6. Compliance with below mentioned circular dated June 10, 2020 issued by BSE before opening of the issue to the investors.:
https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20200610-31

7. Issuers, for whom use of EBP is not mandatory, specific attention is drawn towards compliance with Chapter XV of SEBI Circular No SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 and BSE Circular No 20210519-29 dated May 19, 2021. Accordingly, Issuers of privately placed debt securities in terms of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 or ILDM Regulations for whom accessing the electronic book platform (EBP) is not mandatory shall upload details of the issue with any one of the EBPs within one working day of such issuance. The details can be uploaded using the following links Electronic Issuance - Bombay Stock Exchange Limited (bseindia.com).

8. It is advised that Face Value of NCDs issue through private placement basis should be kept as per Chapter V of SEBI Circular No SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021

9. ***Issuers are hereby advised to comply with signing of agreements with both the depositories as per Regulation 7 of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with SEBI Circular No SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021.***

10. Company is further requested to comply with SEBI Circular SEBI/HO/DDHS/DDHS-RACPOD1/CIR/P/2023/56 dated April 13, 2023, (if applicable) read along with BSE Circular https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20230428-18 and ensure compliance of the same.

This In-Principle Approval is valid for a period of 1 year from the date of issue of this letter or period of 1 year from the date of opening of the first offer of debt securities under the General information Document, which ever applicable. The Exchange reserves its right to withdraw its in-principle approval at any later stage if the information submitted to the Exchange is found to be incomplete/ incorrect/misleading/false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with SEBI Circular No SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 and circulars issued thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Guidelines/Regulations issued by the statutory authorities etc. Further, it is subject to payment of all applicable charges levied by the Exchange for usage of any system, software or similar such facilities provided by BSE which the Company shall avail to process the application of securities for which approval is given vide this letter.

Yours faithfully,
For BSE Limited

Nitinkumar Pujari
Assistant Vice President

Akshay Arolkar
Manager

BSE - PUBLIC

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ANNEXURE VI: DUE DILIGENCE CERTIFICATE

CL/25-26/24829 ***(Annexure IIA)***

DUE DILIGENCE CERTIFICATE TO BE GIVEN BY THE DEBENTURE TRUSTEE AT THE TIME OF FILING THE DRAFT OFFER DOCUMENT/ INFORMATION MEMORANDUM

[In reference to Chapter II, Clause 2.2.4 of SEBI Master Circular for Debenture Trustees dated August 13, 2025]

To,
The Manager,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai- 400001.

Dear Sir / Madam,

SUB.: ISSUE OF UP TO 2,500 (TWO THOUSAND FIVE HUNDRED) RATED, LISTED, UNSUBORDINATED, SECURED, TAXABLE, TRANSFERABLE, REDEEMABLE NON-CONVERTIBLE DEBENTURES HAVING FACE VALUE OF RS. 1,00,000/- (RUPEES ONE LAKH ONLY) EACH ("DEBENTURES"), OF THE AGGREGATE NOMINAL VALUE OF UP TO RS. 25,00,00,000/- (RUPEES TWENTY-FIVE CRORES ONLY) ON A PRIVATE PLACEMENT BASIS (THE "ISSUE") BY NEOGROWTH CREDIT PRIVATE LIMITED.

We, the debenture trustee(s) to the above-mentioned forthcoming issue state as follows:

1) We have examined documents pertaining to the said issue and other such relevant documents, reports and certifications.

2) On the basis of such examination and of the discussions with the Issuer, its directors and other officers, other agencies and on independent verification of the various relevant documents, reports and certifications:

We confirm that:

a) The Issuer has made adequate provisions for and/or has taken steps to provide for adequate security for the debt securities to be issued and listed.

b) The Issuer has obtained the permissions / consents necessary for creating security on the said property(ies).

c) The Issuer has made all the relevant disclosures about the security and its continued obligations towards the holders of debt securities.

d) Issuer has adequately disclosed all consents/ permissions required for creation of further charge on assets in offer document / information memorandum and all disclosures made in the offer document / information memorandum with respect to creation of security are in confirmation with the clauses of debenture trustee agreement**.**

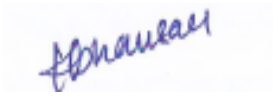
e) Issuer has given an undertaking that charge shall be created in favour of debenture trustee as per terms of issue before filing of listing application.

f) Issuer has disclosed all covenants proposed to be included in debenture trust deed (including any side letter, accelerated payment clause etc.), offer document / placement memorandum.

We have satisfied ourselves about the ability of the Issuer to service the debt securities.

Place: Mumbai
Date: March 25, 2026

For Catalyst Trusteeship Limited



Ms. Krina Bhavsar
Manager

(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

ANNEXURE VII: FINANCIAL POSITION OF THE COMPANY FOR THE LAST 3 (THREE) FINANCIAL YEARS AND UNAUDITED LIMITED REVIEW REPORT FOR QUARTER ENDED DECEMBER 31, 2025

Attached Separately

ASA & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
www.asaandassociates.co.in

Lotus Corporate Park
D-401, CTS No.185/A
Graham Firth Compound
Western Express Highway
Goregaon (East)
Mumbai 400 063 INDIA
T +91 22 4921 4000

INDEPENDENT AUDITOR'S REPORT

To the Members of NeoGrowth Credit Private Limited

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying financial statements of **NeoGrowth Credit Private Limited** (the "Company"), which comprise the balance sheet as at March 31, 2023, and the statement of profit and loss (including other comprehensive income), and the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the 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 financial assets (including provision for expected credit loss)** (as described in note 8 and 29 of the Ind AS financial statements)	
	Ind AS 109 – 'Financial Instruments', requires the Company to provide for impairment of its financial assets using the expected credit loss (the "ECL") approach	In view of the significance of the matter, our audit procedures performed included, but not limited to the following:

	which involves an estimation of probability-weighted loss on financial instruments over their life, considering reasonable and supportable information about past events, current conditions, and forecasts of future economic conditions which could impact the credit quality of the Company's loans and advances. In the process, a significant degree of estimates and judgement has been applied by the management including but not limited to the following matters: • Qualitative and quantitative factors used in staging the loan assets; • Basis used for estimating Probabilities of Default ("PD") and Loss Given Default ("LGD"); • Staging of loans and estimation of behavioural life • Grouping of borrowers on the basis of homogeneity given the variety of products; • Calculation of past default rates; • Assigning rating grades to loans for which external rating is not available; • Calibrating the loss given default where the impairment provision is calculated on a pool level; • Applying macro-economic factors to arrive at forward looking probability of default; • Significant assumptions regarding the probability of various scenarios and discounting rates for different loan products. Given the high degree of management's judgement involved in estimation of ECL, it is a key audit matter.	• Read and assessed the Company's accounting policy for impairment of financial assets and its compliance with Ind AS 109 and the governance framework approved by the Board of Directors pursuant to Reserve Bank of India guidelines issued on 13 March 2020. • Tested the operating effectiveness of the controls for staging of loans based on their past-due status. • Tested a sample of performing (stage 1) loans to assess whether any Significant Increase in Credit Risk ('SICR") or loss indicators were present requiring them to be classified under stage 2 or 3. • Performed tests of details, on a sample basis and inspected the repayment schedule from the underlying borrower agreements and collections made on the due dates which formed the basis of the staging of loans. • Verified on a test check basis underlying data related to estimates and judgements: o Model/methodology used for various loan products; o Management's grouping of borrowers on basis of different product lines and customer segments with different risk characteristics; o Various assumptions for calculation of expected loss viz. probability of default, loss given defaults, exposure at default, discounting factors applied by the management along with Management's governance process and documentation of its assumptions; o Basis of floor/minimum rates of provisioning applied by the Company for loan products with inadequate historical defaults;

		o We performed test of details of information used in the ECL computation, on a sample basis. • Tested the arithmetical accuracy of computation of ECL provision performed by the Company. • Verified the ECL provision on restructured cases pursuant to the Reserve Bank of India ("the RBI") circular on a sample basis. • Assessed disclosures included in the Ind AS financial statements in respect of expected credit losses.
2	**IT systems and controls**	
	The reliability and security of IT systems play a key role in the business operations and financial accounting and reporting process of the Company. Since large volume of transactions are processed daily, the IT controls are required to ensure that applications process data as expected and that changes are made in an appropriate manner. Any gaps in the IT control environment could result in a material misstatement of the financial accounting and reporting records. Therefore, due to complexity of the IT environment, the assessment of the general IT controls and the application controls specific to the accounting and preparation of the financial information is considered to be a key audit matter.	We performed the following procedures for testing IT general controls and for assessing the reliability of electronic data processing, assisted by our internal specialist IT auditors: • The aspects covered in the IT General Control audit were (i) User Access Management (ii) Programme Change Management (iii) Other related ITGCs – to understand the design and test the operating effectiveness of such controls; • Assessed the changes that were made to the key systems during the audit period and assessing changes that have impact on financial reporting; • Tested the periodic review of access rights. We inspected requests of changes to systems for appropriate approval and authorization; • Performed tests of controls (including other compensatory controls wherever applicable) on the IT application controls and IT dependent manual controls in the system; • Tested the design and operating effectiveness of compensating controls, where deficiencies were identified and, where necessary, extended the scope of our substantive audit procedures.

Other Information

The Company's Board of Directors are responsible for the other information. The other information comprises the Director's Report but does not include the financial statements and our auditor's report thereon. The Director's report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.
When we read the Director's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the 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 financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management and the Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of the management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

- Materiality is the magnitude of misstatement in the financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 misstatement in the 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 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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid 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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

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

   (g) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act, in our opinion, according to the information and explanation give to us, the provisions of section 197 read with Schedule V of the Act are not applicable to the Company as it is a private limited company, and

   (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, 2023 on its financial statements – Refer Note No. 39 to the financial statements.

ii. The Company has made provisions, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note 6 to the financial statements.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 45.4 to the financial statement, 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 directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company, or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The management has represented, that, to the best of it's knowledge and belief, as disclosed in the note 45.5 to the financial statement, 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, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.

v. The Company has neither declared nor paid any dividend during the year.

vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from April 1, 2023, reporting under clause (g) of Rule 11 is not applicable.

For ASA & Associates LLP
Chartered Accountants
Firm Registration No: 009571N/N500006

Prateet Kumar Mittal
Digitally signed by Prateet Kumar Mittal
Date: 2023.05.12 19:34:04 +05'30'

ASA & Associates LLP Chartered Accountants

Prateet Mittal
Partner
Membership No. 402631
UDIN: 23402631BGXJTZ6525
Place: Mumbai
Date: May 12, 2023

Annexure- A referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our report of even date

(i) a) A) According to the information and explanations given to us and audit procedures performed by us, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

B) According to the information and explanations given to us and audit procedures performed by us, the Company has maintained proper records showing full particulars of intangible assets.

b) The property, plant and equipment were physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the property, plant and equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were identified on such verification.

c) The Company does not have immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee). Accordingly, reporting under clause 3(i)(c) of the Order is not applicable.

d) According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) a) The Company does not hold any physical inventories during the year. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable.

b) The Company has been sanctioned working capital limits (i.e. Cash Credit /Overdraft facility) in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets (i.e. loan assets). According to information and explanations given to us and on the basis of our examination of the records of the Company, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company.

(iii) a) The principal business of the Company is to give loans. Accordingly, reporting under clause 3(iii)(a) of the Order is not applicable.

b) According to the information and explanations given to us and audit procedures performed by us, we are of the opinion that the investment 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 are, prima facie, not prejudicial to the Company's interest.

c) The Company, being a Non-Banking Financial Company, is registered under provisions of the RBI Act, 1934, in pursuance of its compliance with provisions of the said Act, particularly, the Income Recognition, Asset Classification and Provisioning Norms and generally accepted business practices by the lending institutions, repayments scheduled are stipulated basis the nature of the loan products. The repayment of the principal and the payment of interest by the borrowers are as per the stipulated repayment schedule except in case of default cases.

d) According to the information and explanations given to us and audit procedures performed by us, there is no overdue amounts for more than ninety days in respect of the loans given by the Company except an amount of Rs 5,647.00 lakhs (principal amount) and Rs. 790.87 lakhs (interest) overdue for more than ninety days as at March 31, 2023. In our opinion, reasonable steps have been taken by the Company for recovery of the principal and interest.

Further, the Company has not given any advance in the nature of loan to any party during the year.

e) The principal business of the Company is to give loans. Accordingly, reporting under clause 3(iii)(e) of the Order is not applicable.

f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, 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) In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186(1) of the Act. The other sub-sections of Section 186 of the Act are not applicable to the Company.

(v) In our opinion and according to the information and explanations given to us, the Company being NBFC registered with RBI, provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended, are not applicable to the Company. We are informed by the Management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal against the Company in this regard.

(vi) According to information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the services provided by it. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii) a) According to the information provided and explanations given to us and based on our examination of the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employee's state insurance, income tax, cess and other material statutory dues applicable to it, to the appropriate authorities. There were no

material outstanding statutory dues existing as on the last day of the financial year which is outstanding for more than six months from the day these becomes payable.

b) According to the information provided and explanations given to us, statutory dues relating to goods and services tax, provident fund, income-tax, value added tax, cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute are as follows:

Name of the Statute	Nature of dues	Amount	Period	Forum	Remark
Goods and Service Tax, 2017	GST, interest, and penalty	Rs. 31.77 lakhs	Financial year 2017-18	Commissioner of Appeal	The Company has filed appeal against order of Deputy Commissioner of State Tax against this demand order (DRC-01A) on 14th February 2022 and no further communication received from department till the date of this report.

(viii) According to the information provided and explanations given to us, and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessment under the Income Tax Act, 1961 as income during the year.

(ix) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowings or in the payment of interest thereon to the lenders during the year.

b) According to the information and explanations given to us, the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

c) According to the information and explanations given to us and audit procedures performed by us, term loans were applied for the purposes for which they were obtained.

d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

e) The Company does not hold any investment in any subsidiary, associate or joint venture as defined under the Companies Act, 2013 during the year. Accordingly, reporting under clause 3(ix)(e) of the Order is not applicable.

f) The Company does not hold any investment in any subsidiary, associate or joint venture as defined under the Companies Act, 2013 during the year. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable.

(x) a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.

b) According to the information provided and explanations given to us, and on the basis of our examination of the records, the Company has made private placement of shares and convertible debentures (fully) during the year and has duly compiled with the requirements of section 42 and 62 of the Companies Act, 2013. In our opinion and according to information and explanations given to us, the Company has utilised funds for the purpose for which they were raised.

(xi) a) According to the information and explanations given by the management and based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements, we report that no fraud by the Company or any fraud on the Company has been noticed or reported during the year other than instances of fraud noticed and reported by the management in terms of regulatory provision applicable to the Company amounting to Rs. 51.35 lakhs comprising of 8 instances.

b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, report under section 143(12) of the Act, in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company.

c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, reporting under clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions entered with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and details have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.

(xiv) a) According to the information and explanations given to us and audit procedures performed by us, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

b) We have considered the internal audit reports of the Company issued till date, for the period under audit.

(xv) According to the information and explanations given to us, in our opinion the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) a) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 ('RBI Act') and it has obtained the registration.

b) According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without 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 Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) and (d) of the Order are not applicable.

(xvii) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not incurred cash losses in the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly reporting under clause 3(xviii) of the Order is not applicable.

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

(xx) The requirements as stipulated by the provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company. Accordingly, reporting under clause 3(xx)(a) and (b) of the Order are not applicable.

For ASA & Associates LLP
Chartered Accountants
Firm Registration No: 009571N/N500006

Prateet Kumar Mittal
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Date: 2023.05.12 19:34:51 +05'30'



Prateet Mittal
Partner
Membership No. 402631
UDIN: 23402631BGXJTZ6525

Place: Mumbai
Date: May 12, 2023

Annexure - B to the Independent Auditors' Report

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

We have audited the internal financial controls over financial reporting of **NeoGrowth Credit Private Limited** (the "Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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, 2023, 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 **ASA & Associates LLP**
Chartered Accountants
Firm Registration No: 009571N/N500006

Prateet Kumar Mittal
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Date: 2023.05.12 19:35:22 +05'30'



Prateet Mittal
Partner
Membership No. 402631
UDIN: 23402631BGXJTZ6525

Place: Mumbai
Date: May 12, 2023

NEOGROWTH CREDIT PRIVATE LIMITED
BALANCE SHEET AS AT MARCH 31, 2023

(₹ in Lakhs)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
I ASSETS			
1 Financial assets			
Cash and cash equivalents	4	17,522.75	9,000.22
Bank balance other than above	5	6,148.91	4,842.05
Derivative financial instruments	6	381.90	595.26
Receivables	7		
Trade receivables		123.59	29.17
Other receivables		1,261.09	275.43
Loans	8	1,64,580.24	1,37,971.77
Other financial assets	9	4,428.81	2,933.79
2 Non-financial assets			
Deferred tax assets (net)	33	5,437.83	5,928.81
Property, Plant and Equipment	10	107.26	147.27
Right-of-use assets	11	1,569.54	2,080.21
Intangible assets under development	12	101.93	-
Other intangible assets	13	38.26	60.40
Other non-financial assets	14	1,481.07	1,389.76
Total assets		**2,03,183.18**	**1,65,254.15**
II LIABILITIES AND EQUITY			-
Liabilities			
1 Financial liabilities			
Derivative financial instruments	6	-	6.26
Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises	15	32.64	10.76
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	15	1,191.85	1,017.24
Debt securities	16	53,301.05	79,297.94
Borrowings (other than debt securities)	17	86,714.18	50,079.59
Other financial liabilities	18	3,408.91	3,496.35
2 Non-financial liabilities			
Provisions	19	2,463.42	808.72
Other non-financial liabilities	20	338.09	262.21
Total liabilities		**1,47,450.14**	**1,34,979.07**
Equity			
Equity share capital	21	1,800.07	1,800.06
Other equity	22	53,932.97	28,475.02
Total equity		**55,733.04**	**30,275.08**
Total liabilities and equity		**2,03,183.18**	**1,65,254.15**

Summary of significant accounting policies 3

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For ASA & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No: 009571N/N500006

Prateet Kumar Mittal
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Date: 2023.05.12 19:35:54 +05'30'

Prateet Mittal
Partner
Membership No. 402631
Place: Mumbai
Date: May 12, 2023

For and on behalf of the Board of Directors

DHRUV KUMAR KHAITAN
Digitally signed by DHRUV KUMAR KHAITAN
Date: 2023.05.12 18:55:25 +05'30'

Dhruv Khaitan
Director
(DIN 00002584)
Place: Mumbai

ARUN KUMAR NAYYAR
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Date: 2023.05.12 18:44:25 +05'30'

Arun Nayyar
Managing Director & CEO
(DIN 06804277)
Place: Mumbai

DEEPAK NATH GOSWAMI
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Date: 2023.05.12 19:09:30 +05'30'

Deepak Goswami
Chief Financial Officer
Place: Mumbai

TANUSHRI YEWALE
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Date: 2023.05.12 19:18:46 +05'30'

Tanushri Yewale
Company Secretary
(M.No A31273)
Place: Mumbai
Date: May 12, 2023

NeoGrowth Credit Private Limited MUMBAI

NEOGROWTH CREDIT PRIVATE LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Lakhs)

Particulars		Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
	Revenue from operations			
(i)	Interest income	23	36,312.71	35,754.13
(ii)	Fee and commission income	24	1,277.77	345.63
(iii)	Income on derecognition of loan assets	25	181.15	-
(iv)	Net gain on fair value changes	26	317.91	59.39
(I)	**Total revenue from operations**		**38,089.54**	**36,159.15**
(II)	Other income	27	204.95	116.59
(III)	**Total income (I + II)**		**38,294.49**	**36,275.74**
	Expenses			
(i)	Finance cost	28	15,900.97	15,341.70
(ii)	Impairment on financial instruments	29	6,967.98	14,730.38
(iii)	Employee benefit expense	30	7,877.72	6,775.29
(iv)	Depreciation, amortisation and impairment	31	758.45	781.42
(v)	Other expenses	32	4,241.89	3,824.41
(IV)	**Total expenses**		**35,747.01**	**41,453.20**
(V)	**Profit / (loss) before exceptional items and tax (III - IV)**		**2,547.48**	**(5,177.46)**
(VI)	**Exceptional items**		**184.37**	-
	Impact of modification of exercise price of Employee Stock Option Plan	35	184.37	-
(VII)	**Profit / (loss) before tax (V - VI)**		**2,363.11**	**(5,177.46)**
(VIII)	Tax expense:			
	(1) Current tax	33	-	223.15
	(2) Earlier year adjustments	33	(32.52)	-
	(3) Deferred tax charge / (credit)	33	669.08	(1,455.20)
(IX)	**Profit / (loss) for the year (VII - VIII)**		**1,726.55**	**(3,945.41)**
(X)	**Other comprehensive income**			
A	**Items that will not be reclassified to profit or loss**			
	Remeasurement gain/(loss) on defined benefit plan		(12.18)	(8.58)
	Income tax impact		3.07	2.16
	Total (A)		**(9.11)**	**(6.42)**
B	**Items that will be classified to profit or loss**			
	Cash flow hedge			
	Net Gain / (Loss) for the year		(537.45)	209.03
	Income tax impact		135.26	(52.61)
	Total (B)		**(402.19)**	**156.42**
	Other comprehensive income (A + B)		**(411.30)**	**150.00**
(XI)	**Total comprehensive income (IX + X)**		**1,315.25**	**(3,795.41)**
(XII)	**Earnings per equity share**			
	Basic (Rs.)	34	2.11	(5.78)
	Diluted (Rs.)	34	2.05	(5.78)

Summary of significant accounting policies 3

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For ASA & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No: 009571N/N500006

Prateet Kumar Mittal
Digitally signed by Prateet Kumar Mittal
Date: 2023.05.12 19:36:24 +05'30'

Prateet Mittal
Partner
Membership No. 402631
Place: Mumbai
Date: May 12, 2023

For and on behalf of the Board of Directors

DHRUV KUMAR KHAITAN
Digitally signed by DHRUV KUMAR KHAITAN
Date: 2023.05.12 18:56:07 +05'30'

Dhruv Khaitan
Director
(DIN 00002584)
Place: Mumbai

ARUN KUMAR NAYYAR
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Date: 2023.05.12 18:44:57 +05'30'

Arun Nayyar
Managing Director & CEO
(DIN 06804277)
Place: Mumbai

DEEPAK NATH GOSWAMI
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Date: 2023.05.12 19:10:00 +05'30'

Deepak Goswami
Chief Financial Officer
Place: Mumbai

TANUSHRI YEWALE
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Date: 2023.05.12 19:19:49 +05'30'

Tanushri Yewale
Company Secretary
(M.No A31273)
Place: Mumbai
Date: May 12, 2023

NeoGrowth Credit Private Limited MUMBAI

NEOGROWTH CREDIT PRIVATE LIMITED
Statement of changes in Equity for the year ended March 31, 2023
(₹ in Lakhs)

A. Equity Share Capital

As at March 31, 2023

Balance as at April 1, 2022	Changes in equity share capital during the year	Balance as at March 31, 2023
1,800.06	0.01	1,800.07

As at March 31, 2022

Balance as at April 1, 2021	Changes in equity share capital during the year	Balance as at March 31, 2022
1,800.06	-	1,800.06

B. Other Equity

As at March 31, 2023 **(₹ in Lakhs)**

Particulars	Equity component of compound financial instrument	Reserves and Surplus				Other comprehensive income		Total
		Statutory reserve	Share options outstanding account	Securities premium account	Retained Earnings	Cash flow hedge reserve	Actuarial gains/ (losses)	
Balance as at April 1, 2022	**4,555.30**	**202.45**	**945.81**	**42,518.24**	**(19,638.75)**	**(141.78)**	**33.75**	**28,475.02**
Dividends	-	-	-	-	(0.71)	-	-	(0.71)
Issued during the year	1,515.23							1,515.23
Compulsorily Convertible Debentures converted during the year	1,042.20							1,042.20
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	-	345.31	-	-	(345.31)	-	-	-
ESOP Cost recognised during the year	-	-	310.95	-	-	-	-	310.95
Utilised during the year	-	-	-	-	-	-	-	-
Premium received during the year	-	-	-	21,987	-	-	-	21,987.00
Share issue expenses				(751.70)				(751.70)
Less: Income tax on the above	-	-	-	39.77	-	-	-	39.77
Profit / (loss) for the year	-	-	-	-	1,726.55	-	-	1,726.55
Other Comprehensive Income for the year	-	-	-	-	-	(537.45)	(12.18)	(549.63)
Less: Income Tax	-	-	-	-	-	135.26	3.07	138.33
Total Comprehensive Income for the year	**2,557.43**	**345.31**	**310.95**	**21,275.08**	**1,380.53**	**(402.19)**	**(9.11)**	**25,457.98**
Balance as at March 31, 2023	**7,112.73**	**547.76**	**1,256.76**	**63,793.31**	**(18,258.22)**	**(543.97)**	**24.64**	**53,933.00**

As at March 31, 2022

	Equity component of compound financial instrument	Reserves and Surplus				Other comprehensive income		Total
		Statutory reserve	Share options outstanding account	Securities premium account	Retained Earnings	Cash flow hedge reserve	Actuarial gains/ (losses)	
Balance as at April 1, 2021	**4,555.30**	**202.45**	**888.96**	**42,518.24**	**(15,692.88)**	**(298.20)**	**40.17**	**32,214.04**
Dividends	-	-	-	-	(0.46)	-	-	(0.46)
ESOP Cost recognised during the year	-	-	56.85	-	-	-	-	56.85
Profit / (loss) for the year	-	-	-	-	(3,945.41)	-	-	(3,945.41)
Other Comprehensive Income for the year	-	-	-	-	-	209.03	(8.58)	200.45
Less: Income Tax	-	-	-	-	-	(52.61)	2.16	(50.45)
Total Comprehensive Income for the year	**-**	**-**	**56.85**	**-**	**(3,945.87)**	**156.42**	**(6.42)**	**(3,739.00)**
Balance as at March 31, 2022	**4,555.30**	**202.45**	**945.81**	**42,518.24**	**(19,638.75)**	**(141.78)**	**33.75**	**28,475.02**

Summary of significant accounting policies 3

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For ASA & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No: 009571N/N500006

Prateet Kumar Mittal
Digitally signed by Prateet Kumar Mittal
Date: 2023.05.12 19:37:07 +05'30'

Prateet Mittal
Partner
Membership No. 402631

For and on behalf of the Board of Directors

DHRUV KUMAR KHAITAN
Digitally signed by DHRUV KUMAR KHAITAN
Date: 2023.05.12 18:56:43 +05'30'

Dhruv Khaitan
Director
(DIN 00002584)
Place: Mumbai

ARUN KUMAR NAYYAR
Digitally signed by ARUN KUMAR NAYYAR
Date: 2023.05.12 18:45:26 +05'30'

Arun Nayyar
Managing Director & CEO
(DIN 06804277)
Place: Mumbai

DEEPAK NATH GOSWAMI
Digitally signed by DEEPAK NATH GOSWAMI
Date: 2023.05.12 19:10:27 +05'30'

Deepak Goswami
Chief Financial Officer
Place: Mumbai

TANUSHRI YEWALE
Digitally signed by TANUSHRI YEWALE
Date: 2023.05.12 19:20:27 +05'30'

Tanushri Yewale
Company Secretary
(M.No A31273)
Place: Mumbai

Date: May 12, 2023

Neogrowth Credit Private Limited MUMBAI

NEOGROWTH CREDIT PRIVATE LIMITED
Cash Flow statement for the year ended March 31, 2023

(₹ in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Operating activities		
Profit / (Loss) before tax	2,363.11	(5,177.46)
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation, amortisation and impairment	758.45	781.42
Fair value movement of embedded derivative	(6.25)	6.26
Non cash adjustment made for creation and foreclosure of Right-of-use assets	-	11.07
Effective Interest Rate adjustment in Borrowings	(317.24)	97.41
Interest Income on security deposits	(35.51)	(35.90)
Interest on Lease liability	251.19	293.24
Interest on Debt Securities	8,278.25	10,309.53
Interest on Borrowings	5,754.83	3,264.97
Income on Derecognition of Loan Assets	(181.15)	-
Employee Benefit expenses	1,486.92	168.56
Profit on sale of property, plan and equipment	(0.08)	-
Impairment on financial instruments	6,967.98	14,730.38
Remeasurement gain/(loss) on defined benefit plan	(12.18)	(8.58)
Net Gain on fair value of Investments	(311.66)	(65.65)
Working capital changes		
(Increase) / Decrease in Loan	(33,165.13)	(31,926.96)
(Increase) / Decrease in Receivables	(1,081.32)	(304.58)
(Increase) / Decrease in Other Financial Assets	(1,689.74)	(947.39)
(Increase) / Decrease in Other Non Financial Assets	48.74	(150.04)
(Increase) / Decrease in Bank balance other than cash and cash equivalents	(1,306.86)	20,965.76
Increase / (Decrease) in Trade payable	196.48	(133.58)
Increase / (Decrease) in Other financial liabilities	371.43	(312.29)
Increase / (Decrease) in Provisions	467.54	(114.19)
Increase / (Decrease) in Other non-financial Liabilities	75.87	(76.66)
Interest Paid on Debt Securities and Borrowings	(14,692.95)	(13,741.00)
Income tax paid / refund received (Net of refunds / payments)	(107.56)	(374.66)
Net cash flows used in operating activities	**(25,886.81)**	**(2,740.38)**
Investing activities		
Proceeds from sale of property, plant and equipment	0.08	2.47
Purchase of property, plant and equipment	(42.04)	(76.18)
Intangible assets under development	(101.93)	
Purchase of intangible assets	0.01	(44.99)
Proceeds from redemption of Investments at fair value through profit and loss	2,70,598.18	45,204.74
Investments in Mutual Fund at fair value through profit and loss	(2,70,286.52)	(36,883.16)
Net cash flows from investing activities	**167.78**	**8,202.88**
Financing activities		
Debt securities issued	17,080.00	13,075.00
Debt securities repaid	(38,873.58)	(22,429.49)
Borrowings other than debt securities taken	89,362.11	39,685.78
Borrowings other than debt securities repaid	(52,809.43)	(31,426.27)
Proceeds from issuance of Equity Shares	0.01	-
Proceeds from issuance of Compulsorily Convertible Preference Shares	15,999.46	-
Compulsorily Convertible Debenture (CCD) issued	5,000.00	-
Payment towards share issue expenses	(615.25)	-
Expenses towards issuance of Cmpulsorily Convertible Debentures	(59.89)	-
Interest paid on lease liability	(251.19)	(293.24)
Principal portion of lease liability except short term lease payments	(590.70)	(527.28)
Net cash flows from / (used in) financing activities	**34,241.54**	**(1,915.50)**
Net increase / (decrease) in cash and cash equivalents	**8,522.51**	**3,547.00**
Cash and cash equivalents at April 1	9,000.22	5,453.22
Cash and cash equivalents at the end (refer Note 4)	**17,522.73**	**9,000.22**
Operational cash flows from interest and dividends		
Interest paid	14,692.95	13,741.00
Short-term lease payments	(0.56)	-

Notes :
- The above Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 'Statement of Cash Flows'
- Components of cash and cash equivalents are disclosed in Note 4.
- For disclosures relating to changes in liabilities arising from financing activities, refer Note 38.

As per our report of even date

For ASA & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No: 009571N/N500006

Prateet Kumar Mittal
Digitally signed by Prateet Kumar Mittal
Date: 2023.05.12 19:37:46 +05'30'

Prateet Mittal
Partner
Membership No. 402631
Place: Mumbai
Date: May 12, 2023

For and on behalf of the Board of Directors

DHRUV KUMAR KHAITAN
Digitally signed by DHRUV KUMAR KHAITAN
Date: 2023.05.12 18:57:36 +05'30'

Dhruv Khaitan
Director
(DIN 00002584)
Place: Mumbai

ARUN KUMAR NAYYAR
Digitally signed by ARUN KUMAR NAYYAR
Date: 2023.05.12 18:45:49 +05'30'

Arun Nayyar
Managing Director & CEO
(DIN 06804277)
Place: Mumbai

DEEPAK NATH GOSWAMI
Digitally signed by DEEPAK NATH GOSWAMI
Date: 2023.05.12 19:10:56 +05'30'

Deepak Goswami
Chief Financial Officer
Place: Mumbai

TANUSHRI YEWALE
Digitally signed by TANUSHRI YEWALE
Date: 2023.05.12 19:21:07 +05'30'

Tanushri Yewale
Company Secretary
(M.No A31273)
Place: Mumbai
Date: May 12, 2023

NeoGrowth Credit Private Limited MUMBAI

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023

Accounting Policies

Note 1: Corporate Information
NeoGrowth Credit Private Limited (the 'Company' or 'NeoGrowth') is a Private Limited Company domiciled in India and incorporated on May 17, 1993 under the provisions of Companies Act, 1956. The Company has received a Certificate of Registration from the Reserve Bank of India ('RBI') under Section 45 - IA of the Reserve Bank India Act, 1934 on September 13, 2001 to commence / carry on the business of Non-Banking Financial Institution ('NBFC') without accepting public deposits. Presently the Company is engaged in providing business loans to small and medium enterprise. The financial statements has been approved in its Board meeting held on May 12, 2023

Note 2: Statement of compliance

The financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) issued by the Ministry of Corporate Affairs in exercise of the powers conferred by section 133 of the Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied along with compliance with other statutory promulgations which require a different treatment. Any directions issued by the RBI or other regulators are implemented as and when they become applicable.

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.

Accounting policies have been consistently applied.

Basis of preparation and presentation

a. Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

Presentation of financial statements:
The Company presents its balance sheet in order of liquidity in compliance with the Division III of the Schedule III to the Companies Act, 2013. 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 37: Maturity Profile".

b. Basis of measurement
The financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies below. 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.

c. Functional and presentation currency
The financial statements are presented in Indian Rupees which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates and all values are rounded to the nearest lakhs, except when otherwise indicated.

Note 3: Significant accounting policies

3.1. Use of estimates, judgments and assumptions

The preparation of financial statements in conformity with the Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosure and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revisions to accounting estimates are recognised prospectively in the period in which the estimate is revised and future periods.



3.2. Revenue Recognition

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 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 provide 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.) Interest and similar Income

Under Ind AS 109 interest income is recorded using the Effective Interest Rate (EIR) method for all financial instruments measured at amortised cost, debt instrument measured at FVOCI and debt instruments designated at FVTPL. 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 gross 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 loan. Hence, it recognises the effect of potentially different interest rates charged at various stages, and other characteristics of the product life cycle (including prepayments, penalty interest and charges).

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.

The Company 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 company calculates interest income by applying the effective interest rate to the net amortised cost of the financial asset. If the financial assets cures and is no longer credit-impaired, the company reverts to calculating interest income on a gross basis.

Gains arising out of de-recognition transactions comprise the difference between the interest on the loan portfolio and the applicable rate at which the transaction is entered into with the assignee, also known as the right of Excess Interest Spread (EIS). The future EIS basis the scheduled cash flows on execution of the transaction, discounted at the applicable rate is recorded upfront in the statement of profit and loss. EIS is evaluated and adjusted for ECL, expected prepayment & expected collection cost..

b.) All other charges such as cheque return charges, overdue charges etc are recognised on realization basis. For term loans, these charges are treated to accrue on realization, due to the uncertainty of their realization. For other loan assets, charges are accounted on accrual basis.

c.) Revenue from fee-based activities are recognized as and when the services are rendered. Fees earned from contract with customer is recognised point in time when performance obligation is satisfied (when the trade is executed). Fees and commissions arising from negotiating or participating in the negotiation of a transaction for a third party, such as the arrangement/participation, syndication fees, consortium fees, are recognised on completion of the underlying transaction. Fees or components of fees that are linked to a certain performance are recognised after fulfilling the corresponding criteria.

d.) The Company designates certain financial assets for subsequent measurement at Fair Value Through Profit or Loss (FVTPL). The Company recognises gains on fair value change of financial assets measured at FVTPL and realised gains on derecognition of financial asset measured at FVTPL on net basis.



3.3. Property, Plant and equipment (PPE)

An item is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), and any directly attributable cost of bringing the asset to its working condition and location for its intended use. Subsequent to initial recognition, PPE are stated at cost less accumulated depreciation and any impairment losses. When significant parts of property, plant and equipment are required to be replaced in regular intervals, the Company recognises such parts as separate component of assets. When an item of PPE is replaced, then its carrying amount is de-recognised from the balance sheet and cost of the new item of PPE is recognised. The expenditures that are incurred after the item of PPE has been put to use, such as repairs and maintenance, are normally charged to the statement of profit and loss in the period in which such costs are incurred. However, in situations where the said expenditure can be measured reliably, and is probable that future economic benefits associated with it will flow to the Company, it is included in the asset's carrying value or as a separate asset, as appropriate.

Depreciation on fixed assets is calculated using the Written Down Value (WDV) method and Straight Line Method (SLM) as per the remaining useful life of assets estimated by the management.

The estimated useful lives are, as follows:

Particulars	Useful Life of Assets	Depreciation Method
Leasehold Improvements	As per Lease period	SLM
Office Equipments	5 years	WDV
Computers		
Servers	6 years	WDV
Others	3 years	WDV
Software		
Advance Suite	7 years	SLM
PayLater Software	5 years	SLM
SUN Infor	3 years	SLM
Customer Relationship Management 2.0	4 years	SLM
Furniture & Fixtures	10 years	WDV

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

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.

Accelerated depreciation is used for assets amounting to less than Rs 5,000.

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

Property and equipment 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 operating income in the Statement of profit and loss in the year in which the asset is derecognised.

The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

3.4. Intangible assets

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 accumulated impairment loss. Intangible assets are amortized on a straight line basis over the estimated useful economic life. The company considers that the useful life of an intangible asset will not exceed 6 years from the date when the asset is available for use.

Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

3.5. Impairment of non-financial assets

An assessment is done at each Balance Sheet date to ascertain whether there is any indication that an asset may be impaired. If any such indication exists, an estimate of the recoverable amount of asset is determined. If the carrying value of relevant asset is higher than the recoverable amount, the carrying value is written down accordingly.

3.6. Leases

The determination of whether an arrangement is a lease, or contains a lease, is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets or whether the arrangem
a right to use the asset.

NeoGrowth Credit Private Limited MUMBAI

Company as a lessee
Identifying a lease

At the inception of the contract, the Company assesses whether a contract is, or contain, a lease. 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. The Company assesses whether:
i. The contract involves the use of an identified asset, this may be specified explicitly or implicitly.
ii. The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use, and
iii. The Company has right to direct the use of the asset.
This policy is applied to contracts entered into, or changed, on or after April 1, 2018
At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component based on their relative stand-alone prices.

Recognition of right of use asset

The Company recognises a right of use asset at the lease commencement date of lease and comprises of the initial lease liability amount, plus any indirect costs incurred.

Subsequent measurement of right of use asset

The right of use asset is subsequently amortized using the straight-line method from the commencement date to the earlier of the end of the useful life of the right of use asset or the end of the lease term, whichever is lesser. In addition, the right of use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurement of the lease liability.

Recognition of lease liability

The lease liability is initially measured at the present value of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate.

Subsequent measurement of lease liability

Lease liability is measured at amortised cost using the effective interest method. The lease payments are apportioned between the finance charges and reduction of the lease liability using the incremental borrowing rate implicit in the lease to achieve a constant rate of interest on the remaining balance of the liability.
It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. Whenever the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right of use asset or is recorded in profit or loss of the carrying amount of the right of use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The company has elected by class of underlying asset to not recognise right of use assets and lease liabilities for short term leases that have a lease term of 12 months and leases for which the underlying asset is of low value.
In case of short-term leases and leases for which the underlying asset is of low value, the company has elected not to apply the requirements of Ind AS 116 and the lease payments associated with those leases are recognised as an expense on a straight-line basis.

3.7. Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Gratuity

The company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund.
The fund is administered by Life Insurance Corporation of India (LIC). The gratuity liability is calculated using the Projected Unit Credit Method which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

The actual return on the plan assets above or below the discount rate is recognized as part of re-measurement of net defined liability or asset through other comprehensive income. 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, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Re-measurement, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit and loss in subsequent periods. The effect of any planned amendments are recognised in Statement of Profit and Loss.



Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include compensated absences such as paid annual leave and sickness leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized in the Statement of Profit and Loss during the year.

Long-term employee benefits

Company's liabilities towards compensated absences to employees are accrued on the basis of valuations, as at the Balance Sheet date, carried out by an independent actuary using Projected Unit Credit Method. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the Statement of Profit and Loss.

Compensated absence

Compensated absence which is a defined benefit, is accrued based on an actuarial valuation at the balance sheet date carried out by an independent actuary.

Share-based Payment Arrangements

Share-based Payment Arrangements estimating fair value for share-based payment transactions requires use of an appropriate valuation model. The Company measures the cost of equity-settled transactions with Option holders using Black-Scholes Model to determine the fair value of the options on the grant date.

Inputs into the valuation model, includes assumption such as the expected life of the share option, volatility and dividend yield.

The stock options granted to employees pursuant to the Company's Stock Options Schemes, are measured at the fair value of the options at the grant date using Black Scholes Model. The fair value of the options determined at grant date is accounted as employee compensation cost over the vesting period on a straight line basis over the period of option, based on the number of grants expected to vest, with corresponding increase in equity.

3.8. Foreign currency translation

Functional and presentational currency - The financial statements are presented in INR which is also functional currency of the company.

Transactions and balances - Transactions in foreign currencies are initially recorded in the functional currency at the spot rate of ex-change ruling at the date of the transaction.
Monetary assets and liabilities denominated in foreign currencies are retranslated into the functional currency at the spot rate of exchange at the reporting date. All differences arising on non–trading activities are taken to other income/expense in the statement of profit and loss.
Non–monetary items that are measured at historical cost in a foreign currency are translated using the spot exchange rates as at the date of recognition.

3.9. Borrowing cost

Borrowing cost includes interest, amortization of ancillary costs based on Effective Interest Rate method (EIR), incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

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

3.10. Taxes

Income tax expense comprises of current and deferred tax. Current / Deferred tax is recognized in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognized directly in equity or in other comprehensive income in which case the related income tax is also recognised accordingly. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority. The Company only off-sets its deferred tax assets against liabilities when there is both a legal right to offset and it is the Company's intention to settle on a net basis

i) **Current Taxes**

Current tax is the amount of income taxes payable/ receivable in respect of taxable profit/ loss for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible in accordance with applicable tax laws. Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from, or paid to, the taxation authorities. Interest income / expenses and penalties, if any, related to income tax are included in current tax expense. The tax rates and tax laws used to compute the amount are those that are enacted, or substantively enacted, by the end of reporting date in India where the Company operates and generates taxable income.

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



ii) **Deferred Taxes**
Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it becomes probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside 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 directly in equity.

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

Current and deferred taxes are recognised as income tax benefits or expenses in the Statement of profit and loss except for tax related to the fair value re-measurement of financial assets classified through other comprehensive income, foreign exchange differences and the net movement on cash flow hedges, which are charged or credited to Other Comprehensive Income (OCI). These exceptions are subsequently reclassified from OCI to the statement of profit and loss together with the respective deferred loss or gain. The Company also recognises the tax consequences of payments and issuing costs, related to financial instruments that are classified as equity, directly in equity.

3.11. Earnings per share

Basic earnings per share (EPS) is calculated by dividing the net profit for the year attributable to equity holders of the company by the weighted average number of ordinary shares outstanding during the year.
As per Ind AS 33, Para 23 " Ordinary shares that will be issued upon the conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per share from the date the contract is entered into. Consequently CCPS and CCD have been included in the computation of Basic EPS.
Diluted EPS is calculated by dividing the net profit attributable to equity holders of company (after adjusting for interest on the convertible preference shares, in each case, net of tax) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

3.12. Share based payment
Equity-settled share based payments to employees and others providing similar services are measured at the fair value of equity instruments at the grant date. Details regarding determination of the fair value of equity settled share based payments transactions are set out in Note 35.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight line basis over the vesting period, based on the company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based payments reserve.
On cancellation or lapse of option granted to employees, the compensation cost charged to statement of profit & loss is credited with corresponding decrease in equity.

On modification of terms of the ESOP scheme, the Company shall include the incremental fair value granted in the measurement of the amount recognised for services received as consideration for the equity instruments granted. The incremental fair value granted is the difference between the fair value of the modified equity instrument and that of the original equity instrument, both estimated as at the date of the modification. If the modification occurs during the vesting period, the incremental fair value granted is included in the measurement of the amount recognised for services received over the period from the modification date until the date when the modified equity instruments vest, in addition to the amount based on the grant date fair value of the original equity instruments, which is recognised over the remainder of the original vesting period. If the modification occurs after vesting date, the incremental fair value granted is recognised immediately, or over the vesting period if the employee is required to complete an additional period of service before becoming unconditionally entitled to those modified equity instruments.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.



3.13. Provisions and other Contingent liabilities

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 increase in the provision due to un-winding of discount over passage of time is recognised within finance costs. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement in other operating expenses.

Where it is more likely that no present obligation exists at the end of the reporting period, the entity discloses a contingent liability, unless the possibility of an outflow of resources embodying economic benefits is remote.

A contingent liability is disclosed, unless the possibility of an outflow of resources embodying economic benefits is remote.

3.14. Dividend on Ordinary Shares

Company recognises dividends on ordinary shares and related dividend tax as a liability and deducted from equity when they are approved by the Company's shareholders.

Proposed dividends on equity shares which are subject to approval at the annual general meeting are not recognised as a liability (including tax thereon) and is disclosed as an event after the reporting date.

3.15. Cash and cash equivalents

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

3.16. Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past / future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

3.17. Insurance claims

Insurance claims are accrued for on the basis of claims admitted and/or to the extent there is no uncertainty in receiving the claims. The Company re-assesses the claims made at each reporting period for recoverability.

3.18. Expenditure on Corporate Social Responsibility (CSR)

The Company accounts the expenditure incurred towards Corporate Social Responsibility as required under the Companies Act 2013 as a charge to the statement of profit and loss, if applicable.

3.19. Determination of Fair Value

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above at each balance sheet date.

Fair value is the price at the measurement date, at which an asset can be sold or paid to transfer a liability, in an orderly transaction between market participants at the measurement date.

The Company's accounting policies require, measurement of certain financial / non-financial assets and liabilities at fair values (either on a recurring or non-recurring basis). Also, the fair values of financial instruments measured at amortised cost are required to be disclosed in the said financial statements.

The Company is required to classify the fair valuation method of the financial / non-financial assets and liabilities, either measured or disclosed at fair value in the financial statements, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurement).

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy 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. In addition, adjustments may be required for the condition or location of the asset or the extent to which it relates to items that are comparable to the valued instrument. However, if such adjustments are based on unobservable inputs which are significant to the entire measurement, the Company will classify the instruments as Level 3.

Level 3 financial instruments − Those that includes one or more unobservable input where there is little market activity for the asset/liability at the measurement date that is significant to the measurement as a whole.

3.20. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Entity becomes a party to the contractual provisions of the instruments.



Financial Assets

Initial Recognition - All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the asset.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in four categories:

Debt instruments at amortised cost
Debt instruments at fair value through other comprehensive income (FVTOCI).
Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL).
Equity instruments measured at fair value through other comprehensive income FVTOCI.

Financial assets measured at amortised cost

A 'debt instrument' is measured at amortised cost if both the following conditions are met:

a) The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows.

b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement at fair value plus directly attributable costs, these financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.
The measurement of credit impairment is based on the three-stage expected credit loss model described below.

Business model: The business model reflects how the company manages the assets in order to generate cash flows. That is, whether the company's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable (e.g. financial assets are held for trading purposes), then the financial assets are classified as part of 'other' business model and measured at FVTPL.

SPPI: Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Company assesses whether the financial instruments' cash flows represent solely payments of principal and interest (the 'SPPI test'). In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss. The amortised cost, as mentioned above, is computed using the effective interest rate method.

Effective interest method - The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount on initial recognition. Transaction cost and income which is directly attributable to financial assets are amortised over the tenor of the loan. The amortised cost of the financial asset is adjusted if the company revises its estimates of payments or receipts. The adjusted amortised cost is calculated based on the original or latest re-estimated EIR and the change is recorded as 'Interest and similar income' for financial assets. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

Financial assets measured at fair value through other comprehensive income

Debt Instrument - Investments in debt instruments are measured at fair value through other comprehensive income where they have:
a) contractual terms that give rise to cash flows on specified dates, that represent solely payments of principal and interest (SPPI) on the principal amount outstanding; and
b) Are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.

These debt instruments are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at fair value. Gains and losses arising from changes in fair value are included in other comprehensive income within a separate component of equity. Impairment losses or reversals, interest revenue and foreign exchange gains and losses are recognised in profit and loss. Upon disposal, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to the income statement. The measurement of credit impairment is based on the three-stage expected credit loss model as applied to financial assets at amortised cost. The expected credit loss model is described below :



Financial Instrument measured at fair value through profit or loss

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVOCI criteria may be designated as at FVTPL upon initial recognition, if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Company's investment are classified as FVTPL, if it is acquired or incurred principally for the purpose of selling or repurchasing in the near term, or forms part of a portfolio of financial instruments that are managed together and for which there is evidence of short-term profit taking, or it is a derivative not in a qualifying hedge relationship. Trading derivatives and trading securities are classified as held for trading and recognised at fair value.

Financial instruments held at fair value through profit or loss, are initially recognised at fair value, with transaction costs recognised in the income statement as incurred. Subsequently, they are measured at fair value and any gains or losses are recognised in the income statement as they arise. Where a financial asset is measured at fair value, a credit valuation adjustment is included to reflect the credit worthiness of the counterparty, representing the movement in fair value attributable to changes in credit risk.

Equity instruments
Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets. Examples of equity instruments include basic ordinary shares.

Financial liabilities
Initial Measurement
Financial liabilities are classified and measured at amortized cost. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent Measurement
Financial liabilities are subsequently carried at amortized cost using the effective interest method.

Embedded Derivative

An embedded derivative is a component of a hybrid instrument that also includes a non-derivative host contract with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified acccording to a specific interest rate, value of an underlying security, or other variable.
The embedded derivative, which are not closely related to the host contract are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging intstruments.

Modification of loans

The company sometimes renegotiates or otherwise modifies the contractual cash flows of loans to customers. When this happens, the company assesses whether or not the new terms are substantially different to the original terms.
If the terms are substantially different, the company derecognises the original financial asset and recognises a 'new' asset at fair value and recalculates a new effective interest rate for the asset. The date of renegotiation is consequently considered to be the date of initial recognition for impairment calculation purposes, including for the purpose of determining whether a significant increase in credit risk has occurred. However, the company also assesses whether the new financial asset recognised is deemed to be credit-impaired at initial recognition, especially in circumstances where the renegotiation was driven by the debtor being unable to make the originally agreed payments. Differences in the carrying amount are also recognised in profit or loss as a gain or loss on de recognition. The newly recognised loans are classified as Stage 1 for ECL measurement purposes, unless the new loan is deemed to be Purchased or originated credit impaired financial assets (POCI).
If the terms are not substantially different, the renegotiation or modification does not result in de recognition, and the company recalculates the gross carrying amount based on the revised cash flows of the financial asset and recognises a modification gain or loss in profit or loss to the extent that an impairment loss has not already been recorded. The new gross carrying amount is recalculated by discounting the modified cash flows at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets.

Derivative financial instruments

Derivative financial instruments are contracts whose value is derived from one or more underlying price, index or other variable, and typically comprise of instruments such as swaps, forward rate agreements, futures and options. All derivatives are recognised in the balance sheet at fair value and are classified as trading except where they are designated as a part of an effective hedge relationship and classified as hedging derivatives. The carrying value of a derivative is re measured at fair value throughout the life of the contract. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.
Credit Valuation Adjustments (CVA) - Credit risk arising from derivative financial instruments is, at any time, limited to those with positive fair values, as recorded on the statement of financial position. In the case of credit derivatives, the company is also exposed to or protected from the risk of default of the underlying entity referenced by the derivative. Hence, to reflect potential losses, the company applies CVA to all relevant over-the-counter positions with the exception of positions settled through central clearing houses.



Impairment of financial assets

The company applies the expected credit loss (ECL) model for recognising impairment loss as against hitherto IRAC norms of RBI.
ECL is the difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the company expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate.
Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months from the reporting date.
The company assesses at each reporting date whether a financial asset such as investments, loans and advances, non-fund based limits not designated as FVTPL and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Lifetime Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

The company applies a three-stage approach to measuring expected credit losses (ECLs) for the following categories of financial assets that are not measured at fair value through profit or loss:
• debt instruments measured at amortised cost and fair value through other comprehensive income;
• loan commitments; and
• Financial guarantee contracts.
No ECL is recognised on equity investments.

Definition of default-

The Company 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.

As a part of a qualitative assessment of whether a customer is in default, the Company also considers a variety of instances that may indicate unlikeliness to pay. When such events occur, the Company carefully considers whether the event should result in treating the customer as defaulted and therefore assessed as Stage 3 for ECL calculations or whether Stage 2 is appropriate. Such events may include (and not be limited to):

- All the facilities of a borrower from all the borrowed accounts are treated as Stage 3 when one of his facility becomes 90 days past due i.e. credit impaired.

- A covenant breach not waived by the Company

- The Company on selective Basis does consider restructuring of loans after due assessment of its viability from time to time, in line with regulatory /judicial norms & dispensations

PD estimation process

Probability of Default (PD) is an estimate of the likelihood of default in a homogenous pool of loans, over it's performance period of following 12 month / lifetime horizon. PD estimation process is done based on historical & empirical internal data available with the company. 'Company calculates the 12-month PD by taking into account the past historical trends of the portfolio, credit performance including actual default data and Macro economic variables. In case of assets where there is 'a significant increase in credit risk (SICR) i.e when a borrower becomes 30 Days past Due and is classified as Stage 2, a higher PD is applied basis empirical data of such customers defaulting. 'For credit impaired assets (Stage 3), a PD of 100% is applied.

Exposure at Default (EAD)

Exposure at Default is considered as 100% of Outstanding balance in respect of loan receivables.

In case of undrawn loan commitments, a credit conversion factor of 75 % is applied for expected drawdown. For credit impaired assets (i.e. Stage 3 assets), an EAD factor of 100% is applied.

Loss Given Default (LGD)

Loss Given Default (LGD) is an estimate of the ultimate loss arising , when a default occurs. It is based on empirical contractual realisations from credit impaired assets (i.e. Stage 3 assets). after event of default (& till the time the exposure is written off) including from the realization of any security.

Financial assets are classified through the following three stages based on the change in credit risk since initial recognition:

Stage 1: 12-months ECL

All exposures where there has not been a significant increase in credit risk since initial recognition or that has low credit risk at the reporting date and that are not credit impaired upon origination are classified under this stage. The company has assessed that all standard advances and advances upto 30 days default (SMA 0) would fall under this category.
For these assets, 12-month ECL are recognized and interest revenue is calculated on the gross carrying amount of the asset (that is, without deduction for credit allowance).

Stage 2: Lifetime ECL – not credit impaired

Financial instruments that have had a significant increase in credit risk since initial recognition are classified under this stage. 30 Days Past Due is considered as significant increase in credit risk and classified under this category. For these assets, lifetime ECL are recognized, but interest revenue is still calculated on the gross carrying amount of the asset.

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Stage 3: Lifetime ECL – credit impaired
All exposures assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred are classified in this stage. For exposures that have become credit impaired, a lifetime ECL is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount.

Credit-impaired financial assets:

At each reporting date, the company assesses whether financial assets carried at amortised cost and debt financial assets carried at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.
Evidence that a financial asset is credit-impaired includes the following observable data:
a) Significant financial difficulty of the borrower or issuer;
b) A breach of contract such as a default or past due event;
c) The restructuring of a loan or advance by the company on terms that the company would not consider otherwise;
d) It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
e) The disappearance of an active market for a security because of financial difficulties.

Measurement of ECLs

The measurement of ECL reflects:
a) An unbiased and probability weighted amount that is determined by evaluating a range of possible outcomes
b) The time value of money
c) Reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

ECLs are derived from unbiased and probability-weighted estimates of expected loss, and are measured as follows:
- Financial assets that are not credit-impaired at the reporting date: as the present value of all cash shortfalls over the expected life of the financial asset discounted by the effective interest rate. The cash shortfall is the difference between the cash flows due to the company in accordance with the contract and the cash flows that the company expects to receive.
- Financial assets that are credit-impaired at the reporting date: as the difference between the gross carrying amount and the present value of estimated future cash flows discounted by the effective interest rate.
- Undrawn loan commitments: as the present value of the difference between the contractual cash flows that are due to the company if the commitment is drawn down and the cash flows that the company expects to receive.

ECLs are recognised using a provision for doubtful debts account in profit and loss. In the case of debt instruments measured at fair value through other comprehensive income, the measurement of ECLs is based on the three-stage approach as applied to financial assets at amortised cost. The company recognises the provision charge in profit and loss, with the corresponding amount recognised in other comprehensive income, with no reduction in the carrying amount of the asset in the balance sheet.

Write-off
Loans and debt securities are written off (either partially or in full) when there is no realistic prospect of recovery. 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 to enforcement activities in order to comply with the company's procedures for recovery of amounts due.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for ECL are presented in the statement of financial position as follows:
a) Financial assets measured at amortised cost: as a deduction from the gross carrying amount of the assets;
b) Loan commitments and financial guarantee contracts: generally, as a provision;
c) Where a financial instrument includes both a drawn and an undrawn component, and the company cannot identify the ECL on the loan commitment component separately from those on the drawn component: the company presents a combined loss allowance for both components. The combined amount is presented as a deduction from the gross carrying amount of the drawn component. Any excess of the loss allowance over the gross amount of the drawn component is presented as a provision; and
d) Debt instruments measured at FVOCI: no loss allowance is recognised in the statement of financial position because the carrying amount of these assets is their fair value. However, the loss allowance is disclosed and is recognised in the fair value reserve.

Derecognition of financial assets and financial liabilities

Financial assets
The Company derecognizes a financial asset when the contractual cash flows from the asset expire or it transfers its rights to receive contractual cash flows from the financial asset in a transaction in which substantially all the risks and rewards of ownership are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.
On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the statement of profit and loss.

Financial liabilities
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 derecognition of the original liability and the recognition of a new liability. The difference between value of the original financial liability and the consideration paid is recognised in profit or loss.



Offsetting

Financial assets and financial liabilities are generally reported gross in the balance sheet. Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the Company has a legal right to offset the amounts and intends to settle on a net basis or to realise the asset and settle the liability simultaneously in all of the following circumstances:

- The normal course of business
- The event of default
- The event of insolvency or bankruptcy of the Company and/or its counterparties

Derivative assets and liabilities with master netting arrangements (e.g. ISDAs) are only presented net when they satisfy the eligibility of netting for all of the above criteria and not just in the event of default.

Hedge Accounting

The company makes use of derivative instruments to manage exposures to interest rate and foreign currency. In order to manage particular risks, the company applies hedge accounting for transactions that meet specified criteria.

At the inception of a hedge relationship, the company formally designates and documents the hedge relationship to which the company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the company's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

Fair value hedges

Fair value hedges hedge the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment, or an identified portion of such an asset, liability or firm commitment, that is attributable to a particular risk and could affect profit or loss.

For designated and qualifying fair value hedges, the cumulative change in the fair value of a hedging derivative is recognised in the statement of profit and loss in net gain on fair value changes. Meanwhile, the cumulative change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item in the balance sheet and is also recognised in the statement of profit and loss in net gain on fair value changes.

The company classifies a fair value hedge relationship when the hedged item (or Company of items) is a distinctively identifiable asset or liability hedged by one or a few hedging instruments. The financial instruments hedged for interest rate risk in a fair value hedge relationships fixed rate debt issued and other borrowed funds. If the hedging instrument expires or is sold, terminated or exercised, or where the hedge no longer meets the criteria for hedge accounting, the hedge relationship is discontinued prospectively. If the relationship does not meet hedge effectiveness criteria, the company discontinues hedge accounting from the date on which the qualifying criteria are no longer met. For hedged items recorded at amortised cost, the accumulated fair value hedge adjustment to the carrying amount of the hedged item on termination of the hedge accounting relationship is amortised over the remaining term of the original hedge using the recalculated EIR method by recalculating the EIR at the date when the amortisation begins. If the hedged item is derecognised, the unamortised fair value adjustment is recognised immediately in the statement of profit and loss.

Cash flow hedges

A cash flow hedge is a hedge of the exposure to variability in cash flows that is attributable to a particular risk associated with a recognised asset or liability (such as all or some future interest payments on variable rate debt) or a highly probable forecast transaction and could affect profit or loss.

For designated and qualifying cash flow hedges, the effective portion of the cumulative gain or loss on the hedging instrument is initially recognised directly in OCI within equity (cash flow hedge reserve). The ineffective portion of the gain or loss on the hedging instrument is recognised immediately in net gain/loss on
fair value changes in the profit and loss statement.

When the hedged cash flow affects the statement of profit and loss, the effective portion of the gain or loss on the hedging instrument is recorded in the corresponding income or expense line of the statement of profit and loss. When the forecast transaction subsequently results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously recognised in OCI are reversed and included in the initial cost of the asset
or liability.

When a hedging instrument expires, is sold, terminated, exercised, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss that has been recognised in OCI at that time re-mains in OCI and is recognised when the hedged forecast transaction is ultimately recognised in the statement of profit and loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in OCI is immediately transferred to the statement of profit and loss.



Cost of hedging

The company also may separate forward element and the spot element of a forward contract and designate as the hedging instrument only the change in the value of the spot element of a forward contract. Similarly currency basis spread may be separated and excluded from the designation of a financial instrument as the hedging instrument.
When an entity separates the forward element and the spot element of a forward contract and designates as the hedging instrument only the change in the value of the spot element of the forward contract, or when an entity separates the foreign currency basis spread from a financial instrument and excludes it from the designation of that financial instrument as the hedging instrument, such amount is recognised in OCI and accumulated as a separate component of equity under Cost of hedging reserve. These amounts are reclassified to the statement of profit or loss account as a reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.
The Company's hedging policy only allows for effective hedging relationships to be considered as hedges as per the relevant IndAS. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Company enters into hedge relationships where the critical terms of the hedging instrument match with the terms of the hedged item, and so a qualitative and quantitative assessment of effectiveness is performed.

Financial guarantee
Financial guarantee are contracts that require the Company to make specified payments to reimburse the holder for loss that it incur because a specified debtor fails to make payment when it is due in accordance with the terms of a debt instrument.
Financial Gurantee contract is initially recognised at Fair Value. Subsequently, this guarantee is to be measured at the higher of an amount determined based on the expected loss method (as per guidance in Ind AS 109) or the amount originally recognised less, the cumulative amount recognised as income on a straight-line basis.

Intangible Assets under Development

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 accumulated impairment loss. Intangible assets are amortized on a straight line basis over the estimated useful economic life. The company considers that the useful life of an intangible asset will not exceed 6 years from the date when the asset is available for use.

Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

When it is certain that the future economic benefit attributable to the use of such intangible assets are probable to flow to the compacny and the expenditure incurred for development of such intangible assets can be measured reliably. The cost of an internally generated intangible asset comprises all directly attributable costs necessary to create, produce, and prepare the asset to be capable of operating in the manner intended by the Company. The intangible assets including those internally generated are amortised using the straight line method over a period of six years, which is the Management's estimate of its useful life. The useful lives of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate. Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as 'Intangible assets under development'

Recent pronouncements

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

Ind AS 1 – Presentation of Financial Statements
The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

Ind AS 12 – Income Taxes
The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors
The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 4: Cash and cash equivalents

	As at March 31, 2023	As at March 31, 2022
Cash on hand	13.83	13.28
Balances with bank*	5,008.87	2,554.53
Bank deposit with maturity of less than 3 months	12,500.05	6,432.41
TOTAL	**17,522.75**	**9,000.22**

*Balance with Bank includes Rs 451 lakhs (March 31, 2022 : Rs Nil) payable to assignee under the Direct Assignment.

Balances with banks earn interest at fixed rates based on daily bank deposit rates. Short term deposits are made for varying periods between one day and three months, depending on the immediate cash requirements of the Company and earn interest at the respective short-term deposit rates. The Company has not taken bank overdraft against these Bank deposits, therefore the cash and cash equivalent for cash flow statement is same as cash and cash equivalent given above.

Note 5: Bank balance other than cash and cash equivalents

	As at March 31, 2023	As at March 31, 2022
Deposits with original maturity for more than 3 months but less than 12 months	554.41	-
Balances with banks to the extent held as margin money or security against the borrowings, guarantees, other commitments (under lien)*	5,594.50	4,842.05
TOTAL	**6,148.91**	**4,842.05**

*Of the above, (i) Fixed Deposits amounting to Rs 3,552.62 lakhs (March 31, 2022 - Rs 3,474.01 lakhs) have been lien marked against Cash Credit and overdraft facility ,(ii) Rs 987.77 lakhs (March 31, 2022 - Rs 970.04 lakhs) have been line marked against Pass Through Certificates, (iii) Rs 965 lakhs (March 31, 2022 - Rs 298 lakhs) have been lien marked against External Commercial Borrowings (ECB) , (iv) Nil lien marked against term loans (March 31, 2022 - Rs 100 lakhs) (Refer Note no 17 for details of borrowing) and (v) Rs 89.10 lakhs (March 31, 2022 - Nil) have been lien marked against Business Correspondence arrangement.

Fixed deposit earns interest at fixed rate based on applicable bank deposit rates.



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Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 6: Derivative financial instruments

The Company enters into derivatives for risk management purposes. Derivatives held for risk management purposes include hedges that meet the hedge accounting requirements. The Company has adopted hedge accounting principles as per Ind AS 109.

The table below shows the fair value of derivative financial instruments recorded as assets or liabilities together with their notional amounts and the fair values of embedded derivatives.

The notional amounts indicate the value of transactions outstanding at the year end and are not indicative of either the market risk or credit risk.

	As at March 31, 2023				As at March 31, 2022			
Particulars	**Notional amounts**	**Fair value assets**	**Notional amounts**	**Fair value liabilities**	**Notional amounts**	**Fair value assets**	**Notional amounts**	**Fair value liabilities**
Part I								
(i) Currency derivatives - Currency swaps	24,269.50	(20.93)	-	-	4,245.00	197.56		
Sub total (i)	**24,269.50**	**(20.93)**	**-**	**-**	**4,245.00**	**197.56**	**-**	**-**
(ii) Other derivatives - Cross Currency Interest Rate Swaps	23,353.64	402.83	-	-	8,494.49	397.70		
(iii) Embedded Derivatives	-	-	-	-	-	-	-	6.26
Total derivative financial instruments (i+ii)	**47,623.14**	**381.91**	**-**	**-**	**12,739.49**	**595.26**	**-**	**6.26**

Part II								
Included in above (Part I) are derivatives held for hedging and risk management purposes as follows:								
Cash flow hedging	47,623.14	381.91	-	-	12,739.49	595.26	-	-
Embedded Derivative	-	-	-	-			-	6.26
Total Derivative Financial Instruments	**47,623.14**	**381.91**	**-**	**-**	**12,739.49**	**595.26**	**-**	**6.26**

6.1: Hedging activities and derivatives

The Company is exposed to certain risks relating to its ongoing business operations. The primary risks managed using derivative instruments are foreign currency risk and interest rate risk. The Company's risk management strategy and how it is applied to manage risk are explained in Note 47.

6.1.1: Embedded Derivative
Embedded Derivative arising from the CCD's issued is accounted for separately since the economic characteristic is different from the host liability contract. The embedded derivative is initially recorded at fair value and subsequently will be carried at fair value through Profit & Loss.



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 6: Derivative financial instruments
6.1.2 Derivatives designated as hedging instruments

6.1.2.1 Cash flow hedges
The Company is exposed to foreign currency risk arising from its foreign currency borrowing, as well as interest rate risk on floating rate foreign currency borrowings - both aggregating to a notional amount of USD 59.31 million as on March 31, 2023 (as on March 31, 2022 USD 17.84 million).

The Company has economically hedged
(i) the foreign currency risk arising from the fixed rate non-INR borrowing using the cross currency swap, and
(ii) the foreign currency risk and interest rate risk arising from the floating rate non-INR borrowing using the cross currency interest rate swap

The swap contracts above effectively convert the cash outflows of the foreign currency borrowing to fixed rate cash outflows in INR.

There is an economic relationship between the hedged item and the hedging instrument as the terms of the all the swap contracts matches that of the foreign currency borrowing (notional amount, interest payment dates, principal repayment date etc.).

The Company has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the derivative are identical to the hedged risk components.

To test the hedge effectiveness, the Company uses the hypothetical derivative method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks.

The hedge ineffectiveness can arise mainly if there is a change in the credit risk of the Company or the counterparty.

The Company has recorded notional Cash flow hedge loss of Rs. 537.45 lakhs for the year ended March 31, 2023 (cash flow hedge gain of Rs 209.03 lakhs for year ended March 31, 2022) which is routed through Other Comprehensive Income. The Company has entered into effective hedge and hence such notional loss would be nullified at the time of actual cash settlement. Hence decrease in equity to the extent of Rs.402.18 lakhs (net of tax) (increase in equity to the extent of Rs 156.42 lakhs (net of tax) for the year ended March 31, 2022) is notional in nature.

The impact of the hedging instruments on the balance sheet is as follows:

	March 31, 2023			March 31, 2022		
Particulars	**Notional amount**	**Carrying amount**	**Line item in the balance sheet**	**Notional amount**	**Carrying amount**	**Line item in the balance sheet**
Cross Currency Interest Rate Swaps	23,353.64	402.83	Derivative financial instruments	8,494.49	397.70	Derivative financial instruments
Currency Swaps	24,269.50	(20.93)	Derivative financial instruments	4,245.00	197.56	Derivative financial instruments

The effect of cash flow hedge in the statement of profit or loss and other comprehensive income is as follows:

Particulars	**Total hedging gain / (loss) recognised in OCI for the year ended March 31, 2023**	**Total hedging gain / (loss) recognised in OCI for the year ended March 31, 2022**	**Cash flow hedge reserve as at March 31, 2023**	**Cash flow hedge reserve as at March 31, 2022**
External Commercial Borrowings	(537.45)	209.03	(543.97)	(141.78)



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 7: Receivables

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Receivables (Unsecured considered good)	123.59	29.17
Other Receivables (Unsecured considered good)	1,262.32	275.43
Unsecured considered good	1262.3	275.43
Less: Impairment Loss Allowance	(1.23)	-
	1,261.09	**275.43**
TOTAL	**1,384.68**	**304.60**

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade Receivables ageing

Particulars		Outstanding for following periods from due date of payment						
		Unbilled & Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	As at March 31, 2023	-	123.59	-	-	-	-	123.59
	As at March 31, 2022	-	29.17	-	-	-	-	29.17
TOTAL	As at March 31, 2023	-	**123.59**	-	-	-	-	**123.59**
	As at March 31, 2022	-	**29.17**	-	-	-	-	**29.17**

Other Receivables ageing

Particulars		Outstanding for following periods from due date of payment						
		Unbilled & Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Other receivables – considered good	As at March 31, 2023	1,262.32	-	-	-	-	-	1,262.32
	As at March 31, 2022	275.43	-	-	-	-	-	275.43
TOTAL	As at March 31, 2023	**1,262.32**	-	-	-	-	-	
	As at March 31, 2022	**275.43**	-	-	-	-	-	

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Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 8: Loans (at amortised cost)

Particulars	As at March 31, 2023	As at March 31, 2022
Total loans	1,71,992.96	1,55,917.83
Total - Gross	**1,71,992.96**	**1,55,917.83**
Less: Impairment loss allowance	7,412.71	17,946.06
Total	**1,64,580.24**	**1,37,971.77**

Note 8.1: Nature of Loans		
(A) Term loans	1,67,401.14	1,51,555.43
Less: Impairment loss allowance	7,139.67	17,828.76
Total - Net	**1,60,261.47**	**1,33,726.67**
(B) Others (Limit Loans)	4,591.81	4,362.41
Less: Impairment loss allowance	273.04	117.30
Total - Net	**4,318.77**	**4,245.10**
Note 8.2: Nature of Security	-	-
Secured against tangible assets	1,71,992.96	1,55,917.83
Total - Gross	**1,71,992.96**	**1,55,917.83**
Less: Impairment loss allowance - Secured	(7,412.71)	(17,946.06)
Total - Net	**1,64,580.24**	**1,37,971.77**
Note 8.3: Location		
Loans in India		
i) Others (Private sector)	1,71,992.96	1,55,917.83
Less: Impairment loss allowance	(7,412.71)	(17,946.06)
Total - Net	**1,64,580.24**	**1,37,971.77**

Summary of loans by stage distribution

Details of Company's Risk Management process and policies are set out in Note 47 - Risk Management.

	As at March 31, 2023				As at March 31, 2022			
	Stage 1	**Stage 2**	**Stage 3**	**Total**	**Stage 1**	**Stage 2**	**Stage 3**	**Total**
Gross carrying amount	1,60,915.51	5,539.55	5,537.95	1,71,993.00	1,30,282.52	8,761.00	16,874.30	1,55,917.82
Less: Impairment loss allowance	(3,563.08)	(222.22)	(3,627.41)	(7,412.70)	(4,987.08)	(2,584.87)	(10,374.12)	(17,946.07)
Net carrying amount	**1,57,352.43**	**5,317.33**	**1,910.54**	**1,64,580.30**	**1,25,295.44**	**6,176.13**	**6,500.18**	**1,37,971.76**

Gross Carrying amount and Impairment loss allowance excludes amounts written off which are still subject to enforcement activity



Note 8: Loans (at amortised cost)

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to business loan is, as follows:

Particulars	For the year ended March 31, 2023				For the year ended March 31, 2022			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount opening balance	1,30,282.52	8,761.00	16,874.30	1,55,917.82	83,907.21	40,428.89	8,497.29	1,32,833.39
New assets originated or purchased	2,15,412.07	1,777.43	2,795.10	2,19,984.61	1,68,604.73	23,610.51	20,030.81	2,12,246.05
Assets derecognised or repaid (excluding write offs)	(1,69,120.50)	(6,898.81)	(6,936.73)	(1,82,956.03)	(1,28,188.85)	(29,933.29)	(11,028.39)	(1,69,150.54)
Transfers to Stage 1	2,883.11	(2,489.80)	(393.30)	0.01	28,985.42	(26,402.71)	(2,582.71)	-
Transfers to Stage 2	(18,519.43)	19,234.77	(715.35)	-	(22,995.42)	27,245.84	(4,250.42)	-
Transfers to Stage 3	(34.20)	(14,927.64)	14,961.84	-	(12.91)	(17,464.21)	17,477.13	-
Assets written Off	11.93	82.59	(21,047.92)	(20,953.40)	(17.67)	(8,724.02)	(11,269.40)	(20,011.08)
Gross carrying amount closing balance	**1,60,915.51**	**5,539.55**	**5,537.95**	**1,71,993.01**	**1,30,282.52**	**8,761.00**	**16,874.30**	**1,55,917.82**

Reconciliation of ECL balance is given below:

Particulars	For the year ended March 31, 2023				For the year ended March 31, 2022			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
ECL allowance - opening balance	4,987.08	2,584.87	10,374.12	17,946.07	2,748.26	4,130.54	5,187.96	12,066.76
New assets originated or purchased	6,955.74	7,023.28	7,124.17	21,103.18	12,248.99	19,435.00	16,420.50	48,104.49
Assets derecognised or repaid (excluding write offs)	(7,235.37)	(1,977.48)	(3,152.05)	(12,364.90)	(7,601.44)	(8,004.67)	(8,439.55)	(24,045.66)
Transfers to Stage 1	257.78	(211.67)	(46.10)	-	2,038.66	-1,542.35	-496.30	-
Transfers to Stage 2	(1,375.23)	1,574.02	(198.80)	-	(4,440.79)	6,516.51	(2,075.72)	-
Transfers to Stage 3	(24.42)	(8,799.06)	8,823.48	-	(5.52)	(10,071.09)	10,076.61	-
Assets written Off	(2.49)	28.26	(19,297.41)	(19,271.64)	(1.09)	(7,879.06)	(10,299.38)	(18,179.53)
ECL allowance - closing balance	**3,563.08**	**222.22**	**3,627.41**	**7,412.70**	**4,987.08**	**2,584.87**	**10,374.12**	**17,946.06**

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Note 8: Loans (at amortised cost)

Concentration of loans and advances (%)

Industry	As at March 31, 2023	As at March 31, 2022
Food and Beverage	9.32%	10.94%
Apparel	10.32%	11.70%
Petrol Pump	5.88%	7.09%
Groceries	5.15%	6.51%
Hardware and Electrical	4.96%	4.48%
Engineering and Capital Goods	5.01%	3.51%
Contractor	5.81%	5.03%
Mobile	3.23%	3.90%
Pharmacy	2.88%	3.20%
FMCG	3.21%	3.45%
Hotels	0.39%	0.43%
Spa and Salon	1.49%	1.74%
CDIT	1.57%	1.64%
Logistics	2.13%	1.90%
Others	38.62%	34.50%

Note:

Others consist a list of more than 50 industries, over which this portion of the portfolio is distributed.



