



Across New Skies,
with Every Step

Annual Report | 2024-25



Table of Content



Corporate Overview

- 4 Shaping a Future of Boundless Potential
- 6 Charting the Course to Unbounded Opportunities
- 8 Key Highlights: Major Achievements at a Glance
- 12 Strong Financial Foundation
- 14 Expanding Our Footprint
- 15 Diverse and Evolving Product Portfolio
- 24 Redefining Customer Experience Through Technology
- 26 Value Creation Model
- 28 Chairperson's Message
- 30 Visionary Leadership
- 32 Corporate Social Responsibility



Statutory Reports

- 35 Management Discussion and Analysis
- 47 Directors' Report



Financial Statements

- 101 Independent Auditors' Report
- 112 Balance Sheet
- 113 Statement of Profit and Loss
- 114 Statement of Cash Flows
- 116 Statement of Changes in Equity
- 118 Notes to Financial Statements
- 184 Notice of AGM

Investor Information

CIN: L65990MH1961PLC012227
BSE/NSE Symbol: 505850 / MANCREDIT
Dividend Proposed: ₹0.75 per Equity Share
AGM Date: : 25th September, 2025, 12:30 P.M. IST

Paperless version of this report is available online at:
<https://mangalfincorp.com/investorZone.aspx>

Website link and QR Code



Disclaimer:

In this Annual Report, we have disclosed forward looking information to help our investors comprehend our prospectus and take informed investment decisions. This report is based on certain forward looking statements that we periodically make to anticipate results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should know or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated or estimated projected. We undertake no obligation to publicly update any forward looking statements, whether as a results of new information, future events or otherwise.

Corporate Information

Board of Directors

Shri Meghraj Sohanlal Jain
Chairman and Managing Director

Shri Nilesh Jain
Executive Director and Chief Financial Officer

Shri Hardik Jain
Executive Director

Shri Sujan Sinha
Non-Executive Non-Independent Director

Shri Subramanyam Ganesh
Independent Director

Shri Ramanathan Annamalai
Independent Director

Smt. Vineeta Piyush Patel
Independent Director

Shri Sriram Sankarnarayanan
Independent Director

Key Managerial Personnel

Shri Meghraj Sohanlal Jain
Chairman and Managing Director

Shri Nilesh Jain
Executive Director and Chief Financial Officer

Shri Hardik Jain
Executive Director

Shri Chirag Parmar
Company Secretary & Compliance Officer

Statutory Auditors

M/S. Bhagwagar Dalal & Doshi, Chartered Accountants

Secretarial Auditors

M/S. Vijay S Tiwari and Associates, PCS

Registered & Corporate Office

Mangal Credit and Fincorp Ltd.
1701/1702, 17th Floor, A-Wing, Lotus Corporate Park, Western Express Highway, Goregaon (East), Mumbai-400063
Tel no.: +91 22 4246 1300
Email Id: compliance@mangalfincorp.com

Registrar and Transfer Agent

MUFG Intime India Private Limited
C-101, 247 Park, LBS Marg, Vikroli West, Mumbai-400083
Tel No.: +91 22 4918 6000
Fax No.: +91 22 4918 6060
Email Id: rnt.helpdesk@in.mpms.mufg.com

Debenture Trustee

Catalyst Trusteeship Ltd.
Windsor, 6th Floor, office no. 604, C.S.T. Road, Kalina, Santacruz East, Mumbai-400098
Tel No.: +91 22 4922 0555
Email ID: ComplianceCTL-Mumbai@ctltrustee.com
SEBI Registration Number: IND0000000034

Credit Rating Agency

CRISIL Ratings Ltd.
CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai-400076
Tel No.: +91 22 3342 3000
Email: CRISILratinghelpdesk@crisil.com

Bankers and Financial Institutions

Bharat Bank
Catholic Syrian Bank
City Union Bank
Federal Bank
HDFC Bank
ICICI Bank
Indian Overseas Bank
South Indian Bank
State Bank of India
Cholamandalam Investment & Finance Ltd.
Hinduja Leyland Finance Ltd.
Kissandhan Agri Finance Pvt. Ltd.
Poonawalla Fincorp Ltd.
Tata Capital Ltd.

Across New Skies, with Every Dream

At Mangal Credit & Fincorp Limited, we have always believed that dreams—whether of a small business owner in a Tier 3 town or a young entrepreneur with a bold new vision—deserve access to timely and trusted financial support. Our purpose lies in enabling these dreams to take shape, rise, and soar. The theme “Across New Skies, with Every Dream” reflects our commitment to unlocking new opportunities for our customers and stakeholders through strategic expansion, inclusive credit solutions, and collaborative progress.

The year gone by marked a period of renewed growth and transformation for the Company. With a focused push towards widening our geographic presence, we successfully expanded our branch network across new states while deepening our penetration in Tier 2 and Tier 3 markets. These underserved regions, often left behind by traditional financial institutions, form the heart of India's entrepreneurial engine. Mangal Credit steps in to bridge this gap, offering secured, structured, and flexible credit products tailored to the unique needs of borrowers in these regions.

This strategic expansion has been accompanied by a conscious shift in our portfolio mix, moving towards secured lending products that offer stronger risk

protection while creating real impact for MSMEs and individuals. Our growing focus on asset-backed lending is not just a reflection of our evolving business model but a testament to our long-term vision—building a more stable, resilient, and purpose-driven financial institution.

Growth for us is not a solitary pursuit. It is rooted in collaboration with our borrowers, our teams, our technology partners, and our stakeholders. It is about extending trust, creating access, and nurturing relationships that transcend transactions.

We are proud to be a partner in the journeys of countless individuals and businesses who aspire for more—more stability, more progress, more possibility. With every dream that rises, and with every new horizon we explore, we reaffirm our commitment to financial empowerment.

As we move forward, we do so with a clear vision and an unwavering belief: that Mangal Credit is not just a provider of capital, but a catalyst for dreams. Together, we journey across new skies, with every dream.

Growth

49%
Revenue

29%
Operating Profit

29%
Net Interest Income

45%
Customer Base

Corporate Overview:

Shaping a Future of
Boundless Potential

Mangal Credit and Fincorp Ltd. (MCFL), a leading non-banking financial company listed on the stock exchange, offers a comprehensive range of financial solutions spanning Gold Loans, Personal Loans, SME Loans, and Loans Against Property. With a robust presence in Maharashtra and an asset base exceeding ₹29,456 lakh, MCFL is driven by a mission to empower individuals and enterprises through customised, accessible, and value-driven financing. Anchored in customer-centricity and guided by a spirit of innovation and operational excellence, the Company consistently refines its offerings to align with the evolving aspirations and needs of its clients.

Mission

Our mission is to revolutionise the way credit works in India with our flexible loans. We deliver credit to a wide spectrum of MSMEs and individuals with limited credit history to drive a financial and social impact for our customers and society at large

Vision

Our vision is to address the needs of the underserved by deploying capital that facilitates a change for good



Core Values



▶ Honesty and Integrity:

Led by exemplary governance, Company maintains high integrity in its delivery, products and processes. Company has zero tolerance for unethical practices. It strives to behave with honesty and integrity in all its internal and external communication, and dealings with all stakeholders



— Transparency ▶

Company's products and processes are transparent to its clients such that the information communicated to them is clear, sufficient and in a timely manner and language which clients can understand, so that the clients can make informed decisions. It is also transparent in its communication to, and transactions with all other stakeholders, and employees



▶ Innovation

Company strives to maintain a creative culture in the organisation, where employees are encouraged to learn and innovate in their day-to-day work, while adhering to the Company's standards of business and conduct. Also, product, process and business model innovation are integral to the Company



— Excellence ▶

Company treats its employees as a major stakeholder and hence its processes and systems are designed to ensure employee satisfaction, development and high morale. We each have a unique role to play as we work towards delivering opportunities for change

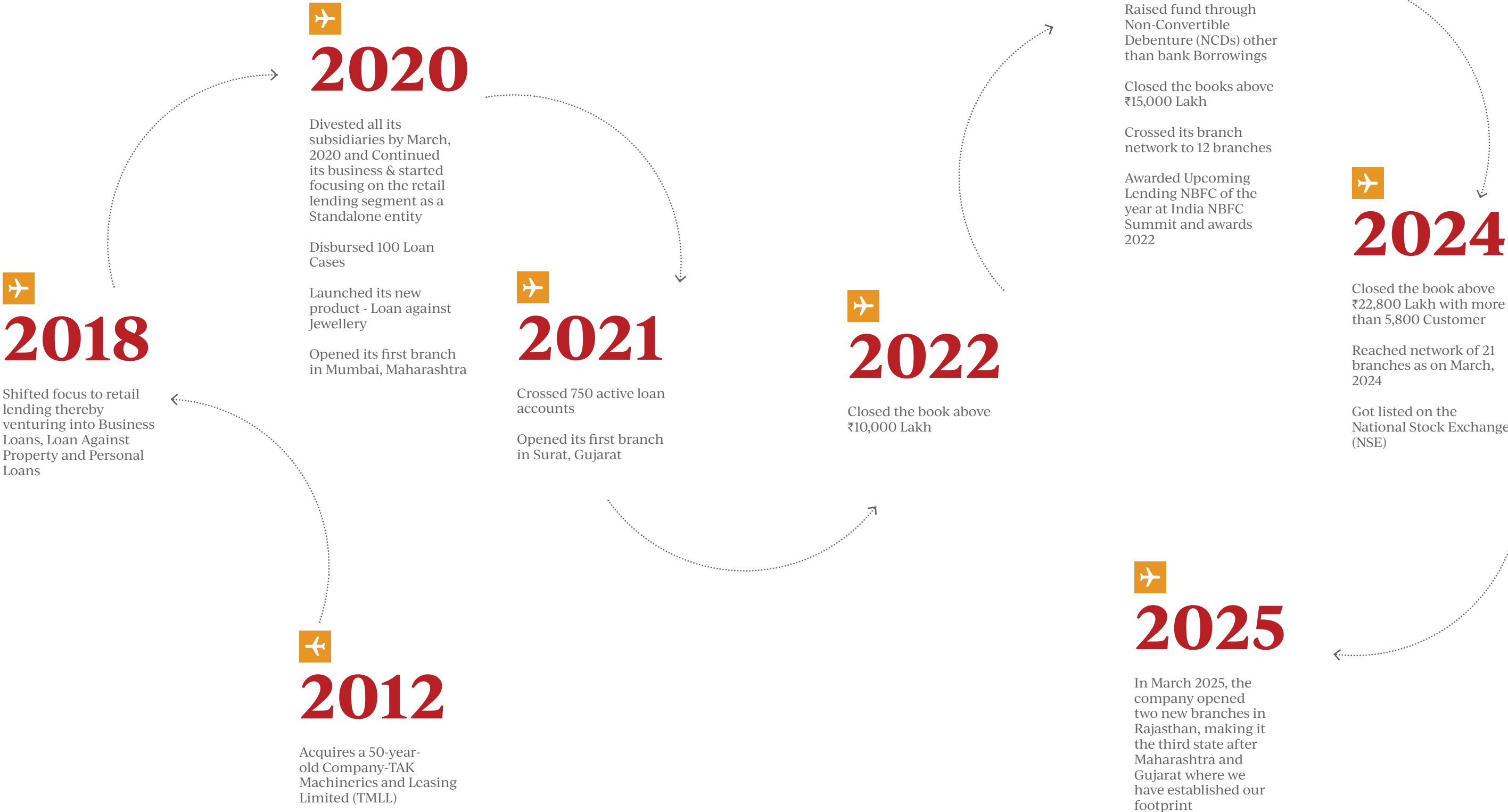


▶ Customer Centricity

Since customers are considered important stakeholders, Company's products and processes are designed keeping customer needs and realities in mind. Company strives to serve customer needs in an effective and efficient manner and always behave in a dignified and respectful manner with its customers

Journey:

Charting the Course to Unbounded Opportunities



Key Highlights:
Major Achievements at a Glance

₹29,456 Lakh

Asset Under Management

3,856

Customer Base

7,758

Active Loan Accounts

25

Branches

124

Total Employee

₹43,489 Lakh

Disbursement

₹13,997 Lakh

Net Worth

₹4,958 Lakh

Revenue From Operations

₹3,035 Lakh

Net Interest Income

₹3,817 Lakh

Operating EBITDA

₹1,307 Lakh

Net Profit Before OCI

0.66%

NNPA

41.15%

Capital Adequacy Ratio

5.06%

Return On Assets (Includes OCI)

Value Proposition:

Strategic Solutions for Sustainable Success



Strong Financial Foundation

Mangal Credit & Fincorp Limited (MCFL) stands on a solid financial base, reflected in its prudent gearing ratio of 1.41x and a robust Capital Adequacy Ratio (CAR) of 41.15% as on 31st March 2025. A disciplined liquidity management framework enables the Company to comfortably meet all debt obligations while fuelling sustained balance sheet expansion. Backed by a healthy Asset-Liability Management (ALM) position and a strong cash reserve, including bank balances of ₹2,635 lakh—representing approximately 10% of total AUM as on 31st March 2025—MCFL is strategically positioned to capitalise on growth opportunities while maintaining financial resilience.



Expanding Horizons with a Diverse Product Portfolio

MCFL continues to broaden its footprint while offering a robust and diverse range of financial solutions, including SME Loans, Business Loans, Loans Against Property, Gold Loans, and Personal Loans. This comprehensive portfolio addresses the unique aspirations of varied customer segments, empowering individuals and enterprises alike. By strategically focusing on the retail segment and optimizing ticket sizes, the Company not only enhances accessibility but also mitigates concentration risk. Our deliberate push into new geographies strengthens market presence, enabling MCFL to better navigate economic cycles and capture growth opportunities. This dual focus on expansion and diversification underscores our commitment to creating long-term value while helping customers turn their ambitions into reality.



Driving Growth Through Technology and Digital Innovation

The company is harnessing the power of technology to redefine customer engagement and operational excellence. Significant investments in digital infrastructure have enabled the launch of our mobile application on the Google Play Store, offering customers a seamless platform for loan inquiries and processing. The adoption of fully customised LOS-LMS AUMNEE coupled with advanced CRM integration, has streamlined processes, strengthened decision-making, and elevated service standards. These advancements not only enhance efficiency but also reinforce MCFL's position as a forward-looking, digitally driven financial services provider—empowering customers to fulfil their dreams with speed, convenience, and trust.



Experienced Leadership

Guided by a leadership team with deep expertise and unwavering commitment, MCFL continues to chart new horizons in financial services. Their strategic vision, grounded in decades of industry experience, ensures prudent lending practices, robust governance, and sustainable growth. Under their stewardship, MCFL has strengthened its position as a trusted partner, enabling customers to pursue their dreams with confidence.



Strong

Financial Foundation

Our Key Performance Indicators (KPIs) exemplify our steadfast focus on growth, efficiency, and resilience. Sustained revenue growth, coupled with strong asset quality, reinforces our ability to generate consistent value while maintaining operational discipline. These robust metrics not only reflect our financial health but also demonstrate our capacity to execute strategic objectives, ensuring sustainable performance and long-term success.

Note:

All numbers are in ₹Lakh unless otherwise mentioned

EBITDA : Earnings Before Interest, Taxes, Depreciation & Amortisation

GNPA : Gross Non-Performing Assets

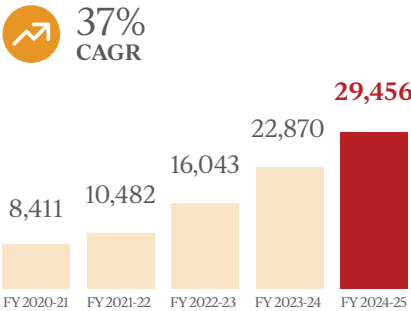
NNPA : Net Non-Performing Assets

ROA : Return on Asset

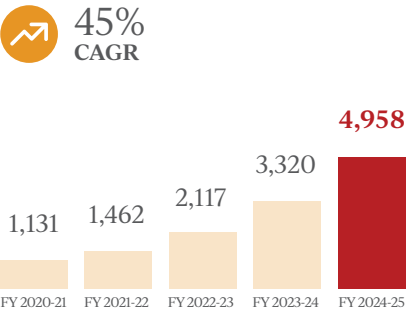
ROE : Return on Equity



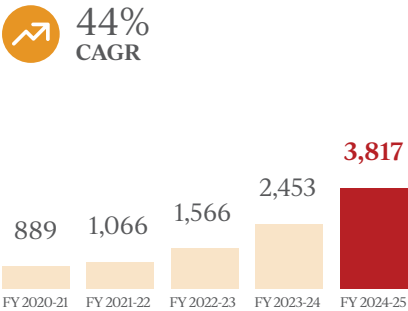
Asset Under Management



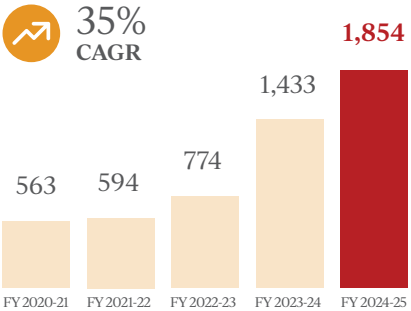
Revenue from Operations



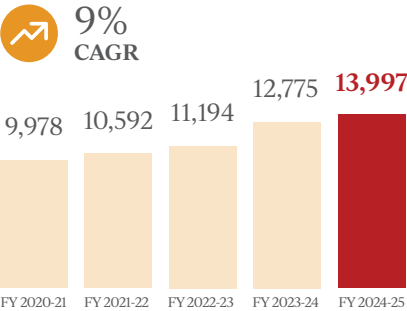
Operating EBITDA



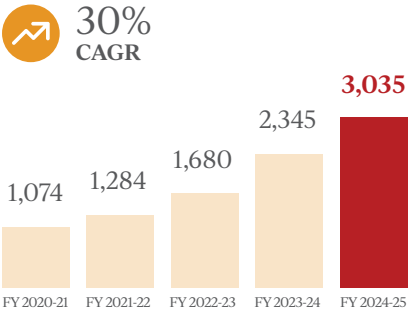
Operating Profit



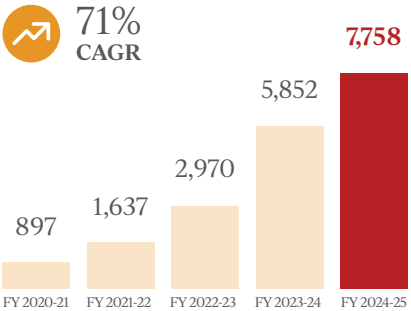
Networth



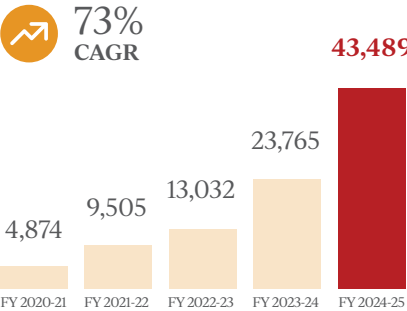
Net Interest Income



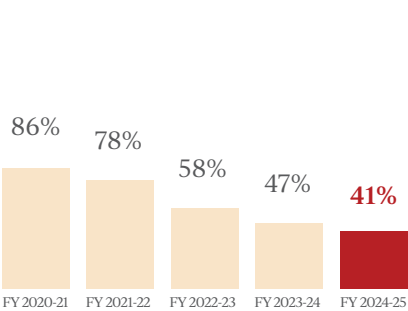
Number of Loans



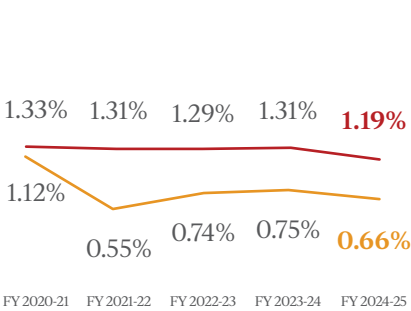
Disbursement



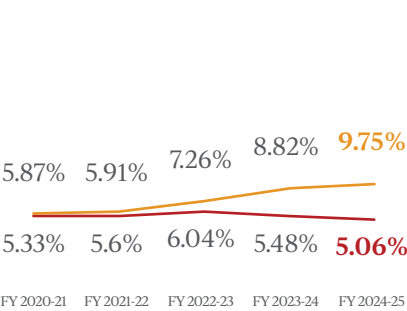
Capital Adequacy (%)



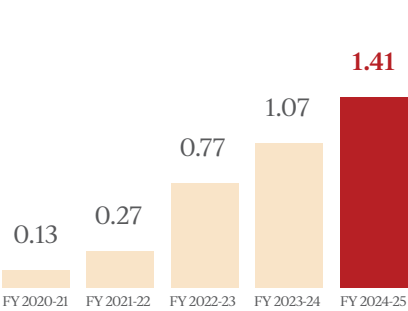
GNPA & NNPA



ROA & ROE

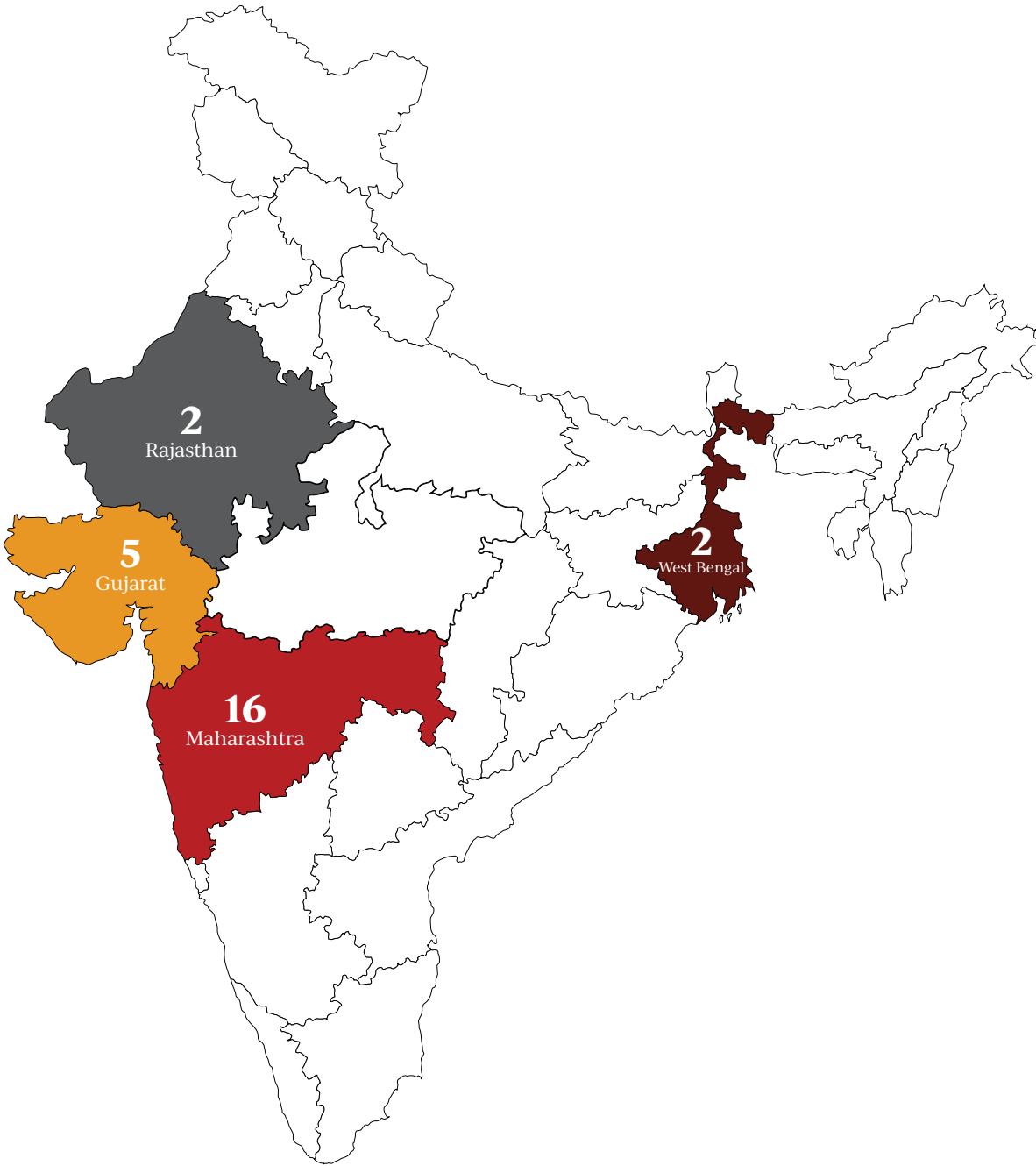


Gearing Ratio (%)



Expanding Our Footprint

Mangal Credit & Fincorp Limited (MCFL) has made remarkable strides in geographical expansion, recording nearly 20% growth in branch network within a single year. With 25 branches now operational across key states such as Maharashtra, Gujarat, Rajasthan, and West Bengal, this accelerated growth reflects our commitment to improving accessibility and deepening customer engagement. By strengthening our presence in strategic markets, we are not only expanding our customer base but also laying a solid foundation for a broader PAN-India footprint in the years ahead.



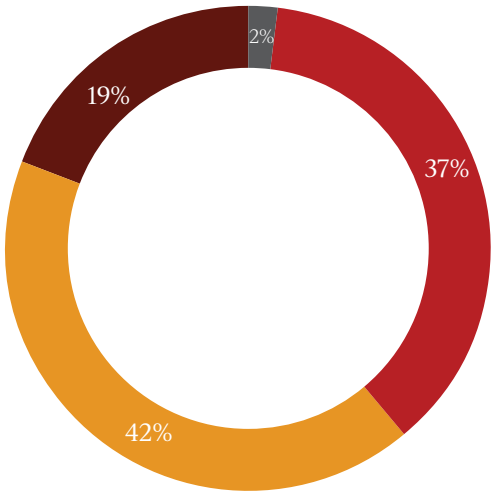
Diverse and Evolving Product Portfolio

Mangal Credit & Fincorp Limited (MCFL) has strategically built a diversified product portfolio to meet the evolving financial needs of its customers, with a strong focus on empowering the MSME sector. From its early beginnings with a single offering, the Company now provides a comprehensive range of solutions, including SME Loans, Loans Against Property (LAP), Gold Loans, and Personal Loans. Leveraging property assets to unlock capital for business expansion, MCFL offers small-ticket loans with flexible interest rates, quick turnaround times, and tailored terms—positioning itself as a preferred partner for borrowers seeking accessible and timely financial support.

In FY 2024-25, the Company delivered robust growth, with Assets Under Management (AUM) rising by 29% year-on-year and Active Loan Accounts increasing by an impressive 33%. To strengthen risk management and align with market demand, MCFL implemented strategic measures such as reducing loan ticket sizes and refining credit parameters. These steps have enhanced customer reach while ensuring prudent portfolio quality.

The Company also advanced its innovation agenda by developing new products like Electric Vehicle (EV) Financing and Affordable LAP. Market seeding activities for these offerings have already commenced in operational areas, signaling MCFL's proactive approach to tapping emerging customer segments. Moreover, during the year, four distinct variants of Gold Loans were introduced to cater to different borrower needs:

Portfolio Mix



- MSME Loan
- Gold Loan
- Loan Against Property
- Personal Loan



Portfolio AUM

₹29,456 Lakh



GNPA / NNPA

1.19%/0.66%



Active Loan Accounts

7,758



Ticket Size Range

Upto ₹3 Crores



Tenure

Upto 10 Years

37%
Asset Book

MSME Loans

Business Overview

Recognizing the pivotal role of Micro, Small, and Medium Enterprises (MSMEs) in driving India's economic growth, MCFL offers customised MSME Loans starting from ₹20 lakh to address diverse business needs. These loans are designed to fuel working capital, business expansion, and other critical financial requirements, with flexible tenures and swift processing to ensure timely access to funds. By combining speed, flexibility, and tailored solutions, the Company empowers MSMEs to seize growth opportunities and strengthen their market presence.



Key Features



Quick
sanction



Attractive
Interest rates



No Collateral
required

Performance During the Year

During FY 2024-25, the MSME business delivered robust growth, with Assets Under Management (AUM) rising to ₹10,779 lakh—up 19% from ₹9,340 lakh in the previous year. Annual disbursements surged 51%, increasing from ₹7,671 lakh to ₹11,573 lakh, while active loan accounts expanded by 39% to over 361. This strong performance underscores the segment's growing relevance in MCFL's portfolio and its success in meeting the evolving credit needs of MSMEs.

Portfolio AUM

₹10,779 Lakh

Active Loan Accounts

361

Average Ticket Size

Upto ₹35 Lakh

GNPA / NNPA

1.02% / 0.52%

Ticket Size Range

₹20 - ₹50 Lakh

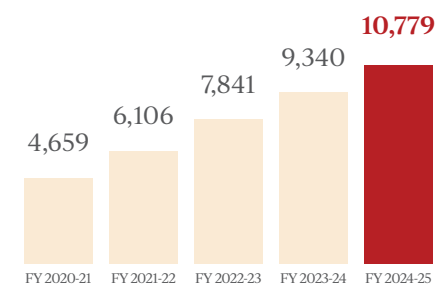
Tenure

Upto 3 Years



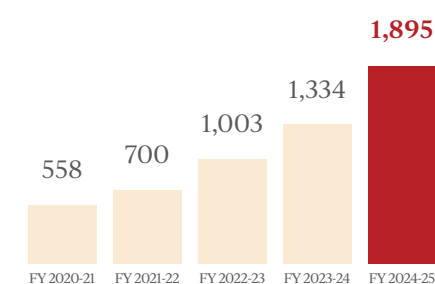
Portfolio AUM

23%
CAGR



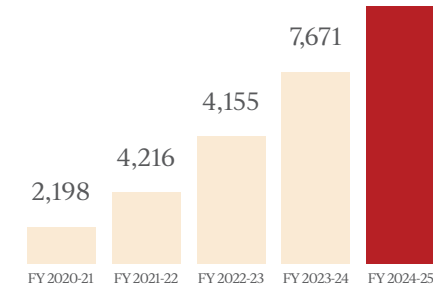
Income

36%
CAGR

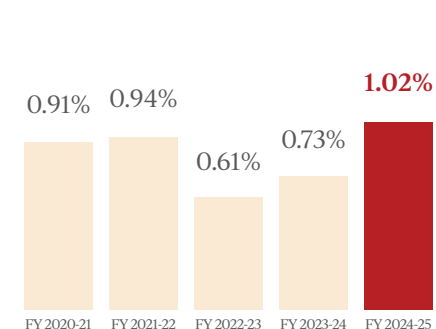


Disbursements

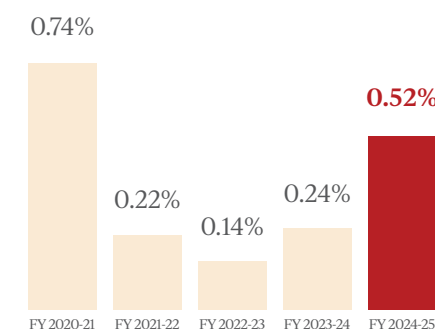
51%
CAGR



GNPA (%)



NNPA (%)



Note:
All numbers are rounded off to the nearest value
All numbers are in ₹Lakh unless otherwise mentioned



42%
Asset Book

Gold Loans

Business Overview

Mangal Credit & Fincorp Limited (MCFL) offers secure and flexible Gold Loan services tailored to meet diverse financial needs. Leveraging its deep expertise, the Company provides hassle-free loans with minimal documentation and quick disbursement, enabling customers to unlock the value of their gold assets efficiently. The offerings feature competitive interest rates, flexible repayment options, and a secure appraisal process, positioning MCFL as a trusted partner for individuals seeking to leverage their gold for immediate financial requirements.



Key Features

- Quick Disbursal and minimal documentation
- Best loan to value
- NIL PF and foreclosure
- Lowest ROI and best gold rate
- Zero processing fees or any valuation charges for our gold loan product

Performance During the Year

During the year under review, the Gold Loan business delivered robust performance, achieving a remarkable 53% growth in AUM to ₹12,258 Lakh, compared to the previous fiscal year. Annual disbursements more than doubled, rising by 105% from ₹12,933 Lakh to ₹25,564 Lakh. Active loan accounts also saw healthy expansion, increasing by 35% to 7,158 accounts as compared to FY 2023-24, reflecting the segment's growing reach and customer trust.

Portfolio AUM

₹12,258 Lakh

GNPA / NNPA

0.09% / 0.08%

Active Loan Accounts

7,158

Ticket Size Range

Upto ₹2 Crores

Average Ticket Size

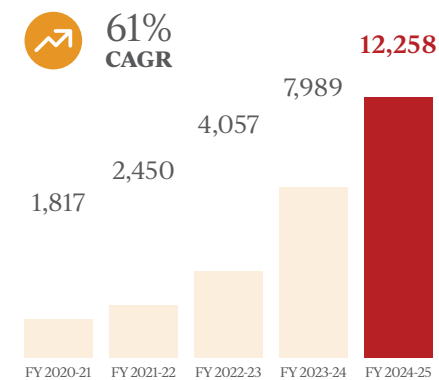
Upto ₹5 Lakh

Tenure

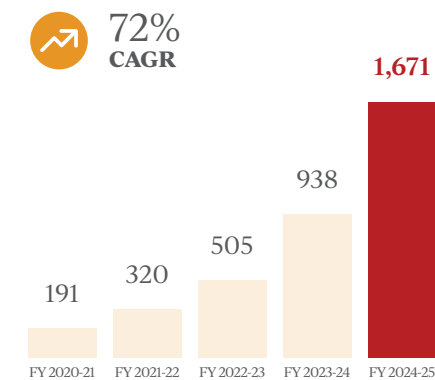
Upto 2 Years



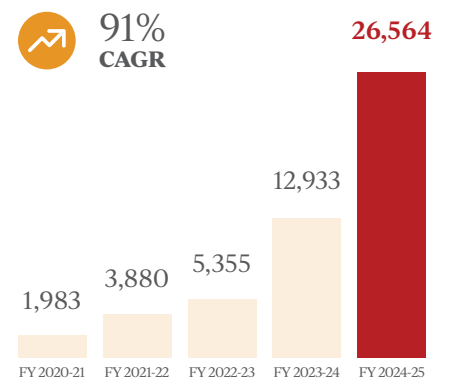
Portfolio AUM



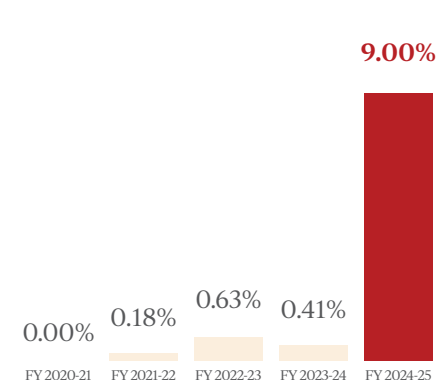
Income



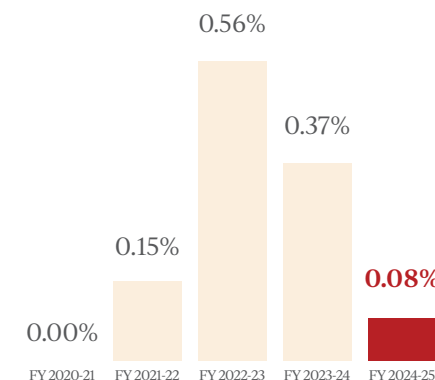
Disbursements



GNPA (%)



NNPA (%)



Note:
All numbers are rounded off to the nearest value
All numbers are in ₹Lakh unless otherwise mentioned

19%
Asset Book

Loan Against Property

Business Overview

Mangal Credit & Fincorp Limited's (MCFL) Loan Against Property (LAP) solutions empower individuals and businesses to unlock the value of their property. The LAP product is designed to cater to a range of financial needs, including business expansion, working capital, or personal requirements. With competitive interest rates, flexible repayment tenures, and a quick approval process, MCFL ensures that clients can access substantial funds against their residential or commercial property with ease and confidence.



Key Features



Quick
sanction



Attractive
Interest rates



Available for a
longer-term



Higher loan
amount

Performance During the Year

During the year under review, MCFL's Loan Against Property (LAP) portfolio delivered strong growth, with Assets Under Management (AUM) rising 15% to ₹5,405 Lakh from ₹4,692 Lakh in the previous year. Disbursements to the segment more than doubled, surging 112% from ₹2,255 Lakh to ₹4,782 Lakh, driven by higher demand and targeted expansion in focus markets. Active loan accounts also grew by 18%, reaching 100 accounts, underscoring the increasing adoption of MCFL's LAP offerings among both individual and business clients.

Portfolio AUM

₹5,405 Lakh

GNPA / NNPA

0.04% / 0.03%

Active Loan Accounts

100

Ticket Size Range

Upto ₹3 Crores

Average Ticket Size

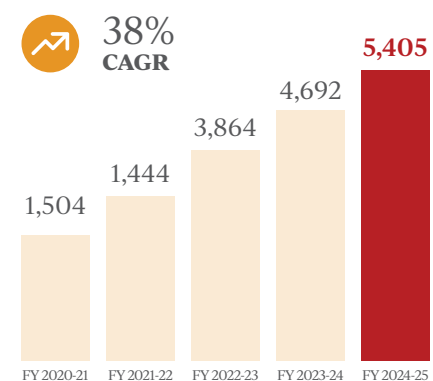
Upto ₹35 Lakh

Tenure

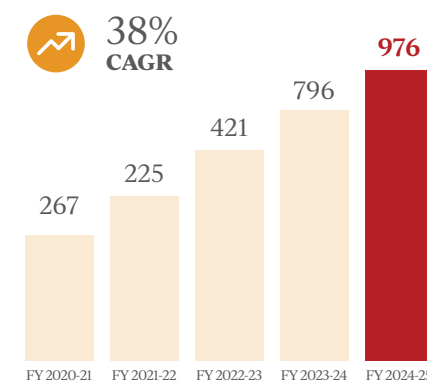
Upto 10 Years



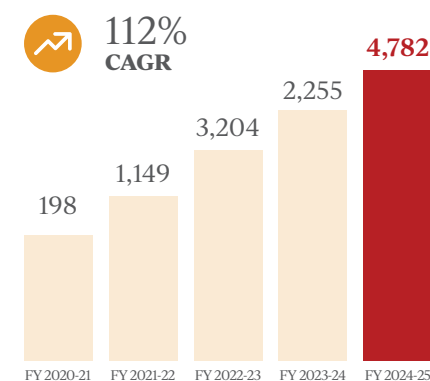
Portfolio AUM



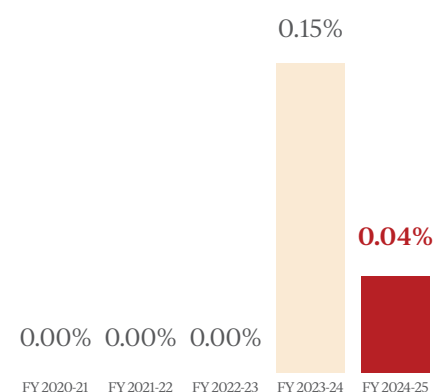
Income



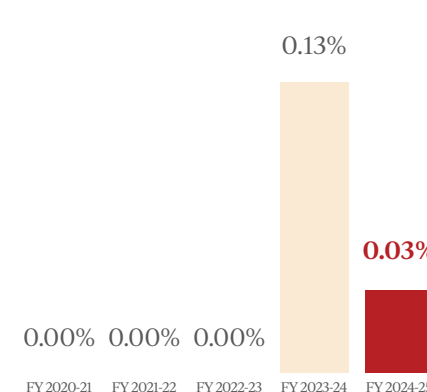
Disbursements



GNPA (%)



NNPA (%)



Note:
All numbers are rounded off to the nearest value
All numbers are in ₹Lakh unless otherwise mentioned

2%

Asset Book

Personal Loans

Business Overview

Personal Loans provide a practical solution for individuals to manage a wide range of financial needs, from medical expenses to home improvements. They offer flexibility in repayment and competitive interest rates, making them a supportive option for borrowers without requiring collateral. The streamlined application process ensures that funds are made available quickly, enabling borrowers to address both urgent and planned financial requirements efficiently.



Key Features

- Quick Disbursal & minimal documentation
- Attractive Interest rates
- No collateral

Performance During the Year

During the year under review, the Personal Loan segment experienced subdued performance, with AUM declining by 29% to ₹601 Lakh compared to ₹846 Lakh in the previous fiscal year. Annual disbursements to the segment fell by 37%, from ₹906 Lakh to ₹571 Lakh, while active loan accounts contracted by 25% to 139 accounts as against the previous year.

Portfolio AUM

₹601 Lakh

Active Loan Accounts

139

Average Ticket Size

Upto ₹4 Lakh

GNPA / NNPA

0.04% / 0.02%

Ticket Size Range

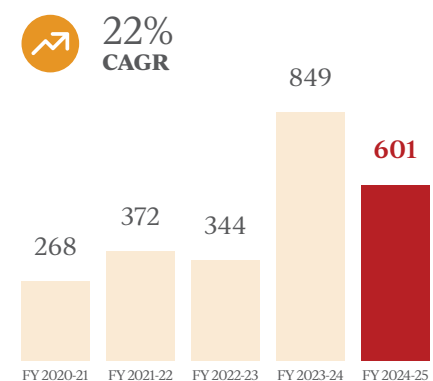
Upto ₹10 Lakh

Tenure

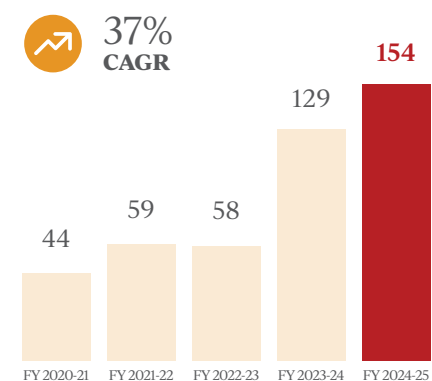
Upto 3 Years



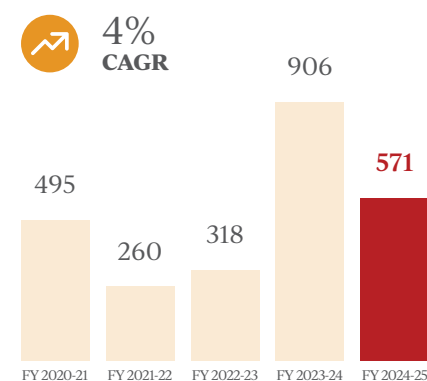
Portfolio AUM



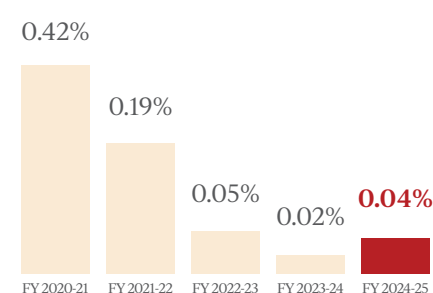
Income



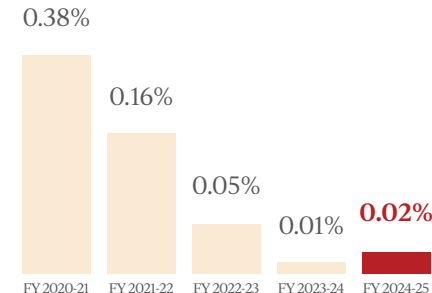
Disbursements



GNPA (%)



NNPA (%)



Note:
All numbers are rounded off to the nearest value
All numbers are in ₹Lakh unless otherwise mentioned

Smart Finance, Smarter Future: Redefining Customer Experience Through Technology

The Mangal App is crafted to transform the loan application journey into a seamless, transparent, and hassle-free experience. Designed with simplicity and efficiency at its core, the app empowers customers by making financial access more convenient, secure, and just a few taps away.

Tailored for both new and existing customers, as well as our distribution partners, the app enables users to effortlessly enquire about and apply for SME Loans, Gold Loans, and Loan Against Property (LAP). A distinctive feature is its built-in officer verification tool, which allows customers to confirm the authenticity of Mangal representatives during door-to-door Gold Loan processing—ensuring trust and security at every step.

With its intuitive interface, easy navigation, and customer-first design, the Mangal App goes beyond being a digital platform—it is a gateway to smarter, faster, and more reliable financial solutions.

The Mangal App reflects Mangal Credit and Fincorp Limited's unwavering commitment to technology-driven, customer-centric innovation. By offering a comprehensive, secure, and accessible platform, it empowers customers to seamlessly manage their financial needs—reinforcing Mangal Credit's role as a reliable and trusted partner in their financial journey.