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 9: Other financial assets

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured considered good, unless stated otherwise		
Security deposits	311.57	267.03
Others		
Fixed deposits with bank with original maturity for more than 12 months	3,549.96	2,034.78
Excess Interest Spread (EIS) on Direct Assignment	150.10	-
Less: Impairment allowance on EIS on Direct Assignment	(3.36)	-
Other receivables	820.44	635.61
Less: Impairment allowance	(399.90)	(3.63)
Total	**4,428.81**	**2,933.79**

Note: Of the above, fixed deposit amounting to i) Rs. 1,943.01 lakhs (March 31, 2022 - Rs. 851.01 lakhs) are lien marked against External Commercial Borrowings (refer note no 17), ii) Rs 555.43 lakhs (March 31, 2022 - Rs. 502.92 lakhs) are lien marked against Pass Through Certificates (refer note no 17) iii) 463.55 lakhs (March 31, 2022 - Rs. 89.10 lakhs) are lien marked against Business Correspondence arrangement.



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Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 10: Property, Plant and Equipment

Particulars	Leasehold improvement	Office equipment	Computer Equipment	Furniture & Fixtures	Total
Cost:					
As at April 1, 2021	79.49	57.10	166.16	49.76	352.51
Additions	0.00	7.85	58.96	9.33	76.14
Disposals	(4.97)	(1.99)	(12.87)	(0.08)	(19.91)
As at March 31, 2022	**74.52**	**62.96**	**212.25**	**59.01**	**408.74**
Additions	-	9.44	30.74	1.86	42.05
Disposals	-	(1.74)	(1.89)	-	(3.62)
As at March 31, 2023	**74.52**	**70.66**	**241.11**	**60.87**	**447.18**
Depreciation and impairment:					
As at April 1, 2021	43.71	28.16	82.36	26.14	180.37
Depreciation charge for the year	8.16	17.26	64.78	8.37	98.57
Disposals	(4.96)	(1.08)	(11.40)	-	(17.44)
As at March 31, 2022	**46.90**	**44.34**	**135.74**	**34.51**	**261.49**
Depreciation charge for the year	8.14	11.46	55.77	6.68	82.04
Disposals	-	(1.73)	(1.89)	-	(3.62)
As at March 31, 2023	**55.04**	**54.07**	**189.62**	**41.19**	**339.93**
Net book value:					
As at March 31, 2022	**27.62**	**18.63**	**76.51**	**24.49**	**147.27**
As at March 31, 2023	**19.48**	**16.59**	**51.49**	**19.68**	**107.26**

Note : The company has not done any revaluation in respect of the above Property, plant and equipment during the year.



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Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 11: Right-of-use assets

The Company has elected not to apply the requirement of Ind AS 116 to short term leases of all assets that have a lease term of 12 months or less. The lease payments associated with these leases are recognized as an expenses on a straight line basis over the lease term.

Particulars	**Right-of-use Premises**
Cost:	
As at April 1, 2021	3,245.87
Additions	179.94
Adjustments	0.38
Disposals	(141.54)
As at March 31, 2022	**3,284.65**
Additions	166.51
Disposals	(77.27)
As at March 31, 2023	**3,373.89**
Depreciation and impairment:	
As at April 1, 2021	609.48
Depreciation charge for the year	652.02
Adjustments	-
Disposals	(57.06)
As at March 31, 2022	**1,204.44**
Depreciation charge for the year	654.25
Adjustments	-
Disposals	(54.34)
As at March 31, 2023	**1,804.35**
Net book value:	
As at March 31, 2022	**2,080.21**
As at March 31, 2023	**1,569.54**



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 12: Intangible assets under development

Particulars	As at March 31, 2023	As at March 31, 2022
Intangible assets under development	101.93	-
TOTAL	**101.93**	**-**

Intangible assets under development ageing	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	101.93	-	-	-	**101.93**

Note - Above Intangible asset under development is not overdue or has not exceeded its cost compared to its original plan.



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 13: Other intangible assets

Particulars	Computer Software
Cost:	
As at April 1, 2021	182.24
Additions	44.99
As at March 31, 2022	**227.23**
Additions	-
As at March 31, 2023	**227.23**
Accumulative amortisation and impairment:	
As at April 1, 2021	135.99
Amortisation charge for the year	30.84
As at March 31, 2022	**166.83**
Amortisation charge for the year	22.14
As at March 31, 2023	**188.96**
Net book value:	
As at March 31, 2022	**60.40**
As at March 31, 2023	**38.26**

Note 14: Other non-financial assets

Particulars	As at March 31, 2023	As at March 31, 2022
Advance tax (net) (net of provision for tax Rs 223.14 lakhs [March 31, 2022 Rs 223.14 lakhs])	763.41	623.36
Goods & Service Tax credit (input) receivable	232.64	353.30
Prepaid expenses	282.61	268.17
Advance to vendors	202.42	144.93
TOTAL	**1,481.07**	**1,389.76**



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 15: Trade Payable

Particulars		Outstanding for following periods from due date of payment				
		Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	As of March 31, 2023	32.64	-	-	-	32.64
	As of March 31, 2022	10.76	-	-	-	10.76
(ii) Others	As of March 31, 2023	1,191.85	-	-	-	1,191.85
	As of March 31, 2022	1,016.14	1.10	-	-	1,017.24
TOTAL		**1,224.48**	**-**	**-**	**-**	**1,224.48**
		1,026.90	**1.10**	**-**	**-**	**1,028.00**

Notes:

The Following details relating to Micro, Small and Medium Enterprises shall be disclosed:

(a) The Principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year.

- Principal is 32.64 lakh as on March 31, 2023 (10.76 lakhs in March 31, 2022)
- Interest is Nil.

(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year: Current year Nil (Previous year Nil).

(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act : Current year Nil (Previous year Nil).

(d) The amount of interest accrued and remaining unpaid at the end of each accounting year : Current year Nil (Previous year Nil).

(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 : Current year Nil (Previous year Nil).



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 16: Debt securities

Particulars	As at March 31, 2023	As at March 31, 2022
	Amortised cost	Amortised cost
Liability component of compound financial instruments	14.22	9.10
Senior secured notes		
Non Convertible Debentures (Secured)		
Privately placed debentures	50,011.95	72,315.93
Compulsorily Convertible Debentures (Unsecured)		
Rights issue for CCDs	3,274.89	6,972.91
Total	**53,301.05**	**79,297.94**
Debt securities in India	8,839.68	5,872.62
Debt securities outside India	44,461.37	73,425.32
TOTAL	**53,301.05**	**79,297.94**

Particulars of Privately Placed Redeemable Non Convertible Debentures (Secured):

Redemption Date	Put/Call option date	Repayment details	Face Value	As at March 31, 2023	As at March 31, 2022
August 07, 2022	-	Bullet	10,00,000	-	5,060.00
November 16, 2022	-	Two Equal Instalments	10,00,000	-	6,000.00
February 07, 2023	-	Bullet	10,00,000	-	3,500.00
February 15, 2023	-	Bullet	10,00,000	-	10,500.00
April 26, 2023	-	Two Instalments	10,00,000	1,625.00	3,250.00
May 13, 2023	-	Two Instalments	10,00,000	-	0.51
August 28, 2023	-	Bullet	10,00,000	6,500.00	6,500.00
September 03, 2025	September 03, 2022	Bullet	10,00,000	6,200.00	6,200.00
February 26, 2026	August 25, 2022	Bullet	10,00,000	-	3,500.00
November 24, 2023	-	Bullet	10,00,000	3,200.00	3,200.00
December 9, 2024	-	Four Equal Instalments	10,00,000	5,550.00	5,550.00
May 13, 2024	-	Two Instalments	5,000	-	4,521.40
February 13, 2026	-	Two Instalments	10,00,000	4,100.00	4,100.00
March 18, 2024	March 18, 2023	Six Instalments	1,00,000	833.33	1,667.00
March 19, 2024	March 19, 2023	Six Instalments	1,00,000	666.67	1,333.00
June 13, 2026	-	Two Instalments	1,00,000	2,450.00	2,450.00
March 10, 2027	March 10, 2025	Bullet	10,00,000	2,000.00	2,000.00
March 30, 2025	March 30, 2024	Six Equal Instalments	10,00,000	1,333.33	2,000.00
July 19, 2026	-	Four Equal Instalments	10,00,000	6,000.00	-
August 31, 2026	-	Two Instalments	1,00,000	3,080.00	-
February 28, 2026	August 28, 2024	Bullet	1,00,000	2,500.00	-
March 25, 2024	-	Four Equal Instalments	1,00,000	3,500.00	-
Total				**49,538.33**	**71,331.91**
Add: Interest Component (including EIR)				473.62	984.02
Total				**50,011.95**	**72,315.93**



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 16: Debt securities

Redeemable Non Convertible Debentures (Secured) carries Interest rates ranging from 11.65% p.a. to 14% p.a. for the year ended March 31, 2023 (March 31, 2022 - 11.65% p.a. to 14% p.a.)

Security details for Non Convertible Debentures ('NCDs')

The NCDs are fully secured by first charge over the loan receivable from borrowers of the Company or fixed deposits of the Company specifically lien marked against respective lender. The total asset cover has been maintained as per the terms and condition stated in the respective debenture trust deeds.

Particulars of Privately Placed Compulsorily Convertible Debentures (CCD) (Unsecured):

Maturity Date	Put/Call option date	Repayment details	Face Value	As at March 31, 2023	As at March 31, 2022
September 23, 2040	-	Bullet	1,000	3,075.00	6,625.00
Total				**3,075.00**	**6,625.00**
Add: Interest Component (including EIR)				199.89	347.91
Total				**3,274.89**	**6,972.91**

CCD carries interest rate at 13.5% p.a. for the year ended March 31, 2023 (March 31, 2022 - 13.5% p.a.). All CCD has been converted into Compulsorily Convertible Preference Shares except Rs 3,075 lakhs which is awaiting RBI approval.

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NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 17: Borrowings other than debt securities

Particulars	As at March 31, 2023	As at March 31, 2022
	Amortised cost	Amortised cost
Term Loan		
from bank in INR (secured)	3,662.38	5,225.83
from third party in INR (secured)	27,358.32	10,110.13
Cash credit / Overdraft facilities from banks (secured)	443.93	5,115.96
External Commercial Borrowings (secured)	48,832.79	13,698.92
Others: Pass Through Certificates (secured)	6,416.76	15,928.75
Total	**86,714.18**	**50,079.59**
Borrowings in India	37,881.39	36,380.67
Borrowings outside India	48,832.79	13,698.92
Total	**86,714.18**	**50,079.59**

The Company has sought and obtained waiver / amendment etc in respect of any breach of loan covenants. No loans have been recalled by lender as of March 31, 2023

The Company has utilised the funds raised from banks and financial institutions for the specific purpose for which they were borrowed.

The Company has borrowed funds from banks and financial institutions on the basis of security of current assets. It has filed quarterly returns or statements of current assets with banks and financial institutions and the said returns/statements are in agreement with books of accounts.

Term loan from bank:

These are secured by first charge by way of hypothecation of specific identified book debts (loan assets).

Coupon rate ranges from 8.85% to 12.50% for the year ended March 31, 2023 (March 31, 2022 - Interest rate range from 6.85% p.a. to 11.50% p.a.).

Term loan from third party:

These are secured by first charge by way of hypothecation of specific identified book debts. Of the total, loans of Rs. Nil (March 31, 2022: Rs. 500 lakhs) are secured by additional fixed deposit. Further, of the total, loans of Rs. 478 lakhs (March 31, 2022: Rs. 1,357) are secured by additional third party guarantee.

Coupon rates range from 11.5% p.a. to 13.90% p.a. for the year ended March 31, 2023 (for the year ended March 31, 2022) interest rate range from 11.5% p.a. to 14% p.a.).

Cash credit / Overdraft facilities from banks:

These are secured by first charge by way of hypothecation of specific identified book debts. Of the total, Rs 443.93 lakhs (March 31, 2022 5,115.96 lakhs) are partially secured by lien marked Fixed Deposits.

Coupon rates range from 6.8% p.a. to 10.90% p.a. for the year ended March 31, 2023 (March 31, 2022 - 6.% p.a. to 11.05% p.a.).

External Commercial Borrowings:

These are secured by first charge by way of hypothecation of specific identified book debts.

Coupon rates range from 4.25% p.a. to 9.61% p.a. for the year ended March 31, 2023 (March 31, 2022 4.15% p.a. to 6.15% p.a.).

Others : Pass Through Certificate (PTC)

PTC's issued by Trust meets the criteria of True Sale as per the RBI guidelines. For the year ended 31st March 2023, Rs 6,390 lakhs (March 31, 2022: Rs 15,853 lakhs) are partially secured by lien marked Fixed Deposits



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 18: Other financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Merchant balances	1,116.30	1,150.42
Lease liabilities for premises on rent (refer Note 18A)	1,800.74	2,259.60
Other liabilities	491.94	86.30
TOTAL	**3,408.98**	**3,496.35**

Note 18A: Lease liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Lease liabilities for premises on rent	1,800.74	2,259.60
TOTAL	**1,800.74**	**2,259.60**

The Company has taken various office premises under lease. Certain agreements provide for cancellation by either party or certain agreements contains clause for escalation and renewal of agreements. The non-cancellable operating lease agreements are ranging for a period 18 to 108 months. There are no restrictions imposed by lease arrangements.

Maturity analysis of contractual undiscounted cash flow

Particulars	As at March 31, 2023	As at March 31, 2022
Less than 1 year	810.65	828.32
1 - 5 years	1,294.79	1,909.16
6 - 10 years	56.19	88.11
More than 10 years	-	-
Total undiscounted lease liabilities	**2,161.63**	**2,825.58**

The following is the movement in lease liabilities for the year ended March 31, 2023:

Particulars	Amount
Balance as at April 1, 2022	2,679.98
Add: Finance Cost accrued during the year	293.24
Add: Finance Cost reversed due to foreclosure during the year	11.07
Add: Lease liability recognised during the year (Net of foreclosure)	76.32
Less: Payment of Lease Liabilities	(801.01)
Balance as at March 31, 2022	**2,259.60**
Add: Finance Cost accrued during the year	251.19
Add: Finance Cost reversed due to foreclosure during the year	4.16
Add: Lease liability recognised during the year (Net of foreclosure)	126.32
Less: Payment of Lease Liabilities	(840.53)
Balance as at March 31, 2023	**1,800.74**



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 19: Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Employee benefits		
- Gratuity (refer Note 36)	139.82	84.19
- Provision for compensated absences (refer Note 36)	28.42	41.87
- Retention and performance bonus	838.99	336.14
Provision for non-fund based exposure	26.25	15.78
Provision for Stock Appreciation Rights (SAR)	107.66	66.41
Financial Guarantee	1,318.84	261.61
Others	3.44	2.72
TOTAL	**2,463.42**	**808.72**

Loan commitment

Details of Company's Risk Management process and policies are set out in Note 47 - Risk Management.

Note 19.1 - Provision for non-fund based exposure:

a) Credit Quality of Assets

Particulars	As at March 31, 2023				As at March 31, 2022			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Carrying amount of non-fund based exposure (refer Note 39)	716.93	-	-	716.93	1,099.31	-	-	1,099.31
Total	**716.93**	**-**	**-**	**716.93**	**1,099.31**	**-**	**-**	**1,099.31**

b) An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to loans is, as follows:

Particulars	For the year ended March 31, 2023				For the year ended March 31, 2022			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount - opening balance	1,099.31	-	-	1,099.31	620.35	-	-	620.35
New assets originated or purchased	716.93	-	-	716.93	1,099.31	-	-	1,099.31
Assets derecognised or repaid (excluding write offs)	(1,099.31)	-	-	(1,099.31)	(620.35)	-	-	(
Gross carrying amount - closing balance	**716.93**	**-**	**-**	**716.93**	**1,099.31**	**-**	**-**	**1,**

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NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 19: Provisions

c) Reconciliation of ECL balance is given below:

Particulars	For the year ended March 31, 2023				For the year ended March 31, 2022			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
ECL allowance - opening balance	15.78	-	-	15.78	10.86	-	-	10.86
New assets originated or purchased	26.25	-	-	26.25	15.78	-	-	15.78
Assets derecognised or repaid (excluding write offs)	(15.78)	-	-	(15.78)	(10.86)	-	-	(10.86)
ECL allowance - closing balance	**26.25**	**-**	**-**	**26.25**	**15.78**	**-**	**-**	**15.78**

Note 19.2 - Movement of provisions other than employee benefit during the year

The movement in provisions for the year ended March 31, 2023 is, as follows:

Particulars	Litigation*	Other	Total
As at March 31, 2021	20.00	**22.26**	**42.26**
Additional provisions during the year	-	0.46	0.46
Utilised (Incurred or charged against that provision)	-	(20.00)	(20.00)
As at March 31, 2022	**20.00**	**2.72**	**22.72**
Additional provisions during the year	-	0.72	0.72
Utilised (Incurred or charged against that provision)	-	-	-
As at March 31, 2023	**20.00**	**3.44**	**23.44**

* Included in Trade Payable (Note 15)

Note 19.3 - Other Provisions:

Other provisions include allocated amounts related to Provision for regular expenses. It is expected that the costs will be incurred over the next 12 months.



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 19: Provisions
Note 19.4 - Stock Appreciation Rights (SAR PLAN 2015)

SAR grants was cancelled by the shareholders at their Extra Ordinary General Meeting held on November 30, 2017. The SAR's already granted to continuing employees as on March 31, 2018 is replaced by the Employee Stock Option Plan under the ESOP 2017 scheme at the Special resolution passed by the members on November 30, 2017. The vesting schedule of each employee under ESOP scheme is aligned to the vesting schedule as per the original SAR scheme except the first vesting shall happen only after completion of 12 months from the date of the grant of option under ESOP scheme 2017.

Details of activity under SARs is summarized below:

Particulars	**As at March 31, 2023**	**As at March 31, 2022**
	Nos	**Nos**
SARs Outstanding at the beginning of the year	1,69,400	1,69,400
Outstanding at the end of the year	**1,69,400**	**1,69,400**
Total Liability of SAR (Rs. In lakhs)	**107.66**	**66.41**

Particulars	**As at March 31, 2023**	**As at March 31, 2022**
Opening balance of provision for SARs	66.41	174.90
Change in employee compensation cost pertaining to SARs for the year	41.25	(108.49)
Closing balance of provision for SARs (Net off)	**107.66**	**66.41**

Note 19.5 - Retention and performance bonus includes Value distribution scheme -

During FY 22, Company cancelled VDS scheme through Board Resolution dated 18th November 2021 except for 2 employees for whom the VDS scheme will continue as per the original terms of VDS scheme.

Details of activity under Value Distribution Scheme (VDS) is summarized below:

Particulars	**As at March 31, 2023**	**As at March 31, 2022**
Opening balance of provision	3.60	198.00
Change in employee compensation cost for the year	12.43	(194.40)
Closing balance of provision for VDS (Net off)	**16.03**	**3.60**

Note 20: Other non-financial liabilities

Particulars	**As at March 31, 2023**	**As at March 31, 2022**
Statutory dues payable	338.09	262.21
TOTAL	**338.09**	**262.21**



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 21: Share capital

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised		
2,10,00,000 (March 31, 2022: 2,10,00,000) equity shares of Rs. 10 each	2,100.00	2,100.00
9,60,00,000 (March 31, 2022: 4,60,00,000) preference shares of Rs. 10 each	9,600.00	4,600.00
TOTAL	**11,700.00**	**6,700.00**
Issued, Subscribed and Fully paid-up Share Capital		
1,80,00,700 (March 31, 2022: 1,80,00,600) Equity Shares of Rs. 10 each	1,800.07	1,800.06
7,12,69,526 (March 31, 2022: 4,56,44,009) Preference Shares of Rs. 10 each	7,126.95	4,564.40
TOTAL	**8,927.02**	**6,364.46**

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

Particulars	Equity		Compulsorily Convertible Preference Shares (CCCPS)	
	Numbers	Amount	Numbers	Amount
As at April 1, 2021	1,80,00,600	1,800.06	4,56,44,009	4,555.30
Issued during the year	-	-	-	-
As at March 31, 2022	**1,80,00,600**	**1,800.06**	**4,56,44,009**	**4,555.30**
Issued during the year	100.00	0.01	1,51,82,630	1,515.23
CCD's converted during the year	-	-	1,04,42,887	1,042.20
As at March 31, 2023	**1,80,00,700**	**1,800.07**	**7,12,69,526**	**7,112.73**

Rights, preferences and restrictions attached to Equity Shares:

The Company has a single class of equity shares having a face value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed, if any, 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. During the year ended March 31, 2023, the amount of per share dividend recognized as distributions to equity shareholders was Nil (for the year ended March 31, 2022: Rs. Nil per share). In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Details of shareholders holding more than 5% shares in the Company as on reporting date

Particulars	As at March 31, 2023			As at March 31, 2022		
	Nos.	% holding in the class	% holding in all classes	Nos.	% holding in the class	% holding in all classes
i) Dhruv Kumar Khaitan	90,00,000	49.998%	10.85%	90,00,000	49.998%	14.14%
ii) Piyush Kumar Khaitan	90,00,000	49.998%	10.85%	90,00,000	49.998%	14.14%

For details of shares reserved for issue under the employee stock option (ESOP) plan of the Company, refer Note 35

Details of Promoters Shareholding - Nil



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)
Note 22: Other Equity

Other equity movement during the year

Particulars	As at March 31, 2023	As at March 31, 2022
7,12,69,526 (March 31, 2022: 4,56,44,009) 0.01% Compulsory Cumulative Convertible Preference Shares (CCCPS) of Rs. 10/- each fully paid up		
Balance as at the beginning of the year	4,555.30	4,555.30
Issued during the year	1,515.23	-
CCD's converted during the year	1,042.20	-
Balance at the end of the year	**7,112.73**	**4,555.30**
Statutory Reserve (pursuant to section 45-IC(1) of the Reserve Bank of India Act, 1934)		
Balance as at the beginning of the year	202.45	202.45
Add: Transferred from profit during the year	345.31	-
Balance at the end of the year	**547.76**	**202.45**
Securities Premium		
Balance as at the beginning and at the end of the year	**42,518.24**	**42,518.24**
Add: Premium on issue / allotment of shares	21,987.00	-
Less: Share issue expense as per section 52 of the Companies Act, 2013	(751.70)	-
Add : Income Tax benefit on the above	39.77	-
Balance as at the end of the year	**63,793.31**	**42,518.24**
Retained Earnings		
Balance at the beginning of the year	(19,638.76)	(15,692.88)
Profit / (loss) for the year	1,726.54	(3,945.41)
Less: Dividend declared during the year on CCPS (a)	(0.71)	(0.46)
Less: Transferred to statutory reserves during the year	(345.31)	-
Balance as at the end of the year	**(18,258.24)**	**(19,638.75)**
Share options outstanding account		
Balance as at the beginning of the year	945.81	888.96
Add: Cost recognised during the year	310.95	56.85
Balance as at the end of the year	**1,256.76**	**945.81**
Other Comprehensive Income		
Balance as at the beginning of the year	(108.03)	(258.04)
Add: Additions during the year	(411.32)	150.00
Balance as at the end of the year	**(519.35)**	**(108.03)**
Total	**53,932.97**	**28,475.02**

Nature and purpose of Reserves:

Securities Premium Reserve:
Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Share options outstanding account:

The share-based payment reserve is used to recognise the value of equity-settled share-based payments provided to employees as per IND AS 102 'Share Based Payments', including key management personnel, as part of their remuneration. Refer to Note 35 for further details of these plans.

Cash flow hedging reserve:

The Company uses hedging instruments as part of its management of foreign currency risk and interest rate risk associated on borrowings as described within note 6. For hedging foreign currency and interest rate risk, the Company uses foreign currency swaps and cross currency interest rate swaps. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the cash flow hedging reserve. Amounts recognised in the cash flow hedging reserve is reclassified to the statement of profit or loss when the hedged item affects profit or loss.



Statutory reserve:
Statutory reserve is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934.

Rights, preferences and restrictions attached to Preference Shares(CCCPS):

Each holder of CCCPS is entitled to one vote per share only on resolutions placed before the Company which directly affect the rights attached to CCCPS. Each share of the series A, B, C & D CCCPS shall be converted into one equity share of face value of Rs. 10 each subject to any adjustments required for any possible corporate action, e.g. share split, issue of bonus shares, etc. The Series A, B, C & D CCCPS shall be compulsorily convertible at the end of 20 (twenty) years from the date of issuance of each Series CCCPS. The conversion can be done by investors on any date, provided 30 days advance written notice is given to the Company by the respective investor. The Series A, B, C & D CCCPS shall carry a cumulative coupon rate of 0.01% per annum. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Details of shareholders holding more than 5% preference shares in the Company as on reporting date

Particulars	As at March 31, 2023			As at March 31, 2022		
	Nos.	% holding in the class	% holding in all classes	Nos.	% holding in the class	% holding in all classes
Aspada Investment Company	65,80,758	9.23%	7.37%	53,80,758	11.79%	8.45%
ON Mauritius	70,98,514	9.96%	7.95%	69,65,181	15.26%	10.94%
Khosla Impact I Mauritius	32,51,470	4.56%	3.64%	32,51,470	7.12%	5.11%
Accion Frontier Inclusion Mauritius	67,67,305	9.50%	7.58%	62,80,638	13.76%	9.87%
IIFL Seed Ventures Fund I	51,26,512	7.19%	5.74%	48,59,845	10.65%	7.64%
West Bridge Crossover Fund LLC	26,89,900	3.77%	3.01%	26,89,900	5.89%	4.23%
Trinity Inclusion Ltd	2,31,05,476	32.42%	25.88%	1,62,16,217	35.53%	25.48%
Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V	1,51,82,630	21.30%	17.01%	-	0%	0%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Terms of any securities convertible into equity / preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date:

Due Date of Conversion*	Date of Allotment of convertible securities	No. of shares post conversion	Share exchange ratio	Tenure (in years)
December 15, 2042	December 15, 2022	49,34,387	1:1	20
December 15, 2042	December 15, 2022	1,04,42,887	1:1	20
December 7, 2042	December 7, 2022	1,02,48,243	1:1	20
September 23, 2040	September 23, 2021	41,00,000	13.33:1	19
March 21, 2038	March 21, 2018	81,52,005	1:1	20
January 23, 2038	January 23, 2018	1,06,60,312	1:1	20
June 21, 2036	June 21, 2016	94,88,272	1:1	20
July 29, 2035	July 29, 2015	23,57,650	1:1	20
April 6, 2035	April 6, 2015	13,232	1:1	20
March 31, 2035	March 31, 2015	46,80,752	1:1	20
June 19, 2034	June 19, 2014	11,31,720	1:1	20
March 25, 2034	March 25, 2014	16,97,479	1:1	20
March 22, 2033	March 22, 2013	74,62,587	1:1	20

*The conversion can be done by preference shareholder on any date, provided 30 days advance written notice is given to the Company or ten days prior to the proposed filing of draft red herring prospectus by the Company in pursuance of QIPO.
*The conversion can be done by preference shareholder on any date, provided 30 days advance written notice is given to the Company or ten days prior to the proposed filing of draft red herring prospectus by the Company in pursuance of 'IPO' or ten days prior to Trade Sale.



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Note 23: Interest income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
	On Financial Assets measured at Amortised cost	On Financial Assets measured at Amortised cost
Interest on Loans		
Business loans	35,695.41	34,903.61
Interest on deposits with Banks	581.79	814.62
Other interest income		
Unwinding of security deposit	35.51	35.90
Total	**36,312.71**	**35,754.13**

Note 24: Fees and commission income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Other financial services- Commission	99.36	123.79
Merchant Service Fees	33.46	91.66
Service Fees on Direct Assignment	8.34	-
Service Fees on FI business	1,136.61	130.18
Total	**1,277.77**	**345.63**

Revenue from contracts with customers

Set out below is the revenue from contracts with customers and reconciliation to statement of profit and loss

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Type of Services or Service		
Fee and commission income	1,277.77	345.63
Total revenue from contract with customers	**1,277.77**	**345.63**
Geographical markets		
India	1,277.77	345.63
Outside India	-	-
Total revenue from contract with customers	**1,277.77**	**345.63**
Timing of revenue recognition		
Services transferred at a point in time	1,277.77	345.63
Services transferred over time	-	
Total revenue from contracts with customers	**1,277.77**	

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Contract Balances

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Trade receivables	1,262.32	275.43
Fees and other receivables	120.88	41.05

Impairment allowance recognised on contract balances is Rs. 1.23 lakhs (March 31, 2022 Rs.Nil)

Note 25: Income on Derecognition of Loan Assets

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Gain on derecognition of loan asset	181.15	-
Total	**181.15**	**-**

Note 26: Net gain on fair value changes

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Net gain/ (loss) on financial instruments at fair value through profit or loss		
On trading portfolio		
Realised	311.66	65.65
Unrealised	-	-
Embedded Derivative in respect of CCD	6.25	(6.26)
Total	**317.91**	**59.39**

Note 27: Other Income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Income from other Services	8.63	8.28
Interest on Income Tax Refund	77.40	-
Cheque bounce charges	118.56	108.05
Miscellaneous Income	0.36	0.26
Total	**204.95**	**116.59**



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Note 28: Finance Cost

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
	On Financial liabilities measured at Amortised Cost	On Financial liabilities measured at Amortised Cost
Interest expense on:-		
- Debt securities	8,278.25	10,309.53
- Borrowings (other than debt securities)	5,754.83	3,264.97
Interest expense on lease liability	251.19	293.24
Other borrowing costs		
Other borrowing cost	1,616.70	1,473.96
Total	**15,900.97**	**15,341.70**

Note 29: Impairment on financial instruments

The below table show impairment loss on financial instruments charge to statement of profit and loss based on category of financial instrument.

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
	On Financial instruments measured at Amortised cost	On Financial instruments measured at Amortised cost
Loans	6,556.66	14,721.84
Non Fund Based Exposure	10.47	4.92
Other receivables - FI business	397.50	3.62
Excess Interest Spread on Direct Assignment	3.35	-
Total	**6,967.98**	**14,730.38**

During the year, the Company has written off loans amounting to Rs. 17,090.01 lakhs (for the year ended March 31, 2022 – Rs. 8,842.53 lakhs). Also the Company has recovered an amount of Rs. 3,782.93 lakhs (for the year ended March 31, 2022 – Rs. 4,044.83 lakhs) against current year and previous years' written off amounts.

The table below shows the ECL charges on financial instruments for the year recorded in the profit and loss based on evaluation stage:

Particulars	For the year ended March 31, 2023					For the year ended March 31, 2022				
	Stage 1	Stage 2	Stage 3	Simplified approach	Total	Stage 1	Stage 2	Stage 3	Simplified approach	Total
ECL provision on Loans and advances	(1,424.00)	(2,362.65)	(6,746.71)	-	(10,533.37)	2,238.82	(1,545.67)	5,186.18	-	5,879.33
Bad debts written off	-	-	-	-	11,963.26	-	-	-	-	4,385.91
Principal loss on settlement	-	-	-	-	5,126.75	-	-	-	-	4,456.62
Sub - Total	**(1,424.00)**	**(2,362.65)**	**(6,746.71)**	**-**	**6,556.64**	**2,238.82**	**(1,545.67)**	**5,186.18**	**-**	**14,721.85**
Non Fund Based Exposure	10.47	-	-	-	10.47	4.92	-	-	-	4.92
Other receivables - FI business	-	-	397.50	-	397.50	-	-	3.62	-	3.62
Excess Interest Spread on Direct Assignment	3.35	-	-	-	3.35	-	-	-	-	-
Sub - Total	**13.82**	**-**	**397.50**	**-**	**411.32**	**4.92**	**-**	**3.62**	**-**	**8.54**
Total impairment loss	**(1,410.19)**	**(2,362.65)**	**(6,349.21)**	**-**	**6,967.96**	**2,243.74**	**(1,545.67)**	**5,189.80**	**-**	**14,730.39**



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Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 30: Employee benefit expense

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and wages	7,280.88	6,275.89
Contribution to provident and other funds	136.54	154.78
Gratuity expenses (Refer note no 36)	51.56	48.84
Share based payments to employees (Refer note no 35)	126.58	56.85
Staff welfare expenses	282.16	238.93
Total	**7,877.72**	**6,775.29**

Note 31: Depreciation, amortisation and impairment

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation of tangible assets	82.05	98.57
Amortisation of intangible assets	22.15	30.84
Depreciation on right-of-use asset	654.25	652.01
Total	**758.45**	**781.42**

Note 32: Other expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Marketing Expenses	217.82	172.34
Professional & Legal Fees	559.94	569.34
Travelling & Lodging Expenses	117.72	58.00
IT Services Expenses	660.13	570.22
Fee & Stamp Charges	0.98	0.20
Terminal deployment charges	27.13	61.83
Service Tax & GST expensed out	538.07	409.68
Rates & Taxes	14.65	3.37
Auditors' Remuneration (a)	38.76	38.92
Insurance expenses	13.83	5.75
Office and Maintenance Expenses	241.06	175.49
Power and Fuel Charges	111.80	105.85
Telephone & Internet Charges	140.38	137.05
Verification and Rating charges	288.07	257.35
Bank charges	80.95	83.56
Outsource Agency Cost	1,007.15	1,001.45
Miscellaneous Expenses	183.45	174.01
Total	**4,241.89**	**3,824.41**

(a) Audit Remuneration include fees payable to auditor as analysed below:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
As auditor:		
Statutory audit of the Company	32.01	31.25
Certification fees	4.50	5.80
Out of Pocket expenses	2.25	1.87
TOTAL	**38.76**	**38.92**

Amounts recognised in statement of profit and loss for right-of-use assets and lease liabilities

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation expense on right-of-use assets	654.25	652.01
Interest expense on lease liabilities	251.19	293.24



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(₹ in Lakhs)

Note 33: Income Tax

The components of income tax expense for the year ended March 31, 2023 and March 31, 2022 are:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Current tax	-	223.15
Adjustment in respect of current income tax of prior years	(32.52)	-
Deferred tax charge / (credit) relating to origination and reversal of temporary differences	669.08	(1,455.20)
Total tax charge	**636.57**	**(1,232.05)**

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 March 31, 2023 and March 31, 2022 is, as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Accounting profit before tax	2,363.11	(5,177.46)
At India's statutory income tax rate of 25.168% (for the year ended March 31, *2022: 25.168%*)	594.75	(1,303.06)
Effects of:		
Creation of Deferred Tax on account of Other Ind AS adjustments of the previous period	41.81	71.01
Total	**636.56**	**(1,232.06)**
Income tax expense reported in the statement of Profit & Loss	**636.56**	**(1,232.06)**

Deferred Tax
The following table shows deferred tax recorded in the balance sheet and changes recorded in the Income tax expense:

Particulars	Deferred Tax Assets	Deferred Tax Liabilities	Income Statement	Other Comprehensive Income	Securities Premium
	As at March 31, 2023	As at March 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2023
Brought Forward Loss	2,547.71	-	2,060.04	-	-
Depreciation, amortisation and impairment	61.98	-	(1.82)	-	-
Lease Adjustments	82.35	-	6.93	-	-
Impairment allowance for financial assets	1,973.19	-	(2,548.36)	-	-
Derivative instruments in Cash flow hedge relationship	182.95	-	-	135.26	-
Gratuity	35.19		10.93	3.07	-
ESOP Expenses	316.30	-	78.26	-	-
Excess Interest Spread on Direct Assignment	-	37.78	(37.78)	-	-
Share issue expenses	39.77		-		39.77
Other temporary differences includes deferred tax on unamortised costs on Borrowings and unamortised net income on Loan, deferred tax on Allowable / disallowable expenses under Income Tax etc.	236.16	-	(237.31)	-	-
Total	**5,475.61**	**37.78**	**(669.08)**	**138.33**	**39.77**
Net Amount	**5,437.83**				

Particulars	Deferred Tax Assets	Deferred Tax Liabilities	Income Statement	Other Comprehensive Income	Securities Premium
	As at March 31, 2022	As at March 31, 2022	For the year ended March 31, 2022	For the year ended March 31, 2022	For the year ended March 31, 2022
Brought Forward Loss	487.65	-	(405.83)	-	-
Depreciation, amortisation and impairment	63.80	-	0.92	-	-
Lease Adjustments	75.42	-	24.31	-	-
Impairment allowance for financial assets	4,521.55	-	1,424.02	-	-
Derivative instruments in Cash flow hedge relationship	47.68	-	-	(52.61)	-
Gratuity	21.19		11.05	2.16	-
ESOP Expenses	238.04	-	14.31	-	-
Other temporary differences includes deferred tax on unamortised costs on Borrowings and unamortised net income on Loan, deferred tax on Allowable / disallowable expenses under Income Tax etc.	473.48	-	386.42	-	-
Total	**5,928.81**	**-**	**1,455.20**	**(50.45)**	**-**
Net Amount	**5,928.81**				

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Note 34: Earnings per share

Basic earnings per share (EPS) is calculated by dividing the net profit for the year attributable to equity holders of Company by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the net profit attributable to equity holders of Company (after adjusting for dividend on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

Particulars	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**
Net profit / (loss) attributable to ordinary equity holders of the parent	1,726.55	(3,945.41)
Less: Dividend to Preference Shareholders	(0.71)	(0.46)
Profit / (loss) available for equity shareholders (A)	1,725.83	(3,945.87)
Weighted average number of ordinary shares for basic earnings per share (B)	**8,16,58,532**	**6,82,66,983**
Weighted average number of ordinary shares for dilutive earnings per share (C)	**8,42,53,354**	**7,04,70,533**
Weighted average number of equity shares outstanding for the year	1,80,00,700	1,80,00,600
Weighted average number of Compulsory Cumulative Convertible Preference Shares (CCPS)	5,95,57,832	4,56,44,009
Weighted average number of Compulsory Convertible Debentures (CCD)	41,00,000	46,22,374
Dilutive impact of weighted average number of ESOP	25,94,822	22,03,550
Face value of per share	10.00	10.00
Earnings per share		
Basic earnings per share (Rs.) [A / B]	2.11	(5.78)
Diluted earnings per share (Rs.) [A / C] (Refer Note 3)	2.05	(5.78)

Notes:
1. For the year ended March 31, 2022 diluted EPS are antidilutive hence, the disclosure is restricted to basic EPS.
2. Weighted average shares mentioned above are numbers.
3. As per Ind AS 33, Para 23 " Ordinary shares that will be issued upon the conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per share from the date the contract is entered into". Consequently CCPS and CCD have been included in the computation of Basic EPS.



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Note 35: Employee Stock Option Scheme (ESOS)

ESOP Scheme 2022

The Employee Stock Options Scheme (ESOP Scheme) 2022 was approved by the shareholders at their Extra Ordinary General Meeting held on December 01, 2022. The Scheme has been formulated in accordance with the provisions of the Companies Act, 2013, as amended read with applicable provisions of the Companies Rules, 2014. The Company has granted stock options to the eligible employees as per ESOP scheme 2022. All the options are exercisable within 5 yrs from Initial Public Offer (IPO) event. The Employee Stock Option Scheme 2022 is being administered and monitored by the Nomination and Remuneration Committee of the Company set up by the Board. The Company is authorised to issue 8,09,871 (Eight Lakhs Nine Thousand Eight Hundred and Seventy One) number of equity shares of the Company having face value of Rs. 10 per share, under the ESOP Scheme 2022 to the eligible employees upon meeting of such vesting criteria as may be fixed or determined by the Board.

ESOP Scheme 2018

The Employee Stock Options Scheme (ESOP Scheme) 2018 was approved by the shareholders at their Extra Ordinary General Meeting held on March 21, 2018. The Scheme has been formulated in accordance with the provisions of the Companies Act, 2013, as amended read with applicable provisions of the Companies Rules, 2014. The Company has granted stock options to the eligible employees as per ESOP scheme 2018. All the options are exercisable on liquidity event or Initial Public Offer (IPO), whichever is earlier. The Employee Stock Option Scheme 2018 is being administered and monitored by the Nomination and Remuneration Committee of the Company set up by the Board. The Company is authorised to issue 27,99,589 (Twenty Seven Lakhs Ninety Nine Thousand Five Hundred and Eighty Nine) number of equity shares of the Company having face value of Rs. 10 per share, under the ESOP Scheme 2018 to the eligible employees upon meeting of such vesting criteria as may be fixed or determined by the Board.

ESOP Scheme 2017

No further options were granted during the year under this scheme. All the options are exercisable on liquidity event or Initial Public Offer (IPO), whichever is earlier. The Board at its meeting held on March 21, 2018 approved for short closing the ESOP 2017 and approved revised ESOP 2018 scheme.

For the year ended March 31, 2023 following Employee Stock Option Plans (ESOPs) were in existence. The relevant details of the schemes and the grants are as below :

Details of Employee Stock Option Schemes	**ESOP 2022**	**ESOP 2018**	**ESOP 2017**
Date of Shareholder's approval of plan	December 1, 2022	March 21, 2018	November 30, 2017
Date of grant	December 1, 2022	Various dates	Various dates
Number of options granted	7,89,871	27,78,884	4,21,000
Method of settlement	Equity	Equity	Equity
Vesting Period	Bullet Vesting	5 years	5 years
Details of vesting condition	Continued service	Continued service	Continued service
Exercise Price	Rs. 105.38	Rs. 105.38 to Rs. 159.47	Rs.10 to Rs.105.38

Details of Vesting

Vesting period from the grant date *	**ESOP 2022**	**ESOP 2018**	**ESOP 2017**
Completion of 1 year	Bullet Vesting	20.00%	20.00%
Completion of 2 year		20.00%	20.00%
Completion of 3 year		20.00%	20.00%
Completion of 4 year		20.00%	20.00%
Completion of 5 year		20.00%	20.00%

The exercise price was modified for the employees who were granted ESOP's in the 2017 & 2018 scheme. The exercise price was modified to Rs 105.38 for employees whose exercise price was more than Rs 105.38 & who hadn't resigned as on December 15, 2022.

* The SAR's already granted to continuing employees as on March 31, 2018 is replaced by the Employee Stock Options under the ESOP 2017 scheme at the Special resolution passed by the members on November 30, 2017.The vesting schedule of each employee under ESOP scheme is aligned to the vesting schedule as per the original SAR scheme except the first vesting shall happen only after completion of 12 months from the date of the grant of option under ESOP scheme 2017.

Details of activity under each plan

Particulars	**ESOP 2022**		**ESOP 2018**		**ESOP 2017**	
	No. of Options	**Weighted Avg. Exercise Price**	**No. of Options**	**Weighted Avg. Exercise Price**	**No. of Options**	**Weighted Avg. Exercise Price**
Outstanding as at April 1, 2021	-	-	16,83,384	159.47	3,97,200	60.81
Granted during the year	-	-	2,50,000	159.47	-	-
Forfeited during the year	-	-	(1,19,500)		-	-
Exercised during the year	-	-	-	-	-	-
Outstanding as at March 31, 2022	**-**	**-**	**18,13,884**	**-**	**3,97,200**	**-**
Outstanding as at April 1, 2022	-	-	18,13,884	159.47	3,97,200	60.81
Granted during the year	7,89,871	105.38	6,15,000	105.38	-	-
Forfeited during the year	-	-	(69,000)	159.47	-	-
Outstanding as at March 31, 2023	**7,89,871**	**105.38**	**23,59,884**	**107.74**	**3,97,200**	**59.05**
Vested and exercisable as at Mar 31, 2023	**-**		**12,60,507**		**3,97,200**	
Weighted average remaining contractual life (in years)	2.35		2.35		2.35	

The value of the underlying shares has been determined by an independent valuer. The following assumptions were used for calculation of fair value of grants in accordance with Black Scholes model, for options granted during the financial year:

Particulars	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**
Risk-free interest rate	6.94% to 7.12%	3.82% to 5.35%
Expected life of options (years)	2.35 - 4.85 years	5 years
Expected volatility (%)	42.53% - 46.52%	38.13%
Dividend yield	0%	0%
Exercise price	105.38	159.47
Weighted average share price (Rs.)	105.38	159.47

The risk free interest rates are determined based on the Government bond yields with maturity equal to the expected term of the option. Volatility calculation is based on historical stock prices of comparable companies using standard deviation of change in stock price. The historical period is taken into account to match the expected life of the option.

The expense recognised for employee services received during the year is shown in the following table:

Particulars	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**
Expense arising from equity-settled share based payment transactions	126.58	56.85
Total expense arising from share based payment transactions	**126.58**	**56.85**

During the year, the Company has modified the exercise price for ESOP's issued under the ESOP 2017 & ESOP 2018 scheme. The exercise price has been modified to Rs 105.38. The impact of the modification in exercise price is reflected under the head Exceptional Items. Below is the impact

Particulars	**For the year ende March 31, 2023**
Expense arising from equity-settled share based payment transactions shown as exceptional item	184.3
Total expense arising from share based payment transactions	**184.3**

*During the year, the Company has modified the exercise price for ESOP's issued under the ESOP 2017 & ESOP 2018 scheme. The exercise price has been modified to Rs 105.38. The impact
exercise price is reflected under the head Exceptional Items.



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(₹ in Lakhs)

Note 36: Retirement benefit plan

Note 36.1: Defined Contribution Plan

The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognized Rs. 136.54 lakhs (for the year ended March 31, 2022: Rs. 154.78 lakhs) for Provident Fund contributions (including admin charges) and Nil (for the year ended March 31, 2022: Rs. 0.10 lakhs) for Employee State Insurance Scheme contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the Schemes.

Note 36.2: Defined Benefit Plan

The Company has defined benefit gratuity plan and is governed by the Payment of Gratuity Act, 1972. Under the Gratuity Act, an employee who has completed five years of service is entitled to specific benefits. The level of benefits provided depends on the member's length of service, managerial grade and salary at retirement age. Gratuity expense has been disclosed separately in Note 30.

The following tables summaries the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the gratuity plan.

(1) Net employee benefit expense recognised in the employee cost

Particulars	**For the year ended March 31, 2023**	**For the year ended March 31, 2022**
Current service cost	47.56	47.45
Interest expense	10.49	8.11
Interest income	(6.51)	(6.72)
Total Expenses recognised in Statement of profit and loss	**51.56**	**48.84**
Remeasurement (or Actuarial) (gain) / loss arising from:		
-change in demographic assumptions	(11.73)	(7.24)
-change in financial assumptions	(14.87)	(2.33)
-experience variance (i.e. Actual experience vs assumptions)	36.71	16.03
-others		
Return on plan assets excluding interest income	2.07	2.12
Total Expenses recognised in other comprehensive income	**12.18**	**8.58**

(2) Reconciliation of present value of the obligation and the fair value of plan assets:

Particulars	**As at March 31, 2023**	**As at March 31, 2022**
Defined benefit obligation	229.78	221.09
Fair value of plan assets	89.97	136.92
Asset/(liability) recognized in the balance sheet	**(139.81)**	**(84.18)**

(3) Changes in the present value of the defined benefit obligation are as follows:

Particulars	**As at March 31, 2023**	**As at March 31, 2022**
Opening defined benefit obligation	221.09	184.45
Transfer in/Out		
Interest cost	10.49	8.11
Current service cost	47.56	47.45
Benefits paid	(59.47)	(25.37)
Remeasurement (or Actuarial) (gain) / loss arising from:		
-change in demographic assumptions	(11.73)	(7.24)
-change in financial assumptions	(14.87)	(2.33)
-experience variance (i.e. Actual experience vs assumptions)	36.71	16.03
Closing defined benefit obligation	**229.78**	**221.09**
Net Closing defined benefit obligation	**229.78**	**221.09**



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Note 36: Retirement benefit plan
(4) Changes in the fair value of plan assets are as follows:

Particulars	**As at March 31, 2023**	**As at March 31, 2022**
Opening fair value of plan assets	136.92	152.74
Transfer in/Out		
Interest income	6.50	6.72
Contributions by employer	8.11	4.95
Benefits paid	(59.49)	(25.37)
Return on plan assets excluding interest income	(2.07)	(2.12)
Closing fair value of plan assets	**89.97**	**136.92**

(5) The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

Particulars	**As at March 31, 2023**	**As at March 31, 2022**
Discount rate	7.20%	4.75%
Salary growth rate	6.00%	6.00%
Attrition rate		
Customer Acquisition Manager ('CAMS')	84%	58%
Other than CAMS	55%	41%
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14

(6) Investments quoted in active markets:

Particulars	**As at March 31, 2023**	**As at March 31, 2022**
Funds managed by the issuer	100%	100%
Total	**100%**	**100%**

(7) Expected payment for future years

Particulars	**As at March 31, 2023**	**As at March 31, 2022**
Within the next 12 months (next annual reporting period)	130.47	81.03
Between 2 and 5 years	124.27	142.30
Between 6 and 10 years	7.54	24.77
Beyond 10 years	0.17	2.30
Total expected payments	**262.45**	**250.40**

The Company expects to contribute Rs. 162.84 lakhs to the fund in the next financial year.

The weighted average duration of the defined benefit obligation as at March 31, 2023 is 1 year (as at March 31, 2022 : 2 years).

The fund is administered by Life Insurance Corporation of India ("LIC"). The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

The salary growth rate indicated above is the Company's best estimate of an increase in salary for the purpose of gratuity of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.



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Note 36: Retirement benefit plan

The principal assumptions used in determining leave encashment obligations for the Company's plans are shown below:

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate	7.20%	4.75%
Salary growth rate	6.00%	6.00%
Normal retirement age	58 years	58 years
Mortality Rate	100% of IALM 2012-14	100% of IALM 2012-14
Attrition rate		
Customer Acquisition Manager ('CAMS')	84%	58%
Other than CAMS	55%	41%

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields / rates available on applicable bonds as on the current valuation date.

Asset Liability Matching Strategies

The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. 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:

Particulars	As at March 31, 2023	As at March 31, 2022
Defined Benefit Obligation (Base)	229.78	221.09

Particulars	As at March 31, 2023		As at March 31, 2022	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	233.87	225.81	226.80	215.65
(% change compared to base due to sensitivity)	1.80%	-1.70%	2.60%	-2.50%
Salary Growth Rate (- / + 1%)	226.01	233.59	215.97	226.36
(% change compared to base due to sensitivity)	-1.60%	1.70%	-2.30%	2.40%
Attrition Rate (- / + 50% of attrition rates)	253.86	214.32	265.48	191.45
(% change compared to base due to sensitivity)	10.50%	-6.70%	20.10%	-13.40%
Mortality Rate (- / + 10% of mortality rates)	229.75	229.79	221.07	221.11
(% change compared to base due to sensitivity)	0.00%	0.00%	0.00%	0.00%

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Note 37: 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. With regard to loans and advances to customers, the Company uses the same basis of expected repayment behaviour as used for estimating the EIR. Issued debt reflect the contractual coupon amortisations.

Particulars	As at March 31, 2023			As at March 31, 2022		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Assets						
Financial assets						
Cash and cash equivalents	17,522.75	-	17,522.75	9,042.37	-	9,042.37
Bank Balance other than above	6,148.91	-	6,148.91	4,842.05	-	4,842.05
Derivative financial instruments	-	381.90	381.90	-	595.26	595.26
Trade receivables	123.59	-	123.59	227.72	76.88	304.60
Other receivables	945.02	316.06	1,261.09			
Loans	1,00,988.59	63,591.65	1,64,580.24	90,282.71	47,689.06	1,37,971.77
Other financial assets	494.78	3,889.65	4,384.43	704.35	2,187.29	2,891.65
Non-financial Assets						
Deferred tax assets (net)	-0.01	5,437.84	5,437.83	-	5,928.81	5,928.81
Property, plant and equipment	0.03	107.23	107.26	-	147.23	147.23
Right-of-use assets	-	1,569.54	1,569.54	-	2,080.21	2,080.21
Intangible assets under development	-	101.93	101.93	-	-	-
Other intangible assets	-	38.26	38.26	-	60.40	60.40
Other non financial assets	454.34	1,026.73	1,481.07	755.77	633.99	1,389.76
Total assets	**1,26,678.01**	**76,460.79**	**2,03,138.80**	**1,05,854.97**	**59,399.13**	**1,65,254.10**
Liabilities						
Financial Liabilities						
Trade payables						
total outstanding dues of micro enterprises and small enterprises	32.64	-	32.64	10.76	-	10.76
total outstanding dues of creditors other than micro enterprises and small enterprises	1,191.85	-	1,191.85	1,017.24	-	1,017.24
Derivative financial liabilities	-	-	-	6.26	-	6.26
Debt Securities	24,519.60	28,781.45	53,301.05	45,798.49	33,499.45	79,297.94
Borrowings (other than debt securities)	29,448.10	57,266.09	86,714.18	41,237.15	8,842.44	50,079.59
Other Financial liabilities	1,389.67	2,019.25	3,408.91	1,812.66	1,683.66	3,496.32
Non-financial Liabilities						
Provisions	1,728.49	734.93	2,463.42	523.47	285.25	808.72
Other non-financial liabilities	338.09	-	338.09	262.21	-	262.21
Total Liabilities	**58,648.43**	**88,801.71**	**1,47,450.14**	**90,668.24**	**44,310.79**	**1,34,979.03**
Net	**68,029.58**	**(12,340.93)**	**55,688.65**	**15,186.74**	**15,088.34**	**30,275.09**

Note:
1. In the preparation of the above disclosure, certain assumption have been considered by the management which have been relied upon by the auditors.
2. The Maturity Profile in respect of loans given has been prepared based on the contractual cash inflows from the loans disbursed agreed with customers as the company expects the behaviour to be similar.
3. The Company considers Put/Call option dates for the purpose of reporting maturity pattern of Borrowings including debt securities.



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Note 38: Change in liabilities arising from financing activities

Changes in liabilities arising from financing activities

As on March 31, 2023

Particulars	As at March 31, 2022	Cash Flows (net)	Exchange difference	*Others	As at March 31, 2023
Debt Securities	79,297.94	(21,793.58)	-	(4,203.31)	53,301.05
Borrowings other than debt securities	50,079.59	36,552.68	324.08	(242.17)	86,714.18
Total	**1,29,377.53**	**14,759.10**	**324.08**	**(4,445.48)**	**1,40,015.24**

As on March 31, 2022

Particulars	As at April 1, 2021	Cash Flows (net)	Exchange difference	*Others	As at March 31, 2022
Debt Securities	88,842.98	(9,354.49)	-	(190.55)	79,297.94
Borrowings other than debt securities	41,285.74	8,259.51	412.88	121.46	50,079.59
Total	**1,30,128.72**	**(1,094.98)**	**412.88**	**(69.09)**	**1,29,377.53**

*Others Includes amortised cost impact and incremental interest liability at the year end



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Note 39: Contingent liabilities, commitments

(A) Contingent Liability

Particulars	**As at March 31, 2023**	**As at March 31, 2022**
Contingent Liability Disputed GST demand: Pending before appellate authorities in respect of which the Company is in appeal	31.77	-
Total	**31.77**	**-**

(B) Commitments

Particulars	**As at March 31, 2023**	**As at March 31, 2022**
Commitments related to loans sanctioned but undrawn		
PayLater Open Limits (refer Note 19)	955.91	1,465.74
Other Commitments		
Capital commitments	580.74	0.35
Total	**1,536.65**	**1,466.09**



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Note 40: Details of transactions with struck off company / under process of strike off

Name of struck off Company/under process of strike off *	Nature of transactions with struck-off Company/under process of strike off	Principal balance as at March 31, 2023	Relationship with the struck off Company, if any, to be disclosed
After Hours Hospitality Private Limited	Loans and Advances	6.99	Un related party, Customers
City Fresh Retail Private Limited	Loans and Advances	10.74	Un related party, Customers
After Hours Hospitality Private Limited	Loans and Advances	6.62	Un related party, Customers
Kalpavruksh Hotels Private Limited	Loans and Advances	1.29	Un related party, Customers
Enchanting Destination Tours Private Limited	Loans and Advances	5.92	Un related party, Customers
Backhome Hospitality Services Private Limited	Loans and Advances	7.29	Un related party, Customers
Mn&C Supply Links Retail Private Limited	Loans and Advances	69.47	Un related party, Customers
Brg Sales Private Limited	Loans and Advances	8.75	Un related party, Customers
Prateek Intimate Products Private Limited	Loans and Advances	6.03	Un related party, Customers
Wega Lifestyle Private Limited	Loans and Advances	1.69	Un related party, Customers
Tanvi Express Logistics Solution Private Limited	Loans and Advances	40.00	Un related party, Customers
Aditya Inkjet Technologies Private Limited	Loans and Advances	4.40	Un related party, Customers
Pure Protein Private Limited	Loans and Advances	1.41	Un related party, Customers
Cellcom Computers Solutions Private Limited	Loans and Advances	0.39	Un related party, Customers
Pan Club Hotels Private Limited	Loans and Advances	1.93	Un related party, Customers
Cellcom Computers Solutions Private Limited	Loans and Advances	8.19	Un related party, Customers
Magpie Fashions Private Limited	Loans and Advances	13.72	Un related party, Customers
Sagayam Hospitalities Private Limited Opc	Loans and Advances	2.51	Un related party, Customers
I We Hotels Private Limited	Loans and Advances	6.31	Un related party, Customers
Niche Events And Promotions Private Limited	Loans and Advances	4.90	Un related party, Customers
Sukhsagar Textiles Private Limited	Loans and Advances	7.94	Un related party, Customers
Seven Oaks Engineering Private Limited	Loans and Advances	1.49	Un related party, Customers
Bq Automobiles Private Limited	Loans and Advances	1.07	Un related party, Customers
Sanka India Private Limited	Loans and Advances	18.13	Un related party, Customers
Sinhas Home Private Limited	Loans and Advances	7.27	Un related party, Customers
Mentor Corporate Management Consultants (Ap) Private	Loans and Advances	17.24	Un related party, Customers
Tei Medias Pvt Ltd	Loans and Advances	19.13	Un related party, Customers
Jarota Enterprises Private Limited	Loans and Advances	4.74	Un related party, Customers
White Feathers Hospitality Private Limited	Loans and Advances	13.12	Un related party, Customers
Cgn Research Labs Private Limited	Loans and Advances	17.44	Un related party, Customers
Pawanputra Oil Technologies Private Limited	Loans and Advances	2.41	Un related party, Customers
Meenu Gems Private Limited	Loans and Advances	7.08	Un related party, Customers
Srt Fitness Private Limited	Loans and Advances	1.95	Un related party, Customers
Diya Hospitality Private Limited	Loans and Advances	3.06	Un related party, Customers
Boudoir Lounge Private Limited	Loans and Advances	17.92	Un related party, Customers
Dominion Expo Ventures Private Limited	Loans and Advances	14.93	Un related party, Customers
Smart M K Trade World Private Limited	Loans and Advances	11.51	Un related party, Customers
Nature Bless International Private Limited	Loans and Advances	11.38	Un related party, Customers
23 Chefs Private Limited	Loans and Advances	8.87	Un related party, Customers
Volando Tours Private Limited	Loans and Advances	20.46	Un related party, Customers
Day2Day Restaurant India Private Limited	Loans and Advances	11.93	Un related party, Customers
Viva Concrete Technologies Private Limited	Loans and Advances	16.43	Un related party, Customers
Beauty Channel Salon & Spa Private Limited	Loans and Advances	4.60	Un related party, Customers
The Next Automotive Era Private Limited	Loans and Advances	18.25	Un related party, Customers
Brydan Foods Private Limited	Loans and Advances	6.46	Un related party, Customers
Mysore Bakery And Restaurants Private Limited	Loans and Advances	17.28	Un related party, Customers
Maa Bhook Lagi Food Services Private Limited	Loans and Advances	3.86	Un related party, Customers
Sarika Craft Bazaar Private Limited	Loans and Advances	1.22	Un related party, Customers
Rainbow Infrastructure Private Limited	Loans and Advances	39.22	Un related party, Customers
Tamarai Hotels Private Limited	Loans and Advances	11.62	Un related party, Customers
Dalchini (Opc) Private Limited	Loans and Advances	7.22	Un related party, Customers
Vans Hospitality Private Limited	Loans and Advances	6.11	Un related party, Customers
Golden Gate Residency Hotel(Opc) Private Limited	Loans and Advances	1.67	Un related party, Customers
Kaffee Concepts Gurgaon Private Limited	Loans and Advances	17.67	Un related party, Customers
Grandway Innovations India Private Limited	Loans and Advances	8.08	Un related party, Customers
Rage Fitness & Adventure Private Limited	Loans and Advances	4.58	Un related party, Customers
Avisons Works Private Limited	Loans and Advances	3.79	Un related party, Customers
Apm Air Travels (India) Private Limited	Loans and Advances	4.92	Un related party, Customers
Sathva Spire Technologies Pvt Ltd	Trade Payable	0.17	Un related party, Customers
Total		**600.75**	

*Notes: Out of outstanding principal balance of Rs 600.75 lakhs, 50 loans and advances amounting to Rs. 508.71 lakhs has been writen off as at March 31, 2023.



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Note 41: Related party disclosures

(A) List of Related Parties with whom Company had transaction

Enterprise where Director / Key Managerial Personnel has significant influence or control	
Dilta Services LLP	
KFO Enterprises LLP	
Key Managerial Personnel	
Mr. Piyush Kumar Khaitan	Managing Director (Till December 8, 2022)
Mr. Arun Nayyar	Managing Director & Chief Executive Officer (CEO)(MD from December 12, 2022)
Mr. Deepak Goswami	Chief Financial Officer (CFO)
Ms. Tanushri Yewale	Company Secretary (CS)
Directors	
Mr. Dhruv Kumar Khaitan	Director (Chairman Till December 8, 2022)
Mr. Piyush Kumar Khaitan	Director (Chairman from December 8,2022)
Ms. Bindu Ananth	Independent Director
Mr. Mahesh Krishnamurthy	Director (Till December 5, 2022))
Mr. Amit Mehta	Director (Till May 13, 2022)
Mr. Ganesh Rengaswamy	Director
Mr. Micheal Fernandes	Director
Mr. Arun Kumar Nayyar	Managing Director (From December 12,2022)
Mr. Pranav Kumar	Director (Till December 8,2022)
Ms. Deepa Bachu	Director (From December 8, 2022)
Mr. Suresh Jayaraman	Additional Director (From March 27, 2023)
Mr. Ramakrishnan Subramanian	Additional Director (From March 27, 2023)
Entity having significant influence in the Company	
Trinity Inclusion Limited	

(B) Related Party transactions during the year:

Particulars	Enterprise where Key Managerial Personnel has significant influence or control		Key Management Personnel / Managing Director		Directors		Entity having significant influence in the Company	
	For the year ended / as at March 31, 2023	For the year ended / as at March 31, 2022	For the year ended / as at March 31, 2023	For the year ended / as at March 31, 2022	For the year ended / as at March 31, 2023	For the year ended / as at March 31, 2022	For the year ended / as at March 31, 2023	For the year ended / as at March 31, 2022
Transactions								
For infrastructure maintenance charges recovered	8.63	8.28	-	-	-	-	-	-
Managerial Remuneration	-	-	664.56	47.06	-	-	-	-
Interest Expense	-	-	55.29	23.07	48.56	23.07	839.86	307.57
Professional fees	-	-	-	-	36.00	24.00	-	-
Remuneration	-	-	190.83	529.38	-	-	-	-
Compulsorily Convertible Debentures (CCD)	-	-	100.00	330.00	500.00	330.00	4,400.00	4,400.00
CCD converted into CCPS	-	-	680.00	-	580.00	-	5,725.00	-
Balances								
Compulsorily Convertible Debentures (CCD)	-	-	-	330.00	-	330.00	3,075.00	4,400.00
Interest accrued on CCD	-	-	-	16.83	-	16.83	216.09	307.57

Note:

a) Related parties have been identified on the basis of the declaration received by the management and other records available.

b) Provisions for gratuity, compensated absences and other long term service benefits are made for the Company as a whole and the amounts pertaining to the key managerial personnel are not specifically identified and hence are not included above.

c) The Company enters into transactions, arrangements and agreements involving related parties in the ordinary course of business under the same commercial and market terms, interest and commission rates that apply to non-related parties.



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Note 42: Capital

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.

Regulatory capital	**As at March 31, 2023**	**As at March 31, 2022**
TIER I capital	49,484.30	23,389.24
TIER II capital	4,361.74	7,475.62
Total capital	53,846.04	30,864.86
Risk weighted assets	1,64,667.37	1,33,285.50
Tier I CRAR	30.05%	17.55%
Tier II CRAR	2.65%	5.61%
Tier I + II CRAR	32.70%	23.16%

Regulatory capital consists of TIER I capital, which comprises share capital, share premium, retained earnings including current year loss less accrued dividends and TIER II capital which comprises of Hybrid debt instruments & general provision of standard assets

As per RBI guidelines, the Company being a Non-Banking Finance Company has to maintain 15% of capital adequacy ratio for NBFC business.

Note 43: Events after reporting date

There have been no events after the reporting date that require disclosure in these financial statements.

Note 44: Social Security Code

The Indian Parliament has approved the code on Social Security, 2020 which will subsumes the Provident fund and the Gratuity Act and rules thereunder. The Ministry of Labour and Employment has also released draft rules thereunder on November 13, 2020 and has invited suggestions from stakeholders, which are under active consideration by the Ministry. The Company will evaluate the rules, assess the impact, if any, and account for the same once the rules are notified and become effective.

Note 45: Other Disclosures

45.1 The Company does not have any Benami property , where any proceeding has been initiated or pending against the Company for holding any Benami property.

45.2 The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

45.3 The Company have not traded or invested in Crypto currency or Virtual Currency during the period.

45.4 The Company have not advanced or loaned or invested funds to any other person (s)or entity (ies), including foreign entities (Intermediaries) with the understanding 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 Company (Ultimate Beneficiaries) or Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

45.5 The Company have not received any fund from any person (s)or entity (ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries:

45.6 The Company have not had any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

45.7 The Company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company

45.8 The Company operates in a single reportable segment i.e. financing, since the nature of the loans are exposed to similar risk and return profiles hence they are collectively operating under a single segment. The Company operates in a single geographical segment i.e. domestic.

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Note 46: Fair value measurement

46.1 Valuation Principle

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

Level 1: Valuation based on quoted market price: financial instruments with quoted prices for identical instruments in active markets that the Company can access at the measurement date.

Level 2: Valuation using observable inputs: financial instruments with quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in inactive markets and financial instruments valued using models where all significant inputs are observable.

Level 3: Valuation technique with significant unobservable inputs: financial instruments valued using valuation techniques where one or more significant inputs are unobservable.

46.2 Fair Value Hierarchy of assets and liabilities

The following table shows an analysis of financial instruments recorded at fair value by level of the fair value hierarchy:

March 31, 2023

Assets measured at fair value on a recurring basis	**Level-1**	**Level-2**	**Level-3**	**Total**
Derivative financial instruments				
Currency Swaps	-	(20.93)	-	(20.93)
Cross Currency Interest Rate Swaps		402.83		402.83
Total derivative financial instruments	**-**	**381.91**	**-**	**381.91**
Financial assets held for trading				
Mutual funds	-	-	-	-
Total Financial assets held for trading	**-**	**-**	**-**	**-**
Total assets measured at fair value on a recurring basis	**-**	**381.91**	**-**	**381.91**
Total financial assets measured at fair value	**-**	**381.91**	**-**	**381.91**
Liabilities measured at fair value on a recurring basis	**Level-1**	**Level-2**	**Level-3**	**Total**
Derivative financial instruments				
Embedded Derivatives	-	-	-	-
Total derivative financial instruments	**-**	**-**	**-**	**-**
Total financial liabilities measured at fair value on a recurring basis	**-**	**-**	**-**	**-**
Total financial liabilities measured at fair value	**-**	**-**	**-**	**-**

March 31, 2022

Assets measured at fair value on a recurring basis	**Level-1**	**Level-2**	**Level-3**	**Total**
Derivative financial instruments				
Currency Swaps	-	197.56	-	197.56
Cross Currency Interest Rate Swaps	-	397.70	-	397.70
Total derivative financial instruments	**-**	**595.26**	**-**	**595.26**
Financial assets held for trading				
Mutual funds	-	-	-	-
Total Financial assets held for trading	**-**	**-**	**-**	**-**
Total assets measured at fair value on a recurring basis	**-**	**595.26**	**-**	**595.26**
Total financial assets measured at fair value	**-**	**595.26**	**-**	**595.26**
Liabilities measured at fair value on a recurring basis	**Level-1**	**Level-2**	**Level-3**	**Total**
Derivative financial instruments				
Embedded Derivative	-	6.26	-	6.26
Total derivative financial instruments	**-**	**6.26**	**-**	**6.26**
Total financial liabilities measured at fair value on a recurring basis	**-**	**6.26**	**-**	**6.26**
Total financial liabilities measured at fair value	**-**	**6.26**	**-**	**6.26**

There are no financial instruments measured at fair value on non-recurring basis.

Investments in Mutual Fund are fair valued through Profit & Loss account. Derivative Financial Instruments are fair valued through Other Comprehensive Income.



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Note 46: Fair value measurement

46.3 Valuation techniques

Derivative contracts

Derivatives contracts include Cross Currency Swaps and Cross Currency Interest Rate Swaps. These instruments are valued by (a) observable foreign exchange rates; and (b) observable or calculated forward points (implied yield curves).

The Company classifies Derivatives contracts as Level 2 financial instruments when no unobservable inputs are used for their valuation or the unobservable inputs used are not significant to the measurement (as a whole).

Foreign exchange contracts

Foreign exchange contracts include foreign exchange forward and swap contracts and over-the-counter foreign exchange options. These instruments are valued by either observable foreign exchange rates, observable or calculated forward points and option valuation models. With the exception of contracts where a directly observable rate is available which are disclosed as Level 1, the Company classifies foreign exchange contracts as Level 2 financial instruments when no unobservable inputs are used for their valuation or the unobservable inputs used are not significant to the measurement (as a whole).

Mutual Funds

Mutual Funds include investment in liquid funds and overnight funds. These are debt-based funds .The amounts mentioned is the fair value of the portfolio basis the NAV of the underlying schemes which are published by respective AMCs on a daily basis. The cost of the portfolio as at March 31, 2023 is Rs. Nil (As at March 31, 2022 - Nil)

46.4 Fair value of financial instruments not measured at fair value

Set out below is a comparison, by class, of the carrying amounts and fair values of the Company's financial instruments that are not carried at fair value in the financial statements. This table does not include the fair values of non–financial assets

March 31, 2023	Valuation		Fair Value			
		Carrying Value	Level-1	Level-2	Level-3	Total
Financial assets:						
Cash and cash equivalents	At amortised cost	17,522.75	5,022.70	12,500.05	-	17,522.75
Bank balance other than above	At amortised cost	6,148.91	-	6,148.91	-	6,148.91
Trade receivables	At amortised cost	123.59	-	-	123.59	123.59
Loans	At amortised cost	1,64,580.24	-	-	1,64,580.24	1,64,580.24
Other Financial Assets	At amortised cost	4,428.81	-	-	4,428.81	4,428.81
Total financial assets		**1,92,804.32**	**5,022.70**	**18,648.95**	**1,69,132.66**	**1,92,804.32**
Financial liabilities:						
Trade payables	At amortised cost	1,224.48	-	-	1,224.48	1,224.48
Debt securities	At amortised cost	53,301.05	-	-	53,301.05	53,301.05
Borrowings (other than debt securities)	At amortised cost	86,714.18	-	-	86,714.18	86,714.18
Other Financial liabilities	At amortised cost	3,408.91	-		3,408.91	3,408.91
Total financial liabilities		**1,44,648.64**	**-**	**-**	**1,44,648.63**	**1,44,648.63**
Off balance sheet items						
Other commitments	At amortised cost	955.91	-	-	955.91	955.91
Total off-balance sheet items		**955.91**	**-**	**-**	**955.91**	**955.91**

There are no transfer of assists / liabilities between Level 1, Level 2 and Level 3 during the current year as well as previous year. - to confirm this statement

March 31, 2022	Valuation		Fair Value			
		Carrying Value	Level-1	Level-2	Level-3	Total
Financial assets:						
Cash and cash equivalents	At amortised cost	9,000.22	2,567.81	6,432.41	-	9,000.22
Bank balance other than above	At amortised cost	4,842.05	-	4,842.05	-	4,842.05
Trade receivables	At amortised cost	29.17	-	-	29.17	29.17
Other receivables	At amortised cost	275.43			275.43	275.43
Loans	At amortised cost	1,37,971.77	-	-	1,37,971.77	1,37,971.77
Other Financial Assets	At amortised cost	2,933.79	-	-	2,933.79	2,933.79
Total financial assets		**1,55,052.43**	**2,567.81**	**11,274.47**	**1,41,210.16**	**1,55,052.43**
Financial liabilities:						
Trade payables	At amortised cost	1,028.00	-	-	1,028.00	1,028.00
Debt securities	At amortised cost	79,297.94	-	-	79,297.94	79,297.94
Borrowings (other than debt securities)	At amortised cost	50,079.59	-	-	50,079.59	50,079.59
Other Financial liabilities	At amortised cost	3,496.35	-	-	3,496.35	3,496.35
Total financial liabilities		**1,33,901.88**	**-**	**-**	**1,33,901.88**	**1,33,901.88**
Off balance sheet items						
Other commitments	At amortised cost	1,465.74	-	-	1,465.74	1,465.74
Total off-balance sheet items		**1,465.74**	**-**	**-**	**1,465.74**	**1,465.74**

46.5 Valuation methodologies of financial instruments not measured at fair value

The Company has determined that the carrying values of cash and cash equivalents, bank balances, trade receivables, loans, trade payables, debt securities, borrowings, other financial assets, other financial liabilities and off-balance sheet item are a reasonable approximation of their fair value and hence their carrying values are deemed to be fair values.



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Note 47: Risk management

47.1 Introduction and Risk Profile

47.1.1 Risk management structure

The Board of Directors are responsible for the overall risk management approach and for approving the risk management strategies and principles. The Board has constituted the Risk Management Committee which is responsible for monitoring the overall risk process within the Company.

The Risk Management Committee has the overall responsibility for the development of the risk strategy and implementing principles, frameworks, policies and limits. This Committee is also responsible for managing portfolio risk decisions and monitoring risk levels.

The Company's Treasury is responsible for managing its assets and liabilities and the overall financial structure. It is also primarily responsible for the funding and liquidity risks of the Company.

The Company's risk management processes are audited annually by the Internal Auditors, who examine both the adequacy of the procedures and the Company's compliance with the procedures. The Internal Auditors discuss the results of all assessments with the management and reports their findings and recommendations to the Audit Committee of the Board.

47.1.2 Risk mitigation and risk culture

As part of its overall risk management, the Company can use derivatives and other instruments to manage exposures resulting from changes in interest rates and foreign currencies, equity risks and credit risks. Currently, the Company uses derivatives to manage its interest rate and foreign exchange risk arising from the USD denominated borrowings

In accordance with the Company's policy, its risk profile is assessed before entering into hedging transactions, which are authorised by the appropriate level of seniority within the Company. The effectiveness of hedges is assessed by the ALCO (based on economic considerations rather than the Ind AS hedge accounting regulations). The effectiveness of all the hedge relationships is monitored by the ALCO on a monthly basis. It is the Company's policy that in situations of ineffectiveness, it will enter into a new hedge relationship to mitigate risk on a continuous basis. Currently, the positions are fully hedged (i.e. 100% risk of interest rate and/or foreign exchange movement) in line with the Board approved policies.

47.1.3 Risk measurement and reporting systems

The Company's loan asset portfolio risk is measured using a method that reflects expected loss likely to arise in normal circumstances based on statistical models. The models make use of probabilities derived from historical experience, adjusted to reflect the economic environment, whenever required. This risk measurement is quantified by way of the Expected Credit Loss (ECL). Unexpected losses resulting from unforeseen event risks e.g., natural disasters / events / pandemic situations etc., are estimated by applying judgmental inferences to lead indicators of portfolio behavior.

The Company's policy is to measure and monitor the overall risk, in relation to the aggregate risk exposure across all risk types and activities.

Information compiled from all the departments is examined and processed to analyse, control and identify operational risks on a timely basis. This information is presented and explained to the Head of each Department, the Audit Committee of the Board. The Audit Committee of the Board & the Credit and Risk Management Committee receives a comprehensive risk report once a quarter (from the Auditors & the Risk Head respectively) which is designed to provide all the necessary information to interpret, assess and conclude on the risks of the Company.

It is the Company's policy to ensure that a robust risk awareness is embedded in its organisational risk culture. Employees are expected to take ownership and be accountable for the risks the Company is exposed to. The Company continuously trains its employees to build awareness of the Company's risk appetite and support them in their roles and responsibilities to monitor risk.

47.2 Credit Risk

Credit risk is the possibility that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligations. The Company manages and controls credit risk by setting limits on the amount of risk it is willing to accept on its Loan Portfolio, and by monitoring exposures in relation to such limits.

The Company has established a credit quality review process to provide early identification of possible changes in the creditworthiness of counterparties.

The credit quality review process aims to allow the Company to assess the potential loss as a result of the risks to which it is exposed and take corrective actions.

47.2.1 Derivative financial instruments

Credit risk arising from derivative financial instruments is, at any time, limited to those with positive fair values, as recorded on the balance sheet.

With gross–settled derivatives, the Company is also exposed to a settlement risk, being the risk that the Company honours its obligation, but the counterparty fails to deliver the counter value. The Company deals with only high rated Banking Counterparty(ies) to ensure mitigation of counterparty credit risk and settlement risk.

47.2.2 Impairment assessment

The references below show where the Company's impairment assessment and measurement approach is set out in this report. It should be read in conjunction with the Summary of significant accounting policies.

The Company's definition and assessment of default (Note 47.2.2.1).
-How the Company defines, calculates, monitors and validates the Probability of Default (PD) and Loss Given Default (LGD) (Notes 47.2.2.2 to 47.2.2.3)
-When the Company considers there has been a significant increase in credit risk (SICR) of an exposure (Note 47.2.2.4)
-The details of the ECL calculations for Stage 1, Stage 2, Stage 3 and it's respective sub-stage assets

47.2.2.1 Definition of default

The Company 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.

As a part of a qualitative assessment of whether a customer is in default, the Company also considers a variety of instances that may indicate unlikeliness to pay. When such events occur, the Company carefully considers whether the event should result in treating the customer as defaulted and therefore assessed as Stage 3 for ECL calculations or whether Stage 2 is appropriate. Such events may include (and not be limited to):

- All the facilities of a borrower from all the borrowed accounts are treated as Stage 3 when one of his facility becomes 90 days past due i.e. credit impaired.
- A covenant breach not waived by the Company
- The Company on selective Basis does consider restructuring of loans after due assessment of its viability from time to time, in line with regulatory /judicial norms & dispensations

47.2.2.2 PD estimation process

Probability of Default (PD) is an estimate of the likelihood of default in a homogenous pool of loans, over it's performance period of following 12 month / lifetime horizon. PD estimation process is done based on historical & empirical internal data available with the company. 'Company calculates the 12-month PD by taking into account the past historical trends of the portfolio, credit performance including actual default data and Macro economic variables. In case of assets where there is 'a significant increase in credit risk (SICR) i.e when a borrower becomes 30 Days past Due and is classified as Stage 2, a higher PD is applied basis empirical data of such customers defaulting. 'For credit impaired assets (Stage 3), a PD of 100% is applied.

PD represents the empirical residual value of loans at the time of default (during the performance period), relative to the principal balance of all Non-Default accounts at the start point of the performance period. 12 month period for which performance has been empirically measured. The Company assesses and empirically measure the possible default events within 12 months or lifetime. This PD factor is applied to all Stage 1 & Stage 2 loans, to estimate the likely of Default

For credit impaired assets (i.e. Stage 3 assets), PD of 100% is applied.'In case of undrawn loan commitments (for accounts that are live & unexpired), a credit conversion factor of 75 % is applied for expected drawdown.



Note 47: Risk management

47.2.2.3 Loss Given Default (LGD) & Exposure at Default (EAD)

Loss Given Default (LGD) is an estimate of the ultimate loss arising when a default occurs. It is based on empirical contractual realizations from credit impaired assets (i.e. Stage 3 assets). after event of default including from the realization of any security This is computed basis seasoned defaulted loans.

Exposure at Default (EAD) is considered as 100% of Outstanding balance in respect of loan receivables.

In case of undrawn loan commitments, a credit conversion factor of 75% is applied for expected drawdown. For credit impaired assets (i.e. Stage 3 assets), an EAD is considered at 100%.

47.2.2.4 Significant increase in credit risk

The Company continuously monitors its Loan Portfolio in order to assess whether there has been an event which could cause a significantly increase in the credit risk (SICR) of the underlying asset or the customer's ability to pay and accordingly applies a higher PD rate. An asset can move in & out of SICR category based upon whether it has undergone SICR events that may include (and not be limited to):

- When one of the facilities of a borrower becomes 30 days past due
- Borrowers of a segment / industry / geography under stress

47.2.2.5 Change in accounting estimates

Impact of updating the Expected Credit Loss (ECL) Model

The company periodically reviews and updates the model in line with the new inputs and performance trends to reflect the reasonableness and adequacy of ECL amount recognised as at reporting date. During the Financial Year 2022-23 , the ECL model was reviewed and updated, and it has resulted into increase/decrease in expected credit cost for various cohorts of the Portfolio due to deterioration/improvement in performance of the cohort. The net impact of this exercise was Rs. 519.99 lakhs positive for the year ended March 31, 2023.

(Rs in lakhs)

Stage	Principal Balance as at March 31, 2023	ECL as per Mar' 22 (PD and LGD)	ECL as per Mar' 23 (PD and LGD)	Impact of Model refresh & improvement in performance
		ECL	ECL	
Stage 1	1,57,114.77	4,523.40	3,499.00	1,024.40
Stage 2	4,433.57	130.73	152.00	(21.27)
Stage 3	4,023.55	2,533.86	2,610.00	(76.14)
Grand Total	**1,65,571.89**	**7,187.99**	**6,261.00**	**926.99**

Settlement cases moved directly to Stage 3	(119.00)
Secured Loans against immovable property (LGD increased from 10% to 40%)	(12.00)
100% Accrued Interest Reversal on Stage 3	(276.00)
Net Impact of changes	**519.99**

47.3 Liquidity risk and funding management

Liquidity risk arises from mismatches in the timing of cash flows, these mismatches originates due to difference in average maturity of assets and liabilities in the books. It is a risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities as and when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances.

Liquidity Risk is primarily monitored by a Board appointed Asset Liability Committee (ALCO) and is managed by the Company's treasury team under the guidance of ALCO.

Liquidity Risk is measured by identifying gaps in the structural and dynamic liquidity statements. Key practices employed by the company for assessment and monitoring of liquidity risk are as below:
1. Monitoring the external operating environment, regulatory framework for NBFCs, capital market instruments and bank loans, debt market conditions and liquidity, and risk appetite of investors
2. Mapping of near to medium-term outflows on liabilities and expected inflows from assets, thereby performing a gap assessment for incremental fund raising
3. Periodic reviews by ALCO relating to the liquidity position, plan of action for incremental fund raising and stress tests of the ALM position

The Company continues to closely monitor liquidity in the market and as part of its ALCO strategy maintains a liquidity buffer to reduce any liquidity risk. This liquidity buffer is maintained in the form of unencumbered investments in units of mutual funds (Liquid and/or Overnight Schemes), Fixed Deposits with high rated scheduled Commercial Banks and undrawn Bank lines.

The Company maintains a diverse mix of borrowings from various sources, including banks, developmental financial institutions, foreign portfolio investors and high rated NBFCs. The Company continued to borrow long term debt with longer contractual maturity compared to its loans and advances portfolio, in order to maintain positive cumulative gaps in its ALM. The average maturity of liabilities is higher than average maturity of assets, which has caused positive gap in the ALM. The Company also continues to explore borrowing opportunities in the market and concluded multiple borrowings transactions in form of Term loans, PTC securitization and NCDs during the year ended March 31, 2023. During the year, the Company strenthened its banking partnerships by onboarding DCB Bank as debt provider by way of securitization.

Considering the COVID-19 pandemic, the company had augmented its liquidity buffers by taking measured steps on disbursements and expenses during the period ended September 30, 2021. However, the Company deployed these surplus liquidity buffer towards business growth in six month ended March 31, 2022. At the same time, a strong borrowings pipeline has been built from a diverse set of domestic and overseas financing institutions. The liquidity buffer is sufficient to support ongoing debt repayments and operating expenses of the company, along with regular collections, the incremental debt fund raising pipeline is sufficient to support business growth.

47.3.1. Liquidity ratios

Public Disclosure on Liquidity Risk (in accordance with RBI Circular - RBI/2019-20/88 DOR.NBFC (PD) CC. No.102/03.10.001/2019-20), as on March 31, 2023 as below:

a. Funding Concentration based on significant counterparty

Particulars	As at March 31, 2023
Number of significant counter parties	21
Amount	1,31,348.21
Percentage of funding total borrowings	93.81%

Significant Counterparties are defined as - A single counterparty or group of connected or affiliated counterparties accounting in aggregate for more than 1% of the Company's total borrowings.

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Note 47: Risk management

b. Top 10 borrowings (by counterparty)

Particulars	As at March 31, 2023
Total Borrowings	1,40,015.24
Top 10 Borrowings	99,068.55
Top 10 as a percentage of total borrowings	**70.76%**

c. Funding Concentration by Instrument #

Name of the instrument	As at March 31, 2023	% of Total
Non-Convertible Debentures (NCD)	50,011.95	35.72%
Compulsory Convertible Debentures (CCD)	3,274.89	2.34%
CCPS	14.22	0.01%
Term Loans	31,020.70	22.16%
External Commercial Borrowings (ECB)	48,832.79	34.88%
Cash Credit (CC)	443.93	0.32%
Others	6,416.76	4.58%
Total	**1,40,015.24**	

Significant Counterparties are defined as - A single counterparty or group of connected or affiliated counterparties accounting in aggregate for more than 1% of the Company's total borrowings.

d. Stock Ratios

Particulars	Percentage
Commercial Paper - as a percentage of total public funds	NA
Commercial Paper - as a percentage of total liabilities *	Nil
Commercial Paper - as a percentage of total assets	Nil
NCD (original maturity < 1year) - as a percentage of total public funds	NA
NCD (original maturity < 1year) - as a percentage of total liabilities *	Nil
NCD (original maturity < 1year) - as a percentage of total assets	Nil
Other Short Term Debt - as a percentage of total public funds	NA
Other Short Term Debt - as a percentage of total liabilities *	36.60%
Other Short Term Debt - as a percentage of total assets	26.56%

* Total Liabilities does not include Total Equity.

e. Institutional set-up for liquidity risk management

The Liquidity Risk Management Policy of the Company is approved by the Board of Directors of the Company.

The Board of Directors or other sub-Committee of the Board including Audit Committee / Sub-Committee have approved the formation of the Asset Liability Committee (ALCO), comprising the Managing Director, Chief Executive Officer, Chief Financial Officer, Senior Vice President - Treasury, Deputy Vice President - Treasury.

47.3.2. Analysis of financial assets and liabilities by remaining contractual maturities

The table below summarises the maturity profile of the undiscounted cashflow of Debt Securities and Borrowings (other than debt securities):

Particulars	As at March 31, 2023	As at March 31, 2022
Within 1 Year	93,434.01	97,122.00
Over 1 year to 2 Years	24,723.76	28,552.13
Over 2 years to 3 Years	35,610.14	13,141.89
Over 3 years to 5 Years	11,721.53	1,789.50
Over 5 years	14.23	19,155.35
	1,65,503.67	**1,59,760.87**

Notes:
1. The Company considers Put/Call option dates for the purpose of reporting maturity pattern of Borrowings including debt securities.

The table below summarises the maturity profile of the undiscounted cashflow of Trade Payable and Other Financial Liabilities:

Particulars	As at March 31, 2023		As at March 31, 2022	
	Trade Payable	Other Financial Liabilities	Trade Payable	Other Financial Liabilities
Within 1 Year	1,224.48	2,233.80	1,028.00	2,056.12
Over 1 years to 3 Years	-	985.79	-	1,510.39
Over 3 years to 5 Years	-	137.54	-	407.68
Above 5 Years	-	51.82	-	88.10
TOTAL	**1,224.48**	**3,408.95**	**1,028.00**	**4,062.29**

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Note 47: Risk management
The table below shows the contractual expiry by maturity of the company's contingent liabilities and commitments: Each undrawn loan commitment is included in the time band containing the earliest date it can be drawn For issued financial guarantee contracts, the maximum amount of the guarantee is allocated to the earliest period in which the guarantee could be called.

Particulars	Carrying Value	On demand	Less than 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	Total
31st March 2023									
Other undrawn commitments to lend	955.91	955.91	-	-	-	-	-	-	955.91
Total commitments	**955.91**	**955.91**	**-**	**-**	**-**	**-**	**-**	**-**	**955.91**
31st March 2022									
Other undrawn commitments to lend	1,465.74	1,465.74	-	-	-	-	-	-	1,465.74
Total commitments	**1,465.74**	**1,465.74**	**-**	**-**	**-**	**-**	**-**	**-**	**1,465.74**

47.4 Market Risk
Market risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates and equity prices. The Company classifies exposures to market risk into either trading or non–trading portfolios and manages each of those portfolios separately. Such risks the market risk for the trading portfolio is managed and monitored based on a VaR methodology that reflects the interdependency between risk variables. Non–trading positions are managed and monitored using other sensitivity analyses.

47.4.1 Total market risk exposure

Particulars	As at March 31, 2023			As at March 31, 2022			Primary Risk sensitivity
	Carrying amount	Traded risk	Non-traded risk	Carrying amount	Traded risk	Non-traded risk	
Assets							
Cash and cash equivalents	17,522.75	-	17,522.75	9,000.22	-	9,000.22	Interest Rate
Other bank balances	6,148.91		6,148.91	4,842.05	-	4,842.05	Interest Rate
Derivative financial instruments	381.90	-	381.90	595.26	-	595.26	Interest Rate / Foreign Exchange
Trade receivables	123.59	-	123.59	29.17	-	29.17	Interest Rate
Other Receivables	1,261.09	-	1,261.09	275.43		275.43	Interest Rate
Loans	1,64,580.24	-	1,64,580.24	1,37,971.77	-	1,37,971.77	Interest Rate
Other Financial Assets	4,428.81		4,428.81	2,933.79	-	2,933.79	Interest Rate
Total	**1,94,447.30**	**-**	**1,94,447.30**	**1,55,647.70**	**-**	**1,55,647.69**	
Liabilities							
Derivative financial instruments	-	-	-	6.26	6.26	-	Interest Rate / Foreign Exchange
Trade payables	1,224.48	-	1,224.48	1,028.00	-	1,028.00	Interest Rate
Debt securities	53,301.05	-	53,301.05	79,297.94	-	79,297.94	Interest Rate
Borrowings (other than debt securities)	86,714.18	-	86,714.18	50,079.59	-	50,079.59	Interest Rate / Foreign Exchange
Other financial liabilities	3,408.91	-	3,408.91	3,496.35	-	3,496.35	Interest Rate
Total	**1,44,648.63**	**-**	**1,44,648.64**	**1,33,908.13**	**6.26**	**1,33,901.87**	

47.4.1 Market risk non-trading
47.4.1.1 Interest rate risk
Interest rate sensitivity on fixed and floating rate assets and liabilities with differing maturity profiles is measured by using the duration gap analysis. The same is monitored by the ALCO periodically. All the Company loans and advances are on a Fixed Interest basis. The Company has floating rate borrowings primarily in two categories – (a) Domestic borrowings linked to the Lender's Base Rate/MCLR; (b) USD denominated borrowings linked to USD SOFR/LIBOR. The USD SOFR/LIBOR linked borrowings are fully hedged for the interest rate risk in accordance with the company's Foreign Exchange Risk Management Policy. Most of the borrowings in NCD and Term loans are fixed rate borrowings, hence not exposed interest rate risk.

Change in Interest Rate

Particulars	As at March 31, 2023		As at March 31, 2022	
	Impact on profit before tax	Impact on equity	Impact on profit before tax	Impact on equity
25 basis point down	108.12	80.91	24.08	18.02
50 basis point down	216.23	161.81	48.15	36.03
25 basis point up	(108.12)	(80.91)	(24.08)	(18.02)
50 basis point up	(216.23)	(161.81)	(48.15)	(36.03)

Borrowings with floating rate structure has been considered for interest rate sensitivity analysis

47.4.1.2 Currency risk

In the normal course of its business, the Company does not deal in foreign exchange significantly, except for its USD denominated External Commercial Borrowings. Any foreign exchange exposure on account of foreign exchange borrowings is hedged fully to safeguard against exchange rate risk in accordance with the company's Foreign Exchange Risk Management Policy.

Particulars	As at March 31, 2023		As at March 31, 2022	
	USD in lakhs	Amount	USD in lakhs	Amount
External Commercial Borrowings (ECB)	593.06	47,623.14	178.44	12,739.49
Derivative Financial Instrument *	(593.06)	(47,623.14)	(178.44)	(12,739.49)

* represents the notional amount of the derivative financial instrument



Note 47: Risk management
47.4.1.3 Equity price risk

The Company does not have any exposure to equity price risk.

47.4.1.4 Operational and business risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people or systems, or from external events.

The operational risks of the company are managed through comprehensive internal control systems and procedures and key back up processes. In order to further strengthen the control framework and effectiveness, the company has established risk control self-assessment at branches to identify process lapses by way of exception reporting. This enables the management to evaluate key areas of operational risks and the process to adequately mitigate them on an ongoing basis. The company also undertakes Risk based audits on a regular basis across all business units / functions. While examining the effectiveness of control framework through self-assessment, the risk-based audit would assure effective implementation of self-certification and internal financial controls adherence, thereby, reducing enterprise exposure.

The company has put in place a robust Disaster Recovery (DR) plan, which is periodically tested. Business Continuity Plan (BCP) is further put in place to ensure seamless continuity of operations including services to customers, when confronted with adverse events such as natural disasters, technological failures, human errors, terrorism, etc. Periodic testing is carried out to address gaps in the framework, if any. DR and BCP audits are conducted on a periodical basis to provide assurance regarding the effectiveness of the company's readiness.



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Note 48: Regulatory disclosures
48.1 Capital

Particulars	March 31, 2023	March 31, 2022
i) CRAR (%)	32.70%	23.16%
ii) CRAR - Tier I Capital (%)	30.05%	17.55%
iii) CRAR - Tier II Capital (%)	2.65%	5.61%
iv) Amount of subordinated debt raised as Tier-II capital	-	-
v) Amount raised by issue of Perpetual Debt Instruments	-	-

48.2 Investments
The Company does not have any investments as on March 31, 2023 and March 31, 2022.

48.3 Derivatives
48.3.1 Forward Rate Agreement / Interest Rate Swap

Particulars	March 31, 2023	March 31, 2022
i) The notional principal of swap agreements	47,623.14	12,739.49
ii) Losses which would be incurred if counterparties failed to fulfil their obligations under the agreements	-	-
iii) Collateral required by the Company upon entering into swaps	2,908.01	1,149.01
iv) Concentration of credit risk arising from the swaps	-	-
v) The fair value of the swap book	381.91	595.26

48.3.2 Exchange Traded Interest Rate Derivatives

The Company has not entered into any Exchange Traded Interest Rate Derivatives.

48.3.3 Disclosures on Risk Exposure in Derivatives

Particular	March 31, 2023		March 31, 2022	
	Currency Derivatives	Cross Currency Interest rate derivatives	Currency Derivatives	Cross Currency Interest rate derivatives
Derivatives (Notional Principal Amount)				
a) For hedging	23,353.64	24,269.50	8,494.49	4,245.00
b) For trading	-	-	-	-
Marked to Market Positions				
a) Asset (+)		402.83	197.56	397.70
b) Liability (-)*	(20.93)		(6.26)	-
Credit Exposure	-	-	-	-
Unhedged Exposures	-	-	-	-

* Rs 6.26 lakhs in the year ended March 31, 2022 is the MTM movement for Embedded Derivative



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Note 48: Regulatory disclosures
48.4 Disclosures relating to Securitisation

i) The Company has entered into Securitisation transactions for the year ended March 31, 2023.

Particulars	No. / Amount in Rs lakhs
No of SPVs sponsored by the NBFC for securitisation transactions	5
Total amount of securitised assets as per books of the SPVs sponsored by the NBFC	6,390.37
Total amount of exposures retained by the NBFC to comply with MRR as on the date of balance sheet	-
On-balance sheet exposures	-
* First Loss	1,543.21
* Others	2,267.90

ii) Details of financial assets sold to Securitisation/Reconstruction Company for Asset Reconstruction:
The Company has not sold any financial assets to Securitisation/Reconstruction Company for Asset Reconstruction for the year ended March 31, 2023 and March 31, 2022.

iii) Details of assignment transactions
The Company has sold financial assets by way of Direct Assignment in the year ended March 31, 2023.

Particulars	March 31, 2023	March 31, 2022
Count of loans accounts assigned	507	-
Amount of loan accounts assigned	4,866	-
Weighted average maturity (in months)	14.40	-
Weighted average holding period (in months)	10.2	-
Retention of beneficial economic interest	10%	-
Coverage of tangible security	100%	-
Rating wise distribution of rated loans	Not Rated	-

iv) The Company has not sold / purchased any non-performing assets during March 31, 2023 and March 31, 2022

48.5 Exposures

i) The Company has no exposure to real estate sector during the March 31, 2023 and March 31, 2022.
ii) The Company has no exposure to capital market during the March 31, 2023 and March 31, 2022.
iii) Details of Single Borrower Limit (SGL) / Group Borrower Limit (GBL) exceeded by the NBFC
During the year, the Company has not exceeded SGL & GBL limits as prescribed under NBFC Regulation.
iv) Unsecured Advances
During the year, the Company has not given any advance against collateral of rights, licenses, authority, etc.



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 48: Regulatory disclosures
48.6 - Miscellaneous
48.6.1 - Registration obtained from other financial sector regulators

RBI registration no	B-13.02077	
IRDA registration no.	CA0472	
Company Identification Number (CIN)	U51504MH1993PTC251544	

48.6.2 - Disclosure of Penalties imposed by RBI and other regulator
During the year ended March 31, 2023, no penalties have been levied by any regulator on the Company.

48.6.3 - Related Party Transaction
Refer note no. 41 for transactions with related party.

48.6.4 - Ratings assigned by credit rating agencies and migration of ratings during the year

Instruments	Credit Rating Agency	March 31, 2023	March 31, 2022
Long Term Bank lines	ICRA	[ICRA] BBB (Stable)	[ICRA] BBB (Negative)
Non-Convertible Debenture	ICRA	[ICRA] BBB (Stable)	[ICRA] BBB (Negative)
Cash Credit	ICRA	[ICRA] BBB (Stable)	[ICRA] BBB (Negative)
Working Capital Demand Loan	ICRA	[ICRA] BBB (Stable)	[ICRA] BBB (Negative)
Non-Convertible Debenture	CARE	CARE BBB- (Stable)	CARE BBB (Negative)
Long Term Bank lines	CARE	CARE BBB- (Stable)	CARE BBB (Negative)
Series A - Pass Through Certificates (Securitisation) - Ambit & DCB Bank	ICRA	Provisional ICRA Single A (Structured Obligation)	-
Series A - Pass Through Certificates (Securitisation) - Vivriti Asset Management	ICRA	Provisional ICRA A- (Structured Obligation)	-
Series A - Pass Through Certificates (Securitisation) - Ambit, AK Capital & Northern Arc	CARE	CARE Single A (Structured Obligation)	Provisional CARE Single A (Structured Obligation)
Series A - Pass Through Certificates (Securitisation) - Vivriti Capital	CARE	CARE Single A- (Structured Obligation)	Provisional CARE Single A- (Structured Obligation)

48.6.5 - Remuneration of Directors
Remuneration or Sitting fees paid or provided is disclosed in the Related party disclosure (Refer note no 41)

48.7.1 - Provisions and contingencies

Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account	March 31, 2023	March 31, 2022
Provisions for depreciation on Investment	-	-
Provision towards NPA	(8,247.75)	7,078.14
Provision made towards Income tax	-	223.15
Other Provision and Contingencies (with details)	-	-
Provision for Standard Assets	(2,285.62)	(1,198.81)

48.7.2 - Draw Down from Reserves
During the year, the Company has not drawn down any amount from Reserves.



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 48: Regulatory disclosures
48.7.3 - Concentration of Advances, Expenses & NPAs
48.7.3.1 - Concentration of Advances

	March 31, 2023
Total Advances to twenty largest borrowers	1,761.85
Percentage of Advances to twenty largest borrowers to Total Advances of the applicable NBFC	1.03%

* Excludes retained interest on direct assignment Rs.395.98 lakhs.

48.7.3.2 - Concentration of Exposures

	March 31, 2023
Total Exposure to twenty largest borrowers /customers	1,879.95
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the applicable NBFC on borrowers / customers	1.09%

* Excludes retained interest on direct assignment Rs.395.98 lakhs.

48.7.3.3 - Concentration of NPA assets

	March 31, 2023
Total Exposure to top four NPA accounts	290.86

48.7.3.4 - Sector-wise NPA assets

Sector (As certified by management and relied by Auditors)	Percentage of NPA assets to Total Advances in that sector
Agriculture & allied activities	-
MSME	4.31%
Corporate borrowers	-
Services	-
Unsecured personal loans	-
Auto loans	-
Other personal loans	-

48.7.4 - Movement of NPA assets

Particulars	March 31, 2023	March 31, 2022
NPA (net of provisions) to net advances (%)	2.19%	5.72%
Movement of NPA (Gross)		
Opening balance	19,898.35	8,273.78
Additions during the year	5,931.18	19,357.26
Reductions during the year	(18,464.11)	(7,732.69)
Closing balance	7,365.42	19,898.35
Movement of Net NPA		
Opening balance	7,896.29	3,349.86
Additions during the year	2,805.32	7,608.56
Reductions during the year	(7,090.50)	(3,062.13)
Closing balance	3,611.11	7,896.29
Movement of provisions for NPA (excluding provisions on standard assets)		
Opening balance	12,002.06	4,923.92
Provisions made during the year	3,125.86	11,748.70
Write-off / Write-back of excess provisions	(11,373.61)	(4,670.56)
Closing balance	3,754.31	12,002.06

48.8 Overseas Assets (for those with Joint Ventures and Subsidiaries abroad)

Name of the Joint Venture/ Subsidiary	Other Partner in the JV	Country	Total Assets
The company does not have any joint venture or subsidiary abroad, hence, not applicable.	NA	NA	NA

48.9 Off-balance Sheet SPVs sponsored
The company does not have any off balance sheet SPV sponsored.

48.10 Disclosure of Complaints

Customer Complaints (As certified by management and relied by Auditors)	Numbers
No. of complaints pending at the beginning of the year	-
No. of complaints received during the year	328
No. of complaints redressed during the year	328
No. of complaints pending at the end of the year	-



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)

Note 48: Regulatory disclosures (continued)

48.11 Asset Liability Management (ALM) Maturity pattern of certain items of Assets and Liabilities

Particulars	Deposits	Advances	Investments	Borrowings *	Foreign Currency assets	Foreign Currency liabilities
Over 1 day to 7 days	-	5,124.92	-	604.82	-	-
Over 8 days to 14 days	-	5,298.86	-	485.41	-	-
Over 15 days to 30 days	-	2,984.04	-	3,758.51	-	-
Over 1 month to 2 months	-	8,423.55	-	2,720.30	-	-
Over 2 months to 3 Months	-	8,210.57	-	2,753.40	-	-
Over 3 months to 6 months	-	24,897.34	-	17,246.11	-	-
Over 6 months to 1 Year	-	46,049.32	-	26,399.15	-	-
Over 1 year to 3 Years	-	58,475.39	-	67,379.37	-	-
Over 3 years to 5 Years	-	4,805.77	-	15,613.07	-	-
Over 5 Years	-	310.49	-	3,055.10	-	-
Total	**-**	**1,64,580.25**	**-**	**1,40,015.24**	**-**	**-**

Notes:

1. Borrowings include debt securities and borrowings other than debt securities (including External Commercial Borrowings).
2. The Company considers Put/Call option dates for the purpose of reporting maturity pattern of Borrowings including debt securities.
3. In the preparation of the above disclosure, certain assumption have been considered by the management which have been relied upon by the auditors.

48.12 Disclosure as per RBI notification DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020 & RBI/DNBR/2016-17/45 DNBR.PD.008/03.10.119/2016-17 dated March 03, 2022- A comparison between provisions required under IRACP and impairment allowances made under Ind AS 109 'Financial Instruments'

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
Performing Assets						
Standard	Stage 1	1,60,915.51	3,563.08	1,57,352.43	643.66	2,919.41
Standard	Stage 2	5,539.55	222.22	5,317.33	22.16	200.06
Subtotal		**1,66,455.06**	**3,785.29**	**1,62,669.76**	**665.82**	**3,119.48**
Non-Performing Assets (NPA)						
Substandard*	Stage 3	5,537.95	3,627.41	1,910.54	553.80	3,073.61
Total		**1,71,993.01**	**7,412.69**	**1,64,580.31**	**1,219.62**	**6,193.07**

*Includes asset classified as doubtful assets since specific identification/classification is not available. Accordingly RBI Provision is computed considering rate applicable for Substandard assets. Further, as per Company policy Term loans assets are written off at 240 days past due & Limit Loan are written off at 180 days past due, hence loans written off are not included above.

48.12.1 Disclosures pursuant to RBI Notification - RBI/2021-22/32 DOR.STR.REC.12/21.04.048/2021-22 dated May 5, 2021

During the year, the Company has not done any One time Restructuring of loans.



Note 49: Transferred financial assets that are not derecognised in their entirety

The following tables provide 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.

	For the year ended March 31,2023	For the year ended March 31,2022
Securitisations		
Carrying amount of the transferred assets (held as collateral)	8,658.28	3,536.28
Carrying amount of associated liabilities	6,416.76	15,928.75

Note 50: Transferred financial assets that are derecognised in their entirety

The Company has assigned loans (earlier measured at amortised cost) 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 90% of the assets transferred 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 :

	For the year ended March 31,2023	For the year ended March 31,2022
Direct Assignment		
Carrying amount of transferred assets measured at amortised cost	3,563.80	-
Carrying amount of exposures retained by the Company at amortised cost	395.98	-



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Crore)
Note 51: Annex Disclosure requirements under Scale Based Regulation for NBFCs

Section I
Sectoral exposure

Sectors	Current Year			Previous Year		
	Total Exposure (includes on balance sheet and off-balance sheet exposure) (₹ crore)	Gross NPAs (₹ crore)	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure) (₹ crore)	Gross NPAs (₹ crore)	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	11.70	0.51	4%	4.64	0.58	12%
2. Industry						
Apparel	192.87	7.69	4%	185.25	30.91	17%
CDIT	29.58	2.11	7%	25.85	5.07	20%
Engineering and Capital Goods	89.48	2.25	3%	55.37	2.43	4%
FMCG	57.31	3.53	6%	54.05	5.92	11%
Food and Beverage	170.80	10.79	6%	170.96	46.64	27%
Furniture and Furnishings	32.12	0.71	2%	23.92	1.90	8%
General Store or Supermarket	40.48	1.77	4%	37.47	4.05	11%
Groceries	99.61	6.32	6%	104.10	10.98	11%
Hardware and Electrical	93.70	3.21	3%	71.32	5.74	8%
Mobile	61.33	3.42	6%	60.73	4.91	8%
Others	87.63	2.77	3%	57.51	5.89	10%
Petrol Pump	100.80	4.46	4%	109.67	9.57	9%
Pharmacy	55.69	2.02	4%	50.46	3.66	7%
Others	345.39	7.80	2%	261.47	25.50	10%
Total of Industry	**1,456.78**	**58.88**	**4%**	**1,268.15**	**163.17**	**13%**
3. Services						
Contractor	101.66	3.45	3%	78.89	1.47	2%
IT and ITeS	31.49	0.82	3%	23.76	2.66	11%
Logistics	37.76	0.76	2%	29.90	2.32	8%
Skilled or Semi Skilled Labour Supplier	35.78	1.70	5%	34.89	3.01	9%
Spa and Salon	28.71	1.61	6%	28.10	6.74	24%
Others	126.74	5.92	5%	107.49	19.05	18%
Total of Services	**362.15**	**14.26**	**4%**	**303.04**	**35.24**	**12%**
4. Personal Loans	NA	NA	NA	NA	NA	NA
5. Others, if any (please specify)	NA	NA	NA	NA	NA	NA



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)
Note 51: Annex Disclosure requirements under Scale Based Regulation for NBFCs

Section II

Related Party Disclosure are disclosed in Note 41

Section III

Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

Sr. No	Particulars	Current Year	Previous Year
Complaints received by the NBFC from its customers			
1	Number of complaints pending at beginning of the year	-	-
2	Number of complaints received during the year	328	605
3	Number of complaints disposed during the year	328	605
'3.1	Of which, number of complaints rejected by the NBFC	-	-
4	Number of complaints pending at the end of the year	-	-
Maintainable complaints received by the NBFC from Office of Ombudsman			
5*	Number of maintainable complaints received by the NBFC from Office of Ombudsman	49	95
'5.1	Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman	49	95
'5.2	Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	-	-
'5.3	Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC	-	-
6*	Number of Awards unimplemented within the stipulated time (other than those appealed)	-	-



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)
Note 51: Annex Disclosure requirements under Scale Based Regulation for NBFCs

Section IV

Top five 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
Current Year (FY 2022-23)					
Loans And Advances	-	93	3000%	-	-
Recovery Agents/ Direct Sales Agents	-	-	0%	-	-
Others	-	235	-61%	-	-
Total	**-**	**328**		**-**	**-**
Previous Year(FY 2021-22)					
Loans And Advances	-	3	200%	-	-
Recovery Agents/ Direct Sales Agents	-	1	-50%	-	-
Others	-	601	-50%	-	-
Total	**-**	**605**		**-**	**-**



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
(₹ in Lakhs)
Note 51: Annex Disclosure requirements under Scale Based Regulation for NBFCs

Section V

A) Corporate governance
1) Composition of the Board

				Number of Board Meetings			Remuneration			
Name of Director	**Director since**	**Capacity (i.e. Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)**	**DIN**	**Held**	**Attended**	**No. of other Director ships**	**Salary and other compensation**	**Sitting Fee**	**Commission**	**No. of shares held in and convertible instruments held in the NBFC**
Dhruv Kumar Khaitan	07.06.2012	Non-Executive	00002584	16	12	3	-	-	-	90,00,000 Equity Shares 6,84,567 CCPS
Piyush Kumar Khaitan	07.06.2012	Non-Executive	00002579	16	15	-	32,57,395	-	-	90,00,000 Equity Shares 6,84,567 CCPS
Ganesh Rengaswamy	29.07.2015	Non-Executive	02656783	16	8	1	-	-	-	-
Michael Fernandes	23.01.2018	Non-Executive	00064088	16	9	1	-	-	-	-
Pranav Kumar	21.03.2018 - 08.12.2022	Non-Executive	07896173	12	11	2	-	-	-	-
Bindu Ananth	10.10.2019	Non-Executive Independent	02456029	16	12	6	24,00,000	-	-	-
Arun Kumar Nayyar	06.01.2022	Executive	06804277	16	16	-	6,32,17,710	-	-	97,827 CCPS
Mahesh Krishnamurthy	01.04.2019- 05.12.2022	Non-Executive	02574801	11	7	1	-	-	-	-
Amit Mehta	12.02.2021- 13.05.2022	Non-Executive	07089427	1	0	-	-	-	-	-
Deepa Bachu	08.12.2022	Non-Executive	07397729	4	2	-	8,00,000	-	-	-
Suresh jayaraman	27.03.2023	Non-Executive Independent	03033110	1	1	5	2,00,000	-	-	-
Ramakrishnan Subramanian	27.03.2023	Non-Executive	02192747	1	1	1	2,00,000	-	-	-



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
Note 51: Annex Disclosure requirements under Scale Based Regulation for NBFCs

Section VI
Details of change in composition of the Board during the current and previous financial year.

Sr.No	Name of Director	Capacity (i.e., Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)	Nature of change (resignation, appointment)	Effective date
1	Pranav Kumar	Non-Executive Director (Nominee)	Resignation	08.12.2022
2	Mahesh Krishnamurthy	Non-Executive Director (Nominee)	Resignation	05.12.2022
3	Amit Mehta	Non-Executive Director (Nominee)	Resignation	13.05.2022
4	Deepa Bachu	Non-Executive	Appointment	08.12.2022
5	Ramakrishnan Subramanian	Additional Director (Nominee Director)	Appointment	27.03.2022
6	Suresh Jayaraman	Additional Director (Independent Non-Executive Director)	Appointment	27.03.2022
7	Dhruv Kumar Khaitan	Chairman (Non-Executive)	Resignation	8.12.2022
8	Piyush Kumar Khaitan	Managing Director (Executive)	Resignation	08.12.2022
9	Piyush Kumar Khaitan	Chairman (Non-Executive)	Appointment	08.12.2022
10	Arun Kumar Nayyar	Managing Director (Executive)	Appointment	12.12.2022

During the financial year no independent director resigned before expiry of term.
None of the Directors are related inter-se (as per the definition of 'relatives' under Companies Act 2013).



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
Note 51: Annex Disclosure requirements under Scale Based Regulation for NBFCs

Section VII
2) **Committees of the Board and their composition**

Audit Committee:
TERMS OF REFERENCE (in brief)

1.To oversight the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient, and credible.
2.To discuss and review, with the management and auditors, the annual/quarterly financial statements before submission/recommendation to the Board

				No of meetings of the committee		
Sr.No	**Name of Director**	**Member of committee since**	**Capacity i.e Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)**	**Held**	**Attended**	**No. of shares held in the NBFC**
1	Bindu Ananth	04.12.2019	Chairperson	8	8	-
2	Piyush Kumar Khaitan	11.04.2014	Non-Executive	8	8	90,00,000 Equity Shares 6,84,567 CCPS
3	Ganesh Rengaswamy	21.07.2016	Non-Executive	8	5	-
4	Michael Fernandes	22.02.2018	Non-Executive	8	7	-
5	Mahesh Krishnamurthy	04.12.2019	Non-Executive	6	3	-
6	Dhruv Kumar Khaitan	08.12.2022	Non-Executive	2	2	90,00,000 Equity Shares 6,84,567 CCPS
7	Deepa Bachu	08.12.2022	Non-Executive	2	1	

Section VIII

Nomination and Remuneration Committee
TERMS OF REFERENCE (in brief)

1.To recommend to the Board regarding the appointment of Directors, KMP, etc.
2.To fix the remuneration paid to Whole-time / Executive Directors which generally shall include fixed salary, perquisites, variable pay in the form of performance bonus, certain retiral benefits, allowances and other benefits;
3.To decide the annual increments to Whole-time / Executive Directors which shall be linked up to their overall performance.
4.To consider the appoint Key Managerial Personnel of the Company

				No of meetings of the committee		
Sr.No	**Name of Director**	**Member of committee since**	**Capacity i.e Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)**	**Held**	**Attended**	**No. of shares held in the NBFC**
1	Michael Fernandes	22.02.2018	Chairperson	5	5	-
2	Piyush Kumar Khaitan	19.10.2015	Non-Executive	5	5	90,00,000 Equity Shares 6,84,567 CCPS
3	Ganesh Rengaswamy	22.02.2018	Non-Executive	5	4	-
4	Bindu Ananth	04.12.2019	Non-Executive	5	4	-
5	Mahesh Krishnamurthy	04.12.2019	Non-Executive	4	2	-
6	Dhruv Kumar Khaitan	08.12.2022	Non-Executive	1	1	90,00,000 Equity Shares 6,84,567 CCPS
7	Deepa Bachu	08.12.2022	Non-Executive	1	0	-



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
Note 51: Annex Disclosure requirements under Scale Based Regulation for NBFCs

Section IX

Risk Management Committee
TERMS OF REFERENCE (in brief)

1. Design and implement risk management practices, specifically provide ongoing guidance and support for the refinement of the overall risk management framework and ensuring that best practices are incorporated.
2. Monitor risk management practices, specifically determine which enterprise risks are most significant and approve resource allocation for risk monitoring and mitigation activities, assign risk owners and approve action plans.
3. Periodically review and monitor risk mitigation processes, including:
(a) magnitude of all material business risks.
(b) the processes, procedures and controls in place to manage material risks.
(c) the overall effectiveness of the risk management process

				No of meetings of the committee		
Sr.No	**Name of Director**	**Member of committee since**	**Capacity i.e Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)**	**Held**	**Attended**	**No. of shares held in the NBFC**
1	Ganesh Rengaswamy	08.12.2022	Chairperson	1	0	-
2	Piyush Kumar Khaitan	19.10.2015	Non-Executive	4	4	90,00,000 Equity Shares 6,84,567 CCPS
3	Arun Kumar Nayyar	12.02.2022	Executive	4	4	97,827 CCPS
4	Mahesh Krishnamurthy	04.12.2019	Non-Executive	3	1	-
5	Pranav Kumar	22.02.2018	Non-Executive	3	3	-
6	Deepa Bachu	08.12.2022	Non-Executive	1	0	-
7	Dhruv Kumar Khaitan	08.12.2022	Non-Executive	1	1	90,00,000 Equity Shares 6,84,567 CCPS
8	Michael Fernandes	08.12.2022	Non-Executive	1	1	-

Section X

IT STRATEGY COMMITTEE
TERMS OF REFERENCE (in brief)

Approving IT strategy and Policy documents.
1. Ensuring that the management has put an effective strategic planning process in place.
2. Overall responsibility of IT Governance.
3. Ascertaining that management has implemented processes and practices that ensure that IT delivers value to the business; Providing the required funding to implement Information Security Management System.
4. Reviewing the implementation of Information Security Management System.

				No of meetings of the committee		
Sr. No.	**Name of Director**	**Member of committee since**	**Capacity i.e Executive/ Non-Executive/ Chairman/ Promoter nominee/ Independent)**	**Held**	**Attended**	**No. of shares held in the NBFC**
1	Bindu Ananth	10.10.2019	Chairman	4	4	-
2	Piyush Kumar Khaitan	24.01.2019	Non-Executive	4	4	90,00,000 Equity Shares 6,84,567 CCPS
3	Arun Nayyar	24.01.2019	Non-Executive	4	4	97,827 CCPS
4	Michael Fernandes	10.10.2019	Executive	4	3	-
5	Mahesh Krishnamurthy	10.10.2019	Non-Executive	3	1	-
6	Deepak Nath Goswami	24.08.2022	CFO	3	3	-
7	Naveen Kumar	24.08.2022	VP - Engineering	3	3	-
8	Dhruv Kumar Khaitan	08.12.2022	Non-Executive	1	1	90,00,000 Equity Shares 6,84,567 CCPS
9	Ganesh Rengaswamy	08.12.2022	Non-Executive	1	1	-
10	Deepa Bachu	08.12.2022	Non-Executive	1	0	-



NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2023
Note 51: Annex Disclosure requirements under Scale Based Regulation for NBFCs

Section XI

General Body Meetings
Details of the date, place and special resolutions passed at the General Body Meetings.

Sr.NO	Type of Meeting (Annual/ Extra-Ordinary)	Date & Place	Special resolutions passed
1	AGM	28.06.2022	Approve the Limit of Private Placement of Debentures
2	EGM	10.06.2022	1. Approval Of The Issuance Of Compulsorily Convertible Debentures And Approval Of The Draft Letter Of Offer.
			2. Approval Of The Issuance Of Compulsorily Convertible Debentures On A Private Placement Basis And Approval Of The Draft Private Placement Offer Cum Application Letter (PAS-4).
3	EGM	21.06.2022	To Approve Amendments Made To The Articles Of Association Of The Company And To Adopt The Restated Articles Of Association
4	EGM	26.10.2022	To increase Authorised Share Capital of the Company and amend Memorandum of Association of the Company.
5	EGM	01.12.2022	1. To Approve Private Placement Of Equity Shares And Series D Compulsorily Convertible Preference Shares ("Series D CCPS") And Approve Private Placement Offer Letter
			2. To Approve The "NeogGrowth Employees Stock Option Plan 2022" For the Benefit Of The Employees Of The Company.
6	EGM	12.12.2022	1. To approve The Restatement Of The Articles Of Association ("AoA") and adopt the amended AoA Of The Company
			2. To approve The Private Placement Of Series D CCPS
			3. To approve The Amendment In Terms Of CCD-1
			4. To approve The Amendment In Terms Of CCD-2
			5. To approve the appointment of Mr. Arun Kumar Nayyar as Managing Director of the Company

B) Breach of Covenant
The Company has reported 15 financial covenant breaches across 10 lenders for the period ended on 31st March'2023. These covenant breaches are pertaining to the asset quality which had got impacted due to outbreak of covid-19 pandemic. The Company reports covenant breaches to its lenders on regular basis. However, the Company has obtained covenant waiver/no action letters/amendment letters in respect of these covenant breaches from lenders. No loans have been recalled by any of the lender due to covenant breaches in past and during the financial year ended on 31st March'2023.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For ASA & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No:

Prateet Kumar Mittal
Digitally signed by Prateet Kumar Mittal
Date: 2023.05.12 19:38:41 +05'30'

Prateet Mittal
Partner
Membership No. 402631
Place: Mumbai
Date: May 12, 2023

For and on behalf of the Board of Directors

DHRUV KUMAR KHAITAN
Digitally signed by DHRUV KUMAR KHAITAN
Date: 2023.05.12 18:58:52 +05'30'

Dhruv Khaitan
Director
(DIN 00002584)
Place: Mumbai

ARUN KUMAR NAYYAR
Digitally signed by ARUN KUMAR NAYYAR
Date: 2023.05.12 18:46:14 +05'30'

Arun Nayyar
Managing Director & CEO
(DIN 06804277)
Place: Mumbai

DEEPAK NATH GOSWAMI
Digitally signed by DEEPAK NATH GOSWAMI
Date: 2023.05.12 19:12:01 +05'30'

Deepak Goswami
Chief Financial Officer
Place: Mumbai

TANUSHRI YEWALE
Digitally signed by TANUSHRI YEWALE
Date: 2023.05.12 19:21:47 +05'30'

Tanushri Yewale
Company Secretary
(M.No A31273)
Place: Mumbai
Date: May 12, 2023



Schedule to the Balance Sheet of a non-deposit taking Non-Banking Financial Company (as required in terms of paragraph 18 of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016

Amount in Lakhs

	Particulars		
	LIABILITIES SIDE:		
1	**Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:**	**Amount Outstanding**	**Amount Overdue**
	a. Debentures (other than falling within the meaning of public deposits*)		-
	- Secured	50,011.95	-
	- Unsecured	-	-
	b. Deferred Credits	-	-
	c. Term Loans	86,270.25	-
	d. Inter-corporate loans and borrowings	-	-
	e. Commercial Paper	-	-
	f. Other Loans - Demand loans	443.93	-
	* Please see Note 1 below		-
	ASSET SIDE:		
2	**Break-up of Loans and Advances including bills receivables [other than those included in(4) below]:**		**Amount Outstanding**
	a. Secured		1,71,993.01
	b. Unsecured		-

3	**Break up of Leased Assets and stocks on hire and other assets counting towards AFC activities**	**Amount Outstanding**
	i. Lease Assets including lease rentals under sundry debtors:	-
	a. Finance Lease	-
	b. Operating Lease	-
	ii. Stocks on hire including hire charges under sundry debtors:	-
	a. Assets on hire	-
	b. Repossessed Assets	-
	iii. Other Loans counting towards AFC activities:	-
	a. Loans where assets have been repossessed	-
	b. Loans other than (a) above	-

4	**Break up of Investments:**	
	Current Investments	
	1. Quoted	
	i. Shares: a. Equity	-
	b. Preference	-
	ii. Debentures and Bonds	-
	iii. Units of mutual funds	-
	iv. Government Securities	-
	v. Others	-
	2. Unquoted	
	i. Shares: a. Equity	-
	b. Preference	-
	ii. Debentures and Bonds	-
	iii. Units of mutual funds	-
	iv. Government Securities	-
	v. Others	-

	Long Term Investments	
	1. Quoted	
	i. Shares - Equity	-
	- Preference	-
	ii. Debentures and Bonds	-
	iii. Units of mutual funds	-
	iv. Government Securities	-
	v. Others	-
	2. Unquoted	
	i. Shares - Equity	-
	- Preference	-
	ii. Debentures and Bonds	-
	iii. Units of mutual funds	-
	iv. Government Securities	-
	v. Others	-



Schedule to the Balance Sheet of a non-deposit taking Non-Banking Financial Company (as required in terms of paragraph 18 of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016

Amount in Lakhs

5	**Borrower group-wise classification of assets financed as in (2) and (3) above :** Please see Note 2 below			
	Category	**Amount net of provision**		
		Secured	**Unsecured**	**Total**
	1 Related Parties**			
	a. Subsidiaries	-	-	-
	b. Companies in the same group	-	-	-
	c. Other related parties	-	-	-
	2 Other than related parties	1,64,580.24	-	-
	Total	**1,64,580.24**	**-**	**-**

6	**Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):** Please see note 3 below		
	Category	**Market Value/ Break up of fair value or NAV**	**Book Value (Net of Provisions)**
	1 Related Parties**		
	a. Subsidiaries	-	-
	b. Companies in the same group	-	-
	c. Other related parties	-	-
	2 Other than related parties	-	-
	Total	**-**	**-**

** As per Accounting Standard of ICAI (Please see Note 3)

7	**Other information**	
	Particulars	
	i. Gross Non-Performing Assets	
	a. Related Parties	-
	b. Other than related parties	7,365.42
	ii. Net Non-Performing Assets	
	a. Related Parties	-
	b. Other than related parties	3,611.11
	iii. Assets acquired in satisfaction of debt	-

Notes:

1 As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

2 Provisioning norms shall be applicable as prescribed in the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

3 All Indian Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debts. However, market value in respect of quoted investments and break up/ fair value/ NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in category (4) above.

For and on behalf of the Board of Directors

DHRUV KUMAR KHAITAN
Digitally signed by DHRUV KUMAR KHAITAN
Date: 2023.05.12 19:00:08 +05'30'

Dhruv Khaitan
Director
(DIN 00002584)
Place: Mumbai

ARUN KUMAR NAYYAR
Digitally signed by ARUN KUMAR NAYYAR
Date: 2023.05.12 18:46:37 +05'30'

Arun Nayyar
Managing Director & CEO
(DIN 06804277)
Place: Mumbai

DEEPAK NATH GOSWAMI
Digitally signed by DEEPAK NATH GOSWAMI
Date: 2023.05.12 19:12:33 +05'30'

Deepak Goswami
Chief Financial Officer
Place: Mumbai

TANUSHRI YEWALE
Digitally signed by TANUSHRI YEWALE
Date: 2023.05.12 19:22:18 +05'30'

Tanushri Yewale
Company Secretary
(M.No A31273)
Place: Mumbai
Date: May 12, 2023



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INDEPENDENT AUDITOR'S REPORT

To the Members of NeoGrowth Credit Private Limited

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying financial statements of **NeoGrowth Credit Private Limited** (the "Company"), which comprise the balance sheet as at March 31, 2024, and the statement of profit and loss (including other comprehensive income), and the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended (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 and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the 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 financial assets (including provision for expected credit loss)** (as described in note 8 and 29 of the Ind AS financial statements)	
	Ind AS 109 – 'Financial Instruments', requires the Company to provide for impairment of its financial assets using the expected credit loss (the "ECL") approach which involves an estimation of probability-weighted loss on financial instruments over their life, considering reasonable and supportable information about past events, current conditions, and forecasts of future economic conditions which could impact the credit quality of the Company's loans and advances. In the process, a significant degree of estimates and judgement has been applied by the management including but not limited to the following matters: • Qualitative and quantitative factors used in staging the loan assets; • Basis used for estimating Probabilities of Default ("PD") and Loss Given Default ("LGD"); • Staging of loans and estimation of behavioral life • Grouping of borrowers on the basis of homogeneity given the variety of products; • Calculation of past default rates; • Assigning rating grades to loans for which external rating is not available; • Calibrating the loss given default where the impairment provision is calculated on a pool level; • Applying macro-economic factors to arrive at forward looking probability of default; • Significant assumptions regarding the probability of various scenarios and discounting rates for different loan products. Given the high degree of management's judgement involved in estimation of ECL, it is a key audit matter.	In view of the significance of the matter, our audit procedures performed included, but not limited to the following: • Read and assessed the Company's accounting policy for impairment of financial assets and its compliance with Ind AS 109 and the governance framework approved by the Board of Directors pursuant to Reserve Bank of India guidelines issued on 13 March 2020. • Tested the operating effectiveness of the controls for staging of loans based on their past-due status. • Tested a sample of performing (stage 1) loans to assess whether any Significant Increase in Credit Risk ('SICR") or loss indicators were present requiring them to be classified under stage 2 or 3. • Performed tests of details, on a sample basis and inspected the repayment schedule from the underlying borrower agreements and collections made on the due dates which formed the basis of the staging of loans. • Verified on a test check basis underlying data related to estimates and judgements: o Model/methodology used for various loan products; o Management's grouping of borrowers on basis of different product lines and customer segments with different risk characteristics; o Various assumptions for calculation of expected loss viz. probability of default, loss given defaults, exposure at default, discounting factors applied by the management along with

		Management's governance process and documentation of its assumptions; o Basis of floor/minimum rates of provisioning applied by the Company for loan products with inadequate historical defaults; o We performed test of details of information used in the ECL computation, on a sample basis. • Tested the arithmetical accuracy of computation of ECL provision performed by the Company. • Verified the ECL provision on restructured cases pursuant to the Reserve Bank of India ("the RBI") circular on a sample basis. • Assessed disclosures included in the Ind AS financial statements in respect of expected credit losses.
2	**IT systems and controls**	
	The reliability and security of IT systems play a key role in the business operations and financial accounting and reporting process of the Company. Since large volume of transactions are processed daily, the IT controls are required to ensure that applications process data as expected and that changes are made in an appropriate manner. Any gaps in the IT control environment could result in a material misstatement of the financial accounting and reporting records. Therefore, due to complexity of the IT environment, the assessment of the general IT controls and the application controls specific to the accounting and preparation of the financial information is considered to be a key audit matter.	We performed the following procedures for testing IT general controls and for assessing the reliability of electronic data processing, assisted by our internal specialist IT auditors: • The aspects covered in the IT General Control audit were (i) User Access Management (ii) Programme Change Management (iii) Other related ITGCs – to understand the design and test the operating effectiveness of such controls; • Assessed the changes that were made to the key systems during the audit period and assessing changes that have impact on financial reporting; • Tested the periodic review of access rights. We inspected requests of changes to systems for appropriate approval and authorization;



		• Performed tests of controls (including other compensatory controls wherever applicable) on the IT application controls and IT dependent manual controls in the system; • Tested the design and operating effectiveness of compensating controls, where deficiencies were identified and, where necessary, extended the scope of our substantive audit procedures.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

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

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the 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 financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management and the Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of the management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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



- Materiality is the magnitude of misstatement in the financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 misstatement in the 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 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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors as on March 31, 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.

(g) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act, in our opinion, according to the information and explanation give to us, the provisions of section 197 read with Schedule V of the Act are not applicable to the Company as it is a private limited company, and

(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 statements – Refer Note No. 39 to the financial statements.

ii. The Company has made provisions, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note 6 to the financial statements.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 45.4 to the financial statement, 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 directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company, or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The management has represented, that, to the best of it's knowledge and belief, as disclosed in the note 45.5 to the financial statement, 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, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.

v. The Company has neither declared nor paid any dividend during the year.



vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

For ASA & Associates LLP
Chartered Accountants
Firm Registration No: 009571N/N500006

K NITHYANANDA KAMATH
Digitally signed by K NITHYANANDA KAMATH
Date: 2024.05.13 19:26:14 +05'30'



K Nithyananda Kamath
Partner
Membership No. 027972
UDIN: 24027972BKCRII5941
Place: Ernakulam
Date: May 13, 2024



Annexure- A referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our report of even date

(i) a) A) According to the information and explanations given to us and audit procedures performed by us, 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) According to the information and explanations given to us and audit procedures performed by us, the Company has maintained proper records showing full particulars of intangible assets.

b) The property, plant and equipment were physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the property, plant and equipment and right-of-use of assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were identified on such verification.

c) The Company does not have immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee). Accordingly, reporting under clause 3(i)(c) of the Order is not applicable.

d) According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) a) The Company does not hold any physical inventories during the year. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable.

b) The Company has been sanctioned working capital limits (i.e. Cash Credit /Overdraft facility) in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets (i.e. loan assets). According to information and explanations given to us and on the basis of our examination of the records of the Company, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company.

(iii) a) The principal business of the Company is to give loans. Accordingly, reporting under clause 3(iii)(a) of the Order is not applicable.

b) According to the information and explanations given to us and audit procedures performed by us, we are of the opinion that the investment 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 are, prima facie, not prejudicial to the Company's interest.



c) The Company, being a Non-Banking Financial Company, is registered under provisions of the RBI Act, 1934, in pursuance of its compliance with provisions of the said Act, particularly, the Income Recognition, Asset Classification and Provisioning Norms and generally accepted business practices by the lending institutions, repayments scheduled are stipulated basis the nature of the loan products. The repayment of the principal and the payment of interest by the borrowers are as per the stipulated repayment schedule except in case of default cases.

d) According to the information and explanations given to us and audit procedures performed by us, there is no overdue amounts for more than ninety days in respect of the loans given by the Company except an amount of Rs 2918.83 lakhs overdue for more than ninety days as at March 31, 2024. In our opinion, reasonable steps have been taken by the Company for recovery of the principal and interest.

Further, the Company has not given any advance in the nature of loan to any party during the year.

e) The principal business of the Company is to give loans. Accordingly, reporting under clause 3(iii)(e) of the Order is not applicable.

f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans to Promoters/Related Parties (as defined in section 2(76) of the Act) which are either repayable on demand or without specifying any terms or period of repayment.

(iv) In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186(1) of the Act. The other sub-sections of Section 186 of the Act are not applicable to the Company.

(v) In our opinion and according to the information and explanations given to us, the Company being NBFC registered with RBI, provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended, are not applicable to the Company. We are informed by the Management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal against the Company in respect of the aforesaid regard.

(vi) According to information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the services provided by it. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

ASA & Associates LLP Chartered Accountants

(vii) a) According to the information provided and explanations given to us and based on our examination of the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, income tax, and other material statutory dues applicable to it, to the appropriate authorities. We are informed that employee's state insurance, custom duty, excise duty and cess are not applicable to the Company.
There were no material outstanding statutory dues existing as on the last day of the financial year, which is outstanding for more than six months from the day these become payable.

b) According to the information provided and explanations given to us, statutory dues relating to goods and services tax, provident fund, income-tax, value added tax, cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute are as follows:

Name of the Statute	Nature of dues	Amount	Period	Forum	Remark
Goods and Service Tax, 2017	GST, interest, and penalty	Rs. 31.77 lakhs	Financial year 2017-18	Commissioner of Appeal	The Company has filed appeal against order of Deputy Commissioner of State Tax against this demand order (DRC-01A) on 14th February 2022 and no further communication received from department till the date of this report.
Goods and Service Tax, 2017	GST	Rs. 0.76 Lakhs	Financial year 2018-19	Office of state tax officer, Ghatak 8, Range – 2, Division – 1, Gujarat	Company is in process of filing rectification letter against inadvertent demand.

(viii) According to the information provided and explanations given to us, and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessment under the Income Tax Act, 1961 as income during the year.

(ix) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowings or in the payment of interest thereon to the lenders during the year.

b) According to the information and explanations given to us, the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.



c) According to the information and explanations given to us and audit procedures performed by us, term loans were applied for the purposes for which they were obtained.

d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

e) The Company does not hold any investment in any subsidiary, associate or joint venture as defined under the Companies Act, 2013 during the year. Accordingly, reporting under clause 3(ix)(e) of the Order is not applicable.

f) The Company does not hold any investment in any subsidiary, associate or joint venture as defined under the Companies Act, 2013 during the year. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable.

(x) a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.

b) According to the information provided and explanations given to us, and on the basis of our examination of the records of the Company, 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.

(xi) a) According to the information and explanations given by the management and based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements, we report that no fraud by the Company or any fraud on the Company has been noticed or reported during the year other than instances of fraud noticed and reported by the management in terms of regulatory provision applicable to the Company amounting to Rs. 6 lakhs comprising of 1 instance.

b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, report under section 143(12) of the Act, in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under Clause 3(xi)(b) of the Order is not applicable to the Company.

c) As represented to us by the management, there have been no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, reporting under clause 3(xii) of the Order is not applicable.

(xiii) The Company is a private limited company and accordingly the requirements as stipulated by the provisions of Section 177 of the Companies Act, 2013 are not applicable to the Company. In our opinion and according to the information and explanations given to us, the transactions entered with the related parties are in compliance with the Section 188 of Companies Act,



2013 where applicable and details have been disclosed in the financial statements as required by the applicable Indian accounting standards.

(xiv) a) According to the information and explanations given to us and audit procedures performed by us, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

b) We have considered the internal audit reports of the Company issued till date, for the period under audit.

(xv) According to the information and explanations given to us, in our opinion the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) a) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 ('RBI Act') and it has obtained the registration.

b) According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without 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 Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) and (d) of the Order are not applicable.

(xvii) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not incurred cash losses in the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly reporting under clause 3(xviii) of the Order is not applicable.

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

(xx) In our opinion and according to the information and explanation given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant



to any project. Accordingly, reporting under clause 3(xx)(a) and (b) of the Order are not applicable.

For ASA & Associates LLP
Chartered Accountants
Firm Registration No: 009571N/N500006

K NITHYANANDA KAMATH
Digitally signed by K NITHYANANDA KAMATH
Date: 2024.05.13 19:27:19 +05'30'

K Nithyananda Kamath
Partner
Membership No. 027972
UDIN: 24027972BKCRII5941

Place: Ernakulam
Date: May 13, 2024

Annexure - B to the Independent Auditors' Report

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

We have audited the internal financial controls over financial reporting of **NeoGrowth Credit Private Limited** (the "Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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



Meaning of Internal Financial Controls with reference to the Financial Statements

A company's internal financial control with reference to the financial statements 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 with reference to the financial statements 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 with reference to the Financial Statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has maintained, in all material respects, an adequate internal financial controls system with reference to the Financial Statements and such internal financial controls with reference to the Financial Statements were operating effectively as at March 31, 2024, based on the internal control with reference to the Financial Statements 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 **ASA & Associates LLP**
Chartered Accountants
Firm Registration No: 009571N/N500006

K NITHYANANDA KAMATH
Digitally signed by K NITHYANANDA KAMATH
Date: 2024.05.13 19:28:07 +05'30'

K Nithyananda Kamath
Partner
Membership No. 027972
UDIN: 24027972BKCRII5941

Place: Ernakulam
Date: May 13, 2024

NEOGROWTH CREDIT PRIVATE LIMITED
Balance Sheet as at March 31, 2024

(₹ in Lakhs)

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
I ASSETS			
1 Financial assets			
Cash and cash equivalents	4	15,746.72	17,522.75
Bank balance other than above	5	10,020.32	9,698.87
Derivative financial instruments	6	-	381.90
Receivables	7		
Trade receivables		91.14	123.59
Other receivables		203.76	1,261.09
Loans	8	2,53,212.86	1,64,606.46
Other financial assets	9	1,847.44	878.85
2 Non-financial assets			
Deferred tax assets (net)	33	4,635.53	5,437.83
Property, Plant and Equipment	10	84.83	107.25
Right-of-use assets	11	950.47	1,569.54
Intangible assets under development	12	331.77	101.93
Other intangible assets	13	21.57	38.26
Other non-financial assets	14	792.93	1,454.85
Total assets		**2,87,939.34**	**2,03,183.17**
II LIABILITIES AND EQUITY			
Liabilities			
1 Financial liabilities			
Derivative financial instruments	6	151.51	-
Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises	15	45.43	32.64
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	15	1,743.37	1,191.85
Debt securities	16	46,290.55	53,301.05
Borrowings (other than debt securities)	17	1,67,691.89	86,714.18
Other financial liabilities	18	4,154.14	3,408.91
2 Non-financial liabilities			
Provisions	19	1,597.98	2,463.41
Current tax liabilities (net)	19A	90.75	-
Other non-financial liabilities	20	568.59	338.09
Total liabilities		**2,22,334.21**	**1,47,450.13**
3 Equity			
Equity share capital	21	1,800.07	1,800.07
Instruments entirely Equity in nature	21A	7,521.87	7,112.73
Other equity	22	56,283.19	46,820.24
Total equity		**65,605.13**	**55,733.04**
Total liabilities and equity		**2,87,939.34**	**2,03,183.17**

Summary of material accounting policies 3

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For ASA & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No: 009571N/N500006

K NITHYANANDA KAMATH
Digitally signed by K NITHYANANDA KAMATH
Date: 2024.05.13 19:28:52 +05'30'

K Nithyananda Kamath
Partner
Membership No. 027972

Place: Ernakulam
Date: May 13, 2024

For and on behalf of the Board of Directors

DHRUV KUMAR KHAITAN
Digitally signed by DHRUV KUMAR KHAITAN
Date: 2024.05.13 19:03:19 +05'30'

Dhruv Khaitan
Director
(DIN 00002584)
Place: Mumbai

Arun Kumar Nayyar
Digitally signed by Arun Kumar Nayyar
Date: 2024.05.13 18:47:54 +05'30'

Arun Nayyar
Managing Director & CEO
(DIN 06804277)
Place: Mumbai

DEEPAK NATH GOSWAMI

Deepak Goswami
Chief Financial Officer

Place: Mumbai
Date: May 13, 2024

Tanushri Yewale
Digitally signed by Tanushri Yewale
Date: 2024.05.13 18:50:05 +05'30'

Tanushri Yewale
Company Secretary
(M.No A31273)

NEOGROWTH CREDIT PRIVATE LIMITED
Statement for Profit and Loss for the year ended March 31, 2024

(₹ in Lakhs)

Particulars		Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
(I)	**Revenue from operations**			
(i)	Interest income	23	57,419.39	36,237.93
(ii)	Fee and commission income	24	1,154.30	1,277.77
(iii)	Net gain on derecognition of financial instruments	25	953.51	181.15
(iv)	Net gain on fair value changes	26	393.11	317.91
	Total revenue from operations		**59,920.31**	**38,014.76**
(II)	Other income	27	220.79	268.48
(III)	**Total income (I + II)**		**60,141.10**	**38,283.24**
(IV)	**Expenses**			
(i)	Finance cost	28	21,118.60	15,900.97
(ii)	Impairment on financial instruments	29	15,034.13	6,967.98
(iii)	Employee benefit expense	30	9,046.35	7,877.72
(iv)	Depreciation, amortisation and impairment	31	771.17	758.45
(v)	Other expenses	32	4,637.70	4,230.64
	Total expenses		**50,607.95**	**35,735.76**
(V)	**Profit / (loss) before exceptional items and tax (III - IV)**		**9,533.15**	**2,547.48**
(VI)	**Exceptional items**		-	**184.37**
	Impact of modification of exercise price of Employee Stock Option Plan	35	-	184.37
(VII)	**Profit / (loss) before tax (V - VI)**		**9,533.15**	**2,363.11**
(VIII)	Tax expense:			
	(1) Current tax	33	1,379.37	-
	(2) Earlier year adjustments	33	0.11	(32.52)
	(3) Deferred tax charge / (credit)	33	1,017.12	669.08
(IX)	**Profit/(loss) for the period from continuing operations**		**7,136.55**	**1,726.55**
(IX)	**Profit / (loss) for the year (VII - VIII)**		**7,136.55**	**1,726.55**
(X)	**Other comprehensive income**			
A	**Items that will not be reclassified to profit or loss**			
	Remeasurement gain/(loss) on defined benefit plan		(91.29)	(12.18)
	Income tax impact		22.98	3.07
	Total (A)		**(68.31)**	**(9.11)**
B	**Items that will be classified to profit or loss**			
	Cash flow hedge			
	Net Gain / (Loss) for the year		(762.17)	(537.45)
	Income tax impact		191.82	135.26
	Total (B)		**(570.35)**	**(402.19)**
	Other comprehensive income (A + B)		**(638.66)**	**(411.30)**
(XI)	**Total comprehensive income (IX + X)**		**6,497.89**	**1,315.25**
(XII)	**Earnings per equity share**			
	Basic (Rs.)	34	7.64	2.11
	Diluted (Rs.)	34	7.37	2.05

Summary of material accounting policies 3

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For ASA & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No: 009571N/N500006

K NITHYANANDA KAMATH
Digitally signed by K NITHYANANDA KAMATH
Date: 2024.05.13 19:29:39 +05'30'

K Nithyananda Kamath
Partner
Membership No. 027972

Place: Ernakulam
Date: May 13, 2024

For and on behalf of the Board of Directors

DHRUV KUMAR KHAITAN
Digitally signed by DHRUV KUMAR KHAITAN
Date: 2024.05.13 19:03:52 +05'30'

Dhruv Khaitan
Director
(DIN 00002584)
Place: Mumbai

Arun Kumar Nayyar
Digitally signed by Arun Kumar Nayyar
Date: 2024.05.13 18:48:09 +05'30'

Arun Nayyar
Managing Director & CEO
(DIN 06804277)
Place: Mumbai

DEEPAK NATH GOSWAMI
Digitally signed by DEEPAK NATH GOSWAMI
Date: 2024.05.13 18:44:20 +05'30'

Deepak Goswami
Chief Financial Officer

Tanushri Yewale
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Date: 2024.05.13 18:50:38 +05'30'

Tanushri Yewale
Company Secretary
(M.No A31273)

Place: Mumbai
Date: May 13, 2024

NEOGROWTH CREDIT PRIVATE LIMITED
Cash Flow Statemnet for the year ended March 31, 2024

(₹ in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Operating activities (A)		
Profit / (Loss) before tax	**9,533.15**	**2,363.11**
Adjustments to reconcile profit before tax to net cash flows:		
Effective Interest Rate adjustment in Borrowings	(299.68)	(317.24)
Interest Income on security deposits	(37.88)	(35.51)
Net gain on derecognition of Loan Assets	(953.51)	(181.15)
Net Gain on fair value of Investments	(393.11)	(311.66)
Fair value movement of embedded derivative	-	(6.25)
Profit on sale of property, plan and equipment	(0.72)	(0.08)
Interest on Lease liability	85.35	251.19
Interest on Debt Securities	6,348.32	8,278.25
Interest on Borrowings	12,158.63	5,754.83
Depreciation, amortisation and impairment	771.17	758.45
Share based Payements	300.81	310.95
Impairment on financial instruments	15,034.13	6,967.99
ECL charge on reversal of modification loss netted in interest income	36.70	-
Subtotal (B)	**33,050.21**	**21,469.77**
Working capital changes		
(Increase) in Loan	(1,02,565.78)	(33,165.13)
Decrease / (Increase) in Receivables	1,090.59	(1,081.32)
(Increase) in Other Financial Assets	(1,124.74)	(1,689.74)
(Increase) / Decrease in Other Non Financial Assets	(76.44)	48.74
Decrease / (Increase) in Bank balance other than cash and cash equivalents	(321.45)	(1,306.86)
Increase in Trade payable	564.31	196.48
Increase in Other financial liabilities	1,478.83	371.43
(Decrease) / Increase in Provisions	(853.70)	1,631.34
Increase in Other non-financial Liabilities	230.50	75.88
Subtotal (C)	**(1,01,577.88)**	**(34,919.18)**
Total (A) + (B) + (C)	**(58,994.52)**	**(11,086.30)**
Less: Interest paid on Debt Securities and Borrowings	(17,694.16)	(14,692.95)
Less: Income tax paid / refund received (Net of refunds / payments)	(641.12)	(107.56)
Net cash flows used in operating activities	**(77,329.80)**	**(25,886.81)**
Investing activities		
Proceeds from sale of property, plant and equipment	0.75	0.08
Purchase of property, plant and equipment	(64.39)	(42.04)
Intangible assets under development	(229.84)	(101.93)
Purchase of intangible assets	-	0.01
Net gain from Investments at fair value through profit and loss	393.11	311.66
Net cash flows from investing activities	**99.63**	**167.78**
Financing activities		
Debt securities issued	25,420.00	17,080.00
Debt securities repaid	(29,016.65)	(38,873.58)
Borrowings other than debt securities taken	1,45,231.76	89,362.11
Borrowings other than debt securities repaid	(65,335.62)	(52,809.43)
Proceeds from issuance of Equity Shares	-	0.01
Proceeds from issuance of Compulsorily Convertible Preference Shares	-	15,939.57
Compulsorily Convertible Debenture (CCD) issued	-	5,000.00
Payment towards share issue expenses	-	(615.25)
Interest paid on lease liability	(85.35)	(251.19)
Principal portion of lease liability except short term lease payments	(760.00)	(590.68)
Net cash flows from financing activities	**75,454.14**	**34,241.56**
Net (decrease) / increase in cash and cash equivalents	**(1,776.03)**	**8,522.53**
Cash and cash equivalents at April 1	17,522.75	9,000.22
Cash and cash equivalents at the end (refer Note 4)	**15,746.72**	**17,522.75**
Operational cash flows from interest and dividends		
Interest paid	17,694.16	14,692.95
Short-term lease payments	8.08	(0.56)

Notes :
- The above Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 'Statement of Cash Flows'
- Components of cash and cash equivalents are disclosed in Note 4.
- For disclosures relating to changes in liabilities arising from financing activities, refer Note 38.