Real-time application tracking:

- Customers can track the status of their loan applications in real-time, receiving instant notifications on approval, disbursement, and any additional steps required
- Transparency is maintained throughout the process, keeping customers informed at every stage

Easy loan application process:

- Customers can effortlessly apply for various loan products, including gold loans, sme loans, business loans, loan against property, and personal loans
- The intuitive interface guides users step-by-step through the application, reducing the time and effort required to complete the process

Key Features:



Authenticity verification:

- During door-to-door Gold Loan application processing, the app helps customers verify the authenticity of Mangal officers, adding an extra layer of security and trust to the loan process

Customer support integration:

- Users have access to 24/7 customer support through the app, including chat, call, and email options
- A dedicated faq section provides answers to common queries, enhancing user experience and reducing response times

Value Creation Model

	Inputs	Value Creation Framework	Strategy
Financial Capital	Equity - ₹14,071 lakh Borrowing - ₹19,885 lakh	Supporting customers by evaluating their earning capacity rather than relying on past financial records.	Better Asset Quality
Manufactured Capital	New branches opened in fiscal 2025 - 4 branches Number of offices/branches - 25 branches	Expanding presence in rural and semi-urban markets that remain underserved by traditional banks. Creating employment opportunities by hiring local people and building stronger market connections.	Geographic Expansion Digitization
Intellectual Capital	Launched new mobile application services for smooth customer on-boarding, payments & personalized offers	Engaging with local businesses to boost their business opportunities and improve service quality.	Customer Centricity
Human Capital	Number of employees - 124 Total Remuneration Paid - ₹704 lakh	Promoting financial literacy and supporting livelihood, health, and education within communities.	Capital Raise
Social and Relationship Capital	CSR Spend - ₹24 lakh Contribution to Exchequer - ₹518 lakh Shareholders - 3,472 Customer base - 3,856	Offering tailored products with flexible repayment options to meet the needs of rural customers.	Portfolio Expansion
Natural Capital	The Company remains committed to responsible resource management, prioritizing sustainability and efficiency in all operations to ensure long-term environmental and economic stewardship.	Output (Services Offered by Business Segments) SME Loan Gold Loan Loan Against Property Personal Loan	

Value Creation Activities	Outcomes	Stakeholders Impacted
- Structured lending - Capital raising - Cost management - Investor communication	Total income - ₹4,958 lakh (49% Y-o-Y) Earnings Per Share - ₹6.68 per share	Investors
- Branch network expansion - Asset optimization - Product innovation	AUM - ₹29,456 lakh Loans disbursed - ₹43,489 lakh	Employees
- Robust cybersecurity - Digital platform upgrades - Data analytics - Enhance regulatory compliance and IT governance	Growing adoption of digital collections and rising customer sign-ups on the revamped mobile app highlight stronger engagement and efficiency	Customers
- Training for enhanced productivity & leadership development - Fostering a Diverse and Inclusive Workforce	New recruits - 20+ Women employees - 31 Profit per employee - ₹10.45 lakh	Value Chain Partners
- Customer service excellence - CSR - Stakeholder engagement - Community outreach	Lives impacted - 1,500+ Proposed dividend - ₹0.75 per share	Communities
- Digitalization to reduce resource use - Environmental responsibility	Sustainable practices in resource management reflect the Company's commitment to environmental stewardship and long-term value creation	Government and Regulators



Chairperson's Message



We crossed the benchmark of 25 operational branches, and our AUM touched the approximately ₹300 crore mark, a testament to the effectiveness of our multi-product strategy.

Dear Shareholders,

It is with a deep sense of pride and purpose that I present to you the annual performance and progress of Mangal Credit and Fincorp Limited for FY 2024–25. This year marked a period of strategic clarity, operational discipline, and measured ambition—allowing us to navigate shifting economic currents while staying rooted in our mission of empowering underserved communities through responsible credit. As India's financial landscape continues to evolve, we remain steadfast in our commitment to building a resilient, efficient, and opportunity-driven NBFC for the future.

Economic Landscape

The Indian economy demonstrated remarkable resilience in FY 2024–25, maintaining its position as one of the fastest-growing major economies in the world. Government-led initiatives such as Make in India, Vocal for Local, and the robust push for MSME development have significantly bolstered the demand for credit across key sectors. The MSME segment, in particular, continues to be a major contributor to employment and GDP, resulting in sustained credit appetite among small business owners and entrepreneurs. Concurrently, the sharp rise in gold and silver prices has further increased the appeal of gold-backed lending products. Coupled with a thriving equity market and stable consumption growth, these conditions created a favourable lending environment for well-positioned NBFCs like ours.

The Non-Banking Financial Companies (NBFC) sector has continued to play a pivotal role in driving financial

inclusion—especially across rural and semi-urban areas. Despite headwinds such as inflationary pressures, global uncertainty, and evolving interest rate regimes, NBFCs have remained agile and adaptive. Our ability to provide customised, secured, and easily accessible credit solutions has helped us cater to a wide spectrum of customer needs—be it through MSME Loans, Gold Loans, Personal Loans, or Loans Against Property (LAP). An important structural shift during the year was the sector-wide pivot toward secured lending, spurred by the RBI's guidance on managing risk in unsecured personal loans. Products like Gold Loans and LAP have gained momentum for their relatively lower risk and collateralised nature, making them increasingly attractive for both borrowers and lenders. Mangal Credit has been well-aligned with this shift, given our strategic focus on asset-backed lending models.

We also witnessed a notable improvement in asset quality across the sector, thanks to enhanced risk management practices, digitisation of borrower profiles, and the use of early warning signals to mitigate defaults. This has not only protected lender margins but also boosted customer trust in formal financial institutions. India is undergoing a visible migration from informal to formal credit, especially in emerging geographies. With greater awareness, smartphone penetration, and simplified KYC norms, a growing number of individuals and micro-entrepreneurs are shifting away from unregulated moneylenders to regulated NBFCs. This behavioural shift presents a long runway for credit expansion across Tier 2, Tier 3 towns and beyond. Moreover, the purpose of household

borrowing is also evolving. Loans are increasingly being used for asset creation, business expansion, education, and healthcare—rather than purely for consumption. This maturing outlook among borrowers has led to a growing demand for structured and flexible financial products, which NBFCs are uniquely equipped to deliver.

As we look ahead, these changes in borrower preferences, regulatory direction, and macroeconomic undercurrents point to a promising future for our sector. At Mangal Credit, we remain committed to capturing these opportunities through innovation, regional expansion, and a steadfast focus on secured lending with disciplined risk management.

Major Achievements & Challenges

Among the most notable milestones, we proudly got listed on the National Stock Exchange (NSE), a development that signifies not just greater visibility in the capital markets but also a reaffirmation of our credibility and long-term commitment to value creation. We successfully entered the state of Rajasthan by opening two new branches dedicated to gold loans, and we floated our first tranche of ₹25 crores of Non-Convertible Debentures (NCDs), reflecting our strengthened financial foundation and investor trust. Our scale and reach have expanded meaningfully. We crossed the benchmark of 25 operational branches, and our Assets Under Management (AUM) touched the approximately ₹300 crore mark, a testament to the effectiveness of our multi-product strategy. Our operational performance remained strong and resilient, underscored by a healthy Net Interest Margin (NIM) of 12.34%. We recorded a robust 49% growth in topline, reaching ₹4,958 lakh, while Profit After Tax (PAT) stood at ₹1,307 lakh, translating into an impressive PAT margin of 26%. Our Capital to Risk-Weighted Assets Ratio (CRAR) stood at a solid 41.15%, showcasing prudent capital management and financial stability. Asset quality remained well-managed, with Gross NPA at a contained 1.19% and Net NPA at just 0.66%, reflecting our disciplined credit practices and effective risk mitigation framework. The promoter's infusion of ₹7 crore and an expanded team strength of 124 further strengthened our capacity to deliver.

However, the year was not without its challenges. We navigated through a highly competitive market landscape, a cautious lender sentiment triggered by regulatory tightening in the gold loan sector, and macroeconomic headwinds such as sluggish industrial demand and liquidity pressures in the system. The regulatory actions taken by the RBI—while necessary—did introduce temporary slowdowns, especially in the gold loan segment. Yet, by proactively updating our policies and ensuring strict compliance, we maintained business continuity and sustained growth.

Strategic Initiatives

We responded to market realities with a refined strategic approach. In the MSME segment, we rationalized our loan portfolio by reducing average ticket sizes and loan tenures, ensuring a stronger credit profile. In the gold loan segment, we introduced four differentiated product variants tailored to specific customer needs—from lower LTV-based schemes to flexible repayment models.

We continued to strengthen our funding ecosystem by onboarding new lenders including Tata Capital, Cholamandalam, Hinduja Leyland Finance, Poonawalla Fincorp, and Kissandhan Agri Finance—significantly widening our borrowing bandwidth. In parallel, we initiated our digital transformation journey. We have partnered with Saisson to build a customer-facing mobile app to streamline onboarding and servicing, and are in the early stages of piloting new product lines such as Electric Vehicle (EV) loans and Affordable LAP products.

Corporate Social Responsibility

Beyond business, our sense of purpose finds expression in our Corporate Social Responsibility (CSR) initiatives. Through Mangal Charitable Trust, we continue to invest in rural education by building a school in Sisoda village, Rajasthan, and extend medical aid to those in need. These initiatives reflect our deep-rooted commitment to inclusive growth and community development.

Outlook

As we chart our course for the future, our vision remains clear—achieve an AUM of ₹750 crore, scale up to 80 branches, expand our product suite, and enhance our internal ratings to A- in the next two years. With digitalization, geographic diversification, and customer-centricity as our core pillars, I am confident we are well poised to unlock greater value for all stakeholders.

Closing Remarks

As we continue to pursue our strategic priorities with discipline and determination, it is vital that our people remain connected to our purpose and vision. The progress we have made over the past year is a reflection of the passion, commitment, and resilience of our team across all levels. It is their unwavering belief in what we do that enables us to serve our customers better and grow stronger as an organization.

While our journey is far from complete, we have laid a solid foundation for the future—one that empowers us to adapt, evolve, and create long-term value. I am confident that with collective resolve and clear direction, we will continue to build a stronger and more purpose-driven institution.

On behalf of the Board, I extend my heartfelt gratitude to our shareholders, customers, and partners for their continued trust and support. Your belief in our vision inspires us to rise higher with every passing year.

Warm regards,
Meghraj Sohanlal Jain
Chairperson & Managing Director

Visionary Leadership

At Mangal Credit and Fincorp Limited, our Board of Directors embodies a rare blend of industry expertise, strategic foresight, and unwavering integrity. Comprising seasoned professionals with diverse backgrounds, they provide robust governance, guide our growth trajectory, and enable us to capitalise on emerging opportunities in a rapidly evolving financial landscape. Their steadfast commitment to transparency, excellence, and stakeholder value creation reinforces our position as a trusted and forward-looking financial partner.

100 %
Committee Chairpersons
are Independent Directors



Board Composition



Executive
Directors



Independent
Directors



Non-Executive,
Non-Independent Director

- Audit Committee
- Stakeholders Relationship Committee
- Nomination & Remuneration Committee
- Corporate Social Responsibility Committee

C = Chairperson M = Member

Shri Subramanyam Ganesh

Independent
Director



Smt. Vineeta Piyush Patel

Independent
Director



Shri Meghraj Sohanlal Jain

Chairman and
Managing Director



Shri Hardik Jain

Executive
Director

Shri Ramanathan Annamalai

Independent
Director



Shri Sriram Sankarnarayanan

Independent
Director



Shri Nilesh Jain

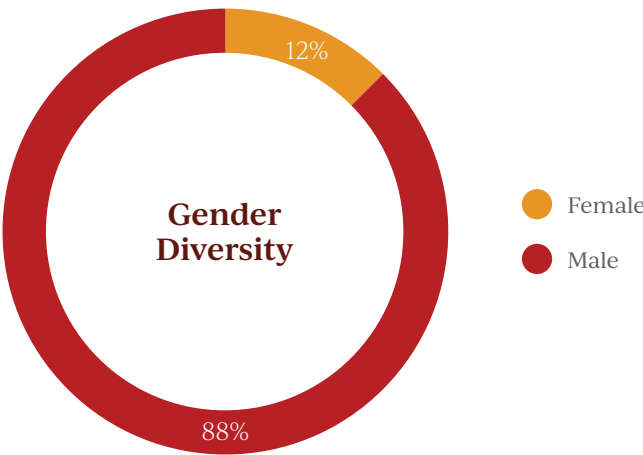
Executive Director
and Chief Financial Officer



Shri Sujan Sinha

Non-Executive
Non-Independent Director

Board Demographics



27 - 77
Age Range (Years)

53
Average Age (Years)

(Standing from left to right)

Corporate Social Responsibility

Empowering Communities, Enriching Lives

The Company is committed to creating a lasting and meaningful impact on society by extending support to underprivileged, disadvantaged, and marginalised communities. Guided by a well-defined Corporate Social Responsibility (CSR) policy, it undertakes a diverse range of initiatives focused on fostering sustainable livelihoods, enhancing access to essential resources, and nurturing a culture of holistic human development.

₹24 Lakh
Total CSR Spent

Recognising the importance of addressing the unique challenges faced by diverse communities, the Company has identified key focus areas aimed at enhancing living standards and promoting a more inclusive and equitable society. To achieve these objectives effectively, the Company has forged partnerships with reputed trusts and non-governmental organisations (NGOs) to fund and implement its CSR initiatives. These initiatives span a wide spectrum, including healthcare interventions and educational support programmes, designed to create lasting, positive impact in the communities it serves.



Restoring and Expanding a Government School that offer classes up to 12th Grade



Mobile Medical Facility through a well-equipped vehicle for medical help for remote areas of Rajasthan



The CSR activities are conducted through Mangal Trust.

Statutory Reports
35 - 100

Financial Statements
101 - 183

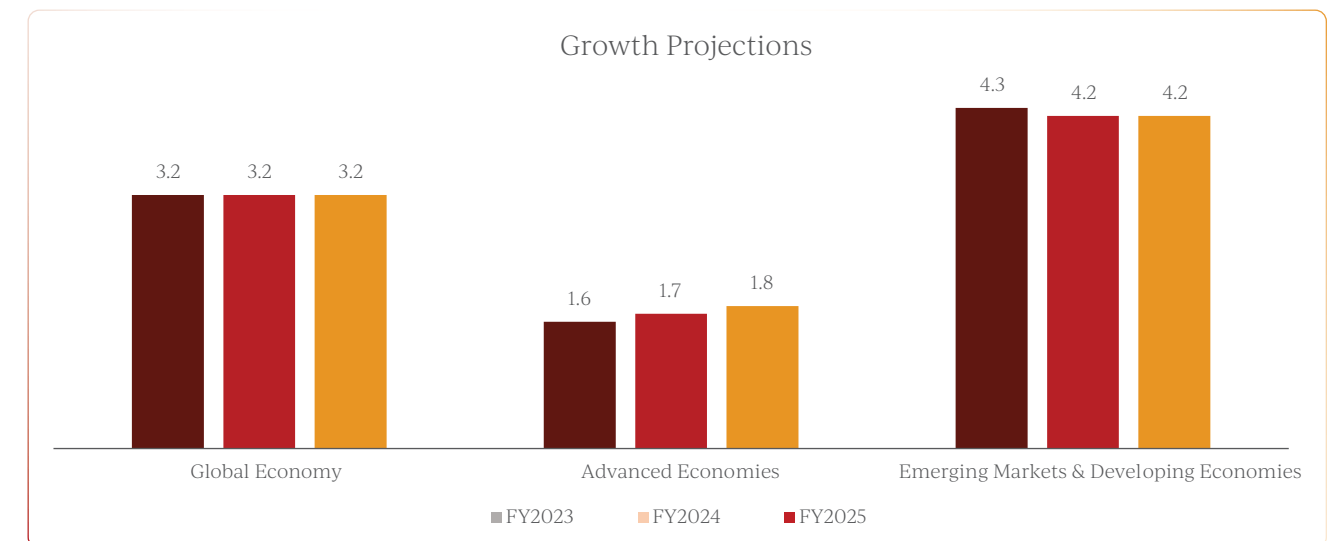
Management Discussion & Analysis

Economic Overview

Global Economy

The global economy in 2024 recorded modest yet meaningful growth, with GDP expanding by an estimated 3.2% to 3.3%. This resilience was driven by robust consumer demand, a notable recovery in global trade (up 3.8%), and the agility of key economies to navigate a complex and evolving macroeconomic environment. Among advanced economies, the United States led with a 2.8% GDP growth, supported by strong domestic consumption and a vibrant labour market. In contrast, Europe and Japan struggled with tepid expansion 0.9%

and 0.1% respectively held back by elevated energy costs and weakened external demand. In the emerging world, China's 5.0% growth reflected a renewed focus on fiscal stimulus and manufacturing, even as property sector imbalances persisted. India emerged as a standout performer, not only sustaining high growth but also overtaking Japan to become the world's fourth-largest economy by the end of FY24. However, growth across Latin America and Africa remained constrained due to commodity price volatility, high debt servicing costs, and limited fiscal room, which dampened investment flows and economic momentum.



Source: International Monetary Fund, April 2025 report

Inflation, while still above target levels, continued its downward trajectory falling from 6.8% in 2023 to around 5.7-5.9% in 2024. This decline was underpinned by easing supply-side pressures and the lagged effects of tighter monetary policy across key economies. In response, central banks including the Federal Reserve, European Central Bank, and Bank of England began shifting towards a more accommodative stance, balancing the twin goals of price stability and sustainable growth.

Despite signs of stabilization, the global economic environment remains clouded by rising uncertainty. A new wave of protectionist trade measures most notably, broad-based U.S. tariffs has triggered retaliatory actions, particularly from China, disrupting global supply chains and weakening investor and consumer confidence.

Outlook: 2025 and Beyond

Looking ahead, the global economy faces gathering headwinds. Growth is projected to moderate to 2.8%

in 2025, down from 3.3% in the prior year, reflecting the adverse impact of escalating trade tensions and rising geopolitical friction. The return of U.S. tariff-centric policies, coupled with China's countermeasures including tariffs reaching up to 146% on certain U.S. goods has begun to reshape global trade dynamics and dampen cross-border economic activity.

Key macro forecasts for the medium term indicate:

- Advanced economies are likely to see subdued growth, with the U.S. projected at 1.7% and the Euro Area at 1.2% by 2026.
- Emerging and developing markets are expected to grow at ~3.9%, with China's growth softening to 4.0%, a marked slowdown from historical norms.
- India is expected to remain a global bright spot, sustaining high growth and deepening its position among the top global economies.

Inflation is likely to decline further, albeit at a slower pace, and will remain uneven across regions. Structural challenges such as ageing populations, elevated public debt, and the realignment of global supply chains will continue to shape the contours of long-term growth and resilience.

Indian Economy

In FY2025, the Indian economy showed impressive resilience despite global uncertainties, thanks to strong domestic growth and solid economic fundamentals. Even as the world faced rising trade tensions and a weaker global outlook, India remained one of the fastest-growing major economies. Agriculture performed particularly well, helped by a favourable monsoon, increased acreage for summer crops, and healthy

harvests of both rabi and kharif crops. This not only ensured food security but also supported stable incomes in rural areas. The industrial and services sectors also stayed strong. Manufacturing activity was especially robust, with the Purchasing Managers’ Index reaching an eight-month high in March 2025, driven by a surge in new orders and output.

On the inflation front, things improved significantly. Consumer price inflation dropped to a 67-month low of 3.3% in March 2025, mainly due to falling food prices. Meanwhile, the financial sector remained stable, supported by the Reserve Bank of India’s proactive liquidity measures. Altogether, these trends highlight India’s strong economic foundation and its ability to weather global challenges with confidence.

Domestic Macro-Economic Scenario								
	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025
Real GDP growth (%)	6.8	6.5	3.9	-5.8	9.7	7	7.6	6.5
CPI inflation (%)	3.6	3.4	4.8	6.2	5.5	6.7	5.1	4.6
WPI inflation (%)	2.9	4.3	1.7	1.3	13	9.4	0.4	2.3
Merchandise exports (% G&S)	10.3	9.1	(5.0)	(7.5)	44.8	6.3	(3.7)	0.1
Merchandise imports (% G&S)	19.5	10.3	(7.6)	(16.6)	55.3	16.6	(5.5)	6.2
Current account balance (% of GDP)	(1.8)	(2.1)	(0.9)	0.9	(1.2)	(2.0)	(1.0)	(1.1)
Exchange rate (INR/\$ - avg.)	64.5	69.9	70.9	74.2	74.5	80.4	82.8	84.5
10-year yield (%) - March-end	7.3	7.5	6.9	6.3	6.8	7.3	7.1	6.6

Source: Department of Economic Affairs

Outlook

India is well-positioned to become a major global economic force, driven by its youthful population, rapid digital growth, and a strong foundation of policy reforms. The outlook for agriculture remains positive, with strong harvests and healthy reservoir levels providing support although potential heatwaves will need to be watched closely. The industrial sector is expected to gather further momentum, thanks to increased use of existing manufacturing capacity, rising private investment, and continued government support through initiatives like the Production Linked Incentive (PLI) scheme.

Meanwhile, services will continue to play a vital role in growth, especially in areas like technology, fintech, and infrastructure, where demand remains strong. Inflation is expected to stay under control, supported by stable commodity prices and timely actions from the central bank. Looking ahead, India stands to benefit from global supply chain shifts and growing interest from international investors seeking reliable and scalable partners. Its existing trade connections further strengthen this position. India isn’t just growing it’s helping shape the direction of the global economy. The road ahead is full of potential, driven by ambition and a commitment to inclusive, sustainable progress.



Industry Overview

Indian Financial Services Industry

India’s financial services sector stands at the intersection of resilience, innovation, and inclusive growth. In FY2024–25, the industry continued its transformative journey supported by strong macroeconomic fundamentals, forward-looking regulation, and a rapid shift in consumer behaviour. Despite global headwinds and tighter financial conditions in advanced economies, India’s financial ecosystem remained stable and adaptive. The country’s GDP grew by over 6.5%, underpinned by robust domestic demand, a healthy credit environment, and the continued rise of digital public infrastructure.

Non-Banking Financial Companies (NBFCs) become crucial pillars of India’s credit landscape offering accessible, need-based financing to segments traditionally underserved by the formal banking system. While overall bank credit growth moderated to 11% in FY25 from 20.2% in the previous year, segments such as gold loans, MSME financing, and renewable energy lending posted significant growth. Notably, loans against gold jewellery more than doubled, reflecting both rising asset values and evolving borrower preferences.

The Indian financial services landscape is undergoing a digital renaissance. With UPI volumes surpassing ₹23.6 lakh crore, and smartphones enabling real-time engagement, the ecosystem is rapidly transitioning into a mobile-first, 24/7 model of service delivery. The integration of Agentic AI across Banking, Financial Services, and Insurance (BFSI) is further enabling institutions to automate underwriting, personalize customer journeys, and scale efficiently. NBFCs are leveraging this digital shift to improve outreach, cut operational costs, and offer seamless onboarding experiences making financial services not just more efficient, but more human-centric.

From financial literacy programs to collateral-free MSME lending under CGTMSE, India’s policy environment continues to support credit accessibility. The rise of Gen Z as a digitally fluent, ethically aware customer base is pushing financial institutions to innovate responsibly—embracing convenience, transparency, and social impact in equal measure. The Reserve Bank of

India’s evolving regulatory framework, coupled with SEBI and government initiatives, is fostering an ecosystem that supports innovation while safeguarding systemic stability.

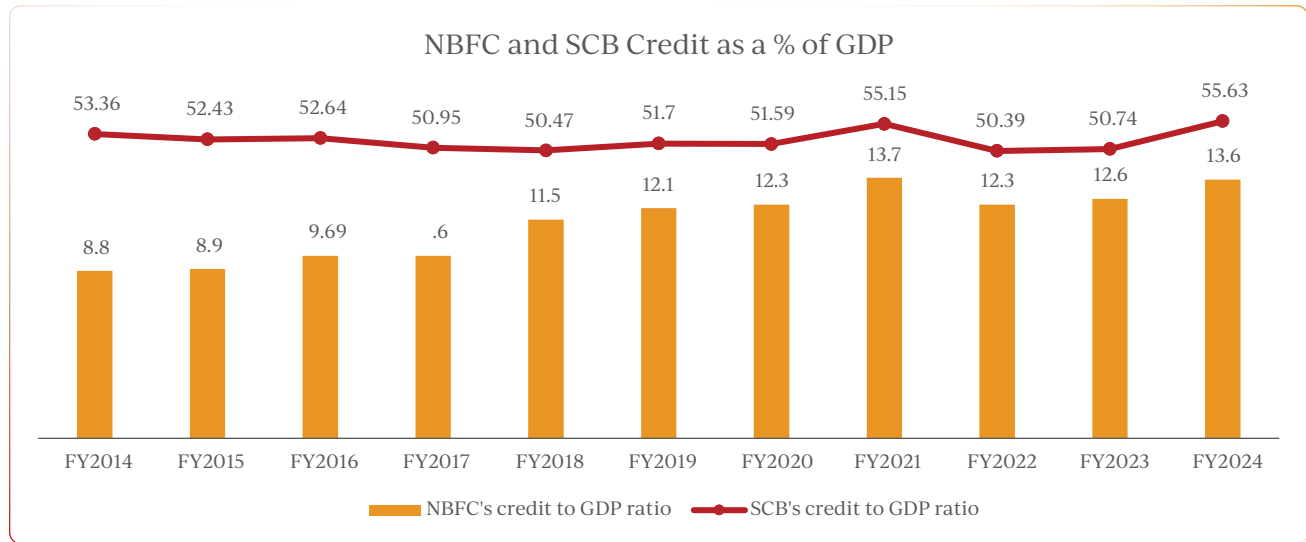
Outlook

The Indian financial services sector is poised for a new era of expansive and inclusive growth, driven by a confluence of factors technological innovation, regulatory evolution, and shifting demographic dynamics. As digital infrastructure deepens its reach and AI-driven capabilities transform service delivery, financial institutions are becoming more agile, efficient, and accessible. With rising demand for personalised, transparent, and socially conscious financial solutions particularly from a growing Gen Z population the sector is evolving to meet expectations that go beyond traditional banking. At the same time, increasing formalisation of small merchants, deeper financial inclusion in rural markets, and a growing appetite for sustainable finance and renewable energy investments are reshaping the lending landscape. Backed by a proactive policy environment and India’s projected GDP growth of over 6.5%, the financial services industry is not only well-equipped to navigate ongoing global volatility, but also to emerge as a global leader in responsible, tech-enabled financial innovation.

Non-Banking Financial Companies (NBFC) Industry

India’s Non-Banking Financial Companies (NBFCs) have evolved into a dynamic force within the nation’s financial system bridging the critical credit gap for MSMEs, first-time borrowers, and underserved segments that lie beyond the reach of traditional banks. Their agility, deep market penetration, and tailored lending models continue to drive meaningful financial inclusion and economic participation across Bharat and India alike.

As of FY 2024–25, the NBFC sector’s assets under management (AUM) stood at ₹52 lakh crore, with projections to exceed ₹60 lakh crore by FY 2025–26. This growth has been underpinned by the sustained momentum in retail lending, particularly in MSME finance, gold loans, vehicle financing, and personal credit. Amid rising rural consumption and expanding logistics infrastructure, NBFCs have also emerged as key enablers of last-mile credit delivery.



Source: RBI report 'Report on Trend and Progress of Banking in India, various issues'- December 2024

Even as overall credit growth moderated to 13–15% from the high base of previous years, this recalibration reflects a strategic shift toward risk-optimized growth, as institutions respond to regulatory tightening around unsecured lending and asset classification norms. Importantly, the sector continues to demonstrate resilience, anchored in its transition to more secure, tech-enabled, and borrower-centric lending practices.

Digital innovation has been a cornerstone of this evolution. NBFCs are leveraging mobile-first platforms, Aadhaar-based onboarding, and AI-driven credit scoring to deliver frictionless, scalable solutions. These advances, alongside strategic fintech collaborations and real-time disbursement models, are expanding the formal credit ecosystem to previously excluded geographies and demographics. Furthermore, NBFCs are increasingly at the forefront of India's green and inclusive finance journey catalyzing growth in areas such as EV financing, affordable housing, and ESG-aligned lending. With regulatory support including lower risk weights for bank funding to NBFCs and enhanced access to long-term capital, the sector is maturing into a well-regulated, forward-looking pillar of the financial economy.

Outlook

The outlook for India's NBFC sector remains structurally strong and optimistic. Growth will continue to be driven by rising credit demand from MSMEs and emerging middle-income households, alongside the continued shift towards secure and personalized retail lending models. The sector is expected to maintain a healthy 14–16% CAGR over the next three years, supported by repo rate cuts, favourable income tax reforms, and targeted public investments in infrastructure and entrepreneurship. With the formalisation of credit assessments, greater adoption of digital tools, and enhanced regulatory clarity, NBFCs are poised to expand their footprint while managing risk more prudently. As MSME credit already growing at over 22% YoY gains further policy tailwinds, NBFCs will play a pivotal role in

unlocking India's productive potential at the grassroots level.

SME Finance Industry

India's Micro, Small, and Medium Enterprises (MSME) sector stands as the backbone of the nation's economic architecture vibrant, resilient, and deeply intertwined with the country's growth ambitions. With over 6.3 crore registered MSMEs employing more than 25 crore individuals, the sector contributes nearly 46% to India's total exports, underlining its pivotal role in manufacturing, entrepreneurship, and job creation.

In recent years, the sector has shown remarkable progress, with MSME exports surging from ₹3.95 lakh crore in FY 2020–21 to ₹12.39 lakh crore in FY 2024–25, driven by policy support, digital integration, and rising global competitiveness. The Government of India has introduced a series of structural and financial interventions from revised classification norms and enhanced credit guarantees to schemes like PMEGP, PM Vishwakarma, and Udyam Assist all aimed at fostering innovation, deepening formalisation, and enabling access to affordable credit.

Yet, the challenge remains enormous. Despite robust lending growth, a credit gap of over ₹103 lakh crore persists in the MSME space, with formal finance reaching only a fraction of the demand. This unmet need presents a significant and scalable opportunity for NBFCs to step in as transformative enablers. With advances in embedded finance, digital underwriting, data-driven risk models, and strategic partnerships, the potential to serve this sector with precision and empathy has never been greater.

Outlook

As India progresses toward its \$5 trillion economy vision, MSMEs are poised to contribute over \$2 trillion, shaping the nation's trajectory across domestic manufacturing, exports, and inclusive development. The outlook for FY 2025–26 is optimistic supported by policy continuity,

export momentum, and the increasing global integration of Indian enterprises. For forward-looking, the SME ecosystem offers not just a business opportunity, but a mission to fuel India's next wave of entrepreneurial growth.

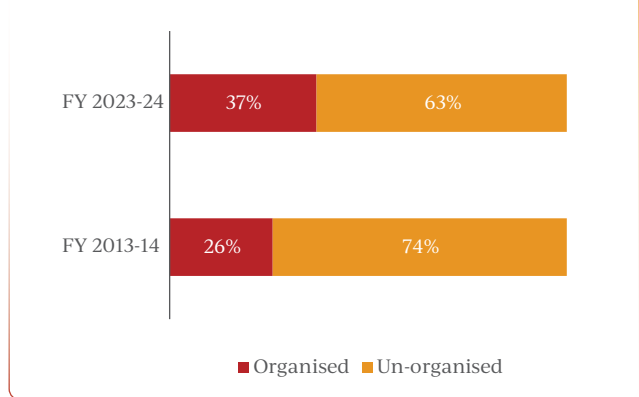
Source: Care Edge, CRISIL, SIDBI

Gold Loan Industry

The gold loan industry in India has become one of the most dynamic parts of the country's lending landscape, offering fast, collateral-based loans to millions especially those who might not have easy access to traditional banking services. By leveraging India's deep cultural connection with gold and the growing formalisation of financial services in rural and semi-urban areas, the industry continues to expand rapidly.

As of FY 2023-24, the Indian gold loan market was valued at around ₹19.2 lakh crore. Interestingly, 63% of this market is still dominated by the unorganised sector local pawnbrokers, family-run lenders, and other traditional players especially in smaller towns and rural areas (Tier 2 and Tier 3 cities). While these informal lenders often charge higher interest rates and offer limited consumer protection, many people continue to rely on them because they require minimal paperwork, disburse cash quickly, and enjoy long-standing trust within their communities.

Share of Organised & Un-organised Players



Source: PWC report 'Striking gold: The rise of India's gold loan market' - August 2024

On the other hand, the organised sector including banks and NBFCs accounts for about ₹7.1 lakh crore of the total market and is growing fast. This growth is being driven by better credit assessment tools, a wider branch network, and digital innovations like paperless loans and mobile app-based services. Features like doorstep gold valuation and instant loan approvals are also making organised gold loans more convenient and accessible than ever before.

Despite Indian households owning nearly 27,000 tonnes of gold roughly 14% of the world's total only about 5.6% of this asset is currently leveraged for loans. So, there's huge room for growth in this space.

The southern region of India leads the way, making up nearly 79% of all gold loans. This is largely due to the cultural importance of gold and higher gold ownership in southern states. Meanwhile, tighter regulation from the Reserve Bank of India is helping bring more transparency and trust to the organised sector, making gold loans a more secure and appealing option for a broader range of borrowers.

All in all, the gold loan market in India holds immense potential, combining age-old practices with modern financial innovation.

Outlook

Looking ahead, India's gold loan industry is expected to witness significant growth, with its total market value projected to double by FY 2028-29. A major driver of this growth is the rapid expansion of the organised sector, which is set to increase its market share from 37% to over 50% by then. This shift is being fuelled by the ongoing formalisation of lending practices, improved customer service, and increasing consumer confidence in regulated financial institutions.

Government initiatives, particularly the Digital India Mission, are also playing a key role. By improving internet and mobile connectivity in rural and remote areas, these efforts are creating the digital backbone needed to make gold loans more accessible. As a result, more people especially in underserved regions are likely to embrace digital, hassle-free gold loan services in the coming years.

Personal Loan Industry

The personal loan segment in India has undergone a notable transformation over the past few years. From being a niche product category, it emerged as one of the fastest growing segments in the lending space driven by changing consumer behaviour, rising aspirations, and the proliferation of digital lending platforms. Between FY 2020 and FY 2023, unsecured personal loans recorded a rapid CAGR of approximately 45%, making it the third-largest component of NBFC assets under management (AUM).

However, this phase of aggressive growth has been followed by a period of measured correction. In FY 2024–25, the segment experienced a significant deceleration, with personal loan growth slowing to 14.9% year-on-year, compared to 17.6% in the previous fiscal. This moderation deepened further into FY 2025–26, with growth dropping to 9.2% as of January 2025, against 20.8% in the same period a year earlier. This shift is primarily attributed to regulatory tightening by the Reserve Bank of India (RBI), which raised risk weights on unsecured loans to curb excessive credit expansion, manage household leverage, and strengthen financial system resilience.

At the same time, the industry is demonstrating signs of maturity. Banks continue to target salaried individuals in Tier I cities, while NBFCs especially fintech-backed entities are expanding their reach in Tier II/III cities and semi-urban locations. These players are leveraging

technology, alternate data, and embedded finance models to offer smaller-ticket, short-tenure loans with quicker turnaround times.

Recent developments also signal a growing focus on responsible lending. Rising concerns around early delinquencies and asset quality stress have led to increased industry-wide introspection. Regulatory authorities and industry stakeholders are encouraging transparency, customer protection, and grievance redressal mechanisms. The emergence of Self-Regulatory Organisations (SROs) is a positive step towards enhancing governance and standardisation across the sector.

Outlook

The personal loan industry is expected to enter a more balanced and sustainable growth phase. CRISIL Research estimates suggest personal loan growth will stabilise around 15–16% in the near term. The slowdown in unsecured lending is not indicative of a demand collapse but rather a shift towards more calibrated credit deployment.

For NBFCs, this environment presents both a challenge and an opportunity. Institutions that demonstrate prudence in underwriting, invest in robust credit analytics, adopt transparent processes, and align with evolving regulatory expectations will be better positioned to grow responsibly. As consumption-led credit demand continues to rise across urban and semi-urban India, NBFCs are well-placed to serve the aspirational middle class offering tailored, need-based personal credit with a strong emphasis on financial discipline and inclusion.

Source: RBI, CRISIL

Loan Against Property

The Loan Against Property (LAP) segment continues to gain prominence within India's secured lending landscape, emerging as a preferred financing solution

for both individuals and small businesses. In FY 2024–25, the LAP market was valued at USD 758.16 billion, driven by rising property ownership, growing liquidity needs, and increased formalisation of credit demand especially among the self-employed and MSME borrowers.

With attractive interest rates, flexible repayment tenures, and minimal documentation, LAP has become a powerful financial tool to unlock the value of owned residential and commercial properties. The segment's popularity has grown further with the rise of digital lending platforms and customised product offerings tailored to diverse borrower profiles across urban and semi-urban regions. In particular, Tier 2 and Tier 3 cities have emerged as strong growth zones, where monetisation of property assets is enabling credit access for previously underserved segments.

The industry's momentum is supported by the increasing presence of NBFCs and fintech lenders, who are offering tech-enabled, faster, and borrower-centric LAP solutions. The commercial property backed LAP sub-segment is projected to witness especially high growth, supported by demand from small businesses seeking working capital without forfeiting ownership.

Outlook

Looking ahead, the LAP market is expected to expand at a CAGR of 13.28%, reaching USD 1,598.23 billion by 2030. This growth trajectory is underpinned by continued urbanisation, expanding middle-class aspirations, and rising awareness about leveraging immovable assets for credit needs. The industry represents a strategic opportunity to balance growth with asset security—enabling the company to cater to the evolving financial needs of India's emerging entrepreneurs and middle-income households, while maintaining portfolio resilience through secured lending.

Source: researchandmarkets



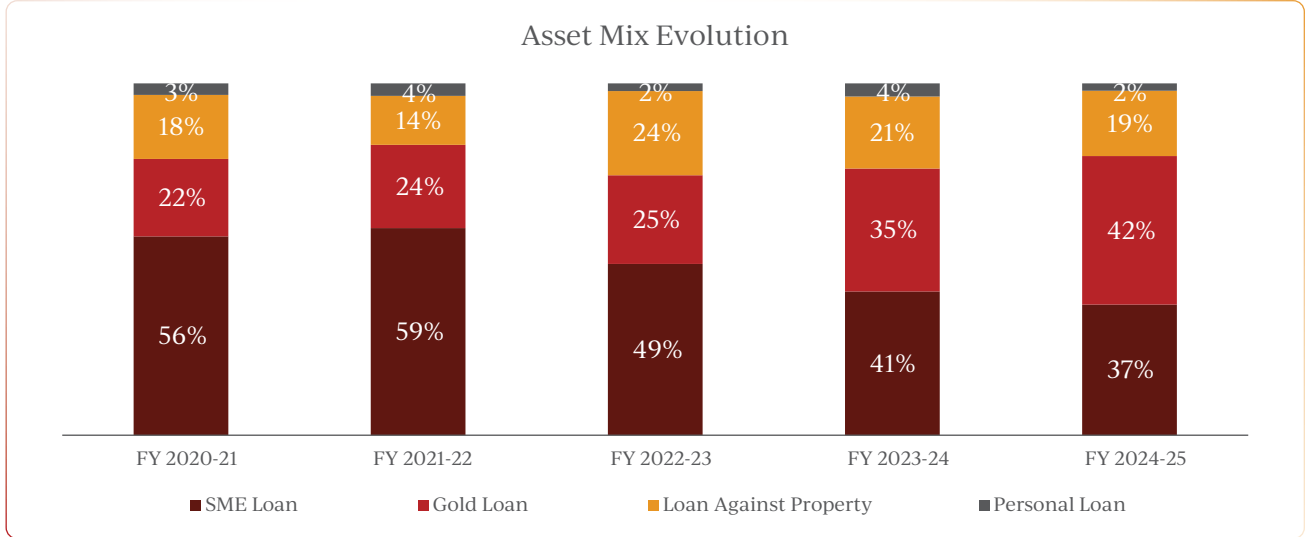
Company Overview

Mangal Credit & Fincorp Limited (MCFL) is an emerging trusted non-banking financial company based out of Mumbai, Maharashtra. In less than a decade of its presence, MCFL has emerged as a trusted partner of prosperity among its growing customer base.

Over the years the company evolved from Wholesale

to Retail book and is now focused on MSME loan, Gold loan, Loan against property and Personal loan. It provides tailored credit services as per the consumer needs observing the credit demand pattern in the market. The Company maintains and follows the thumb rule of customer satisfaction that includes transparent & fair experience, providing high-quality services, customer-driven approach and high focus on collaborative growth.

Comprehensive Product Portfolio



MSME Loan

The company specializes in providing business loans to the MSE and SME sectors. Over the past year, the company expanded its footprint by entering the state of Rajasthan, with the opening of 2 new branches. Additionally, it opened another 2 branches in Maharashtra, bringing the total to 16 branches in the state. Maharashtra, being the top MSME hub in India, accounts for 8% of the country's total MSMEs. As of FY 2024-25, the AUM (Assets Under Management) for this segment stood at ₹10,779 Lakh, reflecting a 15% growth compared to the previous fiscal year. This segment now constitutes 37% of the company's total AUM. Furthermore, the company's collection efficiency in this segment remains strong, as evidenced by the low

delinquency rates, contributing positively to the overall financial health of the company.

Gold Loan

Over the past five years, the Company's gold loan portfolio has grown nearly sevenfold, achieving an impressive CAGR of 61%. It stands out in the industry as one of the few companies offering gold loans through a diverse, multi-channel approach including Loan at Home services, digital platforms, and physical branches. As of 31st March 2025, the Company's total Gold Loan AUM reached ₹12,258 Lakh, marking a 53% increase compared to the previous fiscal year. With its expanding branch network and versatile multi-channel strategy, the Company is strategically positioned to further accelerate the growth of its gold loan portfolio in the years ahead.

Loan Against Property

The Company has expanded its footprint to four states through 25 branches, strengthening its presence in Tier 2 and Tier 3 markets to grow its LAP portfolio. These regions, with a high MSME concentration, often lack access to formal credit due to limited documentation. By offering property-backed loans with longer tenures and competitive rates, Mangal Credit empowers these borrowers with funding for expansion and working capital. LAP remains a key funding source for India's MSME sector. Mangal's borrower-centric approach marked by flexible terms, easy repayment options, and minimal paperwork has positioned it as a reliable partner for small businesses. As of FY 2024-25, the LAP portfolio stood at ₹5,405 lakh, up 15% YoY. Strong collection efficiency reflects the robustness of its secured lending model.

Personal Loan

The Company offers personal loans to a broad range of customers, including self-employed individuals, professionals, and salaried employees, with competitive terms tailored to suit their specific needs. The segment is supported by strong policies and efficient collection mechanisms, ensuring the overall quality of the portfolio remains high. As of 31st March 2025, the total outstanding portfolio in the personal loan segment was ₹601 Lakh. While the AUM in this segment saw a decline of 29%, the income generated from it increased by 19%, indicating a higher yield and improved operational efficiency. In line with its digitalization strategy, the Company is focusing on mobile application-based personal loans to further streamline the lending process. This approach not only enhances customer convenience but also ensures that robust risk management and collection practices are maintained.

Major Developments in FY 2024-25

FY 2024-25 was a landmark year for Mangal Credit and Fincorp Limited, marked by significant milestones, prudent execution of strategy, and measurable progress across financial, operational, and strategic dimensions. Despite macroeconomic uncertainties and an evolving regulatory environment, the Company sustained its growth momentum, expanded its footprint, and fortified its foundations for long-term value creation.

1. Listing on the National Stock Exchange of India Limited (NSE):

One of the most defining achievements of the year was the successful listing of Mangal Credit and Fincorp Limited on the NSE. This strategic milestone has not only enhanced the Company's market visibility and liquidity but has also broadened its investor base and strengthened governance practices in line with public market standards.

2. Expansion into New Geography:

In line with the Company's strategy of deepening reach into high-potential regions, Mangal Credit marked its entry into the state of Rajasthan with the opening of

two new branches. This expansion reflects a focused approach to regional diversification and improved customer proximity.

3. Strengthening the Physical Network:

The branch network was expanded to 25 active locations during the year, creating a stronger on-ground presence to drive customer acquisition, credit disbursal, and relationship management. This physical expansion plays a critical role in supporting growth across all key lending verticals.

4. Growth in Assets Under Management (AUM):

The Company's AUM grew to an approximate ₹300 Crores, reflecting increased demand for secured credit offerings, strong client retention, and deeper penetration in target customer segments such as MSMEs and gold loan borrowers.

5. Robust Financial Performance:

The year witnessed a continuation of strong financial performance, with Net Interest Margin (NIM) sustained at a healthy 12.34%, and PAT margin maintained in the range of 25%-30%. The Capital to Risk-Weighted Assets Ratio (CRAR) remained robust at 41.15%, reflecting prudent capital and risk management practices.

6. Onboarding of New Institutional Lenders:

The Company successfully onboarded five new institutional lending partners—Tata Capital, Cholamandalam Finance, Hinduja Leyland Finance, Poonawalla Fincorp, and Kissandhan Agri Finance. This strengthened the lender ecosystem and enhanced the Company's ability to scale operations while optimizing the cost of capital.