As per our report of even date

For ASA & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No: 009571N/N500006

K NITHYANANDA KAMATH
Digitally signed by K NITHYANANDA KAMATH
Date: 2024.05.13 19:30:23 +05'30'

K Nithyananda Kamath
Partner
Membership No. 027972

Place: Ernakulam
Date: May 13, 2024

For and on behalf of the Board of Directors

DHRUV KUMAR KHAITAN
Digitally signed by DHRUV KUMAR KHAITAN
Date: 2024.05.13 19:04:23 +05'30'

Dhruv Khaitan
Director
(DIN 00002584)
Place: Mumbai

Arun Kumar Nayyar
Digitally signed by Arun Kumar Nayyar
Date: 2024.05.13 18:48:25 +05'30'

Arun Nayyar
Managing Director & CEO
(DIN 06804277)
Place: Mumbai

DEEPAK NATH GOSWAMI
Digitally signed by DEEPAK NATH GOSWAMI
Date: 2024.05.13 18:44:53 +05'30'

Deepak Goswami
Chief Financial Officer

Tanushri Yewale
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Date: 2024.05.13 18:51:03 +05'30'

Tanushri Yewale
Company Secretary
(M.No A31273)

Place: Mumbai
Date: May 13, 2024

NEOGROWTH CREDIT PRIVATE LIMITED
Statement of changes in Equity for the year ended March 31, 2024

A. Equity Share Capital

As at March 31, 2024

(₹ in Lakhs)

Balance as at April 1, 2023	Changes in equity share capital during the year	Balance as at March 31, 2024
1,800.07	-	1,800.07

As at March 31, 2023

Balance as at April 1, 2022	Changes in equity share capital during the year	Balance as at March 31, 2023
1,800.06	0.01	1,800.07

B. Instruments entirely Equity in nature - 0.01% Compulsory Convertible Preference Shares

As at March 31, 2024

(₹ in Lakhs)

Balance as at April 1, 2023	Changes during the year	Balance as at March 31, 2024
7,112.73	409.14	7,521.87

As at March 31, 2023

Balance as at April 1, 2022	Changes during the year	Balance as at March 31, 2023
4,555.30	2,557.43	7,112.73

C. Other Equity

As at March 31, 2024

(₹ in Lakhs)

Particulars	Reserves and Surplus				Other comprehensive income		Total
	Statutory reserve under section 45-IC(1) of the Reserve Bank of India Act, 1934	Share options outstanding account	Securities Premium	Retained Earnings	Cash flow hedge reserve	Actuarial gains/ (losses)	
Balance as at April 1, 2023	**547.76**	**1,256.76**	**63,793.30**	**(18,258.25)**	**(543.97)**	**24.64**	**46,820.24**
Dividends	-	-	-	(0.75)	-	-	(0.75)
Transfer to Statutory reserve	1,427.31	-	-	(1,427.31)	-	-	-
ESOP Cost recognised during the year	-	300.81	-	-	-	-	300.81
Premium received during the year	-	-	2,665.00	-	-	-	2,665.00
Profit / (loss) for the year	-	-	-	7,136.55	-	-	7,136.55
Other Comprehensive Income for the year	-	-	-	-	(762.17)	(91.29)	(853.46)
Less: Income Tax	-	-	-	-	191.82	22.98	214.80
Total Comprehensive Income for the year	**1,427.31**	**300.81**	**2,665.00**	**5,708.49**	**(570.35)**	**(68.31)**	**9,462.95**
Balance as at March 31, 2024	**1,975.07**	**1,557.57**	**66,458.30**	**(12,549.76)**	**(1,114.32)**	**(43.67)**	**56,283.19**

As at March 31, 2023

	Reserves and Surplus				Other comprehensive income		Total
	Statutory reserve under section 45-IC(1) of the Reserve Bank of India Act, 1934	Share options outstanding account	Securities Premium	Retained Earnings	Cash flow hedge reserve	Actuarial gains/ (losses)	
Balance as at April 1, 2022	**202.45**	**945.81**	**42,518.24**	**(19,638.78)**	**(141.78)**	**33.75**	**23,919.69**
Dividends	-	-	-	(0.71)	-	-	(0.71)
Transfer to Statutory reserve	345.31			(345.31)			-
ESOP Cost recognised during the year	-	310.95	-	-	-	-	310.95
Premium received during the year	-	-	21,987.00	-	-	-	21,987.00
Share issue expenses			(751.71)				(751.71)
Income tax on the above	-	-	39.77	-	-	-	39.77
Profit / (loss) for the year	-	-	-	1,726.55	-	-	1,726.55
Other Comprehensive Income for the year	-	-	-	-	(537.45)	(12.18)	(549.63)
Less: Income Tax	-	-	-	-	135.26	3.07	138.33
Total Comprehensive Income for the year	**345.31**	**310.95**	**21,275.06**	**1,380.53**	**(402.19)**	**(9.11)**	**22,900.55**
Balance as at March 31, 2023	**547.76**	**1,256.76**	**63,793.30**	**(18,258.25)**	**(543.97)**	**24.64**	**46,820.24**

Summary of material accounting policies 3

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For ASA & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No: 009571N/N500006

K NITHYANANDA KAMATH
Digitally signed by K NITHYANANDA KAMATH
Date: 2024.05.13 19:31:06 +05'30'

K Nithyananda Kamath
Partner
Membership No. 027972
Place: Ernakulam
Date: May 13, 2024

For and on behalf of the Board of Directors

DHRUV KUMAR KHAITAN
Digitally signed by DHRUV KUMAR KHAITAN
Date: 2024.05.13 19:05:01 +05'30'

Dhruv Khaitan
Director
(DIN 00002584)
Place: Mumbai
Date: May 13, 2024

Arun Kumar Nayyar
Digitally signed by Arun Kumar Nayyar
Date: 2024.05.13 18:48:45 +05'30'

Arun Nayyar
Managing Director & CEO
(DIN 06804277)

DEEPAK NATH GOSWAMI
Digitally signed by DEEPAK NATH GOSWAMI
Date: 2024.05.13 18:45:08 +05'30'

Deepak Goswami
Chief Financial Officer

Tanushri Yewale
Digitally signed by Tanushri Yewale
Date: 2024.05.13 18:49:25 +05'30'

Tanushri Yewale
Company Secretary
(M.No A31273)

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024

Note 1: Corporate Information

NeoGrowth Credit Private Limited (the 'Company' or 'NeoGrowth') is a Private Limited Company domiciled in India and incorporated on May 17, 1993 under the provisions of Companies Act, 1956. The Company has received a Certificate of Registration from the Reserve Bank of India ('RBI') under Section 45 - IA of the Reserve Bank India Act, 1934 on September 13, 2001 to commence / carry on the business of Non-Banking Financial Institution ('NBFC') without accepting public deposits. Presently the Company is engaged in providing business loans to small and medium enterprise. The financial statements has been approved in its Board meeting held on May 13, 2024

Note 2: Statement of compliance

The financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) issued by the Ministry of Corporate Affairs in exercise of the powers conferred by section 133 of the Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied along with compliance with other statutory promulgations which require a different treatment. Any directions issued by the RBI or other regulators are implemented as and when they become applicable.

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.

Accounting policies have been consistently applied.

Basis of preparation and presentation

a. Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

Presentation of financial statements:

The Company presents its balance sheet in order of liquidity in compliance with the Division III of the Schedule III to the Companies Act, 2013. 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 37: Maturity Profile".

b. Basis of measurement

The financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies below. 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.

c. Functional and presentation currency

The financial statements are presented in Indian Rupees which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates and all values are rounded to the nearest lakhs, except when otherwise indicated.

Note 3: Material accounting policies

3.1. Use of estimates, judgments and assumptions

The preparation of financial statements in conformity with the Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosure and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revisions to accounting estimates are recognised prospectively in the period in which the estimate is revised and future periods.

3.2. Revenue Recognition

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 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 provide 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.) Interest and similar Income

Under Ind AS 109 interest income is recorded using the Effective Interest Rate (EIR) method for all financial instruments measured at amortised cost, debt instrument measured at FVOCI and debt instruments designated at FVTPL. 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 gross 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 loan. Hence, it recognises the effect of potentially different interest rates charged at various stages, and other characteristics of the product life cycle (including prepayments, penalty interest and charges).

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.

The Company 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 company calculates interest income by applying the effective interest rate to the net amortised cost of the financial asset. If the financial assets cures and is no longer credit-impaired, the company reverts to calculating interest income on a gross basis.

Gains arising out of de-recognition transactions comprise the difference between the interest on the loan portfolio and the applicable rate at which the transaction is entered into with the assignee, also known as the right of Excess Interest Spread (EIS). The future EIS basis the scheduled cash flows on execution of the transaction, discounted at the applicable rate is recorded upfront in the statement of profit and loss. EIS is evaluated and adjusted for ECL, expected prepayment & expected collection cost..

b.) All other charges such as cheque return charges, overdue charges etc are recognised on realization basis. For term loans, these charges are treated to accrue on realization, due to the uncertainty of their realization. For other loan assets, charges are accounted on accrual basis.

c.) Revenue from fee-based activities are recognized as and when the services are rendered. Fees earned from contract with customer is recognised point in time when performance obligation is satisfied (when the trade is executed). Fees and commissions arising from negotiating or participating in the negotiation of a transaction for a third party, such as the arrangement/participation, syndication fees, consortium fees, are recognised on completion of the underlying transaction. Fees or components of fees that are linked to a certain performance are recognised after fulfilling the corresponding criteria.

d.) The Company designates certain financial assets for subsequent measurement at Fair Value Through Profit or Loss (FVTPL). The Company recognises gains on fair value change of financial assets measured at FVTPL and realised gains on derecognition of financial asset measured at FVTPL on net basis.

3.3. Property, Plant and equipment (PPE)

An item is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), and any directly attributable cost of bringing the asset to its working condition and location for its intended use. Subsequent to initial recognition, PPE are stated at cost less accumulated depreciation and any impairment losses. When significant parts of property, plant and equipment are required to be replaced in regular intervals, the Company recognises such parts as separate component of assets. When an item of PPE is replaced, then its carrying amount is de-recognised from the balance sheet and cost of the new item of PPE is recognised. The expenditures that are incurred after the item of PPE has been put to use, such as repairs and maintenance, are normally charged to the statement of profit and loss in the period in which such costs are incurred. However, in situations where the said expenditure can be measured reliably, and is probable that future economic benefits associated with it will flow to the Company, it is included in the asset's carrying value or as a separate asset, as appropriate.

Depreciation on fixed assets is calculated using the Written Down Value (WDV) method and Straight Line Method (SLM) as per the remaining useful life of assets estimated by the management.

The estimated useful lives are, as follows:

Particulars	Useful Life of Assets	Depreciation Method
Leasehold Improvements	As per Lease period	SLM
Office Equipment's	5 years	WDV
Computers		
Servers	6 years	WDV
Others	3 years	WDV
Software		
Advance Suite	7 years	SLM
PayLater Software	5 years	SLM
SUN Infor	3 years	SLM
Customer Relationship Management 2.0	4 years	SLM
Furniture & Fixtures	10 years	WDV

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

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.

Accelerated depreciation is used for assets amounting to less than Rs 5,000.

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

Property and equipment 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 operating income in the Statement of profit and loss in the year in which the asset is derecognised.

The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

3.4. Intangible assets

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 accumulated impairment loss. Intangible assets are amortized on a straight line basis over the estimated useful economic life. The company considers that the useful life of an intangible asset will not exceed 6 years from the date when the asset is available for use.

Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

3.5. Impairment of non-financial assets

An assessment is done at each Balance Sheet date to ascertain whether there is any indication that an asset may be impaired. If any such indication exists, an estimate of the recoverable amount of asset is determined. If the carrying value of relevant asset is higher than the recoverable amount, the carrying value is written down accordingly.

3.6. Leases

The determination of whether an arrangement is a lease, or contains a lease, is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets or whether the arrangement conveys a right to use the asset.

Company as a lessee

Identifying a lease

At the inception of the contract, the Company assesses whether a contract is, or contain, a lease. 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. The Company assesses whether:

i. The contract involves the use of an identified asset, this may be specified explicitly or implicitly.
ii. The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use, and
iii. The Company has right to direct the use of the asset.

This policy is applied to contracts entered into, or changed, on or after April 1, 2018

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component based on their relative stand-alone prices.

Recognition of right of use asset

The Company recognises a right of use asset at the lease commencement date of lease and comprises of the initial lease liability amount, plus any indirect costs incurred.

Subsequent measurement of right of use asset

The right of use asset is subsequently amortized using the straight-line method from the commencement date to the earlier of the end of the useful life of the right of use asset or the end of the lease term, whichever is lesser. In addition, the right of use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurement of the lease liability.

Recognition of lease liability

The lease liability is initially measured at the present value of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate.

Subsequent measurement of lease liability

Lease liability is measured at amortised cost using the effective interest method. The lease payments are apportioned between the finance charges and reduction of the lease liability using the incremental borrowing rate implicit in the lease to achieve a constant rate of interest on the remaining balance of the liability.

It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. Whenever the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right of use asset or is recorded in profit or loss of the carrying amount of the right of use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The company has elected by class of underlying asset to not recognise right of use assets and lease liabilities for short term leases that have a lease term of 12 months and leases for which the underlying asset is of low value.

In case of short-term leases and leases for which the underlying asset is of low value, the company has elected not to apply the requirements of Ind AS 116 and the lease payments associated with those leases are recognised as an expense on a straight-line basis.

3.7. Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Gratuity

The company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund.

The fund is administered by Life Insurance Corporation of India (LIC). The gratuity liability is calculated using the Projected Unit Credit Method which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

The actual return on the plan assets above or below the discount rate is recognized as part of re-measurement of net defined liability or asset through other comprehensive income. 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, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Re-measurement, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit and loss in subsequent periods. The effect of any planned amendments are recognised in Statement of Profit and Loss.

Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include compensated absences such as paid annual leave and sickness leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized in the Statement of Profit and Loss during the year.

Long-term employee benefits

Company's liabilities towards compensated absences to employees are accrued on the basis of valuations, as at the Balance Sheet date, carried out by an independent actuary using Projected Unit Credit Method. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the Statement of Profit and Loss.

Compensated absence

Compensated absence which is a defined benefit, is accrued based on an actuarial valuation at the balance sheet date carried out by an independent actuary.

Share-based Payment Arrangements

Share-based Payment Arrangements estimating fair value for share-based payment transactions requires use of an appropriate valuation model. The Company measures the cost of equity-settled transactions with Option holders using Black-Scholes Model to determine the fair value of the options on the grant date.

Inputs into the valuation model, includes assumption such as the expected life of the share option, volatility and dividend yield.

The stock options granted to employees pursuant to the Company's Stock Options Schemes, are measured at the fair value of the options at the grant date using Black Scholes Model. The fair value of the options determined at grant date is accounted as employee compensation cost over the vesting period on a straight line basis over the period of option, based on the number of grants expected to vest, with corresponding increase in equity.

3.8. Foreign currency translation

Functional and presentational currency - The financial statements are presented in INR which is also functional currency of the company.

Transactions and balances - Transactions in foreign currencies are initially recorded in the functional currency at the spot rate of ex-change ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the functional currency at the spot rate of exchange at the reporting date. All differences arising on non–trading activities are taken to other income/expense in the statement of profit and loss.
Non–monetary items that are measured at historical cost in a foreign currency are translated using the spot exchange rates as at the date of recognition.

3.9. Borrowing cost

Borrowing cost includes interest, amortization of ancillary costs based on Effective Interest Rate method (EIR), incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

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

3.10. Taxes

Income tax expense comprises of current and deferred tax. Current / Deferred tax is recognized in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognized directly in equity or in other comprehensive income in which case the related income tax is also recognised accordingly. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority. The Company only off-sets its deferred tax assets against liabilities when there is both a legal right to offset and it is the Company's intention to settle on a net basis

i) **Current Taxes**

Current tax is the amount of income taxes payable/ receivable in respect of taxable profit/ loss for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible in accordance with applicable tax laws. Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from, or paid to, the taxation authorities. Interest income / expenses and penalties, if any, related to income tax are included in current tax expense. The tax rates and tax laws used to compute the amount are those that are enacted, or substantively enacted, by the end of reporting date in India where the Company operates and generates taxable income.

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

ii) **Deferred Taxes**

Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it becomes probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside 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 directly in equity.

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

Current and deferred taxes are recognised as income tax benefits or expenses in the Statement of profit and loss except for tax related to the fair value re-measurement of financial assets classified through other comprehensive income, foreign exchange differences and the net movement on cash flow hedges, which are charged or credited to Other Comprehensive Income (OCI). These exceptions are subsequently reclassified from OCI to the statement of profit and loss together with the respective deferred loss or gain. The Company also recognises the tax consequences of payments and issuing costs, related to financial instruments that are classified as equity, directly in equity.

3.11. Earnings per share

Basic earnings per share (EPS) is calculated by dividing the net profit for the year attributable to equity holders of the company by the weighted average number of ordinary shares outstanding during the year.
As per Ind AS 33, Para 23 " Ordinary shares that will be issued upon the conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per share from the date the contract is entered into. Consequently CCCPS and CCD have been included in the computation of Basic EPS.
Diluted EPS is calculated by dividing the net profit attributable to equity holders of company (after adjusting for interest on the convertible preference shares, in each case, net of tax) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

3.12. Share based payment

Equity-settled share based payments to employees and others providing similar services are measured at the fair value of equity instruments at the grant date. Details regarding determination of the fair value of equity settled share based payments transactions are set out in Note 35.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight line basis over the vesting period, based on the company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based payments reserve.
On cancellation or lapse of option granted to employees, the compensation cost charged to statement of profit & loss is credited with corresponding decrease in equity.

On modification of terms of the ESOP scheme, the Company shall include the incremental fair value granted in the measurement of the amount recognised for services received as consideration for the equity instruments granted. The incremental fair value granted is the difference between the fair value of the modified equity instrument and that of the original equity instrument, both estimated as at the date of the modification. If the modification occurs during the vesting period, the incremental fair value granted is included in the measurement of the amount recognised for services received over the period from the modification date until the date when the modified equity instruments vest, in addition to the amount based on the grant date fair value of the original equity instruments, which is recognised over the remainder of the original vesting period. If the modification occurs after vesting date, the incremental fair value granted is recognised immediately, or over the vesting period if the employee is required to complete an additional period of service before becoming unconditionally entitled to those modified equity instruments.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

3.13. Provisions and other Contingent liabilities
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 increase in the provision due to un-winding of discount over passage of time is recognised within finance costs. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement in other operating expenses.
Where it is more likely that no present obligation exists at the end of the reporting period, the entity discloses a contingent liability, unless the possibility of an outflow of resources embodying economic benefits is remote.
A contingent liability is disclosed, unless the possibility of an outflow of resources embodying economic benefits is remote.

3.14. Dividend on Ordinary Shares

Company recognises dividends on ordinary shares and related dividend tax as a liability and deducted from equity when they are approved by the Company's shareholders.

Proposed dividends on equity shares which are subject to approval at the annual general meeting are not recognised as a liability (including tax thereon) and is disclosed as an event after the reporting date.

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

3.16. Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past / future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

3.17. Insurance claims

Insurance claims are accrued for on the basis of claims admitted and/or to the extent there is no uncertainty in receiving the claims. The Company re-assesses the claims made at each reporting period for recoverability.

3.18. Expenditure on Corporate Social Responsibility (CSR)
The Company accounts the expenditure incurred towards Corporate Social Responsibility as required under the Companies Act 2013 as a charge to the statement of profit and loss, if applicable.

3.19. Determination of Fair Value
The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above at each balance sheet date.

Fair value is the price at the measurement date, at which an asset can be sold or paid to transfer a liability, in an orderly transaction between market participants at the measurement date.

The Company's accounting policies require, measurement of certain financial / non-financial assets and liabilities at fair values (either on a recurring or non-recurring basis). Also, the fair values of financial instruments measured at amortised cost are required to be disclosed in the said financial statements.

The Company is required to classify the fair valuation method of the financial / non-financial assets and liabilities, either measured or disclosed at fair value in the financial statements, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurement).

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy 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. In addition, adjustments may be required for the condition or location of the asset or the extent to which it relates to items that are comparable to the valued instrument. However, if such adjustments are based on unobservable inputs which are significant to the entire measurement, the Company will classify the instruments as Level 3.

Level 3 financial instruments – Those that includes one or more unobservable input where there is little market activity for the asset/liability at the measurement date that is significant to the measurement as a whole.

3.20. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Entity becomes a party to the contractual provisions of the instruments.

Financial Assets

Initial Recognition - All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the asset.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in four categories:

Debt instruments at amortised cost

Debt instruments at fair value through other comprehensive income (FVTOCI).

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

Equity instruments measured at fair value through other comprehensive income FVTOCI.

Financial assets measured at amortised cost

A 'debt instrument' is measured at amortised cost if both the following conditions are met:

a) The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows.

b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement at fair value plus directly attributable costs, these financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.
The measurement of credit impairment is based on the three-stage expected credit loss model described below.

Business model: The business model reflects how the company manages the assets in order to generate cash flows. That is, whether the company's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable (e.g. financial assets are held for trading purposes), then the financial assets are classified as part of 'other' business model and measured at FVTPL.

SPPI: Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Company assesses whether the financial instruments' cash flows represent solely payments of principal and interest (the 'SPPI test'). In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss. The amortised cost, as mentioned above, is computed using the effective interest rate method.

Effective interest method - The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount on initial recognition. Transaction cost and income which is directly attributable to financial assets are amortised over the tenor of the loan. The amortised cost of the financial asset is adjusted if the company revises its estimates of payments or receipts. The adjusted amortised cost is calculated based on the original or latest re-estimated EIR and the change is recorded as 'Interest and similar income' for financial assets. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

Financial assets measured at fair value through other comprehensive income

Debt Instrument - Investments in debt instruments are measured at fair value through other comprehensive income where they have:
a) contractual terms that give rise to cash flows on specified dates, that represent solely payments of principal and interest (SPPI) on the principal amount outstanding; and
b) Are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.

These debt instruments are initially recognised at fair value plus directly attributable transaction costs and subsequently measured at fair value. Gains and losses arising from changes in fair value are included in other comprehensive income within a separate component of equity. Impairment losses or reversals, interest revenue and foreign exchange gains and losses are recognised in profit and loss. Upon disposal, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to the income statement. The measurement of credit impairment is based on the three-stage expected credit loss model as applied to financial assets at amortised cost. The expected credit loss model is described below :

Financial Instrument measured at fair value through profit or loss

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVOCI criteria may be designated as at FVTPL upon initial recognition, if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Company's investment are classified as FVTPL, if it is acquired or incurred principally for the purpose of selling or repurchasing in the near term, or forms part of a portfolio of financial instruments that are managed together and for which there is evidence of short-term profit taking, or it is a derivative not in a qualifying hedge relationship. Trading derivatives and trading securities are classified as held for trading and recognised at fair value.

Financial instruments held at fair value through profit or loss, are initially recognised at fair value, with transaction costs recognised in the income statement as incurred. Subsequently, they are measured at fair value and any gains or losses are recognised in the income statement as they arise. Where a financial asset is measured at fair value, a credit valuation adjustment is included to reflect the credit worthiness of the counterparty, representing the movement in fair value attributable to changes in credit risk.

Equity instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets. Examples of equity instruments include basic ordinary shares.

Financial liabilities

Initial Measurement
Financial liabilities are classified and measured at amortized cost. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent Measurement
Financial liabilities are subsequently carried at amortized cost using the effective interest method.

Embedded Derivative
An embedded derivative is a component of a hybrid instrument that also includes a non-derivative host contract with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specific interest rate, value of an underlying security, or other variable.
The embedded derivative, which are not closely related to the host contract are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

Modification of loans

The company sometimes renegotiates or otherwise modifies the contractual cash flows of loans to customers. When this happens, the company assesses whether or not the new terms are substantially different to the original terms.
If the terms are substantially different, the company derecognises the original financial asset and recognises a 'new' asset at fair value and recalculates a new effective interest rate for the asset. The date of renegotiation is consequently considered to be the date of initial recognition for impairment calculation purposes, including for the purpose of determining whether a significant increase in credit risk has occurred. However, the company also assesses whether the new financial asset recognised is deemed to be credit-impaired at initial recognition, especially in circumstances where the renegotiation was driven by the debtor being unable to make the originally agreed payments. Differences in the carrying amount are also recognised in profit or loss as a gain or loss on de recognition. The newly recognised loans are classified as Stage 1 for ECL measurement purposes, unless the new loan is deemed to be Purchased or originated credit impaired financial assets (POCI).
If the terms are not substantially different, the renegotiation or modification does not result in de recognition, and the company recalculates the gross carrying amount based on the revised cash flows of the financial asset and recognises a modification gain or loss in profit or loss to the extent that an impairment loss has not already been recorded. The new gross carrying amount is recalculated by discounting the modified cash flows at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets.

Derivative financial instruments

Derivative financial instruments are contracts whose value is derived from one or more underlying price, index or other variable, and typically comprise of instruments such as swaps, forward rate agreements, futures and options. All derivatives are recognised in the balance sheet at fair value and are classified as trading except where they are designated as a part of an effective hedge relationship and classified as hedging derivatives. The carrying value of a derivative is re measured at fair value throughout the life of the contract. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.
Credit Valuation Adjustments (CVA) - Credit risk arising from derivative financial instruments is, at any time, limited to those with positive fair values, as recorded on the statement of financial position. In the case of credit derivatives, the company is also exposed to or protected from the risk of default of the underlying entity referenced by the derivative. Hence, to reflect potential losses, the company applies CVA to all relevant over-the-counter positions with the exception of positions settled through central clearing houses.

Impairment of financial assets
The company applies the expected credit loss (ECL) model for recognising impairment loss as against hitherto IRAC norms of RBI.
ECL is the difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the company expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate.
Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months from the reporting date.
The company assesses at each reporting date whether a financial asset such as investments, loans and advances, non-fund based limits not designated as FVTPL and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Lifetime Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

The company applies a three-stage approach to measuring expected credit losses (ECLs) for the following categories of financial assets that are not measured at fair value through profit or loss:
• debt instruments measured at amortised cost and fair value through other comprehensive income;
• loan commitments; and
• Financial guarantee contracts.
No ECL is recognised on equity investments.

Definition of default-

The Company 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.
As a part of a qualitative assessment of whether a customer is in default, the Company also considers a variety of instances that may indicate unlikeliness to pay. When such events occur, the Company carefully considers whether the event should result in treating the customer as defaulted and therefore assessed as Stage 3 for ECL calculations or whether Stage 2 is appropriate. Such events may include (and not be limited to):
- All the facilities of a borrower from all the borrowed accounts are treated as Stage 3 when one of his facility becomes 90 days past due i.e. credit impaired.
- A covenant breach not waived by the Company
- The Company on selective basis does consider restructuring of loans after due assessment of its viability from time to time, in line with regulatory /judicial norms & dispensations

- The Company on selective basis considers Settlement cases

PD estimation process
Probability of Default (PD) is an estimate of the likelihood of default in a homogenous pool of loans, over it's performance period of following 12 month / lifetime horizon. PD estimation process is done based on historical & empirical internal data available with the company. 'Company calculates the 12-month PD by taking into account the past historical trends of the portfolio, credit performance including actual default data and Macro economic variables. In case of assets where there is 'a significant increase in credit risk (SICR) i.e. when a borrower becomes 30 Days past Due and is classified as Stage 2, a higher PD is applied basis empirical data of such customers defaulting. 'For credit impaired assets (Stage 3), a PD of 100% is applied.

Exposure at Default (EAD)

Exposure at Default is considered as 100% of Outstanding balance in respect of loan receivables.

In case of undrawn loan commitments, a credit conversion factor of 75 % is applied for expected drawdown. For credit impaired assets (i.e. Stage 3 assets), an EAD factor of 100% is applied.

Loss Given Default (LGD)

Loss Given Default (LGD) is an estimate of the ultimate loss arising , when a default occurs. It is based on empirical contractual realisations from credit impaired assets (i.e. Stage 3 assets). after event of default (& till the time the exposure is written off) including from the realization of any security.

Financial assets are classified through the following three stages based on the change in credit risk since initial recognition:

Stage 1: 12-months ECL
All exposures where there has not been a significant increase in credit risk since initial recognition or that has low credit risk at the reporting date and that are not credit impaired upon origination are classified under this stage. The company has assessed that all standard advances and advances up to 30 days default (SMA 0) would fall under this category. For these assets, 12-month ECL are recognized and interest revenue is calculated on the gross carrying amount of the asset (that is, without deduction for credit allowance).

Stage 2: Lifetime ECL – not credit impaired
Financial instruments that have had a significant increase in credit risk since initial recognition are classified under this stage. 30 Days Past Due is considered as significant increase in credit risk and classified under this category. For these assets, lifetime ECL are recognized, but interest revenue is still calculated on the gross carrying amount of the asset.

Stage 3: Lifetime ECL – credit impaired
All exposures assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred are classified in this stage. For exposures that have become credit impaired, a lifetime ECL is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount.

Credit-impaired financial assets:

At each reporting date, the company assesses whether financial assets carried at amortised cost and debt financial assets carried at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.
Evidence that a financial asset is credit-impaired includes the following observable data:
a) Significant financial difficulty of the borrower or issuer;
b) A breach of contract such as a default or past due event;
c) The restructuring of a loan or advance by the company on terms that the company would not consider otherwise;
d) It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
e) The disappearance of an active market for a security because of financial difficulties.

Measurement of ECLs
The measurement of ECL reflects:
a) An unbiased and probability weighted amount that is determined by evaluating a range of possible outcomes
b) The time value of money
c) Reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

ECLs are derived from unbiased and probability-weighted estimates of expected loss, and are measured as follows:
- Financial assets that are not credit-impaired at the reporting date: as the present value of all cash shortfalls over the expected life of the financial asset discounted by the effective interest rate. The cash shortfall is the difference between the cash flows due to the company in accordance with the contract and the cash flows that the company expects to receive.
- Financial assets that are credit-impaired at the reporting date: as the difference between the gross carrying amount and the present value of estimated future cash flows discounted by the effective interest rate.
- Undrawn loan commitments: as the present value of the difference between the contractual cash flows that are due to the company if the commitment is drawn down and the cash flows that the company expects to receive.

ECLs are recognised using a provision for doubtful debts account in profit and loss. In the case of debt instruments measured at fair value through other comprehensive income, the measurement of ECLs is based on the three-stage approach as applied to financial assets at amortised cost. The company recognises the provision charge in profit and loss, with the corresponding amount recognised in other comprehensive income, with no reduction in the carrying amount of the asset in the balance sheet.

Write-off
Loans and debt securities are written off when there is no realistic prospect of recovery. 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 to enforcement activities in order to comply with the company's procedures for recovery of amounts due.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for ECL are presented in the statement of financial position as follows:
a) Financial assets measured at amortised cost: as a deduction from the gross carrying amount of the assets;
b) Loan commitments and financial guarantee contracts: generally, as a provision;
c) Where a financial instrument includes both a drawn and an undrawn component, and the company cannot identify the ECL on the loan commitment component separately from those on the drawn component: the company presents a combined loss allowance for both components. The combined amount is presented as a deduction from the gross carrying amount of the drawn component. Any excess of the loss allowance over the gross amount of the drawn component is presented as a provision; and
d) Debt instruments measured at FVOCI: no loss allowance is recognised in the statement of financial position because the carrying amount of these assets is their fair value. However, the loss allowance is disclosed and is recognised in the fair value reserve.

Derecognition of financial assets and financial liabilities

Financial assets

The Company derecognizes a financial asset when the contractual cash flows from the asset expire or it transfers its rights to receive contractual cash flows from the financial asset in a transaction in which substantially all the risks and rewards of ownership are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.
On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the statement of profit and loss.

Financial liabilities
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 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 profit or loss.

Offsetting

Financial assets and financial liabilities are generally reported gross in the balance sheet. Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the Company has a legal right to offset the amounts and intends to settle on a net basis or to realise the asset and settle the liability simultaneously in all of the following circumstances:

- The normal course of business
- The event of default
- The event of insolvency or bankruptcy of the Company and/or its counterparties

Derivative assets and liabilities with master netting arrangements (e.g. ISDAs) are only presented net when they satisfy the eligibility of netting for all of the above criteria and not just in the event of default.

Hedge Accounting

The company makes use of derivative instruments to manage exposures to interest rate and foreign currency. In order to manage particular risks, the company applies hedge accounting for transactions that meet specified criteria.

At the inception of a hedge relationship, the company formally designates and documents the hedge relationship to which the company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the company's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

Fair value hedges

Fair value hedges hedge the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment, or an identified portion of such an asset, liability or firm commitment, that is attributable to a particular risk and could affect profit or loss.

For designated and qualifying fair value hedges, the cumulative change in the fair value of a hedging derivative is recognised in the statement of profit and loss in net gain on fair value changes. Meanwhile, the cumulative change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item in the balance sheet and is also recognised in the statement of profit and loss in net gain on fair value changes.

The company classifies a fair value hedge relationship when the hedged item (or Company of items) is a distinctively identifiable asset or liability hedged by one or a few hedging instruments. The financial instruments hedged for interest rate risk in a fair value hedge relationships fixed rate debt issued and other borrowed funds. If the hedging instrument expires or is sold, terminated or exercised, or where the hedge no longer meets the criteria for hedge accounting, the hedge relationship is discontinued prospectively. If the relationship does not meet hedge effectiveness criteria, the company discontinues hedge accounting from the date on which the qualifying criteria are no longer met. For hedged items recorded at amortised cost, the accumulated fair value hedge adjustment to the carrying amount of the hedged item on termination of the hedge accounting relationship is amortised over the remaining term of the original hedge using the recalculated EIR method by recalculating the EIR at the date when the amortisation begins. If the hedged item is derecognised, the unamortised fair value
adjustment is recognised immediately in the statement of profit and loss.

Cash flow hedges

A cash flow hedge is a hedge of the exposure to variability in cash flows that is attributable to a particular risk associated with a recognised asset or liability (such as all or some future interest payments on variable rate debt) or a highly probable forecast transaction and could affect profit or loss.

For designated and qualifying cash flow hedges, the effective portion of the cumulative gain or loss on the hedging instrument is initially recognised directly in OCI within equity (cash flow hedge reserve). The ineffective portion of the gain or loss on the hedging instrument is recognised immediately in net gain/loss on
fair value changes in the profit and loss statement.

When the hedged cash flow affects the statement of profit and loss, the effective portion of the gain or loss on the hedging instrument is recorded in the corresponding income or expense line of the statement of profit and loss. When the forecast transaction subsequently results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously recognised in OCI are reversed and included in the initial cost of the asset
or liability.

When a hedging instrument expires, is sold, terminated, exercised, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss that has been recognised in OCI at that time re-mains in OCI and is recognised when the hedged forecast transaction is ultimately recognised in the statement of profit and loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in OCI is immediately transferred to the statement of profit and loss.

Cost of hedging

The company also may separate forward element and the spot element of a forward contract and designate as the hedging instrument only the change in the value of the spot element of a forward contract. Similarly currency basis spread may be separated and excluded from the designation of a financial instrument as the hedging instrument.
When an entity separates the forward element and the spot element of a forward contract and designates as the hedging instrument only the change in the value of the spot element of the forward contract, or when an entity separates the foreign currency basis spread from a financial instrument and excludes it from the designation of that financial instrument as the hedging instrument, such amount is recognised in OCI and accumulated as a separate component of equity under Cost of hedging reserve. These amounts are reclassified to the statement of profit or loss account as a reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.
The Company's hedging policy only allows for effective hedging relationships to be considered as hedges as per the relevant IndAS. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Company enters into hedge relationships where the critical terms of the hedging instrument match with the terms of the hedged item, and so a qualitative and quantitative assessment of effectiveness is performed.

Financial guarantee

Financial guarantee are contracts that require the Company to make specified payments to reimburse the holder for loss that it incur because a specified debtor fails to make payment when it is due in accordance with the terms of a debt instrument.
Financial Guarantee contract is initially recognised at Fair Value. Subsequently, this guarantee is to be measured at the higher of an amount determined based on the expected loss method (as per guidance in Ind AS 109) or the amount originally recognised less, the cumulative amount recognised as income on a straight-line basis.

Intangible Assets under Development

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 accumulated impairment loss. Intangible assets are amortized on a straight line basis over the estimated useful economic life. The company considers that the useful life of an intangible asset will not exceed 6 years from the date when the asset is available for use.

Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

When it is certain that the future economic benefit attributable to the use of such intangible assets are probable to flow to the company and the expenditure incurred for development of such intangible assets can be measured reliably. The cost of an internally generated intangible asset comprises all directly attributable costs necessary to create, produce, and prepare the asset to be capable of operating in the manner intended by the Company. The intangible assets including those internally generated are amortised using the straight line method over a period of six years, which is the Management's estimate of its useful life. The useful lives of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate. Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as 'Intangible assets under development'

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 4: Cash and cash equivalents

	As at March 31, 2024	As at March 31, 2023
Cash on hand	0.87	13.83
Balances with bank*	7,245.82	5,008.87
Bank deposit with maturity of less than 3 months	8,500.03	12,500.05
TOTAL	**15,746.72**	**17,522.75**

*Balance with Bank includes ₹ 1,410.08 lakhs (March 31, 2023 : ₹ 429.24 lakhs) payable to assignee under the Direct Assignment.

Balances with banks earn interest at fixed rates based on daily bank deposit rates. Short term deposits are made for varying periods between one day to three months, depending on the immediate cash requirements of the Company and earn interest at the respective short-term deposit rates. The Company has not taken bank overdraft against these Bank deposits, therefore the cash and cash equivalent for cash flow statement is same as cash and cash equivalent given above.

Note 5: Bank balance other than cash and cash equivalents

	As at March 31, 2024	As at March 31, 2023
Deposits with original maturity for more than 3 months	1,321.43	1,142.38
Balances with banks to the extent held as margin money or security against the borrowings, guarantees, other commitments (under lien)*	8,698.89	8,556.49
TOTAL	**10,020.32**	**9,698.87**

*Of the above,
(i) Deposits amounts to ₹ 1,597.83 lakhs (March 31, 2023 - ₹ 3,552.62 lakhs) have been lien marked against Cash Credit and overdraft facility,
(ii) Rs 4,039 lakhs (March 31, 2023 - ₹ 1543.2 lakhs) have been line marked against Pass Through Certificates,
(iii) Rs 2621.14 lakhs (March 31, 2023 - ₹ 2,908.01 lakhs) have been lien marked against External Commercial Borrowings (ECB) and
(iv) Rs 440.92 lakhs (March 31, 2023 - ₹ 552.65 lakhs) have been lien marked against Business Correspondence arrangement.

Deposit earns interest at fixed rate based on applicable bank deposit rates.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 6: Derivative financial instruments

The Company enters into derivatives for risk management purposes. Derivatives held for risk management purposes include hedges that meet the hedge accounting requirements. The Company has adopted hedge accounting principles as per Ind AS 109.

The table below shows the fair value of derivative financial instruments recorded as assets or liabilities together with their notional amounts and the fair values of embedded derivatives.

The notional amounts indicate the value of transactions outstanding at the year end and are not indicative of either the market risk or credit risk.

	As at March 31, 2024				As at March 31, 2023			
Particulars	**Notional amounts**	**Fair value assets**	**Notional amounts**	**Fair value liabilities**	**Notional amounts**	**Fair value assets**	**Notional amounts**	**Fair value liabilities**
Part I								
(i) Currency derivatives - Currency swaps	27,463.25	-	-	(214.78)	24,269.50	-	-	(20.93)
Sub total (i)	**27,463.25**	**-**	**-**	**(214.78)**	**24,269.50**	**-**	**-**	**(20.93)**
(ii) Other derivatives - Cross Currency Interest Rate Swaps	26,113.34	63.27	-	-	23,353.64	402.83	-	-
(iii) Embedded Derivatives	-	-	-	-	-	-	-	-
Total derivative financial instruments (i+ii)	**53,576.59**	**63.27**	**-**	**(214.78)**	**47,623.14**	**402.83**	**-**	**(20.93)**
Part II								
Included in above (Part I) are derivatives held for hedging and risk management purposes as follows:								
Cash flow hedging	53,576.59	63.27	-	(214.78)	47,623.14	402.83	-	(20.93)
Total Derivative Financial Instruments	**53,576.59**	**63.27**	**-**	**(214.78)**	**47,623.14**	**402.83**	**-**	**(20.93)**
Net Derivative Financial Instruments				**(151.51)**				**381.90**

6.1: Hedging activities and derivatives

The Company is exposed to certain risks relating to its ongoing business operations. The primary risks managed using derivative instruments are foreign currency risk and interest rate risk. The Company's risk management strategy and how it is applied to manage risk are explained in Note 47.

6.1.2 Derivatives designated as hedging instruments

6.1.2.1 Cash flow hedges

The Company is exposed to foreign currency risk arising from its foreign currency borrowing, as well as interest rate risk on floating rate foreign currency borrowings - both aggregating to a notional amount of USD 62.07 million and EUR 3.50 million as on March 31, 2024 (as on March 31, 2023 USD 59.31 million).

The Company has economically hedged
(i) the foreign currency risk arising from the fixed rate non-INR borrowing using the cross currency swap, and
(ii) the foreign currency risk and interest rate risk arising from the floating rate non-INR borrowing using the cross currency interest rate swap

The swap contracts above effectively convert the cash outflows of the foreign currency borrowing to fixed rate cash outflows in INR.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 6: Derivative financial instruments

There is an economic relationship between the hedged item and the hedging instrument as the terms of the all the swap contracts matches that of the foreign currency borrowing (notional amount, interest payment dates, principal repayment date etc.).

The Company has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the derivative are identical to the hedged risk components.

To test the hedge effectiveness, the Company uses the hypothetical derivative method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks.

The hedge ineffectiveness can arise mainly if there is a change in the credit risk of the Company or the counterparty.

The Company has recorded notional Cash flow hedge loss of ₹ 762.17 lakhs for the year ended March 31, 2024 (cash flow hedge loss ₹ 537.45 lakhs for year ended March 31, 2023) which is routed through Other Comprehensive Income. The Company has entered into effective hedge and hence such notional loss would be nullified at the time of actual cash settlement. Hence decrease in equity to the extent of ₹ 570.35 lakhs (net of tax) (decrease in equity to the extent of ₹ 402.18 lakhs (net of tax) for the year ended March 31, 2023) is notional in nature.

The impact of the hedging instruments on the balance sheet is as follows:

Particulars	March 31, 2024			March 31, 2023		
	Notional amount	Carrying amount	Line item in the balance sheet	Notional amount	Carrying amount	Line item in the balance sheet
Cross Currency Interest Rate Swaps	26,113.34	63.27	Derivative financial instruments	23,353.64	402.83	Derivative financial instruments
Currency Swaps	27,463.25	(214.78)	Derivative financial instruments	24,269.50	(20.93)	Derivative financial instruments

The effect of cash flow hedge in the statement of profit or loss and other comprehensive income is as follows:

Particulars	Total hedging gain / (loss) recognised in OCI for the year ended March 31, 2024	Total hedging gain / (loss) recognised in OCI for the year ended March 31, 2023	Cash flow hedge reserve as at March 31, 2024	Cash flow hedge reserve as at March 31, 2023
External Commercial Borrowings	(762.17)	(537.45)	(1,114.32)	(543.97)

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 7: Receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Trade Receivables (Unsecured considered good)	91.14	123.59
Other Receivables (Unsecured considered good)	204.18	1262.32
Less: Impairment Loss Allowance	(0.42)	(1.23)
	203.76	**1,261.09**
TOTAL	**294.90**	**1,384.68**

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade Receivables ageing

Particulars		Outstanding for following periods from due date of payment						
		Unbilled & Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	As at March 31, 2024	-	91.14	-	-	-	-	91.14
	As at March 31, 2023	-	123.59	-	-	-	-	123.59

Other Receivables ageing

Particulars		Outstanding for following periods from due date of payment						
		Unbilled & Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Other receivables – considered good	As at March 31, 2024	204.18	-	-	-	-	-	204.18
	As at March 31, 2023	1,262.32	-	-	-	-	-	1,262.32

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 8: Loans (at amortised cost)

Particulars	As at March 31, 2024	As at March 31, 2023
Total loans	**2,65,353.76**	**1,72,019.17**
Term loans	2,63,009.45	1,67,427.36
Others (Limit Loans)	2,344.31	4,591.81
Total - Gross	**2,65,353.76**	**1,72,019.17**
Less: Impairment loss allowance	(12,140.90)	(7,412.71)
Total	**2,53,212.86**	**1,64,606.46**

Note 8.1: Nature of Loans		
(A) Term loans	2,63,009.45	1,67,427.36
Less: Impairment loss allowance	(11,966.63)	(7,139.67)
Total - Net	**2,51,042.82**	**1,60,287.69**
(B) Others (Limit Loans)	2,344.31	4,591.81
Less: Impairment loss allowance	(174.27)	(273.04)
Total - Net	**2,170.04**	**4,318.77**
Note 8.2: Nature of Security	-	-
Secured against tangible assets	2,65,353.76	1,72,019.17
Total - Gross	**2,65,353.76**	**1,72,019.17**
Less: Impairment loss allowance - Secured	(12,140.90)	(7,412.71)
Total - Net	**2,53,212.86**	**1,64,606.46**
Note 8.3: Location		
Loans in India		
i) Others (Private sector)	2,65,353.76	1,72,019.17
Less: Impairment loss allowance	(12,140.90)	(7,412.71)
Total - Net	**2,53,212.86**	**1,64,606.46**

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Summary of loans by stage distribution

Details of Company's Risk Management process and policies are set out in Note 47 - Risk Management.

	As at March 31, 2024				As at March 31, 2023			
	Stage 1	**Stage 2**	**Stage 3**	**Total**	**Stage 1**	**Stage 2**	**Stage 3**	**Total**
Gross carrying amount	2,47,593.45	8,077.33	9,682.98	2,65,353.76	1,60,941.56	5,539.67	5,537.94	1,72,019.17
Less: Impairment loss allowance	(5,091.98)	(1,495.77)	(5,553.15)	(12,140.90)	(3,563.06)	(222.23)	(3,627.42)	(7,412.71)
Net carrying amount	**2,42,501.47**	**6,581.56**	**4,129.83**	**2,53,212.86**	**1,57,378.50**	**5,317.44**	**1,910.52**	**1,64,606.46**

Gross Carrying amount and Impairment loss allowance excludes amounts written off which are still subject to enforcement activity

Note 8: Loans (at amortised cost)

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to business loan is, as follows:

Particulars	For the year ended March 31, 2024				For the year ended March 31, 2023			
	Stage 1	**Stage 2**	**Stage 3**	**Total**	**Stage 1**	**Stage 2**	**Stage 3**	**Total**
Gross carrying amount opening balance (before unamortised cost & modification loss)	1,60,957.19	5,591.55	5,611.55	1,72,160.29	1,30,372.74	8,970.23	17,193.00	1,56,535.97
New assets originated or purchased #	3,48,298.45	1,726.73	403.50	3,50,428.68	2,14,899.66	1,604.20	2,472.83	2,18,976.69
Assets derecognised or repaid (excluding write offs) *	(2,35,437.74)	(4,765.52)	(4,559.02)	(2,44,762.28)	(1,68,591.58)	(6,799.62)	(7,088.22)	(1,82,479.42)
Transfers to Stage 1	1,778.15	(1,640.68)	(137.47)	-	2,886.29	(2,491.57)	(394.72)	-
Transfers to Stage 2	(27,323.59)	27,353.28	(29.69)	-	(18,540.98)	19,256.70	(715.72)	-
Transfers to Stage 3	(288.72)	(20,070.56)	20,359.28	-	(63.88)	(14,946.65)	15,010.53	-
Assets written Off	(12.51)	(85.60)	(11,936.99)	(12,035.10)	(5.06)	(1.74)	(20,866.15)	(20,872.95)
Closing balance before Unamortised Costs	**2,47,971.23**	**8,109.20**	**9,711.16**	**2,65,791.59**	**1,60,957.19**	**5,591.55**	**5,611.55**	**1,72,160.29**
Unamortised Costs including any Modification Gain/(Loss)	(377.78)	(31.87)	(28.18)	(437.83)	(15.63)	(51.88)	(73.61)	(141.12)
Gross carrying amount closing balance	**2,47,593.45**	**8,077.33**	**9,682.98**	**2,65,353.76**	**1,60,941.56**	**5,539.67**	**5,537.94**	**1,72,019.17**

Note:
New assets originated or purchased includes interest accruals during the year.
*Assets derecognised during the year includes details of the transfers through assignment in respect of loans, not in default during the year.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Reconciliation of ECL balance is given below:

Particulars	For the year ended March 31, 2024				For the year ended March 31, 2023			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
ECL allowance - opening balance	3,565.67	225.17	3,670.38	7,461.22	5,028.56	2,666.06	10,596.98	18,291.60
Impact of changes in credit risk including New Credit Exposures	1,979.73	1,322.97	8,736.31	12,039.01	(2,360.99)	(1,065.18)	5,394.36	1,968.19
Transfers to Stage 1	341.71	(76.02)	(265.69)	-	2,011.07	(730.87)	(1,280.20)	-
Transfers to Stage 2	(783.94)	796.94	(13.00)	-	(1,109.10)	1,577.03	(467.93)	-
Transfers to Stage 3	(10.16)	(773.02)	783.18	-	(3.17)	(2,221.79)	2,224.96	-
Assets written Off	-	(0.01)	(7,351.76)	(7,351.77)	(0.70)	(0.08)	(12,797.79)	(12,798.57)
Closing balance before Unamortised Costs	**5,093.01**	**1,496.03**	**5,559.42**	**12,148.46**	**3,565.67**	**225.17**	**3,670.38**	**7,461.22**
ECL on Modification Gain/(Loss)	(1.03)	(0.26)	(6.27)	(7.56)	(2.61)	(2.94)	(42.96)	(48.51)
ECL allowance - closing balance	**5,091.98**	**1,495.77**	**5,553.15**	**12,140.90**	**3,563.06**	**222.23**	**3,627.42**	**7,412.71**

The company periodically reviews and updates the expected credit loss model(ECL) in line with the new inputs and performance trends to reflect the reasonableness and adequacy of ECL amount recognised as at reporting date. The Company has updated the Expected Credit Loss model (ECL) during the year with respect to product classification of loan, considered completed vintage, harmonised asset classification as per RBI, discounting of credit loss and also provided additional provision on Stage 2 cases. Consequently, as a result of above changes in model and additional provision, ECL charge for the year ended March 31, 2024 is higher by ₹ 13.34 Crores.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 9: Other financial assets

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured considered good, unless stated otherwise		
Security deposits	712.29	311.57
Others		
Excess Interest Spread (EIS) on Direct Assignment	530.95	150.10
Less: Impairment allowance on EIS on Direct Assignment	(20.96)	(3.36)
Other receivables	2,061.02	820.44
Less: Impairment allowance	(1,435.86)	(399.90)
Total	**1,847.44**	**878.85**

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 10: Property, Plant and Equipment

Particulars	Leasehold improvement	Office equipment	Computer Equipment	Furniture & Fixtures	Total
Cost:					
As at April 1, 2022	74.52	62.96	212.25	59.01	408.74
Additions	-	9.43	30.75	1.86	42.04
Disposals	-	(1.74)	(1.89)	-	(3.63)
As at March 31, 2023	**74.52**	**70.65**	**241.11**	**60.87**	**447.15**
Additions	8.88	10.70	43.81	1.13	64.52
Disposals	-	(9.02)	(94.47)	(0.27)	(103.76)
As at March 31, 2024	**83.40**	**72.33**	**190.45**	**61.73**	**407.91**
Depreciation and impairment:					
As at April 1, 2022	46.91	44.34	135.74	34.51	261.50
Depreciation charge for the year	8.13	11.45	55.76	6.68	82.02
Disposals	-	(1.73)	(1.89)	-	(3.62)
As at March 31, 2023	**55.04**	**54.06**	**189.61**	**41.19**	**339.90**
Depreciation charge for the year	17.91	14.12	49.39	5.49	86.91
Disposals	-	(8.99)	(94.47)	(0.27)	(103.73)
As at March 31, 2024	**72.95**	**59.19**	**144.53**	**46.41**	**323.08**
Net book value:					
As at March 31, 2023	**19.48**	**16.59**	**51.50**	**19.68**	**107.25**
As at March 31, 2024	**10.45**	**13.14**	**45.92**	**15.32**	**84.83**

Note : The company has not done any revaluation in respect of the above Property, plant and equipment during the year.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 11: Right-of-use assets

The Company has elected not to apply the requirement of Ind AS 116 to short term leases of all assets that have a lease term of 12 months or less. The lease payments associated with these leases are recognized as an expenses on a straight line basis over the lease term.

Particulars	**Right-of-use Premises**
Cost:	
As at April 1, 2022	3,284.65
Additions	166.51
Disposals	(77.27)
As at March 31, 2023	**3,373.89**
Additions	489.16
Modification	(354.08)
Disposals	(414.84)
As at March 31, 2024	**3,094.13**
Depreciation and impairment:	
As at April 1, 2022	1,204.44
Depreciation charge for the year	654.25
Disposals	(54.34)
As at March 31, 2023	**1,804.35**
Depreciation charge for the year	667.69
Modification	70.20
Disposals	(398.58)
As at March 31, 2024	**2,143.66**
Net book value:	
As at March 31, 2023	**1,569.54**
As at March 31, 2024	**950.47**

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 12: Intangible assets under development

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	101.93	-
Addition during the period	229.84	101.93
Move to Intangible assets	-	-
Closing balance	331.77	101.93
Intangible assets under development	331.77	101.93
TOTAL	**331.77**	**101.93**

Intangible assets under development ageing	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	229.84	101.93	-	-	**331.77**

Note - Above Intangible asset under development is not overdue or has not exceeded its cost compared to its original plan.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 13: Other intangible assets

Particulars	Computer Software
Cost:	
As at April 1, 2022	227.23
Additions	-
As at March 31, 2023	**227.23**
Additions	-
As at March 31, 2024	**227.23**
Accumulative amortisation and impairment:	
As at April 1, 2022	166.83
Amortisation charge for the year	22.14
As at March 31, 2023	**188.97**
Amortisation charge for the year	16.69
As at March 31, 2024	**205.66**
Net book value:	
As at March 31, 2023	**38.26**
As at March 31, 2024	**21.57**

Note 14: Other non-financial assets

Particulars	As at March 31, 2024	As at March 31, 2023
Advance tax	25.05	763.41
Goods & Service Tax credit (input) receivable (net)	174.20	232.64
Prepaid expenses	328.77	256.40
Advance to vendors	264.91	202.40
TOTAL	**792.93**	**1,454.85**

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 15: Trade Payable

Particulars		Not yet due	Outstanding for following periods from due date of payment				
			Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	As of March 31, 2024	-	43.68	1.55	0.20	-	45.43
	As of March 31, 2023	-	32.62	0.02		-	32.64
(ii) Others	As of March 31, 2024	1,524.66	153.53	45.90	16.02	3.26	1,743.37
	As of March 31, 2023	985.09	173.61	32.05	-	1.10	1,191.85
TOTAL		**1,524.66**	**197.21**	**47.45**	**16.22**	**3.26**	**1,788.80**
		985.09	**206.23**	**32.07**	**-**	**1.10**	**1,224.49**

Notes:

The Following details relating to Micro, Small and Medium Enterprises shall be disclosed:

(a) The Principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year.

- Principal is Rs 45.43 lakh as on March 31, 2024 (₹ 32.64 lakhs in March 31, 2023)
- Interest is Nil as on March 31, 2024. (Nil in March 31, 2023)

(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year: Current year Nil (Previous year Nil).

(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act : Current year Nil (Previous year Nil).

(d) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 : Current year Nil (Previous year Nil).

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 16: Debt securities

Particulars	As at March 31, 2024	As at March 31, 2023
	Amortised cost	**Amortised cost**
Liability component of compound financial instruments	15.07	14.22
Senior secured notes		
Non Convertible Debentures (Secured)		
Privately placed debentures	46,275.48	50,011.95
Compulsorily Convertible Debentures (Unsecured)		
Privately placed debentures	-	3,274.88
Total	**46,290.55**	**53,301.05**
Debt securities in India	46,290.55	53,301.05
Debt securities outside India	-	-
TOTAL	**46,290.55**	**53,301.05**

Particulars of Privately Placed Redeemable Non Convertible Debentures (Secured):

Redemption Date	Put/Call option date	Repayment details	Face Value	Interest Rate	As at March 31, 2024	As at March 31, 2023
April 26, 2023	-	Two Instalments	10,00,000	13.00%	-	1,625.00
August 28, 2023	-	Bullet	10,00,000	12.50%	-	6,500.00
November 24, 2023	-	Bullet	10,00,000	12.40%	-	3,200.00
March 18, 2024	March 18, 2023	Six Instalments	1,00,000	14.00%	-	833.33
March 19, 2024	March 19, 2023	Six Instalments	1,00,000	14.00%	-	666.67
March 25, 2024	-	Four Equal Instalments	1,00,000	12.75%	-	3,500.00
September 25, 2024	-	Four Equal Instalments	1,00,000	11.25%	2,000.00	-
October 28, 2024	-	Bullet	1,00,000	11.25%	2,500.00	-
December 9, 2024	-	Four Equal Instalments	10,00,000	11.65%	3,700.00	5,550.00
December 22, 2024	-	Five Equal Instalments	1,00,000	11.25%	1,800.00	-
March 30, 2025	March 30, 2024	Six Equal Instalments	10,00,000	13.00%	666.67	1,333.33
August 26, 2025	March 26, 2025	Five Equal Instalments	1,00,000	12.55%	2,000.00	-
September 03, 2025	September 03, 2022	Bullet	10,00,000	12.80%	6,200.00	6,200.00
February 13, 2026	-	Two Instalments	10,00,000	11.62%		4,100.00
February 27, 2026	-	Eight Equal Instalments	1,00,000	11.75%	6,500.00	-
February 28, 2026	August 28, 2024	Bullet	1,00,000	13.80%	2,500.00	2,500.00
June 07, 2026	April 07, 2025	Eighteen Instalments	1,00,000	12.00%	1,300.00	-
June 13, 2026	-	Two Instalments	1,00,000	11.71%	2,450.00	2,450.00
July 19, 2026	-	Four Equal Instalments	10,00,000	12.90%	6,000.00	6,000.00
July 20, 2026	-	Bullet	1,00,000	12.75%	2,020.00	-
June 27, 2024	-	Four Equal Instalments	1,00,000	11.50%	725.00	-
August 26, 2027	-	Two Instalments	1,00,000	11.58%	3,080.00	3,080.00
December 07, 2024	-	Six Equal Instalments	1,00,000	12.00%	500.00	-
March 10, 2027	March 10, 2025	Bullet	10,00,000	11.86%	2,000.00	2,000.00
Total					**45,941.67**	**49,538.33**
Add: Interest Component (including EIR)					333.81	473.62
Total					**46,275.48**	**50,011.95**

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 16: Debt securities

Security details for Non Convertible Debentures ('NCDs')

All the secured non-convertible debentures of the Company are fully secured by exclusive first charge on certain identified receivables of the Company to the extent stated in the respective Information Memorandum / Security Documents. Further, the Company has, at all times, maintained sufficient asset cover to discharge the principal amount, interest accrued thereon and such other sums as mentioned therein, as per the respective Information Memorandum / Security documents.

Non - Convertible Debentures Maturity:

Particulars	As at March 31, 2024	As at March 31, 2023
0 - 1 Year	22,532.60	24,285.60
1- 3 Years	23,742.57	23,746.61
3- 5 Years	0.31	1,979.74
More than 5 Years	-	-
Total	**46,275.48**	**50,011.95**

Particulars of Privately Placed Compulsorily Convertible Debentures (CCD) (Unsecured):

Maturity Date	Put/Call option date	Repayment details	Face Value	As at March 31, 2024	As at March 31, 2023
September 23, 2040	-	Bullet	1,000	-	3,075.00
Total				**-**	**3,075.00**
Add: Interest Component (including EIR)				-	199.88
Total				**-**	**3,274.88**

CCD carries interest rate at 13.5% p.a. for the year ended March 31, 2024 (March 31, 2023 - 13.5% p.a.). All CCD has been converted into Compulsorily Convertible Preference Shares.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 17: Borrowings other than debt securities

Particulars	As at March 31, 2024	As at March 31, 2023
	Amortised cost	Amortised cost
Term Loan		
from bank in INR (secured)	19,869.31	3,662.38
from other party in INR (secured)	45,156.77	27,358.32
Cash credit / Overdraft facilities from banks (secured)	1,179.43	443.93
External Commercial Borrowings (secured)	55,807.58	48,832.79
Others: Pass Through Certificates (secured)	45,678.80	6,416.76
Total	**1,67,691.89**	**86,714.18**
Borrowings in India	1,11,884.31	37,881.39
Borrowings outside India	55,807.58	48,832.79
Total	**1,67,691.89**	**86,714.18**

The Company has not made any breach of loan covenants. No loans have been recalled by lender as of March 31, 2024

The Company has utilised the funds raised from banks and financial institutions for the specific purpose for which they were borrowed.

The Company has borrowed funds from banks and financial institutions on the basis of security of current assets. It has filed monthly returns or statements of current assets with banks and financial institutions and the said returns/statements are in agreement with books of accounts.

Term loan maturity:

Particulars	Interest Rate March 31, 2024	Interest Rate March 31, 2023	As at March 31, 2024	As at March 31, 2023
0 - 1 Year	10.65% - 14.15%	11.5% - 13.9%	44,186.06	19,582.82
1- 3 Years			20,840.02	11,437.88
3- 5 Years			-	
More than 5 Years			-	
Total			**65,026.08**	**31,020.70**

Cash credit / Overdraft facilities from banks maturity:

Particulars	Interest Rate March 31, 2024	Interest Rate March 31, 2023	As at March 31, 2024	As at March 31, 2023
0 - 1 Year	6.8% - 12.75%	6.8% - 10.9%	1,179.43	443.93
1- 3 Years			-	
3- 5 Years			-	
More than 5 Years			-	
Total			**1,179.43**	**443.93**

External Comercial Borrowings maturity:

Particulars	Interest Rate March 31, 2024	Interest Rate March 31, 2023	As at March 31, 2024	As at March 31, 2023
0 - 1 Year	4.25% - 10.12%	4.25% - 9.61%	5,784.85	4,227.07
1- 3 Years			47,297.63	30,972.39
3- 5 Years			2,725.10	13,633.33
More than 5 Years			-	-
Total			**55,807.58**	**48,832.79**

Others: Pass Through Certificates maturity:

Particulars	Interest Rate March 31, 2024	Interest Rate March 31, 2023	As at March 31, 2024	As at March 31, 2023
0 - 1 Year	11.10% - 12.15%	9% - 13.35%	39,220.82	5,194.27
1- 3 Years			6,457.98	1,222.49
3- 5 Years			-	
More than 5 Years			-	
Total			**45,678.80**	**6,416.76**

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 18: Other financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Merchant balances	1,237.24	955.76
Lease liabilities for premises on rent (refer Note 18A)	1,067.14	1,800.74
Other liabilities	1,849.76	652.41
TOTAL	**4,154.14**	**3,408.91**

Note 18A: Lease liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Lease liabilities for premises on rent	1,067.14	1,800.74
TOTAL	**1,067.14**	**1,800.74**

Maturity analysis of contractual undiscounted cash flow

Particulars	As at March 31, 2024	As at March 31, 2023
Less than 1 year	500.11	810.65
1 - 5 years	726.97	1,294.79
6 - 10 years	109.28	56.19
More than 10 years	-	-
Total undiscounted lease liabilities	**1,336.36**	**2,161.63**

Maturity analysis of lease liability

Particulars	As at March 31, 2024	As at March 31, 2023
Within 12 months	398.61	625.57
After 12 months	668.53	1,175.17

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Amount recognised in the statement of profit & loss

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest expense on lease liability	85.35	251.19
Depreciation on right-of-use asset	667.69	654.25
(Gain)/loss on pre-mature lease closure/modification	122.29	4.15

The following is the movement in lease liabilities for the year ended March 31, 2024:

Particulars	Amount
Balance as at April 1, 2022	2,259.60
Add: Finance Cost accrued during the year	251.19
Add: Finance Cost adjusted due to foreclosure during the year	4.15
Add: Lease liability recognised during the year (Net of foreclosure)	126.33
Less: Payment of Lease Liabilities	(840.53)
Balance as at March 31, 2023	**1,800.74**
Add: Finance Cost accrued during the year	85.35
Add: Finance Cost adjusted due to modification / foreclosure during the year	122.29
Less : Lease liability recognised during the year (Net of foreclosure)	(69.14)
Less: Payment of Lease Liabilities	(872.10)
Balance as at March 31, 2024	**1,067.14**

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 19: Provisions

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Employee benefits		
- Gratuity (refer Note 36)	298.03	139.81
- Provision for compensated absences (refer Note 36)	41.05	28.42
- Retention and performance bonus	800.61	838.99
Provision for non-fund based exposure	13.21	26.25
Provision for Stock Appreciation Rights (SAR)	116.45	107.66
Financial Guarantee	324.43	1,318.84
Others	4.20	3.44
TOTAL	**1,597.98**	**2,463.41**

Loan commitment

Details of Company's Risk Management process and policies are set out in Note 47 - Risk Management.

Note 19.1 - Retention and performance bonus includes Value distribution scheme -

During FY 22, Company cancelled VDS scheme through Board Resolution dated 18th November 2021 except for 2 employees for whom the VDS scheme will continue as per the original terms of VDS scheme.
Details of activity under Value Distribution Scheme (VDS) is summarized below:

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Opening balance of provision	16.03	3.60
Change in employee compensation cost for the year	1.58	12.43
Closing balance of provision for VDS	**17.61**	**16.03**

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 19: Provisions

Note 19.2 - Provision for non-fund based exposure:

a) Credit Quality of Assets

Particulars	As at March 31, 2024				As at March 31, 2023			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Carrying amount of non-fund based exposure (refer Note 39)	493.50	-	-	493.50	716.93	-	-	716.93
Total	**493.50**	**-**	**-**	**493.50**	**716.93**	**-**	**-**	**716.93**

b) An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to loans is, as follows:

Particulars	For the year ended March 31, 2024				For the year ended March 31, 2023			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount - opening balance	716.93	-	-	716.93	1,099.31	-	-	1,099.31
New assets originated or purchased	493.50	-	-	493.50	716.93	-	-	716.93
Assets derecognised or repaid (excluding write offs)	(716.93)	-	-	(716.93)	(1,099.31)	-	-	(1,099.31)
Gross carrying amount - closing balance	**493.50**	**-**	**-**	**493.50**	**716.93**	**-**	**-**	**716.93**

c) Reconciliation of ECL balance is given below:

Particulars	For the year ended March 31, 2024				For the year ended March 31, 2023			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
ECL allowance - opening balance	26.25	-	-	26.25	15.78	-	-	15.78
New assets originated or purchased	13.21	-	-	13.21	26.25	-	-	26.25
Assets derecognised or repaid (excluding write offs)	(26.25)	-	-	(26.25)	(15.78)	-	-	(15.78)
ECL allowance - closing balance	**13.21**	**-**	**-**	**13.21**	**26.25**	**-**	**-**	**26.25**

The limit sanctioned to the customers are unconditionally revocable at the discretion of the Company and therefore the limit is uncommited. However provision as per INDAS 109 has been created basis the expected credit conversion factor from the unutilized limit as on reporting date

Note 19.3 - Stock Appreciation Rights (SAR PLAN 2015)

SAR grants was cancelled by the shareholders at their Extra Ordinary General Meeting held on November 30, 2017. The SAR's already granted to continuing employees as on March 31, 2018 is replaced by the Employee Stock Options under the ESOP 2017 scheme at the Special resolution passed by the members on November 30, 2017. The vesting schedule of each employee under ESOP scheme is aligned to the vesting schedule as per the original SAR scheme except the first vesting shall happen only after completion of 12 months from the date of the grant of option under ESOP scheme 2017.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 19: Provisions

Details of activity under SARs is summarized below:

Particulars	As at March 31, 2024	As at March 31, 2023
	Nos	Nos
SARs Outstanding at the beginning of the year	1,69,400	1,69,400
Outstanding at the end of the year	**1,69,400**	**1,69,400**
Total Liability of SAR (Rs. In lakhs)	**116.45**	**107.66**

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance of provision for SARs	107.66	66.41
Change in employee compensation cost pertaining to SARs for the year	8.79	41.25
Closing balance of provision for SARs (Net off)	**116.45**	**107.66**

Note 19.4 - Movement of provisions other than employee benefit during the year

The movement in provisions for the year ended March 31, 2024 is, as follows:

Particulars	Litigation*	Other	Total
As at March 31, 2022	20.00	**2.72**	**22.72**
Additional provisions during the year	-	0.72	0.72
Utilised (Incurred or charged against that provision)	-	-	-
As at March 31, 2023	**20.00**	**3.44**	**23.44**
Additional provisions during the year	-	0.76	0.76
Utilised (Incurred or charged against that provision)	-	-	-
As at March 31, 2024	**20.00**	**4.20**	**24.20**

* Included in Trade Payable (Note 15)

Note 19A: Current tax liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Tax (AY:24- 25)	90.75	-
TOTAL	**90.75**	**-**

Note 20: Other non-financial liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory dues payable	568.59	338.09
TOTAL	**568.59**	**338.09**

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 21: Share capital

Particulars	As at March 31, 2024	As at March 31, 2023
Authorised		
2,10,00,000 (March 31, 2023: 2,10,00,000) equity shares of Rs. 10 each	2,100.00	2,100.00
9,60,00,000 (March 31, 2023: 9,60,00,000) preference shares of Rs. 10 each	9,600.00	9,600.00
TOTAL	**11,700.00**	**11,700.00**
Issued, Subscribed and Fully paid-up Share Capital		
1,80,00,700 (March 31, 2023: 1,80,00,700) equity shares of Rs. 10 each	1,800.07	1,800.07
7,53,69,526 (March 31, 2023: 7,12,69,526) Preference Shares of Rs. 10 each	7,536.95	7,126.95
Less: Preference Shares disclosed in Note 21A	(7,536.95)	(7,126.95)
TOTAL	**1,800.07**	**1,800.07**

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

Particulars	Equity	
	Numbers	Amount
As at April 1, 2022	1,80,00,600	1,800.06
Issued during the year	100	0.01
CCD's converted during the year	-	-
As at March 31, 2023	**1,80,00,700**	**1,800.07**
Issued during the year	-	-
CCD's converted during the year	-	-
As at March 31, 2024	**1,80,00,700**	**1,800.07**

Rights, preferences and restrictions attached to Equity Shares:

The Company has a single 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, if any, 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. During the year ended March 31, 2024, the amount of per share dividend recognized as distributions to equity shareholders was Nil (for the year ended March 31, 2023: Rs. Nil per share). In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Details of shareholders holding more than 5% shares in the Company as on reporting date

Particulars	As at March 31, 2024			As at March 31, 2023		
	Nos.	% holding in the class	% holding in all classes	Nos.	% holding in the class	% holding in all classes
i) Dhruv Kumar Khaitan	90,00,000	49.998%	10.37%	90,00,000	49.998%	10.85%
ii) Piyush Kumar Khaitan	90,00,000	49.998%	10.37%	90,00,000	49.998%	10.85%

For details of shares reserved for issue under the employee stock option (ESOP) plan of the Company, refer Note 35

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 21 A: Instrument entirely Equity in nature

Particulars	Compulsory Cumulative Convertible Preference Shares (CCCPS)	
	Numbers	Amount
As at April 1, 2022	4,56,44,009	4,555.30
Issued during the year	1,51,82,630	1,515.23
CCD's converted during the year	1,04,42,887	1,042.20
As at March 31, 2023	**7,12,69,526**	**7,112.73**
Issued during the year	-	-
CCD's converted during the year	41,00,000	409.14
As at March 31, 2024	**7,53,69,526**	**7,521.87**

Rights, preferences and restrictions attached to Preference Shares (CCCPS):

Each holder of CCCPS is entitled to one vote per share only on resolutions placed before the Company which directly affect the rights attached to CCCPS. Each share of the series A, B, C & D CCCPS shall be converted into one equity share of face value of ₹ 10 each subject to any adjustments required for any possible corporate action, e.g. share split, issue of bonus shares, etc. The Series A, B, C & D CCCPS shall be compulsorily convertible at the end of 20 (twenty) years from the date of issuance of each Series CCCPS. The conversion can be done by investors on any date, provided 30 days advance written notice is given to the Company by the respective investor. The Series A, B, C & D CCCPS shall carry a cumulative coupon rate of 0.01% per annum. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Details of shareholders holding more than 5% preference shares in the Company as on reporting date

Particulars	As at March 31, 2024			As at March 31, 2023		
	Nos.	% holding in the class	% holding in all classes	Nos.	% holding in the class	% holding in all classes
Aspada Investment Company	65,80,758	8.73%	7.05%	65,80,758	9.23%	7.37%
ON Mauritius	70,98,514	9.42%	7.60%	70,98,514	9.96%	7.95%
Accion Frontier Inclusion Mauritius	67,67,305	8.98%	7.25%	67,67,305	9.50%	7.58%
IIFL Seed Ventures Fund I	51,26,512	6.80%	5.49%	51,26,512	7.19%	5.74%
Trinity Inclusion Ltd	2,72,05,476	36.10%	29.14%	2,31,05,476	32.42%	25.88%
Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V	1,51,82,630	20.14%	16.26%	1,51,82,630	21.30%	17.01%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Terms of any securities convertible into equity shares issued along with the earliest date of conversion in descending order starting from the farthest such date:

Date of Allotment	Date of Conversion*	No. of shares	Share exchange ratio	Tenure
March 22, 2013	March 22, 2033	74,62,587	1:1	20
March 25, 2014	March 25, 2034	16,97,479	1:1	20
June 19, 2014	June 19, 2034	11,31,720	1:1	20
March 31, 2015	March 31, 2035	46,80,752	1:1	20
April 6, 2015	April 6, 2035	13,232	1:1	20
July 29, 2015	July 29, 2035	23,57,650	1:1	20
June 21, 2016	June 21, 2036	94,88,272	1:1	20
January 23, 2018	January 23, 2038	1,06,60,312	1:1	20
March 21, 2018	March 21, 2038	81,52,005	1:1	20
December 7, 2022	December 7, 2042**	1,02,48,243	1:1	20
December 15, 2022	December 15, 2042**	49,34,387	1:1	20
December 15, 2022	December 15, 2042**	1,04,42,887	1:1	20
July 18, 2023	July 18, 2043**	41,00,000	1:1	20

*The conversion can be done by preference shareholder on any date, provided 30 days advance written notice is given to the Company or ten days prior to the proposed filing of draft red herring prospectus by the Company in pursuance of QIPO.
*The conversion can be done by preference shareholder on any date, provided 30 days advance written notice is given to the Company or ten days prior to the proposed filing of draft red herring prospectus by the Company in pursuance of 'IPO' or ten days prior to Trade Sale.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)
Note 22: Other Equity

Other equity movement during the year

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory Reserve (pursuant to section 45-IC(1) of the Reserve Bank of India Act, 1934)		
Balance as at the beginning of the year	**547.76**	**202.45**
Add: Transferred from profit during the year	1,427.31	345.31
Balance at the end of the year	**1,975.07**	**547.76**
Securities Premium		
Balance as at the beginning and at the end of the year	**63,793.30**	**42,518.24**
Add: Premium on issue / allotment of shares	2,665.00	21,987.00
Less: Share issue expense as per section 52 of the Companies Act, 2013	-	(751.71)
Add : Income Tax benefit on the above	-	39.77
Balance as at the end of the year	**66,458.30**	**63,793.30**
Retained Earnings		
Balance at the beginning of the year	**(18,258.25)**	**(19,638.78)**
Profit / (loss) for the year	7,136.55	1,726.55
Less: Dividend declared during the year on CCCPS (a)	(0.75)	(0.71)
Less: Transferred to statutory reserves during the year	(1,427.31)	(345.31)
Balance as at the end of the year	**(12,549.76)**	**(18,258.25)**
Share options outstanding account		
Balance as at the beginning of the year	**1,256.76**	**945.81**
Add: Cost recognised during the year	300.81	310.95
Balance as at the end of the year	**1,557.57**	**1,256.76**
Other Comprehensive Income		
Balance as at the beginning of the year	**(519.33)**	**(108.03)**
Add: Additions during the year	(638.66)	(411.30)
Balance as at the end of the year	**(1,157.99)**	**(519.33)**
Total	**56,283.19**	**46,820.24**

Nature and purpose of Reserves:

Securities Premium Reserve:
Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Share options outstanding account:

The share-based payment reserve is used to recognise the value of equity-settled share-based payments provided to employees as per IND AS 102 'Share Based Payments', including key management personnel, as part of their remuneration. Refer to Note 35 for further details of these plans.