7. Team Expansion and Capability Building:

Human capital was further strengthened with the team growing to 124 professionals. Emphasis was placed on recruiting individuals with deep experience in credit underwriting, customer service, collections, and branch operations—laying the foundation for scalable growth supported by talent and process discipline.

Key Challenges Faced in FY 2024-25

While FY 2024-25 was a year of strategic progress and financial strength for Mangal Credit and Fincorp Limited, it was also shaped by a complex and evolving landscape that demanded agility, resilience, and thoughtful navigation. The Company encountered multiple challenges across macroeconomic, operational, and regulatory fronts, which it addressed through proactive planning and adaptive execution.

1. Volatility in Cost of Borrowing:

One of the most critical challenges during the year was the sustained upward pressure on the cost of funds. With interest rates remaining elevated and the liquidity environment tightening periodically, borrowing costs increased, impacting overall spreads and compelling a sharper focus on pricing strategies, liability diversification, and cost optimization.

2. Talent Acquisition and Retention in New Geographies:

As the Company expanded into newer territories, particularly in Rajasthan, hiring and retaining quality talent at the branch and regional level emerged as a significant operational challenge. Local market knowledge, credit assessment capability, and cultural alignment became crucial factors, prompting Mangal Credit to invest more deeply in structured training, onboarding, and performance management systems.

3. Regulatory Scrutiny and Compliance Complexity:

FY 2024-25 saw heightened scrutiny from regulatory authorities across the NBFC sector. Continuous updates from the Reserve Bank of India (RBI), including increased emphasis on risk-based supervision, customer data privacy, and stricter KYC/AML norms, required the Company to upgrade internal processes, invest in compliance infrastructure, and adopt more robust documentation and monitoring protocols.

4. Competitive Intensity in Core Lending Segments:

The MSME and Gold Loan segments witnessed intensified competition, with banks and large NBFCs aggressively targeting similar customer profiles. This

exerted pressure on acquisition costs, interest rates, and turnaround times, making it essential for the Company to differentiate on service, relationship strength, and digital responsiveness.

5. Managing Operational Risk at Scale:

With the Company growing its branch network and team size significantly during the year, ensuring standardized processes, strong internal controls, and real-time visibility into field-level operations emerged as a key challenge. Mangal Credit responded by digitizing more customer touchpoints, strengthening audit and reporting frameworks, and embedding greater accountability at all levels of execution.

6. Evolving Customer Expectations and Financial Literacy Gaps:

As the Company serves a semi-urban and emerging middle-class customer base, it continues to face the dual challenge of meeting rising service expectations while addressing gaps in financial awareness. Bridging this gap requires not just better products, but also financial education, personalized service, and trust-building—efforts that are ongoing and critical to long-term customer retention.

Financial Analysis

Particulars (₹ in Lakh)	FY 2024-25	FY 2023-24
Total Revenue from Operation	4,958	3,327
Interest Income	4,804	3,215
Interest Expense	1,839	950
Total Operating Expenditure	1,068	800
Profit Before Tax	1,821	1,433
Net profit after tax before OCI	1,307	1,055
Total PAT Inclusive OCI & Exceptional Item	1,454	936
EPS (in ₹)	6.68	5.45
Networth	13,997	12,775
Cash and Cash Equivalents	1,184	631
AUM	29,456	22,870
CRAR	41.15%	47.23%
Debt to Equity	1.41x	1.07X
Interest Income to Average Loan assets	18.55%	16.52%
Total Operating Expenditure to Average AUM	4.12%	4.11%
ROA	5.06%	5.48%
GNPA	1.19%	1.31%
NNPA	0.66%	0.75%
Provision Coverage Ratio (PCR) includes Management Provision	84.42%	80.13%

- **Total Revenue** saw a 49% growth, reaching ₹4,958 Lakh in FY 2024-25 as compared to ₹3,327 Lakh in FY 2023-24.
- **Interest Income from Operations** increased by 49% to ₹4,804 Lakh in FY 2024-25 from ₹3,215 Lakh in the prior year.

- **Profit After Tax (PAT) before OCI** rose to ₹1,307 Lakh in FY 2024-25, up from ₹1,055 Lakh in FY 2023-24.
- **Loan Assets under Management (AUM)** grew by 29% year-over-year, amounting to ₹29,456 Lakh in FY 2024-25, compared to ₹22,870 Lakh in FY 2023-24.

- **Net Interest Income (NII)** was up by 29%, totalling ₹3,035 Lakh in FY 2024-25 against ₹2,345 Lakh in the previous year.
- **Gross Non-Performing Assets (GNPA)** improved to 1.19% in FY 2024-25 from 1.31% in FY 2023-24.
- **Net Non-Performing Assets (NNPA)** declined to 0.66% in FY 2024-25 versus 0.75% in FY 2023-24.

Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof:

The Company's Return on Net Worth improved from 7.8% in FY 2023-24 to 10.9% in FY 2024-25. This improvement is mainly attributable to higher profitability during the year, reflected in an increase in Profit After Tax from ₹936 lakh in FY 2023-24 to ₹1,454 lakh in FY 2024-25. The consistent accretion of profits to reserves also resulted in growth in Net Worth from ₹12,775 lakh in FY 2023-24 to ₹13,997 lakh in FY 2024-25. The improvement in RoNW demonstrates the Company's ability to generate enhanced returns for shareholders through efficient utilisation of capital and sustained earnings growth.

Disclosure of Accounting Treatment:

The Company's Financial Statements have been prepared in accordance with the Indian Accounting Standards (Ind AS), as prescribed under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and notified under Section 133 of the Companies Act, 2013. These statements are also consistent with the accounting principles generally accepted in India and other relevant provisions of the Act.

Further, the Company has duly complied with all directions relating to the implementation of Ind AS for Non-Banking Financial Companies (NBFCs), as stipulated under RBI Notification No. RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13th March 2020, as amended from time to time. Any guidance, clarifications, or directions issued by the RBI or other regulators are adopted and implemented as and when made applicable.

The accounting policies have been applied consistently in the preparation of the Financial Statements, except in cases where a new accounting standard has been adopted for the first time, or where revisions to existing standards necessitate changes in the previously followed accounting policies. Accordingly, for the annual audited financial statements for the year ended 31st March 2025, the Company confirms full compliance with all applicable Accounting Standards.

Risk Management

As a Non-Banking Financial Company (NBFC), MCFL is committed to maintaining a robust risk management framework that proactively addresses the significant risks inherent to our operations, ensuring resilience in a rapidly evolving environment. Our approach is centered

on consistently managing risks while striving to achieve an optimal balance between risk and return for both the organization and its shareholders.

MCFL faces risks related to credit, liquidity, operations, and market dynamics, including interest rate fluctuations. We are continuously investing in talent, processes, and cutting-edge technologies to enhance our risk management capabilities. Our ongoing efforts to fortify our risk framework have led to sustained stability in our risk metrics and financial health over the years

Credit Risk

MCFL operates under a rigorous governance framework, ensuring that risk strategies are approved by the Board of Directors and its committees, with clear delegation of credit authorities. Through robust underwriting practices and continuous risk monitoring, we maintain our portfolios within acceptable risk thresholds. To fortify our credit risk management, the company has invested in specialized resources, including a dedicated credit underwriting team, a fraud control unit, and advanced data analytics capabilities.

Liquidity Risk

MCFL effectively manages liquidity risk through a Board-approved Liquidity Risk Management Policy, fully aligned with RBI guidelines. This policy, along with operational parameters, is regularly reviewed by the Asset and Liability Management Committee (ALCO) to prevent material imbalances or excessive concentrations on either side of the balance sheet.

The Company follows a prudent approach to liquidity management, ensuring the availability of sufficient liquidity buffers to navigate potential mismatches, even in stressed market conditions.

Operational Risk

Operational risk arises from inadequate or failed internal processes, systems, human factors, or external events. As a lending company, MCFL inherently faces operational risk. Our objective is to manage operational risk at a level that is appropriate given the nature of our business, the markets we operate in, and the regulatory environment.

To address these risks, the Company has established well-defined procedures and loan approval processes. Internal controls are reinforced through the maker-checker principle, joint custody arrangements, exception monitoring, and the clear separation of roles and responsibilities. Additionally, a comprehensive system of internal controls is in place, including transaction monitoring guidelines, necessary backup procedures, and contingency planning, all aimed at mitigating operational risk.

For information technology risks, the Company has implemented a set of IT and security-related guidelines to ensure robust governance and secure information security practices.

Market Risk

Market risk arises from fluctuations in market variables such as interest rates, foreign exchange rates, and

equity prices, which impact the fair value of financial instruments and their future cash flows. The Company adheres to a prudent investment policy designed to effectively manage market risk within its investment portfolio. The Company carefully adjusts the duration of its investment portfolio to balance the dual objectives of maintaining liquidity and minimizing adverse changes in fair value.

Interest Rate Risk

The Company is exposed to interest rate risk primarily because it extends loans to clients at predetermined rates and for durations that may differ from those of its financing sources, which can have both fixed and variable interest rates. Interest rates are influenced by a variety of external factors, including inflation, RBI monetary policies, the liberalization of India's financial sector, and regional and global economic and political conditions.

To manage and mitigate interest rate risk, the Company carefully evaluates and balances its assets and liabilities. The Asset Liability Management Committee (ALCO) oversees the implementation of the Company's interest rate policy, liquidity risk management policy and Asset Liability Management (ALM) Policy. Interest rate sensitivity is assessed using duration gap analysis to understand the impact of interest rate fluctuations on the balance sheet. This analysis is performed monthly, with sensitivity of the market value of equity to varying interest rate changes regularly reviewed and monitored.

Opportunity

Financial Inclusion & Tier-2+ Expansion

India's rising digital adoption, smartphone penetration, and improving financial literacy across rural and semi-urban markets open vast opportunities to serve the underserved. Expanding credit access in these regions can drive inclusive growth while unlocking a large, untapped borrower base.

Rising MSME & Retail Credit Demand

The continued expansion of India's MSME ecosystem and growing aspirations in retail lending segments present strong avenues for growth. The Company's diverse product suite—ranging from personal and professional loans to LAP, vehicle finance, and gold loans—positions it well to capitalise on this rising demand.

Digital Transformation & Fintech Collaborations

Adoption of AI-driven underwriting, data analytics, and mobile-first engagement platforms, along with strategic partnerships with fintechs, will enhance operational efficiency, lower acquisition costs, and enable the delivery of faster, more personalised financial solutions.

Product Innovation & Portfolio Diversification

Introducing new financial solutions—such as education loans, consumer durables financing, insurance-linked offerings, and working capital products—provides an opportunity to diversify income streams,

deepen customer relationships, and reinforce market positioning.

Affordable LAP (Loan Against Property)

The growing demand for small-ticket, affordable LAP solutions in semi-urban and emerging markets offers the Company an attractive avenue to empower individuals and small businesses, while maintaining a secured lending focus that strengthens asset quality.

Emerging Opportunities in EV Financing

India's accelerating electric vehicle adoption, supported by government incentives and rising consumer awareness, creates a strong growth opportunity. Building specialised financing products for two-wheelers, three-wheelers, and commercial EVs will enable the Company to capture early-mover advantage in this high-potential segment.

Threats

Regulatory & Compliance Pressures

Evolving NBFC regulations and heightened compliance requirements could materially impact operational dynamics, increase costs, and demand continuous adaptation to new regulatory frameworks.

Competitive & Technological Disruptions

The rapid rise of banks, fintech players, and digital-first NBFCs offering faster decision-making, personalised customer journeys, and aggressive pricing strategies poses a significant risk to customer retention, lending margins, and market positioning.

Macroeconomic & Credit Risks

Global geopolitical uncertainties, inflationary pressures, and domestic economic slowdowns, particularly in MSME and allied sectors, may dampen credit demand while elevating credit risk, leading to potential stress on asset quality and NPA management.

Portfolio Quality and Delinquency

The Company has implemented a rigorous risk management framework encompassing risk identification, assessment, treatment, monitoring, and reporting. This comprehensive approach has significantly reduced delinquencies.

The Company achieved a GNPA (Gross Non-Performing Assets) ratio of 1.19% in the current year against 1.31% in FY 2023-24, and a remarkable reduction in Net NPA to 0.66% in FY 2024-25 from 0.75% in FY 2023-24, reflecting the effectiveness of its strong risk management practices. Moving forward, MCFL is committed to further enhancing its portfolio monitoring, database management, and information reporting capabilities.

Human Resources

People are our key pillars of strength. This belief was further strengthened as our people showed tremendous resilience and extraordinary commitment during the

pandemic times to bring the Company back to its core performance. The company has adopted people practices that enable us to attract and retain talent in an increasingly competitive market; and to foster a work culture that is always committed to providing the best opportunities to employees to realize their potential. The company is committed as an equal opportunity employer. The company works on concept of 'Do More Earn More' and rewards people for their performance and contribution which are anchored on metricized work deliverables and directly reflected in their earning potential.

MCFL has a strong orientation to learning and development. All employees, from a new joiner to a tenured one, are provided tailored learning opportunities as per their role, level, and specific focus area. In line with its business transformation strategy, the Company has made significant changes to its employee policies and practices. Performance Management is the most critical tool in the Company to drive performance and productivity & accordingly given utmost importance. This is the most important part of HR, where a manager gives his team members feedback, evaluates their work, and compensates them appropriately. Goal setting, self-assessment, managerial evaluation and review, and overall assessment with feedback are all parts of the annual performance management process. Along with its growth strategy, the Company is developing an effective human resource strategy to assist it in managing its growth. The number of employees employed as on 31st March, 2025 stood at 124.

Internal Control System and its Adequacy

The Company has adopted policies and procedures for the governance of orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures. The Company's internal control systems are commensurate with the nature of its business, the size and complexity of its operations. The internal control system is supported by an internal audit process for reviewing the design, adequacy, and efficacy of the Company's internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board, which also reviews the adequacy and effectiveness of the internal controls in the Company.

Fulfilment of the RBI'S Norms and Standards

The company thrive hard to comply with various applicable RBI norms. The company is governed by Master Circular no RBI/DNBR/2016-17/44 Master Direction DNBR.PD.007/03.10.119/2016-17 dated September 1, 2016 and modified/amended from time to time. Further RBI has recently issued various circular

important among them are Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs dated 22 October 2021 was issued by the RBI, which has given an implementation timeline of up to October 2022. Subject to some clarifications and detailed guidelines to be issued by the RBI, MCFL is confident of implementing these regulations on or before timeline; Prompt Corrective Action (PCA) Framework for NBFCs issued on 14 December 2021 basis analysis of financial position and performance of the company and as per the PCA framework issued by the RBI, MCFL doesn't fall into any risk threshold category.

MCFL's key regulatory ratios compared to the minimum requirements of the RBI are provided in table below -

Key Regulators Ratios	Actual as on March 31	As per RBI Stipulation
CRAR-Tier 1	41.15%	15%
CRAR-Overall	41.15%	15%
Leverage Ratio	1.42	7
ALM (Cumulative)		
0-7 Days	374%	-10%
8-15 Days	315%	-10%
16-30 Days	190%	-20%

Cautionary Statement

Some forward-looking statements in this Management Discussion and Analysis Report may be based on various assumptions about the company's current and future business strategies as well as the environment in which it operates. Due to risk and uncertainties, actual results could significantly or materially differ from those that were indicated or inferred. These risks and uncertainties include the impact of domestic and international political and economic circumstances, the volatility of interest rates and the stock market, new rules and government initiatives that could have an impact on the Company's businesses, and the capability to carry out its business strategies. The Company does not have any obligation to amend these statements; the information provided here is current as of the date indicated. Even though the accuracy or completeness cannot be guaranteed, the Company has gathered all market data and other information from sources it believes to be dependable or from its own internal estimations.

BOARD'S REPORT

Dear Shareholders,

The Board of Directors of Mangal Credit and Fincorp Limited have great pleasure in presenting the 63rd Annual Report along with the Audited Financial Statements for the financial year ended 31st March, 2025.

1. FINANCIAL HIGHLIGHTS

The key highlights of the audited financial statements of your Company for the financial year ended 31st March, 2025 and comparison with the previous financial year ended 31st March, 2024 are summarised below;

Particulars	₹ in Lakhs except EPS	
	As at 31 st March, 2025	As at 31 st March, 2024
Total income	4,957.62	3,327.49
Total expenditure	3,103.77	1,894.99
Profit before tax and exceptional items	1,853.85	1,432.50
Exceptional items	33.31	-
Profit Before Tax	1,820.54	1,432.50
Less: Provision for Taxation		
- Current tax	492.04	396.00
- Deferred tax asset	(9.26)	(20.23)
- Short provision for tax relating to prior years	31.00	2.14
Profit after tax	1,306.76	1,054.59
Appropriations:		
- Transfer to Reserve Fund under Section 45-IC of the RBI Act, 1934	261.35	210.92
- Dividend	117.38	96.57
Earnings per share (Face Value Rs. 10/- each)		
- Basic	6.68	5.45
- Diluted	6.58	5.45

2. REVIEW OF OPERATIONS

- Total Revenue increased to ₹ 4957.62 Lakhs in FY 2024-25 from ₹ 3327.49 Lakhs in FY 2023-24.
- Interest Income (NII) from operations increased to ₹ 4803.54 Lakhs in FY 2024-25 from ₹ 3215.28 Lakhs in FY 2023-24.
- Profit after tax (PAT) before OCI increased to ₹ 1306.76 Lakhs in FY 2024-25 compared to ₹ 1054.59 Lakhs in FY 2023-24.
- Loan Assets Under Management (AUM) increased by 28.81 % y-o-y to ₹ 29,457 Lakhs in FY 2024-25 compared to ₹ 22,870 Lakhs in FY 2023-24.

- Net Interest Income (NII) increased by 29.42% to ₹ 3,035 Lakhs in FY 2024-25 compared to ₹ 2,345 Lakhs in FY 2023-24.
- GNPA decreased to 1.19% in FY 2024-25 as compared to 1.31 % in FY 2023-24.
- NNPA is decreased to 0.66 % in FY 2024-25 as compared to 0.75 % in FY 2023-24.

3. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Your Company does not have any subsidiary(ies), joint venture(s)/associate company(ies) within the meaning of Section 2(6) and 2(87) of the Companies Act, 2013 ("the Act") as at the end of the financial year 2024-25.

4. DIVIDEND

The Board of Directors of the Company have at their meeting held on 15th May, 2025, recommended final dividend @ 7.5% on equity shares i.e. ₹ 0.75 per equity share of the face value of ₹ 10/- each for the financial year 2024-25. The dividend payment is subject to approval of members at the ensuing Annual General Meeting.

The dividend would be paid to all the equity shareholders, whose names would appear in the Register of Members / list of Beneficial Owners on the Record date fixed for this purpose.

Pursuant to the provisions of the Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April, 2020 and accordingly the Company would be required to deduct tax at source (“TDS”) from such dividend at the prescribed rates under the Income Tax Act, 1961. All the required details regarding TDS on dividend are forming part of the Notice of 63rd AGM which forms part of this Annual Report.

As your Company is not falling under top 1000 listed entities, Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) is not applicable to the Company.

5. TRANSFER TO STATUTORY RESERVES

Pursuant to the requirement of Section 45-IC of the Reserve Bank of India Act, 1934, an amount of ₹ 261.35 Lakhs (previous year ended 31st March 2024 was ₹ 210.92 Lakhs) was transferred to statutory reserve fund.

Statutory Reserve represents the Reserve Fund created under Section 45IC of the Reserve Bank of India Act, 1934. Accordingly, an amount representing 20% of Net Profit for the period is transferred to the statutory reserve fund for the year.

6. CHANGES IN SHARE CAPITAL

During the year under review, the Company has not issued any equity shares. Accordingly, the issued, subscribed, and paid-up share capital of the Company remained unchanged at ₹19,56,39,860/- comprising 1,95,63,986 equity shares of face value ₹10/- each.

However, as on 31st March, 2025, 15,50,000 Convertible Equity Warrants issued by the Company were outstanding. These warrants are convertible into equivalent number of equity shares at the option of the warrant holder in accordance with the terms of issue.

7. BORROWINGS AND REPAYMENT OF TERM LOANS

Your company being a Non-Banking Financial Company is required to raise funds for its business requirements. During the year under review, your Company has raised fresh secured Term Loans, Working Capital Demand Loans, Inter Corporate Loans of ₹ 109.63 Crore from banks for an average tenor of 12 to 48 Months.

As far as repayment of term loan and inter corporate loans are concerned, your Company has repaid ₹ 41.84 Crore, 21% of total outstanding term loans as of 31st March, 2025.

Subsequent to closure of the reporting period and up to the date of this report, the Company has issued 4,000 fully paid, senior, secured, rated, listed, redeemable, taxable non-convertible debentures, each having a face value ₹ 1,00,000/- (Indian Rupees One Lakh Only) in two tranches, aggregating to ₹ 40,00,00,000/- . The said securities are listed and admitted to dealings on the BSE Debt segment w.e.f. April 7, 2025.

8. CAPITAL ADEQUACY RATIO

Your Company’s Capital Adequacy Ratio, as of 31st March, 2025, stood at 41.15% (Tier I Capital to Risk Weighted Assets Ratio), which is well above the regulatory requirement of 15% as prescribed by the RBI for NBFCs.

9. PUBLIC DEPOSITS

Being a non-deposit taking Non-Banking Finance Company, your Company has not accepted any deposits from the public within the meaning of the provisions of Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016.

10. CREDIT RATING

Your Company’s financial discipline and prudence are reflected in the strong credit rating ascribed by CRISIL Ratings Limited.

CRISIL Ratings has assigned a CRISIL BBB/Stable (pronounced as CRISIL triple B rating with stable outlook) as stated below:

Rating Action	Date	Amount	Rating
Bank Loan facilities	Reaffirmed - 19 th March, 2025	₹ 200 Crore (enhanced from ₹ 75 Crore)	CRISIL BBB/Stable
NCDs	19 th March, 2025	₹ 50 Crore (enhanced from ₹ 18 Crore)	CRISIL BBB/Stable

11. LISTING OF EQUITY SHARES ON THE PLATFORM OF NSE

During the financial year, the equity shares of the Company were listed and admitted to dealings on the platform of National Stock Exchange of India Limited w.e.f. 16th August, 2024, with a symbol of “MANCREDIT”.

12. CHANGE IN THE NATURE OF BUSINESS

During the year, there was no change in the nature of business of the Company.

13. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS AND POLICY ON DIRECTOR FAMILIARIZATION

Policy on Appointment and Remuneration of Directors

On the recommendation of Nomination and Remuneration Committee (NRC), the Board has framed a Remuneration Policy. This policy, inter alia, provides;

- The criteria for determining qualifications, positive attributes and independence of directors; and
- Policy on remuneration of directors, key managerial personnel and other employees.

The policy is directed towards a compensation philosophy and structure that will reward and retain talent; and that will be determined by considering short and long-term performance objectives appropriate to the working of the Company and its goals.

The Remuneration Policy of the Company is available on the Company’s website under the web link <https://mangalfincorp.com/investorZone.aspx>

Familiarization programme for Independent Directors

In compliance with the requirement of Regulation 25 of the SEBI Listing Regulations, the Company has put in place a Familiarisation Programme for the Independent Directors as well as Non-Executive Directors to familiarise them about the Company’s operations and their roles, rights, responsibilities in the Company.

On a quarterly basis detailed presentations are made by Senior Management to provide an overview of the operations, various products offered by the company, financial performance, fund raising strategies various risks/challenges faced during the quarter, changes in IT infrastructure landscape etc. as part of the Board meetings. The suggestions received from Directors are noted for implementation.

The details of the Familiarisation Programme along with the number of hours spent by each of the Independent Directors during the financial year 2024-25 is explained in the Corporate Governance Report. The same is also available on the website of the Company under the web link <https://mangalfincorp.com/investorZone.aspx>

14. DIRECTORSHIP AND KEY MANAGERIAL PERSONNEL (KMP)

The Board of your Company comprised of eminent persons with proven competence and integrity. Besides the experience, strong financial acumen, strategic astuteness and leadership qualities, they have a significant degree of commitment towards the Company and devote adequate time to the meetings and preparations. In terms of requirement of the SEBI Listing Regulations the Board has identified core skills, expertise and competencies of the Directors in the context of the Company’s businesses for effective functioning, which are detailed in the

Corporate Governance Report.

As on 31st March 2025, the Board of Directors of your Company comprises 8 (Eight) Directors of which 1 (one) is Non-Executive Non Independent Director, 4 (four) are Non-Executive Independent Directors and 3 (three) are Executive Directors. The Chairman is an Executive Director. The Board composition is in compliance with the requirements of the Act, the SEBI Listing Regulations and the circulars / directions / notifications issued by the RBI (“RBI Directions”). Detailed composition of the Board of Directors has been provided in the Corporate Governance Report which is annexed to and forms an integral part of this Board’s Report.

During the year under review, there was no change in the composition of Board of Directors.

Retirement by Rotation of the Directors

In accordance with the provision of Section 152(6) of the Act, Mr. Meghraj Jain (DIN: 01311041) designated as Chairman and Managing Director of the Company shall retire by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends the same for the approval of the shareholders.

The necessary resolution for re-appointment of Mr. Meghraj Jain forms part of the Notice convening the Annual General Meeting. The profile and particulars of experience that qualify Mr. Meghraj Jain for Board membership, are disclosed in the Notice convening ensuing Annual General Meeting.

Changes in Key Managerial Personnel

During the financial year, Mr. Chirag Parmar, tendered his resignation from the position of Company Secretary and Compliance Officer of the Company, which was accepted by the Board. His cessation was effective from the close of business hours on 25th March, 2025.

It is further informed that, subsequent to the close of the reporting period, the Board has, after due deliberation, re-appointed Mr. Chirag Parmar as the Company Secretary and Compliance Officer of the Company with effect from 7th June, 2025.

15. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received the declarations from all the Independent Directors as per the Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and the Board is satisfied that all the Independent Directors meet the criteria of independence as mentioned in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

Further, declaration on compliance with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended by Ministry of Corporate Affairs (“MCA”) vide its Notification dated 22nd October, 2019, regarding the requirement relating to enrolment in the data bank created by MCA for Independent Directors, had been received from all Independent Directors.

16. DIRECTOR(S) DISCLOSURES

Based on the declarations and confirmations received in terms of the provisions of the Act, the SEBI Listing Regulations and the RBI Directions none of the Directors on the Board of your Company are disqualified from being appointed as Directors.

A certificate from Vijay S. Tiwari & Associates, Practicing Company Secretary, confirming that none of the Directors on the Board of the Company as on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Director on the Board of the Company by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any such statutory authority forms part of the Corporate Governance Report which is annexed to and forms an integral part of this Directors’ Report.

17. CODE OF CONDUCT

Your Company has formulated a code of conduct for Board of Directors and Senior Managerial Personnel. The Declaration duly signed by the Chairman and Managing Director is given under Corporate Governance Report as a separate section in this Annual Report. The Code of Conduct for Board of Directors and Senior Management Personnel is also posted on the website of the Company and can be access at <https://mangalfincorp.com/investorZone.aspx>.

18. BOARD MEETINGS HELD DURING THE FINANCIAL YEAR

The Board meets at regular intervals to discuss and decide on the Company’s business strategy and policy apart from other Board businesses. The Board exhibits strong operational oversight with regular presentations in quarterly meetings. The Board meetings are pre-scheduled well in advance to help them plan their schedule and ensure meaningful participation in the meetings. Only in case of special and urgent business, if the need arises, the Board’s approval is taken by passing resolutions through circulation as permitted by law.

The agenda for the Board meetings includes detailed notes on the items to be discussed to enable the Directors to make an informed decision. The Board of Directors of the Company met 5 (five) times during the financial year 2024-25. The details of the Board meetings and the attendance of the Directors are given in Corporate Governance Report, which forms part of this Annual Report.

The maximum interval between any two meetings did not exceed 120 days.

19. COMMITTEES OF THE BOARD

The Board of Directors, in compliance with the requirements of various laws applicable to the Company and for operational convenience, has constituted several committees of the Board to deal with specific matters and has delegated powers for different functional areas to different committees.

The Board of Directors has constituted mandatory and non-mandatory committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Internal Complaints Committee, Asset Liability Management Committee, Risk Management Committee, Investment Committee, Corporate Social Responsibility Committee, and Loans and Advance Committee.

Details of all the statutory committees such as composition, terms of reference, number of meeting(s) held and attended by respective member(s) have been provided in the Corporate Governance Report which is annexed to and forms an integral part of this Annual Report.

20. DIRECTORS’ RESPONSIBILITY STATEMENT

Pursuant to the provisions of sub-section (5) of Section 134 of the Act, and to the best of our knowledge and belief and according to the information and explanations obtained by us, the Directors hereby confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2025 and of the profit of the Company for that year;
- the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors have prepared the annual accounts on a going concern basis;
- the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating efficiently.

21. MANAGEMENT DISCUSSION AND ANALYSIS

The Management and Discussion and Analysis, as required in terms of Regulation 34 of the SEBI Listing Regulations forms part of this Annual Report.

22. ANNUAL EVALUATION BY BOARD OF DIRECTORS

In terms of the requirement of Schedule IV of the Act and Regulation 25 of the SEBI Listing Regulations, during the separate meeting of Independent Directors, the performance of the Non-Independent Directors including the

Chairman and the Board, was evaluated as a collective entity.

The Board of Directors have carried out an annual evaluation of its own performance, Board Committees, and Individual Directors pursuant to the provisions of the Act and the SEBI Listing Regulations. The statement indicating the manner in which the annual evaluation has been carried out pursuant to SEBI Listing Regulations and the Act is given in the Corporate Governance Report, which forms integral part of this Annual Report.

Based on inputs received from the members, it emerged that the overall performance evaluation of the Board, composition, and quality, understanding the business including risks, process and procedures, oversight of financial reporting process including internal controls and audit functions, ethics, compliances and monitoring activities, have been found to be reasonable good.

23. ANNUAL RETURN

Pursuant to Sections 92 and Section 134(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 as amended, the Annual Return is available at the website of the Company at <https://mangalfincorp.com/investorZone.aspx>

24. INTERNAL AUDITOR AND INTERNAL AUDIT REPORT

Your Company has in place sophisticated internal control structures proportionate to the size, scope and complexity of operations of the Company. Internal audits are conducted on a regular basis to review and ensure that responsibilities are duly carried out efficiently. It provides an independent view to the Board of Directors, the Audit Committee and the senior management on the quality and impact of Internal Controls, Internal Control systems and processes. Internal auditor monitors and assesses the effectiveness and adequacy of our Company's internal control mechanisms.

The Board and Audit Committee periodically reviews the Internal Audit Reports and the adequacy and effectiveness of the internal controls. Significant audit observations, corrective and preventive actions thereon are presented to the Board and Committee on a quarterly basis.

In compliance of the Discretionary Requirements stipulated under Regulation 27 (1) read with Part E of Schedule II of the SEBI Listing Regulations, Internal Auditor reports to the Audit Committee before submitting to the Board of Directors.

25. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal financial controls with reference to financial statements, commensurate with the size, scale, nature and complexity of its operations and regulatory requirements. A comprehensive review of the internal financial controls of the Company was undertaken during the year which covered testing of Process, IT and Entity level controls including review of key business processes for updating Risk Control, Matrices, etc.

Moreover, the Company continuously upgrades its systems and undertakes review of policies, guidelines, manuals, and authority matrix. The internal financial control is supplemented by extensive internal audits, regular reviews by the Management and standard policies and guidelines to ensure reliability of financial and all other records to prepare financial statements, its reporting and other data. The Audit Committee of the Board reviews internal audit reports given along with management responses. The Audit Committee also monitors the implemented suggestions. The Company has, in all material respects, adequate internal financial control over financial reporting and such controls are operating effectively.

26. STATUTORY AUDITORS & THEIR REPORT

During the 61st Annual General Meeting of the Company, M/s. Bhagwagar Dalal & Doshi, Chartered Accountants, (FRN: 128093W) have been appointed as the Statutory Auditors of the Company for a period of 5 (five) years to hold office from the conclusion of 61st Annual General Meeting till the conclusion of 66th Annual General Meeting of the Company on the remuneration to be determined by the Board of Directors. The Statutory Auditors have not been disqualified in any manner from continuing as Statutory Auditors.

Further to inform that, as the Company is falling into NBFC Base layer category as a non-deposit taking NBFC with asset size below ₹ 1,000/- Crore, guidelines for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of

Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) bearing reference no.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April, 2021 is not applicable to the Company, hence the existing Statutory Auditor was appointed in line with the extant procedure of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof).

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Act. The notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark, or disclaimer.

27. REPORT ON CORPORATE GOVERNANCE

Your company complies with the provisions laid down in Corporate Governance laws. It believes in and practices good corporate governance. The Company maintains transparency and also enhances corporate accountability. In terms of Regulation 34 of the SEBI Listing Regulations read with Schedule V, Corporate Governance Report for the year under review, including disclosures are annexed herewith as **Annexure A** to this Board's Report.

A certificate from Vijay S. Tiwari & Associates, Practicing Company Secretary, confirming compliance with the conditions of Corporate Governance as prescribed under the SEBI Listing Regulations is annexed to the Corporate Governance Report.

28. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed Vijay S. Tiwari & Associates, Practicing Company Secretaries to conduct the Secretarial Audit for the FY 2024-25.

The Secretarial Audit Report confirms that the Company has complied with the provisions of the Act, Rules, SEBI Listing Regulations and Guidelines and that the report does not contain any qualification. The Secretarial Audit Report

along with Annual Secretarial Compliance Report obtained under Regulation 24A of the SEBI Listing Regulations for the financial year ended 31st March, 2025 are annexed herewith as **Annexure B and Annexure C**.

Further to inform that in compliance with the provisions of Regulation 24A of the SEBI Listing Regulations, the Board of Directors of the Company has recommended to the members for appointment of Vijay S. Tiwari & Associates, Practicing Company Secretaries, as Secretarial Auditor to conduct Secretarial Audit for a consecutive period of 5 (five) years commencing from FY 2025-26. The resolution along with necessary details for appointment of Secretarial Auditor form part of the notice of ensuing Annual General Meeting.

29. COST AUDITORS

As your company is registered under the provisions of Reserve Bank of India Act, 1934 as Non-Banking Financial Company, maintenance of cost records and requirement of cost audit stipulated under the provisions of Section 148(1) of the Act are not applicable in respect of the business activities carried out by the Company.

30. SECRETARIAL STANDARDS

During the year under review, your Company has duly complied with the applicable Secretarial Standards issued by Institute of Company Secretaries of India.

31. RBI DIRECTIONS AND GUIDANCE

The Company continues to comply with all the applicable regulations/guidelines/directions prescribed by the Reserve Bank of India ("RBI"), from time to time.

32. AUCTIONS CONDUCTED

In terms of the requirements stipulated under the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, particulars about the gold loans auction conducted during the financial year for the pledged gold ornaments which have not been redeemed within the tenure of the loan as specified under the terms and conditions of the respective loan accounts, are as follows;

Particulars	31 st March, 2025	31 st March, 2024
Number of gold loan accounts	33	114
Outstanding Amounts (₹ in lakhs)	₹ 147.60	₹ 260.91
Value fetched (₹ in lakhs)	₹ 148.60	₹ 264.60
Whether any of its sister concerns participated in the auction	-	-

33. RISK MANANGEMENT

The Risk Management Committee constituted by the Board of Directors of the Company in accordance with the applicable Reserve Bank of India (RBI) regulations is entrusted with the responsibility of framing, implementing, and monitoring the Risk Management Plan of the Company. The Committee ensures the effectiveness of the risk management practices by periodically evaluating the adequacy of risk control measures and recommending improvements wherever necessary.

The Company remains committed to maintaining a robust risk management culture to safeguard the interests of its stakeholders and support sustainable business growth. The Committee considers the risks that impact the mid-term to the long-term objectives of the business, including those reputational in nature. The Audit Committee has additional oversight in the area of financial risks and controls. The Risk Management Policy is available on the website of the Company at <https://mangalfincorp.com/investorZone.aspx>

34. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your Company being an NBFC registered with the RBI and engaged in the business of giving loans in the ordinary course of its business, is exempt from complying with the provisions of section 186 of the Act with respect to loans. Accordingly, the disclosures of the loans given as required under the aforesaid section have not been made in this Board's Report.

Particulars of loans and investments outstanding during the financial year are furnished in notes to the financial statements of the Company.

35. RELATED PARTY TRANSACTIONS

In terms of the provisions of the Act, SEBI Listing Regulations and the directions issued by RBI, from time to time, your company has in place “Policy on Materiality of Related Party Transactions” and same can be access on the Company's website at its weblink i.e. <https://mangalfincorp.com/investorZone.aspx>

During the financial year, all the related party transactions were entered at arm's length basis and in the ordinary course of business, the particulars of such transactions are disclosed in the notes to the financial statements. All the related party transactions are presented to the Audit Committee for prior approval. A statement of all related party transactions is presented before Audit Committee on quarterly basis, specifying the nature, value and terms and conditions of the transactions.

During the year under review, your Company had not entered into any related party transactions covered within the purview of Section 188(1) of the Act, and accordingly, the requirement of disclosure of related party transactions in terms of Section 134(3)(h) of the Act in Form AOC – 2 is not applicable to the Company.

36. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments, have been occurred, affecting the financial position of the Company subsequent to the close of the FY 2024-25 till the date of this report.

37. DISCLOSURE AS PER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Disclosures with respect to the remuneration of Directors, KMPs and employees as required under section 197(12) of the Act read with Rule 5(1) and (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure D** to this Report.

38. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

Your Company being an NBFC and engaged in the financial services activities, its operations are not energy intensive, nor does it require adoption of specific technology and hence information in

terms of Section 134(3)(m) of the Act read with the Companies (Accounts) Rules, 2014 is not applicable to the Company.

39. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, your Company did not have any foreign exchange earnings and foreign currency expenditure.

40. WHISTLE BLOWER POLICY / VIGIL MECHANISM

In terms of Section 177(9) and Section 177(10) of the Act and the SEBI Listing Regulations, the Board of Directors have adopted a Whistle Blower Policy/ Vigil Mechanism *inter alia* to provide formal mechanism to the Directors and employees of the Company to report their concerns to the Audit Committee of the Company and provide adequate safeguards against victimization of Director(s) or employee(s) who report genuine concerns under the mechanism.

Details of the Whistle Blower Policy/Vigil Mechanism have been provided in the Corporate Governance Report and is available on the website of the Company at <https://mangalfincorp.com/investorZone.aspx>.

41. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Designated Persons of the Company. To further strengthen compliance, the Company has implemented a secure software-based Structural Digital Database (SDD) system. This SDD is maintained internally and contains detailed records of all instances where UPSI has been shared, including the nature of information, the identity of persons with whom the information is shared, and their Permanent Account Numbers (PAN) or other identifiers as required.

The Code requires pre-clearance for dealing in the Company's securities and prohibits the purchase or sale of Company securities by the Designated Persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The Board is responsible for implementation of the Code. The Code is available on the website of the company at <https://mangalfincorp.com/investorZone.aspx>

42. EMPLOYEE STOCK OPTION PLANS (ESOPs)

During the financial year 2024-25, your Company has not offered any Employee Stock Options scheme to Employees. Hence, the disclosures with respect to ESOPs under the relevant provisions of the Act and SEBI Listing regulations are not applicable to the Company.

43. CORPORATE SOCIAL RESPONSIBILITY POLICY

In light of your Company's philosophy of being a responsible corporate citizen, the Board of Directors adopted a ‘CSR Policy’ lays down the principles and mechanism for undertaking various projects / programs as part of Company's CSR activities. In terms of the CSR Policy, Company's CSR activities are focused in the fields of education, women empowerment, environment, sanitation & water, healthcare and humanitarian relief.

Details of the composition of the CSR Committee and the CSR Policy have been provided in the Corporate Governance Report which is annexed to and forms an integral part of this Board's Report. The Policy is available on Company's Website at <https://mangalfincorp.com/investorZone.aspx>.

Disclosures in terms of Section 134(3) (o) and Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, with respect to CSR activities undertaken by the Company during the year under review have been provided at **Annexure E** to this Board's Report.

44. DETAILS AND STATUS OF ACQUISITION, MERGER & MODERNIZATION & DIVERSIFICATION

During the financial year 2024-25, no Acquisition, Merger, Modernization and Diversification have taken place in your Company.

45. INVESTORS EDUCATION AND PROTECTION FUND

In accordance with the provisions of the Section 124 of the Act read with Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (“IEPF Rules”), Companies retains dividends, for seven years with them for payment to investors and after expiry of seven years, transfer the said amount to IEPF along with all shares in respect

of which dividend has not been paid or claimed for seven consecutive years or more.

In accordance with the said IEPF Rules and any amendments thereto, the Company had sent notices to all the Members whose shares were due to be transferred to the IEPF Authority and simultaneously published newspaper advertisement. In terms of the provisions of IEPF Rules, ₹ 2,44,706.98 of unpaid/unclaimed dividends and 2,93,480 shares were transferred during the financial year 2024-25 to the Investor Education and Protection Fund.

46. FRAUD REPORTING

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor has reported to the Audit Committee under Section 143 (12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which needs to be mentioned in the Board's Report.

47. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the year under review there were no significant material orders passed by the Regulators/ Courts/ Tribunals against the Company which would impact the going concern status or its future operations.

48. HUMAN RESOURCES

The Company firmly believes that employees are its greatest asset and foundation of operations is human capital. The focus of the Human Resources (HR) strategy is to enable the growth of the Company through talent fulfilment for growth areas, capability building in emerging technologies and building internal talent pipeline. The Company strives to create a conducive environment for growth and development of employees. Training & Development initiatives are being taken for employees from time to time.

Further, in alignment with the principle of diversity, equity, and inclusion (DEI), the Company discloses below the gender composition of its workforce as on the 31st March, 2025;

- **Male Employee: 93**
- **Female Employees: 31**
- **Transgender Employees: 0**

49. PREVENTION OF SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION , PROHIBITION AND REDRESSAL) ACT, 2013 AND DISCLOSURES:

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a 'Policy for prevention of Sexual Harassment at workplace' to prohibit, prevent or deter any acts of sexual harassment at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and the rules thereunder ("POSH Act"). The Company has complied with the provisions relating to the constitution of the Internal Committee under the POSH Act. The composition of IC is in accordance with POSH Act.

The following is a summary of Sexual Harassment complaint (s) received and disposed off during FY 2024-25, pursuant to the Sexual Harassment of Women at Workplace (Prevention,

Prohibition and Redressal) Act, 2013 and Rules framed thereunder:

- **Number of complaints of sexual harassment received:** Nil
- **Number of complaints disposed off:** Nil
- **Number of cases pending for more than Ninety days:** NA

The Company is committed to provide conducive environment in which all individuals are treated with respect and dignity. The Company ensures that the necessary programs conducted from time to time to promote a safe and respectful work environment for all the employees.

50. COMPLIANCES UNDER THE MATERNITY BENEFIT ACT, 1961

The Company has complied with the applicable provisions of the Maternity Benefit Act, 1961. All woman employees have been extended the benefits as prescribed under the Act. The Company remains committed to creating a supportive and inclusive work environment for women. Adequate internal mechanisms are in place to facilitate a smooth transition for employees availing maternity benefits, and to ensure their well-being during and after the maternity period.

51. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

As your Company is not falling under top 1,000 listed entities, a Business Responsibility and Sustainability Report on the Environmental, Social and Governance is not applicable to the Company in accordance with the provisions of Regulation 34 of the SEBI Listing Regulations.

52. OTHER STATUTORY DISCLOSURES

- The financial statements of the Company are placed on the Company's website at www.mangalfincorp.com.
- The securities of the Company were not suspended from trading during the year on account of corporate actions or otherwise.
- The Company has not defaulted in repayment of loans from banks and financial institutions.
- There were no delays or defaults in payment of interest/principle in respect of any borrowings including debt securities.
- Neither any application was made, nor is any proceeding pending under the Insolvency and Bankruptcy Code, 2016 against the Company.
- During FY 2024-25, there was no instance of one-time settlement with Banks or Financial Institutions. Therefore, as per rule 5(xii) of Companies (Accounts) Rules, 2014, reasons of difference in the valuation at the time of one-time settlement and valuation done while taking loan from the Banks or Financial Institutions are not reported.

For and on behalf of the Board of Directors

Sd/-
Meghraj Sohanlal Jain
Chairman and Managing Director
DIN: 01311041

Place: Mumbai
Date: 5th August, 2025

- Disclosures pursuant to RBI Master Directions, unless provided in the Directors' Report, form part of the notes to the standalone financial statements.
- The Company has not issued any Sweat equity shares or equity shares with differential voting rights during FY 2024-25.
- As the Company does not fall under the list of top 1,000 listed entities, the requirement of obtaining D&O insurance is presently not applicable to the Company.
- In accordance with the provisions contained in Section 136 of the Act and Regulation 34 of SEBI Listing Regulations, the Annual Report of the Company, containing Notice of the Annual General Meeting, Financial Statements, Cash Flow Statement, Report of the Auditor's, Directors' Report, Corporate Governance Report thereon are available on the website of the Company at www.mangalfincorp.com

53. ACKNOWLEDGEMENT

The Directors take this opportunity to express their appreciation to all stakeholders of the Company including the Reserve Bank of India, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, the Government of India and other Regulatory Authorities, the Depositories, BSE Limited, National Stock Exchange of India Limited, Bankers, Financial Institutions, Members, and Customers of the Company for their continued support and trust. The Board further places on record its appreciation for the dedicated services rendered by the employees of the Company.

Sd/-
Hardik Jain
Executive Director
DIN: 07871480

Place: Mumbai
Date: 5th August, 2025

Annexure A

CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR 2024-25

Company’s Philosophy on Corporate Governance

Mangal Credit and Fincorp Limited (“the Company”), pursues its long-term corporate goals on the bedrock of financial discipline, high ethical standards, transparency, and trust. It also understands and respects its fiduciary role and responsibility towards its shareholders, customers, employees, bankers, regulators and other stakeholders and strives hard to meet their expectations. The values and principles that steer the Company’s operations are deeply embedded across all levels of the organization, guiding decision-making and fostering responsible business practices. These core tenets have consistently shaped the Company’s governance approach and will continue to direct its path forward.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as applicable, with regard to corporate governance and the compliance certificate issued by practicing company secretaries regarding compliance of conditions of corporate governance is annexed to this report as “Annexure-A1”

We are presenting the report on Corporate Governance as prescribed under above regulations.

Board of Directors

The Corporate Governance principles of the Company ensure that the Board remains informed, independent and provides guidance to the Company. Further, the Board is fully aware of its fiduciary responsibilities and

The details about names and categories of Directors, DIN, their Directorships and Committee positions held by them in Indian public limited companies, and names of the listed entities where they hold Directorship and category of such Directorship are provided below:

Name of Director	DIN	Category of Directorship	No. of Directorships in other Companies *	No. of Committee Membership/ Chairmanship of Companies **		Directorship in other listed entities and category
				Member	Chairman	
Mr. Meghraj Jain	01311041	Chairman & Managing Director	0	1	-	-
Mr. Nilesh Jain	08788781	Executive Director & CFO	0	2	-	-
Mr. Hardik Jain	07871480	Executive Director	2	-	-	-

recognizes its responsibilities towards the long-term interest of its stakeholders by upholding the highest standards of governance in all matters concerning the Company.

In order to ensure that the Board contains a member with a variety of backgrounds and experiences in business, government, education, and public service, the Nomination and Remuneration Committee (“NRC”) develops and recommends to the Board the qualifications, positive attributes, characteristics, skills, and experience that each new director should possess.

All the Directors of the Company are well qualified, persons of proven competence and possess the highest level of personal and professional ethics, integrity and values. The Directors of the Company exercise their objective judgment independently. The Directors actively participate in all strategic issues, which are crucial for the long-term development of the Company.

Composition of the Board of Directors

As at 31st March, 2025, the Company’s Board comprised of 8 (eight) Directors of which 3 (three) are Executive Directors, 4 (four) are Non-Executive Independent Directors and 1 (one) is Non-Executive Non-Independent Director. The composition of the Board of your Company is governed by and is in conformity with the requirements of Companies Act, 2013 read with Rules framed there under (“Act”), the SEBI Listing Regulations, the circulars / directions / notifications issued by the Reserve Bank of India (“RBI Directions”), and the Articles of Association of the Company.

Name of Director	DIN	Category of Directorship	No. of Directorships in other Companies *	No. of Committee Membership/ Chairmanship of Companies **		Directorship in other listed entities and category
				Member	Chairman	
Mr. Ramanathan Annamalai	02645247	Independent Director	6	1	-	-
Mr. Ganesh Subramanyam	01718431	Independent Director	3	1	1	-
Mr. Sriram Sankaranarayanan	00146563	Independent Director	2	-	-	-
Mr. Sujan Sinha	02033322	Non-Executive Director	9	1	1	1 – Transcorp International Limited
Ms. Vineeta Patel	07151087	Independent Director	8	1	-	-

*Excludes Directorships in the Company, Foreign companies and Companies Registered under Section 8 of the Act.

**In accordance with Regulation 26 of the SEBI Listing Regulations, Membership(s) / Chairmanship(s) of only Audit Committee and Stakeholders’ Relationship Committee in all public limited companies have been considered.

The number of Directorship(s), Committee Membership(s) & Chairmanship(s) of all Directors on the Board of your Company are within respective limits prescribed under the Act and the SEBI Listing Regulations.

Since the Chairman is an Executive director, half of the Board consists of Independent Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 and Section 152 of the Act.

All the Independent Directors have confirmed that they meet the criteria of independence as mentioned in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, all the existing Independent Directors, fulfil the conditions specified in the SEBI Listing Regulations and are independent of the management. Necessary disclosures regarding Committee positions in other public companies as on 31st March, 2025 have been made by the Directors.

A certificate from Vijay S. Tiwari & Associates, Practicing Company Secretary, confirming that none of the Directors on the Board of the Company as on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Director on

the Board of the Company by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any such statutory authority, is annexed to this Corporate Governance Report as “Annexure-A2”.

Selection criteria for Directors, Senior Management Personnel and Key Managerial Personnel

Selection of Executive Director(s) shall be in accordance with the provisions of Articles of Association; Nomination and Remuneration Committee is responsible for evaluating, shortlisting and recommendation of the candidature of person for the position of Managing Director or any other Director to the Board of Directors or appointed in the senior management of the Company.

Independent Directors will be selected on the basis of identification of industry/ subject leaders with strong experience. The advisory area and therefore the role, may be defined for each Independent Director.

Senior Management Personnel shall usually comprises the function and business heads who directly report to Executive Directors and Chief Financial Officer. For any Senior Management Personnel recruitment, it is critical to identify the necessity for that role in the context of the Company. In order to validate the requirement:

- Job Description (“JD”) along with profile fitment characteristics from a personality, experience and qualification point of view shall be created;

- The recruitment process shall generally involve meetings with Head- HR, Managing Director and/ or identified members of the Nomination and Remuneration Committee (“NRC”) and Board, on the basis of which the candidature will be finalised;

Independence test for the Independent Directors to be appointed

For each Independent Director, the appointment shall be based on the balance of skills, knowledge and experience, in the existing Board and roles and capabilities required of an Independent Director.

For the purpose of identifying suitable candidates, the NRC may:

- 1) Use the services of an external agency, if required;
- 2) Consider candidates from a wide range of backgrounds, having due regard to diversity; and
- 3) Consider the time commitments of the candidates.

At the time of selection, Board shall review the candidature on skill, experience and knowledge to ensure an overall balance in the Board so as to enable the Board to discharge its functions and duties effectively;

The Independent Director shall confirm having read and complied with the Company’s Code of

Conduct. They shall also need to confirm and sign the Independence Test.

Number and dates of Meetings along with the attendance of the Directors in the Board Meetings and the Annual General Meeting

The Board has complete access to any information within the Company. At Meetings of the Board, it welcomes the presence of Senior Management who can provide additional insights into the items being discussed.

The schedule of the Board / Committee meetings to be held in a financial year is circulated in advance to enable the Directors / Committee Members to plan their schedule and ensure their highest participation at Board / Committee meetings. The agenda along with detailed notes are circulated to the Directors / Members well in advance and all material information is incorporated in the agenda for facilitating meaningful and focused discussions at meetings of the Board and Committees.

During the year under review, 5 (five) meetings of the Board of Directors were convened and held. These meetings were held in a manner that not more than 120 days intervene between two consecutive meetings. The required quorum was present at all the above mentioned meetings. Due to business exigencies, certain decisions were taken by the Board by way of resolutions passed through circulation, from time to time.

Name of the Director	Attendance at the Board Meeting held on					Attendance at the
	7.05.24	12.08.24	7.11.24	10.02.25	15.03.25	AGM Held on 25.09.24
Mr. Meghraj Sohanlal Jain	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Nilesh Jain	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Hardik Jain	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Sujan Sinha	Yes	Yes	-	Yes	Yes	Yes
Mr. Ramanathan Annamalai	-	Yes	Yes	Yes	Yes	Yes
Mr. Ganesh Subramanyam	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Sriram Sankaranarayanan	Yes	Yes	Yes	Yes	Yes	Yes
Ms. Vineeta Patel	Yes	Yes	Yes	Yes	Yes	Yes

None of the Directors held Directorship in more than 7 (seven) listed companies. Further, none of the Independent Directors of the Company served as an Independent Director in more than 7 (seven) listed companies. None of the Independent Directors serving as a Whole-Time Director/Managing Director in any listed entity, serves as an Independent Directors of more than (three) 3 listed entities. None of the Directors held directorship in more than 20 (twenty) Indian companies, with not more than 10 (ten) public limited companies.

None of the Directors is a member of more than 10 (ten) committees or acted as chairperson of more than 5 (five) committees (being Audit Committee and Stakeholders Relationship Committee), as per Regulation 26(1) of the SEBI Listing Regulations across all the public limited companies in which he/she is a Director. The necessary disclosures regarding Committee positions have been made by the Directors. None of the Independent Directors of the Company are on the Board of any other Company as Non-Independent Director where the Non-Independent Director of the Company is an Independent Director.

Board Procedures

Being the apex body constituted by the Shareholders for overseeing the functioning of the Company. The Board evaluates all the strategic decisions on a collective consensus basis amongst the Directors. The Board provides leadership, strategic guidance, an objective and independent view to the Company’s Management while discharging its fiduciary responsibilities, thereby ensuring that the Management adheres to high standard of ethics, transparency and disclosure.

The Company has a well-established framework for the meetings of the Board and its Committees which seeks to systematize the decision-making process at the Board and Committee meetings in an informed and efficient manner.

Board members are kept informed about any material development/ business update through various modes viz. e-mails, con-call etc. from time to time. The following information is regularly placed before the Board:

- Annual operating plans of business and budgets and any updates thereof;
- Capital budgets and any updates;
- Quarterly results for the Company and its operating divisions;
- Minutes of meetings of the Audit Committee and other Committees of the Board of Directors;
- The information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of the Chief Financial Officer and the Company Secretary;
- Show cause, demand, prosecution notices and penalty notices, which are materially important, if any;

- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, if any;
- Any material default in financial obligations to and by the listed entity, if any;
- Details of any joint venture or collaboration agreement, if any;
- Sale of material nature of investments, subsidiaries, assets, which is not in normal course of business, if any;
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer (if any), among others, if any;
- Such any other information as may be required by the Board of Directors.

The Company has an effective post Board/Committee Meeting follow-up procedure. The important decisions taken at Board/Committee meetings are communicated to the concerned departments promptly. An action taken/status report on the decisions of the previous meeting(s) is placed at the next meeting of the Board/Committees for information and further recommended action(s), if any.

Recording Minutes of Proceedings at Board and Committee Meetings

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board/ Committee members for their comments as prescribed under Secretarial Standard-1. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

Relationship between the Directors inter-se

Mr. Meghraj Jain, Chairman and Managing Director is the father of Mr. Hardik Jain, Executive Director. None of other Directors of the Company have any inter-se relationship amongst them.

Number of shares and convertible instruments held by the Non-Executive Director in the Company

None of the Non-Executive Directors of the Company hold any securities in the Company.

Matrix setting out the skills/expertise/competence of the Board of Directors:

List of core skills / expertise / competencies required by the Board (as identified by the Board) for efficient functioning of the Company in the present business environment and those skills/expertise/competence actually available with the current Board are as follows:-

- Leadership
- Integrity
- Experience in the Financial Services Industry
- Strategic Planning
- Industry Experience, Research & Development and Innovation
- Global Business
- Knowledge of Regulatory Environment
- Financial and Accounting Expertise
- Board Service, Corporate Governance and Risk Management
- Knowledge in the field of Information Technology

The Board composition represents an optimal mix of professionalism, knowledge, expertise and experience which enables the Board to discharge its responsibilities and provide effective leadership to the business.

Committees of the Board:

In terms of the applicable provisions of the Act and notification(s) issued by the Securities and Exchange Board of India (“SEBI”) and RBI Directions, the Board of Directors have constituted various Committees mentioned herein below and the role of each Committee has been defined by the Board of Directors for effective business operations and governance of the Company:

The Board reviews the functioning of these committees from time to time. The Chairman of these Committees conducts the Meetings and also informs the Board about the summary of discussions held in the Committee Meetings. Minutes of the meetings of all the Committees constituted by the Board of Directors are placed before the Board of Directors for discussion and noting. The Board has

duly accepted recommendation of all Committee of the Board, which is mandatorily required, in the current financial year.

(The phrase “the Committee”, wherever used herein below in the details of the Committee, shall refer to that specific committee.)

Audit Committee (“AC”)

a. Terms of Reference:

The terms of reference of the Audit Committee formulated in accordance with the provisions of Section 177 of the Act, SEBI Listing Regulations and RBI Guidelines. The terms of the reference broadly include:

- Oversight of the company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommend the appointment, replacement or removal, remuneration and terms of appointment of auditors of the Company;
- Approve rendering of services by the Statutory Auditors other than those expressly barred under Section 144 of Act and remuneration for the same;
- Reviewing and examination, with the management, the annual financial statements and auditor’s report thereon and the Certificate as per Regulation 33 of the SEBI Listing Regulations before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director’s Responsibility Statement to be included in the Board’s Report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Compliance with listing and other legal requirements relating to financial statements;

- Disclosure of any related party transactions; and
- Qualifications/ modified opinion in the draft audit report.

- Reviewing, with the management, the quarterly financial results before submission to the Board for approval and secure the certificate in terms of Regulation 33(2)(a) of the SEBI Listing Regulations;
- Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and examination of quarterly statement of deviation(s) including report of monitoring agency, if applicable and annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice;
- Reviewing and monitoring independence and performance of statutory and internal auditors, effectiveness of audit process and adequacy of the internal control systems;
- Approve the appointment, removal and terms of remuneration or fees of the Internal Auditor;
- Discussion with Internal Auditors and the Management of any significant findings, status of previous audit recommendations and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

- Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non- payment of declared dividends) and creditors;
- Review the functioning of the Whistle Blower/Vigil Mechanism;
- Approval of appointment of CFO (i.e., the whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;
- Review the utilization of loans and/ or advances from/investment by the Company in the subsidiary, if applicable, exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- Review management discussion and analysis of financial condition and results of operations;
- Review Management letters/letters of internal control weakness issued by the Statutory Auditors;
- Review the Internal Audit Report relating to internal control weakness;
- Approve the transactions of the Company with Related Parties or any subsequent modification thereof. Only those members of the Audit Committee, who are Independent Directors, shall approve related party transactions Provided in case of transactions, other than transactions referred to in section 188, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board;
- Grant omnibus approval for entering into related party transactions in accordance with applicable laws;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;

- Comply with the going concern assumptions;
 - Compliance with accounting standards;
 - Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
 - The Committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice, if it considers necessary;
 - Ensuring information system audit of the internal systems and processes are conducted every year to assess operational risk faced by the NBFCs;
- Reviewing of the compliance under SEBI (Prohibition of Insider Trading) Regulations, 2015 including any amendments thereto and verify the adequacy of internal control systems, reporting structure coverage and frequency of Internal Audit under the said Regulations on an annual basis;
 - Carry out such other business as may be required by applicable law or considered appropriate in view of the general terms of reference and the purpose of the Audit Committee;
 - Any other matter as delegated by the Board of Directors of the Company from time to time.

b. Composition of the Committee:

The composition of the Audit Committee as at 31st March, 2025 was as follows:

Sr. No.	Name of the Members	Committee Designation	Category
1.	Mr. Subramanyam Ganesh	Non-Executive - Independent Director	Chairperson
2.	Mr. Ramanathan Annamalai	Non-Executive - Independent Director	Member
3.	Ms. Vineeta Patel	Non-Executive - Independent Director	Member
4.	Mr. Nilesh Jain	Executive Director	Member

In terms of the Act and the SEBI Listing Regulations, two third of the Members of the Committee are Independent Directors. All the Members of the Committee are financially literate and majority members including the Chairman possess financial management expertise. The Company Secretary of the Company acts as Secretary to the Committee. The Statutory Auditors of the Company submit their report(s) directly to the Audit Committee. The Board of Director have accepted and implemented the recommendations of the Audit Committee, whenever provided by it.

Sr. No.	Name of the Members	Attendance at the Audit Committee Meetings held on			
		7.5.2024	12.8.2024	7.11.2024	10.2.2025
1.	Mr. Subramanyam Ganesh	Yes	Yes	Yes	Yes
2.	Mr. Ramanathan Annamalai	-	Yes	Yes	Yes
3.	Ms. Vineeta Patel	Yes	Yes	Yes	Yes
4.	Mr. Nilesh Jain	Yes	Yes	Yes	Yes

c. Meeting and attendance

During the year under review, the Audit Committee met 4 (four) times. The required quorum was present at all the meetings. As prescribed under the Act, the Chairman of the Audit Committee who is an Independent Director was present at the last Annual General Meeting of the Company held on 25th September, 2024.

Details of attendance by the Members of Audit Committee at the meeting(s) held during the year under review are as under:

Nomination and Remuneration Committee

a. Terms of Reference

The terms of reference of the Nomination and Remuneration Committee approved by the Board as per the provisions of Section 178 the Act and Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations are as follows:

- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down;
- Recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual Directors to be carried out either by the Board, by the Committee or by any an independent external agency and review its implementation and compliance;
- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such

description. For the purpose of identifying suitable candidates, the Committee may:

- use the services of an external agencies, if required;
- consider candidates from a wide range of backgrounds, having due regard to diversity; and
- consider the time commitments of the candidates;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report and
- Recommend to the board a policy relating to the remuneration for the directors, Key Managerial Personnel, and other employees.

b. Composition of the Committee

In terms of the Act and the SEBI Listing Regulations, half of the Members of the Committee are Independent Directors. The

Company Secretary of the Company acts as Secretary to the Committee. The composition of the Nomination and Remuneration Committee as at 31st March, 2025, was as follows;

Sr. No.	Name of the Members	Committee Designation	Category
1.	Mr. Ramanathan Annamalai	Non-Executive - Independent Director	Chairperson
2.	Mr. Subramanyam Ganesh	Non-Executive - Independent Director	Member
3.	Mr. Sriram Sankarnarayanan	Executive Director	Member

c. Meeting and attendance

During the year under review, the Nomination and Remuneration Committee met 1 (one) time. The required quorum was present at all the meetings. As prescribed under the Act, the Chairman of the Nomination and Remuneration Committee who is an Independent Director was present at the last Annual General Meeting of the Company held on 25th September, 2024.

Details of attendance by the Members of Nomination and Remuneration Committee at the meeting(s) held during the year under review are as under:

Sr. No.	Name of the Members	Attendance at the meeting of Nomination and Remuneration Committee held on
		12.8.2024
1.	Mr. Ramanathan Annamalai	Yes
2.	Mr. Subramanyam Ganesh	Yes
3.	Mr. Sriram Sankarnarayanan	Yes

Stakeholders Relationship Committee

a. Terms of Reference

The terms of reference of the Stakeholders Relationship Committee are in accordance with the provision of Act and SEBI Listing Regulations, including any amendments thereto. The terms of the reference broadly include:

- Redress and resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/

Secretary to the Committee. The composition of the Stakeholders Relationship Committee as at 31st March, 2025, was as follows;

Sr. No.	Name of the Members	Committee Designation	Category
1.	Mr. Subramanyam Ganesh	Non-Executive - Independent Director	Chairperson
2.	Mr. Meghraj Jain	Executive Director	Member
3.	Mr. Nilesh Jain	Executive Director	Member

c. Meeting and attendance

During the year under review, the Stakeholders Relationship Committee met 2 (two) times. The required quorum was present at all the meetings. As prescribed under the Act, the Chairman of the Committee who is an Independent Director was present at the last Annual General Meeting of the Company held on 25th September, 2024.

duplicate certificates or allotment letters, general meetings, etc.;

- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- Effect dematerialisation and rematerialisation of shares of the Company;
- Such other matters as per the directions of the Board of Directors of the Company which may be considered necessary in relation to shareholders and investors of the Company.

b. Composition of the Committee

In terms of the Act and the SEBI Listing Regulations, Stakeholders Relationship Committee comprises 3 (three) Directors of which 1 (one) is Non Executive Non Independent Director and remaining are Executive Directors. Mr. Subramanyam Ganesh, Independent Director, is the Chairperson of the Committee and the Company Secretary of the Company acts as

Details of attendance by the Members of Stakeholders Relationship Committee at the meeting(s) held during the year under review are as under:

Sr. No.	Name of the Members	Attendance at the meetings of Stakeholders Relationship Committee held on	
		7.5.2024	10.2.2025
1.	Mr. Subramanyam Ganesh	Yes	Yes
2.	Mr. Meghraj Jain	Yes	Yes
3.	Mr. Nilesh Jain	Yes	Yes

Details of complaints/grievances received from Investors and attended by the Company during the financial year 2024-25 are given in below table.

Sr. No.	Nature of Security	No. of complaints pending as on 1 st April, 2024	No. of complaints received during the quarter	No. of complaints resolved during the quarter	No. of complaints pending as on 31 st March, 2025
1.	Equity Shares	Nil	1	1	Nil

Corporate Social Responsibility Committee

In terms of the provisions of the Act, the Board of Directors have adopted a 'CSR Policy' which helps towards contribution and furtherance of your Company's objective to create value in the society and community in which it operates, through its services, conduct and initiatives, so as to promote sustained growth for the society and community, in fulfillment of its role as a socially responsible corporate citizen.

The CSR Policy of the Company *inter-alia* indicates the CSR activities that can be undertaken by the Company and defines the roles and responsibilities of the Board of Directors and CSR Committee in implementing and monitoring CSR projects identified and supported by the Company.

The CSR Policy is available on the website of the Company at its weblink i.e <https://mangalfincorp.com/investorZone.aspx>

a. Terms of Reference

The terms of reference broadly include;

- Formulate and recommend to the Board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act;

- Recommend the amount of expenditure to be incurred on the activities mentioned in the CSR Policy;
- Approve and recommend annual action plan, and any modifications thereof, to the Board
- Monitor the CSR projects undertaken by the Company from time to time; and,
- Ensure effective implementation of aforesaid CSR Policy.

b. Composition of the Committee

The Corporate Social Responsibility ('CSR') Committee has been constituted by the Board of Directors in accordance with section 135 of the Act, with powers, inter alia, to undertake CSR activities in line with the CSR Policy.

As at 31st March, 2025, the CSR Committee comprised of two Independent Directors and one Executive Director. The Chairman of the Committee is an Independent Director. The composition of the CSR Committee as at 31st March, 2025, was as follows;

Sr. No.	Name of the Members	Committee Designation	Category
1.	Ms. Vineeta Patel	Non-Executive - Independent Director	Chairperson
2.	Mr. Subramanyam Ganesh	Non-Executive - Independent Director	Member
3.	Mr. Meghraj Jain	Executive Director	Member

c. Meeting and attendance

During the year under review, the CSR Committee met 1 (one) time. The required quorum was present at the meeting. Details of attendance by the Members of CSR Committee at the meeting held during the year under review are as under:

Name of the Members	Attendance at the meeting of Corporate Social Responsibility Committee held on
	10-02-2025
Ms. Vineeta Patel	Yes
Mr. Subramanyam Ganesh	Yes
Mr. Meghraj Sohanlal Jain	Yes

Committee and adopted a 'Policy for prevention of Sexual Harassment at workplace', in compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act")

a. Terms of Reference

The terms of reference of the Internal Complaints Committee *inter-alia* includes:

conducting an inquiry into complaints made by any aggrieved woman at the workplace and arrive at a conclusion as to whether the allegation for which the complaint has been filed is proved or not and take necessary action to resolve the complaints, preparing annual report for each calendar year and submitting of the same to the Board of Directors, the District Officer and such other officer as may be prescribed, and monitoring and implementing the 'Policy for prevention of Sexual Harassment at workplace'.

b. Composition of the Committee

The Composition of the Committee and number of meeting(s) attended by the members are as under:

Sr. No.	Name of the Members	Committee Designation	No. of meeting(s) attended
1.	Ms. Ankita Taparia Rathi	Presiding Officer	1
2.	Mr. Hiren Upadhyay	External Member	1
3.	Ms. Supriya Parkar	Member	1
4.	Ms. Swati Sharma	External Member	1

The Company has duly submitted Annual Return as well as Internal Complaints Committee Constitution Form under the provisions of POSH Act for the calendar year 2024

No complaints related to sexual harassment were received / were pending during the year under review.

Asset-Liability Management Committee ("ALCO")

a. Terms of Reference broadly include;

- The ALCO shall be responsible for ensuring adherence to the risk tolerance/limits set by the Board as well as implementing the liquidity risk management strategy of the NBFC;
- The role of the ALCO with respect to liquidity risk should include, inter alia, decision on desired maturity profile and mix of incremental assets and liabilities, sale of assets as a source of funding, the structure, responsibilities and control.

- ALCO also reviews and monitors the interest rate risk on regular basis.

- ALCO generally deliberates on performance budget, cash flow positions, market risk on investment portfolio, revision in interest rates on Fixed Deposits, movement in NII / NIM of the Bank, review of Resource Plan, review of Benchmark Prime Lending Rate, fresh borrowings and cost thereof, etc

b. The composition of the Committee and number of meetings attended by the members are as under:

Sr. No.	Name of the Members	Designation	No. of meeting(s) attended
1.	Mr. Hardik Jain	Chairperson	1
2.	Mr. Shriram Mahurkar	Member	1
3.	Mr. Paras Shah	Member	1

Risk and Management Committee

The provision of Regulation 21 of SEBI Listing Regulations with respect to Risk Management Committee is not applicable to the Company. However, the Company has constituted a Risk Management Committee in accordance with the rules, regulations or directions (including master directions), as may be applicable to the Company, issued by the Reserve Bank of India, from time to time.

a. The terms of reference of the Committee include the following

- To continuously thrive for available risks in the organization which directly or indirectly effect the functioning of the organization;
- To ensure the protection of rights & values of Shareholders;

- Selecting, maintaining and enhancing the risk management tools to provide analyses that inform and support the investment actions of the entire organization;

- Risk identification, assessment and monitoring

- Facilitate establishment of comprehensive process for detection, reporting and tracking operational loss events and

- Establish training and awareness programs for promoting a risk sensitive culture in the Company.

b. The Composition of the Committee and number of meeting(s) attended by the members are as under:

Sr. No.	Name of the Members*	Designation	No. of meeting(s) attended
1.	Mr. Meghraj Jain	Chairperson	1
2.	Mr. Hardik Jain	Member	1
3.	Ms. Ankita Taparia	Member	1
4.	Mr. Nilesh Jain	Member	1
5.	Mr. Shriram Mahurkar	Permanent Invitee	1

Loans and Advance Committee

The Loans and Advance committee was constituted by the Board of Directors in their meeting held on 10th January, 2024, under Section 179(3) of the Act for operational convenience and to deal with the matters relating to frequent banking business affairs on urgent business without necessarily calling for a Board meeting.

- a. The terms of reference of the Committee include the following;
- i. To approve any borrowing of money by the Company subject to limit as specified under the provisions of Section 180 of the Act read with limits set by Shareholders of the Company from time to time;
- ii. To authorize opening and closing of bank accounts / authorize additions / deletions to the signatories pertaining to banking

transactions and availment of additional services of Bank pertaining to borrowing of money;

- iii. To invest surplus funds of the Company in all types of securities;
- iv. To execute necessary investment documents;
- v. To buy, sell, trade, hold, pledge in all types of securities;
- vi. To take any other necessary actions related to investment/ disinvestment;
- vii. To report to the Board about the investments/ disinvestments in securities at regular intervals;
- viii. To delegate authority to the Company's official(s) in relation to point (i) of this terms of reference.

- b. The Composition of the Committee and number of meeting(s) attended by the members are as under:

Sr. No.	Name of the Members	Designation	No. of meeting(s) attended
1.	Mr. Hardik Jain	Chairperson	18
2.	Mr. Meghraj Jain	Member	18
3.	Mr. Nilesh Jain	Member	18

Independent Directors

Independent Directors play a significant role in the governance processes of the Board of Directors. Professional and ethical conduct of Independent Directors promote confidence of the investment community, particularly minority shareholders and regulators in the institution of independent directors. Half of the Board of Directors of your Company consists of Independent Directors. All the Independent Directors have affirmed compliance with the criteria of independence as stipulated in the Act and the SEBI Listing Regulations.

Pursuant to PART C(2)(i) of Schedule V of the SEBI Listing Regulations, the Board opines that the Independent Directors fulfill the conditions specified in these regulations and are independent of the management of the Company.

Independent Directors Meeting

In terms of Schedule IV of the Act, a meeting of the Non-Executive Independent Directors was held on

10th February, 2025, without the attendance of the Non-Independent Directors and members of the management of the Company. At their meeting, the Independent Directors evaluated and assessed the performance of the Non-Executive Non-Independent Directors, the Executive Directors, the Chairman and the Board, as a collective entity. The Independent Directors also reviewed the quality, quantity, content and timeliness of the flow of information between the management and the Board / Committees, which was necessary for the Board /Committee Members to perform their duties effectively.

Familiarization Programme for Independent Directors

Pursuant to the provisions of the Act and Regulation 25(7) of the SEBI Listing Regulations, the Company has in place a mechanism to familiarize its Independent Directors about the Company, its products, the industry and business structure of the Company and its subsidiary.

All Board members of the Company are accorded every opportunity to familiarize themselves with the Company, its management, its operations and above all, the industry perspective and issues. They are made to interact with Senior Management Personnel and proactively provided with relevant news, views and updates on the Company and sector. All the information/ documents sought by them are also shared with them for enabling a good understanding of the Company, its various operations and the industry of which it is a part.

The Company also undertakes various initiatives to update the Independent Directors about the ongoing events and developments relating to the Company, significant changes in regulatory environment and implications on the Industry/Company. In order to familiarize the new Directors with the business and operations, The Company shares insights about the Mission, Vision and Values, Group Business Structure, Brief profile of the Board of Directors, Composition of Committees of the Board, Brief profile of Senior Management Personnel, Press Releases, Investor Presentation, latest Annual Report, latest Shareholding Pattern and Shareholders holding more than 5% of share capital, Codes and Policies and Remuneration payable to Directors. The details of such Familiarization Programmes for Directors may be referred to, at the website of the Company at its weblink i.e <https://mangalfincorp.com/investerZone.aspx>

Code for Independent Directors

In terms of provision of the Act, the Board of Directors adopted a 'Code for Independent Directors' in order to ensure fulfillment of responsibilities of Independent Directors of the Company in a professional manner. The Code for Independent Directors aims to promote confidence of the investment community, particularly minority shareholders and regulators in the institution of independent directors and sets out the guidelines of professional conduct of Independent Directors, their roles, functions and duties, the process of performance evaluation etc.

Code of Conduct for Prohibition of Insider Trading

The Company has adopted a Code of Conduct for Prohibition of Insider Trading (the 'Code') in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015, with a view to regulate trading in securities by the Board of Directors and Employees of the Company, their immediate relatives and other insiders as defined in the Code. Also, during the period of closure of the trading window, no Employee/ Designated Person

is permitted to trade with or without pre-clearance in securities of restricted companies as informed by the Secretarial Department, from time to time. Timely disclosures are made to the Stock Exchanges by the Company. No Employee/ Designated Person is permitted to communicate, provide, or allow access to any Unpublished Price Sensitive Information relating to Company, its securities or any other company (listed or proposed to be listed), to any person except where such communication is in furtherance of legitimate purpose, performance of duties or discharge of legal obligations. The Company periodically monitors and facilitates compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Code of Conduct for Board of Directors and Senior Management Personnel

In terms of the SEBI Listing Regulations and as an initiative towards setting out a good corporate governance structure within the organization, the Board of Directors adopted a comprehensive 'Code of Conduct for Board of Directors and Senior Management Personnel' which is applicable to all the Directors, including Non-Executive and Independent Directors and employees of the Company to the extent of their role and responsibilities in the Company.

The code provides guidance to the Directors and employees to conduct their business affairs ethically and in full compliance with applicable laws, rules and regulations. The Code is reviewed from time to time by the Board. The Declaration, signed by the Managing director of the Company, stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of Board of Directors and senior management is annexed to this report as **"Annexure-A3"**

Fair Practices Code

In terms of the RBI Directions, the Board of Directors adopted a 'Fair Practices Code' which *inter-alia* deals with matters related to manner of application for loans, their processing, loan appraisal, terms / conditions and disbursement of loans and changes in terms and conditions of loans sanctioned. The Fair Practices Code is available on the website of the Company at its weblink i.e <https://mangalfincorp.com/investerZone.aspx>

Asset Liability Management Policy ("ALCO Policy")

In terms of requirements of the Asset Liability Management ("ALM") Guidelines prescribed by RBI, the Board of Directors adopted an 'ALCO Policy'.

The ALCO Policy provides a comprehensive and dynamic framework for assessing, measuring, monitoring and managing ALM risks. The policy describes the process that should be followed by the ALCO to evaluate the effectiveness of the Company's internal control procedures with respect to managing ALM risks. The ALCO Policy is available on the website of the Company.

Whistle Blower Policy / Vigil Mechanism

In terms of requirements of the SEBI Listing Regulations and provisions of the Act, the Board of Directors adopted a codified 'Whistle Blower Policy / Vigil Mechanism' *inter-alia* to provide a mechanism for Directors and employees of the Company to approach the Audit Committee and to report genuine concerns related to the Company and to provide for adequate safeguards against victimization of Director(s) or employee(s) who report genuine concerns under the mechanism. The Vigil Mechanism provides a channel to report to the management concerns about unethical behavior, actual or suspected fraud or violation of various codes or policies of the Company and provides adequate safeguards against victimization of persons who use such mechanism. The mechanism provides for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. No personnel has been denied access to the Audit Committee. The Whistle Blower Policy / Vigil Mechanism is available on the website of the Company.

Policy on Materiality of Related Party Transactions

In term of the provisions of the SEBI Listing Regulations, the Act and RBI Directions, the Board of Directors adopted a Policy on Materiality of Related Party Transactions (formerly known as 'Related Party Transaction Policy') to ensure proper approval and reporting of transactions between the Company and its related parties.

The said policy *inter-alia* sets out criteria for identifying material related party transactions and includes the process and manner of approval of transactions with related parties, identification of related parties and identification of potential related party transactions. In terms of the aforementioned policy, any transaction with any related parties shall be considered to be appropriate only if it is in the best interests of the Company and its shareholders. The said policy is available on the website of the Company at its weblink i.e <https://mangalfincorp.com/investorZone.aspx>

Policy for Determination of Materiality of Events and Information

In terms of the provisions of the SEBI Listing Regulations, the Board of Directors have adopted a 'Policy for Determination of Materiality of Events and Information', which *inter alia* sets out guidelines for determining materiality of events / information for the purpose of disclosure to the stock exchanges and identifies officers of the Company who shall be authorized to make necessary disclosures to the stock exchange(s). The Policy for Determination of Materiality of Events and Information is available on the website of the Company at its weblink i.e <https://mangalfincorp.com/investorZone.aspx>

Performance Evaluation Policy

In terms of the provisions of the SEBI Listing Regulations and the Act, the Board of Directors adopted a 'Board Performance Evaluation Policy' to set out a formal mechanism for evaluating performance of the Board, that of its Committee(s) and individual Directors including the Chairman. The manner in which formal annual evaluation of the performance of the Board, its Committees and individual Directors including Chairman is conducted is given below:

- A structured questionnaire prepared in accordance with the Performance Evaluation Policy and Performance Evaluation Process, inter-alia setting out criteria for evaluation of performance of the Board collectively, individual directors and the Chairperson, is circulated to the Directors. Performance ratings are given by the Directors on the questionnaire circulated for each category to be evaluated.
- Based on Independent Director's feedback on the questionnaires, the Independent Directors, at their separate meeting, evaluate the performance of Non-Independent Directors, the Board as a whole and the Chairman.
- Further, based on evaluation by Independent Directors, feedback on questionnaire by other Directors and in light of the criteria prescribed in the Performance Evaluation Process, the Board analyses its own performance, that of its Committees and each Director including the Chairman.

Senior Management and changes therein

In terms of the definition specified under Regulation 16 of the SEBI Listing Regulations read with code of

conduct for Directors and SMP issued and modified by the Company from time to time, List of Senior Management as at 31st March, 2025 are as under;

Sr. No.	Name	Designation
1.	Mr. Meghraj Jain	Chairman & Managing Director
2.	Mr. Hardik Jain	Executive Director
3.	Mr. Nilesh Jain	Executive Director and CFO
4.	Mr. Shriram Mahurkar	Chief Business Officer
5.	Ms. Ankita Talaria	VP Finance & Accounts
6.	Mr. Paras Shah	AVP-Operation
7.	Mr. Dhirav Vira	VP Sales
8.	Mr. Sanket Shelke	AVP- Gold Loan
9.	Mr. Ranjeet Gupta (Appointed w.e.f 21 st May, 2024)	HR Manager
10.	Mr. Rajashekar Naroju (Appointed w.e.f. 27 th August, 2025)	VP Information Technology

During the year under review, following changes have taken place under the Senior Management list;

- Ms. Shalmali Mayekar ceased to be HR Zonal Manager w.e.f. 25th August, 2024
- Mr. Chirag Parmar ceased to be Company Secretary and Compliance Officer w.e.f. 25th March, 2025 and subsequently he is reappointed as Company Secretary and Compliance Officer w.e.f 7th June, 2025.

Remuneration of directors:

a. All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity:

During the year, non-executive directors have no pecuniary relationship or transaction with the

Company, except for payment of sitting fees for attending the Board Meetings.

b. Criteria of making payments to non-executive directors.

The Non-executive Directors including Independent Directors would be paid sitting fees subject to the limits prescribed under the Act, or any amendments thereto, as may be determined by the NRC from time to time, for attending each meeting(s) of the Board and Committees thereof. Directors shall be reimbursed any travel or other expenses, incurred by them, for attending the Board and Committee meetings. The criteria for making payment to Non-Executive Directors is available on the website of the Company at <https://mangalfincorp.com/investorZone.aspx>.

The sitting fees paid to the Non-Executive directors during financial year 2024-25 is stated below;

Name of the Directors	Total sitting fees paid (₹ in Lakhs)
Mr. Sujan Sinha	1.00
Mr. Ramanathan Annamalai	1.00
Mr. Subramanayam Ganesh	1.25
Mr. Sriram Sankarnarayanan	1.25
Ms. Vineeta Patel	1.25
Total	5.75

c. Remuneration to Executive directors

The remuneration paid to Managing director and Executive directors are in accordance with the terms approved by the Members of the Company. The details of Managerial remuneration paid to these Directors during the financial year 2024-25 are as under;

Sr. No.	Components	Mr. Meghraj Jain	Mr. Nilesh Jain	Mr. Hardik Jain
1.	All elements of remuneration package such as salary, benefits, bonuses, PF, pension and commission (if any), etc	Salary - ₹ 30 Lakhs	Salary - ₹ 22.54 Lakhs	Salary - ₹ 48 Lakhs
2.	Details of fixed component and performance linked incentives along with the performance criteria	Mr. Meghraj Jain is entitled for remuneration with his fixed salary of ₹ 30 lakhs per annum.	Mr. Nilesh Jain is entitled for remuneration with his fixed salary of ₹ 22.54 lakhs per annum.	Mr. Hardik Jain is entitled for remuneration with his fixed salary of ₹ 48 lakhs per annum.
3.	Service Contract	In accordance with the terms approved by the members of the Company	In accordance with the terms approved by the members of the Company	In accordance with the terms approved by the members of the Company
4.	Notice Period	Nil	Nil	Nil
5.	Severance fees	Nil	Nil	Nil
6.	Stock Option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	The Company does not have any Employee Stock Option Scheme		

General Body Meeting

The particulars of the last three Annual General Meetings of the Company are as under:

Financial Year	Day and Date	Venue	Time	Special Resolutions Passed
2023-24	Wednesday, 25.09.2025	Meeting conducted through VC / OAVM pursuant to the MCA Circular	11.30 A.M.	1. Re-appointment of Mr. Meghraj Sohanlal Jain (DIN : 01311041) as Chairman and Managing Director along with revision of remuneration; 2. Approval for Material Related Party Transactions with Mr. Meghraj Jain; 3. Approval for Material Related Party Transactions with Mr. Hardik Jain; 4. Revision in remuneration of Mr. Nilesh Jain (DIN : 08788781), Executive Director (designated as Executive Director and Chief Financial Officer) of the Company; 5. Transfer of Contingency Reserve and Investment Reserve to Capital Reserve

Financial Year	Day and Date	Venue	Time	Special Resolutions Passed
2022-23	Friday, 22.09.2023	Meeting conducted through VC / OAVM pursuant to the MCA Circular	11.00 A.M.	1. To re-appoint Ms. Nirupama Charuhas Khandke, as an Independent Director of the Company; 2. To re-appoint Mr. Subramanyam Ganesh, as an Independent Director of the Company; 3. To re-appoint Mr. Ramanathan Annamalai, as an Independent Director of the Company; 4. To approve to increase overall borrowing limit under Section 180(1)(c) of the Companies Act, 2013 from ₹ 500 Crores to ₹ 750 Crores or the aggregate of paid up capital and free reserves of the Company, whichever is higher; 5. Authorization to sell, lease, charge and/or mortgage property of the Company under Section 180(1)(a) of the Companies Act, 2013; 6. To consider and approve raising of funds for the Company; 7. Alteration of Memorandum of Association of the Company.
2021-22	Friday, 30.09.2022	Meeting conducted through VC / OAVM pursuant to the MCA Circular	11:00 A.M.	No Special Resolution was passed

Location and time of Extra Ordinary General Meeting

During the year under review, no Extra Ordinary General Meeting was convened by the Company.

Postal Ballot

During the year under review, the Company has not passed any resolution through Postal Ballot. Further, as on the date of this Report, no resolution is proposed to be passed through Postal Ballot from the closure of the financial year till the date of this Report.

Means of Communication

The Company, from time to time and as may be required, interacts with its shareholders and stakeholders through multiple channels of communication through:

- The quarterly, half yearly and annual results are communicated to all the members of the Company by publishing in English and Marathi National dailies namely Pratakhal Marathi and News Hub, respectively;
- All periodical compliance filings like shareholding pattern, Integrated Governance Report, Integrated Financials among others are also filed electronically on the online portal of BSE Limited and National Stock Exchange of India Limited (collectively referred to as "Stock Exchanges");
- The Company also publishes certain key Notices in Pratakhal Marathi and News Hub English Newspapers;
- The Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 and 51 read with Part 'A' and Part 'B' of Schedule III of the SEBI Listing Regulations

including material information having a bearing on the performance/operations of the Company and other price sensitive information. The Company also files various compliances and other disclosures required to be filed electronically on the online portal of Stock Exchanges	1/P/CIR/2023/131 dated 31 st July, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.
- The Company informs the Stock Exchanges all price sensitive matters or such other matters which are material and of relevance to the shareholders; - The Company has provided a dedicated e-mail address under its Vigil Mechanism, for reporting concerns by all employees, directors, customers, dealers, vendors, suppliers or other stakeholders associated with the Company. - The Financial Statements and all the disclosures disseminated under Regulation 46 of the SEBI Listing Regulations are also displayed on the website of the Company www.mangalfincorp.com; - The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status; - Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/ OIAE_IAD-	SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/135 dated 4th August, 2023, has further clarified that the investor shall first take up his/her/ their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal https://scores.sebi.gov.in/ in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal. The SMART ODR Portal can be accessed at: https://smartodr.in/login. - The Company's website is a comprehensive reference on the organisation's management, vision, mission, policies, corporate governance, corporate social responsibility, sustainability, investors, corporate benefits, products and services, updates and news.