Cash flow hedging reserve:

The Company uses hedging instruments as part of its management of foreign currency risk and interest rate risk associated on borrowings as described within note 6. For hedging foreign currency and interest rate risk, the Company uses foreign currency swaps and cross currency interest rate swaps. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the cash flow hedging reserve. Amounts recognised in the cash flow hedging reserve is reclassified to the statement of profit or loss when the hedged item affects profit or loss.

Statutory reserve:
Statutory reserve is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 23: Interest income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
	On Financial Assets measured at Amortised cost	On Financial Assets measured at Amortised cost
Interest on Loans		
Business loans	56,332.11	35,620.63
Interest on deposits with Banks	1,049.40	581.79
Other interest income		
Unwinding of security deposit	37.88	35.51
Total	**57,419.39**	**36,237.93**

Note 24: Fees and commission income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Service Fees on FI business	895.70	1,110.56
Service Fees on Direct Assignment	91.95	8.34
Service Fees on Securitisation	38.25	25.75
Other Fees and Charges	128.02	30.89
Merchant Service Fees	0.14	2.87
Other financial services- Commission	0.24	99.36
Total	**1,154.30**	**1,277.77**

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Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 25: Net gain on derecognition of financial instruments

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Gain on derecognition of loan asset	953.51	181.15
Total	**953.51**	**181.15**

Note 26: Net gain on fair value changes

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Net gain/ (loss) on financial instruments at fair value through profit or loss		
On trading portfolio		
Realised	393.11	311.66
Embedded Derivative in respect of CCD	-	6.25
Total	**393.11**	**317.91**

Note 27: Other Income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Cheque bounce charges and Penal charges	166.14	182.09
Income from other Services	8.85	8.63
Interest on Income Tax Refund	44.90	77.40
Miscellaneous Income	0.90	0.36
Total	**220.79**	**268.48**

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 28: Finance Cost

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
	On Financial liabilities measured at Amortised Cost	On Financial liabilities measured at Amortised Cost
Interest expense on:-		
- Debt securities	6,348.32	8,278.25
- Borrowings (other than debt securities)	12,158.63	5,754.82
Interest expense on lease liability	85.35	251.19
Other borrowing costs		
Other borrowing cost	2,526.30	1,616.71
Total	**21,118.60**	**15,900.97**

Note 29: Impairment on financial instruments

The below table show impairment loss on financial instruments charge to statement of profit and loss based on category of financial instrument.

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
	On Financial instruments measured at Amortised cost	On Financial instruments measured at Amortised cost
Impairment loss allowance on loans	4,691.50	(10,533.35)
Bad debt written off & Loss on settlement discount	12,035.10	20,872.95
Bad debts recovered	(2,803.91)	(3,782.94)
Non Fund Based Exposure	(13.03)	10.47
Other receivables - FI business	1,106.88	397.50
Excess Interest Spread on Direct Assignment	17.59	3.35
Total	**15,034.13**	**6,967.98**

The table below shows the ECL charges on financial instruments for the year recorded in the profit and loss based on evaluation stage:

Particulars	For the year ended March 31, 2024				For the year ended March 31, 2023			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
ECL provision on Loans and advances	1,528.92	1,273.54	1,889.04	4,691.50	(1,423.99)	(2,362.64)	(6,746.71)	(10,533.34)
Bad debts written off (net off recovery)	-	-	-	4,967.44	-	-	-	11,963.26
Principal loss on settlement	-	-	-	4,263.75	-	-	-	5,126.75
Non Fund Based Exposure	(13.03)	-	-	(13.03)	10.47	-	-	10.47
Other receivables - FI business	-	-	1,106.88	1,106.88	-	-	397.50	397.50
Excess Interest Spread on Direct Assignment	17.59	-	-	17.59	3.34	-	-	3.34
Total impairment loss				**15,034.13**				**6,967.98**

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 30: Employee benefit expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, other allowances and bonus	8,172.24	7,280.88
Contribution to provident and other funds	154.58	136.54
Gratuity expenses (Refer note no 36)	81.54	51.56
Share based payments to employees (Refer note no 35)	300.81	126.58
Staff welfare expenses	337.18	282.16
Total	**9,046.35**	**7,877.72**

Note 31: Depreciation, amortisation and impairment

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation of tangible assets	86.78	82.05
Amortisation of intangible assets	16.70	22.15
Depreciation on right-of-use asset	667.69	654.25
Total	**771.17**	**758.45**

Note 32: Other expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Marketing Expenses	198.15	217.82
Professional & Legal Fees	754.94	559.94
Travelling & Lodging Expenses	214.21	117.72
IT Services Expenses	596.82	588.98
Fee & Stamp Charges	0.15	0.98
Terminal deployment charges	7.74	27.13
Service Tax & GST expensed out	533.84	538.07
Rates & Taxes	18.11	14.65
Auditors' Remuneration (a)	43.71	38.76
Insurance expenses	3.87	2.58
Office and Maintenance Expenses	231.16	241.06
Power and Fuel Charges	128.45	111.80
Telephone & Internet Charges	117.23	140.38
Verification and Rating charges	332.80	288.07
Bank charges	76.60	80.95
Outsource Agency Cost	1,216.10	1,078.30
Miscellaneous Expenses	163.82	183.45
Total	**4,637.70**	**4,230.64**

(a) Audit Remuneration include fees payable to auditor as analysed below:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
As auditor:		
Audit fees	33.50	32.01
Certification fees	6.55	4.50
Out of Pocket expenses	3.66	2.25
TOTAL	**43.71**	**38.76**

Amounts recognised in statement of profit and loss for right-of-use assets and lease liabilities

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation expense on right-of-use assets	667.69	654.25
Interest expense on lease liabilities	85.35	251.19

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 33: Income Tax

The components of income tax expense for the year ended March 31, 2024 and March 31, 2023 are:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current tax	1,379.37	-
Adjustment in respect of current income tax of prior years	0.11	(32.52)
Deferred tax charge / (credit) relating to origination and reversal of temporary differences	1,017.12	669.08
Total tax charge	**2,396.60**	**636.56**

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 March 31, 2024 and March 31, 2023 is, as follows:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Accounting profit before tax	9,533.15	2,363.11
At India's statutory income tax rate of 25.168% (for the year ended March 31, *2023: 25.168%*)	2,399.30	594.75
Effects of:		
Creation of Deferred Tax on account of Other Ind AS adjustments of the previous period	(2.81)	41.81
Total	**2,396.49**	**636.56**
Income tax expense reported in the statement of Profit & Loss	**2,396.49**	**636.56**

Deferred Tax
The following table shows deferred tax recorded in the balance sheet and changes recorded in the Income tax expense:

Particulars	Deferred Tax Assets	Deferred Tax Liabilities	Income Statement	Other Comprehensive Income	Securities Premium
	As at March 31, 2024	As at March 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2024
Brought Forward Loss	-	-	(2,547.71)	-	-
Depreciation, amortisation and impairment	62.53	-	0.55	-	-
Lease Adjustments	42.14	-	(40.21)	-	-
Impairment allowance for financial assets	3,420.42	-	1,447.23	-	-
Derivative instruments in Cash flow hedge relationship	374.77	-	-	191.82	-
Gratuity	75.01		16.84	22.98	-
ESOP Expenses	392.01	-	75.71	-	-
Excess Interest Spread on Direct Assignment	-	133.63	(95.85)	-	-
Share issue expenses	39.77		-		-
Other temporary differences includes deferred tax on unamortised costs on Borrowings and unamortised net income on Loan, deferred tax on Allowable / disallowable expenses under Income Tax etc.	362.51	-	126.34	-	-
Total	**4,769.16**	**133.63**	**(1,017.10)**	**214.80**	**-**
Net Amount	**4,635.53**				

Particulars	Deferred Tax Assets	Deferred Tax Liabilities	Income Statement	Other Comprehensive Income	Securities Premium
	As at March 31, 2023	As at March 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2023	For the year ended March 31, 2023
Brought Forward Loss	2,547.71	-	2,060.04	-	-
Depreciation, amortisation and impairment	61.98	-	(1.82)	-	-
Lease Adjustments	82.35	-	6.93	-	-
Impairment allowance for financial assets	1,973.19	-	(2,548.36)	-	-
Derivative instruments in Cash flow hedge relationship	182.95	-	-	135.26	-
Gratuity	35.19		10.93	3.07	-
ESOP Expenses	316.30	-	78.26	-	-
EIS on Direct Assignment	-	37.78	(37.78)	-	-
Share issue expenses	39.77		-		39.77
Other temporary differences includes deferred tax on unamortised costs on Borrowings and unamortised net income on Loan, deferred tax on Allowable / disallowable expenses under Income Tax etc.	236.17	-	(237.28)	-	-
Total	**5,475.61**	**37.78**	**(669.08)**	**138.33**	**39.77**
Net Amount	**5,437.83**				

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 34: Earnings per share

Basic earnings per share (EPS) is calculated by dividing the net profit for the year attributable to equity holders of Company by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the net profit attributable to equity holders of Company (after adjusting for dividend on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

Particulars	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**
Net profit / (loss) attributable to ordinary equity holders of the parent	7,136.55	1,726.55
Less: Dividend to Preference Shareholders	(0.75)	(0.71)
Profit / (loss) available for equity shareholders (A)	7,135.80	1,725.84
Weighted average number of ordinary shares for basic earnings per share (B)	**9,33,70,226**	**8,16,58,532**
Weighted average number of ordinary shares for dilutive earnings per share (C)	**9,68,07,181**	**8,42,53,354**
Weighted average number of equity shares outstanding for the year	1,80,00,700	1,80,00,700
Weighted average number of Compulsory Cumulative Convertible Preference Shares (CCPS)	7,53,69,526	5,95,57,832
Weighted average number of Compulsory Convertible Debentures (CCD)		41,00,000
Dilutive impact of weighted average number of ESOP	34,36,955	25,94,822
Face value of per share	10.00	10.00
Earnings per share		
Basic earnings per share (Rs.) [A / B]	7.64	2.11
Diluted earnings per share (Rs.) [A / C] (Refer Note 3)	7.37	2.05

Notes:
1. Weighted average shares mentioned above are numbers.
2. As per Ind AS 33, Para 23 " Ordinary shares that will be issued upon the conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per share from the date the contract is entered into". Consequently CCPS and CCD have been included in the computation of Basic EPS.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 35: Employee Stock Option Scheme (ESOS)

ESOP Scheme 2022

The Employee Stock Options Scheme (ESOP Scheme) 2022 was approved by the shareholders at their Extra Ordinary General Meeting held on December 01, 2022. The Scheme has been formulated in accordance with the provisions of the Companies Act, 2013, as amended read with applicable provisions of the Companies Rules, 2014. The Company has granted stock options to the eligible employees as per ESOP scheme 2022. All the options are exercisable within 5 yrs from Initial Public Offer (IPO) event. The Employee Stock Option Scheme 2022 is being administered and monitored by the Nomination and Remuneration Committee of the Company set up by the Board. The Company is authorised to issue 8,09,871 (Eight Lakhs Nine Thousand Eight Hundred and Seventy One) number of equity shares of the Company having face value of ₹ 10 per share, under the ESOP Scheme 2022 to the eligible employees upon meeting of such vesting criteria as may be fixed or determined by the Board.

ESOP Scheme 2018

The Employee Stock Options Scheme (ESOP Scheme) 2018 was approved by the shareholders at their Extra Ordinary General Meeting held on March 21, 2018. The Scheme has been formulated in accordance with the provisions of the Companies Act, 2013, as amended read with applicable provisions of the Companies Rules, 2014. The Company has granted stock options to the eligible employees as per ESOP scheme 2018. All the options are exercisable on liquidity event or Initial Public Offer (IPO), whichever is earlier. The Employee Stock Option Scheme 2018 is being administered and monitored by the Nomination and Remuneration Committee of the Company set up by the Board. The Company is authorised to issue 27,99,589 (Twenty Seven Lakhs Ninety Nine Thousand Five Hundred and Eighty Nine) number of equity shares of the Company having face value of ₹ 10 per share, under the ESOP Scheme 2018 to the eligible employees upon meeting of such vesting criteria as may be fixed or determined by the Board.

ESOP Scheme 2017

No further options were granted during the year under this scheme. All the options are exercisable on liquidity event or Initial Public Offer (IPO), whichever is earlier. The Board at its meeting held on March 21, 2018 approved for short closing the ESOP 2017 and approved revised ESOP 2018 scheme.

For the year ended March 31, 2024 following Employee Stock Option Plans (ESOPs) were in existence. The relevant details of the schemes and the grants are as below :

Details of Employee Stock Option Schemes	**ESOP 2022**	**ESOP 2018**	**ESOP 2017**
Date of Shareholder's approval of plan	December 1, 2022	March 21, 2018	November 30, 2017
Date of grant	December 1, 2022	Various dates	Various dates
Number of options granted	7,89,871	27,78,884	4,21,000
Method of settlement	Equity	Equity	Equity
Vesting Period	Bullet Vesting	5 years	5 years
Details of vesting condition	Continued service	Continued service	Continued service
Exercise Price	₹ 105.38	₹ 105.38 to ₹ 159.47	₹10 to ₹105.38

Details of Vesting

Vesting period from the grant date *	**ESOP 2022**	**ESOP 2018**	**ESOP 2017**
Completion of 1 year	Bullet Vesting	20.00%	20.00%
Completion of 2 year		20.00%	20.00%
Completion of 3 year		20.00%	20.00%
Completion of 4 year		20.00%	20.00%
Completion of 5 year		20.00%	20.00%

During the previous year ended March 31, 2023, the exercise price was modified for the employees who were granted ESOP's in the 2017 & 2018 scheme. The exercise price was modified to Rs 105.38 for employees whose exercise price was more than ₹ 105.38 & who hadn't resigned as on December 15, 2022.

* The SAR's already granted to continuing employees as on March 31, 2018 is replaced by the Employee Stock Options under the ESOP 2017 scheme at the Special resolution passed by the members on November 30, 2017.The vesting schedule of each employee under ESOP scheme is aligned to the vesting schedule as per the original SAR scheme except the first vesting shall happen only after completion of 12 months from the date of the grant of option under ESOP scheme 2017.

Details of activity under each plan

Particulars	**ESOP 2022**		**ESOP 2018**		**ESOP 2017**	
	No. of Options	**Weighted Avg. Exercise Price**	**No. of Options**	**Weighted Avg. Exercise Price**	**No. of Options**	**Weighted Avg. Exercise Price**
Outstanding as at April 1, 2022	-	-	18,13,884	159.47	3,97,200	60.81
Granted during the year	7,89,871	105.38	6,15,000	105.38	-	-
Forfeited during the year	-	-	(69,000)	159.47	-	-
Exercised during the year	-	-	-	-	-	-
Outstanding as at March 31, 2023	**7,89,871**	**105.38**	**23,59,884**	**107.74**	**3,97,200**	**59.05**
Outstanding as at April 1, 2023	7,89,871	105.38	23,59,884	107.74	3,97,200	59.05
Granted during the year	-	-	-	-	-	-
Forfeited during the year	(60,000)	-	(35,000)	-	(15,000)	-
Outstanding as at March 31, 2024	**7,29,871**	**105.38**	**23,24,884**	**107.77**	**3,82,200**	**57.22**
Vested and exercisable as at Mar 31, 2024	**-**		**17,10,884**		**3,82,200**	
Weighted average remaining contractual life (in years)	1.04		1.04		1.04	

No new ESOP's were issued in the year ended March 31, 2024. For the year ended march 31, 2023, the value of the underlying shares was determined by an independent valuer. The following assumptions were used for calculation of fair value of grants in accordance with Black Scholes model, for options granted during the previous year:

Particulars	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**
Risk-free interest rate	NA	6.94% to 7.12%
Expected life of options (years)		2.35 - 4.85 years
Expected volatility (%)		42.53% - 46.52%
Dividend yield		0%
Exercise price		105.38
Weighted average share price (Rs.)		105.38

The risk free interest rates are determined based on the Government bond yields with maturity equal to the expected term of the option. Volatility calculation is based on historical stock prices of comparable companies using standard deviation of change in stock price. The historical period is taken into account to match the expected life of the option.

The expense recognised for employee services received during the year is shown in the following table:

Particulars	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**
Expense arising from equity-settled share based payment transactions	300.81	126.58
Total expense arising from share based payment transactions	**300.81**	**126.58**

During the year previous year ended March 31, 2023, the Company had modified the exercise price for ESOP's issued under the ESOP 2017 & ESOP 2018 scheme. The exercise price was modified to ₹ 105.38. The impact of the modification in exercise price is reflected under the head Exceptional Items. Below is the impact

Particulars	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**
Expense arising from equity-settled share based payment transactions shown as exceptional item	-	184.37
Total expense arising from share based payment transactions	**-**	**184.37**

*During the previous year ended March 31, 2023, the Company had modified the exercise price for ESOP's issued under the ESOP 2017 & ESOP 2018 scheme. The exercise price has been modified to ₹ 105.38. The impact of the modification in exercise price is reflected under the head Exceptional Items.

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(₹ in Lakhs)

Note 36: Retirement benefit plan

Note 36.1: Defined Contribution Plan

The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognized ₹ 154.58 lakhs (for the year ended March 31, 2023: ₹ 136.54 lakhs) for Provident Fund contributions (including admin charges) and Nil (for the year ended March 31, 2023: Nil) for Employee State Insurance Scheme contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the Schemes.

Note 36.2: Defined Benefit Plan

The Company has defined benefit gratuity plan and is governed by the Payment of Gratuity Act, 1972. Under the Gratuity Act, an employee who has completed five years of service is entitled to specific benefits. The level of benefits provided depends on the member's length of service, managerial grade and salary at retirement age. Gratuity expense has been disclosed separately in Note 30.

The following tables summaries the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the gratuity plan.

(1) Net employee benefit expense recognised in the employee cost

Particulars	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**
Current service cost	51.49	47.57
Interest expense	16.58	10.49
Interest income	(6.49)	(6.50)
Past Service Cost	19.96	-
Total Expenses recognised in Statement of profit and loss	**81.54**	**51.56**
Remeasurement (or Actuarial) (gain) / loss arising from:		
-change in demographic assumptions	9.64	(11.73)
-change in financial assumptions	6.77	(14.87)
-experience variance (i.e. Actual experience vs assumptions)	71.82	36.71
-others		
Return on plan assets excluding interest income	3.07	2.07
Total Expenses recognised in other comprehensive income	**91.30**	**12.18**

(2) Reconciliation of present value of the obligation and the fair value of plan assets:

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Defined benefit obligation	356.54	229.76
Fair value of plan assets	58.51	89.96
Asset/(liability) recognized in the balance sheet	**(298.03)**	**(139.80)**

(3) Changes in the present value of the defined benefit obligation are as follows:

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Opening defined benefit obligation	229.76	221.09
Transfer in/Out		
Interest cost	16.58	10.49
Current service cost	51.49	47.56
Benefits paid	(49.48)	(59.49)
Past Service Cost	19.96	-
Remeasurement (or Actuarial) (gain) / loss arising from:		
-change in demographic assumptions	9.64	(11.73)
-change in financial assumptions	6.77	(14.87)
-experience variance (i.e. Actual experience vs assumptions)	71.82	36.71
Closing defined benefit obligation	**356.54**	**229.76**
Net Closing defined benefit obligation	**356.54**	**229.76**

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 36: Retirement benefit plan
(4) Changes in the fair value of plan assets are as follows:

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Opening fair value of plan assets	89.96	136.91
Transfer in/Out		
Interest income	6.49	6.50
Contributions by employer	14.61	8.11
Benefits paid	(49.48)	(59.49)
Return on plan assets excluding interest income	(3.07)	(2.07)
Closing fair value of plan assets	**58.51**	**89.96**

(5) The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Discount rate	7.10%	7.20%
Salary growth rate	7.00%	6.00%
Attrition rate		
Customer Acquisition Manager ('CAMS')	83%	84%
Other than CAMS	47%	55%
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14

(6) Investments quoted in active markets:

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Funds managed by the insurer	100%	100%
Total	**100%**	**100%**

(7) Expected payment for future years

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Within the next 12 months (next annual reporting period)	167.44	130.47
Between 2 and 5 years	222.42	124.27
Between 6 and 10 years	27.73	7.54
Beyond 10 years	1.46	0.17
Total expected payments	**419.05**	**262.45**

The Company expects to contribute ₹ 344.57 lakhs to the fund in the next financial year.

The weighted average duration of the defined benefit obligation as at March 31, 2024 is 2 years (as at March 31, 2023 : 1 year).

The fund is administered by Life Insurance Corporation of India ("LIC"). The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

The salary growth rate indicated above is the Company's best estimate of an increase in salary for the purpose of gratuity of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

Note 36: Retirement benefit plan

The principal assumptions used in determining leave encashment obligations for the Company's plans are shown below:

Particulars	As at March 31, 2024	As at March 31, 2023
Discount rate	7.10%	7.20%
Salary growth rate	7.00%	6.00%
Normal retirement age	58 years	58 years
Mortality Rate	100% of IALM 2012-14	100% of IALM 2012-14
Attrition rate		
Customer Acquisition Manager ('CAMS')	83%	84%
Other than CAMS	47%	55%

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields / rates available on applicable bonds as on the current valuation date.

Asset Liability Matching Strategies

The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. 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:

Particulars	As at March 31, 2024	As at March 31, 2023
Defined Benefit Obligation (Base)	356.54	229.76

Particulars	As at March 31, 2024		As at March 31, 2023	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	364.22	349.18	233.87	225.81
(% change compared to base due to sensitivity)	2.20%	-2.10%	1.80%	-1.70%
Salary Growth Rate (- / + 1%)	349.11	364.15	226.01	233.59
(% change compared to base due to sensitivity)	-2.10%	2.10%	-1.60%	1.70%
Attrition Rate (- / + 50% of attrition rates)	400.25	331.87	253.86	214.32
(% change compared to base due to sensitivity)	12.30%	-6.90%	10.50%	-6.70%
Mortality Rate (- / + 10% of mortality rates)	356.52	356.57	229.75	229.79
(% change compared to base due to sensitivity)	0.00%	0.00%	0.00%	0.00%

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(₹ in Lakhs)

Note 37: 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. With regard to loans and advances to customers, the Company uses the same basis of expected repayment behaviour as used for estimating the EIR. Issued debt reflect the contractual coupon amortisations.

Particulars	As at March 31, 2024			As at March 31, 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Assets						
Financial assets						
Cash and cash equivalents	15,746.72	-	15,746.72	17,522.75	-	17,522.75
Bank Balance other than above	5,174.47	4,845.85	10,020.32	6,438.88	3,259.99	9,698.87
Derivative financial instruments	-	-	-	-	381.90	381.90
Trade receivables	91.14	-	91.14	123.59	-	123.59
Other receivables	195.73	8.03	203.76	945.02	316.06	1,261.08
Loans	1,48,363.21	1,04,849.65	2,53,212.86	1,01,014.81	63,591.65	1,64,606.46
Other financial assets	1,123.88	723.56	1,847.44	539.16	339.69	878.85
Non-financial Assets						
Deferred tax assets (net)	-	4,635.53	4,635.53	-	5,437.84	5,437.84
Property, plant and equipment	-	84.83	84.83	0.03	107.23	107.26
Right-of-use assets	-	950.47	950.47	-	1,569.54	1,569.54
Intangible assets under development	-	331.77	331.77	-	101.93	101.93
Other intangible assets	-	21.57	21.57	-	38.26	38.26
Other non financial assets	781.54	11.39	792.93	428.11	1,026.73	1,454.84
Total assets	**1,71,476.68**	**1,16,462.65**	**2,87,939.34**	**1,27,012.35**	**76,170.82**	**2,03,183.17**
Liabilities						
Financial Liabilities						
Trade payables						
total outstanding dues of micro enterprises and small enterprises	45.43	-	45.43	32.64	-	32.64
total outstanding dues of creditors other than micro enterprises and small enterprises	1,743.37	-	1,743.37	1,191.85	-	1,191.85
Derivative financial liabilities	151.51	-	151.51	-	-	-
Debt Securities	22,532.60	23,757.95	46,290.55	24,519.60	28,781.45	53,301.05
Borrowings (other than debt securities)	90,575.44	77,116.45	1,67,691.89	29,448.10	57,266.09	86,714.19
Other Financial liabilities	2,662.26	1,491.88	4,154.14	2,228.84	1,180.07	3,408.91
Non-financial Liabilities						
Provisions	1,249.08	348.90	1,597.98	1,728.49	734.93	2,463.42
Current tax liabilities (net)	90.75	-	90.75	-	-	-
Other non-financial liabilities	568.59	-	568.59	338.09	-	338.09
Total Liabilities	**1,19,619.03**	**1,02,715.18**	**2,22,334.21**	**59,487.61**	**87,962.54**	**1,47,450.15**
Net	**51,857.65**	**13,747.47**	**65,605.13**	**67,524.74**	**(11,791.72)**	**55,733.02**

Note:

1. In the preparation of the above disclosure, certain assumption have been considered by the management which have been relied upon by the auditors.

2. The Maturity Profile in respect of loans given has been prepared based on the contractual cash inflows from the loans disbursed agreed with customers as the company expects the behaviour to be similar.

3. The Company considers Put/Call option dates for the purpose of reporting maturity pattern of Borrowings including debt securities.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 38: Change in liabilities arising from financing activities

Changes in liabilities arising from financing activities

As on March 31, 2024

Particulars	As at March 31, 2023	Cash Flows (net)	Exchange difference	*Others	As at March 31, 2024
Debt Securities	53,301.05	(3,596.65)	-	(3,413.85)	46,290.55
Borrowings other than debt securities	86,714.18	79,896.14	228.76	852.81	1,67,691.89
Total	**1,40,015.23**	**76,299.49**	**228.76**	**(2,561.04)**	**2,13,982.44**

As on March 31, 2023

Particulars	As at April 1, 2022	Cash Flows (net)	Exchange difference	*Others	As at March 31, 2023
Debt Securities	79,297.94	(21,793.58)	-	(4,203.31)	53,301.05
Borrowings other than debt securities	50,079.59	36,552.68	324.08	(242.17)	86,714.18
Total	**1,29,377.53**	**14,759.10**	**324.08**	**(4,445.48)**	**1,40,015.23**

*Others Includes amortised cost impact and incremental interest liability at the year end

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 39: Contingent liabilities, commitments

(A) Contingent Liability

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Contingent Liability Disputed GST demand: Demand raised by authority against which the company has filed appeal	32.53	31.77
Total	**32.53**	**31.77**

(B) Commitments

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Commitments related to loans sanctioned but undrawn PayLater Open Limits* (refer Note 19)	658.00	955.91
Other Commitments Capital commitments	388.26	580.74
Total	**1,046.26**	**1,536.65**

*The limit sanctioned to the customers are unconditionally revocable at the discretion of the Company and therefore the limit is uncommited.

Note 40: Details of transactions with struck off company / under process of strike off

Name of struck off Company/under process of strike off	**Nature of transactions with struck-off Company/under process of strike off**	**Amount Outstanding as at March 31, 2024**	**Relationship with the struck off Company, if any, to be disclosed**
Maa Bhook Lagi Food Services Private Limited	Loans and Advances	2.26	Un related party, Customers
Sathva Spire Technologies Private Limited	Commission agent	(0.03)	Un related party
Total		**2.23**	

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended Mar 31, 2024
(₹ in Lakhs)

Note 41: Related party disclosures

(A) List of Related Parties with whom Company had transaction

Enterprise where Director / Key Managerial Personnel has significant influence or control	
KFO Enterprises LLP	
Key Managerial Personnel	
Mr. Arun Nayyar	Managing Director & Chief Executive Officer
Mr. Deepak Goswami	Chief Financial Officer (CFO)
Ms. Tanushri Yewale	Company Secretary (CS)
Directors	
Mr. Dhruv Kumar Khaitan	Director
Mr. Piyush Kumar Khaitan	Director
Ms. Bindu Ananth	Independent Director
Mr. Ganesh Rengaswamy	Director
Mr. Micheal Fernandes	Director
Mr. Arun Kumar Nayyar	Managing Director
Ms. Deepa Bachu	Director
Mr Suresh Jayaraman	Independent Director
Mr Ramakrishnan Subramanian	Director
Entity having significant influence in the Company	
Trinity Inclusion Limited	

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended Mar 31, 2024
(₹ in Lakhs)

(B) Related Party transactions during the year:

Particulars	Enterprise where Key Managerial Personnel has significant influence or control		Key Management Personnel / Managing Director		Directors		Entity having significant influence in the Company	
	For the year ended / as at March 31, 2024	For the year ended / as at March 31, 2023	For the year ended / as at March 31, 2024	For the year ended / as at March 31, 2023	For the year ended / as at March 31, 2024	For the year ended / as at March 31, 2023	For the year ended / as at March 31, 2024	For the year ended / as at March 31, 2023
Transactions								
For infrastructure maintenance charges recovered	8.85	8.63	-	-	-	-	-	-
Interest Expense	-	-	-	55.29	-	48.56	123.97	839.86
Professional fees	-	-	-	-	134.00	36.00	-	-
Remuneration	-	-	902.55	855.39	-	-	-	-
Compulsorily Convertible Debentures (CCD)	-	-	-	350.00	-	250.00	-	4,400.00
CCD converted into CCCPS	-	-	-	100.00	-	1,160.00	3,075.00	5,725.00
Balances								
Compulsorily Convertible Debentures (CCD)	-	-	-	-	-	-	-	3,075.00
Interest accrued on CCD	-	-	-	-	-	-	-	216.09

Note:

a) Related parties have been identified on the basis of the declaration received by the management and other records available.

b) Provisions for gratuity, compensated absences and other long term service benefits are made for the Company as a whole and the amounts pertaining to the key managerial personnel are not specifically identified and hence are not included above.

c) The Company enters into transactions, arrangements and agreements involving related parties in the ordinary course of business under the same commercial and market terms, interest and commission rates that apply to non-related parties.

Note 42: Capital

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.

Regulatory capital	**As at March 31, 2024**	**As at March 31, 2023**
TIER I capital	58,909.00	49,512.00
TIER II capital	592.00	4,362.00
Total capital	59,501.00	53,874.00
Risk weighted assets	2,08,922.00	1,64,694.01
Tier I CRAR	28.20%	30.06%
Tier II CRAR	0.28%	2.65%
Tier I + II CRAR	28.48%	32.71%

Regulatory capital consists of TIER I capital, which comprises share capital, share premium, retained earnings including current year loss less accrued dividends and TIER II capital which comprises of Hybrid debt instruments & general provision of standard assets

As per RBI guidelines, the Company being a Non-Banking Finance Company has to maintain 15% of capital adequacy ratio for NBFC business.

Note 43: Events after reporting date

There have been no events after the reporting date that require disclosure in these financial statements except as mentioned below:

Subsequent to the year end, the Board of Directors has recommend the additional 800,000 stock option under NeoGrowth Employee Stock Option Plan 2024 which is subject to approval of the shareholders.

Note 44: Social Security Code

The Indian Parliament has approved the code on Social Security, 2020 which will subsumes the Provident fund and the Gratuity Act and rules thereunder. The Ministry of Labour and Employment has also released draft rules thereunder on November 13, 2020 and has invited suggestions from stakeholders, which are under active consideration by the Ministry. The Company will evaluate the rules, assess the impact, if any, and account for the same once the rules are notified and become effective.

Note 45: Other Disclosures

45.1 The Company does not have any Benami property , where any proceeding has been initiated or pending against the Company for holding any Benami property.

45.2 The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period, except in one case where the company is unable to file satisfaction form due to modification form not approved on the ROC portal.

45.3 The Company have not traded or invested in Crypto currency or Virtual Currency during the period.

45.4 The Company have not advanced or loaned or invested funds to any other person (s)or entity (ies), including foreign entities (Intermediaries) with the understanding 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 Company (Ultimate Beneficiaries) or Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

45.5 The Company have not received any fund from any person (s)or entity (ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries:

45.6 The Company have not had any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

45.7 The title deeds for all the immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

45.8 The Company's software has audit trail functionality. This feature remained operational throughout the year, capturing a chronological record of all relevant transactions processed with the software.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 46: Fair value measurement

46.1 Valuation Principle

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

Level 1: Valuation based on quoted market price: financial instruments with quoted prices for identical instruments in active markets that the Company can access at the measurement date.

Level 2: Valuation using observable inputs: financial instruments with quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in inactive markets and financial instruments valued using models where all significant inputs are observable.

Level 3: Valuation technique with significant unobservable inputs: financial instruments valued using valuation techniques where one or more significant inputs are unobservable.

46.2 Fair Value Hierarchy of assets and liabilities

The following table shows an analysis of financial instruments recorded at fair value by level of the fair value hierarchy:

March 31, 2024

Assets measured at fair value on a recurring basis	**Level-1**	**Level-2**	**Level-3**	**Total**
Derivative financial instruments				
Cross Currency Interest Rate Swaps		63.27		63.27
Total derivative financial instruments	**-**	**63.27**	**-**	**63.27**
Financial assets held for trading				
Mutual funds	-	-	-	-
Total Financial assets held for trading	**-**	**-**	**-**	**-**
Total assets measured at fair value on a recurring basis	**-**	**63.27**	**-**	**63.27**
Total financial assets measured at fair value	**-**	**63.27**	**-**	**63.27**
Liabilities measured at fair value on a recurring basis	**Level-1**	**Level-2**	**Level-3**	**Total**
Derivative financial instruments				
Currency Swaps	-	(214.78)	-	(214.78)
Total derivative financial instruments	**-**	**(214.78)**	**-**	**(214.78)**
Total financial liabilities measured at fair value on a recurring basis	**-**	**(214.78)**	**-**	**(214.78)**
Total financial liabilities measured at fair value	**-**	**(214.78)**	**-**	**(214.78)**

March 31, 2023

Assets measured at fair value on a recurring basis	**Level-1**	**Level-2**	**Level-3**	**Total**
Derivative financial instruments				
Cross Currency Interest Rate Swaps	-	402.83	-	402.83
Total derivative financial instruments	**-**	**402.83**	**-**	**402.83**
Financial assets held for trading				
Mutual funds	-	-	-	-
Total Financial assets held for trading	**-**	**-**	**-**	**-**
Total assets measured at fair value on a recurring basis	**-**	**402.83**	**-**	**402.83**
Total financial assets measured at fair value	**-**	**402.83**	**-**	**402.83**
Liabilities measured at fair value on a recurring basis	**Level-1**	**Level-2**	**Level-3**	**Total**
Derivative financial instruments				
Currency Swaps	-	(20.93)	-	(20.93)
Total derivative financial instruments	**-**	**(20.93)**	**-**	**(20.93)**
Total financial liabilities measured at fair value on a recurring basis	**-**	**(20.93)**	**-**	**(20.93)**
Total financial liabilities measured at fair value	**-**	**(20.93)**	**-**	**(20.93)**

There are no financial instruments measured at fair value on non-recurring basis.

Investments in Mutual Fund are fair valued through Profit & Loss account. Derivative Financial Instruments are fair valued through Other Comprehensive Income.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 46: Fair value measurement

46.3 Valuation techniques

Derivative contracts

Derivatives contracts include Cross Currency Swaps and Cross Currency Interest Rate Swaps. These instruments are valued by (a) observable foreign exchange rates; and (b) observable or calculated forward points (implied yield curves).

The Company classifies Derivatives contracts as Level 2 financial instruments when no unobservable inputs are used for their valuation or the unobservable inputs used are not significant to the measurement (as a whole).

Foreign exchange contracts

Foreign exchange contracts include foreign exchange forward and swap contracts and over-the-counter foreign exchange options. These instruments are valued by either observable foreign exchange rates, observable or calculated forward points and option valuation models. With the exception of contracts where a directly observable rate is available which are disclosed as Level 1, the Company classifies foreign exchange contracts as Level 2 financial instruments when no unobservable inputs are used for their valuation or the unobservable inputs used are not significant to the measurement (as a whole).

Mutual Funds

Mutual Funds include investment in liquid funds and overnight funds. These are debt-based funds .The amounts mentioned is the fair value of the portfolio basis the NAV of the underlying schemes which are published by respective AMCs on a daily basis. The cost of the portfolio as at March 31, 2024 is Rs. Nil (As at March 31, 2023 - Nil)

46.4 Fair value of financial instruments not measured at fair value

Set out below is a comparison, by class, of the carrying amounts and fair values of the Company's financial instruments that are not carried at fair value in the financial statements. This table does not include the fair values of non–financial assets

March 31, 2024	Valuation		Fair Value			
		Carrying Value	Level-1	Level-2	Level-3	Total
Financial assets:						
Cash and cash equivalents	At amortised cost	15,746.72	15,746.72		-	15,746.72
Bank balance other than above	At amortised cost	10,020.32	10,020.32	-	-	10,020.32
Trade receivables	At amortised cost	91.14	-	-	91.14	91.14
Other receivables	At amortised cost	203.76	-	-	203.76	203.76
Loans	At amortised cost	2,53,212.86	-	-	2,53,212.86	2,53,212.86
Other Financial Assets	At amortised cost	1,847.44	-	-	1,847.44	1,847.44
Total financial assets		**2,81,122.24**	**25,767.04**	**-**	**2,55,355.20**	**2,81,122.24**
Financial liabilities:						
Trade payables	At amortised cost	1,788.80	-	-	1,788.80	1,788.80
Debt securities	At amortised cost	46,290.55	-	-	46,290.55	46,290.55
Borrowings (other than debt securities)	At amortised cost	1,67,691.89	-	-	1,67,691.89	1,67,691.89
Other Financial liabilities	At amortised cost	4,154.14	-		4,154.14	4,154.14
Total financial liabilities		**2,19,925.38**	**-**	**-**	**2,19,925.38**	**2,19,925.38**
Off balance sheet items						
Other commitments	At amortised cost	1,046.26	-	-	1,046.26	1,046.26
Total off-balance sheet items		**1,046.26**	**-**	**-**	**1,046.26**	**1,046.26**

There are no transfer of assists / liabilities between Level 1, Level 2 and Level 3 during the current year as well as previous year. - to confirm this statement

March 31, 2023	Valuation		Fair Value			
		Carrying Value	Level-1	Level-2	Level-3	Total
Financial assets:						
Cash and cash equivalents	At amortised cost	17,522.75	17,522.75	-	-	17,522.75
Bank balance other than above	At amortised cost	9,698.87	9,698.87	-	-	9,698.87
Trade receivables	At amortised cost	123.59	-	-	123.59	123.59
Other receivables	At amortised cost	1,261.09			1,261.09	1,261.09
Loans	At amortised cost	1,64,606.46	-	-	1,64,606.46	1,64,606.46
Other Financial Assets	At amortised cost	878.85	-	-	878.85	878.85
Total financial assets		**1,94,091.61**	**27,221.62**	**-**	**1,66,869.99**	**1,94,091.61**
Financial liabilities:						
Trade payables	At amortised cost	1,224.49	-	-	1,224.49	1,224.49
Debt securities	At amortised cost	53,301.05	-	-	53,301.05	53,301.05
Borrowings (other than debt securities)	At amortised cost	86,714.18	-	-	86,714.18	86,714.18
Other Financial liabilities	At amortised cost	3,408.91	-	-	3,408.91	3,408.91
Total financial liabilities		**1,44,648.63**	**-**	**-**	**1,44,648.63**	**1,44,648.63**
Off balance sheet items						
Other commitments	At amortised cost	1,536.65	-	-	1,536.65	1,536.65
Total off-balance sheet items		**1,536.65**	**-**	**-**	**1,536.65**	**1,536.65**

46.5 Valuation methodologies of financial instruments not measured at fair value

The Company has determined that the carrying values of cash and cash equivalents, bank balances, trade receivables, loans, trade payables, debt securities, borrowings, other financial assets, other financial liabilities and off-balance sheet item are a reasonable approximation of their fair value and hence their carrying values are deemed to be fair values.

Note 47: Risk management

47.1 Introduction and Risk Profile

47.1.1 Risk management structure

The Board of Directors are responsible for the overall risk management approach and for approving the risk management strategies and principles. The Board has constituted the Credit and Risk Management Committee which is responsible for monitoring the overall risk process within the Company.

The Credit and Risk Management Committee has the overall responsibility for the development of the risk strategy and implementing principles, frameworks, policies and limits. This Committee is also responsible for managing portfolio risk decisions and monitoring risk levels.

The Company's Treasury is responsible for managing its assets and liabilities and the overall financial structure. It is also primarily responsible for the funding and liquidity risks of the Company.

The Company's risk management processes are audited annually by the Internal Auditors, who examine both the adequacy of the procedures and the Company's compliance with the procedures. The Internal Auditors discuss the results of all assessments with the management and reports their findings and recommendations to the Audit Committee of the Board.

47.1.2 Risk mitigation and risk culture

As part of its overall risk management, the Company can use derivatives and other instruments to manage exposures resulting from changes in interest rates and foreign currencies, equity risks and credit risks. Currently, the Company uses derivatives to manage its interest rate and foreign exchange risk arising from the USD denominated borrowings

In accordance with the Company's policy, its risk profile is assessed before entering into hedging transactions, which are authorised by the appropriate level of seniority within the Company. The effectiveness of hedges is assessed by the ALCO (based on economic considerations rather than the Ind AS hedge accounting regulations). The effectiveness of all the hedge relationships is monitored by the ALCO on a monthly basis. It is the Company's policy that in situations of ineffectiveness, it will enter into a new hedge relationship to mitigate risk on a continuous basis. Currently, the positions are fully hedged (i.e. 100% risk of interest rate and/or foreign exchange movement) in line with the Board approved policies.

47.1.3 Risk measurement and reporting systems

The Company's loan asset portfolio risk is measured using a method that reflects expected loss likely to arise in normal circumstances based on statistical models. The models make use of probabilities derived from historical experience, adjusted to reflect the economic environment, whenever required. This risk measurement is quantified by way of the Expected Credit Loss (ECL). Unexpected losses resulting from unforeseen event risks e.g., natural disasters / events / pandemic situations etc., are estimated by applying judgmental inferences to lead indicators of portfolio behavior.

The Company's policy is to measure and monitor the overall risk, in relation to the aggregate risk exposure across all risk types and activities.

Information compiled from all the departments is examined and processed to analyse, control and identify operational risks on a timely basis. This information is presented and explained to the Head of each Department, the Audit Committee of the Board. The Audit Committee of the Board & the Credit and Risk Management Committee receives a comprehensive risk report once a quarter (from the Auditors & the Risk Head respectively) which is designed to provide all the necessary information to interpret, assess and conclude on the risks of the Company.

It is the Company's policy to ensure that a robust risk awareness is embedded in its organisational risk culture. Employees are expected to take ownership and be accountable for the risks the Company is exposed to. The Company continuously trains its employees to build awareness of the Company's risk appetite and support them in their roles and responsibilities to monitor risk.

47.2 Credit Risk

Credit risk is the possbility that the Company will incur a loss because its customers or counterparties fail to discharge their contractual obligations. The Company manages and controls credit risk by setting limits on the amount of risk it is willing to accept on its Loan Portfolio, and by monitoring exposures in relation to such limits.

The Company has established a credit quality review process to provide early identification of possible changes in the creditworthiness of counterparties.

The credit quality review process aims to allow the Company to assess the potential loss as a result of the risks to which it is exposed and take corrective actions.

47.2.1 Derivative financial instruments

Credit risk arising from derivative financial instruments is, at any time, limited to those with positive fair values, as recorded on the balance sheet.

With gross–settled derivatives, the Company is also exposed to a settlement risk, being the risk that the Company honours its obligation, but the counterparty fails to deliver the counter value. The Company deals with only high rated Banking Counterparty(ies) to ensure mitigation of counterparty credit risk and settlement risk.

47.2.2 Impairment assessment

The references below show where the Company's impairment assessment and measurement approach is set out in this report. It should be read in conjunction with the Summary of significant accounting policies.

The Company's definition and assessment of default (Note 47.2.2.1).
- -How the Company defines, calculates, monitors and validates the Probability of Default (PD) and Loss Given Default (LGD) (Notes 47.2.2.2 to 47.2.2.3)
- -When the Company considers there has been a significant increase in credit risk (SICR) of an exposure (Note 47.2.2.4)
- -The details of the ECL calculations for Stage 1, Stage 2, Stage 3 and it's respective sub-stage assets

47.2.2.1 Definition of default

The Company 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.

As a part of a qualitative assessment of whether a customer is in default, the Company also considers a variety of instances that may indicate unlikeliness to pay. When such events occur, the Company carefully considers whether the event should result in treating the customer as defaulted and therefore assessed as Stage 3 for ECL calculations or whether Stage 2 is appropriate. NeoGrowth categorizes the asset as Stage 3A when it is classified as a Sub-standard asset. Such events may include (and not be limited to):
- All the facilities of a borrower from all the borrowed accounts are treated as Stage 3 when one of his facility becomes 90 days past due i.e. credit impaired.
- A covenant breach not waived by the Company
- The Company on selective basis does consider restructuring of loans after due assessment of its viability from time to time, in line with regulatory /judicial norms & dispensations
- The Company on selective basis considers the settlement cases

47.2.2.2 PD estimation process

Probability of Default (PD) is an estimate of the likelihood of default in a homogenous pool of loans, over it's performance period of following 12 month / lifetime horizon. PD estimation process is done based on historical & empirical internal data available with the company. 'Company calculates the 12-month PD by taking into account the past historical trends of the portfolio, credit performance including actual default data and Macro economic variables. In case of assets where there is 'a significant increase in credit risk (SICR) i.e when a borrower becomes 30 Days past Due and is classified as Stage 2, a higher PD is applied basis empirical data of such customers defaulting. 'For credit impaired assets (Stage 3), a PD of 100% is applied.

PD represents the empirical residual value of loans at the time of default (during the performance period), relative to the principal balance of all Non-Default accounts at the start point of the performance period. 12 month period for which performance has been empirically measured. The Company assesses and empirically measure the possible default events within 12 months or lifetime. This PD factor is applied to all Stage 1 & Stage 2 loans, to estimate the likely of Default

For credit impaired assets (i.e. Stage 3 assets), PD of 100% is applied.'In case of undrawn loan commitments (for accounts that are live & unexpired), a credit conversion factor of 75% is applied for expected drawdown.

47.2.2.3 Loss Given Default (LGD) & Exposure at Default (EAD)

Loss Given Default (LGD) is an estimate of the ultimate loss arising when a default occurs. It is based on empirical contractual realizations from credit impaired assets (i.e. Stage 3 assets). after event of default (& till the time the exposure is written off) including from the realization of any security This is computed basis seasoned defaulted loans.

Exposure at Default (EAD) is considered as 100% of Outstanding balance in respect of loan receivables.

In case of undrawn loan commitments, a credit conversion factor of 75% is applied for expected drawdown. For credit impaired assets (i.e. Stage 3 assets), an EAD is considered at 100%.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 47: Risk management

47.2.2.4 Significant increase in credit risk

The Company continuously monitors its Loan Portfolio in order to assess whether there has been an event which could cause a significantly increase in the credit risk (SICR) of the underlying asset or the customer's ability to pay and accordingly applies a higher PD rate. An asset can move in & out of SICR category based upon whether it has undergone SICR events that may include (and not be limited to):

- When one of the facilities of a borrower becomes 30 days past due
- Borrowers of a segment / industry / geography under stress

47.2.2.5 Change in Estimates

The company periodically reviews and updates the model in line with the new inputs and performance trends to reflect the reasonableness and adequacy of ECL amount recognised as at reporting date. The Company has updated the Expected Credit Loss model (ECL) during the year with respect to product classification of loan, considered completed vintage, harmonised asset classification as per RBI, discounting of credit loss and also provided additional provision on Stage 2 cases. Consequently, as a result of above changes in model and additional provision, ECL charge for the year ended March 31, 2024 is higher by ₹ 1,334 lakhs.

47.3 Liquidity risk and funding management

Liquidity risk arises from mismatches in the timing of cash flows, these mismatches originates due to difference in average maturity of assets and liabilities in the books. It is a risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities as and when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances.

Liquidity Risk is primarily monitored by a Board appointed Asset Liability Committee (ALCO) and is managed by the Company's treasury team under the guidance of ALCO.

Liquidity Risk is measured by identifying gaps in the structural and dynamic liquidity statements. Key practices employed by the company for assessment and monitoring of liquidity risk are as below:
1. Monitoring the external operating environment, regulatory framework for NBFCs, capital market instruments and bank loans, debt market conditions and liquidity, and risk appetite of investors
2. Mapping of near to medium-term outflows on liabilities and expected inflows from assets, thereby performing a gap assessment for incremental fund raising
3. Periodic reviews by ALCO relating to the liquidity position, plan of action for incremental fund raising and stress tests of the ALM position

The Company continues to closely monitor liquidity in the market and as part of its ALCO strategy maintains a liquidity buffer to reduce any liquidity risk. This liquidity buffer is maintained in the form of unencumbered investments in units of mutual funds (Liquid and/or Overnight Schemes), Fixed Deposits with high rated scheduled Commercial Banks and undrawn Bank lines.

The Company maintains a diverse mix of borrowings from various sources, including banks, developmental financial institutions, foreign portfolio investors and high rated NBFCs. The Company continued to borrow long term debt with longer contractual maturity compared to its loans and advances portfolio, in order to maintain positive cumulative gaps in its ALM. The average maturity of liabilities is higher than average maturity of assets, which has caused positive gap in the ALM. The Company also continues to explore borrowing opportunities in the market and concluded multiple borrowings transactions in form of Term loans, PTC securitization and NCDs during the year ended March 31, 2024. During the year, the Company strenthened its banking partnerships by onboarding IDFC Bank, ESAF SFB, Yes Bank, AU SFB & Suryoday as debt provider by way of Term Loan, CC & ODFD Facilities.

A strong borrowings pipeline has been built from a diverse set of domestic and overseas financing institutions. The liquidity buffer, regular collections and incremental debt raising pipeline is sufficient to support ongoing debt repayments, operating expenses and future business growth of the Company.

47.3.1. Liquidity ratios

Public Disclosure on Liquidity Risk (in accordance with RBI Circular - RBI/2019-20/88 DOR.NBFC (PD) CC. No.102/03.10.001/2019-20), as on March 31, 2024 as below:

a. Funding Concentration based on significant counterparty

Particulars	As at March 31, 2024	As at March 31, 2023
Number of significant counter parties	26	21
Amount	1,86,544.77	1,34,797.63
Percentage of funding total liabilities	83.90%	91.42%

Significant Counterparties are defined as - A single counterparty or group of connected or affiliated counterparties accounting in aggregate for more than 1% of the Company's total liabilities.

b. Top 10 borrowings (by counterparty)

Particulars	As at March 31, 2024	As at March 31, 2023
Total Borrowings	2,13,982.44	1,40,015.23
Top 10 Borrowings	1,19,806.66	1,00,659.73
Top 10 as a percentage of total liabilities	**55.99%**	**71.89%**

c. Funding Concentration by Instrument #

Name of the instrument	As at March 31, 2024	% of Total liabilities	As at March 31, 2023	% of Total liabilities
Non-Convertible Debentures (NCD)	46,275.48	20.81%	50,011.95	33.92%
Compulsory Convertible Debentures (CCD)	-	0.00%	3,274.88	2.22%
CCCPS	15.07	0.01%	14.22	0.01%
Term Loans	65,026.08	29.25%	31,020.70	21.04%
External Commercial Borrowings (ECB)	55,807.58	25.10%	48,832.79	33.12%
Cash Credit (CC)	1,179.43	0.53%	443.93	0.30%
Others	45,678.80	20.55%	6,416.76	4.35%
Total	**2,13,982.44**	**97.24%**	**1,40,015.23**	**93.96%**

Significant Counterparties are defined as - A single counterparty or group of connected or affiliated counterparties accounting in aggregate for more than 1% of the Company's total liabilities.

d. Stock Ratios

Particulars	Percentage for March 24	Percentage for March 23
Commercial Paper - as a percentage of total public funds	NA	NA
Commercial Paper - as a percentage of total liabilities	Nil	Nil
Commercial Paper - as a percentage of total assets	Nil	Nil
NCD (original maturity < 1year) - as a percentage of total public funds	NA	NA
NCD (original maturity < 1year) - as a percentage of total liabilities	Nil	Nil
NCD (original maturity < 1year) - as a percentage of total assets	Nil	Nil
Other Short Term Debt** - as a percentage of total public funds*	55.90%	42.49%
Other Short Term Debt** - as a percentage of total liabilities	53.80%	40.34%
Other Short Term Debt** - as a percentage of total assets	41.54%	29.28%

* Public funds' includes funds raised either directly or indirectly through public deposits, inter-corporate deposits, bank finance and all funds received from outside sources such as funds raised by issue of Commercial Papers, debentures etc. but excludes funds raised by issue of instruments compulsorily convertible into equity shares within a period not exceeding 5 years from the date of issue
**Other short term debt is at residual marturity.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 47: Risk management

e. Institutional set-up for liquidity risk management

The Liquidity Risk Management Policy of the Company is approved by the Board of Directors of the Company.

The Board of Directors or other sub-Committee of the Board including Audit Committee / Sub-Committee have approved the formation of the Asset Liability Committee (ALCO), comprising the Managing Director, Chief Executive Officer, Chief Financial Officer, Senior Vice President - Treasury.

47.3.2. Analysis of financial assets and liabilities by remaining contractual maturities

The table below summarises the maturity profile of the cashflow of Debt Securities and Borrowings (other than debt securities):

Particulars	As at March 31, 2024	As at March 31, 2023
Within 1 Year	1,13,108.04	53,967.70
Over 1 year to 2 Years	71,711.01	24,723.76
Over 2 years to 3 Years	26,422.92	42,655.61
Over 3 years to 5 Years	2,725.40	15,613.07
Over 5 years	15.07	3,055.10
	2,13,982.44	**1,40,015.24**

Notes:
1. The Company considers Put/Call option dates for the purpose of reporting maturity pattern of Borrowings including debt securities.

The table below summarises the maturity profile of the cashflow of Trade Payable and Other Financial Liabilities:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Trade Payable	Other Financial Liabilities	Trade Payable	Other Financial Liabilities
Within 1 Year	1,788.80	2,662.26	1,224.49	2,228.84
Over 1 years to 3 Years	-	856.74	-	990.68
Over 3 years to 5 Years	-	484.26	-	137.54
Above 5 Years	-	150.88	-	51.85
TOTAL	**1,788.80**	**4,154.14**	**1,224.49**	**3,408.91**

The table below shows the contractual expiry by maturity of the company's contingent liabilities and commitments:
Each undrawn loan commitment is included in the time band containing the earliest date it can be drawn down.
For issued financial guarantee contracts, the maximum amount of the guarantee is allocated to the earliest period in which the guarantee could be called.

Particulars	Carrying Value	On demand	Less than 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	Total
31st March 2024									
Contingent Liability	32.53	32.53	-	-	-	-	-	-	32.53
Other undrawn commitments to lend*	658.00	658.00	-	-	-	-	-	-	658.00
Capital commitments	388.26	388.26	-	-	-	-	-	-	388.26
Total contingent liabilities and commitments	**1,078.79**	**1,078.79**	**-**	**-**	**-**	**-**	**-**	**-**	**1,078.79**
31st March 2023									
Contingent Liability	31.77	31.77	-	-	-	-	-	-	31.77
Other undrawn commitments to lend*	955.91	955.91	-	-	-	-	-	-	955.91
Capital commitments	580.74	580.74	-	-	-	-	-	-	580.74
Total contingent liabilities and commitments	**1,568.42**	**1,568.42**	**-**	**-**	**-**	**-**	**-**	**-**	**1,568.42**

*The limit sanctioned to the customers are unconditionally revocable at the discretion of the Company and therefore the limit is uncommited.

47.4 Market Risk

Market risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates and equity prices. The Company classifies exposures to market risk into either trading or non–trading portfolios and manages each of those portfolios separately. Such risks the market risk for the trading portfolio is managed and monitored based on a VaR methodology that reflects the interdependency between risk variables. Non–trading positions are managed and monitored using other sensitivity analyses.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 47: Risk management

47.4.1 Total market risk exposure

Particulars	As at March 31, 2024			As at March 31, 2023			Primary Risk sensitivity
	Carrying amount	Traded risk	Non-traded risk	Carrying amount	Traded risk	Non-traded risk	
Assets							
Cash and cash equivalents	15,746.72	-	15,746.72	17,522.75	-	17,522.75	Interest Rate
Other bank balances	10,020.32		10,020.32	9,698.87	-	9,698.87	Interest Rate
Derivative financial instruments	-	-	-	381.90	-	381.90	Interest Rate / Foreign Exchange
Trade receivables	91.14	-	91.14	123.59	-	123.59	Interest Rate
Other Receivables	203.76	-	203.76	1,261.09		1,261.09	Interest Rate
Loans	2,53,212.86	-	2,53,212.86	1,64,606.46	-	1,64,606.46	Interest Rate
Other Financial Assets	1,847.44		1,847.44	878.85	-	878.85	Interest Rate
Total	**2,81,122.22**	**-**	**2,81,122.22**	**1,94,473.52**	**-**	**1,94,473.51**	
Liabilities							
Derivative financial instruments	151.51	-	151.51	-	-	-	Interest Rate / Foreign Exchange
Trade payables	1,788.80	-	1,788.80	1,224.49	-	1,224.49	Interest Rate
Debt securities	46,290.55	-	46,290.55	53,301.05	-	53,301.05	Interest Rate
Borrowings (other than debt securities)	1,67,691.89	-	1,67,691.89	86,714.18	-	86,714.18	Interest Rate / Foreign Exchange
Other financial liabilities	4,154.14	-	4,154.14	3,408.91	-	3,408.91	Interest Rate
Total	**2,20,076.88**	**-**	**2,20,076.89**	**1,44,648.61**	**-**	**1,44,648.61**	

47.4.1 Market risk non-trading
47.4.1.1 Interest rate risk

Interest rate sensitivity on fixed and floating rate assets and liabilities with differing maturity profiles is measured by using the duration gap analysis. The same is monitored by the ALCO periodically. All the Company loans and advances are on a Fixed Interest basis. The Company has floating rate borrowings primarily in two categories – (a) Domestic borrowings linked to the Lender's Base Rate/MCLR; (b) USD denominated borrowings linked to USD SOFR/LIBOR. The USD SOFR/LIBOR linked borrowings are fully hedged for the interest rate risk in accordance with the company's Foreign Exchange Risk Management Policy. Most of the borrowings in NCD and Term loans are fixed rate borrowings, hence not exposed interest rate risk.

Change in Interest Rate

Particulars	As at March 31, 2024		As at March 31, 2023	
	Impact on profit before tax	Impact on equity	Impact on profit before tax	Impact on equity
25 basis point down	(28.16)	(21.07)	108.12	80.91
50 basis point down	(56.32)	(42.15)	216.23	161.81
25 basis point up	28.16	21.07	(108.12)	(80.91)
50 basis point up	56.32	42.15	(216.23)	(161.81)

Borrowings with floating rate structure has been considered for interest rate sensitivity analysis

47.4.1.2 Currency risk

In the normal course of its business, the Company does not deal in foreign exchange significantly, except for its USD and EUR denominated External Commercial Borrowings. Any foreign exchange exposure on account of foreign exchange borrowings is hedged fully to safeguard against exchange rate risk in accordance with the company's Foreign Exchange Risk Management Policy.

Particulars	As at March 31, 2024			As at March 31, 2023	
	USD in lakhs	EUR in lakhs	Amount	USD in lakhs	Amount
External Commercial Borrowings (ECB)	620.69	35.00	53,576.59	593.06	47,623.14
Derivative Financial Instrument *	(620.69)	(35.00)	(53,576.59)	(593.06)	(47,623.14)

* represents the notional amount of the derivative financial instrument

47.4.1.3 Equity price risk

The Company does not have any exposure to equity price risk.

47.4.1.4 Operational and business risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people or systems, or from external events.

The operational risks of the company are managed through comprehensive internal control systems and procedures and key back up processes. In order to further strengthen the control framework and effectiveness, the company has established risk control self-assessment at branches to identify process lapses by way of exception reporting. This enables the management to evaluate key areas of operational risks and the process to adequately mitigate them on an ongoing basis. The company also undertakes Risk based audits on a regular basis across all business units / functions. While examining the effectiveness of control framework through self-assessment, the risk-based audit would assure effective implementation of self-certification and internal financial controls adherence, thereby, reducing enterprise exposure.

The company has put in place a robust Disaster Recovery (DR) plan, which is periodically tested. Business Continuity Plan (BCP) is further put in place to ensure seamless continuity of operations including services to customers, when confronted with adverse events such as natural disasters, technological failures, human errors, terrorism, etc. Periodic testing is carried out to address gaps in the framework, if any. DR and BCP audits are conducted on a periodical basis to provide assurance regarding the effectiveness of the company's readiness.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 48: Regulatory disclosures

48.1 Schedule to the Balance Sheet of a non-deposit taking Non-Banking Financial Company (as required in terms of paragraph 31 of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023

	Particulars	Outstanding As at March 31, 2024	Overdue As at March 31, 2024
	LIABILITIES SIDE:		
1	**Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:**		
	a. Debentures (other than falling within the meaning of public deposits)		
	- Secured	46,275.48	-
	- Unsecured	-	-
	b. Deferred Credits	-	-
	c. Term Loans	1,66,512.46	-
	d. Inter-corporate loans and borrowings	-	-
	e. Commercial Paper	-	-
	f. Public Deposits (Refer note 1 below)	-	-
	g. Other Loans - Demand loans	1,179.43	-
	ASSET SIDE:		
2	**Break-up of Loans and Advances including bills receivables [other than those included in(4) below]:**		**As at March 31, 2024**
	a. Secured		2,65,353.76
	b. Unsecured		-

3	**Break up of Leased Assets and stocks on hire and other assets counting towards AFC activities**	**As at March 31, 2024**
	i. Lease Assets including lease rentals under sundry debtors:	-
	a. Finance Lease	-
	b. Operating Lease	-
	ii. Stocks on hire including hire charges under sundry debtors:	-
	a. Assets on hire	-
	b. Repossessed Assets	-
	iii. Other Loans counting towards AFC activities:	-
	a. Loans where assets have been repossessed	-
	b. Loans other than (a) above	-

4	**Break up of Investments:**	
	Current Investments	
	1. Quoted	
	i. Shares: a. Equity	-
	b. Preference	-
	ii. Debentures and Bonds	-
	iii. Units of mutual funds	-
	iv. Government Securities	-
	v. Others	-
	2. Unquoted	
	i. Shares: a. Equity	-
	b. Preference	-
	ii. Debentures and Bonds	-
	iii. Units of mutual funds	-
	iv. Government Securities	-
	v. Others	-

Note 48: Regulatory disclosures

48.1 Schedule to the Balance Sheet of a non-deposit taking Non-Banking Financial Company (as required in terms of paragraph 31 of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023

Long Term Investments	
1. Quoted	
i. Shares - Equity	-
- Preference	-
ii. Debentures and Bonds	-
iii. Units of mutual funds	-
iv. Government Securities	-
v. Others	-
2. Unquoted	
i. Shares - Equity	-
- Preference	-
ii. Debentures and Bonds	-
iii. Units of mutual funds	-
iv. Government Securities	-
v. Others	-

5 Borrower group-wise classification of assets financed as in (2) and (3) above :
Please see Note 2 below

Category	Amount net of provision		
	Secured	**Unsecured**	**Total**
1 Related Parties**			
a. Subsidiaries	-	-	-
b. Companies in the same group	-	-	-
c. Other related parties	-	-	-
2 Other than related parties	2,65,353.76	-	-
Total	**2,65,353.76**	**-**	**-**

6 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):
Please see note 3 below

Category	Market Value/ Break up of fair value or NAV	Book Value (Net of Provisions)
1 Related Parties**		
a. Subsidiaries	-	-
b. Companies in the same group	-	-
c. Other related parties	-	-
2 Other than related parties	-	-
Total	**-**	**-**

** As per Accounting Standard of ICAI (Please see Note 3)

7 Other information

Particulars	As at March 31, 2024
i. Gross Non-Performing Assets	
a. Related Parties	-
b. Other than related parties	9,711.16
ii. Net Non-Performing Assets	
a. Related Parties	-
b. Other than related parties	4,151.74
iii. Assets acquired in satisfaction of debt	-

Notes:

1 As defined in paragraph 5.1.26 of the Directions

2 Provisioning norms shall be applicable as prescribed in Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023..

3 All notified Accounting Standards and Guidance Notes issued by ICAI 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 (fair value in the case of Ind AS) in (5) above.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 48: Regulatory disclosures
48.2 Capital

Particulars	March 31, 2024	March 31, 2023
i) CRAR (%)	28.48%	32.71%
ii) CRAR - Tier I Capital (%)	28.20%	30.06%
iii) CRAR - Tier II Capital (%)	0.28%	2.65%
iv) Amount of subordinated debt raised as Tier-II capital	-	-
v) Amount raised by issue of Perpetual Debt Instruments	-	-

48.3 Investments
The Company does not have any investments as on March 31, 2024 and March 31, 2023.

48.4 Derivatives
48.4.1 Forward Rate Agreement / Interest Rate Swap

Particulars	March 31, 2024	March 31, 2023
i) The notional principal of swap agreements	53,576.59	47,623.14
ii) Losses which would be incurred if counterparties failed to fulfil their obligations under the agreements	-	-
iii) Collateral required by the Company upon entering into swaps	2,621.15	2,908.01
iv) Concentration of credit risk arising from the swaps	-	-
v) The fair value of the swap book	(151.51)	381.90

48.4.2 Exchange Traded Interest Rate Derivatives

The Company has not entered into any Exchange Traded Interest Rate Derivatives.

48.4.3 Disclosures on Risk Exposure in Derivatives

Qualitative Disclosures
For Qualitative Disclosures please refer Note 47 and Note 3.2 for significant accounting policies related Hedge accounting.

Quantitative Disclosures

Particular	March 31, 2024		March 31, 2023	
	Currency Derivatives	Cross Currency Interest rate derivatives	Currency Derivatives	Cross Currency Interest rate derivatives
Derivatives (Notional Principal Amount)				
a) For hedging	26,113.34	27,463.25	23,353.64	24,269.50
b) For trading	-	-	-	-
Marked to Market Positions				
a) Asset (+)		63.27		402.83
b) Liability (-)*	(214.78)		(20.93)	-
Credit Exposure	-	-	-	-
Unhedged Exposures	-	-	-	-

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 48: Regulatory disclosures

48.5 Disclosures relating to Securitisation, Asset Reconstruction and Direct Assignment

i) The Company has entered into Securitisation transactions for the year ended March 31, 2024.

Particulars	March 31, 2024	March 31, 2023
No of SPVs sponsored by the NBFC for securitisation transactions	19	5
Total amount of securitised assets as per books of the SPVs sponsored by the NBFC#	45,460.03	6,390.37
Total amount of exposures retained by the NBFC to comply with MRR as on the date of balance sheet		
a) On-balance sheet exposures		
* First Loss	4,039.00	1,543.21
* Others	7,674.00	2,268.00
b) Off-balance sheet exposures		
* First Loss	-	-
* Others	-	-
Amount of exposures to securitisation transactions other than MRR		
a) On-balance sheet exposures		
Exposure to own securitizations		
* First Loss	-	-
* Others	-	-
Exposure to third party securitization		
* First Loss	-	-
* Others	-	-
b) Off-balance sheet exposures		
Exposure to own securitizations		
* First Loss	-	-
* Others	-	-
Exposure to third party securitization		
* First Loss	-	-
* Others	-	-
Sale consideration received for the securitised assets	72,348.45	17,891.74
Gain/loss on sale on account of securitisation	-	-
Form and quantum (outstanding value) of services provided by way of, liquidity support, post-securitisation asset servicing, etc. The Company has assumed the role of servicer for all outstanding securitisation transaction.Servicing fees received during the financial year is disclosed	38.25	25.75
Performance of facility provided. Please provide separately for each facility viz. Credit enhancement, liquidity support, servicing agent 60 etc. Mention percent in bracket as of total value of facility provided.	-	-
Average default rate of portfolios observed in the past. Please provide breakup separately for each asset class i.e. RMBS, Vehicle Loans etc *% of NPA to Total Advances to that asset class	2.92%	4.24%
Amount and number of additional/top up loan given on same underlying asset. Please provide breakup separately for each asset class i.e. RMBS, Vehicle Loans etc	-	-
Investor complaints (a) Directly/Indirectly received and; (b) Complaints outstanding	-	-

#The Amount denotes the Principal Outstanding with the SPV

ii) Details of financial assets sold to Securitisation/Reconstruction Company for Asset Reconstruction:

The Company has not sold any financial assets to Securitisation/Reconstruction Company for Asset Reconstruction for the year ended March 31, 2024 and March 31, 2023.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
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Note 48: Regulatory disclosures

iii) Details of assignment transactions

The Company has sold financial assets by way of Direct Assignment in the year ended March 31, 2024.

Particulars	March 31, 2024	March 31, 2023
Count of loans accounts assigned	1,888	507
Amount of loan accounts assigned	14,886	4,866
Weighted average maturity (in months)	14.70	14.40
Weighted average holding period (in months)	8.7	10.2
Retention of beneficial economic interest	10%	10%
Coverage of tangible security	100%	100%
Rating wise distribution of rated loans	Not Rated	Not Rated

iv) The Company has not sold / purchased any non-performing assets during March 31, 2024 and March 31, 2023

48.6 Exposure to real estate sector

Particulars	March 31, 2024	March 31, 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.	5,676.04	3,019.97
b) Commercial Real Estate –		
Lending secured by mortgages on commercial real estate (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.).	1,261.71	800.54
c) Investments in Mortgage-Backed Securities (MBS) and other securitized exposures -		
i. Residential	-	-
ii. Commercial Real Estate	-	-
ii) Indirect Exposure		
Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies.	-	-
Total Exposure to Real Estate Sector	**6,937.75**	**3,820.51**

48.7 Exposures

i) The Company has no exposure to capital market during the year ended March 31, 2024 and March 31, 2023.

ii) Details of Single Borrower Limit (SGL) / Group Borrower Limit (GBL) exceeded by the NBFC

The Company has not exceeded SGL & GBL limits as prescribed under NBFC Regulation during the year ended March 31, 2024 and March 2023

iii) Unsecured Advances

The Company does not have any Unsecured Advances during the year ended March 31, 2024 and March 31, 2023.

48.8 Registration obtained from other financial sector regulator

RBI registration no	B-13.02077
IRDA registration no.	CA0472
Company Identification Number (CIN)	U51504MH1993PTC251544

48.9 Disclosure of Penalties imposed by RBI and other regulator

During the year ended March 31, 2024 and the year ended March 31, 2023 no penalties have been levied by any regulator on the Company.

48.10 Related Party Transaction

Refer note no. 41 for transactions with related party.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 48: Regulatory disclosures

48.11 Ratings assigned by credit rating agencies and migration of ratings during the year

Instruments	Credit Rating Agency	March 31, 2024	March 31, 2023
Long Term Bank lines	ICRA	[ICRA] BBB + (Stable)	[ICRA] BBB (Stable)
Non-Convertible Debenture	ICRA	[ICRA] BBB + (Stable)	[ICRA] BBB (Stable)
Cash Credit	ICRA	[ICRA] BBB + (Stable)	[ICRA] BBB (Stable)
Working Capital Demand Loan	ICRA	[ICRA] BBB + (Stable)	[ICRA] BBB (Stable)
Non-Convertible Debenture	CARE	CARE BBB (Stable)	CARE BBB- (Stable)
Long Term Bank lines	CARE	-	CARE BBB- (Stable)
CP	ICRA	ICRA A2	-
Series A - Pass Through Certificates (Securitisation) - Ambit, AK Capital & Northern Arc	CARE	-	ICRA Single A (Structured Obligation)
Series A - Pass Through Certificates (Securitisation) - Ambit Finvest and DCB Bank	CARE	-	Provisional ICRA Single A- (Structured Obligation)
Series A - Pass Through Certificates (Securitisation) - Ambit Finvest and AK Capital Service Limited	CARE	-	CARE Single A (Structured Obligation)
Series A - Pass Through Certificates (Securitisation) - Vivriti Capital Limited	CARE	-	CARE Single A- (Structured Obligation)
Series A - Pass Through Certificates (Securitisation) - DCB Bank, Ambit Finvest,Nabsamruddhi, Aditya Birla Finance Limited and CLIX Capital Services Private Limited	ICRA	ICRA A (Structured Obligation)	-
Series A - Pass Through Certificates (Securitisation) - Godrej Housing Finance Limited, Godrej Finance Limited and Kotak Mahindra Investment Limited	ICRA	ICRA A+ (Structured Obligation)	-
Series A - Pass Through Certificates (Securitisation) - Vivriti Asset Management Private Limited	ICRA	ICRA A- (Structured Obligation)	-

48.12 Remuneration of Directors

Remuneration or Sitting fees paid or provided is disclosed in the Related party disclosure (Refer note no 41)

48.13 Provisions and contingencies

Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account	March 31, 2024	March 31, 2023
Provisions for depreciation on Investment	-	-
Provision towards NPA	1,805.11	(8,247.75)
Provision made towards Income tax	1,379.37	-
Other Provision and Contingencies (with details)	-	-
Provision for Standard Assets	2,886.39	(2,285.59)

48.14 Draw Down from Reserves

During the year, the Company has not drawn down any amount from Reserves.

48.15 Concentration of Advances, Exposures & NPAs

The amount below denotes Gross carrying value

48.15.1 - Concentration of Advances

	March 31, 2024
Total Advances to twenty largest borrowers	1,806.80
Percentage of Advances to twenty largest borrowers to Total Advances of the applicable NBFC	0.68%

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 48: Regulatory disclosures

48.15.2 - Concentration of Exposures

	March 31, 2024
Total Exposure to twenty largest borrowers /customers	1,806.80
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the applicable NBFC on borrowers / customers	0.68%

48.15.3 - Concentration of NPA assets

	March 31, 2024
Total Exposure to top four NPA accounts	259.31

48.16 Sector-wise NPA assets

Sectors	Percentage of NPA assets to Total Advances in that sector
Agriculture & allied activities	4.10%
MSME	3.65%
Corporate borrowers	5.93%
Services	-
Unsecured personal loans	-
Auto loans	-
Other personal loans	-

48.17 Movement of NPA assets

Particulars	March 31, 2024	March 31, 2023
NPA (net of provisions) to net advances (%)	1.60%	2.15%
Movement of NPA (Gross)		
Opening balance	7,365.40	19,898.34
Additions during the year	17,750.97	13,785.40
Reductions during the year	(15,405.21)	(26,318.34)
Closing balance	9,711.16	7,365.40
Movement of Net NPA		
Opening balance	3,611.09	7,896.28
Additions during the year	5,804.10	5,141.66
Reductions during the year	(5,263.45)	(9,426.85)
Closing balance	4,151.74	3,611.09
Movement of provisions for NPA (excluding provisions on standard assets)		
Opening balance	3,754.31	12,002.06
Provisions made during the year	11,946.87	8,643.74
Write-off / Write-back of excess provisions	(10,141.76)	(16,891.49)
Closing balance	5,559.42	3,754.31

48.18 Overseas Assets (for those with Joint Ventures and Subsidiaries abroad)

Name of the Joint Venture/ Subsidiary	Other Partner in the JV	Country	Total Assets
The company does not have any joint venture or subsidiary abroad, hence, not applicable.	NA	NA	NA

48.19 Off-balance Sheet SPVs sponsored

The company does not have any off balance sheet SPV sponsored.