General Shareholders Information

The Corporate Identity Number (CIN)	L65990MH1961PLC012227
Annual General Meeting for the Financial Year 2023-24	63 rd Annual General Meeting Date: 25 th September, 2025 Day: Thursday Time: 12:30 P.M. Mode of conducting the meeting: Video conferencing / other audio visual means
Financial year	1 st April, 2024 to 31 st March, 2025
Date of book closure	Thursday, 18 th September, 2025 to Thursday, 25 th September, 2025 (both dates are inclusive)
Record Date	Wednesday, 17 th September, 2025
Dividend payment date	Final Dividend for financial year 2024-25, if approved by the shareholders of the Company will be paid on or before 24 th October, 2025

Listings on Stock Exchanges	The BSE Limited Phiroze Jeejeeboy Towers, Dalal Streets, Fort, Mumbai – 400 001 The National Stock Exchange of India Limited Exchange plaza, Bandra Kurla Complex, Bandra (East), Mumbai : 400 051
Scrip Code	505850
Scrip Symbol	MANCREDIT
ISIN No.	INE545L01039
Payment of Annual Listing Fees	Annual Listing Fees for the financial year 2025-26 has been paid by the Company to BSE Limited and National Stock Exchange of India Limited, within a given timeframe.
In case the Securities are Suspended from Trading, the Directors Report shall explain the Reason thereof	None of the Company's securities have been suspended from trading.
Registrars & Transfer Agents	MUFG Intime India Pvt. Ltd. (formerly known as Link Intime India Pvt. Ltd.) Add.: C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 Tel.: 022-4918 6000 Fax: 022-4918 6060 Email id: rnt.helpdesk@in.mpms.mufg.com
Debenture Trustee	Catalyst Trusteeship Limited Add: 901, 9 th Floor, Tower-B, Peninsula Bussiness Park, Senapati Bapat Marg, Lower Parel (W), Mumbai-400013. Tel: +91 (022) 4922 0555 Email id: dt.mumbai@ctltrustee.com
Share Transfer System	In terms of the SEBI Listing Regulations w.e.f April 1, 2019, the Equity Shares of the Company can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities, which shall be approved by the Stakeholders Relationship Committee.
Nomination Facility for Shareholding	As per the provisions of the Companies Act, 2013, facility for making nominations is available for shareholders, in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Share Transfer agent of the Company.
Dematerialization of Shares	Equity shares of the Company are available for trading in dematerialised form under both the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited. 1,93,28,986 equity shares of the Company (98.80%) of the equity share capital of the Company) were held in dematerialized form as on 31 st March, 2025
Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity	As on 31 st March, 2025, 15,50,000 Convertible Equity Warrants issued during the previous reporting period were outstanding, which shall be converted into equal number equity shares upon the conversion. There are no outstanding Global Depository Receipts or American Depository Receipts or any other convertible instruments as on 31 st March, 2025.
Commodity Price Risk or Foreign Exchange Risk and Hedging Activities	Your Company does not deal in any commodity and Foreign Exchange, hence the disclosure pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2018/0000000141 dated 15 th November, 2018 is not required to be furnished by the Company.

Plant Location	In view of the nature of business activities carried on by the Company, the Company operates from various offices/branches in India and does not have any manufacturing plant.									
Unclaimed Dividends	Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary & Compliance Officer, at the Company's registered office. Members are requested to note that, in terms of Sections 124 and 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended from time to time, dividends which remain unpaid/unclaimed over a period of 7 years will have to be transferred by the Company to Investor Education and Protection Fund Authority ('IEPF Authority') of the Central Government. Once the unpaid/ unclaimed dividend or the shares are transferred to IEPF Authority, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents to the Registered Office of the Company for verification of the claim.									
Address for Correspondence	Mr. Chirag Parmar Company Secretary & Compliance Officer 1701/1702, 17th Floor., 'A' Wing, Lotus Corporate Park, Western Express Highway, Goregaon (E), Mumbai-400063, Maharashtra, India Tel.: 022-42461300; Email: cs@mangalfincorp.com / compliance@mangalfincorp.com									
List of all credit ratings obtained during the financial year including revisions thereto.	<table><tr><td colspan="2">CRISIL Ratings Limited</td></tr><tr><td>Particulars</td><td>Rating</td></tr><tr><td>Bank Loan Facilities for ₹ 200 Crore (enhanced from ₹ 75 Crore) (reaffirmed)</td><td>CRISIL BBB/Stable</td></tr><tr><td>Non Convertible Debentures for ₹ 50 Crore (enhanced from ₹ 18 Crore)</td><td>CRISIL BBB/Stable</td></tr></table>		CRISIL Ratings Limited		Particulars	Rating	Bank Loan Facilities for ₹ 200 Crore (enhanced from ₹ 75 Crore) (reaffirmed)	CRISIL BBB/Stable	Non Convertible Debentures for ₹ 50 Crore (enhanced from ₹ 18 Crore)	CRISIL BBB/Stable
CRISIL Ratings Limited										
Particulars	Rating									
Bank Loan Facilities for ₹ 200 Crore (enhanced from ₹ 75 Crore) (reaffirmed)	CRISIL BBB/Stable									
Non Convertible Debentures for ₹ 50 Crore (enhanced from ₹ 18 Crore)	CRISIL BBB/Stable									
Dispute Resolution Mechanism	SEBI, vide its Circular dated 30th May, 2022, issued a Standard Operating Procedure (SOP) for dispute resolution under the stock exchange arbitration mechanism for disputes between a listed company and/or registrars to an issue and share transfer agents and its shareholder(s)/ investor(s). SEBI vide its Circular dated 27th January, 2023, has decided to enhance the awareness of investors about the availability of arbitration facility at Stock Exchange for their dispute, if any, against listed companies / RTAs. Accordingly, Company has duly sent Emails as well as SMS to physical shareholders wherever emails and valid mobile numbers were updated.									

Distribution of shareholding (Shares)

The distribution of the shareholding of the Equity Shares of the Company by size and by ownership class as on 31st March, 2025 are given below:

A. Shareholding pattern by size as on 31st March, 2025;

Sr. No	Shareholding of Shares	Number of Shareholders	% of Total Shareholders	Shares	% of Total Share Capital
1	1 to 500	2,771	79.81	3,92,787	2.01
2	501 to 1000	300	8.64	2,31,825	1.19
3	1001 to 2000	126	3.63	1,87,969	0.96
4	2001 to 3000	55	1.58	1,41,785	0.72
5	3001 to 4000	31	0.89	1,07,755	0.55
6	4001 to 5000	21	0.60	95,787	0.49
7	5001 to 10000	51	1.47	3,86,177	1.97
8	10001 to 9999999999	117	3.37	1,80,19,901	92.11
	TOTAL :	3,472	100.00	1,95,63,986	100.00

B. Shareholding pattern by ownership as on 31st March, 2025;

Sr. No.	Category of shareholder	Number of shareholders	Total number of shares	Percentage of the total paid up capital
(A)	Shareholding of Promoter and Promoter Group			
(1)	Indian	9	1,01,15,847	51.71
(2)	Foreign	0	0	0.00
	Total Shareholding of Promoter and Promoter Group	9	1,01,15,847	51.71
(B)	Public Shareholding			
(1)	Institutions (Domestic)	2	1,500	0.01
(2)	Institutions (Foreign)	2	43	0.00
(3)	Central Government/ State Government(s)/ President of India	0	0	0.00
(4)	Non Institutions	0	0	0.00
(5)	Investor Education and Protection Fund	1	4,17,120	2.13
(6)	Resident Individuals	3,316	48,42,009	22.93
(7)	Bodies Corporate	28	33,06,838	16.90
(8)	Any Other	114	8,80,629	4.50
	Total Public Shareholding	3,463	94,48,139	48.29
(C)	Non Promoter-Non Public	0	0	0
(D)	Shares underlying DRs	0	0	0
(E)	Shares held by Employee Trust	0	0	0
	Total (A) + (B) + (C) + (D) + (E)	3,472	1,95,63,986	100.00

Other Disclosure

- a) During the year under review, all the related party transactions that were entered into during the financial year were on an arm's length basis and were usually in the ordinary course of business. The Company has not entered into materially significant related party transactions that may have potential conflict with the interest of the Company entity at large. All the related party transactions are placed before the Audit Committee. Disclosure of transactions with related parties is provided in notes to the financial statements, forming part of the Annual Report;

b) During the year under review, the Company has broadly complied with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable rules and regulations as prescribed by SEBI, Stock Exchanges, and other statutory authorities relating to the capital markets. However, it is pertinent to note that during the financial year, a monetary penalty of ₹11,800/- (inclusive of GST @18%) was levied each by BSE Limited and National Stock Exchange of India Limited for delayed compliance of Regulation 29(2)/(3) of SEBI (LODR) Regulations, 2015, relating to prior intimation of Board meeting. The Company had submitted necessary clarifications to the respective Stock Exchanges within the prescribed timelines and paid the penalty amounts within the stipulated period. Further, during the financial year 2022-23, a fine was paid to BSE Limited for a delay in furnishing prior intimation of a Board Meeting under the SEBI (LODR) Regulations;

c) The Vigil Mechanism and the Whistle Blower policy are duly established and none of the personnel have been denied to access to the Audit Committee for any of their grievances;

d) The internal auditors of the Company report directly to the Audit Committee of the Board;

e) Audit Report on the financial statements of the Company for the financial year ended March 31, 2025 is unqualified;

f) The quarterly, half yearly and annual financial results of the Company are published in newspapers on all India basis and are also posted on the Company's website, these are not sent

individually to the shareholders of the Company. Further, significant events are informed to the Stock Exchanges from time to time and then the same is also posted on the website of the Company under the 'Investors' section. The complete Annual Report is sent to every Shareholder of the Company through electronic mode at email ids registered with the Company;

g) The 'Policy on Materiality of Related Party Transactions' as approved by the Board is available on the Company's website at <https://mangalfincorp.com/investorZone.aspx>;

h) Disclosures pertaining to commodity price risks and commodity hedging activities are not applicable to the Company;

i) During the year under review, the Company has not raised funds through preferential allotment or qualified institutional placement;

j) A certificate from a Company Secretary in practice pursuant to Regulation 34(3) read with Clause 10 (i) of Paragraph C of Schedule V of the SEBI Listing Regulations certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India, or any such Statutory Authority is annexed to this Corporate Governance Report;

k) The Company is in compliance with the Guidelines issued by SEBI vide its letter No. SEBI/HO/MIRSD/POD-1/OW/P/2022/64923 dated December 30, 2022, with respect to procedural aspects of 'Suspense Escrow Demat Account' to be opened by listed entities pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/6 dated January 25, 2022, latest by January 31, 2023;

l) All the recommendations of the various committees were accepted by the Board;

m) The Company has paid ₹ 5.50 Lakh (exclusive of applicable taxes) as Statutory Audit fees (including Limited Review) to M/s. Bhagwagar Dalal & Doshi, Chartered Accountants by the Company;

n) The following is a summary of Sexual Harassment complaint(s) received and disposed off during the year 2024-25, pursuant to the Sexual Harassment

- of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder:

 - number of complaints pending at the beginning of the financial year: **Nil**
 - number of complaints filed during the financial year: **Nil**
 - number of complaints disposed off during the financial year: **Nil**
 - number of complaints pending as on end of the financial year: **Nil**

o) During the year under review, there have been no loans and advances extended by the Company in the nature of loans to any firms or companies where the Directors of the Company hold an interest;

p) During the financial year, your company did not have any subsidiary company, accordingly the disclosures relating to the date and place of incorporation and the date of appointment of the statutory auditors of subsidiary company are not applicable to the Company;

q) There is no such agreement entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company among themselves or with the third party, solely or jointly, whose purpose and effect is to impact the management or control of the Company or impose any restriction or create any liability upon the Company.

For and on behalf of the Board of Directors

Sd/-
Meghraj Sohanlal Jain
Chairman and Managing Director
DIN: 01311041

Place: Mumbai
Date: 5th August, 2025

Sd/-
Hardik Jain
Executive Director
DIN: 07871480

Place: Mumbai
Date: 5th August, 2025

Annexure-A1

CERTIFICATE ON CORPORATE GOVERNANCE

[In terms of Regulation 34(3) and Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
**The Members of
Mangal Credit and Fincorp Limited**
1701/1702, 17th Floor, A Wing, Lotus Corporate Park,
Off Western Express Highway, Goregaon (East),
Mumbai: 400063.

I have examined the compliance of conditions of Corporate Governance by **Mangal Credit and Fincorp Limited** for the year ended on 31st March 2025, as stipulated in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

The Compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In my opinion and to the best of information and according to the explanations given to me, the representation made by the directors and management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para-C and D of Schedule V of the SEBI Listing Regulations.

I further state that such compliance is neither an assurance as to the future viability of the Company, nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Vijay S. Tiwari & Associates**
Practising Company Secretaries

Sd/-
Vijay Kumar Tiwari
Proprietor
ACS: 33084
COP: 12220
Peer Review Certificate No.: 1679/2022
UDIN: A033084G000937130

Date: 5th August, 2025
Place: Mumbai

Annexure-A2

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To
**The Members,
Mangal Credit and Fincorp Limited**
1701 / 1702, 17th Floor, ‘A’ Wing, Lotus Corporate Park,
Off Western Express Highway, Goregaon (East),
Mumbai: 400063.

Subject: Certificate in pursuance of paragraph number C. 10(I) of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ending on 31st March, 2025.

Dear Sir/Madam,

In pursuance of sub-clause (i) of clause 10 of Part C of Schedule V of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) listed entity is requires to disclose in its annual report the certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

As on date of issue of this certificate, the Board of Directors of Mangal Credit and Fincorp Limited (“the Company”), a listed entity, is comprised of following Directors.

Sr. No.	DIN	Name of Director	Designation	Appointment Date
1.	01311041	Mr. Meghraj Sohanlal Jain	Chairman & Managing Director	14.08.2013
2.	07871480	Mr. Hardik Meghraj Jain	Executive Director	10.01.2024
3.	08788781	Mr. Nilesh Jain	Executive Director	30.10.2021
4.	02645247	Mr. Ramanathan Annamalai	Non-Executive Independent Director	06.07.2018
5.	01718431	Mr. Subramanyam Ganesh	Non-Executive Independent Director	14.11.2018
6.	00146563	Mr. Sriram Sankaranarayanan	Non-Executive Independent Director	11.11.2020
7.	07151087	Ms. Vineeta Piyush Patel	Non-Executive Women Independent Director	10.01.2024
8.	02033322	Mr. Sujan Sinha	Non-Executive Non-Independent Director	11.11.2020

For the purpose, I have considered and examined annual submissions made by each Director of the Company in pursuance of provisions of section to section 164(2) read with rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014, relevant information as displayed on the website of the Securities and Exchange Board of India as well on the website of the Ministry of Corporate Affairs and information generally available on public domain.

And based on above; I state that none of the Directors on the board of the Company has been debarred or disqualified from being appointed or continuing as director of companies for the financial year ending on 31st March, 2025 by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

For Vijay S. Tiwari & Associates
Practising Company Secretaries

Sd/-
Vijay Kumar Tiwari
Proprietor
ACS: 33084
COP: 12220
Peer Review Certificate No.: 1679/2022
UDIN: A033084G000937163

Date: 5th August, 2025
Place: Mumbai

Annexure-A3

DECLARATION ON COMPLIANCE OF CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT

In accordance with the provisions of Regulation 34(3) read with Paragraph D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the Members of the Board of Directors and the Senior Management Personnel have affirmed compliance with the Company's Code of Conduct for the year ended 31st March, 2025.

For Mangal Credit and Fincorp Limited

Sd/-
Meghraj Sohanlal Jain
Chairman and Managing Director
DIN: 01311041

Place: Mumbai
Date: 15th May, 2025

Annexure B

Annexure-A4

Compliance certificate under Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
Board of Directors
Mangal Credit and Fincorp Limited
1701 / 1702, Lotus Corporate Park,
Western Express Highway, Goregaon (East),
Mumbai: 400063.

We, **Meghraj Sohanlal Jain**, Chairman & Managing Director and **Nilesh Jain**, Executive Director & Chief Financial Officer of the Company hereby certify that:

- A. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2025 and that to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative to the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting, and there have been no deficiencies in the design or operation of such internal controls, of which we are aware.
- D. We have indicated to the Auditors and the Audit Committee:
- i. Significant changes, if any, in the internal control over financial reporting during the year;
 - ii. Significant changes, if any, in accounting policies during the year under review, and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud, if any, of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Mangal Credit and Fincorp Limited**

Sd/-
Meghraj Sohanlal Jain
Chairman & Managing Director
DIN: 01311041

Date: 15th May, 2025
Place: Mumbai

Sd/-
Nilesh Jain
Executive Director and Chief Financial Officer
DIN: 08788781

Date: 15th May, 2025
Place: Mumbai

Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Mangal Credit and Fincorp Limited
1701/1702, 17th Floor, 'A' Wing, Lotus Corporate Park,
Western Express Highway, Goregaon (East),
Mumbai-400063, Maharashtra, India.

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

Auditor's Responsibility:

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

Due to the inherent limitations of audit including internal, financial and operating controls, there is an unavoidable risk that some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards."

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- b. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable during the year under review**
 - f. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the year under review.**
 - g. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable during the year under review.**
 - h. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
 - i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable during the year under review.**
 - j. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review.**
- (vi) As confirmed by the management, there are no sector/Industry-specific laws that are applicable specifically to the company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

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

- As per Regulation 29(2) & 29(3) of SEBI (LODR) Regulations, 2015, Board Meeting Intimation dated 15th March, 2025 is delayed by 1 day.

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in compliance with the provisions of the Act and Rules made thereunder and Secretarial Standards on Board Meetings, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

During the period under review, decisions were carried out with unanimous approval of the Board and no dissenting views were observed, while reviewing the minutes.

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

I further report that during the audit period the Company has not undertaken any event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, acts, rules, regulations, circulars, notifications, directions, guidelines, standards.

For Vijay S. Tiwari & Associates
Practicing Company Secretaries

Sd/-
Vijay Kumar Tiwari
Proprietor
COP No. 12220
M. No. A33084
Peer Review Certificate No.: 1679/2022
UDIN: A033084G000937097

Date: 5th August, 2025
Place: Mumbai

Annexure C

Annexure-I

To,
The Members,
Mangal Credit and Fincorp Limited
1701/1702, 17th Floor, 'A' Wing, Lotus Corporate Park,
Western Express Highway, Goregaon (East),
Mumbai-400063, Maharashtra, India.

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Vijay S. Tiwari & Associates
Practicing Company Secretaries

Sd/-
Vijaykumar Tiwari
Proprietor
COP No. 12220
M. No. 33084
Peer Review Certificate No.: 1679/2022
UDIN: A033084G000937097

Date: 5th August, 2025
Place: Mumbai

Secretarial Compliance Report of Mangal Credit and Fincorp Limited for the financial year ended 31st March, 2025

I have examined:

- a) all the documents and records made available to us and explanation provided by Mangal Credit and Fincorp Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2025 ("Review Period") in respect of compliance with the provisions of:
 - the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) (Other regulations as applicable) and circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations / Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	The Listed entity has complied with all the applicable secretarial standards under companies act, 2013.
2.	Adoption and timely updation of the Policies: - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities - All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	The Listed entity has adopted and updation of all the applicable policies as SEBI Regulations.
3.	Maintenance and disclosures on Website: - The Listed entity is maintaining a functional website - Timely dissemination of the documents/ information under a separate section on the website - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	The Listed entity has maintained and disclose all the required details on Website as per Regulation 46 of SEBI (LODR), 2015.
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None of the Directors of the Listed entity is disqualified under Section 164 of the Companies Act, 2013.
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The Listed entity does not have any subsidiary company.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	The Listed entity has maintained proper records of all the documents as prescribed under SEBI Regulations.
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	The Listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	The Listed entity has obtained prior Approval of Audit committee for all related party transactions.

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations / Remarks by PCS*
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	The listed entity has provided all the required disclosure(s) under Regulation 30 of SEBI (LODR), 2015.
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The Listed Entity is properly complied with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
11.	Actions taken by SEBI or Stock Exchange(s), if any: Action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	The Listed entity has failed to file the board intimation on time for the Board Meeting dated 15 th March, 2025.
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.		-

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations / Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	Not Applicable	

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations / Remarks by PCS*
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	Not Applicable	
	b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / Explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	Not Applicable	
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/ CMD1/114/2019 dated 18 th October, 2019.	Not Applicable	

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

(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: **Not Applicable**

Sr. No.	Com- pliance Require- ment (Regu- lations/ circulars/guide- lines including specific clause)	Regu- lation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Obser- vations/ Remarks of the Practicing Company Secretary	Man- age- ment Re- sponse	Re- marks
1	Reg-29(2) and 29(3)	Reg-29(2) and 29(3)	The Listed Entity has file the Board Meeting Intimation dated 15 th March, 2025 delayed by 1 day	BSE & NSE	Fine	Violation Of Reg- 29(2) and 29(3) of Sebi LODR	10000/- for BSE and 10000/- for NSE	The Management confirm that they will ensure timely filing next time.	The Management confirm that they will ensure timely filing next time.	Payment of the Penalty is paid by the company.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

Sr. No.	Com- pliance Require- ment (Regu- lations/ circulars/guide- lines including specific clause)	Regu- lation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Obser- vations/ Remarks of the Practicing Company Secretary	Man- age- ment Re- sponse	Re- marks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					

Vijay S. Tiwari & Associates
Practicing Company Secretaries

Sd/-
Vijay Kumar Tiwari
Proprietor
Mem. No. 33084
CP No. 12220
UDIN: A033084G000362776
PR No: 1679/2022

Date: 15th May, 2025
Place: Mumbai

Annexure D

Details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the Financial Year ended 31st March, 2025:

I. The ratio of the remuneration of each Director to the median remuneration of the Employees for the financial year

- Mr. Meghraj Sohanlal Jain – 10x
- Mr. Nilesh Jain – 8x
- Mr. Hardik Jain –17x

Note: The aforesaid directors does not include Independent Directors and Non-Executive Director as they are paid by way of sitting fees only.

II. The percentage increase in remuneration of each Director, CFO, CEO, CS in the financial year

- Mr. Meghraj Sohanlal Jain (Managing Director): Nil
- Mr. Nilesh Jain- (Executive Director & CFO): 15.58%
- Mr. Hardik Jain (Executive Director): Nil
- Mr. Chirag Parmar (Company Secretary): 5.26

III. The percentage increase in the median remuneration of Employees in the financial year

The median remuneration of the employees of the Company increased by 54% in the financial year.

IV. The number of permanent Employees on the rolls of the Company

There were 124 permanent employees on the rolls of the Company as on 31st March, 2025.

V. Average percentile increase already made in the salaries of Employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

Average percentile increase for Managerial Personnel for the financial year –refer Point. II of this Annexure.

Average percentile increase for employees other than the Managerial Personnel for the financial year – Refer Point no. III of this Annexure.

The average increase in the remuneration of employees compared to the increase in remuneration of Managerial Personnel is in line with the market bench mark study. There is no exceptional increase in the Managerial Remuneration.

VI. Affirmation that the remuneration is as per the remuneration policy of the Company

Yes, it is confirmed.

*Remuneration for financial year 2023-2024 & 2024-2025 has been annualized for the purpose of comparison.

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

The statement containing particulars of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, will be made available during 21 days before the Annual General Meeting in electronic mode to any Shareholder upon request sent at the Email ID: compliance@mangalfincorp.com

For and on behalf of the Board of Directors

Sd/-
Meghraj Sohanlal Jain
Chairman and Managing Director
DIN: 01311041

Place: Mumbai
Date: 5th August, 2025

Sd/-
Hardik Jain
Executive Director
DIN: 07871480

Place: Mumbai
Date: 5th August, 2025

Annexure E

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2024-25

1. A brief outline of the Company's CSR Policy:

The Company has set high ethical standards for all its dealings and believes in inspiring trust and confidence. Moreover your company firmly believes that it has a commitment towards its stakeholders, customers, employees, and the community in which it operates, and it can fulfil this commitment only by sustainable and inclusive growth. The Company aims to improve the quality of life through its positive intervention in the community.

The CSR policy has been laid out for the Company to comply with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. We, at Mangal Credit and Fincorp Limited are committed to spending 2% of the average net profits for the preceding three financial years on CSR projects/ programs related to activities specified in Schedule VII to the Companies Act, 2013 or such activities as may be notified from time to time.

The committee has adopted CSR Policy and the same is uploaded on the Company's website at <https://mangalfincorp.com/investerZone.aspx>

2. The Composition of the CSR Committee as on 31st March, 2025:

Name of the Member	Designation in Committee	Number of meeting(s) of CSR Committee held during the year	No. of meeting(s) of CSR Committee attended during the year
Ms. Vinita Piyush Patel	Chairperson	1	1
Mr. Subramanyam Ganesh	Member	1	1
Mr. Meghraj Jain	Member	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

Composition of CSR Committee and CSR Policy: <https://mangalfincorp.com/investerZone.aspx>

CSR Projects: <https://mangalfincorp.com/csrActivity.aspx>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable:

Not Applicable for the financial year under review

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

Not Applicable for the financial year under review

6. Average net profit of the Company as per Sec. 135(5) for last three financial years:

₹ 12,00,31,772/-

7. (a) Two percent of average net profit of the company as per section 135(5): ₹ 24,00,635/-
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
(c) Amount required to be set off for the financial year, if any: Nil
(d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 24,00,635/-

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

Total Amount Spent for the Financial Year. (In ₹)	Amount Unspent (in ₹)	
	Total Amount transferred to Unspent CSR Account as per section 135(6).	Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).
₹ 24,00,635/-	NIL	NIL

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

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No	CSR project or activity identified	Sector in which the Project is covered	Projects or programs Local area or other Specify the State and district where projects or programs were undertaken	Amount outlay (budget) project or program wise	Amount spent on the projects or programs Sub-heads: Direct Expenditure on projects or programs. Overheads:	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency.
1	Promotion of Education	Education and Skill development	Contribution to Charitable Trust	₹ 24,00,635/-	₹ 24,00,635/-	₹ 24,00,635/-	Amount was spent Directly

- (d) Amount spent in Administrative Overheads: **Nil**
(e) Amount spent on Impact Assessment, if applicable: **Not Applicable**
(f) Total amount spent for the financial year (8b+8c+8d+8e): ₹ 24,00,635/-
(g) Excess amount for set off, if any: **Not Applicable for the financial year under review**
9. (a) Details of Unspent CSR amount for the preceding three financial years: **Nil**
(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **Nil**

INDEPENDENT AUDITOR’S REPORT

- 10.** In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: (asset-wise details).
- (a) Date of creation or acquisition of the capital asset(s). **Not Applicable**
 - (b) Amount of CSR spent for creation or acquisition of capital asset. **Not Applicable**
 - (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. **Not Applicable**
 - (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). **Not Applicable**
- 11.** Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). – **Not applicable**

For and on behalf of the Board of Directors

Sd/-
Meghraj Sohanlal Jain
Chairman and Managing Director
DIN: 01311041

Place: Mumbai
Date: 5th August, 2025

Sd/-
Hardik Jain
Executive Director
DIN: 07871480

Place: Mumbai
Date: 5th August, 2025

To
The Members,
Mangal Credit and Fincorp Limited

Report on the Audit of the Financial Statements

1. Opinion

We have audited the accompanying Financial Statements of Mangal Credit and Fincorp Limited (“the Company”), which comprise the Balance Sheet as at March 31st, 2025 and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flows Statement and the Statement of Changes in Equity for the year then ended, and notes to the Financial Statements, including a summary of material 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 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 31st, 2025 and its profit, total comprehensive income, its cash flows and the changes in equity for the year then ended.

2. 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 in paragraph 6 below 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 obtained by us is sufficient and appropriate to provide a basis for our opinion on the Financial Statements.

3. Key Audit Matters

Key audit matters are those matters which, 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 matter described below to be the key audit matter to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
The Company recognises Expected Credit Losses (ECL) on loan assets under IND AS 109 “Financial Instruments” based on the Expected Credit Loss model developed by the Company. The estimation of expected credit loss on financial instruments involves significant judgement and estimates. Key estimates involve determining Exposure at Default (EAD), Probability at Default (PD) and Loss Given Default (LGD) using historical information and Management risk assessment of present underlying financial assets. Hence, we have considered the estimation of ECL as a Key Audit Matter.	Our audit incorporated the following procedures with regard to ECL: - - Assessed the accounting policy for impairment of financial assets and its compliance with IND AS 109. - Obtained an understanding of the Company’s ECL calculation and the underlying assumptions. - Tested the design and effectiveness of internal controls over the completeness and accuracy information used in the estimation of PD and LGD. - Sample testing of the accuracy and appropriateness of information used in the estimation of PD and LGD. - Tested the arithmetical accuracy of the computation of PD and LGD and also performed analytical procedures to verify the reasonableness of the computation. - Reconciled the total financial assets considered for ECL estimation with the books of accounts to ensure the completeness. - Assessed the adequacy and appropriateness of the presentation and disclosures in compliance with the applicable Ind AS.

INDEPENDENT AUDITOR’S REPORT

4. Information Other than the Financial Statements and Auditor’s Report thereon

The Company’s Management and Board of Directors are responsible for other information. Other information comprises the information included in the Annual Report, but does not include the Financial Statements and our auditor’s report thereon. Other information comprises the information included in the Annual Report are expected to be made available to us after the date of this auditor’s report.

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

In connection with our audit of the Financial Statements, our responsibility is to read the other information 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 other information comprising the information included in the Annual Report and we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

5. Management’s Responsibility for the Financial Statements

The Company’s Management and Board of Directors are 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, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate 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 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Company’s Board of Directors are also responsible for overseeing the Company’s financial reporting process.

6. 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 scepticism 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the

INDEPENDENT AUDITOR’S REPORT

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

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statement may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the 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.

7. Report on other Legal and Regulatory Requirements

- As required by Section 143(3) of the Act, based on our audit we report that:
 - 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.
 - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flows Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
 - In our opinion, the aforesaid Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - On the basis of the written representations received from the directors as on April 01st, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

INDEPENDENT AUDITOR’S REPORT

(f) 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 “A”. 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 other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended: in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us: i) The Company has disclosed the impact, if any, of pending litigations as at 31st March, 2025 on its financial position in its Financial Statements – Refer Note 32 to the Financial Statements; ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; iii) There has been no delay in transferring amounts, 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 it’s knowledge and belief, as disclosed in the notes to accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), 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 by or on behalf of the Company (“Ultimate Beneficiaries”) or - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. (b) The management has represented, that, to the best of it’s knowledge and belief, as disclosed in the notes to accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall: - 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 the audit procedures performed 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), as provided under (iv) (a) and (b) above, contain any material mis-statement. (v) (a) The dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable. (b) The Board of Directors of the Company have proposed dividend for the year which is subject to the approval of the members at the ensuing Annual General
--	---

INDEPENDENT AUDITOR’S REPORT

Meeting. The amount of dividend proposed is in accordance with Section 123 of the Act, as applicable. (vi) Based on our examination, which included test checks, the Company has used an accounting software for maintaining its books of account (to the extent records maintained in electronic mode) for the financial year ended March 31st, 2025 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 features being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention. 2) 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 “B”, a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
UDIN: 25124528BMOKQZ3826 Place: Mumbai Date: 15th May, 2025	For Bhagwagar Dalal & Doshi Chartered Accountants Firm Registration No. 128093W Sd/- Jatin V. Dalal Partner Membership No. 124528

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

Referred to in paragraph (1) (f) under the “Report on other Legal and Regulatory Requirements” in the Independent Auditor’s Report of even date to the members of Mangal Credit and Fincorp Limited.

1. Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

We have audited the internal financial controls with reference to Financial Statements of Mangal Credit and Fincorp Limited (“the Company”) as of March 31st, 2025 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

2. Management’s Responsibility for Internal Financial Controls

The Company’s management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to 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 (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

3. Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls with reference to Financial Statements. 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 with reference to Financial Statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Financial Statements included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the 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 with reference to financial statements.

4. Meaning of Internal Financial Controls with reference to Financial Statements

A company’s internal financial controls with reference to 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 Financial Statements includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

acquisition, use, or disposition of the company’s assets that could have a material effect on the Financial Statements.

5. Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to 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 Financial Statements to future periods are subject to the risk that the internal financial controls with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of

compliance with the policies or procedures may deteriorate.

6. Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to Financial Statements and such internal financial controls with reference to Financial Statements were operating effectively as at 31st March, 2025 based on the criteria with reference to Financial Statements 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 Bhagwagar Dalal & Doshi
Chartered Accountants
Firm Registration No. 128093W

Sd/-
Jatin V. Dalal
Partner
Membership No. 124528

UDIN: 25124528BMOKQZ3826
Place: Mumbai
Date: 15th May, 2025

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

Referred to in paragraph (2) under “Report on Other Legal and Regulatory Requirements” in the Independent Auditor’s Report of even date to the members of Mangal Credit and Fincorp Limited

- (i) (a) (1) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
- (2) The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) According to the information and explanations given to us and on the basis of examination of the records of the Company, the Management has carried out physical verification of Property, Plant and Equipment at the end of the year 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 noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of examination of the records of the Company including registered title deeds, we report that, the title deeds of all the immovable properties (other than immovable properties where the Company is the lessee and the Lease Agreements are duly executed in favour of the Company) disclosed in the Financial Statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of 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 the information and explanations given to us and on the basis of examination of the records of the Company, no proceeding has been initiated or is pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

- (ii) (a) The Company is Non-Banking Financial Company (NBFC) providing loans and its business does not require maintenance of inventories. Accordingly, sub clause (a) of clause 3(ii) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of examination of the records of the Company, the Company has been sanctioned working capital limits in excess of rupees five crore in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly statements or returns filed by the Company with such banks are in agreement with the books of account of the Company.
- (iii) (a) According to the information and explanations given to us and on the basis of examination of the records of the Company, the Company has not made any investments in, provided guarantee or security or advance in nature of loans, secured or unsecured, to companies, firms, limited liability partnership and other parties during the year. The principal business of the Company is to give loans. Accordingly, sub clause (a) of clause 3 (iii) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and based on the audit procedure conducted by us, we are of the opinion that the terms and conditions of the grant of all loans, during the year are not prejudicial to the interest of the Company. Further, the Company has not made investments, provided guarantee or security or advance in nature of loans during the year.
- (c) According to the information and explanations given to us and on the basis of examination of the records of the Company, in respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated. The Company, being NBFC registered under the provisions of the Reserve Bank of India Act, 1934 and in the principal business of giving loans, there are instances where the repayment of principal and payment of interest are not as per the stipulated terms.

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

- (d) According to the information and explanations given to us and on the basis of examination of the records of the Company, the details of overdue amount for more than ninety days in respect of loans given as at March 31st, 2025 are as below: -

(₹ in Lakhs)				
Loans	No of Cases	Principal Amount overdue	No of Cases	Interest Amount Overdue
Secured	21	12.97	10	2.29
Unsecured	32	281.46	1	0.06

In our opinion and according to information and explanations given to us, reasonable steps have been taken by the Company for recovery of the principal and interest.

- (e) The principal business of the Company is to give loans, hence sub clause (e) of clause 3 (iii) of the Order is not applicable to the Company.
- (f) According to the information and explanations given to us and on the basis of examination of the records of the Company, in our opinion the Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment. Accordingly, sub clause (f) clause 3 (iii) of the Order is not applicable to the Company.
- (iv) According to information and explanations given to us and on the basis of examination of the records of the Company, in our opinion the Company has complied with the provisions of sections 185 and 186 of the Act, wherever applicable, in respect of loans given and investments made. The Company has not provided any security for which the provisions of sections 185 and 186 of the Act are applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit or amount which are deemed to be deposits. Accordingly, clause 3(v) of the Order is not applicable to the Company.
- (vi) In our opinion and according to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act. Accordingly, clause 3(vi) of the Order is not applicable.

- (vii) According to the information and explanations given to us and on the basis of examination of the records of the Company, in respect of statutory dues: -

- (a) The Company has generally been regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees’ State Insurance, Income Tax, Duty of Custom, Cess and any other statutory dues applicable to it with appropriate authorities except advance Income Tax.

There were no undisputed arrears of outstanding statutory dues in respect of Goods and Service Tax, Provident Fund, Employees’ State Insurance, Income Tax, Duty of Customs, Cess and other statutory dues as at March 31st, 2025 for a period of more than six months from the date they became payable except advance Income Tax of Rs 159.46 Lakhs.

The Company does not have liability in respect of Service Tax, Duty of Excise, Sales Tax and Value Added Tax during the year since effective 01 July 2017, these statutory dues have been subsumed into Goods and Services Tax.

- (b) According to the information and explanations given to us and on the basis of examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees’ State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

(₹ in Lakhs)					
Name of the Statute	Forum where matter is pending	Period to which the amount relates	Nature of Dues	Amount	
Income Tax Act, 1961	Commissioner (Appeal)	2017-18	Income Tax	99.42	

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

- (viii) According to the information and explanations given to us and on the basis of examination of the records of the Company, the Company has not surrendered or disclosed any transaction, 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 examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowing or in the payment of interest thereon to any lender during the year. Further, loan from directors amounting to ₹ 2,307/- Lakhs as at March 31st, 2025 are without any stipulation as regards repayment.
- (b) According to the information and explanations given to us and on the basis of examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanations given to us and on the basis of examination of the records of the Company, term loans have been applied for the purpose for which loans were obtained, except pending the actual utilization for its business of providing loans, the Company has temporarily used the amount received under the term loans for general working capital of the Company.
- (d) According to the information and explanations given to us and the procedure performed by us, and on an overall examination of the Financial Statements of the Company as at March 31st, 2025, we report that no funds raised on short- term basis have been utilised for the long-term purposes.
- (e) According to information and explanations given to us and on the basis of examination of the records of the Company, we report that the Company has no subsidiary, associate or joint venture. Accordingly, sub clauses (e) & (f) of clause 3 (ix) of the Order are not applicable to the Company.
- (x) (a) According to the information and explanations given to us and on the basis of examination of the records of the Company, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, sub clause (a) of clause 3 (x) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partly or optionally) during the year. Accordingly, sub clause (b) of clause 3 (x) of the Order is not applicable to the Company.
- (xi) (a) 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, we have neither come across any instance of fraud on or by the Company noticed or reported during the year, nor have we been informed of any such instance by the management.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies, Act 2013 has been filed in Form ADT -4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) According to representation given to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us and on the basis of examination of the books and records of the Company carried out by us, all the transactions with the related parties are in compliance with the provisions of sections 177 and 188 of the Act, where applicable and the details thereof have been disclosed in the Financial Statements as required by Indian Accounting Standards.

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

- (xiv) (a) According to the information and explanations given to us, in our opinion, the Company has internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the reports of the internal auditors, issued till date, for the period under Audit.
- (xv) In our opinion and according to information and explanations given to us, the Company has not entered into any non-cash transaction with directors or persons connected with such directors and hence, provisions of section 192 of the Act are not applicable.
- (xvi) (a) The Company is Non- Banking Financial Company and is required to obtain Registration under section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained.
- (b) The Company has a valid Certificate of Registration (CoR) from Reserve Bank of India (RBI) as per the Reserve Bank of India Act, 1934 for conducting Non- Banking Financial activities and no business has been conducted by the Company without a valid CoR.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under sub clause (c) of clause 3(xvi) of the Order is not applicable to the Company.
- (d) According to the representation given to us by the Management there are no Core Investments Companies (CICs) in the group based on “Companies in the Group” as defined in the Core Investment Companies “Reserve Bank” Directions 2016. Accordingly, sub clause (d) of clause 3 (xvi) is not applicable to the Company.
- (xvii) 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, clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of examination of the financial ratios, ageing and expected date of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and the management plan and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which cause us to believe that any material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however state that this is not an assurance as to the future liability of the Company. We further state that our reporting is based on the facts upto 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 the Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule-VII to the Act or special account in compliance with the provision of sub-section (6) of section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

UDIN: 25124528BMOKQZ3826
Place: Mumbai
Date: 15th May, 2025

For Bhagwagar Dalal & Doshi
Chartered Accountants
Firm Registration No. 128093W

Sd/-
Jatin V. Dalal
Partner
Membership No. 124528

BALANCE SHEET

as at March 31,2025

		(₹ in Lakhs)	
Particulars	Note no.	As at March 31, 2025	As at March 31, 2024
ASSETS			
1 Financial Assets			
a) Cash and Cash Equivalents	4	1,183.54	631.17
b) Bank Balances other than Cash and Cash Equivalents	5	1,451.92	919.24
c) Receivables			
i) Trade Receivables		-	-
ii) Other Receivables	6	6.79	47.49
d) Loans	7	29,165.25	22,632.71
e) Investments	8	1,400.52	1,427.92
f) Other Financial Assets	9	86.96	77.37
		33,294.98	25,735.90
2 Non-Financial Assets			
a) Income Tax Assets (Net)	10	-	28.96
b) Deferred Tax Assets (Net)	11	53.60	74.74
c) Investment Property	12	1,316.11	1,316.11
d) Property, Plant and Equipment	13(A)	71.95	57.18
e) Intangible Asset under Development	13(B)	18.74	24.11
f) Right of Use Assets	13(C)	156.46	124.31
g) Intangible Assets	13(D)	2.48	1.30
h) Other Non-Financial Assets	14	25.89	16.35
		1,645.23	1,643.06
		34,940.21	27,378.96
LIABILITIES AND EQUITY			
1 Financial Liabilities			
a) Payables	15		
i) Trade Payables			
(A) total outstanding dues of Micro Enterprises and Small Enterprises		0.07	3.86
(B) total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		74.70	71.33
ii) Other Payables			
(A) total outstanding dues of Micro Enterprises and Small Enterprises		-	4.67
(B) total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		4.89	12.38
b) Debt securities		-	-
b) Borrowings (other than Debt Securities)	16	19,884.64	13,664.02
c) Lease Liabilities	17	164.46	135.77
d) Other Financial Liabilities	18	33.67	237.70
		20,162.43	14,129.73
2 Non-Financial Liabilities			
a) Current Tax Liabilities (Net)	19	427.66	314.19
b) Provisions	20	66.92	41.21
c) Other Non-Financial Liabilities	21	212.07	158.85
		706.65	514.25
3 Equity			
a) Equity Share Capital	22(A)	1,956.40	1,956.40
b) Other Equity	22(B)	12,114.73	10,778.58
		14,071.13	12,734.98
		34,940.21	27,378.96
See accompanying notes to Financial Statements		1 to 47	

As per our Report of even date
For Bhagwagar Dalal & Doshi
Chartered Accountants
FRN: 128093W

Sd/-
Jatin V. Dalal
Partner
M.No. 124528

Place: Mumbai
Date : May 15, 2025

For and on behalf of the board of directors
Mangal Credit And Fincorp Limited

Sd/-
Meghraj Jain
Managing Director
DIN: 01311041

Place: Mumbai
Date : May 15, 2025

Sd/-
Nilesh Jain
Director & CFO
DIN-08788781

Sd/-
Hardik Jain
Director
DIN:-07871480

STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2025

		(₹ in Lakhs)	
Particulars	Note No.	2024 - 25	2023 - 24
Revenue From Operations			
Interest Income	23	4,803.54	3,215.28
Fees and Commission Income	24	154.08	104.23
Other Operating Revenue		-	-
Total Revenue from Operations		4,957.62	3,319.51
Other Income	25	-	7.98
Total Income (I)		4,957.62	3,327.49
Expenses			
Finance Costs	26	1,839.24	949.51
Impairment on Financial Instruments	27	72.75	74.18
Employee Benefits Expense	28	704.15	518.08
Depreciation, Amortization and Impairment	13	123.55	71.37
Other Expenses	29	364.08	281.85
Total Expenses (II)		3,103.77	1,894.99
Profit before Exceptional Item and Tax (III= I - II)		1,853.85	1,432.50
Exceptional Item Expense (IV)		33.31	-
Profit Before Tax (V = III - IV)		1,820.54	1,432.50
Tax Expense (VI)			
Current Tax		492.04	396.00
Short Provision for Tax relating to prior years		31.00	2.14
Deferred Tax		(9.26)	(20.23)
Profit for the Year (VII = V - VI)		1,306.76	1,054.59
Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss		-	-
a) Remeasurement benefit of Defined Benefit Plans		(3.60)	0.27
b) Fair Value Gain/(Loss) on Investment in Equity Instruments through OCI		180.77	(132.44)
Income tax relating to items that will not be reclassified to Profit or Loss		(30.40)	13.60
Total Other Comprehensive Income (VIII)		146.77	(118.57)
Total Comprehensive Income for the Year (IX = VII + VIII)		1,453.53	936.02
Earning Per Equity Share of ₹ 10/- each	30		
(1) Basic (₹)		6.68	5.45
(2) Diluted (₹)		6.58	5.45
Nominal value of each ordinary share is ₹.10/-			
See accompanying notes to Financial Statements		1 to 47	

As per our Report of even date
For Bhagwagar Dalal & Doshi
Chartered Accountants
FRN: 128093W

Sd/-
Jatin V. Dalal
Partner
M.No. 124528

Place: Mumbai
Date : May 15, 2025

For and on behalf of the board of directors
Mangal Credit And Fincorp Limited

Sd/-
Meghraj Jain
Managing Director
DIN: 01311041

Place: Mumbai
Date : May 15, 2025

Sd/-
Nilesh Jain
Director & CFO
DIN-08788781

Sd/-
Hardik Jain
Director
DIN:-07871480

CASH FLOWS STATEMENT

for the year ended March 31, 2025

Particulars	(₹ in Lakhs)	
	2024-25	2023-24
A. Cash Flows from Operating Activities		
Profit Before Tax	1,820.54	1,432.50
Adjustments for:		
Depreciation and Amortisation	123.55	71.37
Impairment of Intangible Assets under development (exceptional items)	33.31	-
Interest Income on Loans	(4,696.00)	(3,196.69)
Finance Costs	1,840.20	949.50
Impairment on Financial Instruments	72.75	74.18
Interest Income from Fixed Deposits	(100.02)	(12.03)
Cash used in for operating activities before Working Capital Changes	(905.67)	(681.17)
Adjustment for Working Capital changes		
Decrease /(Increase) in Trade and Other Receivables	40.70	(19.09)
(Increase) in Loans	(6,435.82)	(6,752.28)
(Increase) in Other Financial Assets	(9.59)	(14.80)
(Increase)/ Decrease in Other Non-Financial Assets	(9.54)	47.00
(Decrease)/ Increase in Trade and Other Payables	(12.58)	37.24
Increase in Other Financial Liabilities	4.14	9.45
Increase in Provisions	22.11	27.15
(Decrease)/ Increase in Other Non-Financial Liabilities	(1.53)	73.16
Interest Received	4,581.28	3,121.58
Finance Costs paid	(1,828.92)	(941.52)
Cash used in Operating Activities	(4,555.42)	(5,093.28)
Income Taxes paid	(380.61)	(305.16)
Net Cash used in Operating Activities (A)	(4,936.03)	(5,398.44)
B. Cash Flows from Investing Activities		
Purchase of Property, Plant and Equipment and Capital Advances	(80.82)	(41.63)
Advance for Sale of Investment	-	208.17
Interest Income from Fixed Deposits	61.11	5.95
Movement in earmarked Balances with Banks	(493.77)	(894.41)
Net cash used in Investing Activities (B)	(513.48)	(721.92)
C. Cash Flows from Financing Activities		
Proceeds from Issue of Equity Share Capital	-	275.00
Proceeds from money received against Share Warrants	-	426.25
Net Proceeds from Borrowings	6,209.34	5,764.90
(Repayment)/Proceeds of Debt Securities	-	(700.00)
Payment of Lease Liabilities	(90.08)	(49.17)
Dividend paid	(117.38)	(96.57)
Net cash generated from Financing Activities (C)	6,001.88	5,620.41
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	552.37	(499.95)
Cash and Cash Equivalents at the beginning of the year	631.17	1,131.12
Cash and Cash Equivalents at end of the year	1,183.54	631.17

CASH FLOWS STATEMENT

for the year ended March 31, 2025

Note:

- a) The above Cash Flow Statement has been prepared under the “indirect method” as set out in the Indian Accounting Standard (Ind AS) 7 - Statement of Cash Flow.
- b) Cash and Cash Equivalents comprise of:

Particulars	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Cash on Hand	716.13	148.13
Balance with Banks (including cheques on hand)	467.41	483.04
	1,183.54	631.17

As per our Report of even date
For Bhagwagar Dalal & Doshi
Chartered Accountants
FRN: 128093W

Sd/-
Jatin V. Dalal
Partner
M.No. 124528

Place: Mumbai
Date : May 15, 2025

For and on behalf of the board of directors
Mangal Credit And Fincorp Limited

Sd/-
Meghraj Jain
Managing Director
DIN: 01311041

Place: Mumbai
Date : May 15, 2025

Sd/-
Nilesh Jain
Director & CFO
DIN-08788781

Sd/-
Hardik Jain
Director
DIN:-07871480

STATEMENT OF CHANGES IN EQUITY

for the year ended March 31, 2025

A. Equity Share Capital

	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	1,956.40	1,931.40
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance as at beginning of the year	-	-
Changes in equity share capital during the year	-	25.00
Balance as at end of the year	1,956.40	1,956.40

B. Other Equity

Particulars	Reserves and Surplus							Equity Instruments Through OCI	Total
	Capital Reserve	Securities Premium	General Reserve	Statutory Reserve	Contingency Reserve	Investment Reserve	Retained Earnings		
Balance as at April 01, 2023 (A)	150.46	3,588.19	365.00	1,179.88	25.00	7.00	3,900.89	46.51	9,262.93
Additions during the year									
Profit for the year	-	-	-	-	-	-	1,054.59	-	1,054.59
Add/(Less): Items of OCI for the year, Net of Tax:									-
Remeasurement benefit of defined benefit plans	-	-	-	-	-	-	0.20	-	0.20
Net fair value (loss)/gain on Investment in equity instruments through OCI	-	-	-	-	-	-	-	(118.77)	(118.77)
Total Comprehensive Income for the year 2023-24 (B)	-	-	-	-	-	-	1,054.79	(118.77)	936.02
Additions/(Reductions) during the year									
Securities premium on account of issue of equity shares	-	250.00	-	-	-	-	-	-	250.00
Expenses on Investments	-	-	-	-	-	-	(0.05)	-	(0.05)
Dividends	-	-	-	-	-	-	(96.57)	-	(96.57)
Transferred to Statutory Reserve Fund	-	-	-	210.92	-	-	(210.92)	-	(0.00)
Total (C)	-	250.00	-	210.92	-	-	(307.54)	-	153.38
Balance as at March 31, 2024 (D) = (A+B+C)	150.46	3,838.19	365.00	1,390.80	25.00	7.00	4,648.14	(72.26)	10,352.33
Additions during the year									
Profit for the year	-	-	-	-	-	-	1,306.76	-	1,306.76
Add/(Less): Items of OCI for the year, Net of Tax:									-
Remeasurement benefit of defined benefit plans	-	-	-	-	-	-	(2.69)	-	(2.69)
Net fair value (loss)/gain on Investment in equity instruments through OCI	-	-	-	-	-	-	-	149.46	149.46
Reclassification of (loss)/gains on disposal of investment in equity instruments through OCI	-	-	-	-	-	-	(26.90)	26.90	-
Total Comprehensive Income for the year 2024-25 (E)	-	-	-	-	-	-	1,277.17	176.36	1,453.53

STATEMENT OF CHANGES IN EQUITY

for the year ended March 31, 2025

Particulars	Reserves and Surplus							Equity Instruments Through OCI	Total
	Capital Reserve	Securities Premium	General Reserve	Statutory Reserve	Contingency Reserve	Investment Reserve	Retained Earnings		
Additions/(Reductions) during the year									
Securities premium on account of issue of equity shares	-	-	-	-	-	-	-	-	-
Transfer To Capital Reserve *	32.00	-	-	-	(25.00)	(7.00)	-	-	-
Dividends	-	-	-	-	-	-	(117.38)	-	(117.38)
Transferred To Statutory Reserve Fund	-	-	-	261.35	-	-	(261.35)	-	-
Total (F)	32.00	-	-	261.35	(25.00)	(7.00)	(378.73)	-	(117.38)
Balance as at March 31, 2025 (D+E+F)	182.46	3,838.19	365.00	1,652.15	-	-	5,546.58	104.10	11,688.48

* Pursuant to the resolution passed in the meeting of the shareholders of the Company held on September 25, 2024, the Company has transferred ₹ 25 Lakhs held in Contingency Reserve and ₹ 7 Lakhs held in Investment Reserve to Capital Reserve

Other Equity- Money Received against Share Warrant

	(₹ in Lakhs)	
Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at April 1, 2024	426.25	-
Add/(Less) : Changes During The Year	-	426.25
Balance as at March 31, 2025	426.25	426.25

Pursuant to the resolution passed in the meeting of the shareholders of the Company held on February 15, 2024, the Company has issued and allotted on a preferential basis to a Promoter Director of the Company 15,50,000 convertible equity warrants of a nominal value of ₹ 10/- each at a premium of ₹ 100/- aggregating to ₹ 1705 Lakhs in compliance with all the applicable statutory regulations and enactments. The Company has received ₹ 426.25 Lakhs, being 25% of the aggregate consideration upon allotment of 15,50,000 convertible equity warrants. The equity warrant holder shall, in terms of issue and subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the equity warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the equity warrants upon payment of balance 75% of the consideration. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of ₹ 10/- (Rupees Ten only) each to the warrant holder.

As per our Report of even date
For Bhagwagar Dalal & Doshi
Chartered Accountants
FRN: 128093W

For and on behalf of the board of directors
Mangal Credit And Fincorp Limited

Sd/-
Jatin V. Dalal
Partner
M.No. 124528

Sd/-
Meghraj Jain
Managing Director
DIN: 01311041

Sd/-
Nilesh Jain
Director & CFO
DIN-08788781

Sd/-
Hardik Jain
Director
DIN:-07871480

Place: Mumbai
Date : May 15, 2025

Place: Mumbai
Date : May 15, 2025

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

1. Corporate Information

Mangal Credit & Fincorp Limited (the “Company”) is a public company limited by shares incorporated and domiciled in India having Corporate Identity No. is L65990MH1961PLC012227 with its registered office in Mumbai, Maharashtra. The Company is Non-Banking Financial Company registered under section 45-IA of the Reserve Bank of Indian Act, 1934 (the RBI Act) vide Registration No 13.00329. The Company is presently classified as Base Layer Non- Banking Financial Company (NBFC- BL) as per Scale Base Regulation for NBFCs and Non-Systemically Important Non-Deposit Taking NBFC (NBFC-ND-Non-SI). Equity shares of the Company is listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company is engaged in business of providing various type of loans to different type of customers.

2. BASIS OF PREPERATION, KEY ACCOUNTING ESTIMATES & JUDGEMNETS AND MATERIAL ACCOUNTING POLICIES

(a) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

i) Statement of Compliance

The Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 (the “Act”) as amended from time to time. The Financial statements may require further adjustments, if any, that may be required by the guidelines/ clarifications/ directions issued in future by Reserve Bank of India, Ministry of Corporate Affairs or other regulators, which will be implemented as and when same are issued and made applicable.

The Financial Statements includes Balance Sheet as at 31st March, 2025, the Statement of Profit & Loss including Other Comprehensive Income, Statement of Change in Equity and Cash Flows Statement for the year ended 31st March, 2025 and notes to the Financial Statements, including a summary of material accounting policies and other explanatory information.

ii) Basis of preparation and measurement of accounts

The Financial Statements have been prepared and presented under the historical cost convention except for certain financial assets and financial liabilities which are measured at fair value / amortised cost / transaction price as stated in respective accounting policies / notes.

The financial statements are presented in Indian Rupees, and all values are rounded off in lakhs to the nearest two decimal points except otherwise stated.

The Financial Statements have been prepared on accrual and going concern basis.

iii) Presentation of financial Statement

The Financial Statements of the Company are presented as per Schedule III (Division III) of the Companies Act, 2013 (the Act) applicable to NBFCs, as notified by the Ministry of Corporate Affairs. Financial assets and financial liabilities are generally reported on a gross basis except when, there is an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event and the parties intend to settle on a net basis in 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

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Cash flows are reported using the indirect method where by the profit after tax is adjusted for the effect of the transactions of a non-cash nature, any deferrals or accruals of past and future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in 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 and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

For the purposes of cash flow statement cash and cash equivalents consist of cash and short-term deposits, as defined above.

The functional and presentation currency of the Company is Indian Rupees (₹) which is the currency of the primary economic environment in which the Company operates.

(b) Use of estimates and judgments and Estimation uncertainty

The preparation of the financial statements in conformity with Ind AS, requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the year in which changes are made and, if material, their effects are disclosed in the notes to the financial statements. The estimates and the associated assumptions are reviewed on an ongoing basis. Changes in accounting estimates are recognised prospectively.

Significant judgements and estimates have been made by the Company relating to

- Effective Interest Rate (EIR) method

The Company's EIR methodology, recognises interest income using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given and recognises the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges).

This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, probable fluctuations in collateral value as well as expected changes to India's base rate and other fee income/expense that are integral parts of the instrument.

- Impairment of loans portfolio

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. It has been the Company's policy to regularly review its models in the context of actual loss experience and adjust when necessary.

- Useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

The Company reviews the useful life of property, plant and equipment and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation and amortisation expense in future periods, Impairment of property, plant and equipment and intangible assets.

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

- Provision for employee benefits and other provisions

The costs of providing employment benefit plans are charged to the Statement of Profit and Loss in accordance with Ind AS 19 'Employee Benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rate, expected rate of return on assets and mortality rates. The assumptions have been disclosed under employee benefits note.

- Provision for Income Tax including payment of Advance Tax and Deferred Tax Assets

The Company uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for Income Tax. A Deferred Tax Asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Deferred Tax Assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

- Fair Value Measurements of Financial Instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

- Lease

The Company assesses whether a contract qualifies to be a lease as per the requirements of Ind AS 116. Identification of lease requires significant judgment including judgement to assess the lease terms (including anticipated renewals) and the applicable discount rate. The Company determines the lease terms as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease, if the Company is reasonably certain to exercise that option; and period covered by an option to terminate the lease, if the Company is reasonably certain not to exercise that option. In assessing, whether the Company is reasonably certain to exercise the option to extend a lease, or not to exercise an option to extend a lease, the Company considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to extend the lease. The Company revise the lease term if there is a change in the non-cancellable period of lease terms.

- Commitments and contingencies.

A provision is recognised when the Company has a present obligation as result of a past event and it is probable that the outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements.

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

(c) MATERIAL ACCOUNTING POLICIES

i) Revenue recognition

The Company derives its revenue primarily from the financing business and ancillary activities. The Company follows Ind AS 109 - Financial Instruments for revenue recognition for the income on the financial assets. In case of revenue from other ancillary activities the Company recognised its revenue based on five step model prescribed in Ind AS 115- Revenue from Contracts with Customers.

- Identify the contract(s) with a customer.
- Identify the performance obligations in the contract.
- Determine the transaction price
- Allocate the transaction price to the performance obligations in the contract
- Recognise revenue when (or as) the entity satisfies a performance obligation.

Interest income on a financial asset at amortised cost is recognised on a time proportion basis taking into the account the amount outstanding and the effective interest rate ('EIR'). The EIR is the rate that exactly discounts estimated future cash flows of the financial assets through the expected life of the financial asset or, where appropriate, a shorter period, to the net carrying amount of the financial instrument. The internal rate of return on financial assets after netting off the fees received and cost incurred approximates the effective interest rate method of return for the financial asset. The future cash flows are estimated taking into the account all the contractual terms of the instrument.

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit impaired financial assets, the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for ECLS). If the financial asset is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis.

Additional interest on loan levied on customer for delay in repayment/non-payment of contractual cash flows is recognized on accrual basis whereas penal interest is recognized on realization basis.

Interest Income on Non- Performing Loans are recognized on realization basis.

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk, the adjustment is recorded 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 amortized through Interest income in the Statement of Profit and Loss.

a) Fees and commission income:

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

b) Interest income on deposits:

Interest income from deposits is recognized when it is certain that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

c) **Other Income:**

Office sharing expenses reimbursement is recognized on accrual basis.

ii) **Property Plant and Equipment (PPE)**

PPE are stated at cost of acquisition (including incidental expenses), less accumulated depreciation and accumulated impairment loss, if any.

The cost of an item of PPE comprises of its purchase price including import duties and other non-refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discount or rebate is deducted in arriving at the purchase price. Cost includes cost of replacing a part of a plant and equipment if the recognition criteria are met.

PPE is derecognized 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 net carrying amount of the asset) is recognized in other income / netted off from any loss on disposal in the Statement of Profit and Loss in the year the asset is derecognized.

The Company has elected to measure PPE at its Previous GAAP carrying amount and use that Previous GAAP carrying amount as its deemed cost at the date of transition to Ind AS.

iii) **Intangibles Assets**

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

Intangible Assets comprise of computer software license and/or rights under the license agreement are measured on initial recognition at cost. Costs comprise of license fees and cost of system integration services and development.

The carrying amount of an intangible asset is derecognized when no future economic benefits are expected from its use.

Intangible assets not ready for the intended use on the date of the Balance Sheet are disclosed as “Intangible Assets under Development”.

iv) **Depreciation on Property, Plant and Equipment and Amortisation of intangible Assets**

Depreciation on **Property, Plant and Equipment** is provided on on pro rata basis using the written down value method based on useful life of the assets as prescribed in Part C of Schedule II to the Companies Act, 2013 in consideration with useful life of the assets as estimated by the management.

Intangible Assets with finite lives are amortized on a written down value method based on the estimated useful economic life. The amortization expense on intangible assets with finite lives is recognized in the Statement of Profit and Loss.

The estimated useful lives, residual values and methods of depreciation of Property, Plant & Equipment are reviewed at the end of each financial year. If any of these expectations differ from previous estimates, such change is accounted for as a change in an accounting estimate and adjusted prospectively, if any.

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

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

Asset	Useful life (in years)
Plant and equipment	15
Furniture and fixtures	10
Servers and Networking	6
Computer peripherals and Office equipment	3
Computer Software and Licenses	5

v) **Impairment of tangible, intangible and right to use assets:**

The Company reviews the carrying amounts of its tangible and intangible assets at the end of each reporting period, to determine whether there is any indication that carrying value of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

An impairment loss on such assessment will be recognised wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount such that the increased carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognized for the asset in prior years. The reversal of an impairment loss is recognized in the Statement of Profit and Loss.

vi) **Financial instruments**

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Where the fair value of financial assets and financial liabilities at initial recognition is different from its transaction price, the difference between the fair value and transaction price is recognised in the Statement of Profit and Loss. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in Statement of Profit and Loss.

a) **Recognition and Measurement**

(i) **Financial Assets**

All financial assets are recognised initially at fair value when the Company becomes party to the contractual provisions of the financial asset. In case of financial assets which are not recorded at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial assets, are adjusted to the fair value on initial recognition.

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

- Cash and bank balances**

Cash and Bank Balances consist of:

Cash and Cash Equivalents - Cash and Cash Equivalents include cash on hand, deposits held at call with banks and other short-term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have maturities of less than three months from the date of such deposits. These balances with banks are unrestricted for withdrawal and usage.

Other bank balances - Other bank balances include balances and deposits with banks that are restricted for withdrawal and usage.

Subsequent measurement

- Financial assets carried at amortised cost**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding using the Effective Interest Rate (EIR) method less impairment, if any and the amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

- Financial assets at fair value through other comprehensive income**

A financial asset is measured at Fair Value through Other Comprehensive Income if both of the following conditions are met:

- If it is held within a business model whose objective is to hold these assets in order to collect contractual cash flows and to sell these financial assets, and
- The contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair value movements are recognised in the Other Comprehensive Income.

For equity investments, the Company makes an election on an instrument-by-instrument basis to designate equity investments as measured at FVOCI. These elected investments are measured at fair value with gains and losses arising from changes in fair value recognized in Other Comprehensive Income and accumulated in the reserves. The cumulative gain or loss is not reclassified to Statement of Profit and Loss on disposal of the investments. These investments in equity are not held for trading. Instead, they are held for strategic purpose. Dividend income received on such equity investments are recognized in Statement of Profit and Loss.

- Financial assets at Fair Value through Profit or Loss**

A financial asset which is not classified as either amortised cost or at Fair Value through Other Comprehensive Income is carried at fair value through the Statement of Profit and Loss.

(ii) Financial liabilities

All financial liabilities are recognized initially at fair value when the company become party to the contractual provisions of the financial liability. In case of financial liability which are not recorded at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial liabilities, are adjusted to the fair value on initial recognition. The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

- Equity Instrument**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Subsequent measurement

- Financial Liability**

Financial liabilities other than financial liabilities at Fair Value Through Profit and Loss are subsequently measured at amortized cost using the effective interest rate method.

b) Derecognition:

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognised from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

c) Impairment of financial instruments

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' model (ECL), for the financial assets which are not fair valued through profit or loss. For all financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in Statement of Profit and Loss.

Overview of the ECL principles:

Expected Credit Loss, at each reporting date, is measured through a loss allowance for a financial asset:

- At an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.
- At an amount equal to 12-month expected credit losses, if the credit risk on a financial instrument has not increased significantly since initial recognition.

Lifetime expected credit losses (LTECLs) means expected credit losses that result from all possible default events over the expected life of a financial asset.

12-month expected credit losses (12mECLs) means the portion of Lifetime ECL that represent the ECLs that result from default events on financial assets that are possible within the 12 months after the reporting date.

The Company records allowance for expected credit losses for all loans, other debt financial assets, together with loan commitments (in this section all referred to as 'financial instruments'). The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss or LTECL), unless there has been no significant increase in credit risk since origination, in which case,

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

the allowance is based on the 12 months' expected credit loss (12mECL). Both LTECLs and 12mECLs are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments.

The Company performs an assessment, at the end of each reporting period, of whether a financial assets' credit risk has increased significantly since initial recognition. When making the assessment, the change in the risk of a default occurring over the expected life of the financial instrument is used instead of the change in the amount of expected credit losses.

Based on the above process, the Company has established an internal model to evaluate ECL based on nature of Financial Assets. Based on the above process, the Company categorizes its loans into Stage 1, Stage 2 and Stage 3, as described below:

Stage 1:

Stage 1 is comprised of all non-impaired financial assets which have not experienced a significant increase in credit risk since initial recognition. When loans are first recognized, the Company recognizes an allowance based on 12mECLs. A 12mECLs provision is made for stage 1 financial assets. In assessing whether credit risk has increased significantly, the Company compares the risk of a default occurring on the financial asset as at the reporting date with the risk of a default occurring on the financial asset as at the date of initial recognition.

Stage 1 loans also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2.

Stage 2:

Stage 2 is comprised of all non-impaired financial assets which have experienced a significant increase in credit risk since initial recognition. The Company recognises lifetime ECL for stage 2 financial assets. In subsequent reporting periods, if the credit risk of the financial instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then entities shall revert to recognizing 12mECLs provision.

Stage 3:

Financial assets are classified as Stage 3 when there is objective evidence of impairment as a result of one or more loss events that have occurred after initial recognition with a negative impact on the estimated future cash flows of a loan or a portfolio of loans.

The key elements of the ECL are summarized below:

Exposure at Default (EAD):

The Exposure at Default is an estimate of the exposure at a future default date (in case of Stage 1 and Stage 2), taking into account, expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments. In case of Stage 3 loans EAD represents exposure when the default occurred.

Probability of Default (PD):

The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognized and is still in the portfolio.

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Loss Given Default (LGD):

The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realization of any collateral. It is usually expressed as a percentage of the EAD. Impairment losses and releases are accounted for and disclosed separately from modification losses or gains that are accounted for as an adjustment of the financial asset's gross carrying value.

d) Write offs

The gross carrying amount of a financial asset is written off when there is no realistic prospect of further recovery. This is generally the case when the Company determines that the debtor/ borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, considering legal advice where appropriate. Any recoveries made are recognized in the Statement of Profit and Loss.

vii) Employee benefits

a) Short-term employee benefits

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

b) Post-Employment Benefits

• **Defined contribution plans**

A Defined Contribution Plan is plan under which the Company makes contribution to Employee's Provident Fund administrated by the Central Government and Employee State Insurance administrated by Employee State Insurance Corporation. The Company's contribution is charged to the Statement of Profit and Loss.

• **Defined benefit plans**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The company's gratuity scheme is a defined benefit plan and in accordance with Payment of Gratuity Act, 1972. As per the plan, the employee is entitled to 15 days of basic salary for each completed year of service with a condition of minimum tenure of 5 years subject to a maximum amount of INR 20,00,000.

Gratuity liability is recognised based on actuarial valuation using the projected unit credit method. The Company is presnetly not maintinaing any fund or making any contribution toward the same.

viii) Finance cost

Finance costs include interest expense computed by applying the effective interest rate on respective financial instruments measured at Amortized cost. Finance costs are charged to the Statement of Profit and Loss.

ix) Taxation- Current and Deferred Tax:

Income Tax Expense comprises of Current Tax and Deferred Tax. It is recognized in Statement of Profit and Loss except to the extent that it relates to an item recognized directly in Equity or in Other Comprehensive Income.

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Current tax:

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

Deferred tax:

Deferred Tax Assets and Liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred Tax Liabilities and Assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of Deferred Tax Liabilities and Assets reflects the tax consequence that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred Tax Assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary difference could be utilized. Such Deferred Tax Assets and Liabilities are not recognized if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. The carrying amount of Deferred Tax Assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

x) Provisions, contingent liabilities and contingent assets:

Provisions are recognized only when there is a present obligation, as a result of past events and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- (a) Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- (b) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are disclosed where an inflow of economic benefit is probable.

xi) Leases:

A contract is, or contains, a lease, if the contract conveys the right to control the use of an assets for a period of time in exchange for consideration.

Company as a lessee:

The Company's lease asset classes primarily consist of leases for office premises. The Company assesses whether a contract contains a lease, at inception of a contract.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

However, company is having lease with term of 12 months or less (short term leases). the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease liability and ROU asset have been separately presented in the Balance Sheet. Interest expense on lease liability is reported as finance cost in the Statement of Profit and Loss and lease payments have been classified as financing cash flows.

xii) Earnings Per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose calculating Diluted Earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential ordinary shares. .

3. Recent 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 31st March, 2025, MCA has notified amendments to Ind AS - 116 to clarify how seller should apply the right-of-use asset and lease liabilities, ensuring that gains or losses related to retained rights are not recognized, except under specific circumstances in lease back transactions. Other amendments are in Ind As- 117 - Insurance Contact and corresponding amendments in other Ind As, which are not applicable to the Company.

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Note '4': Cash and Cash Equivalents

	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Cash on hand	716.13	148.13
Balances with Banks		
Current Accounts	467.41	483.04
	1,183.54	631.17

Note '5': Bank Balances other than Cash and Cash Equivalents

	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Balances with Banks		
Term deposits held as margin money or security against Borrowing, Guarantees or other Commitments	1,429.39	899.76
In Earmarked Accounts (Note 5.1)	22.53	19.48
	1,451.92	919.24

Note '6': Receivables

	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Trade Receivables	-	-
Other Receivables		
Unsecured, Considered Good	6.79	47.49
	6.79	47.49

6.1 The following table summarises receivables due from:

	(₹ in Lakhs)			
	Trade Receivables		Other Receivables	
Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Directors or other officers of the Company	-	-	-	-
A private company in which director of the Company is a director/member	-	-	-	-
A Firm or LLP in which director of the Company is a partner	-	-	-	-
	-	-	-	-

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

6.2 The following table summarises the change in impairment allowance measured using lifetime expected credit loss model:

	(₹ in Lakhs)			
	Trade Receivables		Other Receivables	
Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
At the beginning of the year	-	-	-	-
Add/(less):allowance/(reversal) for expected credit loss for the year (net)	-	-	-	-
Less: Amount written-off	-	-	-	-
	-	-	-	-

6.3 Trade Receivables NIL (PY. NIL), hence the ageing schedule of the same is not provided.

Note '7': Loans

	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
(At amortised cost)		
- Term Loans	29,456.92	22,870.46
	29,456.92	22,870.46
Less: Impairment Loss Allowance	(291.67)	(237.75)
	29,165.25	22,632.71

7.1 The following table summarizes secured and unsecured loans.

	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
(I) Secured By Tangible Assets	18,008.16	12,680.50
(II) Unsecured	11,448.76	10,189.96

7.2 The Loans are given in India to parties other than Public Sectors.

7.3 Disclosures required by Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and section 186 (4) of the Companies Act, 2013, as amended:

7.3.1 Amount of loans/ advances in nature of loans to subsidiaries and joint ventures and outstanding: NIL (PY. NIL)

7.3.2 Amount of loans/ advances in nature of loans to Firms/ Companies in which directors are interested and outstanding: NIL (PY. NIL)

7.3.3 Details of investments made and outstanding are given in (Note 8).

7.3.4 Details of guarantee given or security provided and outstanding: NIL (PY. NIL).

7.3.5 Loans or advances to Promoters, Directors & KMPs : NIL (PY. NIL).

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

73.6 The Company, as part of its normal business, grants loans and advances to its customers being individual & other entities and borrows money from banks, financial institutions, other entities and persons. These transactions are part of Company’s normal non-banking finance business, which is conducted ensuring adherence to all regulatory requirements.

74 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, directly or indirectly, lend or invest in other person or entities identified by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security of the like to or on behalf of the Ultimate Beneficiaries.

75 The Company has 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 Company shall whether, directly or indirectly, lend or invest in other persons or entities identified by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note ‘8’ Investments

	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Investment in Equity Instruments		
Unquoted Equity Instruments (fully paid) (measured at fair value and designated as FVOCI)	1,400.52	1,427.92
	1,400.52	1,427.92
Aggregate amount of Quoted Investments at fair value	-	-
Aggregate amount of Unquoted Investments at fair value	1,400.52	1,427.92
Aggregate value of Impairment in value of Investments	-	-

8.1 Fair value of unquoted equity instruments is based on the valuation report of a registered valuer as defined under Rule 2 of the Companies (Registered Valuers & Valuation) Rules, 2017.

8.2 Investments are held in the name of the Company. The company has not pledged its investments to raise loans.

8.3 Investments are made within India

8.4 The Company has no subsidiary hence compliance with the provision of section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of Layer) Rules, 2017 is not applicable to the Company.

Note ‘9’ Other Financial Assets

	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Security deposits*	79.46	69.87
Deposit- others	7.50	7.50
	86.96	77.37

* Includes ₹ 47.11 Lakhs (PY. ₹ 42.44 Lakhs) security deposit given to related party (Note 45)

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Note ‘10’ Income Tax Assets (Net)

	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Advance payment of Income Tax (Net)	-	28.96
	-	28.96

Note ‘11’ Deferred Tax Assets (Net)

	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Deferred tax asset	53.60	74.74
	53.60	74.74

				(₹ in Lakhs)
The major components of deferred tax assets/ (liabilities) are as follows:	As at March 31, 2024	Recognized in		As at March 31, 2025
		Profit and Loss	OCI	
Deferred Tax assets				
Impairment loss allowance on financial assets	13.75	2.33	-	16.08
Difference between written down value/ capital work in progress of property, plant & equipment and intangible assets as per the books of accounts & Income Tax Act,1961	14.79	3.89	-	18.68
Provision for expenses allowed for tax purpose on payment basis (net)	2.03	1.85	-	3.88
Remeasurement benefit of defined benefit plans	(0.07)	-	0.91	0.84
Difference in right-of-use asset and lease liabilities	2.89	0.93	-	3.82
Difference in carrying value and tax based of financial assets and liabilities	28.94	0.26	-	29.20
Deferred Tax (Liabilities)	-	-	-	-
Difference in carrying value and tax base of investments in equity measured at FVOCI	12.41	-	(31.31)	(18.90)
Deferred Tax (Income)/Expenses	-	9.26	(30.40)	-
Net Deferred Tax Assets/(Liabilities)	74.74	-	-	53.60

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

The major components of deferred tax assets/ (liabilities) are as follows:	As at April 01, 2023	Recognized in		As at March 31, 2024
		Profit and Loss	OCI	
Deferred Tax Assets				
Impairment loss allowance on financial assets	9.20	4.55	-	13.75
Difference between written down value/ capital work in progress of property, plant & equipment and intangible assets as per the books of accounts & Income Tax Act,1961	13.33	1.46	-	14.79
Provision for expenses allowed for tax purpose on payment basis (net)	-	2.03	-	2.03
Remeasurement benefit of defined benefit plans	-	-	(0.07)	(0.07)
Difference in right-of-use asset and lease liabilities	2.64	0.25	-	2.89
Difference in carrying value and tax based of financial assets and liabilities	17.00	11.94	-	28.94
Deferred Tax (Liabilities)	-	-	-	-
Difference in carrying value and tax base of investments in equity measured at FVOCI	(1.26)	-	13.67	12.41
Deferred Tax (Income)/Expenses		20.23	13.60	
Net Deferred Tax Assets/(Liabilities)	40.91			74.74

Note ‘12’ Investment Property

	As at March 31, 2025	As at March 31, 2024
Carried at cost		
Freehold Land	1,316.11	1,316.11
	1,316.11	1,316.11
*Fair Market Value	1,612.67	1,487.82

12.1 Title deeds of all the immovable properties are in the name of the Company.

12.2 Fair value of Investment Properties is based on the valuation report of a registered valuer/obtained from the public domain of the concerned government authorities.

12.3 Revaluation of Investment Properties: NIL (PY. NIL).

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Note 13(A) - Property, Plant And Equipment

Description of assets	Plant and Equipment	Furniture and Fixtures	Vehicles	Computer Peripherals	Total
I. Cost					
Balance as at April 01, 2023	32.20	171.49	0.60	87.88	292.17
Additions	1.62	10.82	-	21.44	33.88
Deduction/Adjustments	-	-	0.60	-	0.60
Balance as at March 31, 2024	33.82	182.31	-	109.32	325.45
Additions	2.81	8.12	-	39.30	50.23
Deduction/Adjustments	0.04	-	-	-	0.04
Balance as at March 31, 2025	36.59	190.43	-	148.62	375.64
II. Accumulated Depreciation/ Impairment					
Balance as at April 01, 2023	24.91	152.74	0.57	70.49	248.71
Depreciation for the year	1.46	4.80	0.02	13.88	20.16
Deduction/Adjustments	-	-	0.60	-	0.60
Balance as at March 31, 2024	26.37	157.54	(0.01)	84.37	268.27
Depreciation for the year	1.67	5.08	-	28.66	35.41
Deduction/Adjustments	-	-	(0.01)	-	(0.01)
Balance as at March 31, 2025	28.04	162.62	-	113.03	303.69
Net Block (I-II)					
Balance as at March 31, 2025	8.55	27.81	-	35.59	71.95
Balance as at March 31, 2024	7.45	24.77	0.01	24.95	57.18

Note 13(B) - Intangible Assets Under Development

Description of assets	As at March 31, 2025	As at March 31, 2024
Opening Balance	24.11	3.00
Addition	27.94	21.11
Less: Impairment *	(33.31)	
Closing Balance	18.74	24.11

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Ageing for Intangible Assets under development as below:

Particulars	Amount in Intangible Assets under development for a period of				(₹ in Lakhs)
	Less than 1 year	1-2 years	2-3 years	More than 3 years	As at March 31, 2025
Project in Progress	15.84	2.90	-	-	18.74
	15.84	2.90	-	-	18.74

Particulars	Amount in Intangible Assets under development for a period of				(₹ in Lakhs)
	Less than 1 year	1-2 years	2-3 years	More than 3 years	As at March 31, 2024
Project in Progress	21.11	3.00	-	-	24.11
	21.11	3.00	-	-	24.11

* Impairment towards partial suspension of software under development.

Note 13(C) - Right-of-Use Assets

Particulars	(₹ in Lakhs)	
	Office Premises	Total
Balance as at April 01, 2023	200.69	200.69
Additions	46.00	46.00
Deductions/Adjustments	-	-
Balance as at March 31, 2024	246.69	246.69
Additions	118.77	118.77
Deductions/Adjustments	-	-
Balance as at March 31, 2025	365.46	365.46

II. Accumulated Amortization/Impairment		
Balance as at April 01, 2023	72.23	72.23
		-
Amortization for the year	50.15	50.15
Deductions/Adjustments	-	-
Balance as at March 31, 2024	122.38	122.38
		-
Amortization for the year	86.62	86.62
Deductions/Adjustments	-	-
Balance as at March 31, 2025	209.00	209.00

Net block (I-II)		
Balance as at March 31, 2025	156.46	156.46
Balance as at March 31, 2024	124.31	124.31

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Note 13(D) - Intangible Assets

Description Of Asset	(₹ in Lakhs)		
	Software	License	Total
I. Cost			
Balance as at April 01, 2023	10.39	1.11	11.50
Additions	-	-	-
Deduction/Adjustments	-	-	-
Balance as at March 31, 2024	10.39	1.11	11.50
Additions	2.70	-	2.70
Deduction/Adjustments	-	-	-
Balance as at March 31, 2025	13.09	1.11	14.20
II. Accumulated Amortization/Impairment			
Balance as at April 01, 2023	8.21	0.93	9.14
Amortization for the year	0.98	0.08	1.06
Deduction/Adjustments	-	-	-
Balance as at March 31, 2024	9.19	1.01	10.20
Amortization for the year	1.48	0.04	1.52
Deduction/Adjustments	-	-	-
Balance as at March 31, 2025	10.67	1.05	11.72
Net block (I-II)			
Balance as at March 31, 2025	2.42	0.06	2.48
Balance as at March 31, 2024	1.20	0.10	1.30

13.1 All Property, Plant & Equipment are held in the name of the Company. The Title Deeds of all immovable properties are in the name of Company.

13.2 All lease agreements are duly executed in favour of the company

13.3 Capital-work-in progress ageing schedule NIL (PY. NIL)

13.4 Capital Work-in-Progress, whose completion is overdue or has exceeded its cost compare to its original plan : NIL (PY. NIL).

13.5 Capital Work-in-Progress, project temporarily suspended : NIL (PY. NIL).

13.6 Revaluation of Property Plant & Equipment, Rights to Use Assets and Intangible Assets : NIL (PY. NIL).

13.7 The amount of Foreign Exchange Difference & Interest capitalised : NIL (PY. NIL).

13.8 No Proceeding against the Company has 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.

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Note '14' Other Non-Financial Assets

	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Prepaid expenses	13.95	15.50
Advance Receivable in cash or kind	11.94	0.85
	25.89	16.35

Note'15' Payables

	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Trade Payables		
(i) Total outstanding dues of micro enterprises and small enterprises	0.07	3.86
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	74.70	71.33
Other Payables		
(i) Total outstanding dues of micro enterprises and small enterprises	-	4.67
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	4.89	12.38
	79.66	92.24

Ageing Schedule of Trade Payables

								(₹ in Lakhs)
Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment					As at March 31, 2025
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues of micro enterprises and small enterprises	-	-	0.07	-	-	-	-	0.07
Undisputed dues of creditors other than micro enterprises and small enterprises	7.43	52.53	14.74	-	-	-	-	74.70
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-	-
								74.77

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

								(₹ in Lakhs)
Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payment					As at March 31, 2024
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed dues of micro enterprises and small enterprises	-	-	3.86	-	-	-	-	3.86
Undisputed dues of creditors other than micro enterprises and small enterprises	7.65	42.86	20.82	-	-	-	-	71.33
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-	-
								75.19

15.1 Trade payables includes payable to related parties NIL (PY. ₹ 7.77 Lakhs)

15.2 Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) (Note 33)

Note'16' Borrowings (other than debt securities)

	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
(At amortised cost)		
Secured Loans		
(i) Term Loans		
From Banks	5,714.10	4,969.25
From Financial Institutions	3,222.29	-
(ii) Short Term Loans		
From Banks	3,541.73	2,511.18
(iii) Loans Repayable on Demand		
From Banks	4,322.61	3,393.62
Unsecured Loans		
Inter-Corporate Loans	776.91	289.97
Loan from Directors	2,307.00	2,500.00
	19,884.64	13,664.02

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

16.1 Terms of Loan and maturity profile based on principal (undiscounted) amount :

Particulars	Maturity Range	Interest Range	₹ in Lakhs	
			As at March 31, 2025	As at March 31, 2024
Term Loans	Note 16.2	10.40% - 13.50%	9,054.81	5,025.57
Short Term Loans	Note 16.2	9.90%	3,456.46	2,451.95
Loans Repayable on Demand	Note 16.2	10.00% - 10.25%	4,291.82	3,374.28
Inter - Corporate Loans	Note 16.2	10.00% - 12.00%	775.00	276.00
Loans from Director	Note 16.2	9.00%	2,307.00	2,500.00
			19,885.09	13,627.80

16.2 Maturity analysis: (Undiscounted)

Particulars	₹ in Lakhs					
	0 - 12 Months	12 - 24 Months	24 - 36 Months	36 - 48 Months	48 - 60 Months	Total
Term Loans	4,684.58	2,963.98	875.00	531.25	-	9,054.81
Short Term Loans	3,456.46	-	-	-	-	3,456.46
Loan Repayable on Demand	4,291.82	-	-	-	-	4,291.82
Inter - corporate Loans	775.00	-	-	-	-	775.00
Loan from Directors	-	-	-	-	-	2,307.00
	13,207.85	2,963.98	875.00	531.25	-	19,885.09

Security

- (i) Term Loans are secured by hypothecation of exclusive charge of unencumbered standard receivables of the Company to the extent of 110% - 125% of the outstanding amount and further fixed deposits aggregating to ₹ 1429.39 Lakhs (PY. ₹ 899.76) have been lien marked as margin money for outstanding Term loans of ₹ 5824.81 (PY. ₹ 5039.97).
- (ii) Term Loans of ₹ 650.32 Lakhs (PY. ₹ 1,660.54 Lakhs) were further secured by equitable mortgage of two residential immovable properties of the Managing Director of the Company. The said security were released during the year. (Note xv below).
- (iii) Term Loans of ₹ 3917.97 Lakhs (PY. ₹ 2454.05 Lakhs) are further secured by equitable mortgage of a commercial and a residential immovable properties of the Managing Director of the Company.
- (iv) Short Term Loans and Loans repayable on demand of ₹ 5330.28 Lakhs (PY. ₹ 4401.20 Lakhs) are secured by re-pledge of gold ornaments of the customers of the Company. Gold ornaments of the customers are mapped for each short term loan.
- (v) Short term loans of ₹ 2534.06 Lakhs (PY. ₹ 1503.60 Lakhs) are secured by primary charge over standard receivables of the Company to the extent of 120% of the outstanding loan amount under the said facility and further secured by collateral charge over the gold ornaments of the customers mapped with each short term loan.
- (vi) Personal guarantees have been given by Managing Director and/or Executive Directors of the Company (Note 45)

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

- (vii) Unsecured Inter corporate loans carry interest rate from 10.00% p.a. to 12.00% p.a. with maximum tenor of 12 months or repayable on demand. The Company has repaid the said loan as and when due or demanded by the lenders.
- (viii)Unsecured loans from Directors of the Company carry interest @ 9.00% p.a without any stipulations as regards to repayment. The said loans are availed by the Company terms of special resolution passed in the Annual General Meeting of the Company held on September 25, 2024 and are in compliance of the provisions of the Companies Act, 2013.
- (ix) Loans availed during the year have been applied for the purpose for which they have been availed except some of the term loans were temporarily used for working capital of the Company pending its utilisation for the purpose for which it were availed.
- (x) The Company has not taken any loan from any entity or person on account of or to meet the obligation of its subsidiaries and joint ventures.
- (xi) Quarterly Returns / statements of the current assets/receivables filed by the Company with its bankers are in agreement with the books of accounts.
- (xii) Fund raised on short term basis have not been utilised for long term purpose.
- (xiii)Default in terms of repayment of Principal and Interest - NIL (PY. NIL).
- (xiv) The Company has not been declared as Wilful Defaulter by bank or financial institution or other lender or government authority.
- (xv) All the charges created/modified or satisfied were registered with the Registrar of Company within the statutory period from the date of creation/modification/satisfaction of security except the Company has not filed the form for modification of charge upon realease of security of two residential immovable properties of the Managing Director mortgaged with State Bank of India in May, 2024.

Note'17' Lease Liabilities

	₹ in Lakhs	
	As at March 31, 2025	As at March 31, 2024
Lease Liabilities	164.46	135.77
	164.46	135.77

17.1 The Maturity analysis of lease liabilities is disclosed in (Note 35)

Note'18' Other Financial Liabilities

	₹ in Lakhs	
	As at March 31, 2025	As at March 31, 2024
Unpaid Dividends (Note 18.1)	22.53	19.54
Security Deposits	5.27	5.04
Auction Surplus Refundable	5.87	4.95
Advance against sale of Equity Instrument (Note 18.2)	-	208.17
	33.67	237.70

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

- 18.1 There is no amount due and outstanding to be transferred to the Investor Education & Protection Fund (IEPF) as at 31st March, 2025. Unclaimed Dividends, shall be transferred to IEPF as and when they become due.
- 18.2 In terms of an agreement for sale dated October 26, 2023 the Company has transferred 15,98,878 fully paid equity shares of ₹ 10/- each of Satco Capital Markets Limited for a total consideration of ₹ 208.17 lakhs during the year and accordingly, adjusted the advance received in the previous year.

Note'19' Current Tax Liabilities (Net)

	As at March 31, 2025	As at March 31, 2024
Provision for Tax	427.66	314.19
	427.66	314.19

19.1 (A) The major components of income tax expenses for the year are as under:

	As at March 31, 2025	As at March 31, 2024
(a) Income Tax expenses recognised in the statement of profit and loss:		
(I) Current Tax:		
- In respect of current year	492.04	396.00
- Short provision for Tax relating to prior years	31.00	2.14
(II) Deferred Tax:		
- In respect of current year	(9.26)	(20.23)
	513.78	377.91
(b) Income Tax Expenses Recognised In Other Comprehensive Income (OCI):		
(I) Current Tax:		
- In respect of current year	-	-
- Short provision for Tax relating to prior years	-	-
(II) Deferred Tax:		
- In respect of current year	(30.40)	13.60
	(30.40)	13.60

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

(B) Reconciliation of estimated income tax expenses and the accounting profit for the year is as under

	As at March 31, 2025	As at March 31, 2024
Particulars		
Profit Before Tax	1,820.54	1,432.50
Statutory Income Tax Rate	25.17%	25.17%
Expected Income Tax expenses at statutory Income Tax rate	458.19	360.53
Tax effect on non-deductible expenses (Net)	33.85	35.47
Others		
Income Tax Expense Recognised In Statement Of Profit And Loss	492.04	396.00
Effective Tax Rate	27.03%	27.64%

19.2 Details of transaction 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 : NIL (PY. NIL)

19.3 The Company does not have any unrecorded income and assets related to previous years which are required to be recorded during the year.