48.20 Disclosure of Complaints

Customer Complaints (As certified by management and relied by Auditors)	Numbers
No. of complaints pending at the beginning of the year	-
No. of complaints received during the year	244
No. of complaints redressed during the year	244
No. of complaints pending at the end of the year	-

48.21 Intra-group exposures

The company does not have any Intra-group exposures

48.22 Unhedged foreign currency exposure

The company does not have any Unhedged foreign currency exposure

48.23 Gold Loans

The company do not lend any gold loans.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 48: Regulatory disclosures (continued)

48.24 Asset Liability Management (ALM) Maturity pattern of certain items of Assets and Liabilities

Particulars	Deposits	Advances	Investments	Borrowings	Foreign Currency assets	Foreign Currency liabilities
Over 1 day to 7 days	-	7,009.32	-	2,239.54	-	-
Over 8 days to 14 days	-	2,043.60	-	2,348.72	-	-
Over 15 days to 30 days	-	4,378.28	-	3,837.11	-	-
Over 1 month to 2 months	-	12,708.79	-	10,119.12	-	-
Over 2 months to 3 Months	-	12,571.28	-	17,051.03	-	-
Over 3 months to 6 months	-	39,110.42	-	28,817.88	-	-
Over 6 months to 1 Year	-	74,278.55	-	48,694.64	-	-
Over 1 year to 3 Years	-	98,810.46	-	98,133.93	-	-
Over 3 years to 5 Years	-	11,981.77	-	2,725.40	-	-
Over 5 Years	-	2,461.29	-	15.07	-	-
Total	**-**	**2,65,353.76**	**-**	**2,13,982.44**	**-**	**-**

Notes:

1. Borrowings include debt securities and borrowings other than debt securities (including External Commercial Borrowings).
2. The Company considers Put/Call option dates for the purpose of reporting maturity pattern of Borrowings including debt securities.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

48.25 Disclosure as per RBI notification DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020 & RBI/DNBR/2016-17/45 DNBR.PD.008/03.10.119/2016-17 dated March 03, 2022- A comparison between provisions required under IRACP and impairment allowances made under Ind AS 109 'Financial Instruments'

(₹ in Lakhs)

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	2,47,593.46	5,091.98	2,42,501.48	990.37	4,101.61
Standard	Stage 2	8,077.33	1,495.77	6,581.56	32.31	1,463.46
Subtotal		**2,55,670.79**	**6,587.75**	**2,49,083.04**	**1,022.68**	**5,565.07**
Non-Performing Assets (NPA)						
Substandard	Stage 3	9,309.18	5,311.63	3,997.55	930.92	4,380.71
Doubtful Assets	Stage 3	373.80	241.52	132.28	239.57	1.95
Subtotal		**9,682.98**	**5,553.15**	**4,129.83**	**1,170.49**	**4,382.66**
Total		**2,65,353.77**	**12,140.90**	**2,53,212.87**	**2,193.17**	**9,947.73**

Note: Gross carrying amount as per Ind AS includes the EIR adjustment of ₹ 437.83 lakhs.

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

48.26 Disclosures pursuant to RBI Notification - RBI/2O21-22/16 DOR.No.BP.BC/3/21.04.048/2020-21 dated 6 August 2020 and RBI/2021-22/31/DOR.STR.REC .11/21.04.048/2021-22 dated May 5,2021

(₹ in Lakhs)

Type of Borrower	Exposure to accounts classified as Standard consequent to implementation of resolution plan - Position as at March 31, 2023	Of (A), aggregate debt that slipped into NPA during the half-year ended September 30, 2023	Of (A) amount written off during the half-year ended September 30, 2023*	Of (A) amount paid by the borrowers during the half-year ended September 30 2023**	Exposure to accounts classified as Standard consequent to implementation of resolution plan - Position as at September 30 2023
Personal Loans	-	-	-	-	-
Corporate persons***	-	-	-	-	-
of which, MSMEs	2,919.11	190.00	26.97	1,658.00	1,044.14
Others	-	-	-	-	-
Total	**2,919.11**	**190.00**	**26.97**	**1,658.00**	**1,044.14**

*represents debt that slipped into stage 3 and was subsequently written off during the half-year ended September 30, 2023.
** represents receipts net of interest accruals
***also includes individual Business Loans (Proprietor) and Small Business Loans (Non Proprietor).

(₹ in Lakhs)

Type of Borrower	Exposure to accounts classified as Standard consequent to implementation of resolution plan - Position as at September 30, 2023	Of (A), aggregate debt that slipped into NPA during the half-year ended March 31, 2024	Of (A) amount written off during the half-year ended March 31, 2024*	Of (A) amount paid by the borrowers during the half-year ended March 31 2024**	Exposure to accounts classified as Standard consequent to implementation of resolution plan - Position as at March 31 2024
Personal Loans	-	-	-	-	-
Corporate persons***	-	-	-	-	-
of which, MSMEs	1,044.14	62.00	27.00	387.11	568.03
Others	-	-	-	-	-
Total	**1,044.14**	**62.00**	**27.00**	**387.11**	**568.03**

*represents debt that slipped into stage 3 and was subsequently written off during the half year ended March 31, 2024.
** represents receipts net of interest accruals
***also includes individual Business Loans (Proprietor) and Small Business Loans (Non Proprietor).

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in lakhs)
Note 48: Regulatory disclosures
48.28 Sectoral exposure

Sectors	As at March 31, 2024			As at March 31, 2023		
	Total Exposure (includes on balance sheet and off-balance sheet exposure) (₹ lakhs)	Gross NPAs (₹ lakhs)	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure) (₹ lakhs)	Gross NPAs (₹ lakhs)	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	**2,819.61**	**115.48**	**4%**	**1,114.08**	**51.67**	**5%**
2. Industry						
i. Micro and Small						
- Engineering and Capital Goods	6,848.18	103.95	2%	4,405.44	131.95	3%
- Others	14,686.98	429.24	3%	7,434.44	132.82	2%
ii. Medium						
- Others	2,125.12	29.78	1%	1,984.36	-	0%
iii. Large						
- Others	126.22	-	0%	209.83	-	0%
Total of Industry	**23,786.50**	**562.97**	**2%**	**14,034.07**	**264.77**	**2%**
3. Services						
i. Micro and Small						
- Contractor	9,803.02	276.34	3%	8,098.24	278.76	3%
- Others	24,236.11	502.65	2%	24,497.43	791.28	3%
ii. Medium			0%			
- Others	4,034.44	9.60	0%	3,733.97	58.32	2%
iii. Large			0%			
- Others	322.87	-	0%	252.42	-	0%
iv. Trade						
a. Micro and Small						
- Apparel & Textiles	29,212.13	1,371.40	5%	16,650.74	764.60	5%
- Automobiles	8,737.94	202.08	2%	3,973.39	100.47	3%
- Food and Beverage	26,123.90	1,380.30	5%	14,700.93	998.22	7%
- Groceries/FMCG/Supermarkets	26,096.64	1,279.24	5%	17,340.87	1,123.76	6%
- Hardware and Electrical	13,762.91	492.03	4%	7,555.25	302.04	4%
- Mobile	7,714.39	489.52	6%	5,329.20	337.78	6%
- Petrol Pump/Fuel & Lubricants	9,080.81	297.50	3%	9,429.69	435.45	5%
- Pharma/Clinic, Labs & Hospitals	15,885.61	474.61	3%	8,600.51	317.43	4%
- Others	61,608.90	2,188.91	4%	35,384.76	1,516.83	4%
b. Medium	2,540.00	27.33	1%	2,114.29	24.02	1%
c. Large	245.98	41.20	17%	165.24	-	0%
Total of Services	**2,39,405.65**	**9,032.71**	**4%**	**1,57,826.93**	**7,048.96**	**4%**
4. Personal Loans	NA	NA	NA	NA	NA	NA
5. Others, if any (please specify)	NA	NA	NA	NA	NA	NA

Note:
1. Agriculture and allied activies includes the Merchants operating in trading and services of agriculture and allied activities.
2. Off Balance Sheet exposure includes the Limit sanctioned but not disbursed for March 31, 2024 of ₹ 658.00 lakhs (March 31, 2023 - ₹ 955.91)

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 48: Regulatory disclosures (continued)

48.27 Disclosure of Restructured Accounts

For the year ended March 31, 2024

Sl. No.	Type of Restructuring		Others				
	Details Asset Classification		Standard	Sub-Standard	Doubtful	Loss	Total
1	Restructured Accounts as on April1 of the FY(opening figures)*	No. of borrowers	-	8	-	-	8
		Amount outstanding	-	127.12	-	-	127.12
		Provision thereon	-	41.54	-	-	41.54
2	Fresh restructuring during the year	No. of borrowers	24	29	-	-	53
		Amount outstanding	314.34	279.59	-	-	593.93
		Provision thereon	200.04	190.62	-	-	390.66
3	Upgradations to restructured standard category during the FY	No. of borrowers	-	-	-	-	-
		Amount outstanding	-	-	-	-	-
		Provision thereon	-	-	-	-	-
4	Restructured standard advances which cease to attract higher provisioning and / or additional risk weight at the end of the	No. of borrowers	-	-	-	-	-
		Amount outstanding	-	-	-	-	-
		Provision thereon	-	-	-	-	-
5	Downgradation of restructured accounts during the FY	No. of borrowers	(8)	8	-	-	-
		Amount outstanding	(131.16)	131.16	-	-	-
		Provision thereon	(80.94)	80.94	-	-	-
6	Write-offs of restructured accounts during the FY	No. of borrowers	(16)	(22)	-	-	(38)
		Amount outstanding	(183.18)	(216.65)	-	-	(399.83)
		Provision thereon	(119.10)	(144.56)	-	-	(263.66)
7	Adjustment for Payment and Provision	No. of borrowers	-	(15)	-	-	(15)
		Amount outstanding	-	(190.06)	-	-	(190.06)
		Provision thereon	-	(87.60)	-	-	(87.60)
8	Restructured Accounts as on March 31 of the FY (closing figures) (1+2+3+4+5+6+7)	No. of borrowers	-	8	-	-	8
		Amount outstanding	-	131.16	-	-	131.16
		Provision thereon	-	80.94	-	-	80.94

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 48: Regulatory disclosures (continued)

48.27 Disclosure of Restructured Accounts

For the year ended March 31, 2023

Sl. No.	Type of Restructuring		Others				
	Details Asset Classification		Standard	Sub-Standard	Doubtful	Loss	Total
1	Restructured Accounts as on April1 of the FY(opening figures)*	No. of borrowers	-	-	-	-	
		Amount outstanding	-	-	-	-	
		Provision thereon	-	-	-	-	
2	Fresh restructuring during the year	No. of borrowers	31	10	-	-	41
		Amount outstanding	296.57	42.94	-	-	339.51
		Provision thereon	154.44	36.47	-	-	190.91
3	Upgradations to restructured standard category during the FY	No. of borrowers	-	-	-	-	-
		Amount outstanding	-	-	-	-	-
		Provision thereon	-	-	-	-	-
4	Restructured standard advances which cease to attract higher provisioning and / or additional risk weight at the end of the	No. of borrowers	-	-	-	-	-
		Amount outstanding	-	-	-	-	-
		Provision thereon	-	-	-	-	-
5	Downgradation of restructured accounts during the FY	No. of borrowers	(8)	8	-	-	-
		Amount outstanding	(127.12)	127.12	-	-	-
		Provision thereon	(41.54)	41.54	-	-	-
6	Write-offs of restructured accounts during the FY	No. of borrowers	(23)	(7)	-	-	(30)
		Amount outstanding	(169.45)	(31.09)	-	-	(200.54)
		Provision thereon	(112.90)	(25.43)	-	-	(138.33)
7	Adjustment for Payment and Provision	No. of borrowers	-	(3)	-	-	(3)
		Amount outstanding	-	(11.85)	-	-	(11.85)
		Provision thereon	-	(11.04)	-	-	(11.04)
8	Restructured Accounts as on March 31 of the FY (closing figures) (1+2+3+4+5+6+7)	No. of borrowers	-	8	-	-	8
		Amount outstanding	-	127.12	-	-	127.12
		Provision thereon	-	41.54	-	-	41.54

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

48.29 Related Party Disclosure are disclosed in Note 41

48.30 Customer Complaints regulatory disclosure requirements

Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

Sr. No	Particulars	March 31, 2024	March 31, 2023
Complaints received by the NBFC from its customers			
1	Number of complaints pending at beginning of the year	-	-
2	Number of complaints received during the year	244	328
3	Number of complaints disposed during the year	244	328
'3.1	Of which, number of complaints rejected by the NBFC	-	-
4	Number of complaints pending at the end of the year	-	-
Maintainable complaints received by the NBFC from Office of Ombudsman			
5*	Number of maintainable complaints received by the NBFC from Office of Ombudsman	56	49
'5.1	Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman	56	49
'5.2	Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	-	-
'5.3	Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC	-	-
6*	Number of Awards unimplemented within the stipulated time (other than those appealed)	-	-

Top five 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**
For the year ended March 31, 2024					
Loans And Advances	-	148	59%	-	-
Recovery Agents/ Direct Sales Agents	-	-	-	-	-
Cibil related	-	96	357%	-	-
Others	-	-	-21400%	-	-
Total	**-**	**244**		**-**	**-**
For the year ended March 31, 2023					
Loans And Advances	-	93	3000%	-	-
Recovery Agents/ Direct Sales Agents	-	-	-100%	-	-
Cibil related	-	21	2100%	-	-
Others	-	214	-64%	-	-
Total	**-**	**328**		**-**	**-**

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024
(₹ in Lakhs)

Note 48: Regulatory disclosures

Note 49: Transferred financial assets that are not derecognised in their entirety

The following tables provide 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.

Particulars	For the year ended March 31,2024	For the year ended March 31,2023
Securitisations		
Carrying amount of the transferred assets (held as collateral)	53,476.09	8,744.69
Carrying amount of associated liabilities	45,678.80	6,416.76

Note 50: Transferred financial assets that are derecognised in their entirety

The Company has assigned loans (earlier measured at amortised cost) 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 90% of the assets transferred 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 :

Particulars	For the year ended March 31,2024	For the year ended March 31,2023
Direct Assignment		
Carrying amount of transferred assets measured at amortised cost	7,383.45	3,563.80
Carrying amount of exposures retained by the Company at amortised cost	820.38	395.98

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2024

Note 51: Breach of Covenant

The Company reports covenant breaches to its lenders on regular basis. However, the Company has obtained covenant waiver/no action letters/amendment letters in respect of these covenant breaches from lenders. No loans have been recalled by any of the lender due to covenant breaches for the year ended March 31, 2023 amd for the year ended on March 31, 2024.

Note 52: Previous year's / periods' figures have been re-classified where appropriate to current year's / period's presentation.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For ASA & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No: 009571N/N500006

K NITHYANANDA KAMATH
Digitally signed by K NITHYANANDA KAMATH
Date: 2024.05.13 19:37:42 +05'30'

K Nithyananda Kamath
Partner
Membership No. 027972

Place: Ernakulam
Date: May 13, 2024

For and on behalf of the Board of Directors

DHRUV KUMAR KHAITAN
Digitally signed by DHRUV KUMAR KHAITAN
Date: 2024.05.13 19:02:01 +05'30'

Dhruv Khaitan
Director
(DIN 00002584)
Place: Mumbai

Arun Kumar Nayyar
Digitally signed by Arun Kumar Nayyar
Date: 2024.05.13 18:47:16 +05'30'

Arun Nayyar
Managing Director & CEO
(DIN 06804277)
Place: Mumbai

DEEPAK NATH GOSWAMI
Digitally signed by DEEPAK NATH GOSWAMI
Date: 2024.05.13 18:46:40 +05'30'

Deepak Goswami
Chief Financial Officer

Tanushri Yewale
Digitally signed by Tanushri Yewale
Date: 2024.05.13 18:51:58 +05'30'

Tanushri Yewale
Company Secretary
(M.No A31273)

Place: Mumbai
Date: May 13, 2024

Independent Auditor's Report

To
The Members of
NeoGrowth Credit Private Limited

Report on the audit of the Financial Statements

Opinion

1. We have audited the accompanying Financial Statements of NeoGrowth Credit Private Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2025, and the Statement of Profit And Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year ended on that date, and notes to the Financial Statements, including a summary of material accounting policy information and other explanatory information ('the Financial Statements').

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ('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 31 March 2025, and its Profit and Other Comprehensive Income, Changes in Equity and its Cash Flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current year. These matters were addressed in the context of our audit of the 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 matter described below to be the Key Audit Matter to be communicated in our report.



Sr. No	Key Audit Matter	How the Key Audit Matter was addressed in our audit
1	**Impairment of financial assets(including provision for expected credit loss)** (as described in note 8 and 30 of the Ind AS Financial Statements)	
	Subjective estimates: 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 significant management judgements are involved and therefore increased levels of audit focus in the Company's estimation of ECLs are: • Data inputs- The computation 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- Judgements and Estimates in the models that are used to estimate ECL which involves determining Probabilities of Default ('PD'), Loss Given Default ('LGD'), and Exposures at Default ('EAD'). The underlying assumptions used in the estimates of impairment loss allowance are subject to uncertainties. Given the size of loan portfolio relative to the balance sheet and the impact of impairment allowance on the financial statements, we have considered this as a key audit matter. **Disclosures:** The disclosures (including disclosures prescribed by RBI) 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.	**Our key audit procedures included:** ➢ Reviewing board approved policies for impairment of financial Instruments and assessing compliance with the policies in terms of Ind AS 109; ➢ Testing the stage-wise bifurcation of product-wise portfolios; ➢ Reviewing the determination the PD and LGD rates; ➢ Testing of provisions and disclosures in the Ind AS Financial Statements. **Substantive verification:** ➢ Sample testing over key inputs, data and assumptions impacting ECL calculations to assess impact of ECL Provisioning. ➢ Model calculations testing through re-computation. Testing the arithmetical accuracy of the computation of ECL provision performed by the Company. ➢ Assessing whether the disclosures on key judgements, assumptions and quantitative data with respect to impairment of loans in the Ind AS Financial Statements are appropriate and sufficient.

Other Information

5. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the Financial Statements and our auditors' report thereon. The Other Information is expected to be made available to us after the date of this auditor's report.

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

7. In connection with our audit of the 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 Financial Statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

8. When we read the Other Information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

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

9. 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 Financial Statements that give a true and fair view of the State of Affairs, profit and Other Comprehensive Income, Changes in Equity and Cash Flows of the Company 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 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 of the appropriate accounting software for ensuring compliance with applicable laws and regulations including those related to retention of audit logs; selection and application of appropriate 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 Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

10. In preparing the Financial Statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

11. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the Financial Statements

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

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12.1. Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

12.2. 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) the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.

12.3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.

12.4. Conclude on the appropriateness of the Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

13. 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.

14. 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.

15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current year 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 Matter

16. The comparative financial statement of the Company for the year ended 31 March 2024 included in the Financial Statements, were audited by erstwhile statutory auditors whose reports dated 13 May 2024 expressed an unmodified opinion on those financial statements. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

17. 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.

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

18.1. 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.

18.2. In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in paragraph 19.8 below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

18.3. The balance sheet, the statement of profit and loss including Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

18.4. In our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act read with the relevant rules thereunder.

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

18.6. The modification relating to the maintenance of books of accounts and other matters connected therewith are as stated in the paragraph 18.2 above on reporting under Section 143(3)(b) and paragraph 19.8 below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

18.7. With respect to the adequacy of the internal financial controls with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.

18.8. With respect to the matter to be included in the Auditor's report under section 197(16) of the Act, in our opinion, according to the information and explanation given to us, the provisions of section 197 read with Schedule V of the Act are not applicable to the Company as it is a private limited company.

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

19.1. The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its Financial Statements – Refer Note 40 to the Financial Statements;

19.2. The Company has made provision, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 6 and Note 45 to the Financial Statements;

19.3. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

19.4. The Management has represented, to best of their knowledge and belief, that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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19.5. The Management has represented, to best of their knowledge and belief, that no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

19.6. Based on such audit procedures, that have been considered reasonable and appropriate in the circumstances, performed by us, nothing has come to our notice that has caused us to believe that the representation under para 19.4 and 19.5 contain any material misstatement.

19.7. In our opinion and according to information and explanation given to us, the Company has not declared or paid dividend during the year, accordingly compliance with section 123 of the Act by the Company is not applicable.

19.8. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except for one accounting software wherein the audit trail feature was enabled at database level to log any direct data changes with effect from 22 Feb 2025. Further, the Company has used an accounting software hosted by third-party service providers for maintaining its books of account and in the absence of service organization controls auditors' report for the financial year, we are unable to comment whether the audit trail feature of the aforesaid software at the database level was enabled and operated throughout the year. Based on our procedures performed, for the accounting software other than the aforesaid instances where the question of our commenting does not arise, we did not notice any instance of the audit trail feature being tampered with. Further, other than aforesaid instances, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For **KKC & Associates LLP**
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration Number: 105146W/W100621

Vinit K Jain
Partner
ICAI Membership No: 145911
UDIN: 25145911BMNQYW9819

kkc & associates llp Chartered Accountants

Place: Mumbai
Date: 16 May 2025

Annexure 'A' to the Independent Auditor's Report on the Financial Statements of NeoGrowth Credit Private Limited for the year ended 31 March 2025

(Referred to in paragraph 17 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment ('PPE').

The Company is maintaining proper records showing full particulars of intangible assets.

(b) The Company has a regular programme of physical verification of its PPE by which all PPE are verified annually. 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 programme, certain PPE were physically verified by the Management during the year. In our opinion, and according to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) The Company does not own immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), hence reporting under paragraph 3(i)(c) of the Order is not applicable.

(d) In our opinion and according to the information and explanations given to us, the Company has not revalued its PPE (including Right of Use assets) or intangible assets or both during the year.

(e) 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, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii. (a) The Company does not have any inventory, hence physical verification of inventory and reporting under paragraph 3(ii)(a) of the Order is not applicable.

(b) In our opinion and according to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of rupees five crore, in aggregate, from banks or financial institutions which are secured on the basis of security of current assets. The quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.

iii. (a) Since the Company's principal business is to give loans, the provisions of clause 3(iii)(a) of the Order are not applicable to it.

(b) In our opinion and according to the information and explanations given to us, the 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 are not prejudicial to the Company's interest.

(c) The Company, being a NBFC, registered under the provisions of the 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 customers 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 notes 3.20 and 8 to the Financial Statements for summarized details of such loans/advances which are not repaid by borrowers as per stipulations. According to the information and explanation made available to us, reasonable steps are taken by the Company for recovery thereof.

(d) The Company, being a 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 reports 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 notes 3.20 and 8 to the Financial Statements for summarised details of such loans/advances which are not repaid by borrowers as per stipulations. According to the information and explanation made available to us, reasonable steps are taken by the Company for recovery thereof. Having regards, to the nature of business and volume of transactions and information involved, it is impracticable to provide the list of loan assets where delinquencies in the repayment of principal and interest have been identified.

(e) Since the Company's principal business is to give loans, the provisions of paragraph 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 to Promoters/Related Parties (as defined in section 2(76) of the Act which are either repayable on demand or without specifying any terms or period of repayment.

iv. In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act and the Company has not made investments through more than two layers of investment companies in accordance with the provisions of section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year in terms of directives issued by the Reserve Bank of India or the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

vi. The Company is not required to maintain cost records under Section 148(1) of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 and hence reporting under paragraph 3(vi) of the Order is not applicable to the Company.

vii. (a) In our opinion and according to the information and explanations given to us, 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, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues generally have been regularly deposited by the Company with the appropriate authorities in all the cases during the year.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, Goods and Services Tax, duty of

customs, cess and other material statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

(b) In our opinion and according to the information and explanations given to us, we confirm that the following dues of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, have not been deposited to/with the appropriate authority on account of any dispute.

Name of the Statute	Nature of the Dues	Amount	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Goods & Service Tax, 2017	GST Interest and penalty	Rs. 31.77 lakhs	Financial Year 2017-18	Commissioner of Appeal GST, Maharashtra	Appeal file. Pending for hearing.
Goods & Service Tax, 2017	GST Interest and penalty	Rs 4.47 lakhs	Financial Year 2020-21	Sales Tax Officer, Ward 44, Zone - 3, Delhi State	Rectification application filed.

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, we confirm that we have not come across any transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) In our opinion, the Company has not defaulted in repayment of loans or other borrowings to financial institutions, banks, government and dues to debenture holders or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any other lender.

(c) In our opinion and according to the information and explanations given to us, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) & (f)The Company does not have any subsidiaries, associates, or joint ventures. Accordingly, the provisions of the clauses (ix)(e)&(f) of the Order are not applicable.

x. (a) The Company did not raise money by way of initial public offer or further public offer (including debt instruments) during the year.

(b) The Company has not made any preferential allotment / private placement of shares / fully / partly / optionally convertible debentures during the year.

xi. (a) In our opinion and according to the information and explanations given to us, 38 instances of fraud by certain employees of the Company amounting to Rs. 754.87 lakhs have been reported during the year.



(b) In our opinion and according to the information and explanations given to us, one report under sub section (12) of section 143 of the Act has been filed by the statutory auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaints received by the company during the year while determining the nature, timing and extent of audit procedures.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the 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 the internal audit reports of the Company issued till date, for the period under audit.

xv. According to the information and explanations given to us, in our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.

xvi. (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 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 in the regulations made by Reserve Bank of India and accordingly reporting under clause 3(xvi)(c) of the order is not applicable.

(d) In our opinion there are no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions 2016) and accordingly reporting under clause 3(xvi)(d) of the order is not applicable.

xvii. The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.

xviii. During the year, the erstwhile Statutory auditors of the Company have completed their term and rotated out in accordance with RBI circular dated April 27, 2021. As informed, there have been no issues, objections or concerns raised by the said outgoing auditors.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we

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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. According to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the said Act pursuant to any project and accordingly reporting under clause 3(xx) of the order is not applicable.

For **KKC & Associates LLP**
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration Number: 105146W/W100621





Vinit K Jain
Partner
ICAI Membership No: 145911
UDIN: 25145911BMNQYW9819

Place: Mumbai
Date: 16 May 2025

Annexure 'B' to the Independent Auditors' report on the Financial Statements of NeoGrowth Credit Private Limited for the year ended 31 March 2025

(Referred to in paragraph '18.7' under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to the aforesaid Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act').

Opinion

1. We have audited the internal financial controls with reference to the Financial Statements of NeoGrowth Credit Private Limited ('the Company') as at 31 March 2025 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

2. In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to the Financial Statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal controls 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 ('the Guidance Note').

Management's responsibility for Internal Financial Controls

3. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's responsibility

4. Our responsibility is to express an opinion on the Company's internal financial controls with reference to the Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing ('SA '), prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Financial Statements. Those SAs and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the Financial Statements were established and maintained and whether such controls operated effectively in all material respects.

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

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6. 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 with reference to the Financial Statements.

Meaning of Internal Financial Controls with reference to the Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference to the Financial Statements

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

For **KKC & Associates LLP**
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration Number: 105146W/W100621



Vinit K Jain
Partner
ICAI Membership No: 145911
UDIN: 25145911BMNQYW9819



Place: Mumbai
Date: 16 May 2025

NEOGROWTH CREDIT PRIVATE LIMITED
Balance Sheet as at March 31, 2025

(Rs. in Lakhs)

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
I ASSETS			
1 Financial assets			
Cash and cash equivalents	4	16,154.77	15,750.26
Bank balance other than above	5	9,772.17	10,016.78
Derivative financial instruments	6	1,190.45	-
Receivables			
- Trade receivables	7	1.35	91.14
- Other receivables		4.17	203.76
Loans	8	2,49,342.00	2,53,199.64
Other financial assets	9	1,130.99	1,837.21
		2,77,595.90	2,81,098.79
2 Non-financial assets			
Current tax assets (net)	15	978.80	25.05
Deferred tax assets (net)	34	5,519.38	4,635.53
Property, Plant and Equipment	10	230.09	84.83
Right-of-use assets	11	3,461.33	950.47
Intangible assets under development	12	442.13	331.77
Other intangible assets	13	13.47	21.57
Other non-financial assets	14	745.58	690.83
		11,390.78	**6,740.05**
Total assets		**2,88,986.68**	**2,87,838.84**
II LIABILITIES AND EQUITY			
Liabilities			
1 Financial liabilities			
Derivative financial instruments	6	-	151.51
Trade Payables			
(i) total outstanding dues of micro enterprises and small enterprises	16	220.43	45.43
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		717.92	1,743.37
Debt securities	17	56,937.10	46,290.55
Borrowings (other than debt securities)	18	1,57,306.90	1,67,604.60
Other financial liabilities	19	5,303.26	4,154.14
		2,20,485.61	**2,19,989.60**
2 Non-financial liabilities			
Provisions	20	902.89	1,584.77
Current tax liabilities (net)	20A	-	90.75
Other non-financial liabilities	21	493.12	568.59
Total liabilities		**1,396.01**	**2,244.11**
3 Equity			
Equity share capital	22	1,800.07	1,800.07
Instruments entirely Equity in nature		7,521.87	7,521.87
Other equity	23	57,783.12	56,283.19
Equity attributable to equity holders		**67,105.06**	**65,605.13**
Total liabilities and equity		**2,88,986.68**	**2,87,838.84**

Summary of material accounting policies 3

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
ICAI Firm Registration No: 105146W/W100621

Vinit K Jain
Partner
Membership No. 145911
Place: Mumbai
Date: May 16, 2025

For and on behalf of the Board of Directors

Dhruv Kumar Khaitan
Director
DIN 00002584
Place: Mumbai

Arun Kumar Nayyar
Managing Director & CEO
DIN 06804277
Place: Mumbai

Deepak Goswami
Chief Financial Officer
Place: Mumbai

Rohit Rai
Company Secretary
(ACS: 35505)
Place: Mumbai
Date: May 16, 2025

KKC & associates LLP Chartered Accountants

NeoGrowth Credit Private Limited Mumbai

NEOGROWTH CREDIT PRIVATE LIMITED
Statement for Profit and Loss for the year ended March 31, 2025

(Rs. in Lakhs)

Particulars		Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
	Revenue from operations			
(i)	Interest income	24	72,104.05	57,438.58
(ii)	Fee and commission income	25	1,617.43	1,154.30
(iii)	Income on derecognition of loan assets	26	673.11	953.51
(iv)	Net gain on fair value changes	27	506.72	376.04
(I)	**Total revenue from operations**		**74,901.31**	**59,922.43**
(II)	Other income	28	130.15	202.07
(III)	**Total income (I + II)**		**75,031.46**	**60,124.50**
	Expenses			
(i)	Finance cost	29	28,419.46	21,118.60
(ii)	Impairment on financial instruments	30	27,953.99	15,034.13
(iii)	Employee benefit expense	31	10,575.02	8,833.15
(iv)	Depreciation, amortisation and impairment	32	1,071.12	771.17
(v)	Other expenses	33	5,799.54	4,834.30
(IV)	**Total expenses**		**73,819.13**	**50,591.35**
(V)	**Profit / (loss) before tax (III- IV)**		**1,212.33**	**9,533.15**
(VI)	**Tax expense:**			
	(1) Current tax		1,526.91	1,379.37
	(2) Earlier year adjustments	34	(249.24)	0.11
	(3) Deferred tax charge / (credit)		(967.66)	1,017.12
(VII)	**Profit / (loss) for the period from continuing operations**		**902.32**	**7,136.55**
(VIII)	**Profit / (loss) for the year (V - VI)**		**902.32**	**7,136.55**
(IX)	**Other comprehensive income**			
A	**Items that will not be reclassified to profit or loss**			
	Remeasurement gain/(loss) on defined benefit plan		(67.05)	(91.29)
	Income tax impact		16.88	22.98
	Total (A)		**(50.17)**	**(68.31)**
B	**Items that will be classified to profit or loss**			
	Cash flow hedge			
	Net Gain / (loss) for the year		400.09	(762.17)
	Income tax impact		(100.69)	191.82
	Total (B)		**299.40**	**(570.35)**
	Other comprehensive income (A + B)		**249.23**	**(638.66)**
(X)	**Total comprehensive income (VIII+ IX)**		**1,151.55**	**6,497.89**
(XI)	**Earnings per equity share**			
	Basic (Rs.)	35	0.97	7.64
	Diluted (Rs.)		0.96	7.37

Summary of material accounting policies 3

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
ICAI Firm Registration No: 105146W/W100621

Vinit K Jain
Partner
Membership No. 145911
Place: Mumbai
Date: May 16, 2025

For and on behalf of the Board of Directors

Dhruv Kumar Khaitan
Director
DIN 00002584
Place: Mumbai

Arun Kumar Nayyar
Managing Director & CEO
DIN 06804277
Place: Mumbai

Deepak Goswami
Chief Financial Officer
Place: Mumbai

Rohit Rai
Company Secretary
(ACS: 35505)
Place: Mumbai
Date: May 16, 2025

KKC & associates LLP Chartered Accountants

NeoGrowth Credit Private Limited Mumbai

NEOGROWTH CREDIT PRIVATE LIMITED
Statement of changes in Equity for the year ended March 31, 2025

A. Equity Share Capital

As at March 31, 2025

(Rs. in Lakhs)

Balance as at April 1, 2024	Changes in equity share capital during the period	Balance as at March 31, 2025
1,800.07	-	1,800.07

As at March 31, 2024

(Rs. in Lakhs)

Balance as at April 1, 2023	Changes in equity share capital during the year	Balance as at March 31, 2024
1,800.07	-	1,800.07

B. Instruments entirely Equity in nature - 0.01% Compulsory Convertible Preference Shares

As at March 31, 2025

(Rs. in Lakhs)

Balance as at April 1, 2024	Changes during the period	Balance as at March 31, 2025
7,521.87	-	7,521.87

As at March 31, 2024

(Rs. in Lakhs)

Balance as at April 1, 2023	Changes during the year	Balance as at March 31, 2024
7,112.73	409.14	7,521.87

C. Other Equity

As at March 31, 2025

(Rs. in Lakhs)

Particulars	Reserves and Surplus				Other comprehensive income		Total
	Statutory reserve under section 45-IC(1) of the Reserve Bank of India Act, 1934	Share options outstanding account	Securities Premium	Retained Earnings	Cash flow hedge reserve	Actuarial gains/ (losses)	
Balance as at April 1, 2024	**1,975.07**	**1,557.57**	**66,458.30**	**(12,549.76)**	**(1,114.32)**	**(43.67)**	**56,283.19**
Dividends	-	-	-	(0.74)	-	-	(0.74)
Transfer to Statutory reserve	180.46	-	-	(180.46)	-	-	-
ESOP Cost recognised during the year	-	349.12	-	-	-	-	349.12
Profit / (loss) for the year	-	-	-	902.32	-	-	902.32
Other Comprehensive Income for the year	-	-	-	-	400.09	(67.05)	333.04
Less: Income Tax	-	-	-	-	(100.69)	16.88	(83.81)
Total transfers/appropriations during the period	**180.46**	**349.12**	**-**	**721.12**	**299.40**	**(50.17)**	**1,499.93**
Balance as at March 31, 2025	**2,155.53**	**1,906.69**	**66,458.30**	**(11,828.64)**	**(814.92)**	**(93.84)**	**57,783.12**

As at March 31, 2024

(Rs. in Lakhs)

	Reserves and Surplus				Other comprehensive income		Total
	Statutory reserve under section 45-IC(1) of the Reserve Bank of India Act, 1934	Share options outstanding account	Securities Premium	Retained Earnings	Cash flow hedge reserve	Actuarial gains/ (losses)	
Balance as at April 1, 2023	**547.76**	**1,256.76**	**63,793.30**	**(18,258.25)**	**(543.97)**	**24.64**	**46,820.24**
Dividends	-	-	-	(0.75)	-	-	(0.75)
Transfer to Statutory reserve	1,427.31			(1,427.31)			-
ESOP Cost recognised during the year	-	300.81	-	-	-	-	300.81
Premium received during the year	-	-	2,665.00	-	-	-	2,665.00
Profit / (loss) for the year	-	-	-	7,136.55	-	-	7,136.55
Other Comprehensive Income for the year	-	-	-	-	(762.17)	(91.29)	(853.46)
Less: Income Tax	-	-	-	-	191.82	22.98	214.80
Total transfers/appropriations during the period	**1,427.31**	**300.81**	**2,665.00**	**5,708.49**	**(570.35)**	**(68.31)**	**9,462.95**
Balance as at March 31, 2024	**1,975.07**	**1,557.57**	**66,458.30**	**(12,549.76)**	**(1,114.32)**	**(43.67)**	**56,283.19**

Summary of material accounting policies 3

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
ICAI Firm Registration No: 105146W/W100621

Vimit K Jain
Partner
Membership No. 145911
Place: Mumbai
Date: May 16, 2025

For and on behalf of the Board of Directors

Dhruv Kumar Khaitan
Director
DIN 00002584
Place: Mumbai

Arun Kumar Nayyar
Managing Director & CEO
DIN 06804277
Place: Mumbai

Deepak Goswami
Chief Financial Officer
Place: Mumbai

Rohit Rai
Company Secretary
(ACS: 35505)
Place: Mumbai
Date: May 16, 2025

NEOGROWTH CREDIT PRIVATE LIMITED
Cash Flow Statemnet for the year ended March 31, 2025

(₹ in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Operating activities		
Profit / (Loss) before tax	1,212.33	9,533.15
Adjustments to reconcile profit before tax to net cash flows:		
Effective Interest Rate adjustment in Borrowings	(275.14)	(299.68)
Interest Income on security deposits	(42.05)	(37.88)
Net gain on derecognition of Loan Assets	(673.11)	(953.51)
Net Gain on fair value of Investments	(506.72)	(376.03)
Profit on sale of property, plan and equipment	(2.66)	(0.72)
Interest on Lease liability	402.62	85.35
Interest on Debt Securities	6,504.36	6,348.32
Interest on Borrowings	17,742.07	12,158.63
Depreciation, amortisation and impairment	1,071.12	771.17
Share based Payements	881.78	300.81
Impairment on financial instruments	27,953.99	15,034.13
ECL charge on reversal of modification loss netted in interest income	(74.98)	36.70
Working capital changes		
(Increase) /Decrease in Loan	(23,431.26)	(1,02,565.78)
(Increase) /Decrease in Receivables	289.80	1,090.59
(Increase) /Decrease in Other Financial Assets	650.10	(1,124.74)
(Increase) /Decrease in Other Non Financial Assets	(54.75)	(76.44)
(Increase) /Decrease in Bank balance other than cash and cash equivalents	244.61	(317.91)
Increase /(Decrease) in Trade payable	(850.45)	564.31
Increase /(Decrease) in Other financial liabilities	(1,358.89)	1,478.83
Increase /(Decrease) in Provisions	(1,282.34)	(853.70)
Increase /(Decrease) in Other non-financial Liabilities	(75.47)	230.50
Interest paid on Debt Securities and Borrowings	(22,879.39)	(17,694.16)
Income tax paid / refund received (Net of refunds / payments)	(2,322.17)	(641.12)
Net cash flows used in operating activities	**3,123.40**	**(77,309.18)**
Investing activities		
Proceeds from sale of property, plant and equipment	5.25	0.75
Purchase of property, plant and equipment	(283.90)	(64.39)
Intangible assets under development	(110.36)	(229.84)
Purchase of intangible assets	(3.78)	-
Proceeds from Redemption of Units in Mutual Funds	4,38,753.72	3,35,455.22
Purchase of Units in Mutual Funds	(4,38,247.00)	(3,35,079.19)
Investments in Mutual Fund at fair value through profit and loss		
Net cash flows from investing activities	**113.93**	**82.55**
Financing activities		
Debt securities issued	46,845.86	25,420.00
Debt securities repaid	(37,102.21)	(29,016.65)
Borrowings other than debt securities taken	1,10,648.79	1,45,231.76
Borrowings other than debt securities repaid	(1,22,077.37)	(65,335.62)
Lease liability paid including transaction cost incurred	(1,147.89)	(845.35)
Net cash flows from financing activities	**(2,832.82)**	**75,454.14**
Net (decrease) / increase in cash and cash equivalents	**404.51**	**(1,772.49)**
Cash and cash equivalents at beginning	15,750.26	17,522.75
Cash and cash equivalents at the end (refer Note 4)	**16,154.77**	**15,750.26**
Operational cash flows from interest and dividends		
Interest paid	22,879.39	17,694.16
Short-term lease payments	0.85	8.08

Notes :
- The above Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 'Statement of Cash Flows'
- Components of cash and cash equivalents are disclosed in Note 4.
- For disclosures relating to changes in liabilities arising from financing activities, refer Note 39.
- CSR expense incurred in cash during the year is Rs.40.67 lakhs

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
ICAI Firm Registration No: 105146W/W100621

Vinit K Jain
Partner
Membership No. 145911
Place: Mumbai
Date: May 16, 2025

For and on behalf of the Board of Directors

Dhruv Kumar Khaitan
Director
DIN 00002584
Place: Mumbai

Arun Kumar Nayyar
Managing Director & CEO
DIN 06804277
Place: Mumbai

Deepak Goswami
Chief Financial Officer
Place: Mumbai

Rohit Rai
Company Secretary
(ACS: 35505)
Place: Mumbai
Date: May 16, 2025

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2025

Accounting Policies

Note 1: Corporate Information

NeoGrowth Credit Private Limited (the 'Company' or 'NeoGrowth') is a Private Limited Company domiciled in India and incorporated on May 17, 1993 under the provisions of Companies Act, 1956. The Company has received a Certificate of Registration from the Reserve Bank of India ('RBI') under Section 45 - IA of the Reserve Bank India Act, 1934 on September 13, 2001 to commence / carry on the business of Non-Banking Financial Institution ('NBFC') without accepting public deposits. Presently the Company is engaged in providing business loans to small and medium enterprise. The financial statements has been approved in its Board meeting held on May 16, 2025.

Note 2: Statement of compliance

The financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) issued by the Ministry of Corporate Affairs in exercise of the powers conferred by section 133 of the Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied along with compliance with other statutory promulgations which require a different treatment. Any directions issued by the RBI or other regulators are implemented as and when they become applicable.

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.

Accounting policies have been consistently applied.

Basis of preparation and presentation

a. Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

Presentation of financial statements:

The Company presents its balance sheet in order of liquidity in compliance with the Division III of the Schedule III to the Companies Act, 2013. 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 38: Maturity Profile".

b. Basis of measurement

The financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies below. 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.

c. Functional and presentation currency

The financial statements are presented in Indian Rupees which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates and all values are rounded to the nearest lakhs, except when otherwise indicated.

Note 3: Material accounting policies

3.1. Use of estimates, judgments and assumptions

The preparation of financial statements in conformity with the Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosure and the disclosure of contingent liabilities, at the end of the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revisions to accounting estimates are recognised prospectively in the period in which the estimate is revised and future periods.

Material accounting estimates and judgements are used in various line items in the financial statements
are as below:

- Impairment of financial assets [Refer note no. 3.20, 8 and 30]
- Lease [Refer note no. 3.6,11 and 19.1]

3.2. Revenue Recognition

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 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 provide 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.

Akc & associates llp Chartered Accountants
NeoGrowth Credit Private Limited Mumbai

a.) Interest and similar Income

Under Ind AS 109 interest income is recorded using the Effective Interest Rate (EIR) method for all financial instruments measured at amortised cost, debt instrument measured at FVOCI and debt instruments designated at FVTPL. 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 gross 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 loan.

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.

The Company 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 company calculates interest income by applying the effective interest rate to the net amortised cost of the financial asset and equivalent impairment provision is created. If the financial assets cures and is no longer credit-impaired, the company reverts to calculating interest income on a gross basis.

Gains arising out of de-recognition transactions comprise the difference between the interest on the loan portfolio and the applicable rate at which the transaction is entered into with the assignee, also known as the right of Excess Interest Spread (EIS). The future EIS basis the scheduled cash flows on execution of the transaction, discounted at the applicable rate is recorded upfront in the statement of profit and loss. EIS is evaluated and adjusted for ECL, expected prepayment & expected collection cost.

b.) All other charges such as cheque return charges, overdue charges etc are recognised on realization basis. For term loans, these charges are treated to accrue on realization, due to the uncertainty of their realization. For other loan assets, charges are accounted on accrual basis.

c.) Revenue from fee-based activities are recognized as and when the services are rendered. Fees earned from contract with customer is recognised point in time when performance obligation is satisfied (when the trade is executed). Fees and commissions arising from negotiating or participating in the negotiation of a transaction for a third party, such as the arrangement/participation, syndication fees, consortium fees, are recognised on completion of the underlying transaction.

d.) The Company designates certain financial assets for subsequent measurement at Fair Value Through Profit or Loss (FVTPL). The Company recognises gains on fair value change of financial assets measured at FVTPL and realised gains on derecognition of financial asset measured at FVTPL on net basis.

3.3. Property, Plant and equipment (PPE)

An item is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. PPE are initially recognised at cost. The initial cost of PPE comprises its purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), and any directly attributable cost of bringing the asset to its working condition and location for its intended use. Subsequent to initial recognition, PPE are stated at cost less accumulated depreciation and any impairment losses. When significant parts of property, plant and equipment are required to be replaced in regular intervals, the Company recognises such parts as separate component of assets. When an item of PPE is replaced, then its carrying amount is de-recognised from the balance sheet and cost of the new item of PPE is recognised. The expenditures that are incurred after the item of PPE has been put to use, such as repairs and maintenance, are normally charged to the statement of profit and loss in the period in which such costs are incurred. However, in situations where the said expenditure can be measured reliably, and is probable that future economic benefits associated with it will flow to the Company, it is included in the asset's carrying value or as a separate asset, as appropriate.

Depreciation on fixed assets is calculated using the Written Down Value (WDV) method and Straight Line Method (SLM) as per the remaining useful life of assets estimated by the management.

The estimated useful lives are, as follows:

Particulars	Useful Life of Assets	Depreciation Method
Leasehold Improvements	As per Lease period	SLM
Office Equipments	5 years	WDV
Computers		
Servers	6 years	WDV
Others	3 years	WDV
Software		
Advance Suite	7 years	SLM
PayLater Software	5 years	SLM
SUN Infor	3 years	SLM
Customer Relationship Management 2.0	4 years	SLM
Furniture & Fixtures	10 years	WDV

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

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.

Accelerated depreciation is used for assets amounting to less than Rs 5,000.

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.

Property and equipment 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 operating income in the Statement of profit and loss in the year in which the asset is derecognised.

The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

KKC & associates LLP Chartered Accountants

NeoGrowth Credit Private Limited Mumbai

3.4. Intangible assets

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 accumulated impairment loss. Intangible assets are amortized on a straight line basis over the estimated useful economic life.

Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Intangible assets under development".

3.5. Impairment of non-financial assets

An assessment is done at each Balance Sheet date to ascertain whether there is any indication that an asset may be impaired. If any such indication exists, an estimate of the recoverable amount of asset is determined. If the carrying value of relevant asset is higher than the recoverable amount, the carrying value is written down accordingly.

3.6. Leases

The determination of whether an arrangement is a lease, or contains a lease, is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets or whether the arrangement conveys a right to use the asset.

Company as a lessee

Identifying a lease

At the inception of the contract, the Company assesses whether a contract is, or contain, a lease. 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. The Company assesses whether:
i. The contract involves the use of an identified asset, this may be specified explicitly or implicitly.
ii. The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use, and
iii. The Company has right to direct the use of the asset.
This policy is applied to contracts entered into, or changed, on or after April 1, 2018
At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component based on their relative stand-alone prices.

Recognition of right of use asset

The Company recognises a right of use asset at the lease commencement date of lease and comprises of the initial lease liability amount, plus any indirect costs incurred.

Subsequent measurement of right of use asset
The right of use asset is subsequently amortized using the straight-line method from the commencement date to the earlier of the end of the useful life of the right of use asset or the end of the lease term, whichever is lesser. In addition, the right of use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurement of the lease liability.

Recognition of lease liability
The lease liability is initially measured at the present value of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate.

Subsequent measurement of lease liability

Lease liability is measured at amortised cost using the effective interest method. The lease payments are apportioned between the finance charges and reduction of the lease liability using the incremental borrowing rate implicit in the lease to achieve a constant rate of interest on the remaining balance of the liability.
It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. Whenever the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right of use asset or is recorded in profit or loss of the carrying amount of the right of use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The company has elected by class of underlying asset to not recognise right of use assets and lease liabilities for short term leases that have a lease term of 12 months and leases for which the underlying asset is of low value.
In case of short-term leases and leases for which the underlying asset is of low value, the company has elected not to apply the requirements of Ind AS 116 and the lease payments associated with those leases are recognised as an expense on a straight-line basis.

3.7. Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Gratuity
The company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund.

The fund is administered by Life Insurance Corporation of India (LIC). The gratuity liability is calculated using the Projected Unit Credit Method which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

The actual return on the plan assets above or below the discount rate is recognized as part of re-measurement of net defined liability or asset through other comprehensive income. 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, these liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Re-measurement, comprising of actuarial gains and losses and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit and loss in subsequent periods. The effect of any planned amendments are recognised in Statement of Profit and Loss.

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Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. These benefits include compensated absences such as paid annual leave and sickness leave. The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized in the Statement of Profit and Loss during the year.

Long-term employee benefits

Company's liabilities towards compensated absences to employees are accrued on the basis of valuations, as at the Balance Sheet date, carried out by an independent actuary using Projected Unit Credit Method. Actuarial gains and losses comprise experience adjustments and the effects of changes in actuarial assumptions and are recognised immediately in the Statement of Profit and Loss.

Compensated absence

Compensated absence which is a defined benefit, is accrued based on an actuarial valuation at the balance sheet date carried out by an independent actuary.

Share-based Payment Arrangements

Share-based Payment Arrangements estimating fair value for share-based payment transactions requires use of an appropriate valuation model. The Company measures the cost of equity-settled transactions with Option holders using Black-Scholes Model to determine the fair value of the options on the grant date.

Inputs into the valuation model, includes assumption such as the expected life of the share option, volatility and dividend yield.

The fair value of the options determined at grant date is accounted as employee compensation cost over the vesting period on a straight line basis over the period of option, based on the number of grants expected to vest, with corresponding increase in equity.

3.8. Foreign currency translation

Functional and presentational currency - The financial statements are presented in INR which is also functional currency of the company.

Transactions and balances - Transactions in foreign currencies are initially recorded in the functional currency at the spot rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the functional currency at the spot rate of exchange at the reporting date. All differences arising on non-trading activities are taken to other income/expense in the statement of profit and loss.
Non-monetary items that are measured at historical cost in a foreign currency are translated using the spot exchange rates as at the date of recognition.

3.9. Borrowing cost

Borrowing cost includes interest, amortization of ancillary costs based on Effective Interest Rate method (EIR), incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

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

3.10. Taxes

Income tax expense comprises of current and deferred tax. Current / Deferred tax is recognized in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognized directly in equity or in other comprehensive income in which case the related income tax is also recognised accordingly. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority. The Company only off-sets its deferred tax assets against liabilities when there is both a legal right to offset and it is the Company's intention to settle on a net basis.

i) Current Taxes

Current tax is the amount of income taxes payable/ receivable in respect of taxable profit/ loss for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible in accordance with applicable tax laws. Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from, or paid to, the taxation authorities. Interest income / expenses and penalties, if any, related to income tax are included in current tax expense. The tax rates and tax laws used to compute the amount are those that are enacted, or substantively enacted, by the end of reporting date in India where the Company operates and generates taxable income.

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

ii) Deferred Taxes

Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it becomes probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside 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 directly in equity.

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

Current and deferred taxes are recognised as income tax benefits or expenses in the Statement of profit and loss except for tax related to the fair value re-measurement of financial assets classified through other comprehensive income, foreign exchange differences and the net movement on cash flow hedges, which are charged or credited to Other Comprehensive Income (OCI). These exceptions are subsequently reclassified from OCI to the statement of profit and loss together with the respective deferred loss or gain. The Company also recognises the tax consequences of payments and issuing costs, related to financial instruments that are classified as equity, directly in equity.

3.11. Earnings per share

Basic earnings per share (EPS) is calculated by dividing the net profit for the year attributable to equity holders of the company by the weighted average number of ordinary shares outstanding during the year.

As per Ind AS 33, Para 23 " Ordinary shares that will be issued upon the conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per share from the date the contract is entered into. Consequently CCPS has been included in the computation of Basic EPS.

Diluted EPS is calculated by dividing the net profit attributable to equity holders of company (after adjusting for interest on the convertible preference shares, in each case, net of tax) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

3.12. Share based payment

Equity-settled share based payments to employees and others providing similar services are measured at the fair value of equity instruments at the grant date. Details regarding determination of the fair value of equity settled share based payments transactions are set out in Note 36.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight line basis over the vesting period, based on the company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of original estimates, if any, is recognised in Statement of Profit and Loss such that the cumulative expenses reflects the revised estimate, with a corresponding adjustment to the Share Based payments reserve.
On cancellation or lapse of option granted to employees, the compensation cost charged to statement of profit & loss is credited with corresponding decrease in equity.

On modification of terms of the ESOP scheme, the Company shall include the incremental fair value granted in the measurement of the amount recognised for services received as consideration for the equity instruments granted. The incremental fair value granted is the difference between the fair value of the modified equity instrument and that of the original equity instrument, both estimated as at the date of the modification. If the modification occurs during the vesting period, the incremental fair value granted is included in the measurement of the amount recognised for services received over the period from the modification date until the date when the modified equity instruments vest, in addition to the amount based on the grant date fair value of the original equity instruments, which is recognised over the remainder of the original vesting period. If the modification occurs after vesting date, the incremental fair value granted is recognised immediately, or over the vesting period if the employee is required to complete an additional period of service before becoming unconditionally entitled to those modified equity instruments.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

3.13. Provisions and other Contingent liabilities

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 increase in the provision due to un-winding of discount over passage of time is recognised within finance costs. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement in other operating expenses.
Where it is more likely that no present obligation exists at the end of the reporting period, the entity discloses a contingent liability, unless the possibility of an outflow of resources embodying economic benefits is remote.

3.14. Dividend on Ordinary Shares

Company recognises dividends on ordinary shares and related dividend tax as a liability and deducted from equity when they are approved by the Company's shareholders.

Proposed dividends on equity shares which are subject to approval at the annual general meeting are not recognised as a liability (including tax thereon) and is disclosed as an event after the reporting date.

3.15. Cash and cash equivalents

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

3.16. Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past / future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

3.17. Expenditure on Corporate Social Responsibility (CSR)

The Company accounts the expenditure incurred towards Corporate Social Responsibility as required under the Companies Act 2013 as a charge to the statement of profit and loss, if applicable.

3.18. Determination of Fair Value

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above at each balance sheet date.

Fair value is the price at the measurement date, at which an asset can be sold or paid to transfer a liability, in an orderly transaction between market participants at the measurement date.

The Company's accounting policies require measurement of certain financial / non-financial assets and liabilities at fair values (either on a recurring or non-recurring basis). Also, the fair values of financial instruments measured at amortised cost are required to be disclosed in the said financial statements.

The Company is required to classify the fair valuation method of the financial / non-financial assets and liabilities, either measured or disclosed at fair value in the financial statements, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurement).

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy described as follows:

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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. In addition, adjustments may be required for the condition or location of the asset or the extent to which it relates to items that are comparable to the valued instrument. However, if such adjustments are based on unobservable inputs which are significant to the entire measurement, the Company will classify the instruments as Level 3.

Level 3 financial instruments – Those that includes one or more unobservable input where there is little market activity for the asset/liability at the measurement date that is significant to the measurement as a whole.

3.19. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Entity becomes a party to the contractual provisions of the instruments.

Financial Assets

Initial Recognition - All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the asset.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in four categories:

Debt instruments at amortised cost

Debt instruments at fair value through other comprehensive income (FVTOCI).

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

Equity instruments measured at fair value through other comprehensive income FVTOCI.

Financial assets measured at amortised cost

A 'debt instrument' is measured at amortised cost if both the following conditions are met:

a) The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows.

b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement at fair value plus directly attributable costs, these financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.
The measurement of credit impairment is based on the three-stage expected credit loss model described below.

Business model: The business model reflects how the company manages the assets in order to generate cash flows. That is, whether the company's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable (e.g. financial assets are held for trading purposes), then the financial assets are classified as part of 'other' business model and measured at FVTPL.

SPPI: Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Company assesses whether the financial instruments' cash flows represent solely payments of principal and interest (the 'SPPI test'). In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at fair value through profit or loss. The amortised cost, as mentioned above, is computed using the effective interest rate method.

Effective interest method - The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount on initial recognition. Transaction cost and income which is directly attributable to financial assets are amortised over the tenor of the loan. The amortised cost of the financial asset is adjusted if the company revises its estimates of payments or receipts. The adjusted amortised cost is calculated based on the original or latest re-estimated EIR and the change is recorded as 'Interest and similar income' for financial assets. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

Financial Instrument measured at fair value through profit or loss

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVOCI criteria may be designated as at FVTPL upon initial recognition, if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Company's investment are classified as FVTPL, if it is acquired or incurred principally for the purpose of selling or repurchasing in the near term, or forms part of a portfolio of financial instruments that are managed together and for which there is evidence of short-term profit taking, or it is a derivative not in a qualifying hedge relationship. Trading derivatives and trading securities are classified as held for trading and recognised at fair value.

Financial instruments held at fair value through profit or loss, are initially recognised at fair value, with transaction costs recognised in the income statement as incurred. Subsequently, they are measured at fair value and any gains or losses are recognised in the income statement as they arise. Where a financial asset is measured at fair value, a credit valuation adjustment is included to reflect the credit worthiness of the counterparty, representing the movement in fair value attributable to changes in credit risk.





Equity instruments

Equity instruments are instruments that meet the definition of equity from the issuer's perspective; that is, instruments that do not contain a contractual obligation to pay and that evidence a residual interest in the issuer's net assets. Examples of equity instruments include basic ordinary shares.

Financial liabilities

Initial Measurement

Financial liabilities are classified and measured at amortized cost. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent Measurement

Modification of loans

The company sometimes renegotiates or otherwise modifies the contractual cash flows of loans to customers. When this happens, the company assesses whether or not the new terms are substantially different to the original terms.

If the terms are substantially different, the company derecognises the original financial asset and recognises a 'new' asset at fair value and recalculates a new effective interest rate for the asset. The date of renegotiation is consequently considered to be the date of initial recognition for impairment calculation purposes, including for the purpose of determining whether a significant increase in credit risk has occurred. However, the company also assesses whether the new financial asset recognised is deemed to be credit-impaired at initial recognition, especially in circumstances where the renegotiation was driven by the debtor being unable to make the originally agreed payments. Differences in the carrying amount are also recognised in profit or loss as a gain or loss on derecognition. The newly recognised loans are classified as Stage 1 for ECL measurement purposes, unless the new loan is deemed to be Purchased or originated credit impaired financial assets (POCI).

If the terms are not substantially different, the renegotiation or modification does not result in de recognition, and the company recalculates the gross carrying amount based on the revised cash flows of the financial asset and recognises a modification gain or loss in profit or loss to the extent that an impairment loss has not already been recorded. The new gross carrying amount is recalculated by discounting the modified cash flows at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets).

Derivative financial instruments

Derivative financial instruments are contracts whose value is derived from one or more underlying price, index or other variable, and typically comprise of instruments such as swaps, forward rate agreements, futures and options. All derivatives are recognised in the balance sheet at fair value and are classified as trading except where they are designated as a part of an effective hedge relationship and classified as hedging derivatives. The carrying value of a derivative is re measured at fair value throughout the life of the contract. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Impairment of financial assets

The company applies the expected credit loss (ECL) model for recognising impairment loss as against hitherto IRAC norms of RBI.

ECL is the difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the company expects to receive (i.e., all cash shortfalls), discounted at the original effective interest rate.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months from the reporting date.

The company assesses at each reporting date whether a financial asset such as investments, loans and advances, non-fund based limits not designated as FVTPL and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Lifetime Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

The company applies a three-stage approach to measuring expected credit losses (ECLs) for the following categories of financial assets that are not measured at fair value through profit or loss:

- debt instruments measured at amortised cost and fair value through other comprehensive income;
- loan commitments; and
- Financial guarantee contracts.

No ECL is recognised on equity investments.

Definition of default-

The Company considers a financial instrument defaulted and therefore classifies it as Stage 3 (credit-impaired) for ECL calculations in all cases when the borrower becomes 90 days past due on its contractual payments and classified as NPAs as per IRAC norms of RBI.

As a part of a qualitative assessment of whether a customer is in default, the Company also considers a variety of instances that may indicate unlikeliness to pay. When such events occur, the Company carefully considers whether the event should result in treating the customer as defaulted and therefore assessed as Stage 3 for ECL calculations or whether Stage 2 is appropriate. Such events may include (and not be limited to):

- All the facilities of a borrower from all the borrowed accounts are treated as Stage 3 when one of his facility becomes 90 days past due i.e. credit impaired.

- A covenant breach not waived by the Company

- The Company on selective Basis does consider restructuring of loans after due assessment of its viability from time to time, in line with regulatory /judicial norms & dispensations

PD estimation process

Probability of Default (PD) is an estimate of the likelihood of default in a homogenous pool of loans, over it's performance period of following 12 month / lifetime horizon. PD estimation process is done based on historical & empirical internal data available with the company. 'Company calculates the 12-month PD by taking into account the past historical trends of the portfolio, credit performance including actual default data and Macro economic variables. In case of assets where there is 'a significant increase in credit risk (SICR) i.e when a borrower becomes 30 Days past Due and is classified as Stage 2, a higher PD is applied basis empirical data of such customers defaulting. 'For credit impaired assets (Stage 3), a PD of 100% is applied.

Exposure at Default (EAD)

Exposure at Default (EAD) factor is used to derive the exposure at default. It considers factorings any repayments or recoveries prior to default. The calculated EAD factor is then applied to current outstanding to determine the exposure at default.

Loss Given Default (LGD)

Loss Given Default (LGD) is an estimate of the ultimate loss arising , when a default occurs. It is based on empirical contractual realisations from credit impaired assets (i.e. Stage 3 assets) after event of default (& till the time the exposure is written off) including from the realization of any security.

Financial assets are classified through the following three stages based on the change in credit risk since initial recognition:





Stage 1: 12-months ECL
All exposures where there has not been a significant increase in credit risk since initial recognition or that has low credit risk at the reporting date and that are not credit impaired upon origination are classified under this stage. The company has assessed that all standard advances and advances upto 30 days default (SMA 0) would fall under this category.
For these assets, 12-month ECL are recognized and interest revenue is calculated on the gross carrying amount of the asset (that is, without deduction for credit allowance).

Stage 2: Lifetime ECL – not credit impaired
Financial instruments that have had a significant increase in credit risk since initial recognition are classified under this stage. 30 Days Past Due is considered as significant increase in credit risk and classified under this category. For these assets, lifetime ECL are recognized, but interest revenue is still calculated on the gross carrying amount of the asset.

Stage 3: Lifetime ECL – credit impaired
All exposures assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred are classified in this stage. For exposures that have become credit impaired, a lifetime ECL is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount.

Credit-impaired financial assets:

At each reporting date, the company assesses whether financial assets carried at amortised cost and debt financial assets carried at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.
Evidence that a financial asset is credit-impaired includes the following observable data:
a) Significant financial difficulty of the borrower or issuer;
b) A breach of contract such as a default or past due event;
c) The restructuring of a loan or advance by the company on terms that the company would not consider otherwise;
d) It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
e) The disappearance of an active market for a security because of financial difficulties.

Measurement of ECLs
The measurement of ECL reflects:
a) An unbiased and probability weighted amount that is determined by evaluating a range of possible outcomes
b) The time value of money
c) Reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

ECLs are derived from unbiased and probability-weighted estimates of expected loss, and are measured as follows:
- Financial assets that are not credit-impaired at the reporting date: as the present value of all cash shortfalls over the expected life of the financial asset discounted by the effective interest rate. The cash shortfall is the difference between the cash flows due to the company in accordance with the contract and the cash flows that the company expects to receive.
- Financial assets that are credit-impaired at the reporting date: as the difference between the gross carrying amount and the present value of estimated future cash flows discounted by the effective interest rate.
- Undrawn loan commitments: as the present value of the difference between the contractual cash flows that are due to the company if the commitment is drawn down and the cash flows that the company expects to receive.

ECLs are recognised using a provision for doubtful debts account in profit and loss. In the case of debt instruments measured at fair value through other comprehensive income, the measurement of ECLs is based on the three-stage approach as applied to financial assets at amortised cost. The company recognises the provision charge in profit and loss, with the corresponding amount recognised in other comprehensive income, with no reduction in the carrying amount of the asset in the balance sheet.

Write-off
Loans and debt securities are written off (either partially or in full) when there is no realistic prospect of recovery. 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 to enforcement activities in order to comply with the company's procedures for recovery of amounts due.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for ECL are presented in the statement of financial position as follows:
a) Financial assets measured at amortised cost: as a deduction from the gross carrying amount of the assets;
b) Financial guarantee contracts as a provision;
c) Where a financial instrument includes both a drawn and an undrawn component, and the company cannot identify the ECL on the loan commitment component separately from those on the drawn component: the company presents a combined loss allowance for both components. The combined amount is presented as a deduction from the gross carrying amount of the drawn component. Any excess of the loss allowance over the gross amount of the drawn component is presented as a provision; and
d) Debt instruments measured at FVOCI: no loss allowance is recognised in the statement of financial position because the carrying amount of these assets is their fair value. However, the loss allowance is disclosed and is recognised in the fair value reserve.

Derecognition of financial assets and financial liabilities

Financial assets
The Company derecognizes a financial asset when the contractual cash flows from the asset expire or it transfers its rights to receive contractual cash flows from the financial asset in a transaction in which substantially all the risks and rewards of ownership are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.
On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the statement of profit and loss.

Financial liabilities
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 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 profit or loss.

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Offsetting

Financial assets and financial liabilities are generally reported gross in the balance sheet. Financial assets and liabilities are offset and the net amount is presented in the balance sheet when the Company has a legal right to offset the amounts and intends to settle on a net basis or to realise the asset and settle the liability simultaneously in all of the following circumstances:

- The normal course of business
- The event of default
- The event of insolvency or bankruptcy of the Company and/or its counterparties

Derivative assets and liabilities with master netting arrangements (e.g. ISDAs) are only presented net when they satisfy the eligibility of netting for all of the above criteria and not just in the event of default.

Hedge Accounting

The company makes use of derivative instruments to manage exposures to interest rate and foreign currency. In order to manage particular risks, the company applies hedge accounting for transactions that meet specified criteria.

At the inception of a hedge relationship, the company formally designates and documents the hedge relationship to which the company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the company's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

Cash flow hedges

A cash flow hedge is a hedge of the exposure to variability in cash flows that is attributable to a particular risk associated with a recognised asset or liability (such as all or some future interest payments on variable rate debt) or a highly probable forecast transaction and could affect profit or loss.

For designated and qualifying cash flow hedges, the effective portion of the cumulative gain or loss on the hedging instrument is initially recognised directly in OCI within equity (cash flow hedge reserve). The ineffective portion of the gain or loss on the hedging instrument is recognised immediately in net gain/loss on fair value changes in the profit and loss statement.

When the hedged cash flow affects the statement of profit and loss, the effective portion of the gain or loss on the hedging instrument is recorded in the corresponding income or expense line of the statement of profit and loss. When the forecast transaction subsequently results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously recognised in OCI are reversed and included in the initial cost of the asset or liability.

When a hedging instrument expires, is sold, terminated, exercised, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss that has been recognised in OCI at that time remains in OCI and is recognised when the hedged forecast transaction is ultimately recognised in the statement of profit and loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in OCI is immediately transferred to the statement of profit and loss.

Financial guarantee

Financial guarantee are contracts that require the Company to make specified payments to reimburse the holder for loss that it incur because a specified debtor fails to make payment when it is due in accordance with the terms of a debt instrument.
Financial Gurantee contract is initially recognised at Fair Value. Subsequently, this guarantee is to be measured at the higher of an amount determined based on the expected loss method (as per guidance in Ind AS 109) or the amount originally recognised less, the cumulative amount recognised as income on a straight-line basis.

Recent Accounting Pronouncements

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 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.





NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2025
(Rs. in Lakhs)

Note 4: Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Cash on hand	0.97	0.87
Balances with bank	9,314.45	7,245.82
Bank deposit with original maturity of less than 3 months	6,839.35	8,503.57
TOTAL	**16,154.77**	**15,750.26**

Balances with banks earn interest at agreed fixed rates. Short term deposits are made for varying periods between one day to three months, depending on the immediate cash requirements of the Company and earn interest at the respective short-term deposit rates. The Company has not taken bank overdraft against these Bank deposits, therefore the cash and cash equivalent for cash flow statement is same as cash and cash equivalent given above.

Note 5: Bank balance other than cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Deposits with original maturity for more than 3 months	2,209.33	1,168.24
Balances with banks to the extent held as margin money or security against the borrowings, guarantees, other commitments (under lien)*	7,562.84	8,848.54
TOTAL	**9,772.17**	**10,016.78**

*Of the above,

(i) Fixed Deposits amounting to Rs 1,071.06 lakhs (March 31, 2024 - Rs 1,597.83 lakhs) have been lien marked against Cash Credit and overdraft facility,

(ii) Rs 3,728.60 lakhs (March 31, 2024 - Rs 4,039 lakhs) have been lien marked against Pass Through Certificates (PTC),

(iii) Rs 2,454.00 lakhs (March 31, 2024 - Rs 2,621.14 lakhs) have been lien marked against External Commercial Borrowings (ECB) and

(iv) Rs 120.34 lakhs (March 31, 2024 - Rs 440.92 lakhs) have been lien marked against Business Correspondence arrangement.

Fixed deposit earns interest at agreed fixed rates.

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NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2025
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Note 6: Derivative financial instruments

The Company enters into derivatives for risk management purposes. Derivatives held for risk management purposes include hedges that meet the hedge accounting requirements. The Company has adopted hedge accounting principles as per Ind AS 109.
The table below shows the fair value of derivative financial instruments recorded as assets or liabilities together with their notional amounts and the fair values of embedded derivatives.
The notional amounts indicate the value of transactions outstanding at the year end and are not indicative of either the market risk or credit risk.

Particulars	As at March 31, 2025				As at March 31, 2024			
	Notional amounts	Fair value assets	Notional amounts	Fair value liabilities	Notional amounts	Fair value assets	Notional amounts	Fair value liabilities
Part I								
(i) Currency derivatives - Currency swaps	29,837.18	711.49	-		27,463.25	-	-	(214.78)
(ii) Other derivatives - Cross Currency Interest Rate Swaps	24,414.44	478.96	-	-	26,113.34	63.27	-	-
Total derivative financial instruments (i+ii)	**54,251.62**	**1,190.45**	-	-	**53,576.59**	**63.27**	-	(214.78)
Part II								
Included in above (Part I) are derivatives held for hedging and risk management purposes as follows:								
Cash flow hedging	54,251.62	1,190.45	-	-	53,576.59	63.27	-	(214.78)
Total Derivative Financial Instruments	**54,251.62**	**1,190.45**	-	-	**53,576.59**	**63.27**	-	(214.78)

6.1: Hedging activities and derivatives
The Company is exposed to certain risks relating to its ongoing business operations. The primary risks managed using derivative instruments are foreign currency risk and interest rate risk. The Company's risk management strategy and how it is applied to manage risk are explained in Note 48.
6.1.1 Derivatives designated as hedging instruments
6.1.1.1 Cash flow hedges
The Company is exposed to foreign currency risk arising from its foreign currency borrowing, as well as interest rate risk on floating rate foreign currency borrowings - both aggregating to a notional amount of USD 62.4 million and EUR 3.5 million as on March 31, 2025 (as on March 31, 2024 USD 62.07 million and EUR 3.5 million.)

The Company has economically hedged
(i) the foreign currency risk arising from the fixed rate non-INR borrowing using the cross currency swap, and
(ii) the foreign currency risk and interest rate risk arising from the floating rate non-INR borrowing using the cross currency interest rate swap

The swap contracts above effectively convert the cash outflows of the foreign currency borrowing to fixed rate cash outflows in INR.
There is an economic relationship between the hedged item and the hedging instrument as the terms of the all the swap contracts matches that of the foreign currency borrowing (notional amount, interest payment dates, principal repayment date etc.).
The Company has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the derivative are identical to the hedged risk components.
To test the hedge effectiveness, the Company uses the hypothetical derivative method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks.

The hedge ineffectiveness can arise mainly if there is a change in the credit risk of the Company or the counterparty.

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Notes to financial statements for the year ended March 31, 2025
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Note 6: Derivative financial instruments

The Company has recorded notional Cash flow hedge profit of Rs. 400.09 lakhs for the year ended March 31, 2025 (cash flow hedge loss of Rs. 762.17 lakhs for the year ended March 31, 2024) which is routed through Other Comprehensive Income. The Company has entered into effective hedge and hence such notional profit/loss would be nullified at the time of actual cash settlement. Hence Increase in equity to the extent of Rs. 299.4 lakhs (net of tax) (decrease in equity to the extent of Rs. 570.35 lakhs (net of tax) for the year ended March 31, 2024) is notional in nature.

The impact of the hedging instruments on the balance sheet is as follows:

Particulars	As at March 31, 2025			As at March 31, 2024		
	Notional amount	Carrying amount	Line item in the balance sheet	Notional amount	Carrying amount	Line item in the balance sheet
Cross Currency Interest Rate Swaps	24,414.44	478.96	Derivative financial instruments	26,113.34	63.27	Derivative financial instruments
Currency Swaps	29,837.18	711.49	Derivative financial instruments	27,463.25	(214.78)	Derivative financial instruments

The effect of cash flow hedge in the statement of profit or loss and other comprehensive income is as follows:

Particulars	Total hedging gain / (loss) recognised in OCI for the year ended March 31, 2025	Total hedging gain / (loss) recognised in OCI for the year ended March 31, 2024	Cash flow hedge reserve as at March 31, 2025	Cash flow hedge reserve as at March 31, 2024
External Commercial Borrowings	400.09	(762.17)	(814.92)	(1,114.32)





NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2025
(Rs. in Lakhs)

Note 7: Receivables

Particulars	As at March 31, 2025	As at March 31, 2024
Receivables		
Trade Receivables (Unsecured considered good)	1.35	91.14
Other Receivables (Unsecured considered good)	4.17	204.18
Less: Impairment Loss Allowance	-	(0.42)
	4.17	**203.76**
TOTAL	**5.52**	**294.90**

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, adirector or a member.

Trade Receivables ageing

Particulars		Outstanding for following periods from due date of payment						
		Unbilled & Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	As at March 31, 2025	-	1.35	-	-	-	-	**1.35**
	As at March 31, 2024	-	91.14	-	-	-	-	**91.14**

Other Receivables ageing

Particulars		Outstanding for following periods from due date of payment						
		Unbilled & Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Other receivables – considered good	As at March 31, 2025	4.17		-	-	-	-	**4.17**
	As at March 31, 2024	204.18	-	-	-	-	-	**204.18**

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NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2025
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Note 8: Loans (at amortised cost)

Particulars	As at March 31, 2025	As at March 31, 2024
Term loans	2,63,903.74	2,63,009.45
Others (Limit Loans)	643.98	2,344.31
Total - Gross	**2,64,547.72**	**2,65,353.76**
Less: Impairment loss allowance	(15,205.72)	(12,154.12)
TOTAL	**2,49,342.00**	**2,53,199.64**

Note 8.1: Nature of Loans		
(A) Term loans	2,63,903.74	2,63,009.45
Less: Impairment loss allowance	(15,116.87)	(11,966.63)
Total - Net	**2,48,786.87**	**2,51,042.82**
(B) Others (Limit Loans)	643.98	2,344.31
Less: Impairment loss allowance	(88.85)	(187.49)
Total - Net	**555.13**	**2,156.82**
Note 8.2: Nature of Security		
(A) Secured		
Total - Gross	2,25,550.69	2,65,353.76
Less: Impairment loss allowance	(14,630.44)	(12,154.12)
Total - Net	**2,10,920.25**	**2,53,199.64**
(B) Unsecured		
Total - Gross	38,997.03	-
Less: Impairment loss allowance	(575.28)	-
Total - Net	**38,421.75**	-
Net Loans	**2,49,342.00**	**2,53,199.64**

* All the loans are disbursed in India and there are no loans issued to the public sector

Summary of loans by stage distribution

Details of Company's Risk Management process and policies are set out in Note 48 - Risk Management.

Particulars	As at March 31, 2025				As at March 31, 2024			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount	2,37,000.16	9,833.84	17,713.72	2,64,547.72	2,47,593.45	8,077.33	9,682.98	2,65,353.76
Less: Impairment loss allowance	(3,796.21)	(1,082.80)	(10,326.71)	(15,205.72)	(5,105.20)	(1,495.77)	(5,553.15)	(12,154.12)
Net carrying amount	**2,33,203.95**	**8,751.04**	**7,387.01**	**2,49,342.00**	**2,42,488.25**	**6,581.56**	**4,129.83**	**2,53,199.64**

Gross Carrying amount and Impairment loss allowance excludes amounts written off which are still subject to enforcement activity

Note 8: Loans (at amortised cost)
(Rs. in Lakhs)

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to business loan is, as follows:

Particulars	For the year ended March 31, 2025				For the year ended March 31, 2024			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount opening balance	2,47,971.23	8,109.20	9,711.16	2,65,791.59	1,60,957.19	5,591.55	5,611.55	1,72,160.29
New assets originated or purchased #	3,22,188.72	2,750.50	2,690.67	3,27,629.89	3,48,298.45	1,726.73	403.50	3,50,428.68
Assets derecognised or repaid (excluding write offs) *	(2,86,326.06)	(4,497.08)	(10,493.27)	(3,01,316.41)	(2,35,437.74)	(4,765.52)	(4,559.02)	(2,44,762.28)
Transfers to/from Stage 1	2,152.35	(1,813.37)	(338.98)	-	1,778.15	(1,640.68)	(137.47)	-
Transfers to/from Stage 2	(47,615.11)	47,615.11	-	-	(27,323.59)	27,353.28	(29.69)	-
Transfers to/from Stage 3	(182.71)	(42,046.00)	42,228.71	-	(288.72)	(20,070.56)	20,359.28	-
Assets written Off	(605.71)	(250.40)	(25,915.38)	(26,771.49)	(12.51)	(85.60)	(11,936.99)	(12,035.10)
Closing balance before Unamortised Costs	**2,37,582.71**	**9,867.96**	**17,882.91**	**2,65,333.58**	**2,47,971.23**	**8,109.20**	**9,711.16**	**2,65,791.59**
Unamortised Costs including any Modification Gain/(Loss)	(582.55)	(34.12)	(169.19)	(785.86)	(377.78)	(31.87)	(28.18)	(437.83)
Gross carrying amount closing balance	**2,37,000.16**	**9,833.84**	**17,713.72**	**2,64,547.72**	**2,47,593.45**	**8,077.33**	**9,682.98**	**2,65,353.76**

Note:

New assets originated or purchased includes interest accruals during the year.

*Assets derecognised during the year includes details of the transfers through assignment in respect of loans,not in default during the year.

Reconciliation of ECL balance is given below:

Particulars	For the year ended March 31, 2025				For the year ended March 31, 2024			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
ECL allowance - opening balance	5,106.23	1,496.03	5,559.42	12,161.68	3,565.67	225.17	3,670.38	7,461.22
Impact of changes in credit risk including New Credit Exposures	(1,410.81)	4,785.74	13,682.08	17,057.01	1,992.95	1,322.97	8,736.31	12,052.23
Transfers to/from Stage 1	1,220.64	(389.14)	(831.50)	-	341.71	(76.02)	(265.69)	-
Transfers to/from Stage 2	(1,105.51)	1,105.51	-	-	(783.94)	796.94	(13.00)	-
Transfers to/from Stage 3	(7.63)	(5,892.67)	5,900.30	-	(10.16)	(773.02)	783.18	-
Assets written Off	(6.43)	(22.33)	(13,902.79)	(13,931.55)	-	(0.01)	(7,351.76)	(7,351.77)
Closing balance before Unamortised Costs	**3,796.49**	**1,083.14**	**10,407.51**	**15,287.14**	**5,106.23**	**1,496.03**	**5,559.42**	**12,161.68**
ECL on Modification Gain/(Loss)	(0.28)	(0.34)	(80.80)	(81.42)	(1.03)	(0.26)	(6.27)	(7.56)
ECL allowance - closing balance	**3,796.21**	**1,082.80**	**10,326.71**	**15,205.72**	**5,105.20**	**1,495.77**	**5,553.15**	**12,154.12**

The overall Provision Coverage Ratio is 5.75% as at March 31, 2025 (4.58% as at Mar 31, 2024).

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Notes to financial statements for the year ended March 31, 2025
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Note 9: Other financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured considered good, unless stated otherwise		
Security deposits	362.04	712.29
Others		
Other receivables	2,335.08	2,050.79
Less: Impairment allowance	(1,878.23)	(1,435.86)
Excess Interest Spread (EIS) on Direct Assignment	362.00	530.95
Less: Impairment allowance on EIS on Direct Assignment	(49.90)	(20.96)
TOTAL	**1,130.99**	**1,837.21**

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Note 10: Property, Plant and Equipment

Particulars	Leasehold improvement	Office equipment	Computer Equipment	Furniture & Fixtures	Total
Cost:					
As at April 1, 2023	74.52	70.65	241.11	60.87	447.15
Additions	8.88	10.70	43.81	1.13	64.52
Disposals	-	(5.28)	(23.42)	(0.27)	(28.97)
As at March 31, 2024	**83.40**	**76.07**	**261.50**	**61.73**	**482.70**
Additions	17.76	42.85	221.46	1.83	283.90
Disposals	-	(14.74)	(14.93)	(35.15)	(64.82)
As at March 31, 2025	**101.16**	**104.18**	**468.03**	**28.41**	**701.78**
Depreciation and impairment:					
As at April 1, 2023	55.04	54.06	189.61	41.19	339.90
Depreciation charge for the year	17.91	14.12	49.39	5.49	86.91
Disposals	-	(5.25)	(23.42)	(0.27)	(28.94)
As at March 31, 2024	**72.95**	**62.93**	**215.58**	**46.41**	**397.87**
Depreciation charge for the year	12.86	20.41	95.54	7.24	136.05
Disposals	-	(14.62)	(14.99)	(32.62)	(62.23)
As at March 31, 2025	**85.81**	**68.72**	**296.13**	**21.03**	**471.69**
Net book value:					
As at March 31, 2024	**10.45**	**13.14**	**45.92**	**15.32**	**84.83**
As at March 31, 2025	**15.35**	**35.46**	**171.90**	**7.38**	**230.09**

Note : The company has not done any revaluation in respect of the above Property, plant and equipment during the year.





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Notes to financial statements for the year ended March 31, 2025
(Rs. in Lakhs)

Note 11: Right-of-use assets

Particulars	Right-of-use assets
Cost:	
As at April 1, 2023	3,373.89
Additions	489.16
Adjustments	(354.08)
Disposals	(414.84)
As at March 31, 2024	**3,094.13**
Additions	3,434.05
Disposals	(1,595.05)
As at March 31, 2025	**4,933.13**
Depreciation and impairment:	
As at April 1, 2023	1,804.35
Depreciation charge for the year	667.69
Adjustments	70.20
Disposals	(398.58)
As at March 31, 2024	**2,143.66**
Depreciation charge for the year	923.19
Disposals	(1,595.05)
As at March 31, 2025	**1,471.80**
Net book value:	
As at March 31, 2024	**950.47**
As at March 31, 2025	**3,461.33**





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Notes to financial statements for the year ended March 31, 2025
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Note 12: Intangible assets under development

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	331.77	101.93
Addition during the period	110.36	229.84
Move to Intangible assets	-	-
Closing Balance	**442.13**	**331.77**

As at March 31, 2025

Intangible assets under development ageing	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	110.36	229.84	101.93	-	**442.13**

As at March 31, 2024

Intangible assets under development ageing	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in progress	229.84	101.93	-	-	**331.77**

Note : Above Intangible asset under development has not exceeded its cost compared to its original plan.

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Notes to financial statements for the year ended March 31, 2025
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Note 13: Other intangible assets

Particulars	Computer Software
Cost:	
As at April 1, 2023	227.23
Additions	-
Disposals	-
As at March 31, 2024	**227.23**
Additions	3.78
Disposals	-
As at March 31, 2025	**231.01**
Accumulative amortisation and impairment:	
As at April 1, 2023	188.97
Amortisation charge for the year	16.69
As at March 31, 2024	**205.66**
Amortisation charge for the year	11.88
As at March 31, 2025	**217.54**
Net book value:	
As at March 31, 2024	**21.57**
As at March 31, 2025	**13.47**

Note 14: Other non-financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
Prepaid expenses	348.51	241.48
Goods & Service Tax credit (input) receivable	275.69	186.88
Advance to vendors	85.78	234.24
Advance to Staff	22.49	28.23
Other Assets	13.11	-
TOTAL	**745.58**	**690.83**

Note 15: Current Tax Asset (Net)

Particulars	As at March 31, 2025	As at March 31, 2024
Advance tax and TDS receivable (Net of provision)	978.80	25.05
TOTAL	**978.80**	**25.05**

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Notes to financial statements for the year ended March 31, 2025
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Note 16: Trade Payable

Particulars		Not yet due	Outstanding for following periods from due date of payment				
			Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	As of March 31, 2025	209.97	10.39	0.07	-	-	220.43
	As of March 31, 2024	-	43.68	1.55	0.20	-	45.43
(ii) Others	As of March 31, 2025	666.85	45.81	5.26			717.92
	As of March 31, 2024	1,524.66	153.53	45.90	16.02	3.26	1,743.37
TOTAL	**As of March 31, 2025**	**876.82**	**56.20**	**5.33**	**-**	**-**	**938.35**
	As of March 31, 2024	**1,524.66**	**197.21**	**47.45**	**16.22**	**3.26**	**1,788.80**

Notes:

The Following details relating to Micro, Small and Medium Enterprises shall be disclosed:

(a) The Principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year.

- Principal is Rs 10.46 lakh as on March 31, 2025 (Rs 45.43 lakhs in March 31, 2024)
- Interest is Nil as on March 31, 2025. (Nil in March 31, 2024)

(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year: Current year Nil (Previous year Nil).

(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act : Current year Nil (Previous year Nil).

(d) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 : Current year Nil (Previous year Nil).

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NeoGrowth Credit Private Limited Mumbai

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2025
(Rs. in Lakhs)

Note 17: Debt securities

Particulars	As at March 31, 2025	As at March 31, 2024
	Amortised cost	Amortised cost
Liability component of compound financial instruments	15.07	15.07
Non Convertible Debentures (Secured)		
Privately placed debentures	54,480.47	46,275.48
Commercial paper (Unsecured)	2,441.56	-
TOTAL	**56,937.10**	**46,290.55**
Debt securities in India	56,937.10	46,290.55
Debt securities outside India	-	-
TOTAL	**56,937.10**	**46,290.55**

Particulars of Privately Placed Redeemable Non Convertible Debentures (Secured):

Redemption Date	Put/Call option date	Repayment details	Face Value (Rs)	Interest Rate	As at March 31, 2025	As at March 31, 2024
September 25, 2024	-	Four Equal Instalments	1,00,000	11.25%	-	2,000.00
October 28, 2024	-	Bullet	1,00,000	11.25%	-	2,500.00
December 9, 2024	-	Four Equal Instalments	10,00,000	11.65%	-	3,700.00
December 22, 2024	-	Five Equal Instalments	1,00,000	11.25%	-	1,800.00
March 30, 2025	March 30, 2024	Six Equal Instalments	10,00,000	13.00%	-	666.67
August 26, 2025	March 20, 2025	Five Instalments	1,00,000	12.55%	2,000.00	2,000.00
September 03, 2025	September 03, 2025	Bullet	10,00,000	12.80%	6,200.00	6,200.00
February 13, 2026	-	Two Instalments	10,00,000	11.62%		
February 27, 2026	-	Eight Equal Instalments	1,00,000	11.75%	3,250.00	6,500.00
February 28, 2026	August 28, 2024	Bullet	1,00,000	13.80%	2,500.00	2,500.00
June 18, 2024	-	Two Instalments	1,00,000	11.71%	-	2,450.00
July 19, 2026	-	Four Equal Instalments	10,00,000	12.90%	6,000.00	6,000.00
July 20, 2026	-	Bullet	1,00,000	12.75%	2,020.00	2,020.00
June 27, 2024	-	Four Equal Instalments	1,00,000	11.50%	-	725.00
August 26, 2027	-	Two Instalments	1,00,000	11.58%	3,080.00	3,080.00
December 07, 2024	-	Six Equal Instalments	1,00,000	12.00%	-	500.00
March 10, 2027	March 10, 2025	Bullet	10,00,000	12.55%	-	2,000.00
June 07, 2026	June 27, 2025	Five Instalments	1,00,000	12.00%	900.00	1,300.00
August 17, 2025	-	Three Instalments	1,00,000	11.60%	833.33	-
May 21, 2026	-	Six Instalments	1,00,000	12.00%	2,075.00	-
March 07, 2026	-	Seven Instalments	1,00,000	11.75%	1,371.43	-
June 27, 2029	-	Two Instalments	1,00,000	12.15%	4,688.00	-
June 27, 2029	-	Two Instalments	1,00,000	12.15%	4,688.00	-
August 21, 2027	-	Bullet	1,00,000	11.70%	10,000.00	-
November 29, 2026	-	Bullet	1,00,000	11.70%	4,200.00	-
TOTAL					**53,805.76**	**45,941.67**
Add: Interest Component (including EIR)					674.71	333.81
TOTAL					**54,480.47**	**46,275.48**

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NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2025
(Rs. in Lakhs)

Note 17: Debt securities

Security details for Non Convertible Debentures ('NCDs')
All the secured non-convertible debentures of the Company are fully secured by exclusive first charge on certain identified receivables of the Company to the extent stated in the respective Information Memorandum / Security Documents. Further, the Company has, at all times, maintained sufficient asset cover to discharge the principal amount, interest accrued thereon and such other sums as mentioned therein, as per the respective Information Memorandum / Security documents.

Non - Convertible Debentures Maturity:

Particulars	As at March 31, 2025	As at March 31, 2024
0 - 1 Year	26,455.12	22,532.60
1- 3 Years	28,024.42	23,742.57
3- 5 Years	0.93	0.31
More than 5 Years	-	-
TOTAL	**54,480.47**	**46,275.48**

Commercial Paper Maturity:

Particulars	As at March 31, 2025	As at March 31, 2024
0 - 1 Year	2,441.56	-
1- 3 Years	-	-
3- 5 Years	-	-
More than 5 Years	-	-
TOTAL	**2,441.56**	-

Liability component of compound financial instruments Maturity:

Particulars	As at March 31, 2025	As at March 31, 2024
0 - 1 Year	-	-
1- 3 Years	-	-
3- 5 Years	-	-
More than 5 Years	15.07	15.07
TOTAL	**15.07**	**15.07**

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NeoGrowth Credit Private Limited Mumbai

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2025
(Rs. in Lakhs)

Note 18: Borrowings other than debt securities

Particulars	As at March 31, 2025	As at March 31, 2024
	Amortised cost	Amortised cost
Term Loan		
from bank in INR (secured)	11,756.13	19,159.31
from other party in INR (secured)	46,084.01	45,866.77
Cash credit / Overdraft facilities from banks (secured)	-	1,179.43
External Commercial Borrowings (secured)	57,525.87	55,807.58
Pass Through Certificates (secured)	41,940.89	45,591.51
TOTAL	**1,57,306.90**	**1,67,604.60**
Borrowings in India	99,781.03	1,11,797.02
Borrowings outside India	57,525.87	55,807.58
TOTAL	**1,57,306.90**	**1,67,604.60**

The Company reports covenant breaches to its lenders on regular basis. However, the Company has obtained covenant waiver/no action letters/amendment letters in respect of these covenant breaches from lenders. No loans have been recalled by any of the lender due to covenant breaches for the year ended March 31, 2025 and for the year ended on March 31, 2024.

The Company has utilised the funds raised from banks and financial institutions for the specific purpose for which they were borrowed.

The Company has borrowed funds from banks and financial institutions on the basis of security of current assets. It has filed monthly returns or statements of current assets with banks and financial institutions and the said returns/statements are in agreement with books of accounts.

Term loan maturity:

Particulars	Interest Rate March 31, 2025	Interest Rate March 31, 2024	As at March 31, 2025	As at March 31, 2024
0 - 1 Year	10.65% - 14.15%	10.65% - 14.15%	43,194.69	44,186.06
1- 3 Years			14,645.45	20,840.02
3- 5 Years			-	-
More than 5 Years			-	-
TOTAL			**57,840.14**	**65,026.08**

Cash credit / Overdraft facilities from banks maturity:

Particulars	Interest Rate March 31, 2025	Interest Rate March 31, 2024	As at March 31, 2025	As at March 31, 2024
0 - 1 Year	10.10% - 12.90%	6.8% - 12.75%	-	1,179.43
1- 3 Years			-	-
3- 5 Years			-	-
More than 5 Years			-	-
TOTAL			-	**1,179.43**

External Comercial Borrowings maturity:

Particulars	Interest Rate March 31, 2025	Interest Rate March 31, 2024	As at March 31, 2025	As at March 31, 2024
0 - 1 Year	4.25% - 10.98%	4.25% - 10.98%	27,540.84	5,784.85
1- 3 Years			26,050.78	47,297.63
3- 5 Years			1,654.81	2,725.10
More than 5 Years			2,279.44	-
TOTAL			**57,525.87**	**55,807.58**

Pass Through Certificates maturity:

Particulars	Interest Rate March 31, 2025	Interest Rate March 31, 2024	As at March 31, 2025	As at March 31, 2024
0 - 1 Year	11.10% - 11.65%	11.10% - 12.15%	32,302.03	39,144.50
1- 3 Years			9,638.86	6,447.01
3- 5 Years			-	-
More than 5 Years			-	-
TOTAL			**41,940.89**	**45,591.51**

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NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2025
(Rs. in Lakhs)

Note 19: Other financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Lease liabilities for premises on rent (refer Note 19.1)	3,575.15	1,067.14
Merchant balances	677.94	1,237.24
Other liabilities	1,050.17	1,849.76
TOTAL	**5,303.26**	**4,154.14**

Note 19.1: Lease liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Lease liabilities for premises on rent	3,575.15	1,067.14
TOTAL	**3,575.15**	**1,067.14**

Maturity analysis of contractual undiscounted cash flow

Particulars	As at March 31, 2025	As at March 31, 2024
Less than 1 year	1,142.42	500.11
1 - 5 years	3,392.92	726.97
6 - 10 years	69.43	109.28
More than 10 years	-	-
TOTAL	**4,604.77**	**1,336.36**

Maturity analysis of lease liability

Particulars	As at March 31, 2025	As at March 31, 2024
Within 12 months	745.35	398.67
After 12 months	2,829.80	668.47
TOTAL	**3,575.15**	**1,067.14**

Amount recognised in the statement of profit & loss

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense on lease liability	402.62	85.35
Depreciation on right-of-use asset	923.19	667.69
Gain/(loss) on pre-mature lease closure	-	122.29
TOTAL	**1,325.81**	**875.33**

The following is the movement in lease liabilities for the year ended March 31, 2025:

Particulars	Amount
Balance as at April 1, 2023	1,800.74
Add: Finance Cost accrued during the year	85.35
Add: Finance Cost reversed due to foreclosure during the year	122.29
Add: Lease liability recognised during the year (Net of foreclosure)	(69.14)
Less: Payment of Lease Liabilities	(872.10)
Balance as at March 31, 2024	**1,067.14**
Add: Finance Cost accrued during the year	402.62
Add: Lease liability recognised during the year (Net of foreclosure)	3,246.86
Less: Payment of Lease Liabilities	(1,141.47)
Balance as at March 31, 2025	**3,575.15**

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Notes to financial statements for the year ended March 31, 2025
(Rs. in Lakhs)

Note 20: Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
Employee benefits		
- Gratuity (refer Note 37)	146.28	298.03
- Provision for compensated absences (refer Note 37)	55.32	41.05
- Retention and performance bonus	568.89	800.61
Provision for Stock Appreciation Rights (SAR)	118.68	116.45
Financial Guarantee	8.78	324.43
Others	4.94	4.20
TOTAL	**902.89**	**1,584.77**

Note 20.1 - Retention and performance bonus includes Value distribution scheme -

During year ended March 31, 2022, The company cancelled VDS scheme through Board Resolution dated November 18, 2021 except for 2 employees for whom the VDS scheme will continue as per the original terms of VDS scheme.
Details of activity under Value Distribution Scheme (VDS) is summarized below:

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance of provision	17.61	16.03
Change in employee compensation cost for the year	0.41	1.58
Closing balance of provision for VDS	**18.02**	**17.61**

Note 20.2 - Stock Appreciation Rights (SAR Plan 2015)

SAR grants was cancelled by the shareholders at their Extra Ordinary General Meeting held on November 30, 2017. The SAR's already granted to continuing employees as on March 31, 2018 is replaced by the Employee Stock Options under the ESOP 2017 scheme at the Special resolution passed by the members on November 30, 2017. The vesting schedule of each employee under ESOP scheme is aligned to the vesting schedule as per the original SAR scheme except the first vesting shall happen only after completion of 12 months from the date of the grant of option under ESOP scheme 2017.

Details of activity under SARs is summarized below:

Particulars	As at March 31, 2025	As at March 31, 2024
	Nos	Nos
SARs Outstanding at the beginning of the year	1,69,400	1,69,400
Outstanding at the end of the year	**1,69,400**	**1,69,400**
Total Liability of SAR (Rs. In lakhs)	**118.68**	**116.45**

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance of provision for SARs	116.45	107.66
Change in employee compensation cost pertaining to SARs for the year	2.23	8.79
Closing balance of provision for SARs (Net off)	**118.68**	**116.45**

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Notes to financial statements for the year ended March 31, 2025
(Rs. in Lakhs)

Note 20: Provisions

Note 20.3 - Movement of provisions other than employee benefit during the year

The movement in provisions for the year ended March 31, 2025 is, as follows:

Particulars	Litigation*	Other	Total
As at March 31, 2023	20.00	**3.44**	**23.44**
Additional provisions during the year	-	0.76	0.76
Utilised (Incurred or charged against that provision)	-	-	-
As at March 31, 2024	**20.00**	**4.20**	**24.20**
Additional provisions during the year	-	0.74	0.74
Utilised (Incurred or charged against that provision)	-	-	-
As at March 31, 2025	**20.00**	**4.94**	**24.94**

* Included in Trade Payable (Note 16)

Note 20A: Current tax liabilities (net)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for tax (Net of Advance tax and TDS receivable)	-	90.75
TOTAL	-	**90.75**

Note 21: Other non-financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Statutory dues payable	493.12	568.59
TOTAL	**493.12**	**568.59**

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Notes to financial statements for the year ended March 31, 2025
(Rs. in Lakhs)

Note 22: Share capital

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised		
2,10,00,000 (March 31, 2024: 2,10,00,000) equity shares of Rs. 10 each	2,100.00	2,100.00
9,60,00,000 (March 31, 2024: 9,60,00,000) preference shares of Rs. 10 each	9,600.00	9,600.00
TOTAL	**11,700.00**	**11,700.00**
Issued, Subscribed and Fully paid-up Share Capital		
1,80,00,700 (March 31, 2024: 1,80,00,700) equity shares of Rs. 10 each	1,800.07	1,800.07
7,53,69,526 (March 31, 2024: 7,53,69,526) Preference Shares of Rs. 10 each	7,536.95	7,536.95
TOTAL	**9,337.02**	**9,337.02**

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

Particulars	Equity	
	Numbers	Amount
As at April 1, 2023	1,80,00,700	1,800.07
Issued during the year	-	-
As at March 31, 2024	**1,80,00,700**	**1,800.07**
Issued during the year	-	-
As at March 31, 2025	**1,80,00,700**	**1,800.07**

Rights, preferences and restrictions attached to Equity Shares:

The Company has a single class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed, if any, 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. During the year ended March 31, 2025, the amount of per share dividend recognized as distributions to equity shareholders was Nil (for the year ended March 31, 2024: Rs. Nil per share). In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Details of shareholders holding more than 5% shares in the Company as on reporting date

Particulars	As at March 31, 2025			As at March 31, 2024		
	Nos.	% holding in the class	% holding in all classes	Nos.	% holding in the class	% holding in all classes
i) Dhruv Kumar Khaitan	90,00,000	49.998%	10.37%	90,00,000	49.998%	10.37%
ii) Piyush Kumar Khaitan	90,00,000	49.998%	10.37%	90,00,000	49.998%	10.37%

For details of shares reserved for issue under the employee stock option (ESOP) plan of the Company, refer Note 36





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(Rs. in Lakhs)

Note 22.1: Instrument entirely Equity in nature

Particulars	Compulsory Convertible Preference Shares (CCCPS)	
	Numbers	Amount*
As at April 1, 2023	7,12,69,526	7,112.73
Issued during the year	-	-
CCD's converted during the year	41,00,000	409.14
As at March 31, 2024	**7,53,69,526**	**7,521.87**
Issued during the year	-	-
CCD's converted during the year	-	-
As at March 31, 2025	**7,53,69,526**	**7,521.87**

*Exclude liability component of Rs 15.07 Lakhs

Rights, preferences and restrictions attached to Preference Shares (CCCPS):

Each holder of CCCPS is entitled to one vote per share only on resolutions placed before the Company which directly affect the rights attached to CCCPS. Each share of the series A, B, C & D CCCPS shall be converted into one equity share of face value of Rs. 10 each subject to any adjustments required for any possible corporate action, e.g. share split, issue of bonus shares, etc. The Series A, B, C & D CCCPS shall be compulsorily convertible at the end of 20 (twenty) years from the date of issuance of each Series CCCPS. The conversion can be done by investors on any date, provided 30 days advance written notice is given to the Company by the respective investor. The Series A, B, C & D CCCPS shall carry a cumulative coupon rate of 0.01% per annum.

Details of shareholders holding more than 5% preference shares in the Company as on reporting date

Particulars	As at March 31, 2025			As at March 31, 2024		
	Nos.	% holding in the class	% holding in all classes	Nos.	% holding in the class	% holding in all classes
Aspada Investment Company	65,80,758	8.73%	7.05%	65,80,758	8.73%	7.05%
ON Mauritius	70,98,514	9.42%	7.60%	70,98,514	9.42%	7.60%
Accion Frontier Inclusion Mauritius	67,67,305	8.98%	7.25%	67,67,305	8.98%	7.25%
IIFL Seed Ventures Fund I	51,26,512	6.80%	5.49%	51,26,512	6.80%	5.49%
Trinity Inclusion Ltd	2,72,05,476	36.10%	29.14%	2,72,05,476	36.10%	29.14%
Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V	1,51,82,630	20.14%	16.26%	1,51,82,630	20.14%	16.26%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Terms of any securities convertible into equity / preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date:

Date of Allotment	Date of Conversion*	No. of shares	Share exchange ratio	Tenure
May 22, 2013	May 22, 2033	74,62,587	1:1	20
March 25, 2014	March 25, 2034	16,97,479	1:1	20
June 19, 2014	June 19, 2034	11,31,720	1:1	20
March 31, 2015	March 31, 2035	46,80,752	1:1	20
April 6, 2015	April 6, 2035	13,232	1:1	20
July 29, 2015	July 29, 2035	23,57,650	1:1	20
June 21, 2016	June 21, 2036	94,88,272	1:1	20
January 23, 2018	January 23, 2038	1,06,60,312	1:1	20
March 21, 2018	March 21, 2038	81,52,005	1:1	20
December 8, 2022	December 8, 2042*	1,02,48,243	1:1	20
December 15, 2022	December 15, 2042*	49,34,387	1:1	20
December 15, 2022	December 15, 2042*	1,04,42,887	1:1	20
July 18, 2023	July 18, 2043*	41,00,000	1:1	20

*The conversion can be done by preference shareholder on any date, provided 30 days advance written notice is given to the Company or ten days prior to the proposed filing of draft red herring prospectus by the Company in pursuance of 'IPO' or ten days prior to 'Trade Sale.





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(Rs. in Lakhs)

Note 23: Other Equity

Other equity movement during the year

Particulars	As at March 31, 2025	As at March 31, 2024
Statutory Reserve (pursuant to section 45-IC(1) of the Reserve Bank of India Act, 1934)		
Balance as at the beginning of the year	1,975.07	547.76
Add: Transferred from profit during the year	180.46	1,427.31
Balance at the end of the year	**2,155.53**	**1,975.07**
Securities Premium		
Balance as at the beginning and at the end of the year	**66,458.30**	**63,793.30**
Add: Premium on issue / allotment of shares	-	2,665.00
Balance as at the end of the year	**66,458.30**	**66,458.30**
Retained Earnings		
Balance as at the beginning of the year	(12,549.76)	(18,258.25)
Profit / (loss) for the year	902.32	7,136.55
Less: Dividend declared during the year on CCPS	(0.74)	(0.75)
Less: Transferred to statutory reserves during the year	(180.46)	(1,427.31)
Balance as at the end of the year	**(11,828.64)**	**(12,549.76)**
Share options outstanding account		
Balance as at the beginning of the year	1,557.57	1,256.76
Add: Cost recognised during the year	349.12	300.81
Balance as at the end of the year	**1,906.69**	**1,557.57**
Other Comprehensive Income		
Balance as at the beginning of the year	(1,157.99)	(519.33)
Add: Additions during the year	249.23	(638.66)
Balance as at the end of the year	**(908.76)**	**(1,157.99)**
TOTAL	**57,783.12**	**56,283.19**

Nature and purpose of Reserves:

Securities Premium Reserve:

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Share options outstanding account:

The share-based payment reserve is used to recognise the value of equity-settled share-based payments provided to employees as per IND AS 102 'Share Based Payments', including key management personnel, as part of their remuneration. Refer to Note 36 for further details of these plans.

Cash flow hedging reserve:

The Company uses hedging instruments as part of its management of foreign currency risk and interest rate risk associated on borrowings as described within note 6. For hedging foreign currency and interest rate risk, the Company uses foreign currency swaps and cross currency interest rate swaps. To the extent these hedges are effective, the change in fair value of the hedging instrument is recognised in the cash flow hedging reserve. Amounts recognised in the cash flow hedging reserve is reclassified to the statement of profit or loss when the hedged item affects profit or loss.

Statutory reserve:

Statutory reserve is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934.

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Notes to financial statements for the year ended March 31, 2025

(Rs. in Lakhs)

Note 24: Interest income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
	On Financial Assets measured at Amortised cost	On Financial Assets measured at Amortised cost
Interest on Loans		
Business loans	70,968.60	56,351.30
Interest on deposits with Banks	1,093.40	1,049.40
Other interest income		
Unwinding of security deposit	42.05	37.88
TOTAL	**72,104.05**	**57,438.58**

Note 25: Fees and commission income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Service Fees on FI business	298.17	895.70
Service Fees on Direct Assignment	26.77	91.95
Service Fees on Securitisation	55.78	38.25
Other Fees and Charges	1,236.71	128.02
Merchant Service Fees	-	0.14
Other financial services- Commission	-	0.24
TOTAL	**1,617.43**	**1,154.30**

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Note 26: Income on Derecognition of Loan Assets

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Gain on derecognition of loan asset	673.11	953.51
TOTAL	**673.11**	**953.51**

Note 27: Net gain on fair value changes

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Net gain/ (loss) on financial instruments at fair value through profit or loss		
On trading portfolio		
Realised	506.72	376.04
TOTAL	**506.72**	**376.04**

Note 28: Other Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cheque bounce charges and Penal charges	51.03	146.96
Income from other Services	-	8.85
Interest on Income Tax Refund	15.83	44.90
Miscellaneous Income	63.29	1.36
TOTAL	**130.15**	**202.07**





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Note 29: Finance Cost

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
	On Financial liabilities measured at Amortised Cost	On Financial liabilities measured at Amortised Cost
Interest expense on:-		
- Debt securities	7,054.36	6,348.32
- Borrowings (other than debt securities)	17,742.07	12,158.63
Interest expense on lease liability	402.62	85.35
Other borrowing costs		
Other borrowing cost	3,220.41	2,526.30
TOTAL	**28,419.46**	**21,118.60**

Note 30: Impairment on financial instruments

The below table show impairment loss on financial instruments charge to statement of profit and loss based on category of financial instrument.

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
	On Financial instruments measured at Amortised cost	On Financial instruments measured at Amortised cost
Impairment loss allowance on loans	3,136.98	4,691.50
Bad debt written off	24,214.25	11,273.63
Settlement loss on Standard and NPA assets	2,557.24	761.47
Bad debts recovered	(2,534.19)	(2,803.91)
Non Fund Based Exposure	(10.40)	(13.03)
Security Deposits	-	-
Other receivables - FI business	556.86	1,106.88
Excess Interest Spread on Direct Assignment	28.95	17.59
Impairement on Other financial assets	4.30	-
TOTAL	**27,953.99**	**15,034.13**

The table below shows the ECL charges on financial instruments for the year recorded in the profit and loss based on evaluation stage:

Particulars	For the year ended March 31, 2025				For the year ended March 31, 2024			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
ECL provision on Loans and advances	(1,298.59)	(412.97)	4,848.54	3,136.98	1,528.92	1,273.54	1,889.04	4,691.50
Bad debts written off (net of recovery)	-	-	-	17,220.49	-	-	-	4,967.44
Principal loss on settlement	-	-	-	7,016.81	-	-	-	4,263.75
Sub - Total	**(1,298.59)**	**(412.97)**	**4,848.54**	**27,374.28**	**1,528.92**	**1,273.54**	**1,889.04**	**13,922.69**
Non Fund Based Exposure	(10.40)	-	-	(10.40)	(13.03)	-	-	(13.03)
Other receivables - FI business	-	-	556.86	556.86	-	-	1,106.88	1,106.88
Other Financial Assets				4.30				
Excess Interest Spread on Direct Assignment	28.95	-	-	28.95	17.59	-	-	17.59
Sub - Total	**18.55**	**-**	**556.86**	**579.71**	**4.56**	**-**	**1,106.88**	**1,111.44**
Total impairment loss	**(1,280.04)**	**(412.97)**	**5,405.40**	**27,953.99**	**1,533.48**	**1,273.54**	**2,995.92**	**15,034.13**

The company periodically reviews and updates the expected credit loss model (ECL) in line with the new inputs and performance trends to reflect the reasonableness and adequacy of ECL amount recognized as at reporting date. During the year ended March 31, 2025, the Company has updated the Expected Credit Loss model (ECL) and utilized the management overlay created on Stage 2 cases amounting to Rs 12.62 crore.





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Note 31: Employee benefit expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, other allowances and bonus	9,608.07	7,959.04
Contribution to provident and other funds	178.36	154.58
Gratuity expenses (Refer note no 37)	93.43	81.54
Share based payments to employees (Refer note no 36)	349.12	300.81
Staff welfare expenses	346.04	337.18
TOTAL	**10,575.02**	**8,833.15**

Note 32: Depreciation, amortisation and impairment

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation of tangible assets	136.05	86.79
Amortisation of intangible assets	11.88	16.69
Depreciation on right-of-use asset	923.19	667.69
TOTAL	**1,071.12**	**771.17**

Note 33: Other expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Marketing Expenses	193.54	198.15
Professional & Legal Fees	916.68	754.94
Travelling & Lodging Expenses	182.04	214.21
IT Services Expenses	763.81	596.82
Fee & Stamp Charges	1.62	0.15
Terminal deployment charges	0.17	7.74
Service Tax & GST expensed out	559.84	533.84
Rates & Taxes	-	1.03
Auditors' Remuneration (a)	51.61	43.71
Insurance expenses	19.15	3.87
Office and Maintenance Expenses	257.36	231.16
Power and Fuel Charges	125.18	128.45
Telephone & Internet Charges	146.93	117.23
Verification and Rating charges	380.57	332.80
Bank charges	54.02	76.60
Outsource Agency Cost	1,817.75	1,429.30
CSR expenses	40.67	-
Miscellaneous Expenses	288.60	164.30
TOTAL	**5,799.54**	**4,834.30**

(a) Audit Remuneration include fees payable to auditor as analysed below:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
As auditor:		
Audit fees	42.00	33.50
Certification fees	7.70	6.55
Out of Pocket expenses*	3.15	3.66
TOTAL	**52.85**	**43.71**

*The amount of Rs 3.15 lakhs doesn't include reversal of out of pocket expenses of Rs 1.24 lakhs from previous year.

Details of Corporate Social Responsibility

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
a) Amount required to be spent during the year	40.67	-
b) Amount spent during the year	40.67	-
c) Amount provided as at year end	-	-
d) Amount of shortfall at the end of the year	-	-
e) Total amount of previous period shortfall	-	-

Nature of CSR activities :- Donation for Promoting Livelihood Skill Development Program, Urban Awareness and Collections, Kit Development, Material, Handling and Implementation Support, Essential Purchases and Livelihood Support, Expenses for Storage & processing space, Data & Documentation.

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Note 34: Income Tax

The components of income tax expense for the year ended March 31, 2025 and March 31, 2024 are as below:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current tax	1,526.91	1,379.37
Adjustment in respect of current income tax of prior years	(249.24)	0.11
Deferred tax charge / (credit) relating to origination and reversal of temporary differences	(967.66)	1,017.12
Total tax charge	**310.01**	**2,396.60**

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 March 31, 2025 and March 31, 2024 is, as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Accounting profit before tax	1,212.33	9,533.15
At India's statutory income tax rate of 25.168% (for the year ended March 31, 2024: 25.168%)	305.12	2,399.30
Effects of:		
Creation of Deferred Tax on account of Other Ind AS adjustments of the previous period	4.89	(2.70)
TOTAL	310.01	2,396.60
Income tax expense reported in the statement of Profit & Loss	**310.01**	**2,396.60**

Deferred Tax
The following table shows deferred tax recorded in the balance sheet and changes recorded in the Income tax expense:

Particulars	Deferred Tax Assets	Deferred Tax Liabilities	Income Statement	Other Comprehensive Income
	As at March 31, 2025	As at March 31, 2025	For the year ended March 31, 2025	For the year ended March 31, 2025
Depreciation, amortisation and impairment	62.59	-	0.06	-
Lease Adjustments	76.36	-	34.22	-
Impairment allowance for financial assets	4,219.56	-	799.14	-
Derivative instruments in Cash flow hedge relationship	274.08	-	-	(100.69)
Gratuity	36.82	-	(55.07)	16.88
ESOP Expenses	316.30	-	(75.71)	-
Excess Interest Spread on Direct Assignment	-	91.11	42.52	-
Insurance exp	-	104.72	4.92	-
Borrowing cost as per EIR (NCD) - Feb 2023	-	193.11	83.20	-
Other temporary differences includes deferred tax on employee deferred expense charge and unamortised net income on Loan, deferred tax on Allowable / disallowable expenses under Income Tax etc.	922.61	-	134.38	-
TOTAL	5,908.32	388.94	967.66	(83.81)
Net Amount	5,519.38			

Particulars	Deferred Tax Assets	Deferred Tax Liabilities	Income Statement	Other Comprehensive Income
	As at March 31, 2024	As at March 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2024
Brought Forward Loss	-	-	(2,547.71)	-
Depreciation, amortisation and impairment	62.53	-	0.55	-
Lease Adjustments	42.14	-	(40.21)	-
Impairment allowance for financial assets	3,420.42	-	1,447.23	-
Derivative instruments in Cash flow hedge relationship	374.77	-	-	191.82
Gratuity	75.01	-	16.84	22.98
ESOP Expenses	392.01	-	75.71	-
EIS on Direct Assignment	-	133.63	(95.85)	-
Insurance exp	-	109.64	(276.31)	-
Borrowing cost as per EIR (NCD) - Feb 2023	-	276.31	(109.64)	-
Other temporary differences includes deferred tax on employee deferred expense charge and unamortised net income on Loan, deferred tax on Allowable / disallowable expenses under Income Tax etc.	788.23	-	512.29	-
TOTAL	5,155.11	519.58	(1,017.10)	214.80
Net Amount	4,635.53			

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Note 35: Earnings per share

Basic earnings per share (EPS) is calculated by dividing the net profit for the year attributable to equity holders of Company by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the net profit attributable to equity holders of Company (after adjusting for dividend on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Net profit / (loss) attributable to ordinary equity holders of the parent	902.32	7,136.55
Less: Dividend to Preference Shareholders	(0.74)	(0.75)
Profit / (loss) available for equity shareholders (A)	901.58	7,135.80
Weighted average number of ordinary shares for basic earnings per share (B)	**9,33,70,226**	**9,33,70,226**
Weighted average number of ordinary shares for dilutive earnings per share (C)	**9,42,99,054**	**9,68,07,181**
Weighted average number of equity shares outstanding for the year	1,80,00,700	1,80,00,700
Weighted average number of Compulsory Cumulative Convertible Preference Shares (CCPS)	7,53,69,526	7,53,69,526
Dilutive impact of weighted average number of ESOP	9,28,828	34,36,955
Face value of per share (Rs.)	10.00	10.00
Earnings per share		
Basic earnings per share (Rs.) [A / B]	0.97	7.64
Diluted earnings per share (Rs.) [A / C]	0.96	7.37

Notes:
1. Weighted average shares mentioned above are numbers.
2. As per Ind AS 33, Para 23 "Ordinary shares that will be issued upon the conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per share from the date the contract is entered into". Consequently CCPS have been included in the computation of Basic EPS.





Note 36: Employee Stock Option Scheme (ESOS)

ESOP Scheme 2024

The Employee Stock Options Scheme (ESOP Scheme) 2024 was approved by the shareholders at their Extra Ordinary General Meeting held on May 23, 2024. The Scheme has been formulated in accordance with the provisions of the Companies Act, 2013, as amended read with applicable provisions of the Companies Rules, 2014. The Company has granted stock options to the eligible employees as per ESOP scheme 2024. All the options are exercisable on the liquidity event. The Employee Stock Option Scheme 2024 is being administered and monitored by the Nomination and Remuneration Committee of the Company set up by the Board. The Company is authorised to issue 8,00,000 (Eight Lakhs) number of equity shares of the Company having face value of Rs. 10 per share, under the ESOP Scheme 2024 to the eligible employees upon meeting of such vesting criteria as may be fixed or determined by the Board.

ESOP Scheme 2022

The Employee Stock Options Scheme (ESOP Scheme) 2022 was approved by the shareholders at their Extra Ordinary General Meeting held on December 01, 2022. The Scheme has been formulated in accordance with the provisions of the Companies Act, 2013, as amended read with applicable provisions of the Companies Rules, 2014. The Company has granted stock options to the eligible employees as per ESOP scheme 2022. All the options are exercisable within 5 yrs from Initial Public Offer (IPO) event. The Employee Stock Option Scheme 2022 is being administered and monitored by the Nomination and Remuneration Committee of the Company set up by the Board. The Company is authorised to issue 8,09,871 (Eight Lakhs Nine Thousand Eight Hundred and Seventy One) number of equity shares of the Company having face value of Rs. 10 per share, under the ESOP Scheme 2022 to the eligible employees upon meeting of such vesting criteria as may be fixed or determined by the Board

ESOP Scheme 2018

The Employee Stock Options Scheme (ESOP Scheme) 2018 was approved by the shareholders at their Extra Ordinary General Meeting held on March 21, 2018. The Scheme has been formulated in accordance with the provisions of the Companies Act, 2013, as amended read with applicable provisions of the Companies Rules, 2014. The Company has granted stock options to the eligible employees as per ESOP scheme 2018. All the options are exercisable on liquidity event or Initial Public Offer (IPO), whichever is earlier. The Employee Stock Option Scheme 2018 is being administered and monitored by the Nomination and Remuneration Committee of the Company set up by the Board. The Company is authorised to issue 27,99,589 (Twenty Seven Lakhs Ninety Nine Thousand Five Hundred and Eighty Nine) number of equity shares of the Company having face value of Rs. 10 per share, under the ESOP Scheme 2018 to the eligible employees upon meeting of such vesting criteria as may be fixed or determined by the Board.

ESOP Scheme 2017

No further options were granted during the year under this scheme. All the options are exercisable on liquidity event or Initial Public Offer (IPO), whichever is earlier. The Board at its meeting held on March 21, 2018 approved for short closing the ESOP 2017 and approved revised ESOP 2018 scheme.

For the year ended March 31, 2024 following Employee Stock Option Plans (ESOPs) were in existence. The relevant details of the schemes and the grants are as below :

Details of Employee Stock Option Schemes	ESOP 2024	ESOP 2022	ESOP 2018	ESOP 2017
Date of Shareholder's approval of plan	May 23, 2024	December 1, 2022	March 21, 2018	November 30, 2017
Date of grant	May 23, 2024	Various dates	Various dates	Various dates
Number of options granted	8,00,000	8,69,871	28,28,884	4,21,000
Method of settlement	Equity	Equity	Equity	Equity
Vesting Period	4 years	Bullet Vesting	5 years	5 years
Details of vesting condition	Continued service	Continued service	Continued service	Continued service
Exercise Price	Rs 113	Rs. 105.38 to Rs 113	Rs. 105.38 to Rs 159.47	Rs 10 to Rs 105.38

Details of Vesting

Vesting period from the grant date *	ESOP 2024	ESOP 2022	ESOP 2018	ESOP 2017
Completion of 1 year	15.00%		20.00%	20.00%
Completion of 2 year	25.00%		20.00%	20.00%
Completion of 3 year	30.00%	Bullet Vesting	20.00%	20.00%
Completion of 4 year	30.00%		20.00%	20.00%
Completion of 5 year	N.A.		20.00%	20.00%

* The SAR's already granted to continuing employees as on March 31, 2018 is replaced by the Employee Stock Options under the ESOP 2017 scheme at the Special resolution passed by the members on November 30, 2017 The vesting schedule of each employee under ESOP scheme is aligned to the vesting schedule as per the original SAR scheme except the first vesting shall happen only after completion of 12 months from the date of the grant of option under ESOP scheme 2017.

Details of activity under each plan

Particulars	ESOP 2022		ESOP 2018		ESOP 2017	
	No. of Options	Weighted Avg. Exercise Price	No. of Options	Weighted Avg. Exercise Price	No. of Options*	Weighted Avg. Exercise Price
Outstanding as at April 1, 2023	7,89,871	105.38	23,59,884	107.74	3,47,200	53.06
Granted during the year	-	-	-	-	-	-
Forfeited during the year	(60,000)	-	(35,000)	-	(15,000)	-
Exercised during the year	-	-	-	-	-	-
Outstanding as at March 31, 2024	**7,29,871**	**105.38**	**23,24,884**	**107.74**	**3,32,200**	**53.06**
Outstanding as at April 1, 2024	7,29,871	105.38	23,24,884	107.74	3,32,200	53.06
Granted during the year	80,000	113.00	50,000	113.00	-	-
Forfeited during the year	(40,000)	107.79	(75,000)	105.38	-	-
Outstanding as at March 31, 2025	**7,69,871**	**106.07**	**22,99,884**	**107.97**	**3,32,200**	**53.06**
Vested and exercisable as at Mar 31, 2025	-		**18,64,884**		**3,32,200**	
Weighted average remaining contractual life (in years)	2.64		0.06		-	

*50,000 options have been reduced from opening balance as at April 1,2023, as these were cash settled in the year ended March 31, 2020.

Details of activity under each plan

Particulars	ESOP 2024	
	No. of Options	Weighted Avg. Exercise Price
Outstanding as at April 1, 2024	-	-
Granted during the year	8,00,000	113.00
Forfeited during the year	(20,000)	113.00
Outstanding as at March 31, 2025	**7,80,000**	**113.00**
Vested and exercisable as at Mar 31, 2025	-	
Weighted average remaining contractual life (in years)	3.52	

For the year ended March 31, 2025, the value of the underlying shares was determined by an independent valuer. The following assumptions were used for calculation of fair value of grants in accordance with Black Scholes model, for options granted during theyear. No new ESOP's were issued in the year ended March 31, 2024.

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Risk-free interest rate	6.73% - 7.03%	N.A
Expected life of options (years)	2.35 - 4.85 years	N.A
Expected volatility (%)	39.51% - 45.21%	N.A
Dividend yield	0%	N.A
Exercise price	113.00	N.A
Weighted average share price (Rs.)	106.34	N.A

The risk free interest rates are determined based on the Government bond yields with maturity equal to the expected term of the option. Volatility calculation is based on historical stock prices of comparable companies using standard deviation of change in stock price. The historical period is taken into account to match the expected life of the option.

The expense recognised for employee services received during the year is shown in the following table:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Expense arising from equity-settled share based payment transactions	349.12	300.81
Total expense arising from share based payment transactions	**349.12**	**300.81**

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Note 37: Retirement benefit plan

Note 37.1: Defined Contribution Plan

The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognized Rs. 178.36 lakhs (for the year ended March 31, 2024: Rs. 154.58 lakhs) for Provident Fund contributions (including admin charges) in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the Schemes.

Note 37.2: Defined Benefit Plan

The Company has defined benefit gratuity plan and is governed by the Payment of Gratuity Act, 1972. Under the Gratuity Act, an employee who has completed five years of service is entitled to specific benefits. The level of benefits provided depends on the member's length of service, managerial grade and salary at retirement age. Gratuity expense has been disclosed separately in Note 31.

The following tables summaries the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the gratuity plan.

(1) Net employee benefit expense recognised in the employee cost

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current service cost	72.28	51.49
Interest expense	25.30	16.58
Interest income	(4.15)	(6.49)
Past Service Cost	-	19.96
Total Expenses recognised in Statement of profit and loss	**93.43**	**81.54**
Remeasurement (or Actuarial) (gain) / loss arising from:		
-change in demographic assumptions	20.91	9.64
-change in financial assumptions	5.86	6.77
-experience variance (i.e. Actual experience vs assumptions)	42.15	71.81
-others		
Return on plan assets excluding interest income	(1.87)	3.07
Total Expenses recognised in other comprehensive income	**67.05**	**91.29**

(2) Reconciliation of present value of the obligation and the fair value of plan assets:

Particulars	As at March 31, 2025	As at March 31, 2024
Defined benefit obligation	449.74	356.54
Fair value of plan assets	303.46	58.51
Asset/(liability) recognized in the balance sheet	**(146.28)**	**(298.03)**

(3) Changes in the present value of the defined benefit obligation are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Opening defined benefit obligation	356.54	229.77
Transfer in/Out		
Interest cost	25.30	16.58
Current service cost	72.28	51.49
Benefits paid	(73.30)	(49.48)
Past Service Cost	-	19.96
Remeasurement (or Actuarial) (gain) / loss arising from:		
-change in demographic assumptions	20.91	9.64
-change in financial assumptions	5.86	6.77
-experience variance (i.e. Actual experience vs assumptions)	42.15	71.81
Closing defined benefit obligation	**449.74**	**356.54**

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Note 37: Retirement benefit plan

(4) Changes in the fair value of plan assets are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Opening fair value of plan assets	58.51	89.96
Transfer in/Out		
Interest income	4.15	6.49
Contributions by employer	312.23	14.61
Benefits paid	(73.30)	(49.48)
Return on plan assets excluding interest income	1.87	(3.07)
Closing fair value of plan assets	**303.46**	**58.51**

(5) The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

Particulars	As at March 31, 2025	As at March 31, 2024
Discount rate	6.45%	7.10%
Salary growth rate	7.00%	7.00%
Attrition rate		
Customer Acquisition Manager ('CAMS')	75%	83%
Other than CAMS	37%	47%
Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14

(6) Investments quoted in active markets:

Particulars	As at March 31, 2025	As at March 31, 2024
Funds managed by the insurer	100%	100%
TOTAL	100%	100%

(7) Expected payment for future years

Particulars	As at March 31, 2025	As at March 31, 2024
Within the next 12 months (next annual reporting period)	157.61	167.44
Between 2 and 5 years	301.29	222.42
Between 6 and 10 years	76.56	27.73
Beyond 10 years	9.25	1.46
Total expected payments	**544.71**	**419.05**

The Company expects to contribute Rs. 222.48 lakhs to the fund in the next financial year.

The weighted average duration of the defined benefit obligation as at March 31, 2025 is 2 years (as at March 31, 2024 : 2 years).

The fund is administered by Life Insurance Corporation of India ("LIC"). The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

The salary growth rate indicated above is the Company's best estimate of an increase in salary for the purpose of gratuity of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

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Note 37: Retirement benefit plan

Asset Liability Matching Strategies

The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset).

Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. 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:

Particulars	As at March 31, 2025	As at March 31, 2024
Defined Benefit Obligation (Base)	449.74	356.54

Particulars	As at March 31, 2025		As at March 31, 2024	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	462.31	437.82	364.22	349.18
(% change compared to base due to sensitivity)	2.80%	-2.70%	2.20%	-2.10%
Salary Growth Rate (- / + 1%)	437.77	462.13	349.11	364.15
(% change compared to base due to sensitivity)	-2.70%	2.80%	-2.10%	2.10%
Attrition Rate (- / + 50% of attrition rates)	509.62	413.40	400.25	331.87
(% change compared to base due to sensitivity)	13.30%	-8.10%	12.30%	-6.90%
Mortality Rate (- / + 10% of mortality rates)	449.71	449.77	356.52	356.57
(% change compared to base due to sensitivity)	0.00%	0.00%	0.00%	0.00%

The principal assumptions used in determining leave encashment obligations for the Company's plans are shown below:

Particulars	As at March 31, 2025	As at March 31, 2024
Present value of unfunded obligations	55.32	41.05
Expense recognised in the Statement of Profit and Loss	14.27	12.63
Discount rate	6.45%	7.10%
Salary growth rate	7.00%	7.00%

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields / rates available on applicable bonds as on the current valuation date.





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Note 38: 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. With regard to loans and advances to customers, the Company uses the same basis of expected repayment behaviour as used for estimating the EIR. Issued debt reflect the contractual coupon amortisations.

Particulars	As at March 31, 2025			As at March 31, 2024		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Assets						
Financial assets						
Cash and cash equivalents	16,154.77	-	16,154.77	15,750.26	-	15,750.26
Bank Balance other than above	7,419.83	2,352.34	9,772.17	5,170.93	4,845.85	10,016.78
Derivative financial instruments	-	1,190.45	1,190.45	-	-	-
Trade receivables	1.35	-	1.35	91.14	-	91.14
Other receivables	4.17	-	4.17	195.73	8.03	203.76
Loans	1,50,136.50	99,205.50	2,49,342.00	1,48,349.99	1,04,849.65	2,53,199.64
Other financial assets	750.07	380.92	1,130.99	1,113.65	723.56	1,837.21
Non-financial Assets						
Current tax assets (net)	-	978.80	978.80	25.05	-	25.05
Deferred tax assets (net)	-	5,519.38	5,519.38	-	4,635.53	4,635.53
Property, plant and equipment	-	230.09	230.09	-	84.83	84.83
Right-of-use assets	-	3,461.33	3,461.33	-	950.47	950.47
Intangible assets under development	-	442.13	442.13	-	331.77	331.77
Other intangible assets	-	13.47	13.47	-	21.57	21.57
Other non financial assets	275.71	469.87	745.58	680.17	10.66	690.83
Total Assets	**1,74,742.40**	**1,14,244.28**	**2,88,986.68**	**1,71,376.92**	**1,16,461.92**	**2,87,838.84**
Liabilities						
Financial Liabilities						
Trade payables						
total outstanding dues of micro enterprises and small enterprises	220.43	-	220.43	45.43	-	45.43
total outstanding dues of creditors other than micro enterprises and small enterprises	717.92	-	717.92	1,743.37	-	1,743.37
Derivative financial liabilities	-	-	-	151.51	-	151.51
Debt Securities	28,896.68	28,040.42	56,937.10	22,532.60	23,757.95	46,290.55
Borrowings (other than debt securities)	1,03,037.56	54,269.34	1,57,306.90	90,499.12	77,105.48	1,67,604.60
Other Financial liabilities	2,468.57	2,834.69	5,303.26	2,662.26	1,491.88	4,154.14
Non-financial Liabilities						
Current tax liabilities (net)	-	-	-	90.75	-	90.75
Provisions	633.68	269.21	902.89	1,235.87	348.90	1,584.77
Other non-financial liabilities	493.12	-	493.12	568.59	-	568.59
Total Liabilities	**1,36,467.96**	**85,413.66**	**2,21,881.62**	**1,19,529.51**	**1,02,704.22**	**2,22,233.71**
Net	**38,274.44**	**28,830.62**	**67,105.06**	**51,847.42**	**13,757.69**	**65,605.13**

Note:

1. In the preparation of the above disclosure, certain assumption have been considered by the management which have been relied upon by the auditors.

2. The Maturity Profile in respect of loans given has been prepared based on the contractual cash inflows from the loans disbursed agreed with customers as the company expects the behaviour to be similar.

3. The Company considers Put/Call option dates for the purpose of reporting maturity pattern of Borrowings including debt securities.





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Note 39: Change in liabilities arising from financing activities

Changes in liabilities arising from financing activities

As on March 31, 2025

Particulars	As at March 31, 2024	Cash Flows (net)	Exchange difference	*Others	As at March 31, 2025
Debt Securities	46,290.55	9,743.65	-	902.90	56,937.10
Borrowings other than debt securities	1,67,604.60	(11,428.58)	941.88	189.00	1,57,306.90
TOTAL	**2,13,895.15**	**(1,684.93)**	**941.88**	**1,091.90**	**2,14,244.00**

As on March 31, 2024

Particulars	As at April 1, 2023	Cash Flows (net)	Exchange difference	*Others	As at March 31, 2024
Debt Securities	53,301.05	(3,596.65)	-	(3,413.85)	46,290.55
Borrowings other than debt securities	86,714.18	79,896.14	228.76	765.52	1,67,604.60
TOTAL	**1,40,015.23**	**76,299.49**	**228.76**	**(2,648.33)**	**2,13,895.15**

*Others includes amortised cost impact and incremental interest liability at the year end

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KC
Chartered Accountants

NeoGrowth Credit Private Limited
Mumbai

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Note 40: Contingent liabilities, commitments

(A) Contingent Liability

Particulars	As at March 31, 2025	As at March 31, 2024
Disputed GST demand:		
Pending before appellate authorities in respect of which the Company is in appeal	36.24	32.53
TOTAL	**36.24**	**32.53**

(B) Commitments

Particulars	As at March 31, 2025	As at March 31, 2024
Commitments related to loans sanctioned but undrawn		
PayLater Open Limits*	304.00	658.00
Other Commitments		
Capital commitments	294.30	388.26
TOTAL	**598.30**	**1,046.26**

*The limit sanctioned to the customers are unconditionally revocable at the discretion of the Company and therefore the limit is uncommited.

Note 41: Details of transactions with struck off company / under process of strike off

Name of struck off Company/under process of strike off	Nature of transactions with struck-off Company/under process of strike off	Principal balance as at March 31, 2025	Principal balance as at March 31, 2024	Relationship with the struck off Company, if any, to be disclosed
Maa Bhook Lagi Food Services Private Limited	Loans and Advances	1.00	2.26	Unrelated party, Customers
Suman Industries Private Limited	Loans and Advances	3.65	-	Unrelated party, Customers
Sathva Spire Technologies Private Limited	Commission agent	-	(0.03)	Unrelated party
TOTAL			**2.23**	





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Notes to financial statements for the year ended March 31, 2025
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Note 42: Related party disclosures

(A) List of Related Parties with whom Company had transaction

Key Managerial Personnel	
Mr. Arun Kumar Nayyar	Managing Director & Chief Executive Officer
Mr. Deepak Goswami	Chief Financial Officer (CFO)
Mr. Rohit Rai	Company Secretary (CS), appointed w.e.f. December 31, 2024
Ms. Tanushri Yewale	Company Secretary (CS), resigned w.e.f. July 17, 2024
Directors	
Mr. Dhruv Kumar Khaitan	Non-Executive Director
Mr. Piyush Kumar Khaitan	Non-Executive Director
Ms. Bindu Ananth	Independent Director
Mr. Ganesh Rengaswamy	Non-Executive Director
Mr. Micheal Fernandes	Non-Executive Nominee Director
Mr. Arun Kumar Nayyar	Managing Director
Mr Suresh Jayaraman	Independent Director
Mr Ramakrishnan Subramanian	Non-Executive Nominee Director
Ms. P.H. Vijaya Deepti	Non-Executive Nominee Director, appointed w.e.f. September 09, 2024
Ms. Deepa Bachu	Non-Executive Nominee Director, resigned w.e.f. July 31, 2024
Entity having significant influence in the Company	
Trinity Inclusion Limited	

(B) Related Party transactions during the period/year:

Particulars	Enterprise where Key Managerial Personnel has significant influence or control		Key Management Personnel / Managing Director		Directors		Directors relative		Entity having significant influence in the Company	
	For the year ended as at March 31, 2025	For the year ended as at March 31, 2024	For the year ended as at March 31, 2025	For the year ended as at March 31, 2024	For the year ended as at March 31, 2025	For the year ended as at March 31, 2024	For the year ended as at March 31, 2025	For the year ended as at March 31, 2024	For the year ended as at March 31, 2025	For the year ended as at March 31, 2024
Transactions										
For infrastructure maintenance charges recovered	-	8.85	-	-	-	-	-	-	-	-
Interest Expense	-	-	-	-	-	-	-	-	-	123.97
Professional fees	-	-	-	-	129.84	134.00	-	-	-	-
Remuneration										
Arun Kumar Nayyar										
-short-term employee benefits	-	-	494.64	677.88	-	-	-	-	-	-
-post-employment benefits	-	-	-	-	-	-	-	-	-	-
Deepak Goswami	-	-	-	-	-	-	-	-	-	-
-short-term employee benefits	-	-	331.64	191.91	-	-	-	-	-	-
-post-employment benefits	-	-	10.08	4.80	-	-	-	-	-	-
Rohit Rai	-	-	-	-	-	-	-	-	-	-
-short-term employee benefits	-	-	10.91	-	-	-	-	-	-	-
-post-employment benefits	-	-	-	-	-	-	-	-	-	-
Tanushri Yewale	-	-	-	-	-	-	-	-	-	-
-short-term employee benefits	-	-	5.25	20.34	-	-	-	-	-	-
-post-employment benefits	-	-	5.51	0.18	-	-	-	-	-	-
CCD converted into CCPS	-	-	-	-	-	-	-	-	-	3,075.00
Balances										
Directors fees payable	-	-	-	-	4.61	-	-	-	-	-
Post-employment benefits payable										
Arun Kumar Nayyar	-	-	49.44	36.99	-	-	-	-	-	-
Tanushri Yewale	-	-	-	5.18	-	-	-	-	-	-

Note:
a) Related parties have been identified on the basis of the declaration received by the management and other records available.

b) Provisions for gratuity, compensated absences and other long term service benefits are made for the Company as a whole and the amounts pertaining to the key managerial personnel are not specifically identified and hence are not included above.

c) The Company enters into transactions, arrangements and agreements involving related parties in the ordinary course of business under the same commercial and market terms, interest and commission rates that apply to non-related parties.

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Note 43: Capital

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.

Regulatory capital	As at March 31, 2025	As at March 31, 2024
TIER I capital	59,478.70	58,909.00
TIER II capital	724.34	592.00
Total capital	60,203.04	59,501.00
Risk weighted assets	2,07,091.00	2,08,922.00
Tier I CRAR	28.72%	28.20%
Tier II CRAR	0.35%	0.28%
Tier I + II CRAR	29.07%	28.48%

As per RBI guidelines, the Company being a Non-Banking Finance Company has to maintain 15% of capital adequacy ratio for NBFC business.

Note 44: Events after reporting date

There have been no events after the reporting date that require disclosure in these financial statements.

Note 45: Long-term contracts

The Company has a process whereby periodically all long-term contracts are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provisions are required under any law / accounting standards for material foreseeable losses on such long-term contracts has been made in the books of accounts.

Note 46: Other Disclosures

46.1 The Company does not have any Benami property , where any proceeding has been initiated or pending against the Company for holding any Benami property.

46.2 The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

46.3 The Company have not traded or invested in Crypto currency or Virtual Currency during the period.

46.4 The Company have not advanced or loaned or invested funds to any other person (s)or entity (ies), including foreign entities (Intermediaries) with the understanding 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 Company (Ultimate Beneficiaries) or Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

46.5 The Company have not received any fund from any person (s)or entity (ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries:

46.6 The Company have not had any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

46.7 The title deeds for all the immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

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Note 47: Fair value measurement

47.1 Valuation Principle

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

Level 1: Valuation based on quoted market price: financial instruments with quoted prices for identical instruments in active markets that the Company can access at the measurement date.

Level 2: Valuation using observable inputs: financial instruments with quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in inactive markets and financial instruments valued using models where all significant inputs are observable.

Level 3: Valuation technique with significant unobservable inputs: financial instruments valued using valuation techniques where one or more significant inputs are unobservable.

47.2 Fair Value Hierarchy of assets and liabilities

The following table shows an analysis of financial instruments recorded at fair value by level of the fair value hierarchy:

March 31, 2025

Assets measured at fair value on a recurring basis	Level-1	Level-2	Level-3	Total
Derivative financial instruments				
Currency Swaps		711.49		711.49
Cross Currency Interest Rate Swaps		478.96		478.96
Total derivative financial instruments	-	**1,190.45**	-	**1,190.45**
Total Financial assets held for trading	-	-	-	-
Total assets measured at fair value on a recurring basis	-	**1,190.45**	-	**1,190.45**
Total financial assets measured at fair value	-	**1,190.45**	-	**1,190.45**
Liabilities measured at fair value on a recurring basis	-	-	-	-
Total financial liabilities measured at fair value	-	-	-	-

March 31, 2024

Assets measured at fair value on a recurring basis	Level-1	Level-2	Level-3	Total
Derivative financial instruments				
Cross Currency Interest Rate Swaps	-	63.27	-	63.27
Total derivative financial instruments	-	**63.27**	-	**63.27**
Total Financial assets held for trading	-	-	-	-
Total assets measured at fair value on a recurring basis	-	**63.27**	-	**63.27**
Total financial assets measured at fair value	-	**63.27**	-	**63.27**
Liabilities measured at fair value on a recurring basis	-	-	-	-
Derivative financial instruments				
Currency Swaps	-	(214.78)	-	(214.78)
Total derivative financial instruments	-	**(214.78)**	-	**(214.78)**
Total financial liabilities measured at fair value on a recurring basis	-	**(214.78)**	-	**(214.78)**
Total financial liabilities measured at fair value	-	**(214.78)**	-	**(214.78)**

There are no financial instruments measured at fair value on non-recurring basis.

Investments in Mutual Fund are fair valued through Profit & Loss account. Derivative Financial Instruments are fair valued through Other Comprehensive Income.

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Note 47: Fair value measurement

47.3 Valuation techniques

Derivative contracts

Derivatives contracts include Cross Currency Swaps and Cross Currency Interest Rate Swaps. These instruments are valued by (a) observable foreign exchange rates; and (b) observable or calculated forward points (implied yield curves).

The Company classifies Derivatives contracts as Level 2 financial instruments when no unobservable inputs are used for their valuation or the unobservable inputs used are not significant to the measurement (as a whole).

Foreign exchange contracts

Foreign exchange contracts include foreign exchange forward and swap contracts and over-the-counter foreign exchange options. These instruments are valued by either observable foreign exchange rates, observable or calculated forward points and option valuation models. With the exception of contracts where a directly observable rate is available which are disclosed as Level 1, the Company classifies foreign exchange contracts as Level 2 financial instruments when no unobservable inputs are used for their valuation or the unobservable inputs used are not significant to the measurement (as a whole).

Mutual Funds

Mutual Funds include investment in liquid funds and overnight funds. These are debt-based funds .The amounts mentioned is the fair value of the portfolio basis the NAV of the underlying schemes which are published by respective AMCs. The cost of the portfolio as at March 31, 2025 is Nil (As at March 31, 2024 - Nil)

47.4 Fair value of financial instruments not measured at fair value

Set out below is a comparison, by class, of the carrying amounts and fair values of the Company's financial instruments that are not carried at fair value in the financial statements. This table does not include the fair values of non-financial assets

March 31, 2025	Valuation		Fair Value			
		Carrying Value	Level-1	Level-2	Level-3	Total
Financial assets:						
Cash and cash equivalents	At amortised cost	16,154.77	16,154.77	-	-	16,154.77
Bank balance other than above	At amortised cost	9,772.17	9,772.17	-	-	9,772.17
Trade receivables	At amortised cost	1.35	-	-	1.35	1.35
Other receivables	At amortised cost	4.17	-	-	4.17	4.17
Loans	At amortised cost	2,49,342.00	-	-	2,49,342.00	2,49,342.00
Other Financial Assets	At amortised cost	1,130.99	-	-	1,130.99	1,130.99
Total financial assets		**2,76,405.43**	**25,926.94**	**-**	**2,50,478.50**	**2,76,405.46**
Financial liabilities:						
Trade payables	At amortised cost	938.35	-	-	938.35	938.35
Debt securities	At amortised cost	56,937.10	-	-	56,937.10	56,937.10
Borrowings (other than debt securities)	At amortised cost	1,57,306.90	-	-	1,57,306.90	1,57,306.90
Other Financial liabilities	At amortised cost	5,303.26	-	-	5,303.26	5,303.26
Total financial liabilities		**2,20,485.61**	**-**	**-**	**2,20,485.61**	**2,20,485.61**
Off balance sheet items						
Other commitments	At amortised cost	598.30	-	-	598.30	598.30
Total off-balance sheet items		**598.30**	**-**	**-**	**598.30**	**598.30**

There are no transfer of assets / liabilities between Level 1, Level 2 and Level 3 during the current year as well as previous year.

March 31, 2024	Valuation		Fair Value			
		Carrying Value	Level-1	Level-2	Level-3	Total
Financial assets:						
Cash and cash equivalents	At amortised cost	15,750.26	15,750.26	-	-	15,750.26
Bank balance other than above	At amortised cost	10,016.78	10,016.78	-	-	10,016.78
Trade receivables	At amortised cost	91.14	-	-	91.14	91.14
Other receivables	At amortised cost	203.76	-	-	203.76	203.76
Loans	At amortised cost	2,53,199.64	-	-	2,53,199.64	2,53,199.64
Other Financial Assets	At amortised cost	1,837.21	-	-	1,837.21	1,837.21
Total financial assets		**2,81,098.79**	**25,767.04**	**-**	**2,55,331.75**	**2,81,098.79**
Financial liabilities:						
Trade payables	At amortised cost	1,788.80	-	-	1,788.80	1,788.80
Debt securities	At amortised cost	46,290.55	-	-	46,290.55	46,290.55
Borrowings (other than debt securities)	At amortised cost	1,67,604.60	-	-	1,67,604.60	1,67,604.60
Other Financial liabilities	At amortised cost	4,154.14	-	-	4,154.14	4,154.14
Total financial liabilities		**2,19,838.07**	**-**	**-**	**2,19,838.07**	**2,19,838.07**
Off balance sheet items						
Other commitments	At amortised cost	1,046.26	-	-	1,046.26	1,046.26
Total off-balance sheet items		**1,046.26**	**-**	**-**	**1,046.26**	**1,046.26**

47.5 Valuation methodologies of financial instruments not measured at fair value

The Company has determined that the carrying values of cash and cash equivalents, bank balances, trade receivables, loans, trade payables, debt securities, borrowings, other financial assets, other financial liabilities and off-balance sheet item are a reasonable approximation of their fair value and hence their carrying values are deemed to be fair values.





Note 48: Risk management

48.1 Introduction and Risk Profile

48.1.1 Risk management structure

The Board of Directors are responsible for the overall risk management approach and for approving the risk management strategies and principles. The Board has constituted the Credit Committee and Risk Management Committee which is responsible for monitoring the overall risk process within the Company.

The Credit Committee and Risk Management Committee has the responsibility for the development of the risk strategy and implementing principles, frameworks, policies and limits. This Committee is also responsible for managing portfolio risk decisions and monitoring risk levels.

The Company's treasury team is responsible for managing its assets and liabilities and the overall financial structure. It is also primarily responsible for the funding and liquidity risks of the Company.

The Company's risk management processes are audited annually by the Internal Auditors, who examine both the adequacy of the procedures and the Company's compliance with the procedures. The Internal Auditors discuss the results of all assessments with the management and reports their findings and recommendations to the Audit Committee of the Board.

48.1.2 Risk mitigation and risk culture

As part of its overall risk management, the Company can use derivatives and other instruments to manage exposures resulting from changes in interest rates and foreign currencies, equity risks and credit risks. Currently, the Company uses derivatives to manage its interest rate and foreign exchange risk arising from the USD and EUR denominated borrowings.

In accordance with the Company's policy, its risk profile is assessed before entering into hedging transactions, which are authorised by the appropriate level of seniority within the Company. The effectiveness of hedges is assessed by the ALCO (based on economic considerations rather than the Ind AS hedge accounting regulations). The effectiveness of all the hedge relationships is monitored by the ALCO on a monthly basis. It is the Company's policy that in situations of ineffectiveness, it will enter into a new hedge relationship to mitigate risk on a continuous basis. Currently, the positions are fully hedged (i.e. 100% risk of interest rate and/or foreign exchange movement) in line with the Board approved policies.

48.1.3 Risk measurement and reporting systems

The Company's loan asset portfolio risk is measured using a method that reflects expected loss likely to arise in normal circumstances based on statistical models. The models make use of probabilities derived from historical experience, adjusted to reflect the economic environment, whenever required. This risk measurement is quantified by way of the Expected Credit Loss (ECL). Unexpected losses resulting from unforeseen event risks e.g., natural disasters / events / pandemic situations etc., are estimated by applying judgmental inferences to lead indicators of portfolio behavior.

The Company's policy is to measure and monitor the overall risk, in relation to the aggregate risk exposure across all risk types and activities.

Information compiled from all the departments is examined and processed to analyse, control and identify operational risks on a timely basis. This information is presented and explained to the Head of each Department, the Audit Committee of the Board. The Audit Committee of the Board & the Credit and Risk Management Committee receives a comprehensive risk report once a quarter (from the Internal auditors & the Risk Head respectively) which is designed to provide all the necessary information to interpret, assess and conclude on the risks of the Company.

It is the Company's policy to ensure that a robust risk awareness is embedded in its organisational risk culture. Employees are expected to take ownership and be accountable for the risks the Company is exposed to. The Company continuously trains its employees to build awareness of the Company's risk appetite and support them in their roles and responsibilities to monitor risk.

48.2 Credit Risk

Credit risk is the loss arising on account of customers or counterparties failing to discharge their contractual obligations. The Company manages and controls credit risk by setting limits on the amount of risk it is willing to accept on its Loan Portfolio, and by monitoring exposures in relation to such limits.

The Company has established a credit quality review process to provide early identification of possible changes in the creditworthiness of counterparties.

The credit quality review process aims to allow the Company to assess the potential loss as a result of the risks to which it is exposed and take corrective actions.