Note'20' Provisions

	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits (Note 38)	18.78	7.80
Provision for expenses	48.14	33.41
	66.92	41.21

Note'21' Other Non-Financial Liabilities

	As at March 31, 2025	As at March 31, 2024
Unearned interest income	184.97	130.22
Other payables	7.01	3.66
Statutory dues	20.09	24.97
	212.07	158.85

Note '22(A)' - Equity Share Capital

	As at March 31, 2025		As at March 31, 2024	
Particulars	Number of Shares	₹ in Lakhs	Number of Shares	₹ in Lakhs
(a) Authorised				
Equity Shares of ₹10/- each	2,50,00,000	2,500.00	2,50,00,000	2,500.00
	2,50,00,000	2,500.00	2,50,00,000	2,500.00
(b) Issued, Subscribed and Paid up				
Equity Shares of ₹10/- each	1,95,63,986	1,956.40	1,95,63,986	1,956.40
	1,95,63,986	1,956.40	1,95,63,986	1,956.40

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

22 (A)(i) Terms/Rights attached to Equity Shares:

The Company has only one class of Shares referred to as equity shares having a Par Value of ₹10/- per share. Each shareholder of equity shares is entitled to one vote per Share.

As per the provisions of the Companies Act, 2013 in the event of liquidation of the Company, the shareholder of equity shares will be entitled to receive remaining assets of the Company in proportion to the number of equity shares held by the shareholder, after distribution of all preferential amounts.

22 (A)(ii) There were no Buyback of shares or issue of bonus shares or issue of shares pursuant to contract without payment being received in cash during the previous 5 years immediately preceding the reporting date.

22 (A)(iii) The company declares and pays dividend in Indian Rupees (₹). The dividend proposed by the Board of Directors is subject to the approval of shareholders in ensuing Annual General Meeting, except in case of Interim dividend. The distribution will be proportional to the number of equity shares held by the shareholders.

The Board of Directors of the Company have proposed dividend of ₹ 0.75 per Equity Shares of ₹ 10 each for the year ending March 31, 2025 (PY. ₹ 0.60 per Equity Share) subject to approval of the members at the forthcoming Annual General Meeting.

22 (A)(iv) Reconciliation of the number of shares outstanding at the beginning and at the end of the year :

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Equity Shares	₹ in Lakhs	No. of Equity Shares	₹ in Lakhs
At the beginning of the year	1,95,63,986	1,956.40	1,93,13,986	1,931.40
Add/(Less) : Change during the year	-	-	2,50,000	25.00
Outstanding at the end of the year	1,95,63,986	1,956.40	1,95,63,986	1,956.40

22 (A)(v) Details shareholders holding more than 5% equity shares^:

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Equity Shares	₹ in Lakhs	No. of Equity Shares	₹ in Lakhs
Meghraj S Jain	47,86,565	24.47%	47,86,565	24.47%
Ajit S Jain HUF	24,84,240	12.70%	24,84,240	12.70%
M/s E-ally Consulting (I) Pvt. Ltd.	16,79,700	8.59%	16,79,700	8.59%
M/s Dhakad Properties and Financial Services Pvt. Ltd.	12,59,205	6.44%	12,59,205	6.44%

^As per the records of the Company including its registers of members

22 (A)(vi) Pursuant to the resolution passed in the meeting of the shareholders of the Company held on February 15, 2024, the Company has issued and allotted on a preferential basis to a Promoter Director of the Company 2,50,000 fully paid up equity share of ₹ 10 each at a premium of ₹ 100 aggregating to ₹ 275 Lakhs.

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

22 (A)(vii) Details of shares held by promoters:

Promoters' Name	As at March 31, 2025		Change during the year (nos)	As at March 31, 2024		% change during the year
	No of Equity Shares	% of Holding		No of Equity Shares	% of Holding	
Meghraj Sohanlal Jain	47,86,565	24.47%	-	47,86,565	24.47%	-
Ajit S Jain (HUF)	24,84,240	12.70%	-	24,84,240	12.70%	-
Ajit Sohanlal Jain	3,99,696	2.04%	-	3,99,696	2.04%	-
Hardik Meghraj Jain	8,27,394	4.23%	-	8,27,394	4.23%	-
Bhavika Meghraj Jain	86,898	0.44%	-	86,898	0.44%	-
Indra Meghraj Jain	63,036	0.32%	-	63,036	0.32%	-
Seema Ajit Jain	1,25,276	0.64%	-	1,25,276	0.64%	-
Dhakad Properties Pvt. Ltd.	12,59,205	6.44%	-	12,59,205	6.44%	-
Swarn Bhavya Mangal Jewels Pvt. Ltd.	83,537	0.43%	18,278	65,259	0.33%	21.88%

Note ‘22(B)’- Other Equity

Particulars	Reserves and Surplus							Equity Instruments Through OCI	Total
	Capital Reserve	Securities Premium	General Reserve	Statutory Reserve	Contingency Reserve	Investment Reserve	Retained Earnings		
Balance as at April 01, 2023 (A)	150.46	3,588.19	365.00	1,179.88	25.00	7.00	3,900.89	46.51	9,262.93
Additions during the year									
Profit for the year	-	-	-	-	-	-	1,054.59	-	1,054.59
Add/(Less): Items of OCI for the year, Net of tax:									
Remeasurement benefit of defined benefit plans	-	-	-	-	-	-	0.20	-	0.20
Net fair value (loss)/ gain on Investment in equity instruments through OCI	-	-	-	-	-	-	-	(118.77)	(118.77)
Total comprehensive income for the year 2023-24 (B)	-	-	-	-	-	-	1,054.79	(118.77)	936.02
Additions/(Reductions) during the year									
Securities premium on account of issue of equity shares	-	250.00	-	-	-	-	-	-	250.00
Expense On Investments	-	-	-	-	-	-	(0.05)	-	(0.05)
Dividends	-	-	-	-	-	-	(96.57)	-	(96.57)
Transferred To Statutory Fund Reserve	-	-	-	210.92	-	-	(210.92)	-	-
Total (C)	-	250.00	-	210.92	-	-	(307.54)	-	153.38
Balance As At March 31, 2024 (D) = (A+B+C)	150.46	3,838.19	365.00	1,390.80	25.00	7.00	4,648.14	(72.26)	10,352.33

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Particulars	Reserves and Surplus							Equity Instruments Through OCI	Total
	Capital Reserve	Securities Premium	General Reserve	Statutory Reserve	Contingency Reserve	Investment Reserve	Retained Earnings		
Additions during the year									
Profit for the year	-	-	-	-	-	-	1,306.76	-	1,306.76
Add/(Less): Items of OCI for the year, net of tax:									
Remeasurement benefit of defined benefit plans	-	-	-	-	-	-	(2.69)	-	(2.69)
Net fair value (loss)/gain on Investment in equity instruments through OCI	-	-	-	-	-	-	-	149.46	149.46
Reclassification of (loss)/gains on disposal of investment in equity instruments through OCI	-	-	-	-	-	-	(26.90)	26.90	-
Total comprehensive income for the year 2024-25 (E)	-	-	-	-	-	-	1,277.17	176.36	1,453.53
Additions/(Reductions) during the year									
Securities Premium on account of issue of equity shares	-		-	-	-	-	-	-	-
Add/(Less): Transfer to capital reserve*	32.00	-	-	-	(25.00)	(7.00)	-	-	-
Dividends	-	-	-	-	-	-	(117.38)	-	(117.38)
Transferred To Statutory Reserve Fund	-	-	-	261.35	-	-	(261.35)	-	-
Total (F)	32.00	-	-	261.35	(25.00)	(7.00)	(378.73)	-	(117.38)
Balance As At March 31, 2025 (D+E+F)	182.46	3,838.19	365.00	1,652.15	-	-	5,546.58	104.10	11,688.48

* Transfer pursuant to special resolution passed at the AGM of the Company held on September 25, 2024

B. Other Equity- Money Received Against Share Warrant

Particulars	As at March 31, 2025		As at March 31, 2024	
	No of Warrants	₹ in lakhs	No of Warrants	₹ in lakhs
At the beginning of the year	15,50,000	426.25	-	-
Add/(Less) : Change during the year	-	-	15,50,000	426.25
Outstanding at the end of the year	15,50,000	426.25	15,50,000.00	426.25

Capital Reserve

This reserve represent amount transferred pursuant to cancellation of equity share warrants and transfer of contingency reserve and investment reserve of erstwhile company in terms of special resolution passed at the 62nd AGM of the Company.

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Securities Premium Reserve

This reserve represents the premium on issue of equity shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

General Reserve

This reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

Statutory Fund Reserve

This Reserve represents the Reserve Fund created under Section 45 IC of the Reserve Bank of India Act, 1934. Accordingly an amount representing 20% of profit for the period is transferred to the fund for the year.

Contingency Reserve & Investment Reserves

These reserves are of erstwhile company as per the statutory provisions as applicable at that point in time.

Retained Earnings

Retained earnings represent the accumulated earnings net of losses, if any, made by the Company over the years.

Money Received Against Share Warrant

Pursuant to the resolution passed in the meeting of the shareholders of the Company held on February 15, 2024, the Company has issued and allotted on a preferential basis to a Promoter Director of the Company 15,50,000 convertible equity warrants of a nominal value of ₹ 10/- each at a premium of ₹ 100 aggregating to ₹ 1705 Lakhs in compliance with all the applicable statutory regulations and enactments. The Company has received ₹ 426.25 Lakhs, being 25% of the aggregate consideration upon allotment of 15,50,000 convertible equity warrants. The equity warrant holder shall, in terms of issue and subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the equity warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the equity warrants upon payment of balance 75% of the consideration. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of ₹ 10 (Rupees Ten only) each to the warrant holder.

Other Comprehensive Income (OCI)

Other Comprehensive Income includes fair value on investment through OCI, net of taxes that will not be reclassified to profit & loss.

Note ‘23’ Interest Income

	(₹ in Lakhs)	
	2024 - 25	2023 - 24
On Financial Assets Measured At Amortised Cost		
Interest On :		
Loans	4,696.00	3,196.69
Deposits with Banks	100.02	12.03
Others	7.52	6.56
	4,803.54	3,215.28

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Note '24' Fees and Commission Income

	(₹ in Lakhs)	
	2024 - 25	2023 - 24
Fees on Corporate Guarantee	-	0.92
Service charges and other fees	131.88	93.55
Loan foreclosure charges	22.20	9.76
	154.08	104.23

Note '25' Other Income

	(₹ in Lakhs)	
	2024 - 25	2023 - 24
Office administrative services	-	7.98
	-	7.98

Note '26' Finance Costs

	(₹ in Lakhs)	
	2024 - 25	2023 - 24
Interest on financial liabilities carried at amortized cost		
Interest on borrowings from :		
Banks and Financial Institutions	1,475.28	602.53
Inter corporate loans	38.83	15.80
Directors	198.25	146.56
Interest on debt securities		
Redeemable Non - Convertible Debentures	-	66.06
Interest on Lease Liability	19.04	13.10
Other borrowing costs	70.57	79.39
Interest on Income Tax	37.26	26.07
	1,839.23	949.51

Note '27' Impairment of Financial Instruments

	(₹ in Lakhs)	
	2024 - 25	2023 - 24
On financial instruments measured at amortised cost		
Loans	72.75	74.18
	72.75	74.18

Note '28' Employee Benefits Expenses

	(₹ in Lakhs)	
	2024 - 25	2023 - 24
Salaries, Bonus And Allowances	560.16	450.98
Directors' Remuneration	100.54	61.50
Contribution to Provident Fund and Other Funds	19.16	2.36
Gratuity Expenses	7.38	1.07
Staff Welfare Expenses	16.91	2.17
	704.15	518.07

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Note '29' Other Expenses

	(₹ in Lakhs)	
	2024 - 25	2023 - 24
Commission Expenses	68.43	51.46
Credit Enquiry Expenses	13.11	7.58
Listing Fees	13.50	3.25
Directors' Sitting Fees	5.75	7.00
Advertisement Expenses	7.79	4.05
Auditors' Remuneration (Note 31)	8.68	5.85
Internal Audit Fees	3.00	1.50
Secretarial Audit Fees	0.50	0.50
Legal & Professional Charges	82.67	72.13
Repair & Maintenance	3.23	2.50
Printing & Stationery	5.55	5.39
Insurance Premium	12.45	5.68
Rent, Rates And Taxes	4.32	7.27
Sundry Debit Balances W/Off.	-	
Travelling Expenses	12.45	4.18
Telephone & Internet Charges	8.82	8.50
Corporate Social Responsibility Expenses (Note 37)	24.01	19.31
GST Expenses	40.26	22.39
Electrical Charges	27.02	22.67
Software Expenses	7.79	9.13
Miscellaneous Expenses	14.75	21.52
	364.08	281.85

Note '30' - Calculation of Earnings Per Share

	(₹ in Lakhs)	
	2024-25	2023-24
Profit after tax for the year attributable to the equity shareholders (₹ in Lakhs)	1,306.76	1,054.59
No of Equity Shares Outstanding at the end of the year	1,95,63,986	1,95,63,986
Weighted average number of equity shares outstanding for basic earning per share(Nos.)	1,95,63,986	1,93,41,038
Weighted average number of shares outstanding for diluted earning per share (Nos.)	1,98,61,528	1,93,41,038
Face value per share (in ₹)	10	10
Basic earnings per share (in ₹)	6.68	5.45
Diluted earnings per share (in ₹)	6.58	5.45

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Note ‘31’ - Auditors’ Remuneration (excluding GST)

	₹ in Lakhs	
	2024-25	2023-24
Statutory Audit Fees	5.50	5.50
Others	2.98	0.30
Reimbursement of Expenses	0.20	0.05
	8.68	5.85

Note ‘32’ - Contingent Liabilities and Commitments (to the extent not provided for)

	₹ in Lakhs	
	As at March 31, 2025	As at March 31, 2024
(i) Contingent Liabilities		
(a) Claims against company not acknowledged as debt (Note 32.1)		
- Income Tax	99.42	99.95
	99.42	99.95
(ii) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	10.00	9.60
(b) Lease Commitments (Note 35)	-	-
(c) Other commitments	-	-
	10.00	9.60

32.1 The Company is contesting the demands and the management believes that the Company’s position will likely to be upheld in the appellate process and accordingly, no provision has been made in the financial statements for the tax demands raised. The management believes that the ultimate outcome of these proceedings will not have material adverse effect on the Company’s financial position and results of operations.

32.2 Outstanding Income Tax demand pending necessary rectifications for short tax credits by : ₹ 106.59 Lakhs (PY. ₹ 154.50 Lakhs).

Note ‘33’ - Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

	₹ in Lakhs	
	2024-25	2023-24
Principal amount remaining unpaid to suppliers as at the end of the accounting year	0.07	8.53
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
The amount of interest paid along with the amounts of the payment made to the suppliers beyond the appointed due date during the year	-	-
The amount of interest due and payable for the year	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

33 Dues to Micro and Small Enterprises (Suppliers) have been determined to the extent such parties have been identified on the basis of information collected by the Company. This has been relied upon by the auditors.

	₹ in Lakhs	
Summary of Principal amount remaining unpaid to Supplier's	As at March 31, 2025	As at March 31, 2024
Trade Payables	0.07	3.86
Other Payables	-	4.67
	0.07	8.53

Note ‘34’ - Dividend

	₹ in Lakhs	
	2024-25	2023-24
Dividend on equity shares paid during the year at ₹ 0.60 (PY. ₹ 0.50) per equity share of ₹ 10 each	117.38	96.57
	117.38	96.57

34.1 Proposed Dividend :

The Board of Directors at its meeting held on May 15, 2025 have recommended a payment of dividend of ₹ 0.75 (PY. ₹ 0.60) per equity share of face value of ₹ 10/- each for the financial year ended March 31, 2025, aggregate to ₹ 146.73 Lakhs (PY. ₹ 117.38 Lakhs). The above is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognised as a liability.

34.2 The propsed dividend is in compliance with regulatory requirements.

Note 35- Disclosure as per requirement of Ind AS 116 - Leases:

Lease Contracts entered into by the Company are mainly in respect for office premises taken on the lease in the ordinary course of business. Lease Contracts are for the period of 3- 5 years.

Below are the carrying amounts of lease liabilities and movement during the period :

	₹ in Lakhs	
Particulars	2024-25	2023-24
Opening Lease Liabilities	135.77	138.93
Recognised during the year	104.68	46.01
Finance cost accrued during the year	19.05	13.1
Deletion	-	-
Payment of lease liabilities	(95.04)	(62.27)
Closing Lease Liabilities	164.46	135.77

	₹ in Lakhs	
Particulars	As at March 31, 2025	As at March 31, 2024
Non- current financial liability	88.17	81.18
Current financial liability	76.29	54.59

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

The following are the amounts recognised in profit and loss account :

Particulars	₹ in Lakhs	
	2024 - 25	2023 - 24
Depreciation expense of right-of-use assets	86.62	50.15
Interest expense on lease liabilities	19.04	13.10
Interest income on fair value of security deposits	7.52	6.56
Expenses relating to short - term lease (included in other expenses)	-	-
Expenses relating to leases of low - value assets (included in other expenses)	-	-
Variable lease payments (included in other expenses)	-	-

The table below provides details regarding the contractual maturities of lease liabilities, on an undiscounted basis:

Tenure	₹ in Lakhs	
	As at March 31, 2025	As at March 31, 2024
Less than 1 year	89.09	65.75
1-5 years	97.21	88.93

Note '36' - Operating Segment

36.1 The Company is engaged in the business segment of Financing, whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated and to assess its performance, and for which discrete financial information is available. Thus, the Company operates in one segment and there is no separate reportable segment.

36.2 There are no operation outside India and hence there is no external revenue or assets which require disclosures.

36.3 All the assets of the Company are located in India.

36.4 There are no transaction with single external customer which amount to 10% or more of the Company's revenue.

Note '37' - Expenditure on corporate social responsibility initiatives

	₹ in Lakhs	
	2024-25	2023-24
Gross amount required to be spent by the Company during the year as per the provisions of section 135 of the Companies Act, 2013 ("the Act")		
-2% of the average net profit for last three financial years, calculated as per section 198 of the Act	24.00	19.31
Add/(Less): Unspent/(Excess) of preceding years	-	-
Less: Amount spent during the year	-	-
i) Construction/acquisition of any asset of the Company	-	-
ii) On purposes other than (i) above		
- Promotion of Education*	24.00	19.31
- Promotion of Sports	-	-
- Hostels for Orphanage	-	-
- Upliftment of tribal areas	-	-

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

* Contribution to a charitable trust in which Managing Director of the Company and his relative are trustees. The said contribution is fully utilised by the said trust during the year for the activities as approved by CSR committee of the Company.

Note '38' - Employee Benefits:

38.1 Defined Benefit Plan - Gratuity (Not funded)

The Company is liable to pay to every employee gratuity on departure at 15 days of last drawn salary for each completed year of service. The Present Value of obligation determined based on actuarial valuation using the Projected Unit Credit Method for the year is as below. The Company has not maintained any fund for the said liability.

Particulars	₹ in Lakhs	
	2024-25	2023-24
i) Change in Defined Benefit Obligation		
Obligation at the beginning of the year	7.80	4.10
Current service cost	6.82	3.67
Interest cost	0.56	0.30
Past service cost	-	-
Benefits paid	-	-
Remeasurement loss/(gain)	3.60	(0.27)
Defined Benefit Obligation at the end of the year	18.78	7.80
ii) Change in Plan Assets		
Fair value of plan assets at the beginning of the year	-	-
Expected return on plan assets	-	-
Employer contributions	-	-
Benefits paid	-	-
Remeasurement (loss)/gain	-	-
Fair Value of Plan Assets at the end of the year	-	-
iii) Amount recognized in the Balance Sheet		
Present value of Benefit Obligation at the end of the Period	18.78	7.80
Fair value of plan assets at the end of the year	-	-
Amount not recognized due to asset limit	-	-
Amount Recognized in the Balance Sheet	18.78	7.80
iv) Expenses recognized in the Statement of Profit and Loss		
Employee benefits expense		
Current service cost	6.82	3.67
Past service cost	-	-
Interest cost including interest on value of asset ceiling	0.56	0.30
Expected return on plan assets	-	-
(Less)/Add : Excess provision in the previous year	-	(2.90)
(A)	7.38	1.07
Other Comprehensive Income		
Loss/(gain) on plan assets less interest on plan assets	-	-
Actuarial loss/(gain) arising from changes in financial assumption	3.60	0.06

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Particulars	₹ in Lakhs	
	2024-25	2023-24
Actuarial loss/(gain) arising from changes in demographic assumption	-	
Actuarial loss/(gain) arising on account of experience changes	-	(0.33)
Actuarial loss/(gain) arising on account of adjustment to recognize the effect of asset ceiling	-	-
(B)	3.60	(0.27)
Expenses recognised in the statement of profit and loss (A+B)	10.98	0.80
v) Investment Details		
vi) Principal assumption used in determining defined benefit obligation		
Discount rate (per annum)	6.61%	7.19%
Salary escalation rate (per annum)	8.00%	8.00%
vii) Sensitivity Analysis		
Increase in 100bps on DBO	-	-
Change in discounting rate	(1.72)	(0.73)
Change in Salary Escalation	1.94	0.84
Decrease in 100bps on DBO	-	-
Change in discounting rate	2.01	0.85
Change in Salary Escalation	(1.71)	(0.73)
viii) Maturity profile of defined benefit obligation		
Within the next 12 months (next annual reporting period)	0.19	0.02
Between 2 and 5 years	5.34	2.03
Between 5 and 10 years	8.57	3.97

39.2 Defined Contribution Plan

Provident Fund

The Company makes its contribution alongwith the share of employees' contribution deducted from salary on monthly basis to Employees' Provident Fund administered by the Central Government. The Company's Contribution is charged to Statement of Profit & Loss. The Company has no obligation for any further contribution in case of any shortfall. The details of contribution are as under :-

Particulars	₹ in Lakhs	
	2024-25	2023-24
Contribution to Provident Fund	18.34	2.36

The Company also makes periodical contribution to Employee Provident Fund & Maharashtra Labour Welfare Fund as statutorily required and same is charged to profit and loss.

c) Other Employee benefits - Leave Encashment

The employees are not entitled for compensation in respect of unavailed leaves as per the policy of the Company

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Note '39' - Capital Management

The primary objective of the capital management is to ensure that the Company complies with the capital adequacy requirement of Reserve Bank of India (RBI), maintains strong credit rating and healthy capital ratios in order to manage capital base to cover risk inherent in the business, support business and maximise shareholders value. The adequacy of the Company's capital is continuously monitored by the Management using, among other measures, the regulations issued by RBI.

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.

The Company has complied in full with the capital requirements prescribed by RBI over the reported period. Disclosures of capital adequacy as per applicable RBI regulations (Note 42).

Note '40'- Financial Risk Management Framework - Objectives and Policies

The Company is committed to create value for its shareholders through sustainable business growth and with that intent has put in place a robust risk management framework to promote a proactive approach in reporting, evaluating and resolving risks associated with the business of the Company. Given the nature of the business the Company is engaged in, the risk management framework recognizes that there is an uncertainty in creating and sustaining such value as well as in identifying opportunities. Risk management is therefore made an integral part of the Company's effective management practice.

The Company's principal financial liabilities comprise borrowings and trade and other payables. The main purpose of this financial liabilities is to finance and support the Company's operations. The Company's principal financial assets include loans, investments, cash and cash equivalents and other receivables that are derived directly from its operations. As a financial lending institution, the Company is exposed to various risks that are related to its lending business and operating environment. The principal objective in the Company's risk management processes is to measure and monitor the various risks that the Company is subject to and to follow policies and procedures to address such risks.

The Company is generally exposed to Credit Risk, Liquidity Risk, Market Risk and Operational Risk.

(i) Credit Risk

The Credit Risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit Risk arises principally from the risk of loss that may occur from the default of the Company's customers under loan agreements. Customer defaults and inadequate collateral may lead to loan losses.

The Company is exposed to the risk that its customers default in repayment of loans or advances granted by the Company. Customers may default on their obligations owed to the Company due to insolvency, lack of liquidity, operational failure etc. Significant failures by the customers to timely perform their obligations owed could materially and adversely affect the company's financial position, ability to borrow incremental funds, ability to meet business expenses and to repay, make the re-payment to its lenders and creditors in a timely manner.

The credit risk may also arise due to the business, operational, technological parameters and business environment in which the company operates. Due to some challenges that may be specific to the customer, there may be failure on the part of a customer to meet its performance obligations and pose a credit risk to the Company. On the operational side, there could be a slippage in operational procedure and execution of policies leading to credit risk. Similarly technological redundancy and obsolescence may also pose credit risk.

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

(a) Management of credit risk

The Company lends both secured and unsecured loans to its customers. To mitigate the credit risk, the Company has implemented various policies and mechanisms, including the Credit Policy to define the broad principles which the Company follows to accept lending proposals, to manage the loan portfolio and recover its dues in adherence to RBI Regulations to protect the business assets of the Company.

Credit risk on Gold loan is considerably reduced as collateral is in the form of Gold ornaments which can be easily liquidated and there is only a distant possibility of losses due to adequate margin of 25% or more retained while disbursing the loan. Credit risk is further reduced through a quick but careful collateral appraisal and loan approval process. Hence an overall, the Credit risk is normally low. Further, an established process for customer verification, ornament valuation and purity checks, maximum loan value and auction of ornaments as per RBI stipulations with delegated powers at the branches level and continuous monitoring by the Management of the Company helps to manage the credit risk. Similarly risk in respect of other secured loans are considerably reduced considering the available collateral securities.

To reduce the credit risk for other loans, the Company performs a detailed credit assessment on the prospective borrower, seeks security over some assets of the borrower and/or a guarantee from a third party. The Company takes all reasonable and business precautions through policies and procedures to mitigate and manage the credit risk in respect of such other loans.

The Company employs all recovery procedures, including follow up with the customer for payment, legal remedies for recovery, invocation and sale of collateral as per the policies of the Company and guidelines issued by the Reserve Bank of India.

The Senior management in the Company is responsible for the evaluation of internal financial controls and risk management systems. In addition to continuous monitoring by the Senior Management, the Company conducts regular internal audits through an in-house team of various branches to identify the scope of improvement/enhancement in the Company's processes, quality control, fraud prevention and compliance with law & regulations. In addition, the internal audit reports of external agency are reviewed by the Audit Committee and placed before the Board.

At the portfolio level, the Company manages credit risk through limiting concentration of credit at individual borrower level, group levels, etc. The loan proposals are assessed based on various factors like repayment capacity, credit worthiness, repayment history, business/ professional profile, future business prospects, field investigation, quality & value of security, etc.

The credit risk is managed by a robust control framework by the risk and collection department which continuously align credit and collection policies and resourcing, obtaining external data from credit bureaus, reviews of portfolios and review of loan delinquency by senior and middle management team comprising of risk, analytics, collection and fraud containment along with business. The same is periodically reviewed by Risk Management Committee.

Despite all measures being taken by the Management of the Company, the financing business has an inherent risk of default by the customer in the repayment of the loan.

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

(b) Credit Exposure:

The exposure of the Companies to credit risk based on financial assets as at reporting date is as follows:

Particulars	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Trade receivable and other receivables	6.79	47.49
Loans (gross carrying amount)	29,456.92	22,870.46
Other financial assets	86.96	77.37
	29,550.67	22,995.32

(c) Credit Quality of Financial Assets - Loans and Loss Provisions

Particulars		(₹ in Lakhs)		
		As at March 31, 2025		
		Gross carrying amount	Loss Provisions	Net Carrying amount
Performing Assets				
Standard	Stage 1	28,635.96	108.82	28,527.14
	Stage 2	437.15	3.48	433.67
	Stage 3	38.44	1.80	36.64
Non-Performing Assets (NPA)				
Substandard	Stage 3	227.06	59.26	167.80
Doubtful - Upto 1 year	Stage 3	-	-	-
1 to 3 years	Stage 3	-	-	-
More Than 3 Years	Stage 3	13.01	13.01	-
Loss	Stage 3	105.30	105.30	-
Other items such as guarantees, loan, commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-
	Stage 2	-	-	-
	Stage 3	-	-	-
	Stage 1	28,635.96	108.82	28,527.14
	Stage 2	437.15	3.48	433.67
	Stage 3	383.81	179.37	204.44
	Total	29,456.92	291.67	29,165.25

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

(₹ in Lakhs)

Particulars		As at March 31, 2024		
		Gross carrying amount	Provision	Net Carrying amount
Performing Assets				
Standard	Stage 1	21,624.49	61.28	21,563.21
	Stage 2	612.78	11.84	600.94
	Stage 3	336.51	4.67	331.84
Non-Performing Assets (NPA)				
Substandard	Stage 3	218.49	81.77	136.72
Doubtful - Upto 1 year	Stage 3	-	-	-
1 to 3 years	Stage 3	-	-	-
More Than 3 Years	Stage 3	3.17	3.17	-
Loss	Stage 3	75.02	75.02	-
Other items such as guarantees, loan, commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-
	Stage 2	-	-	-
	Stage 3	-	-	-
	Stage 1	21,624.49	61.28	21,563.21
	Stage 2	612.78	11.84	600.94
	Stage 3	633.19	164.63	468.56
	Total	22,870.46	237.75	22,632.71

(d) Impairment Assessment

The Company is engaged in the business of providing loans against jewellery with a maximum tenure of 24 months, loan againsts property with a maximum tenure of 144 months and unsecured business and personal loans generally with a maximum tenure of 60 months. The Company makes provision for credit loss allowance/impairment loss based on expected credit loss method as detailed out in material accounting policies and after considering provisioning requirement as provided in "Prudential Regulations" under Scale Based Regulations issued by Reserve Bank of India and read with erstwhile Non-Banking Financial Company Non-Systematically important Non-Deposit taking (Reserve Bank) Directions, 2016, as amended from time to time.

Movement in expected credit loss allowance (impairment) on Financial Assets - Loans

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Balance at the beginning of the year	237.75	163.56
Add/(Less):- Addition/(reversal) during the year	72.75	74.18
Less:- Write off during the year	18.83	-
Closing balance at the end of the year	291.67	237.75

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

(ii) Liquidity Risk

Liquidity risk is defined as the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the Company might be unable to meet its payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances. Such scenarios could occur when funding needed for the business of the Company or to meet financial obligations is not available to the Company on acceptable / favourable terms. To limit this risk, management has arranged for diversified funding sources and adopted a policy of availing funding in line with the tenor and repayment pattern of its receivables and monitors future cash flows and liquidity on a regular interval. The Company has developed internal control processes and contingency plans for managing liquidity risk. This incorporates an assessment of expected cash flows and the availability of unencumbered receivables which could be used to secure funding by way of assignment if required. The maturity profile of financial assets and financial liabilities at undiscounted values is as under :

(₹ in Lakhs)

Particulars	Maturity within 12 months	Maturity after 12 months	Total contracted cash flows	Fair value
As at March 31, 2025				
Trade and other payables and other financial liabilities	113.33	-	113.33	113.33
Borrowings (Other than debt securities)	13,207.85	6,677.24	19,885.09	19,727.39
Lease liability	89.09	97.21	186.30	164.46
Total	13,410.27	6,774.45	20,184.72	20,005.18
As at March 31, 2024				
Trade and other payables and other financial liabilities	329.94	-	329.94	329.94
Borrowings (Other than debt securities)	8,479.27	5,162.50	13,641.77	13,664.02
Lease liability	65.75	88.93	154.68	135.77
Total	8,874.96	5,251.43	14,126.39	14,129.73

(iii) Market risk

Market Risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market factor. Such changes in the values of financial instruments may result from changes in the interest rates, credit, liquidity, and other market changes. The objective of market risk management is to avoid excessive exposure of our earnings and equity to loss and reduce our exposure to the volatility inherent in financial instruments. The company continuously monitors these risks and manages them through appropriate risk limits. The Management of the company reviews market-related trends and risks and adopts various strategies related to assets and liabilities, in line with the company's risk management framework. The Company is exposed to four types of market risk as follows:

a) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in market interest rates. The Company is subject to interest rate risk, since there is a mismatch between borrowing and lending vis-a-vis fixed and floating rate interest and maturity period. The Company is exposed to interest rate risk on short-term and long-term floating rate interest bearing liabilities. The Company's policy is to maintain a balance of fixed and floating interest rate borrowings, maturity period and the proportion of fixed and floating rate debt are determined by prevailing interest rates. These exposures are reviewed by the management on a periodic basis.

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

The exposure of the Company's financial liabilities to interest rate risk based on liabilities as at reporting date is as follows :

Particulars	Impact on profit before tax	
	2024-25	2023-24
Increase in interest rate by 100 basis points	101.09	84.00
Decrease in interest rate by 100 basis points	(101.09)	(84.00)

(Calculated based on risk exposure outstanding as of date and assuming that all other variables, remain constant).

b) Price Risk

A sudden fall in the gold price and a fall in the value of the pledged gold ornaments can result in default in loans repayment, if the outstanding loan and the interest thereon exceed the market value of the pledged gold. This risk is in part mitigated by a minimum 25% margin retained on the value of gold jewellery for the purpose of calculation of the loan amount. Further, we appraise the gold jewellery collateral solely based on the weight of its gold content, excluding the weight and value of the stones studded in the jewellery. In addition, the sentimental value of the gold jewellery to the customers may induce repayment of the amount due and redemption of the collateral even if the value of gold ornaments falls below the value of the loan outstanding amount due for payment. An occasional decrease in gold prices will not increase price risk significantly on account of our adequate collateral security margins. However, a sustained decrease in the market price of gold can additionally cause a decrease in the size of our loan portfolio and our interest income.

c) Equity Price Risk

Equity price risk relates to change in the fair value of investments in the equity instruments measured at fair value through OCI. As at March 31, 2025 the carrying value of such equity instruments recognised at fair value through OCI amounts to ₹ 1,400.52 Lakhs (P.Y. ₹ 1,427.92 Lakhs).

A sensitivity analysis demonstrating the impact of change in the carrying value of investment in equity instrument as at reporting date is given below:

Particulars	Impact on OCI before tax	
	2024-25	2023-24*
Increase by 5%	70.03	60.99
Decrease by 5%	(70.03)	(60.99)

d) Prepayment Risk

Prepayment risk is the risk that the Company will incur a financial loss because its customers and counterparties repay or request repayment earlier than expected, such as fixed rate loans when interest rates fall.

e) Foreign currency risk

Currency Risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. However the company is not exposed to the risk of fluctuations on change in exchange rates as the Company does not have any foreign transaction.

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

(iv) Operational Risk

Operational risk is the risk of loss arising from inadequate or failed internal processes, human error, fraud, systems failure or from external events. When controls fail to operate effectively, operational risks can cause damage to reputation, have legal or regulatory implications, or lead to financial loss. The Company cannot expect to eliminate all operational risks, but it endeavours to manage these risks through comprehensive internal control systems, procedures and data 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 which enables the management of the Company to evaluate key areas of operational risks and the process to adequately mitigate them on an ongoing and timely basis. The Company also undertakes risk based audits on a regular basis across all branches/ 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 Company's operational risk.

Note '41'- Fair Value Measurement

(a) Fair Value hierarchy and categories of Financial Instruments

				(₹ in Lakhs)	
	Level	As at March 31, 2025		As at March 31, 2024	
		Carrying amount	Fair value	Carrying amount	Fair value
A Financial assets					
i) Measured At Fair Value Through OCI					
Investment	3	1,400.52	1,400.52	1,427.92	1,427.92
ii) Measured At Amortised Cost					
Cash and Cash Equivalents	1	1,183.54	1,183.54	631.17	631.17
Bank Balances Other Than Above	1	1,451.92	1,451.92	919.24	919.24
Loans	3	29,342.73	29,165.25	22,798.47	22,632.71
Other Receivables	3	6.79	6.79	47.49	47.49
Other Financial Assets	3	86.96	86.96	77.37	77.37
Total		33,472.46	33,294.98	25,901.66	25,735.90
B Financial liabilities					
i) Measured At Amortised Cost					
Debt Securities		-	-	-	-
Borrowings	2	19,885.09	19,727.39	13,641.77	13,664.02
Trade and Other Payables	3	79.66	79.66	92.24	92.24
Lease Liabilities	3	186.30	164.46	154.68	135.77
Other Financial Liabilities	3	33.67	33.67	237.70	237.70
Total		20,184.72	20,005.18	14,126.39	14,129.73

The fair value of the financial assets and liabilities is the amount at which it could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

All the financial assets and liabilities of the Company are measured at amortised cost except for investments in equity instruments, which are classified at fair value through other comprehensive income and based on a fair valuation report of an independent registered valuer.

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Level 1 hierarchy includes Financial Instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and place limited reliance on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level.

Note ‘42’- Reconciliation of liabilities arising from Financing Activities

(₹ in Lakhs)

Particulars	As at April 1, 2024	Cash flows/ (Used) (Net)	Other	As at March 31, 2025
Borrowings other than Debt Securities	13,664.02	6,209.34	11.28	19,884.64
Total Liabilities From Financing Activities	13,664.02	6,209.34	11.28	19,884.64

(₹ in Lakhs)

Particulars	As at April 1, 2023	Cash flows/ (Used) (Net)	Other	As at March 31, 2024
Debt Securities	705.99	(700.00)	(5.99)	-
Borrowings other than Debt Securities	7,885.15	5,764.90	13.97	13,664.02
Total Liabilities from Financing Activities	8,591.14	5,064.90	7.98	13,664.02

Note ‘43’ - Disclosures as per Reserve Bank of India Master Direction (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 and Non-Banking Financial Company - Non-Systematically Important Non-Deposit Taking (Reserve Bank) Directions, 2016, as amended.

In terms of framework for Scale Based Regulations for Non-Banking Financial Company considering size, activities and perceived riskiness, the Company falls into base layer i.e. (NBFC-BL). The following disclosures are as applicable to NBFC-BL.

Note ‘43(i)’-

The leverage ratio of the Company is less than 7.

Note ‘43(ii)’-

The company has complied with norms prescribed as per Reserve Bank of India Master Direction (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 and Non-Banking Financial Company - Non-Systematically Important Non-Deposit taking (Reserve Bank) Directions, 2016.

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Note ‘43(iii)’-

Capital to Risk Assets Ratio (CRAR)

Particulars	As at March 31, 2025	As at March 31, 2024
CRAR (Percent)	41.15%	47.23%
CRAR - Tier I Capital (Percent)	41.15%	47.23%
CRAR - Tier II Capital (Percent)	-	-

Note ‘43(iv)’-

Liquidity Coverage Ratio (LCR)

The computation of LCR is not applicable to the Company in terms of applicable RBI Regulations, as amended.

Note ‘43(v)’-

Loan Portfolio Classification and Provision

(₹ in Lakhs)

Particulars	As at March 31, 2025		
	Gross Loan Outstanding	Provisions	Net Loan Outstanding
Standard Asset	29,111.55	71.74	29,039.81
Sub Standard Asset	227.06	37.72	189.34
Doubtful Asset	13.01	13.01	-
Loss Asset	105.30	105.30	-
	29,456.92	227.77	29,229.15

(₹ in Lakhs)

Particulars	As at March 31, 2024		
	Gross Loan Outstanding	Provisions	Net Loan Outstanding
Standard Asset	22,573.78	55.82	22,517.96
Sub Standard Asset	218.49	49.10	169.39
Doubtful Asset	3.17	3.17	-
Loss Asset	75.02	75.02	-
	22,870.46	183.11	22,687.35

The loan portfolio classification and provisioning is based on NPA classification norms of 120 days overdue (PY - 150 days overdue) in terms of glide path provided by Reserve Bank of India.