48.2.1 Derivative financial instruments

Credit risk arising from derivative financial instruments is, at any time, limited to those with positive fair values, as recorded on the balance sheet.

With gross-settled derivatives, the Company is also exposed to a settlement risk, being the risk that the Company honours its obligation, but the counterparty fails to deliver the counter value. The Company deals with only high rated Banking Counterparty(ies) to ensure mitigation of counterparty credit risk and settlement risk.

48.2.2 Impairment assessment

The references below show where the Company's impairment assessment and measurement approach is set out in this report. It should be read in conjunction with the Summary of significant accounting policies.

The Company's definition and assessment of default (Note 48.2.2.1).
-How the Company defines, calculates, monitors and validates the Probability of Default (PD) and Loss Given Default (LGD) (Notes 48.2.2.2 to 48.2.2.3)
-When the Company considers there has been a significant increase in credit risk (SICR) of an exposure (Note 48.2.2.4)
-The details of the ECL calculations for Stage 1, Stage 2, Stage 3 and it's respective sub-stage assets

48.2.2.1 Definition of default

The Company 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.

As a part of a qualitative assessment of whether a customer is in default, the Company also considers a variety of instances that may indicate unlikeliness to pay. When such events occur, the Company carefully considers whether the event should result in treating the customer as defaulted and therefore assessed as Stage 3 for ECL calculations or whether Stage 2 is appropriate. NeoGrowth categorizes the asset as Stage 3A when it is classified as a Sub-standard asset. Such events may include (and not be limited to):

- All the facilities of a borrower from all the borrowed accounts are treated as Stage 3 when one of his facility becomes 90 days past due i.e. credit impaired.
- A covenant breach not waived by the Company
- The Company on selective Basis does consider restructuring of loans after due assessment of its viability from time to time, in line with regulatory /judicial norms & dispensations

48.2.2.2 PD estimation process

Probability of Default (PD) is an estimate of the likelihood of default in a homogenous pool of loans, over it's performance period of following 12 month / lifetime horizon. PD estimation process is done based on historical & empirical internal data available with the company. 'Company calculates the 12-month PD by taking into account the past historical trends of the portfolio, credit performance including actual default data and Macro economic variables. In case of assets where there is 'a significant increase in credit risk (SICR) i.e when a borrower becomes 30 Days past Due and is classified as Stage 2, a higher PD is applied basis empirical data of such customers defaulting. 'For credit impaired assets (Stage 3), a PD of 100% is applied.

PD represents the Number of accounts which went into default (during the performance period), relative to the number of accounts of all Non-Default accounts at the start point of the performance period. 12 month period for which performance has been empirically measured. The Company assesses and empirically measure the possible default events within 12 months or lifetime. This PD factor is applied to all Stage 1 & Stage 2 loans, to estimate the likelyhood of Default

For credit impaired assets (i.e. Stage 3 assets), PD of 100% is applied.'In case of undrawn loan commitments (for accounts that are live & unexpired), a credit conversion factor of 75% is applied for expected drawdown.

48.2.2.3 Loss Given Default (LGD) & Exposure at Default (EAD)

Loss Given Default (LGD) is an estimate of the ultimate loss arising when a default occurs. It is based on empirical contractual realizations from credit impaired assets (i.e. Stage 3 assets). after event of default i.e Day on Day DPD including from the realization of any security.The principal recovery is further adjusted for cost of recovery and discounted with the EIR of the loan to adjust for time value of money to arrive at the LGD. This is computed basis seasoned defaulted loans.

Exposure at Default (EAD) factor is used to derive the exposure at default. It considers factorings any repayments or recoveries prior to default. The calculated EAD factor is then applied to current outstanding to determine the exposure at default





NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2025
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Note 48: Risk management

48.2.2.4 Significant increase in credit risk

The Company continuously monitors its Loan Portfolio in order to assess whether there has been an event which could cause a significantly increase in the credit risk (SICR) of the underlying asset or the customer's ability to pay and accordingly applies a higher PD rate. An asset can move in & out of SICR category based upon whether it has undergone SICR events that may include (and not be limited to):

- When one of the facilities of a borrower becomes 30 days past due
- Borrowers of a segment / industry / geography under stress

48.2.2.5 Change in Estimates

The company periodically reviews and updates the expected credit loss model(ECL) in line with the new inputs and performance trends to reflect the reasonableness and adequacy of ECL amount recognized as at reporting date. During the year ended March 31, 2025, The Company has updated the Expected Credit Loss model (ECL) and utilized the management overlay created on Stage 2 cases amounting to Rs.12.62 crore.

48.3 Liquidity risk and funding management

Liquidity risk arises from mismatches in the timing of cash flows, these mismatches originates due to difference in average maturity of assets and liabilities in the books. It is a risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities as and when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances.

Liquidity Risk is primarily monitored by a Board appointed Asset Liability Committee (ALCO) and is managed by the Company's treasury team under the guidance of ALCO.

Liquidity Risk is measured by identifying gaps in the structural and dynamic liquidity statements. Key practices employed by the company for assessment and monitoring of liquidity risk are as below:
1. Monitoring the external operating environment, regulatory framework for NBFCs, capital market instruments and bank loans, debt market conditions and liquidity, and risk appetite of investors
2. Mapping of near to medium-term outflows on liabilities and expected inflows from assets, thereby performing a gap assessment for incremental fund raising
3. Periodic reviews by ALCO relating to the liquidity position, plan of action for incremental fund raising and stress tests of the ALM position

The Company continues to closely monitor liquidity in the market and as part of its ALCO strategy maintains a liquidity buffer to reduce any liquidity risk. This liquidity buffer is maintained in the form of unencumbered investments in units of mutual funds (Liquid and/or Overnight Schemes), Fixed Deposits with high rated scheduled Commercial Banks and undrawn Bank lines.

The Company maintains a diverse mix of borrowings from various sources, including banks, developmental financial institutions, foreign portfolio investors and high rated NBFCs. The Company continued to borrow long term debt with longer contractual maturity compared to its loans and advances portfolio, in order to maintain positive cumulative gaps in its ALM. The average maturity of liabilities is higher than average maturity of assets, which has caused positive gap in the ALM. The Company also continues to explore borrowing opportunities in the market and concluded multiple borrowings transactions in form of Term loans, PTC securitization and NCDs during the year ended March 31, 2025.

A strong borrowings pipeline has been built from a diverse set of domestic and overseas financing institutions. The liquidity buffer, regular collections and incremental debt raising pipeline is sufficient to support ongoing debt repayments, operating expenses and future business growth of the Company.

48.3.1. Liquidity ratios

Public Disclosure on Liquidity Risk (in accordance with RBI Circular - RBI/2019-20/88 DOR.NBFC (PD) CC. No.102/03.10.001/2019-20), as on March 31, 2025 as below:

a. Funding Concentration based on significant counterparty

Particulars	As at March 31, 2025	As at March 31, 2024
Number of significant counter parties	23	26
Amount	1,90,468.86	1,86,544.77
Percentage of funding total liabilities	85.84%	83.94%

Significant Counterparties are defined as - A single counterparty or group of connected or affiliated counterparties accounting in aggregate for more than 1% of the Company's total liabilities.

b. Top 10 borrowings (by counterparty)

Particulars	As at March 31, 2025	As at March 31, 2024
Total Borrowings	2,14,244.00	2,13,895.15
Top 10 Borrowings	1,36,019.07	1,19,806.66
Top 10 as a percentage of total borrowings	63.49%	56.01%

c. Funding Concentration by Instrument

Name of the instrument	As at March 31, 2025	% of Total liabilities	As at March 31, 2024	% of Total liabilities
Non-Convertible Debentures (NCD)	54,480.47	24.55%	46,275.48	20.82%
Commercial paper	2,441.56	1.10%	-	0.00%
CCPS	15.07	0.01%	15.07	0.01%
Term Loans	57,840.14	26.07%	65,026.08	29.26%
External Commercial Borrowings (ECB)	57,525.87	25.93%	55,807.58	25.11%
Cash Credit (CC)	-	0.00%	1,179.43	0.53%
Others	41,940.89	18.90%	45,591.51	20.52%
TOTAL	**2,14,244.00**	96.56%	**2,13,895.15**	96.25%

Significant Counterparties are defined as - A single counterparty or group of connected or affiliated counterparties accounting in aggregate for more than 1% of the Company's total liabilities.
Total liabilities equals sum of carrying value of all liabilities minus total equity

d. Stock Ratios

Particulars	Percentage for March 25	Percentage for March 24
Commercial Paper - as a percentage of total public funds*	1.14%	NA
Commercial Paper - as a percentage of total liabilities	1.10%	Nil
Commercial Paper - as a percentage of total assets	0.84%	Nil
NCD (original maturity < 1year) - as a percentage of total public funds	NA	NA
NCD (original maturity < 1year) - as a percentage of total liabilities	Nil	Nil
NCD (original maturity < 1year) - as a percentage of total assets	Nil	Nil
Other Short-term Liabilities - as a percentage of total public funds	60.44%	52.84%
Other Short-term Liabilities- as a percentage of total liabilities	58.36%	50.86%
Other Short-term Liabilities- as a percentage of total assets	44.81%	39.27%

*Public funds' includes funds raised either directly or indirectly through public deposits, inter-corporate deposits, bank finance and all funds received from outside sources such as funds raised by issue of Commercial Papers, debentures etc. but excludes funds raised by issue of instruments compulsorily convertible into equity shares within a period not exceeding 5 years from the date of issue

Other Short-term Liabilities includes borrowing (Principal Outstanding) due within 12 months from the reporting date excluding commercial papers





Note 48: Risk management

e. Institutional set-up for liquidity risk management

The Liquidity Risk Management Policy of the Company is approved by the Board of Directors of the Company.

The Board of Directors or other sub-Committee of the Board including Audit Committee / Sub-Committee have approved the formation of the Asset Liability Committee (ALCO), comprising the Managing Director and Chief Executive Officer, Chief Financial Officer, Vice President - Treasury.

48.3.2. Analysis of financial assets and liabilities by remaining contractual maturities

The table below summarises the maturity profile of the cashflow of Debt Securities and Borrowings:

Particulars	As at March 31, 2025	As at March 31, 2024
Within 1 Year	1,31,934.24	1,13,031.72
Over 1 year to 2 Years	53,971.94	71,700.04
Over 2 years to 3 Years	24,387.58	26,422.92
Over 3 years to 5 Years	1,655.74	2,725.40
Over 5 years	2,294.50	15.07
TOTAL	**2,14,244.00**	**2,13,895.15**

Notes:
1. The Company considers Put/Call option dates for the purpose of reporting maturity pattern of Borrowings including debt securities.

The table below summarises the maturity profile of the cashflow of Trade Payable and Other Financial Liabilities:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Trade Payable	Other Financial Liabilities	Trade Payable	Other Financial Liabilities
Within 1 Year	938.35	2,468.57	1,788.81	2,662.26
Over 1 years to 3 Years	-	1,611.75	-	856.74
Over 3 years to 5 Years	-	1,163.09	-	484.26
Above 5 Years	-	59.85	-	150.88
TOTAL	**938.35**	**5,303.26**	**1,788.81**	**4,154.14**

The table below shows the contractual expiry by maturity of the company's contingent liabilities and commitments: Each undrawn loan commitment is included in the time band containing the earliest date it can be drawn down. For issued financial guarantee contracts, the maximum amount of the guarantee is allocated to the earliest period in which the guarantee could be called.

Particulars	Carrying Value	On demand	Less than 3 months	Over 3 months & upto 6 months	Over 6 months & upto 1 year	Over 1 year & upto 3 years	Over 3 years & upto 5 years	Over 5 years	Total
As at March 31, 2025									
Contingent Liability	36.24	36.24	-	-	-	-	-	-	36.24
Other undrawn commitments to lend*	304.00	304.00	-	-	-	-	-	-	304.00
Capital commitments	294.30	294.30	-	-	-	-	-	-	294.30
Total commitments	634.54	**634.54**	-	-	-	-	-	-	**634.54**
As at March 31, 2024									
Contingent Liability	32.53	32.53	-	-	-	-	-	-	32.53
Other undrawn commitments to lend*	658.00	658.00	-	-	-	-	-	-	658.00
Capital commitments	388.26	388.26	-	-	-	-	-	-	388.26
Total commitments	**1,078.79**	**1,078.79**	-	-	-	-	-	-	**1,078.79**

*The limit sanctioned to the customers are unconditionally revocable at the discretion of the Company and therefore the limit is uncommited.

48.4 Market Risk

Market risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates, foreign exchange rates and equity prices. The Company classifies exposures to market risk into either trading or non-trading portfolios and manages each of those portfolios separately.

48.4.1 Total market risk exposure

Particulars	As at March 31, 2025			As at March 31, 2024			Primary Risk sensitivity
	Carrying amount	Traded risk	Non-traded risk	Carrying amount	Traded risk	Non-traded risk	
Assets							
Cash and cash equivalents	16,154.77	-	16,154.77	15,750.26	-	15,750.26	Interest Rate
Other bank balances	9,772.17		9,772.17	10,016.78	-	10,016.78	Interest Rate
Derivative financial instruments	1,190.45	-	1,190.45	-	-	-	Interest Rate / Foreign Exchange
Trade receivables	1.35	-	1.35	91.14	-	91.14	Interest Rate
Other Receivables	4.17	-	4.17	203.76		203.76	Interest Rate
Loans	2,49,342.00	-	2,49,342.00	2,53,199.64	-	2,53,199.64	Interest Rate
Other Financial Assets	1,130.99		1,130.99	1,837.21	-	1,837.21	Interest Rate
TOTAL	**2,77,595.90**	-	**2,77,595.90**	**2,81,098.79**	-	**2,81,098.79**	
Liabilities							
Derivative financial instruments	-	-	-	151.51	-	151.51	Interest Rate / Foreign Exchange
Trade payables	938.35	-	938.35	1,788.80	-	1,788.80	Interest Rate
Debt securities	56,937.10	-	56,937.10	46,290.55	-	46,290.55	Interest Rate
Borrowings (other than debt securities)	1,57,306.90	-	1,57,306.90	1,67,604.60	-	1,67,604.60	Interest Rate / Foreign Exchange
Other financial liabilities	5,303.26	-	5,303.26	4,154.14	-	4,154.14	Interest Rate
TOTAL	**2,20,485.61**	-	**2,20,485.61**	**2,19,989.58**	-	**2,19,989.58**	

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Note 48: Risk management

48.4.1 Market risk non-trading

48.4.1.1 Interest rate risk

Interest rate sensitivity on fixed and floating rate assets and liabilities with differing maturity profiles is measured by using the duration gap analysis. The same is monitored by the ALCO periodically. All the Company loans and advances are on a Fixed Interest basis. The Company has floating rate borrowings primarily in two categories – (a) Domestic borrowings linked to the Lender's Base Rate/MCLR; (b) USD/EURO denominated borrowings linked to USD/EURO SOFR. The USD/EURO SOFR linked borrowings are fully hedged for the interest rate risk in accordance with the company's Foreign Exchange Risk Management Policy. Most of the borrowings are in NCD and Term loans are fixed rate borrowings, hence not exposed interest rate risk.

Change in Interest Rate

Particulars	As at March 31, 2025		As at March 31, 2024	
	Impact on profit before tax	Impact on equity	Impact on profit before tax	Impact on equity
25 basis point down	157.77	118.06	183.80	137.54
50 basis point down	315.54	236.12	367.60	275.08
25 basis point up	(157.77)	(118.06)	(183.80)	(137.54)
50 basis point up	(315.54)	(236.12)	(367.60)	(275.08)

Borrowings with floating rate structure has been considered for interest rate sensitivity analysis

48.4.1.2 Currency risk

In the normal course of its business, the Company does not deal in foreign exchange significantly, except for its USD and EUR denominated External Commercial Borrowings. Any foreign exchange exposure on account of foreign exchange borrowings is hedged fully to safeguard against exchange rate risk in accordance with the company's Foreign Exchange Risk Management Policy.

Foreign Currency Exposure

Particulars	As at March 31, 2025			As at March 31, 2024		
	USD in lakhs	EUR in lakhs	Amount	USD in lakhs	EUR in lakhs	Amount
External Commercial Borrowings (ECB)	623.67	35.00	54,251.62	620.69	35.00	53,576.59
Derivative Financial Instrument *(Hedge instruments)	(623.67)	(35.00)	(54,251.62)	(620.69)	(35.00)	(53,576.59)
Net exposure to foreign currency	-	-	-	-	-	-

* represents the notional amount of the derivative financial instrument

48.4.1.3 Equity price risk

The Company does not have any exposure to equity price risk.

48.4.1.4 Operational and business risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people or systems, or from external events.

The operational risks of the company are managed through comprehensive internal control systems and procedures and key back up processes. In order to further strengthen the control framework and effectiveness, the company has established risk control self-assessment at branches to identify process lapses by way of exception reporting. This enables the management to evaluate key areas of operational risks and the process to adequately mitigate them on an ongoing basis. The company also undertakes Risk based audits on a regular basis across all business units / functions. While examining the effectiveness of control framework through self-assessment, the risk-based audit would assure effective implementation of self-certification and internal financial controls adherence, thereby, reducing enterprise exposure.

The company has put in place a robust Disaster Recovery (DR) plan, which is periodically tested. Business Continuity Plan (BCP) is further put in place to ensure seamless continuity of operations including services to customers, when confronted with adverse events such as natural disasters, technological failures, human errors, terrorism, etc. Periodic testing is carried out to address gaps in the framework, if any. DR and BCP audits are conducted on a periodical basis to provide assurance regarding the effectiveness of the company's readiness.





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Notes to financial statements for the year ended March 31, 2025
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Note 49: Regulatory disclosures
49.1 Capital

Particulars	March 31, 2025	March 31, 2024
i) CRAR (%)	29.07%	28.48%
ii) CRAR - Tier I Capital (%)	28.72%	28.20%
iii) CRAR - Tier II Capital (%)	0.35%	0.28%
iv) Amount of subordinated debt raised as Tier-II capital	-	-
v) Amount raised by issue of Perpetual Debt Instruments	-	-

49.2 Investments

The Company does not have any investments as on March 31, 2025 and March 31, 2024.

49.3 Derivatives

49.3.1 Forward Rate Agreement / Interest Rate Swap

Particulars	March 31, 2025	March 31, 2024
i) The notional principal of swap agreements	54,251.62	53,576.59
ii) Losses which would be incurred if counterparties failed to fulfil their obligations under the agreements	1,253.63	412.13
iii) Collateral required by the Company upon entering into swaps	2,454.00	2,621.14
iv) Concentration of credit risk arising from the swaps	-	-
v) The fair value of the swap book	1,190.45	(151.51)

49.3.2 Exchange Traded Interest Rate Derivatives

The Company has not entered into any Exchange Traded Interest Rate Derivatives.

49.3.3 Disclosures on Risk Exposure in Derivatives

Qualitative Disclosures
For Qualitative Disclosures please refer Note 47 and Note 3.19 for material accounting policies related Hedge accounting

Quantitative Disclosures

Particular	March 31, 2025		March 31, 2024	
	Currency Derivatives	Cross Currency Interest rate derivatives	Currency Derivatives	Cross Currency Interest rate derivatives
Derivatives (Notional Principal Amount)				
a) For hedging	29,837.18	24,414.44	27,463.25	26,113.34
b) For trading	-	-	-	-
Marked to Market Positions				
a) Asset (+)	711.49	478.96	-	63.27
b) Liability (-)*	-	-	(214.78)	-
Credit Exposure	-	-	-	-
Unhedged Exposures	-	-	-	-





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Note 49: Regulatory disclosures
49.4 Disclosures relating to Securitisation, Asset Reconstruction and Direct Assignment

i) The Company has entered into Securitisation transactions for the year ended March 31, 2025.

Particulars	March 31, 2025	March 31, 2024
No of SPVs sponsored by the NBFC for securitisation transactions	18	19
Total amount of securitised assets as per books of the SPVs sponsored by the NBFC*	41,940.89	45,460.03
Total amount of exposures retained by the NBFC to comply with MRR as on the date of balance sheet	-	-
a) On-balance sheet exposures	-	-
* First Loss	3,728.60	4,039.00
* Others	10,636.00	7,674.00
b) Off-balance sheet exposures		
* First Loss	-	-
* Others	-	-
Amount of exposures to securitisation transactions other than MRR		
a) On-balance sheet exposures		
Exposure to own securitizations		
* First Loss	-	-
* Others	-	-
Exposure to third party securitization		
* First Loss	-	-
* Others	-	-
b) Off-balance sheet exposures		
Exposure to own securitizations		
* First Loss	-	-
* Others	-	-
Exposure to third party securitization		
* First Loss	-	-
* Others	-	-
Sale consideration received for the securitised assets and gain/loss on sale on account of securitisation	56,986.84	72,348.45
Form and quantum (outstanding value) of services provided by way of, liquidity support, post-securitisation asset servicing, etc.	55.78	38.25
Performance of facility provided. Please provide separately for each facility viz. Credit enhancement, liquidity support, servicing agent 60 etc. Mention percent in bracket as of total value of facility		
(a) Amount paid	a) 3728.60	a) 4039.00
(b) Repayment received	b) Nil	b) Nil
(c) Outstanding amount	c) 3728.60	c) 4039.00
Average default rate of portfolios observed in the past. Please provide breakup separately for each asset class i.e. RMBS, Vehicle Loans etc	6.06%	2.92%
Amount and number of additional/top up loan given on same underlying asset. Please provide breakup separately for each asset class i.e. RMBS, Vehicle Loans etc	-	-
Investor complaints (a) Directly/Indirectly received and; (b) Complaints outstanding	-	-

*The Amount denotes the Principal Outstanding with the SPV

ii) Details of financial assets sold to Securitisation/Reconstruction Company for Asset Reconstruction:
The Company has not sold any financial assets to Securitisation/Reconstruction Company for Asset Reconstruction for the year ended March 31, 2025 and March 31, 2024.

iii) Details of assignment transactions
The Company has sold financial assets by way of Direct Assignment in the year ended March 31, 2025.

Particulars	March 31, 2025	March 31, 2024
Count of loans accounts assigned	941	1,888
Amount of loan accounts assigned	11,960.06	14,886.00
Weighted average maturity (in months)	17.11	14.70
Weighted average holding period (in months)	7.41	8.70
Retention of beneficial economic interest	10%	10%
Coverage of tangible security	100%	100%
Rating wise distribution of rated loans	Not Rated	Not Rated

iv) The Company has not sold / purchased any non-performing assets during March 31, 2025 and March 31, 2024
v) The Company has not acquired through assignment any loans, not in default during the year ended March 31, 2025.
vi) The Company has not transferred any stressed loans during the year ended March 31, 2025.

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Note 49: Regulatory disclosures

49.5 Exposure to real estate sector

Particulars	March 31, 2025	March 31, 2024
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	9,914.55	5,676.04
b) Commercial Real Estate –	-	-
Lending secured by mortgages on commercial real estate (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.). Exposure would also include non-fund based (NFB) limits	1,977.51	1,262.71
c) Investments in Mortgage-Backed Securities (MBS) and other securitized exposures -		
i. Residential	-	-
ii. Commercial Real Estate	-	-
ii) Indirect Exposure		
Fund based and non-fund-based exposures on National Housing Bank and Housing Finance Companies.	-	-
Total Exposure to Real Estate Sector	**11,892.06**	**6,938.75**

i) The Company has no exposure to capital market during the March 31, 2025 and March 31, 2024.

ii) Details of Single Borrower Limit (SGL) / Group Borrower Limit (GBL) exceeded by the NBFC
During the year, the Company has not exceeded SGL & GBL limits as prescribed under NBFC Regulation.

iii) Unsecured Advances
During the year, the Company has not given any advance against collateral of rights, licenses, authority, etc.

49.6 - Miscellaneous

49.6.1 - Registration obtained from other financial sector regulators

RBI registration no	B-13.02077
IRDA registration no	CA0472
Company Identification Number (CIN)	U51504MH1993PTC251544

49.6.2 - Disclosure of Penalties imposed by RBI and other regulator

During the year ended March 31, 2025, no penalties have been levied by RBI on the Company (Previous year Nil).

49.6.3 - Ratings assigned by credit rating agencies and migration of ratings during the year

Instruments	Credit Rating Agency	March 31, 2025	March 31, 2024
Long Term Bank lines	ICRA	[ICRA] BBB + (Stable)	[ICRA] BBB + (Stable)
Non-Convertible Debenture	ICRA	[ICRA] BBB + (Stable)	[ICRA] BBB + (Stable)
Cash Credit	ICRA	-	[ICRA] BBB + (Stable)
Working Capital Demand Loan	ICRA	-	[ICRA] BBB + (Stable)
Non-Convertible Debenture	CARE	CARE BBB+ (Stable)	CARE BBB (Stable)
Long Term Bank lines	CARE	-	CARE BBB+ (Stable)
CP	ICRA	ICRA A2	ICRA A2
Series A - Pass Through Certificates (Securitisation) - Aries Trust, Kathy 12, Taurus Trust ,Chanakya-2 Trust , Bhaskara-1 Trust January 2024,Charak 2 February 2024 Trust, Gemini Trust April 2024,Chanakya-3 Trust May 2024, Gagan 05 2024,Capricorn Trust May 2024,Vayu Trust June 2024, Agni Trust September 2024,Chanakya-4 Trust November 2024, Nabh Trust December 2024,Drona-1 Trust December 2024, Sagittarius Trust February 2025	ICRA	ICRA A+ (Structured Obligation)	-
Series A - Pass Through Certificates (Securitisation) - Aryabhata-4 Trust January 2024, Aryabhata-5 Trust March2024,Nagarjuna-1 Trust March2024	ICRA	ICRA A+ (Structured Obligation)	-
Series A - Pass Through Certificates (Securitisation) - Virgo and Saturn	CARE	-	-
Series A - Pass Through Certificates (Securitisation) - Hannah	CARE	-	-
Series A - Pass Through Certificates (Securitisation) - Aryabhata-2 Trust, Aryabhata-1	ICRA	-	ICRA A+ (Structured Obligation)
Series A - Pass Through Certificates (Securitisation) - Shark 02	ICRA	-	ICRA A- (Structured Obligation)

49.7.1 - Provisions and contingencies

Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account	March 31, 2025	March 31, 2024
Provisions for depreciation on Investment	-	-
Provision towards NPA	4,848.09	1,805.11
Provision made towards Income tax	310.01	2,396.60
Other Provision and Contingencies (with details)	-	-
Provision for Standard Assets	(1,711.11)	2,886.39

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Note 49: Regulatory disclosures

49.7.2 - Draw Down from Reserves
During the year ended March 31, 2025, the Company has not drawn down any amount from Reserves (March 31, 2024 Nil).

49.7.3 - Concentration of Advances, Exposures & NPAs

49.7.3.1 - Concentration of Advances

Particulars	March 31, 2025	March 31, 2024
Total Advances to twenty largest borrowers	1,671.45	1,806.80
Percentage of Advances to twenty largest borrowers to Total Advances of the applicable NBFC	0.64%	0.68%

Advances is taken as Principal balance and accordingly percentage is derived

49.7.3.2 - Concentration of Exposures

Particulars	March 31, 2025	March 31, 2024
Total Exposure to twenty largest borrowers /customers	1,706.64	1,806.80
Percentage of Exposures to twenty largest borrowers / customers to Total Exposure of the applicable NBFC on borrowers / customers	0.65%	0.68%

49.7.3.3 - Concentration of NPA assets

Particulars	March 31, 2025	March 31, 2024
Total Exposure to top four NPA accounts	310.83	259.31

49.7.3.4 - Sector-wise NPA assets

Percentage of NPA assets to Total Advances in that sector

Sector	March 31, 2025	March 31, 2024
Agriculture & allied activities	10.87%	4.10%
MSME	6.74%	3.65%
Corporate borrowers	7.61%	5.93%
Services	-	-
Unsecured personal loans	-	-
Auto loans	-	-

As certified by management and relied by Auditors

49.7.4 - Movement of NPA assets

Particulars	March 31, 2025	March 31, 2024
NPA (net of provisions) to net advances (%)	2.96%	1.60%
Movement of NPA (Gross)		
Opening balance	9,711.16	7,365.40
Additions during the year	38,343.48	17,750.97
Reductions during the year	(30,171.73)	(15,405.21)
Closing balance	17,882.91	9,711.16
Movement of Net NPA		
Opening balance	4,151.74	3,611.09
Additions during the year	15,318.11	5,804.10
Reductions during the year	(11,994.45)	(5,263.45)
Closing balance	7,475.40	4,151.74
Movement of provisions for NPA (excluding provisions on standard assets)		
Opening balance	5,559.42	3,754.31
Provisions made during the year	23,025.37	11,946.87
Write-off / Write-back of excess provisions	(18,177.28)	(10,141.76)
Closing balance	10,407.51	5,559.42

Amount is taken as Principal balance

49.8 Overseas Assets (for those with Joint Ventures and Subsidiaries abroad)
During the year ended March 31, 2025, the company does not have any joint venture or subsidiary abroad, hence, not applicable (March 31, 2024 NA).

49.9 Off-balance Sheet SPVs sponsored
During the year ended March 31,2025, the company does not have any off balance sheet SPV sponsored (March 31, 2024 Nil).

49.10 Disclosure of Complaints

Customer Complaints	March 31, 2025	March 31, 2024
No. of complaints pending at the beginning of the year	6	-
No. of complaints received during the year	1,158	259
No. of complaints redressed during the year	1,142	253
No. of complaints pending at the end of the year	22	6

As certified by management and relied by Auditors

49.11 Intra-group exposures
The company does not have any Intra-group exposures (March 31, 2024 Nil).

49.12 Unhedged foreign currency exposure
The company does not have any Unhedged foreign currency exposure (March 31, 2024 Nil).

49.13 Gold Loans
The company do not lend any gold loans (March 31, 2024 Nil).

49.14 Pursuant to the RBI Circular No DNBS.PD.CC. No. 256/03.10.042/2011-12 Dated 2 March, 2012, the details of frauds noticed/reported are as below:

Particulars	March 31, 2025	March 31, 2024
Amount involved is greater than or equal to 1 lakh*	754.87	6.00
Amount Recovered	8.63	3.01
Amount written off/provided	746.24	2.99
Balance	0.00	0.00

*No fraud with amount involved less than 1 lakh

KKC & Associates LLP Chartered Accountants
NeoGrowth Credit Private Limited Mumbai

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49.15 - Related Party Transaction

Disclosure of transactions with related parties as required by RBI circular dated 19 Apr 2022

Related Party	Parent (as per ownership or control)		Subsidiaries		Associates/ Joint ventures		Key Management		Relatives of Key Management Personnel		Directors*		Entity having significant influence in the Company		Others		Total	
Items	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous Year	Current year	Previous Year	Current year	Previous Year	Current year	Previous year
(A) Details of Related party transactions during the year ended																		
Borrowings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Placement of deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Advances	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Investments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Purchase of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest paid	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others -CCD converted in CCPS	-	-	-	-	-	-	-	-	-	-	-	-	-	3,075.00	-	-	-	3,075.00
Others -Interest expenses on CCD	-	-	-	-	-	-	-	-	-	-	-	-	-	123.97	-	-	-	123.97
Remuneration	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Arun Kumar Nayyar																	-	-
-short-term employee benefits	-	-	-	-	-	-	494.64	677.88	-	-	-	-	-	-	-	-	494.64	677.88
-post-employment benefits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deepak Goswami																	-	-
-short-term employee benefits	-	-	-	-	-	-	331.64	191.91	-	-	-	-	-	-	-	-	331.64	191.91
-post-employment benefits	-	-	-	-	-	-	10.08	4.80							-	-	10.08	4.80
Rohit Rai																	-	-
-short-term employee benefits	-	-	-	-	-	-	10.91	-	-	-	-	-	-	-	-	-	10.91	-
-post-employment benefits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Tanushri Yewale																	-	-
-short-term employee benefits	-	-	-	-	-	-	5.25	20.34	-	-	-	-	-	-	-	-	-	-
-post-employment benefits	-	-	-	-	-	-	5.51	0.18	-	-	-	-	-	-	-	-	-	-
Others - Directors sitting fees	-	-	-	-	-	-	-	-	-	-	129.84	134.00	-	-	-	-	129.84	134.00
Others	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	8.83	-	8.83
(B) Outstanding Balances as at																		
Borrowings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Placement of deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Advances	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Investments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Purchase of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest paid	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others -CCD converted in CCPS	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others -Interest expenses on CCD	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others - Remuneration	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Post-employment benefits payable:																		
Arun Kumar Nayyar	-	-	-	-	-	-	49.44	36.99	-	-	-	-	-	-	-	-	49.44	36.99
Tanushri Yewale	-	-	-	-	-	-	-	5.18	-	-	-	-	-	-	-	-	-	5.18
Others - Directors sitting fees	-	-	-	-	-	-	-	-	-	-	4.61	-	-	-	-	-	4.61	-
Others	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C) Maximum Outstanding balances for the year ended																		
Borrowings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Placement of deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Advances	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Investments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Purchase of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of fixed/other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest paid	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others -CCD converted in CCPS	-	-	-	-	-	-	-	-	-	-	-	-	-	3,075.00	-	-	-	3,075.00
Others -Interest expenses on CCD	-	-	-	-	-	-	-	-	-	-	-	-	-	123.97	-	-	-	123.97
Others - Remuneration	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others - Directors sitting fees	-	-	-	-	-	-	-	-	-	-	4.61	2.50	-	-	-	-	4.61	2.50
Others	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

KKC & associates LLP KC Chartered Accountants

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Notes to financial statements for the year ended March 31, 2025
(Rs. in Lakhs)

Note 49: Regulatory disclosures

As at March 31, 2025
49.16 Asset Liability Management (ALM) Maturity pattern of certain items of Assets and Liabilities

Particulars	Deposits	Advances (Note 3)	Investments	Borrowings (Note 1& 2)	Foreign Currency assets	Foreign Currency liabilities
Over 1 day to 7 days	-	8,256.16	-	4,188.10	-	-
Over 8 days to 14 days	-	1,796.13	-	3,054.30	-	-
Over 15 days to 30 days	-	4,565.16	-	7,257.76	-	-
Over 1 month to 2 months	-	13,315.09	-	11,309.58	-	-
Over 2 months to 3 Months	-	13,026.42	-	13,232.48	-	-
Over 3 months to 6 months	-	39,909.35	-	34,684.78	-	-
Over 6 months to 1 Year	-	72,246.62	-	58,207.25	-	-
Over 1 year to 3 Years	-	86,305.81	-	78,359.52	-	-
Over 3 years to 5 Years	-	19,483.68	-	1,655.73	-	-
Over 5 Years	-	5,643.30	-	2,294.50	-	-
TOTAL	-	2,64,547.72	-	2,14,244.00	-	-

As at March 31, 2024
49.16 Asset Liability Management (ALM) Maturity pattern of certain items of Assets and Liabilities

Particulars	Deposits	Advances (Note 3)	Investments	Borrowings (Note 1& 2)	Foreign Currency assets	Foreign Currency liabilities
Over 1 day to 7 days	-	7,009.32	-	2,239.54	-	-
Over 8 days to 14 days	-	2,043.60	-	2,348.72	-	-
Over 15 days to 30 days	-	4,378.28	-	3,837.11	-	-
Over 1 month to 2 months	-	12,708.79	-	10,119.12	-	-
Over 2 months to 3 Months	-	12,571.28	-	17,051.03	-	-
Over 3 months to 6 months	-	39,110.42	-	28,817.88	-	-
Over 6 months to 1 Year	-	74,278.55	-	48,618.32	-	-
Over 1 year to 3 Years	-	98,810.46	-	98,122.96	-	-
Over 3 years to 5 Years	-	11,981.77	-	2,725.40	-	-
Over 5 Years	-	2,461.29	-	15.07	-	-
TOTAL	-	2,65,353.76	-	2,13,895.15	-	-

Notes:
1. Borrowings include debt securities and borrowings other than debt securities (including External Commercial Borrowings).
2. The Company considers Put/Call option dates for the purpose of reporting maturity pattern of Borrowings including debt securities.
3. Represent gross advances.

49.17 Disclosure as per RBI notification DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020 & RBI/DNBR/2016-17/45 DNBR.PD.008/03.10.119/2016-17 dated March 03, 2022- A comparison between provisions required under IRACP and impairment allowances made under Ind AS 109 'Financial Instruments'

As at March 31, 2025 (Rs. in Lakhs)

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	2,37,000.16	3,796.21	2,33,203.95	948.00	2,848.21
Standard	Stage 2	9,833.84	1,082.80	8,751.04	39.34	1,043.46
Subtotal		2,46,834.00	4,879.01	2,41,954.99	987.34	3,891.67
Non-Performing Assets (NPA)						
Substandard*	Stage 3	17,506.14	10,222.06	7,284.08	1,750.61	8,471.45
Doubtful Assets						
Upto 1 year		207.58	104.65	102.93	116.93	(12.28)
Subtotal		17,713.72	10,326.71	7,387.01	1,867.54	8,459.17
TOTAL		2,64,547.72	15,205.72	2,49,342.00	2,854.88	12,350.84

*Includes asset classified as doubtful assets since specific identification/classification is not available. Accordingly RBI Provision is computed considering rate applicable for Substandard assets. Further, as per Company policy Term loans assets are written off at 240 days past due, Term loans assets secured against immovable property are written off at 720 days past due & Limit Loan are written off at 180 days past due, hence loans written off are not included above.





As at March 31, 2024

(Rs. in Lakhs)

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	2,47,593.46	5,091.98	2,42,501.48	990.37	4,101.61
Standard	Stage 2	8,077.33	1,495.77	6,581.56	32.31	1,463.46
Subtotal		**2,55,670.79**	**6,587.75**	**2,49,083.04**	**1,022.68**	**5,565.07**
Non-Performing Assets (NPA)						
Substandard	Stage 3	9,309.18	5,311.63	3,997.55	930.92	4,380.71
Doubtful Assets	Stage 3	373.80	241.52	132.28	239.57	1.95
Subtotal		**9,682.98**	**5,553.15**	**4,129.83**	**1,170.49**	**4,382.66**
TOTAL		**2,65,353.77**	**12,140.90**	**2,53,212.87**	**2,193.17**	**9,947.73**

Note: Gross carrying amount as per Ind AS includes the EIR adjustment of Rs. 437.83 lakhs.

49.18 Disclosures pursuant to RBI Notification - RBI/2021-22/16 DOR.No.BP.BC/3/21.04.048/2020-21 dated 6 August 2020 and RBI/2021-22/31/DOR.STR.REC .11/21.04.048/2021-22 dated May 5,2021

For half year ended September 30, 2024

(Rs. in Lakhs)

Type of Borrower	Exposure to accounts classified as Standard consequent to implementation of resolution plan - Position as at March 31, 2024	Of (A), aggregate debt that slipped into NPA during the half-year ended September 30, 2024	Of (A) amount written off during the half-year ended September 30, 2024*	Of (A) amount paid by the borrowers during the half-year ended September 30 2024**	Exposure to accounts classified as Standard consequent to implementation of resolution plan - Position as at September 30 2024
Personal Loans	-	-	-	-	-
Corporate persons***	-	-	-	-	-
of which, MSMEs	567.68	50.98	2.49	246.47	270.23
Others	-	-	-	-	-
TOTAL	**567.68**	**50.98**	**2.49**	**246.47**	**270.23**

*represents debt that slipped into stage 3 and was subsequently written off during the half year ended September 30, 2024.
** represents receipts net of interest accruals
***also includes individual Business Loans (Proprietor) and Small Business Loans (Non Proprietor).

For half year ended March 31, 2025

(Rs. in Lakhs)

Type of Borrower	Exposure to accounts classified as Standard consequent to implementation of resolution plan - Position as at September 30 2024	Of (A), aggregate debt that slipped into NPA during the half-year ended March 31, 2025	Of (A) amount written off during the half-year ended March 31, 2025*	Of (A) amount paid by the borrowers during the half-year ended March 31, 2025**	Exposure to accounts classified as Standard consequent to implementation of resolution plan - Position as at March 31, 2025
Personal Loans	-	-	-	-	-
Corporate persons***	-	-	-	-	-
of which, MSMEs	270.23	9.99	2.17	133.62	126.62
Others	-	-	-	-	-
TOTAL	**270.23**	**9.99**	**2.17**	**133.62**	**126.62**

*represents debt that slipped into stage 3 and was subsequently written off during the half yearly ended March 31, 2025.
** represents receipts net of interest accruals
***also includes individual Business Loans (Proprietor) and Small Business Loans (Non Proprietor).

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Note 49: Regulatory disclosures

49.19 Disclosure of Restructured Accounts

For FY 24-25:

Sr. No.	Type of Restructuring		Under CDR Mechanism					Under SME Debt Restructuring Mechanism					Others					Total				
	Details Asset Classification		Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total
1	Restructured Accounts as on April1 of the FY(opening figures)*	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	8	-	-	8	-	8	-	-	8
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	-	107.58	-	-	107.58	-	107.58	-	-	107.58
		Provision thereon	-	-	-	-	-	-	-	-	-	-	-	63.35	-	-	63.35	-	63.35	-	-	63.35
2	Fresh restructuring during the year	No. of borrowers	-	-	-	-	-	-	-	-	-	-	38	21	-	-	59	38	21	-	-	59
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	565.92	169.85	-	-	735.77	565.92	169.85	-	-	735.77
		Provision thereon	-	-	-	-	-	-	-	-	-	-	353.32	130.50	-	-	483.82	353.32	130.50	-	-	483.82
3	Upgradations to restructured standard category during the FY	No. of borrowers	-	-	-	-	-	-	-	-	-	-	1	(1)	-	-	-	1	(1)	-	-	-
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	26.96	(26.96)	-	-	-	26.96	(26.96)	-	-	-
		Provision thereon	-	-	-	-	-	-	-	-	-	-	17.58	(17.58)	-	-	-	17.58	(17.58)	-	-	-
4	Restructured standard advances which cease to attract higher provisioning	No. of borrowers	-	-	-	-	-	-	-	-	-	-	(1)	-	-	-	(1)	(1)	-	-	-	(1.00)
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	(26.96)	-	-	-	(26.96)	(26.96)	-	-	-	(26.96)
		Provision thereon	-	-	-	-	-	-	-	-	-	-	(17.58)	-	-	-	(17.58)	(17.58)	-	-	-	(17.58)
5	Downgradation of restructured accounts during the FY	No. of borrowers	-	-	-	-	-	-	-	-	-	-	(15)	15	-	-	-	(15)	15	-	-	-
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	(259.83)	259.83	-	-	-	(259.83)	259.83	-	-	-
		Provision thereon	-	-	-	-	-	-	-	-	-	-	(151.73)	151.73	-	-	-	(151.73)	151.73	-	-	-
6	Write-offs of restructured accounts during the FY	No. of borrowers	-	-	-	-	-	-	-	-	-	-	(22)	(25)	-	-	(47)	(22)	(25)	-	-	(47)
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	(291.85)	(232.61)	-	-	(524.46)	(291.85)	(232.61)	-	-	(524.46)
		Provision thereon	-	-	-	-	-	-	-	-	-	-	(193.33)	(165.43)	-	-	(358.76)	(193.33)	(165.43)	-	-	(358.76)
7	Adjustment for Payment and Provision	No. of borrowers	-	-	-	-	-	-	-	-	-	-	(1)	(3)	-	-	(4)	(1)	(3)	-	-	(4)
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	(14.24)	(39.53)	-	-	(53.77)	(14.24)	(39.53)	-	-	(53.77)
		Provision thereon	-	-	-	-	-	-	-	-	-	-	(8.26)	(23.97)	-	-	(32.23)	(8.26)	(23.97)	-	-	(32.23)
8	Restructured Accounts as on March 31 of the FY (closing figures) (1+2+3+4+5+6+7)	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	15	-	-	15	-	15	-	-	15
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	-	238.16	-	-	238.16	-	238.16	-	-	238.16
		Provision thereon	-	-	-	-	-	-	-	-	-	-	-	138.60	-	-	138.60	-	138.60	-	-	138.60

Include cases settled/ restructed post write off

For FY 23-24:

Sr. No.	Type of Restructuring		Under CDR Mechanism					Under SME Debt Restructuring Mechanism					Others					Total				
	Details Asset Classification		Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total
1	Restructured Accounts as on April1 of the FY(opening figures)*	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	8	-	-		-	8	-	-	-
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	-	127.12	-	-		-	127.12	-	-	-
		Provision thereon	-	-	-	-	-	-	-	-	-	-	-	41.54	-	-		-	41.54	-	-	-
2	Fresh restructuring during the year	No. of borrowers	-	-	-	-	-	-	-	-	-	-	24	29	-	-	53	24	29	-	-	53
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	314.34	279.59	-	-	593.93	314.34	279.59	-	-	593.93
		Provision thereon	-	-	-	-	-	-	-	-	-	-	200.04	190.62	-	-	390.66	200.04	190.62	-	-	390.66
3	Upgradations to restructured standard category during the FY	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Provision thereon	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
4	Restructured standard advances which cease to attract higher provisioning	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		Provision thereon	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5	Downgradation of restructured accounts during the FY	No. of borrowers	-	-	-	-	-	-	-	-	-	-	(8)	8	-	-	-	(8)	8	-	-	-
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	(131.16)	131.16	-	-	-	(131.16)	131.16	-	-	-
		Provision thereon	-	-	-	-	-	-	-	-	-	-	(80.94)	80.94	-	-	-	(80.94)	80.94	-	-	-
6	Write-offs of restructured accounts during the FY	No. of borrowers	-	-	-	-	-	-	-	-	-	-	(16)	(22)	-	-	(38)	(16)	(22)	-	-	(38)
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	(183.18)	(216.65)	-	-	(399.83)	(183.18)	(216.65)	-	-	(399.83)
		Provision thereon	-	-	-	-	-	-	-	-	-	-	(119.10)	(144.56)	-	-	(263.66)	(119.10)	(144.56)	-	-	(263.66)
7	Adjustment for Payment and Provision	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	(15)	-	-	(15)	-	(15)	-	-	(15)
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	-	(213.64)	-	-	(213.64)	-	(213.64)	-	-	(213.64)
		Provision thereon	-	-	-	-	-	-	-	-	-	-	-	(105.19)	-	-	(105.19)	-	(105.19)	-	-	(105.19)
8	Restructured Accounts as on March 31 of the FY (closing figures) (1+2+3+4+5+6+7)	No. of borrowers	-	-	-	-	-	-	-	-	-	-	-	8	-	-	8	-	8	-	-	8
		Amount outstanding	-	-	-	-	-	-	-	-	-	-	-	107.58	-	-	107.58	-	107.58	-	-	107.58
		Provision thereon	-	-	-	-	-	-	-	-	-	-	-	63.35	-	-	63.35	-	63.35	-	-	63.35

Include cases settled/ restructed post write off

KKC & associates LLP
KC
Chartered
Accountants

NeoGrowth Credit Private Limited
Mumbai

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2025
(Rs. in Lakhs)

Note 49: Regulatory disclosures

49.20 Segment Reporting

The Company operates in a single reportable segment i.e. financing, since the nature of the loans are exposed to similar risk and return profiles hence they are collectively operating under a single segment. The Company operates in a single geographical segment i.e. domestic.

49.21: Divergence in Asset Classification and Provisioning

During the year ended March 31,2025 no divergence reported in asset classification and provisioning (March 31, 2024 Nil).

Note 50: Transferred financial assets that are not derecognised in their entirety

The following tables provide 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.

Particulars	For the year ended March 31,2025	For the year ended March 31,2024
Securitisations		
Carrying amount of the transferred assets (held as collateral)	52,577.00	53,134.00
Carrying amount of associated liabilities	41,940.89	45,591.51

Note 51: Transferred financial assets that are derecognised in their entirety

The Company has assigned loans (earlier measured at amortised cost) 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 90% of the assets transferred 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 :

Particulars	For the year ended March 31,2025	For the year ended March 31,2024
Direct Assignment		
Carrying amount of transferred assets measured at amortised cost	6,842.70	7,383.45
Carrying amount of exposures retained by the Company at amortised cost	760.30	820.38

KKC & associates LLP Chartered Accountants

Neogrowth Credit Private Limited Mumbai

NEOGROWTH CREDIT PRIVATE LIMITED

Notes to financial statements for the year ended March 31, 2025

(Rs. in lakhs)

Note 52: Annex Disclosure requirements under Scale Based Regulation for NBFCs

Schedule to the Balance Sheet of a non-deposit taking Non-Banking Financial Company (as required in terms of paragraph 18 of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016

As at March 31, 2025

Particulars		
LIABILITIES SIDE:		
1 Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:	**As on 31st March 2025 Amount Outstanding**	**As on 31st March 2025 Amount Overdue**
a. Debentures (other than falling within the meaning of public deposits*)		-
- Secured	54,480.47	-
- Unsecured	-	-
b. Deferred Credits	-	-
c. Term Loans	1,57,306.90	-
d. Inter-corporate loans and borrowings	-	-
e. Commercial Paper	2,441.56	-
f. Other Loans - Demand loans	-	-
* Please see Note 1 below		-

ASSET SIDE:		
2 Break-up of Loans and Advances including bills receivables		**Amount Outstanding**
a. Secured		2,10,920.25
b. Unsecured		38,421.75

3 Break up of Leased Assets and stocks on hire and other assets	**Amount Outstanding**
i. Lease Assets including lease rentals under sundry debtors:	-
a. Finance Lease	-
b. Operating Lease	-
ii. Stocks on hire including hire charges under sundry debtors:	-
a. Assets on hire	-
b. Repossessed Assets	-
iii. Other Loans counting towards AFC activities:	-
a. Loans where assets have been repossessed	-
b. Loans other than (a) above	-

4 Break up of Investments:	
Current Investments	
1. *Quoted*	
i. Shares: a. Equity	-
b. Preference	-
ii. Debentures and Bonds	-
iii. Units of mutual funds	-
iv. Government Securities	-
v. Others	-
2. *Unquoted*	
i. Shares: a. Equity	-
b. Preference	-
ii. Debentures and Bonds	-
iii. Units of mutual funds	-
iv. Government Securities	-
v. Others	-

Long Term Investments	
1. *Quoted*	
i. Shares - Equity	-
- Preference	-
ii. Debentures and Bonds	-
iii. Units of mutual funds	-
iv. Government Securities	-
v. Others	-
2. *Unquoted*	
i. Shares - Equity	-
- Preference	-
ii. Debentures and Bonds	-
iii. Units of mutual funds	-
iv. Government Securities	-
v. Others	-

5 Borrower group-wise classification of assets financed as in (2) and (3) above :
Please see Note 2 below

Category	Amount net of provision		
	Secured	Unsecured	Total
1 Related Parties**			
a. Subsidiaries	-	-	-
b. Companies in the same group	-	-	-
c. Other related parties	-	-	-
2 Other than related parties	2,10,920.25	38,421.75	2,49,342.00
Total	**2,10,920.25**	**38,421.75**	**2,49,342.00**

KKC & associates LLP Chartered Accountants

NeoGrowth Credit Private Limited Mumbai

Schedule to the Balance Sheet of a non-deposit taking Non-Banking Financial Company (as required in terms of paragraph 18 of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016

6	**Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):** Please see note 3 below		
	Category	**Market Value/ Break up of fair value or NAV**	**Book Value (Net of Provisions)**
	1 Related Parties**		
	a. Subsidiaries	-	-
	b. Companies in the same group	-	-
	c. Other related parties	-	-
	2 Other than related parties	-	-
	Total	-	-

** As per Accounting Standard of ICAI (Please see Note 3)

7	Other information	
	Particulars	
	i. Gross Non-Performing Assets	
	a. Related Parties	-
	b. Other than related parties	17,882.91
	ii. Net Non-Performing Assets	
	a. Related Parties	-
	b. Other than related parties	7,475.40
	iii. Assets acquired in satisfaction of debt	-

Amount is taken as Principal balance

Notes:

1 As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

2 Provisioning norms shall be applicable as prescribed in the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

3 All Indian Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debts. However, market value in respect of quoted investments and break up/ fair value/ NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in category (4) above.

As at March 31, 2024

	Particulars		
	LIABILITIES SIDE:		
1	**Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:**	**As on 31st March 2024 Amount Outstanding**	**As on 31st March 2024 Amount Overdue**
	a. Debentures (other than falling within the meaning of public deposits*)		-
	- Secured	46,275.48	-
	- Unsecured	-	-
	b. Deferred Credits	-	-
	c. Term Loans	1,67,604.60	-
	d. Inter-corporate loans and borrowings	-	-
	e. Commercial Paper	-	-
	f. Other Loans - Demand loans	-	-
	* Please see Note 1 below		-
	ASSET SIDE:		
2	Break-up of Loans and Advances including bills receivables		Amount Outstanding
	a. Secured		2,53,199.64
	b. Unsecured		-

3	Break up of Leased Assets and stocks on hire and other assets	Amount Outstanding
	i. Lease Assets including lease rentals under sundry debtors:	-
	a. Finance Lease	-
	b. Operating Lease	-
	ii. Stocks on hire including hire charges under sundry debtors:	-
	a. Assets on hire	-
	b. Repossessed Assets	-
	iii. Other Loans counting towards AFC activities:	-
	a. Loans where assets have been repossessed	-
	b. Loans other than (a) above	-





Schedule to the Balance Sheet of a non-deposit taking Non-Banking Financial Company (as required in terms of paragraph 18 of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016

4	Break up of Investments:	
	Current Investments	
	1. *Quoted*	
	i. Shares: a. Equity	-
	b. Preference	-
	ii. Debentures and Bonds	-
	iii. Units of mutual funds	-
	iv. Government Securities	-
	v. Others	-
	2. *Unquoted*	
	i. Shares: a. Equity	-
	b. Preference	-
	ii. Debentures and Bonds	-
	iii. Units of mutual funds	-
	iv. Government Securities	-
	v. Others	-

	Long Term Investments	
	1. *Quoted*	
	i. Shares - Equity	-
	- Preference	-
	ii. Debentures and Bonds	-
	iii. Units of mutual funds	-
	iv. Government Securities	-
	v. Others	-
	2. *Unquoted*	
	i. Shares - Equity	-
	- Preference	-
	ii. Debentures and Bonds	-
	iii. Units of mutual funds	-
	iv. Government Securities	-
	v. Others	-

5 Borrower group-wise classification of assets financed as in (2) and (3) above :
Please see Note 2 below

Category	Amount net of provision		
	Secured	Unsecured	Total
1 Related Parties**			
a. Subsidiaries	-	-	-
b. Companies in the same group	-	-	-
c. Other related parties	-	-	-
2 Other than related parties	2,53,199.64	-	2,53,199.64
Total	**2,53,199.64**	-	**2,53,199.64**

6 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):
Please see note 3 below

Category	Market Value/ Break up of fair value or NAV	Book Value (Net of Provisions)
1 Related Parties**		
a. Subsidiaries	-	-
b. Companies in the same group	-	-
c. Other related parties	-	-
2 Other than related parties	-	-
Total	-	-

** As per Accounting Standard of ICAI (Please see Note 3)

7	Other information	
	Particulars	
i.	Gross Non-Performing Assets	
	a. Related Parties	-
	b. Other than related parties	9,711.16
ii.	Net Non-Performing Assets	
	a. Related Parties	-
	b. Other than related parties	4,151.74
iii.	Assets acquired in satisfaction of debt	-

Amount is taken as Principal balance

Notes:

1 As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

2 Provisioning norms shall be applicable as prescribed in the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

3 All Indian Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debts. However, market value in respect of quoted investments and break up/ fair value/ NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in category (4) above.

KKC & associates LLP Chartered Accountants

NeoGrowth Credit Private Limited Mumbai

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2025
(Rs. in lakhs)
Note 52: Annex Disclosure requirements under Scale Based Regulation for NBFCs

Section I
Sectoral exposure

Sectors	Current Year			Previous Year		
	Total Exposure (includes on balance sheet and off-balance sheet exposure) (Rs. lakhs)	Gross NPAs (Rs. lakhs)	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure) (Rs. lakhs)	Gross NPAs (Rs. lakhs)	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	3,818.97	406.93	10.66%	2,819.61	115.48	4.10%
2. Industry						
i. Micro and Small						
- Engineering and Capital Goods	8,639.68	228.33	2.64%	6,848.18	103.95	1.52%
- Others	17,379.92	758.06	4.36%	14,686.98	429.24	2.92%
ii. Medium						
- Others	2,202.94	56.04	2.54%	2,125.12	29.78	1.40%
iii. Large						
- Others	115.57	47.90	41.45%	126.22	-	0.00%
Total of Industry	**28,338.11**	**1,090.33**	**3.85%**	**23,786.50**	**562.97**	**2.37%**
3. Services						
i. Micro and Small						
- Contractor	9,956.42	254.26	2.55%	9,803.02	276.34	2.82%
- Others	26,080.12	1,023.26	3.92%	24,236.11	502.65	2.07%
ii. Medium						
- Others	4,960.62	58.87	1.19%	4,034.44	9.60	0.24%
iii. Large						
- Others	381.85	-	0.00%	322.87	-	0.00%
iv. Trade						
a. Micro and Small						
- Apparel & Textiles	4,316.81	2,629.37	60.91%	29,212.13	1,371.40	4.69%
- Automobiles	2,700.92	99.04	3.67%	8,737.94	202.08	2.31%
- Food and Beverage	2,215.53	1,945.75	87.82%	26,123.90	1,380.30	5.28%
- Groceries/FMCG/Supermarkets	29,204.01	2,377.54	8.14%	26,096.64	1,279.24	4.90%
- Hardware and Electrical	14,891.09	891.59	5.99%	13,762.91	492.03	3.58%
- Mobile	166.02	489.79	295.02%	7,714.39	489.52	6.35%
- Petrol Pump/Fuel & Lubricants	6,355.40	373.68	5.88%	9,080.81	297.50	3.28%
- Pharma/Clinic, Labs & Hospitals	14,410.61	1,077.02	7.47%	15,885.61	474.61	2.99%
- Others	1,13,188.08	5,037.47	4.45%	61,608.90	2,188.91	3.55%
b. Medium	3,798.09	128.01	3.37%	2,540.00	27.33	1.08%
c. Large	69.07	-	0.00%	245.98	41.20	16.75%
Total of Services	**2,32,694.64**	**16,385.65**	**7.04%**	**2,39,405.65**	**9,032.71**	**3.77%**
4. Personal Loans	NA	NA	NA	NA	NA	NA
5. Others, if any (please specify)	NA	NA	NA	NA	NA	NA

The company has complied the data for the purpose of this diclosure from its internal records.

& associates LLP KC Chartered Accountants
NeoGrowth Credit Private Limited Mumbai

NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2025
(Rs. in Lakhs)
Note 52: Annex Disclosure requirements under Scale Based Regulation for NBFCs

Section II

Related Party Disclosure are disclosed in Note 49.15

Section III

Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

Sr. No	Particulars	Current Year	Previous Year
Complaints received by the NBFC from its customers			
1	Number of complaints pending at beginning of the year	6	-
2	Number of complaints received during the year	1,158	259
3	Number of complaints disposed during the year	1,142	253
3.1	Of which, number of complaints rejected by the NBFC	-	-
4	Number of complaints pending at the end of the year	22	6
Maintainable complaints received by the NBFC from Office of Ombudsman			
5*	Number of maintainable complaints received by the NBFC from Office of Ombudsman	67	71
'5.1	Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman	67	71
'5.2	Of 5, number of complaints resolved through conciliation/mediation/advisories issued by Office of Ombudsman	-	-
'5.3	Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC	-	-
6*	Number of Awards unimplemented within the stipulated time (other than those appealed)	-	-

As certified by management and relied by Auditors

Section IV

Top five 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
Current Year (FY 2024-25)					
Loans And Advances*	6	598	265%	22	Nil
Recovery Agents/ Direct Sales Agents	-	441	1596%	-	-
Cibil related	-	119	72%	-	-
Others	-	-	0%	-	-
Total	6	1,158		22	-
Previous Year (FY 2023-24)					
Loans And Advances	-	164	76%	6	Nil
Recovery Agents/ Direct Sales Agents	-	26	-	-	-
Cibil related	-	69	229%	-	-
Others	-	-	-100%	-	-
Total	-	259		6	-

As certified by management and relied by Auditors

*Loan and advances includes grounds of complaints such as, Documentation Related Request/Clarfiication, Settlement, Loan Restructure, Information, Pre-Closure/Foreclosure and NACH Related.





NEOGROWTH CREDIT PRIVATE LIMITED
Notes to financial statements for the year ended March 31, 2025
(Rs. in Lakhs)

Note 53: The Company has reclassified/regrouped previous year figures to conform to the current year's classification, where applicable.

(Rs. in Lakhs)

Particulars	Amount
Interest accural on fixed deposit regropued from Bank balance to Cash and cash equivalents	3.54
Provision on non fund limit regrouped from Provision to Loans	13.21
Prepaid on PTC regroup from other non financials assets to Borrowings	87.29
Recoverable from insurance company for parents mediclaim policy regroup from other non financials assets to Other financials assets	18.10
Current tax regropued from Other non financial assets to current tax	25.05
Advance to staff regrouped from other financials assets to Other non financials assets	28.23
Collective incentive for off roll employees regrouped from Employee benefit expense to Other expenses	213.20
Stamp duty paid on mutual fund purchase regrouped from other expenses to Net gain on fair value changes	17.08
Paylater Penal Income - NPA regrouped from interest income to Other income	19.19

Note 54: Breaches of covenant

The Company reports covenant breaches to its lenders on regular basis. However, the Company has obtained covenant waiver/no action letters/amendment letters in respect of these covenant breaches from lenders. No loans have been recalled by any of the lender due to covenant breaches for the year ended March 31, 2025 and for the year ended on March 31, 2024.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
ICAI Firm Registration No: 105146W/W100621

Vinit K Jain
Partner
Membership No. 145911
Place: Mumbai
Date: May 16, 2025

For and on behalf of the Board of Directors

Dhruv Kumar Khaitan
Director
DIN 00002584
Place: Mumbai

Arun Kumar Nayyar
Managing Director & CEO
DIN 06804277
Place: Mumbai

Deepak Goswami
Chief Financial Officer
Place: Mumbai

Rohit Rai
Company Secretary
(ACS: 35505)
Place: Mumbai
Date: May 16, 2025

Independent Auditor's Review Report on unaudited financial results for the quarter ended 31 December 2025 and year to date results for the period from 01 April 2025 to 31 December 2025 of NeoGrowth Credit Private Limited under Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

To
The Board of Directors of
NeoGrowth Credit Private Limited

Introduction

1. We have reviewed the accompanying statement of unaudited financial results of NeoGrowth Credit Private Limited ('the Company') for the quarter ended 31 December 2025 and year to date results for the period from 01 April 2025 to 31 December 2025('the Statement'), being submitted by the Company pursuant to the requirements of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'). We have initialled the Statement for identification purpose only.

2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors of the Company, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard ('Ind AS') 34 'Interim Financial Reporting' specified in section 133 of the Companies Act, 2013 ('the Act'), read with relevant rules issued thereunder the circulars, guidelines and directions issued by Reserve Bank of India ('RBI') from time to time ('RBI guidelines') and other accounting principles generally accepted in India and in compliance with Regulation 52 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

Scope of Review

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements ('SRE') 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India ('the ICAI'). This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company's personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.



Conclusion

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS prescribed under Section 133 of the Act read with the relevant rules issued thereunder, the RBI Guidelines and other accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of Regulation 52 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement or that it has not been prepared in accordance with the relevant prudential norms issued by Reserve Bank of India in respect of income recognition, asset classification, provisioning and other related matters.

For **KKC & Associates LLP**
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration Number: 105146W/W100621

Vinit K Jain
Partner
ICAI Membership No: 145911
UDIN: 26145911FGVHPW1716

Place: Mumbai
Date: 04 February 2026

NEOGROWTH
Lending simplified. Growth amplified.

NeoGrowth Credit Private Limited
CIN No-U51504MH1993PTC251544
Regd Office: Times Square, Tower E, 9th Floor, Andheri-Kurla Road,
Marol, Andheri East, Mumbai-400059
Statement of Unaudited Financial Results for the quarter and nine months ended December 31, 2025

(Rs. in Crores)

	Particulars	For the quarter ended			For the nine months ended		For the year ended
		December 31, 2025 (Unaudited)	September 30, 2025 (Unaudited)	December 31, 2024 (Unaudited)	December 31, 2025 (Unaudited)	December 31, 2024 (Unaudited)	March 31, 2025 (Audited)
1	**Revenue from operations**						
	(a) Interest income	133.47	145.18	180.00	437.74	548.19	721.04
	(b) Fee and commission income	2.89	3.25	3.84	9.35	12.47	16.17
	(c) Net gain on derecognition of financial instrument	1.41	0.22	-	2.99	5.42	6.73
	(d) Net gain on fair value changes	1.90	2.02	1.36	5.78	4.02	5.07
	Total revenue from operations	**139.67**	**150.67**	**185.20**	**455.86**	**570.10**	**749.01**
2	**Other income**	0.16	0.22	0.85	0.92	1.09	1.30
3	**Total Income (1+2)**	**139.83**	**150.89**	**186.05**	**456.78**	**571.19**	**750.31**
4	**Expenses**						
	(a) Finance costs	54.65	58.85	71.77	177.41	216.40	284.19
	(b) Employee benefit expense	27.34	26.91	26.59	80.95	78.16	105.75
	(c) Depreciation and amortisation expense	3.14	2.95	2.75	8.89	7.81	10.71
	(d) Impairment on financial instruments	80.91	78.86	65.19	243.32	202.31	279.54
	(e) Other expenses	14.49	15.13	14.27	45.36	43.38	58.00
	Total expenses	**180.53**	**182.70**	**180.57**	**555.93**	**548.06**	**738.19**
5	**Profit / (Loss) before tax (3-4)**	**(40.70)**	**(31.81)**	**5.48**	**(99.15)**	**23.13**	**12.12**
6	**Tax expense**	**(10.33)**	**(7.97)**	**1.40**	**(24.96)**	**5.88**	**3.10**
	Current tax	-	-	(0.61)	-	15.55	15.27
	Tax expense of earlier period / year	0.60	-	(0.69)	0.60	(2.49)	(2.49)
	Deferred tax charge / (Credit)	(10.93)	(7.97)	2.70	(25.56)	(7.18)	(9.68)
7	**Net Profit / (Loss) for the period / year (5-6)**	**(30.37)**	**(23.84)**	**4.08**	**(74.19)**	**17.25**	**9.02**
8	**Other Comprehensive Income**	0.88	3.26	1.11	4.55	3.75	2.49
	(A) (i) Items that will not be reclassified to profit or loss Remeasurement gain/ (loss) on defined benefit plan	0.17	0.19	(0.04)	0.03	(0.72)	(0.67)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	(0.05)	(0.04)	0.01	(0.01)	0.18	0.17
	(B) (i) Items that will be reclassified to profit or loss Net gain / (loss) on cash flow hedge	1.01	4.16	1.53	6.05	5.73	4.00
	(ii) Income tax relating to items that will be reclassified to profit or loss	(0.25)	(1.05)	(0.39)	(1.52)	(1.44)	(1.01)
9	**Total Comprehensive Income (7+8)**	**(29.49)**	**(20.58)**	**5.19**	**(69.64)**	**21.00**	**11.51**
10	**Earnings Per Share (Rs.) (Face Value of Rs. 10/- each)**						
	- Basic *	(3.25)	(2.55)	0.44	(7.95)	1.85	0.97
	- Diluted*	(3.25)	(2.55)	0.44	(7.95)	1.84	0.96

* Not annualised for the quarter ended December 31, 2025, September 30,2025 and December 31, 2024 and for the nine months ended December 31, 2025 and December 31, 2024.

NeoGrowth Credit Private Limited Mumbai

kkc & associates llp Chartered Accountants

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CIN No-U51504MH1993PTC251544
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Notes:

1. NeoGrowth Credit Private Limited (the 'Company') has prepared its financial results (the 'Statement') for the quarter and nine month ended December 31, 2025 in accordance with Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations, 2015') and the Indian Accounting Standards specified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and the relevant provisions of the Companies Act, 2013, as applicable.

2. The Company's operating segments are evaluated by the Chief Operating Decision Maker as defined in Ind AS 108 - 'Operating Segments'. The Company operates in a single reportable segment i.e. financing, since the nature of the loans are exposed to similar risk and return profiles hence they are collectively operating under a single segment. The Company operates in a single geographical segment i.e. domestic.

3. All the secured non-convertible debentures of the Company as on December 31, 2025 are fully secured by exclusive first charge on certain identified receivables of the Company to the extent stated in the respective Information Memorandum / Security Documents. Further, the Company has maintained sufficient asset cover to discharge the principal amount, interest accrued thereon and such other sums as mentioned therein, as per the respective Information Memorandum / Security documents.

4. During nine month ended December 31 2025, the Company issued 8,30,000 ESOP's under the "NeoGrowth Employees Stock Option Plan 2024" and 100,000 ESOP's under the "NeoGrowth Employees Stock Option Plan 2018".

5. The above financial results of the Company are reviewed and recommended by the Audit Committee on Feburary 03, 2026 and have been approved by the Board of Directors at its meeting held on Feburuay 04, 2026.

6. Disclosures pursuant to RBI circulars - Reserve Bank of India(Non-Banking Financial Companies - Transfer and Distrubtion of Credit Risk) Directions,2025 and Reserve Bank of India (Non-Banking Financial Statements: Presentation and disclosures) Directions, 2025 dated Novemeber 28,2025 as under:

(a) Details of the transfers through assignment in respect of loans, not in default during the nine month ended December 31, 2025.

Particulars	For the quarter ended December 31, 2025	For the nine months ended December 31, 2025
	Numbers / Amount in Rs. in Crores	Numbers / Amount in Rs. in Crores
Count of loans accounts assigned	317.00	553.00
Amount of loan accounts assigned (100%)	63.34	98.93
Amount of loan accounts assigned (90%)	57.01	89.04
Weighted average maturity (in months)	20.47	19.70
Weighted average holding period (in months)	8.33	8.23
Retention of beneficial economic interest	10%	10%
Coverage of tangible security	100%	100%
Rating wise distribution of rated loans	Not Rated	Not Rated

(b) The Company has not acquired through assignment any loans, not in default during the quarter ended December 31, 2025.

(c) The Company has not transferred any stressed loans during the quarter ended December 31, 2025.

NeoGrowth Credit Private Limited Mumbai

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CIN No-U51504MH1993PTC251544
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Marol, Andheri East, Mumbai-400059

7. Disclosure as per Regulation 52(4) of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 is as below:

Particulars	For the quarter ended			For the nine months ended		For the year ended
	December 31, 2025 (Unaudited)	September 30, 2025 (Unaudited)	December 31, 2024 (Unaudited)	December 31, 2025 (Unaudited)	December 31, 2024 (Unaudited)	March 31, 2025 (Audited)
Net worth (Refer Note i) (Rs. In Crores)	608.05	637.56	687.77	608.05	687.77	680.29
Debt Equity Ratio (Refer Note ii)	2.87	2.83	3.39	2.87	3.39	3.15
Gross Revenue (Rs. In Crores)	139.83	150.89	186.05	456.78	571.19	750.31
Net profit / (loss) before tax (Rs. In Crores)	(40.70)	(31.81)	5.48	(99.15)	23.13	12.12
Net profit / (Loss) after tax (Rs. In Crores)	(30.37)	(23.84)	4.08	(74.19)	17.25	9.02
Earnings per share - Basic	(3.25)	(2.55)	0.44	(7.95)	1.85	0.97
Earnings per share - Diluted	(3.25)	(2.55)	0.44	(7.95)	1.84	0.96
Total debts to Total assets (Refer Note iii)	71.90%	71.97%	75.36%	71.90%	75.36%	74.14%
Net Profit Margin (%) (Refer Note iv)	-21.72%	-15.80%	2.19%	-16.24%	3.02%	1.20%
Operating cost/ Net Revenue (Refer Note v)	52.79%	48.88%	38.16%	48.39%	36.46%	37.43%
Sector specific equivalent ratios:-						
Gross Stage 3 asset (Refer Note vi)	5.79%	6.83%	5.81%	5.79%	5.81%	6.80%
Net Stage 3 asset (Refer Note vii)	2.24%	2.89%	2.47%	2.24%	2.47%	2.96%
CRAR (Tier I + II) (Refer Note viii)	29.05%	29.39%	27.20%	29.05%	27.20%	29.07%
CRAR (Tier I)	28.32%	28.77%	26.87%	28.32%	26.87%	28.72%
CRAR (Tier II)	0.73%	0.63%	0.33%	0.73%	0.33%	0.35%

Notes

i. Net worth is derived as Equity presented by Company, minus other comprehensive income.

ii. Debt to equity ratio is arrived as Total debt / Net worth. Total debt is derived as Debt securities + borrowings.

iii. Total debt to Total assets is derived as Total debt / Total assets.

iv. Net profit margin is derived as Net profit / (Loss) for the period/ total income

v. Operating cost/ Net Revenue is derived as (Total Expenses excluding Impairment and Finance Cost/ Total income net of finance cost)

vi. Gross Stage 3 asset % is derived as Gross Stage 3 loans/ Gross loans.

vii. Net Stage 3 asset % is derived as (Gross Stage 3 loans- impairment allowance on stage 3)/ (Gross loans - impairment allowance on stage 3)

viii. Capital Risk Adequacy Ratio (CRAR) is derived based on financial information as at December 31, 2025; March 31, 2025 and Decmeber 31, 2024 in accordance with applicable NBFC Master directions issued by Reserve Bank of India (RBI).

ix. Debt service coverage ratio, Interest service coverage ratio, Outstanding redeemable preference shares, Capital redemption Reserve/Debenture Redemption Reserves, Current ratio, Long term debt to working capital, Bad debts to Accounts receivable ratio, Current liability ratio, Debtors turnover, Inventory turnover and Operating margin ratio is not applicable to the Company.

8. Effective November 21, 2025, The Government of India has consolidated 29 labour laws into a unified framework of four Labour Codes (including the Code on Social Security, 2020), collectively referred to as the 'New Labour Codes'. Based on a preliminary assessment of the draft rules and FAQs issued by the Ministry of Labour and Employment, in line with the guidance from the Institute of Chartered Accountants of India, the Company has recognized an expense of ₹0.27 crore in Q3FY26 towards gratuity, mainly due to changes in wage definition. The Company will review updates to the final Central and State rules and revise related estimates and provisions in subsequent periods as required.
9. Previous year's / period's figures have been re-classified where appropriate to current year's / period's presentation.

For and on behalf of NeoGrowth Credit Private Limited

Arun Kumar Nayyar
Managing Director & CEO
DIN 06804277

Place: Mumbai
Date: February 04, 2026

kkc & associates llp
Chartered Accountants

NeoGrowth Credit Private Limited
Mumbai

(This Key Information Document is neither a prospectus nor a statement in lieu of a prospectus)

ANNEXURE VIII: RELATED PARTY TRANSACTIONS ENTERED DURING THE LAST 3 (THREE) FINANCIAL YEARS IMMEDIATELY PRECEDING THE YEAR OF ISSUE OF THE PRIVATE PLACEMENT OFFER CUM APPLICATION LETTER AND CURRENT FINANCIAL YEAR

(Rs. In Lakhs)

Transactions	As on 31-12-2025	31-03-2025	31-03-2024	31-03-2023
For infrastructure maintenance charges recovered	-	-	8.85	8.63
Interest Expense	-	-	123.97	943.71
Professional fees	113.63	129.84	134	36
Remuneration	609.23	858.03	895.11	855.39
Compulsorily Convertible Debentures (CCD)	-	-	-	5,000
CCD converted into CCPS	-	-	3,075	6,985

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ANNEXURE IX: AUDITED CASH FLOW STATEMENT FOR THE THREE YEARS IMMEDIATELY PRECEDING THE DATE OF CIRCULATION OF OFFER LETTER

Attached Separately