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

The glide path for NPA classification for future periods is as under:

NPA Norms	Timeline
>90 days	By March 31, 2026

Classification of assets as Special Mention Account as per category specified below:

SMA Sub-Category	Basis For Classification- Principal Or Interest Payment Or Any Other Amount Wholly Or Partly Overdue	As at March 31, 2025		As at March 31, 2024	
		Amount	Overdue	Amount	Overdue
SMA-0	Upto 30 days	28,635.96	-	21,623.47	-
SMA-1	More than 30 days and upto 60 days	154.27	-	316.58	-
SMA-2	More than 60 days and upto 120 days*	321.32	-	633.73	-

* subject to change in future in line with glide path for NPA

Note '43(vi)'-

Schedule to the Balance Sheet Of Non-Deposit taking Non-Banking Financial Company

Particulars	As at March 31, 2025		As at March 31, 2024	
	Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue
Liability side:				
1. Loans And Advances Aailed By The Non-Banking Financial Company Inclusive Of Interest Accrued Thereon But Not Paid:				
(a) Debenture : Secured	-	-	-	-
Unsecured	-	-	-	-
(Other than falling within the meaning of public deposits*)	-	-	-	-
(b) Deferred Credits	-	-	-	-
(c) Term Loans	8,936.39	-	4,969.25	-
(d) Inter-Corporate Loans and Borrowings	776.91	-	289.97	-
(e) Commercial Paper	-	-	-	-
(f) Public Deposits*	-	-	-	-
(g) Other Loans;	-	-	-	-
- Short Term Loans	3,541.73	-	2,511.18	-
- Working capital Demand Loan Facility	4,322.61	-	3,393.62	-
- Loan from Directors	2,307.00	-	2,500.00	-
*Please see Note (a) Below				
2. Break up of (1)(f) above (Outstanding Public Deposits inclusive of Interest accrued thereon but not paid):				
(a) In the form of Unsecured Debenture	-	-	-	-
(b) In the form of Partly Secured Debenture i.e. debenture where there is a shortfall in the value of securities.	-	-	-	-
(c) Other Public Deposits*	-	-	-	-

*Please see **Note (a)** Below

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Particulars	As at March 31, 2025	As at March 31, 2024
	Amount Outstanding	Amount Outstanding
Assets Side :		
3. Break-Up Of Loans And Advances including Bills Receivables [Other than those included in (4) below] :		
(a) Secured	18,008.16	12,680.50
(b) Unsecured	11,448.76	10,189.96
4. Break-Up Of Leased Assets and Stock on Hire and Other Assets Counting towards Asset Financing Activities :		
(i) Lease Assets Including Lease Rentals Under Sundry Debtors:		
(a) Financing Lease	-	-
(b) Operating Lease	-	-
(ii) Stock On Hire Including Hire Charges Under Sundry Debtors:		
(a) Asset On Hire	-	-
(b) Repossessed Asset	-	-
(iii) Other Loans Counting Towards Asset Financing Activities		
(a) Loans Where Asset Have Been Repossessed	-	-
(b) Loans Other Than (A) Above	-	-

5. Break-Up Of Investments :

Particulars	As at March 31, 2025	As at March 31, 2024
	Amount Outstanding	Amount Outstanding
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 :		

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Particulars	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
	Amount Outstanding	Amount Outstanding
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	1,400.52	1,427.92
(b) Preference	-	-
(ii) Debentures And Bonds	-	-
(iii) Units Of Mutual Funds	-	-
(iv) Government Securities	-	-
(v) Others - Investment Property	1,316.11	1,316.11

(6) Borrower group-wise classification of assets financed as in (3) And (4) Above:

Category	(₹ in Lakhs)		
	As at March 31, 2025		
	Amount Net Of Provision as per Prudential Norms		
	Secured	Unsecured	TOTAL
1. Related Parties			
(a) Subsidiaries	-	-	-
(b) Companies in the same Group	-	-	-
(c) Other Related Parties	-	-	-
2. Other Than Related Parties	17,960.46	11,268.69	29,229.15
	17,960.46	11,268.69	29,229.15

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Category	(₹ in Lakhs)		
	As at March 31, 2024		
	Amount Net Of Provision as per Prudential Norms		
	Secured	Unsecured	TOTAL
1. Related Parties			
(a) Subsidiaries	-	-	-
(b) Companies In The Same Group	-	-	-
(c) Other Related Parties		-	-
2. Other Than Related Parties	12,680.36	10,006.99	22,687.35
	12,680.36	10,006.99	22,687.35

(7) Investor Group-Wise Classification of all investments (Current and Long Term) in Shares and Securities (Both Quoted and Unquoted) :

Category	(₹ in Lakhs)		As at March 31, 2024	
	As at March 31, 2025		As at March 31, 2024	
	Market Value Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value Break up or 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#	1,400.52	1,400.52	1,427.92	1,427.92
	1,400.52	1,400.52	1,427.92	1,427.92

Note 8.4

(8) Other Information:

Category	2024-25	(₹ in Lakhs)
	Amount	2023-24 Amount
(i) Gross Non-Performing Assets		
(a) Related Parties	-	-
(b) Other than Related Parties	345.37	296.68
(ii) Net Non-Performing Assets		
(a) Related Parties	-	-
(b) Other than Related Parties	189.34	169.39
Assets acquired in satisfaction of Debt	-	-

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Note ‘43(vii)’-

(1) Exposure

1.1) Exposure to Real Estate Sector :

Category	₹ in Lakhs)	
	As at March 31, 2025 Amount	As at March 31, 2024 Amount
i) Direct Exposure		
a) Residential Mortgages - Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund based (NFB) limits.	-	-
b) Commercial Real Estate - 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.	1,566.26	1,588.23
c) Investments in Mortgage-Backed Securities (MBS) and other securitized exposures -		
- Residential	-	-
- 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	1,566.26	1,588.23

1.2) Exposure to Capital Market :

Particulars	₹ in Lakhs)	
	As at March 31, 2025 Amount	As at March 31, 2024 Amount
i) Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt	-	208.17
ii) Advances against shares/bonds/debentures or other securities or on clean basis to individuals for investment in shares (including IPOs/ ESOPs), convertible bonds, convertible debentures, and units of equity oriented mutual funds	-	-
iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	-	-

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Particulars	₹ in Lakhs)	
	As at March 31, 2025 Amount	As at March 31, 2024 Amount
iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares/ convertible bonds/convertible debentures/units of equity oriented mutual funds does not fully cover the advances	-	-
v) Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers	-	-
vi) Loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources	-	-
vii) Bridge loans to companies against expected equity flows / issues	-	-
viii) Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	-	-
ix) Financing to stockbrokers for margin trading	-	-
x) All exposures to Alternative Investment Funds:		
- Category I	-	-
- Category II	-	-
- Category III	-	-
Total Exposure to capital market	-	208.17

1.3) Sectoral Exposure :

	As at March 31, 2025			As at March 31, 2024		
	Total Exposure (includes on balance sheet and off balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
Advances to Individuals against Gold						
i) Agriculture and Allied Activities	50.69	-	0.00%	87.38	-	0.00%
ii) Industry						
Micro and small	2,267.82	103.55	4.57%	1,429.33	-	0.00%
Medium	832.71	79.25	9.52%	486.02	-	0.00%
Large	-	-		-	-	
Others	3,471.30	18.32	0.53%	1,448.87	-	0.00%
Total of industry	6,571.83	201.12	3.06%	3,364.22	-	0.00%

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

	As at March 31, 2025			As at March 31, 2024		
	Total Exposure (includes on balance sheet and off balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
Advances to Individuals against Gold						
iii) Services						
Transport operators	110.28	-	0.00%	217.08	-	0.00%
Tourism, Hotel and Restaurants	393.76	8.07	2.05%	420.68	1.60	0.38%
Professional Services	610.73	0.11	0.02%	886.73	-	0.00%
Trade	997.08	18.38	1.84%	463.50	16.06	3.46%
Commercial Real Estate	1,566.26	-	0.00%	1,588.23	-	0.00%
NBFCs	204.61	-	0.00%	161.86	-	0.00%
Others	3,830.39	78.27	2.04%	4,815.00	82.56	1.71%
Total of services	7,713.10	104.83	1.36%	8,553.09	100.22	1.17%
iv) Personal Loans						
Advances to Individuals against Gold	12,547.76	25.92	0.21%	7,988.36	92.91	1.16%
Others	2,573.54	13.50	0.52%	2,877.41	103.53	3.60%
v) Others	-			-	-	
Total Advances	29,456.92	345.37		22,870.46	296.66	

1.4) Intra-group exposure

Particulars	As at March 31, 2025	As at March 31, 2024
	Amount	Amount
Total amount of intra group exposures	-	-
Total amount of top 20 intra-group exposures	-	-
Percentage of intra- group exposures to total exposure of the NBFC on borrowers/customers	-	-
	-	-

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

1.5) Unhedged Foreign currency exposure

Particulars	2024-25	2023-24
	Amount	Amount
Unhedged Foreign Currency Exposure	-	-

(2) Related Party Disclosure

Particulars	As at March 31, 2025					
	Directors	Relatives of Directors	Key Management	Relatives of Key Management Personnel	Others	Total
Borrowings	2,307.00	-	-	-	-	2,307.00
Deposits	-	-	-	-	-	-
Placement of Deposits	-	-	-	-	-	-
Advances	-	-	-	-	-	-
Investments	-	-	-	-	-	-

Particulars	As at March 31, 2024					
	Directors	Relatives of Directors	Key Management	Relatives of Key Management Personnel	Others	Total
Borrowings	2,500.00	-	-	-	-	2,500.00
Deposits	-	-	-	-	-	-
Placement of Deposits	-	-	-	-	-	-
Advances	-	-	-	-	-	-
Investments	-	-	-	-	-	-

Maximum Outstanding	2024-25					
	Directors	Relatives of Directors	Key Management	Relatives of Key Management Personnel	Others	Total
Borrowings	3,203.50	-	-	-	-	3,203.50
Deposits	-	-	-	-	-	-
Placement of Deposits	-	-	-	-	-	-
Advances	-	-	-	-	-	-
Investments	-	-	-	-	-	-

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Maximum Outstanding	2023-24					
	Directors	Relatives of Directors	Key Management	Relatives of Key Management Personnel	Others	Total
Borrowings	2,917.00	160.00	10.00	-	-	3,087.00
Deposits	-	-	-	-	-	-
Placement of Deposits	-	-	-	-	-	-
Advances	-	-	-	-	132.50	132.50
Investments	-	-	-	-	-	-

Particulars	2024-25					
	Directors	Relatives of Directors	Key Management	Relatives of Key Management Personnel	Others	Total
Purchase of fixed/other assets	-	-	-	-	-	-
Sale of fixed/other assets	-	-	-	-	-	-
Interest Paid	197.93	-	-	-	-	197.93
Interest Received	-	-	-	-	-	-
Others	110.49	-	10.31	-	0.71	121.51

Particulars	2023-24					
	Directors	Relatives of Directors	Key Management	Relatives of Key Management Personnel	Others	Total
Purchase of fixed/other assets	-	-	-	-	2.99	2.99
Sale of fixed/other assets	-	-	-	-	-	-
Interest Paid	163.00	-	0.91	-	-	163.91
Interest Received	-	-	-	-	16.34	16.34
Others	72.70	-	81.35	-	12.07	166.12

Company has no Parent, Subsidiaries, Associates or Joint Ventures

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

(3) Disclosure of complaints

3.1 Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

Particulars	2024-25	2023-24
- 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	2.00	2.00
3. Number of complaints disposed during the year	2.00	2.00
3.1 of 3, 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 the Office of Ombudsman		
5. Number of maintainable complaints received by the NBFC from the Office of Ombudsman	2.00	2.00
5.1 Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman	2.00	2.00
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)	-	-

3.2 Top five grounds of complaints received by NBFCs from customers

Grounds of complaints, (i.e. complaints relating to)	2024-25				
	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
Loans & Advances	-	2	0%	-	-
Staff Behaviour	-	-	-	-	-
Others	-	-	-	-	-

Grounds of complaints, (i.e. complaints relating to)	2023-24				
	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
Loans & Advances	-	2	100%	-	-
Staff Behaviour	-	-	-	-	-
Others	-	-	-	-	-

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Note 43(viii): Disclosure required as per Reserve Bank of India Notification No. DOR (NBFC). CC . PD. No.109/ 22.10.106/2019-20 dated March 13, 2020:

In accordance with the regulatory guidance on implementation of Ind AS issued by RBI on March 13, 2020, the company has computed provisions as per Income Recognition Asset Classification and Provisioning (IRACP) norms issued by RBI solely for comparative purposes as specified therein. A comparison between provisions required under IRACP and impairment allowances made under Ind AS 109 is given below:

a. Provision under prudential norms of income recognition, asset classification (IRAC) as at March 31,2025

(₹ in Lakhs)						
Assets Classification as per RBI norms	Assets Classification as per IND AS 109	Gross Carrying Amounts as per IND AS 109	Loss Allowances (Provisions) as required under Ind AS 109(ECL)	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	28,635.96	108.82	28,527.14	70.62	38.20
	Stage 2	437.15	3.48	433.67	1.03	2.45
	Stage 3	38.44	1.80	36.64	0.09	1.71
Non-Performing Assets (NPA)						
Substandard	Stage 3	227.06	59.26	167.80	37.72	21.54
Doubtful - Upto 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More Than 3 Years	Stage 3	13.01	13.01	-	13.01	-
Loss	Stage 3	105.30	105.30	-	105.30	-
Other items such as guarantees, loan, commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	Total	29,456.92	291.67	29,165.25	227.77	63.90

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

b. Provision under prudential norms of income recognition, asset classification (IRAC) as at March 31,2024

(₹ in Lakhs)						
Assets Classification as per RBI norms	Assets Classification as per IND AS 109	Gross Carrying Amounts as per IND AS 109	Loss Allowances (Provisions) as required under Ind AS 109(ECL)	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	21,624.49	61.28	21,563.21	50.17	11.11
	Stage 2	612.78	11.84	600.94	4.91	6.93
	Stage 3	336.51	4.67	331.84	0.74	3.93
Non-Performing Assets (NPA)						
Substandard	Stage 3	218.49	81.77	136.72	49.10	32.67
Doubtful - Upto 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More Than 3 Years	Stage 3	3.17	3.17	-	3.17	-
Loss	Stage 3	75.02	75.02	-	75.02	-
Other items such as guarantees, loan, commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	Stage 1	21,624.49	61.28	21,563.21	50.17	11.11
	Stage 2	612.78	11.84	600.94	4.91	6.93
	Stage 3	633.19	164.63	468.56	128.03	36.60
	Total	22,870.46	237.75	22,632.71	183.11	54.64

The aggregate impairment loss on application of expected credit loss method (ECL) as per Ind AS, as stated above, is more than the provisioning required under IRACP norms (including standard asset provisioning).

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Note 43(ix):- Public Disclosure on Liquidity Risk pursuant to RBI Guidelines on Liquidity Risk Management framework as provided in Reserve Bank of India Master Direction (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 and Non-Banking Financial Company - Non-Systematically Important Non-Deposit taking (Reserve Bank) Directions, 2016

i. Funding Concentration based on significant counterparty (both deposits and borrowings):

Particulars	As at 31-03-2025	As at 31-03-2024
Number of Significant Counter parties	4.00	6.00
Amount (₹ in Lakhs)	11,350.05	11,511.81
% of Total Deposits	NA	NA
% of Total Liabilities	54.39%	78.61%

ii. Top 20 Large Deposits:

The Company being a Non-Systemically Important Non-Deposit taking Non-Banking Financial Company registered with Reserve Bank of India, does not accept public deposits.

iii. Top 10 Borrowings:

Particular	As at 31-03-2025	As at 31-03-2024
Amount (₹ Lakhs) of Borrowings from Top 10 Lenders	17,369.52	13,664.02
% of Total Borrowings	87.35%	100.00%

iv. Funding Concentration based on significant instrument / product:

Name of Instrument / Product	As at 31-03-2025		As at 31-03-2024	
	Amount (₹ lakhs)	% of Total Liabilities	Amount (₹ lakhs)	% of Total Liabilities
Loans:				
Banks	13,578.44	65.06%	10,874.05	74.26%
Loan from Financial Institutions	3,222.29	15.44%	-	-
Director	2,307.00	11.05%	2,500.00	17.07%
Companies	776.91	3.72%	289.97	1.98%

v. Stock Ratios:

Particulars	As at 31-03-2025			As at 31-03-2024		
	As a % of Total Public Funds	As a % of Total Liabilities	As a % of Total Assets	As a % of Total Public Funds	As a % of Total Liabilities	As a % of Total Assets
Commercial Papers	NA	NA	NA	NA	NA	NA
Non-Convertible Debentures (NCD's) (original maturity of less than a year)	NA	NA	NA	NA	NA	NA
Other short-term liabilities	75.79%	63.83%	38.13%	76.66%	58.44%	31.26%

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Note

- a) Public Funds represent Debt Securities, Borrowings (other than Debt Securities) and exclude loans from Directors/Promoters and their relatives.
- b) Total Liabilities represent Total Liabilities and Equity as per Balance Sheet less Equity.
- c) Other Short Term Liabilities represent all liabilities (excluding Commercial Paper) maturing within a year.

The Company has not issued during the year or in the previous year and there are no outstanding as on the reporting dates (a) Commercial Papers (b) Non-Convertible Debentures (original maturity of less than 1 year) and hence stock ratios are not applicable in respect of the same.

vi. Institutional set-up for Liquidity Risk Management

In compliance with liquidity circular, the Board of Directors has approved constitution of Asset Liability Committee (ALCO) which reviews and monitors Asset Liability Management (ALM) mismatch on regular basis. The Company's ALCO monitors Asset and Liability mismatches to ensure that there are no imbalances or excessive concentrations on either side of the Balance Sheet.

43(x) - Disclosure in respect of Loans against security of Gold Jewellery

- (a) Percentage of loans granted against collateral of gold jewellery to total assets

Particulars	As at 31-03-2025	As at 31-03-2024
Gold Loans granted against collateral of gold jewellery (₹ in Lakhs)	12,547.76	7,988.36
Total assets of the Company (₹ in Lakhs)	34,940.21	27,378.96
Percentage of Gold Loans to Total Assets	35.91%	29.18%

- (b) Details of the Auction conducted with respect to Gold Loan

Particulars	As at 31-03-2025	As at 31-03-2024
Number of Loan Accounts	33	114
Amount due (₹ in Lakhs)	147.60	260.91
Amount realised (₹ in Lakhs)	148.60	264.60
Sister Concern participated in auction	-	-

43(xi) - Loans to Directors, Senior Officers and Relatives of Directors

Particulars	As at 31-03-2025	As at 31-03-2024
Directors and their relatives	-	-
Entities associated with directors and their relatives	-	-
Senior Officers and their relatives	-	-

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Note '44'- Maturity Analysis Of Assets And Liabilities

Particulars	(₹ in Lakhs)					
	As at 31-03-2025			As at 31-03-2024		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
ASSETS						
1 Financial Assets						
a) Cash and Cash Equivalents	1,183.54	-	1,183.54	631.17	-	631.17
b) Bank Balances other than (a) above	-	1,451.92	1,451.92	-	919.24	919.24
c) Receivables						
i) Trade Receivables	-	-	-	-	-	-
ii) Other Receivables	6.79	-	6.79	47.49	-	47.49
d) Loans	23,963.43	5,201.82	29,165.25	15,510.09	7,122.62	22,632.71
e) Investments	-	1,400.52	1,400.52	-	1,427.92	1,427.92
f) Other Financial Assets	-	86.96	86.96	-	77.37	77.37
2 Non- Financial Assets						
a) Income Tax Assets (Net)	-	-	-	-	28.96	28.96
b) Deferred Tax Assets (Net)	-	53.60	53.60	-	74.74	74.74
c) Investment Property	-	1,316.11	1,316.11	-	1,316.11	1,316.11
d) Property, Plant and Equipment	-	71.95	71.95	-	57.18	57.18
e) Intangible Asset under development	-	18.74	18.74	-	24.11	24.11
f) Right of Use Asset	77.74	78.72	156.46	54.15	70.16	124.31
g) Intangible Assets	-	2.48	2.48	-	1.30	1.30
h) Other Non-Financial Assets	25.89	-	25.89	11.45	4.90	16.35
TOTAL ASSETS	25,257.39	9,682.82	34,940.21	16,254.35	11,124.61	27,378.96
LIABILITIES						
1 Financial Liabilities						
a) Payables						
Trade Payables						
(i) Total Outstanding Dues of Micro Enterprises And Small Enterprises	0.07	-	0.07	3.86	-	3.86
(ii) Total Outstanding Dues Of Creditors other Than Micro Enterprises And Small Enterprises	74.70	-	74.70	71.33	-	71.33
Other Payables			-			
(i) Total Outstanding Dues Of Micro Enterprises And Small Enterprises	-	-	-	4.67	-	4.67
(ii) Total Outstanding Dues Of Creditors Other Than Micro Enterprises And Small Enterprises	4.89	-	4.89	12.38	-	12.38

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Particulars	(₹ in Lakhs)					
	As at 31-03-2025			As at 31-03-2024		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
b) Borrowings(Other than debt securities)	13,365.10	6,519.53	19,884.64	8,557.84	5,106.18	13,664.02
c) Lease Liability	76.29	88.17	164.46	54.59	81.18	135.77
d) Other Financial Liabilities	33.67	-	33.67	237.70	-	237.70
2 Non-Financial Liabilities						
a) Current Tax Liabilities (Net)	427.66	-	427.66	314.19	-	314.19
b) Provisions	66.92	-	66.92	41.21	-	41.21
c) Other Non- Financial Liabilities	212.07	-	212.07	158.85	-	158.85
TOTAL LIABILITIES	14,261.37	6,607.70	20,869.08	9,456.62	5,187.36	14,643.98
NET	10,996.02	3,075.12	14,071.13	6,797.73	5,937.25	12,734.98

45 Disclosure in respect of Related Parties pursuant to Ind As - 24 “Related Party Disclosures”

List of Related Parties with whom transactions have taken place - (As certified by Management)

a) Key Management Personnel (KMPs) :

Shri Meghraj Sohanlal Jain	Chairman & Managing Director
Shri Nilesh Jain	Chief Financial Officer & Executive Director
Shri Hardik Meghraj Jain	Executive Director
Shri Chirag Narendra Parmar	Company Secretary (resigned w.e.f. March 25, 2025)
Shri Manish Rathi	Chief Executive Officer (resigned w.e.f. September 30, 2023)
Smt. Bhavika Mehta	Company Secretary (resigned w.e.f. September 25, 2023)

Non Executive Directors

Shri Sujan Sinha	Shri Sriram Sankaranarayanan
Shri Subramanyam Ganesh	Smt. Vineeta Piyush Patel (appointed w.e.f. January 10, 2024)
Shri Ramanathan Annamalai	Smt. Nirupama Charuhas Khandke (resigned w.e.f. December 27, 2023)

b) Close Family Members of KMPs :

Shri Ajit Sohanlal Jain	Brother of Shri Meghraj Sohanlal Jain
Smt. Indra Meghraj Jain	Wife of Shri Meghraj Sohanlal Jain
Smt. Bhavika Meghraj Jain	Daughter of Shri Meghraj Sohanlal Jain

c) Entities Over Which Key Management Personnel And Their Close Family Members Are Able To Exercise Significant Influence

Chakshu Realtors Pvt. Ltd.	Dhakad Properties Pvt. Ltd.
Shree Mangal Jewels Pvt. Ltd.	Digital Edge Technology

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Shree Ratna Mangal Jewels Pvt. Ltd.	Ajit S. Jain (HUF)
Swarna Bhavya Mangal Jewels Pvt. Ltd.	Mangal Compusolution Ltd. (Formerly Mangal Compusolution Pvt. Ltd.)
Mangal Royal Jewels Pvt. Ltd.	

Transactions with the related parties in the ordinary course of business (excluding reimbursement)

Particulars	Referred in		Referred in		Referred in	
	(a) above		(b) above		(c) above	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Purchases : Capital Goods						
Mangal Compusolution Ltd.	-	-	-	-	-	2.99
Income :						
Interest on loans given *						
Mangal Royal Jewels Pvt. Ltd.	-	-	-	-	-	-
Shree Mangal Jewels Pvt. Ltd.	-	-	-	-	-	5.43
Shree Ratna Mangal Jewels Pvt. Ltd.	-	-	-	-	-	5.82
Swarna Bhavya Mangal Jewels Pvt. Ltd.	-	-	-	-	-	5.09
Office administrative services	-		-	-	-	5.94
Guarantee commission income:	-	-	-	-	-	0.92
Mangal Compusolution Ltd.						
Expenses :						
Interest on Loans						
Shri Meghraj Sohanlal Jain	196.36	146.50	-	-	-	-
Shri Hardik Meghraj Jain	1.57	16.50	-	-	-	-
Shri Manish Rathi	-	0.91	-	-	-	-
Office Rent/Lease Liabilities payment						
Chakshu Realtors Pvt. Ltd. *	-	-	-	-	-	4.50
Computer Rent and Services						
Mangal Compusolution Ltd.	-	-	-	-	0.71	0.71
Remuneration :						
Shri Meghraj Sohanlal Jain	30.00	30.00	-	-	-	-
Shri Hardik Meghraj Jain	48.00	12.00	-	-	-	-
Shri Manish Rathi	-	73.82	-	-	-	-
Shri Nilesh Jain	22.54	19.50	-	-	-	-
Shri Chirag Parmar	10.31	4.63	-	-	-	-
Shri Bhavika Mehta	-	2.90	-	-	-	-
Professional fees:						

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Particulars	Referred in		Referred in		Referred in	
	(a) above		(b) above		(c) above	
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Shri Sujan Sinha	4.20	4.20	-	-	-	-
Directors & KMPs :						
Sitting Fees	5.75	7.00	-	-	-	-
Dividend :						
Dividend Paid	33.70	26.82	2.47	2.06	22.96	18.72
Loans Given Received Back * :						
Shree Mangal Jewels Pvt. Ltd.	-	-	-	-	-	42.50
Shree Ratna Mangal Jewels Pvt. Ltd.	-	-	-	-	-	45.00
Swarna Bhavya Mangal Jewels Pvt. Ltd.	-	-	-	-	-	45.00
Loans Accepted :						
Shri Meghraj Sohanlal Jain	3,369.00	4,359.50	-	-	-	-
Shri Hardik Meghraj Jain	155.00	25.00	-	-	-	-
Debt Securities / Loans Repaid :						
Shri Meghraj Sohanlal Jain	3,562.00	3,648.50	-	-	-	-
Shri Hardik Meghraj Jain	155.00	185.00	-	-	-	-
Shri Manish Rathi	-	10.00	-	-	-	-
Issue Of Equity Shares:						
Shri Hardik Meghraj Jain	-	275.00	-	-	-	-
Issue Of Equity Share Warrants						
Shri Hardik Meghraj Jain	-	426.25	-	-	-	-

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Particulars	(₹ in Lakhs)					
	Referred in		Referred in		Referred in	
	(a) above		(b) above		(c) above	
	As at 31.03.2025	As at 31.03.2024	As at 31.03.2025	As at 31.03.2024	As at 31.03.2025	As at 31.03.2024
Outstanding as at:						
Trade and Others - Net (Payable) / Receivable:						
Shri Meghraj Sohanlal Jain	(2.00)	(2.48)	-	-	-	-
Shri Hardik Meghraj Jain	(3.20)	(3.20)	-	-	-	-
Shri Nilesh Jain	(1.73)	(0.83)	-	-	-	-
Shri Sujan Sinha	-	(0.32)	-	-	-	-
Shri Chirag Narendra Parmar	(0.62)	(0.82)	-	-	-	-
Mangal Compusolution Ltd.	-	-	-	-	-	(0.14)
Security Deposit :						
Chakshu Realtors Pvt. Ltd	-	-	-	-	50.00	50.00
Debt Securities / Loans Outstanding :						
Shri Meghraj Sohanlal Jain	2,307.00	2,500.00	-	-	-	-
Personal guarantee :						
Term Loans : (to the extent amount outstanding)						
Secured :						
Shri Meghraj Sohanlal Jain	9,054.81	4,969.25	-	-	-	-
Shri Nilesh Jain	1,460.50	1,660.54	-	-	-	-
Shri Hardik Meghraj Jain	3,623.40	854.66	-	-	-	-
Short Term Loans:						
Secured :						
Shri Meghraj Sohanlal Jain	2,486.87	1,500.00	-	-	-	-
Loan Repayable on Demand :						
Secured						
Shri Meghraj Sohanlal Jain	4,290.71	2,000.00	-	-	-	-
Shri Hardik Meghraj Jain	1,717.30	-	-	-	-	-

*Undiscounted Value

NOTES FORMING PART OF FINANCIAL STATEMENT

for the year ended March 31, 2025

Note 46 - Additional regulatory information under division III to schedule III as per notification dated March 24, 2021

(i) Relationship with struck off Companies

Details of struck off Companies with whom the company has transaction during the year or outstanding balance:

Name Of The Struck Of Company	Nature Of Transaction With Struck Off Company
Key-Elkars Finance & Leasing Pvt. Ltd.	Unclaimed Dividend (Net Of TDS)
Star Of Karnataka Holding & Manufacturing Pvt. Ltd.	Unclaimed Dividend (Net Of TDS)

46.1 Insignificant Amount

(ii) Analytical Ratios

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance (if above 25%)
(a) Capital To Risk Weighted Assets Ratio (Crar)	Total Capital Funds	Total risk weighted assets/ exposures	41.15%	47.23%	6.08%	NA
(b) Tier I CRAR	Net Owned Fund	Total risk weighted assets/ exposures	41.15%	47.23%	6.08%	NA
(c) Tier II CRAR	Aggregate Tier II Capital	Total risk weighted assets/ exposures	0%	0%	0.00%	NA

(iii) Details of crypto currency or virtual currency - the Company has not traded or invested in crypto currency or virtual currency during the financial year.

Note ‘47’

Previous year’s figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

As per our Report of even date
For Bhagwagar Dalal & Doshi
Chartered Accountants
FRN: 128093W

For and on behalf of the board of directors
Mangal Credit And Fincorp Limited

Sd/-
Jatin V. Dalal
Partner
M.No. 124528

Sd/-
Meghraj Jain
Managing Director
DIN: 01311041

Sd/-
Nilesh Jain
Director & CFO
DIN-08788781

Sd/-
Hardik Jain
Director
DIN:-07871480

Place: Mumbai
Date : May 15, 2025

Place: Mumbai
Date : May 15, 2025

NOTICE

NOTICE is hereby given that the 63rd Annual General Meeting of the Members of **Mangal Credit and Fincorp Limited** is scheduled to be held on Thursday, 25th September, 2025 at 12.30 P.M. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), to transact the below mentioned business:

Ordinary Business:

1. Adoption of Annual Accounts:

To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended 31st March, 2025, together with the reports of the Board of Directors and Statutory Auditors thereon;

2. Declaration of dividend:

To declare the final dividend of ₹ 0.75 per equity share of face value of ₹ 10/- each for the financial year ended 31st March, 2025;

3. Re-appointment of Mr. Meghraj Sohanlal Jain (DIN: 01311041), the retiring director:

To reappoint a Director in place of Mr. Meghraj Sohanlal Jain (DIN: 01311041), who retires by rotation and being eligible, offers himself for re-appointment;

Special Business:

4. Approval for Material Related Party Transactions:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), read with Section 188 of the Companies Act, 2013 (“the Act”), read with the rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company’s ‘Policy on Materiality of Related Party Transactions’ and as per the recommendation/ approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing

with Material Related Party Transactions with Mr. Meghraj Sohanlal Jain, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013, and Regulation 2(1)(zb) of the SEBI Listing Regulations for availment of Loan upto a sum of ₹ 70,00,00,000/- (Rupees Seventy Crore only), in one and more tranches, for the financial year 2025-26 and further up to the date of 64th Annual General Meeting of the Company, provided that the said contracts/arrangements/transactions shall be carried out on an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, any of the Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

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

5. Approval for Material Related Party Transactions:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), read with Section 188 of the Companies Act, 2013 (“the Act”), read with the rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company’s ‘Policy on Materiality of Related Party Transactions’ and as per the recommendation/ approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing with Material Related Party Transactions with Mr. Hardik Jain, a Related Party within the meaning of Section 2(76) of the Companies Act, 2013, and Regulation 2(1)(zb) of the SEBI Listing Regulations for availment of Loan upto a sum of ₹ 30,00,00,000/- (Rupees Thirty Crore only), in one and more tranches, for the financial year 2025-26 and further up

to the date of 64th Annual General Meeting of the Company, provided that the said contracts/ arrangements/transactions shall be carried out on an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT, any of the Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

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

6. Re-appointment of Mr. Sriram Sankaranarayanan (DIN: 00146563) as an Independent Director of the Company:

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, all applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), provisions of Articles of Association of the Company and recommendation of Nomination and Remuneration Committee and the Board of Directors, and such other approvals, permissions and sanctions, as may be required, Mr. Sriram Sankaranarayanan (DIN: 00146563), who holds office as an Independent director upto 10th November, 2025, be and is hereby reappointed as an Independent director for a second term of 5 (five) years from the conclusion of his first term, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do

all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

7. Revision in remuneration of Mr. Nilesh Jain (DIN : 08788781), Executive Director (designated as Executive Director and Chief Financial Officer) of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to the provisions of Sections 178, 196, 197, 198 and 200 read with Schedule V and all other provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, all applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), provisions of the Articles of Association of the Company, recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors, and such other approvals, permissions and sanctions, as may be required, approval of the members be and is hereby accorded to the revision of remuneration of Mr. Nilesh Jain (DIN: 08788781), as an Executive Director (designated as Executive Director and Chief Financial Officer) of the Company, by increasing the remuneration from ₹ 24,00,000/- (Rupees Twenty Four Lakhs only) to draw up to ₹ 36,00,000/- (Rupees Thirty Six Lakhs only) per annum with effect from 1st April, 2025, notwithstanding that such remuneration may exceed the individual/overall limits specified under Section 197 (1)(i) of the Act.

RESOLVED FURTHER THAT, except for the revision in the remuneration as an Executive Director all other terms and conditions of appointment of Mr. Nilesh Jain (DIN: 08788781), as an Executive Director (designated as an Executive Director and Chief Financial Officer) of the Company as approved earlier by the members, and which are not dealt with in this Resolution,

shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT, where in any financial year during the tenure of Mr. Nilesh Jain, as Director (designated as an Executive Director and Chief Financial Officer), the Company has no profits or its profits are inadequate, the Company may pay to Mr. Nilesh Jain, as an Executive Director (designated as an Executive Director and Chief Financial Officer) the remuneration as approved by the Members from time to time, as the minimum remuneration by way of salary.

RESOLVED FURTHER THAT, any of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and execute all such documents, instruments and writings as may be required in this connection at their sole and absolute discretion deem fit, to give effect to this resolution without being required to seek any further consent or approval of the shareholders.”

8. Appointment of Secretarial auditor of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT,** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) consent of the members be and is hereby accorded for the appointment of Vijay S. Tiwari & Associates, Practicing Company Secretaries, (Peer Review Certificate no. 1679/2022), as the Secretarial Auditor of the Company for a term of five consecutive years, commencing from the financial year 2025-26 till including financial year 2029-2030 at such remuneration and on

such terms and conditions as may be determined by the Board of Directors (including Committee thereof), and to avail any other services, certificates, or reports as may be permissible under the laws.

RESOLVED FURTHER THAT, the Board of Directors of the Company (including its Committees thereof) be and are hereby authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to the above said resolution and matters, incidental, consequential and connected therewith.”

9. Alteration in the Articles of Association of the Company:

To consider and, if thought fit, with or without modification(s), to pass the following resolution as **Special Resolution**:

RESOLVED THAT, pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications thereof and consent of Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting the following new Article after the existing Article 117 (d):-

117 (e)

Appointment of Director nominated by Debenture Trustee(s)

“Subject to the provisions of the Companies Act, 2013 and such any other regulatory provisions, as may be applicable from time to time (including any amendments enacted), whenever the debenture trustee(s) nominate(s) a person to be appointed as a director on the Board of the Company in exercise of its duties under Regulation 15 (1) (e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read with regulation 23 (6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,

2021 (together “SEBI Regulations”), as amended from time to time, the Board shall appoint such person as a Director.

Provided, if more than one debenture trustee(s) is entitled to appoint a director in terms of the SEBI Regulations, all such debenture trustees shall jointly nominate only one person to be appointed as a Director on the Board of the Company in terms of this Article. The Director so appointed shall not be liable to retire by rotation and shall hold office

so long as the default subsists. Any vacancy in the office of such Director during the term shall be filled in by the debenture trustee(s) by nominating another person.”

RESOLVED FURTHER THAT, any of the Executive Directors or Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things which are necessary and to take all such steps that may be required to give effect to this resolution.”

By order of the Board of Directors
For Mangal Credit and Fincorp Limited

Sd/-
Meghraj Sohanlal Jain
Chairman and Managing Director
DIN: 01311041

Place: Mumbai
Date: 5th August, 2025

Registered Office:
1701/02, ‘A’Wing, Lotus Corporate Park,
Off Western Express Highway,
Goregaon East, Mumbai- 400063.
Tel.: +91 22-42461300
E-mail: compliance@mangalfincorp.com

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular No. 14/2020 dated 8th April, 2020, 10/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023 read with the latest being 09/2024 dated 19th September, 2024 ("collectively referred to as "MCA Circulars"), and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2024/133 dated 3rd October, 2024, have permitted companies to conduct Annual General Meeting ("AGM") through Video Conferencing ("VC") and Other Audio Visual Means ("OAVM") without the physical presence of the Members at a Common Venue and has granted relaxation in respect of sending physical copies of the annual report to members. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Sixty Third (63rd) AGM of the Company is being held through VC/OAVM. The Registered Office of the Company i.e. 1701/1702, 17th Floor, 'A' Wing, Lotus Corporate Park, Western Express Highway, Goregaon (E), Mumbai: 400063, shall be deemed to be the venue for the AGM.
2. In terms of the MCA Circulars, physical attendance of Members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 63rd AGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing the facility for remote e-voting, for participation in the AGM through VC / OAVM and for e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained in the Notes.
4. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors who retire by rotations and being eligible, offer themselves for re-appointment at this AGM are also annexed to this Notice.
5. The Explanatory Statement pursuant to Section 102 of the Act, the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("Secretarial Standards") and the SEBI Listing Regulations, for business at Item no. 4 to Item no. 9 as set out in the Notice convening the AGM ("AGM Notice") is annexed hereto.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting process. The said Resolution/ Authorization shall be sent by email through its registered email address to compliance@mangalfincorp.com and with a copy marked to evoting@nsdl.com.
7. The Notice of the AGM has been uploaded on the website of the Company at www.mangalfincorp.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or the Depositories/ Depository Participant(s). Annual Report can also be downloaded from Company's website on www.mangalfincorp.com

Physical copy of the Notice of the AGM along with Annual Report for the FY 2024-25 shall be sent to those shareholders who request for the same at compliance@mangalfincorp mentioning their Folio No/DP ID and Client ID.
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. A brief profile of the Directors, who are appointed/ re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Chapter IV of SEBI Listing Regulations are provided as "Annexure-A" to this notice.
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2 and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
13. Notice is also given under Section 91 of the Act read with Regulation 42 of the SEBI Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Thursday, 18th September, 2025 to Thursday, 25th September, 2025 (both days inclusive).
14. The Record Date fixed for the purpose of determining entitlement of the Members to the Final Dividend for the financial year ended 31st March, 2025 is Wednesday, 17th September, 2025 and such dividend, if approved at the AGM, will be paid on or before Saturday, 25th October, 2025 to those Members entitled thereto subject to deduction of tax at source.
15. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with the physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or MUG Intime India Private Limited (formerly known as Link Intime India Private Limited) for assistance in this regard.
16. The Board of Directors has appointed Mr. Vijay Tiwari (Membership No. A33084 and CP No. 12220) Proprietor of Vijay S. Tiwari & Associates, Practicing Company Secretary to act as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.

The Results of remote e-Voting and voting at the Meeting shall be declared by the Chairman or by any other director or Company Secretary duly authorized in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website www.mangalfincorp.com and also be displayed on the website of NSDL <https://www.evoting.nsdl.com/> immediately after the results are communicated to the Stock Exchanges in compliance with Regulation 44(3) of the SEBI Listing Regulations. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e Thursday, 25th September, 2025, subject to receipt of the requisite number of votes in favor of the Resolutions.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available for inspection during the AGM. All the relevant documents referred to in the accompanying Notice are made available for inspection by members at the Registered Office of the Company, situated at 1701/1702, 17th Floor, 'A' Wing, Lotus Corporate Park, Western Express Highway, Goregaon(East), Mumbai City: 400063 on all working days (From Monday to Friday) during the business hours up to the date of AGM.
18. As per the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules and SEBI Circular, the

facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.

If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 respectively. The said forms can be downloaded from the Company's website at www.mangalfincorp.com

Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held in physical form.

SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. Further, all members holding shares in physical mode are required to compulsory link their PAN Card and Aadhaar Card to avoid freezing of folios. Pursuant to SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June, 2024, for existing investors/ unit holders it has been decided that –

- Non-submission of 'choice of nomination' shall not result in freezing of Demat Accounts,
- Security holders holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these security holders,
- Dividend, interest or redemption payment withheld presently, only for want of 'choice of nomination' shall be processed accordingly. However, all new investors/ unit holders shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts (except for jointly held Demat Accounts).

Pursuant to SEBI Notification No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, the Company shall issue securities in dematerialized form only while processing service requests viz. issue of duplicate

securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, format of which is available on the Company's website at: www.mangalfincorp.com. Further, members holding shares in physical form are requested to take action to dematerialize the Equity Shares, promptly to avoid inconvenience in future.

- Pursuant to the SEBI Listing Regulations, the Company is required to maintain Bank details of its members for the purpose of payment of Dividends, etc. Members are requested to register / update their Bank details with the Company in case shares are held in physical form and with their Depository Participants where shares are held in dematerialized mode to enable expeditious credit of the dividend into their respective Bank accounts electronically through the Automated Clearing House (ACH) mode.
- TDS on dividend in accordance with the provisions of the Income Tax Act, 1961 ("IT Act"), as amended by and read with the provisions of the Finance Act, 2020, dividend declared and paid by the Company with effect from 1st April, 2020, is taxable in the hands of Shareholders and the Company is required to deduct tax at source from dividend paid to the Shareholders at the applicable rates. The Company shall consider the requests received by it from its shareholders as on the Record date fixed by the Company in relation to its proposed dividend(s);
 - A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to compliance@mangalfincorp.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20% and 10% in case of Members having valid Permanent Account Number ('PAN') or as notified by the Government of India. However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during fiscal 2024 does not exceed ₹ 5,000/- and also in cases where members provide Form 15G (Applicable to

any person other than a Company or a Firm) / Form 15H (Applicable to an individual above the age of 60 years) subject to conditions specified in the IT Act.

- For Non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable to them. However, Non-resident shareholders[including Foreign Institutional Investors(FIIs) / Foreign Portfolio Investors(FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to compliance@mangalfincorp.com

21. Unclaimed Dividends / Coupon:

- Members of the Company are requested to note that as per the provisions of Section 124(5) and Section 124(6) of the Act, dividend not encashed/ claimed by the Member of the Company, within a period of seven years from the date of declaration of dividend, shall be transferred by the Company to the Investor Education and Protection Fund ("IEPF") and all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Demat Account of IEPF Authority notified by MCA ('IEPF Demat Account').
- Members/claimants whose shares, unclaimed dividend have been transferred to the IEPF, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) along with requisite fees, if any, as decided by the IEPF Authority from time to time.
- Details of Unclaimed Dividend and Shares attached thereto on Website:

The details of the unpaid/unclaimed dividend are available on the website of the Company i.e. www.mangalfincorp.com it is in the Members' interest to claim any unclaimed dividend and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

Members who wish to claim unclaimed dividend are requested to contact the Registrar and Share Transfer Agents, at rnt.helpdesk@in.mpms.mufg.com.

- SEBI has released a procedural framework for dealing with unclaimed interest, dividend and redemption amounts lying with entities having listed nonconvertible securities and manner of claiming such amounts by investors.
- SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - [https:// smartodr.in/login](https://smartodr.in/login)") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on Company's website <https://www.mangalfincorp.com/investorZone.aspx> [SEBI Master Circular No. SEBI/HO/OIAE/OIAE_ IAD-3/P/CIR/2023/195 dated July 31, 2023]
 - AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circular.

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

The remote e-voting period begins on Monday, 22nd September, 2025 at 09:00 A.M. and ends on Wednesday, 24th September, 2025, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 17th September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, Wednesday, 17th September, 2025,

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for CDSL Easi / Easiest, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on cut-off date i.e. Wednesday, 17th September, 2025, may obtain the login ID and password by sending request at evoting@nsdl.com or contact Company’s RTA.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdeskevoting@cdslindia.com or at toll free no. 1800 22 55 33

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

How to Log-in to NSDL e-Voting website?

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

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

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- How to retrieve your ‘initial password’?
 - If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
- After you click on the “Login” button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
 - Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
 - Now you are ready for e-Voting as the Voting page opens.
 - Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 - Upon confirmation, the message “Vote cast successfully” will be displayed.
 - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csvijaytiwari@gmail.com /viju2209@gmail.com with a copy with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 - Now, you will have to click on “Login” button.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Rahul Rajbhar at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to evoting@nsdl.co.in / compliance@mangalfincorp.com.
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to evoting@nsdl.co.in / compliance@mangalfincorp.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained

with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under **“Join General meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@mangalfincorp.com. The same will be replied by the company suitably.

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

Item no. 4 & 5

Section 177 of the Companies Act, 2013 (“the Act”) read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), provide that all related party transactions and subsequent material modifications shall require prior approval of the Audit Committee and further in sub-regulation (4) of Regulation 23 of the SEBI Listing Regulations provides that all the material related party transactions and subsequent material modifications shall require prior approval of the Shareholders through resolution.

As the Company involved in the business of Non-Banking Financial Company and considering the funding requirements for both short term and long term goals, the Company may require to borrow from the related parties to mitigate instant needs. The threshold limit to attract the requirements of material related party transactions, stipulated under the SEBI Listing Regulations, may likely to be achieved in near future.

In light of the aforesaid provisions, the Audit Committee and Board of Directors of the Company has approved to avail loans from Mr. Meghraj Sohanlal Jain, Managing Director & Promoter and Mr. Hardik Jain, Executive Director & Promoter of the Company, for a sum not exceeding ₹ 70,00,00,000/- and ₹ 30,00,00,000/-, respectively, in one or more tranches. The said contracts/arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

Accordingly, it is proposed to seek the approval of Shareholders to approve material related party transactions for availment of loans from Mr. Meghraj Sohanlal Jain and Mr. Hardik Jain amounting to not exceeding ₹ 70,00,00,000/- and ₹ 30,00,00,000/-, respectively, in one or more tranches.

Disclosures in terms of SEBI Circulars (including statutory modifications and reenactment thereof for the time being in force) for approval of Related Party Transactions are as follows;

Sr. No.	Criteria	Loans avail from Mr. Meghraj Sohanlal Jain	Loans avail from Mr. Hardik Jain
1.	Type, material terms and particulars of the proposed transaction.	Availment of unsecured loan for a sum not exceeding ₹ 70,00,00,000/- in one and more tranches. Interest rate: upto 11% p.a.	Availment of unsecured loan for a sum not exceeding ₹ 30,00,00,000/- in one and more tranches. Interest rate: upto 11% p.a.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name: Mr. Meghraj Sohanlal Jain Relationship with the listed entity: Chairman and Managing Director of the Company and holding 24.47% of the total paid up capital as on the date of this Notice.	Name: Mr. Hardik Jain Relationship with the listed entity: Executive Director and holding 4.23 % of the total paid up capital as on the date of this Notice.
3.	Tenure of the proposed transaction (particular tenure shall be specified)	For the financial year 2025-26 and further up to the date of 64 th Annual General Meeting of the Company	For the financial year 2025-26 and further up to the date of 64 th Annual General Meeting of the Company
4.	Value of the proposed transaction.	Not exceeding ₹ 70,00,00,000/- (Rupees Seventy Crores only)	Not exceeding ₹ 30,00,00,000/- (Rupees Thirty Crores only)

Sr. No.	Criteria	Loans avail from Mr. Meghraj Sohanlal Jain	Loans avail from Mr. Hardik Jain
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	141.20%	60.51%
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary		
	Details of the source of funds in connection with the proposed transaction.	Not Applicable	Not Applicable
	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness; - cost of funds; and - tenure	Not Applicable	Not Applicable
	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable	Not Applicable
	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity.	As the Company involved in the business of Non-Banking Financial Company and considering the funding requirements for both short term and long term goals, the Company may require to borrow from the related parties to mitigate instant needs. The said contracts / arrangements / transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company	As the Company involved in the business of Non-Banking Financial Company and considering the funding requirements for both short term and long term goals, the Company may require to borrow from the related parties to mitigate instant needs. The said contracts / arrangements / transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

Sr. No.	Criteria	Loans avail from Mr. Meghraj Sohanlal Jain	Loans avail from Mr. Hardik Jain
8.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not required to take valuation for the proposed transaction.	Not required to take valuation for the proposed transaction.
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	Since the counter party is an individual, criteria of percentage to the annual consolidated turnover is not applicable.	Since the counter party is an individual, criteria of percentage to the annual consolidated turnover is not applicable.
10.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Not required to take valuation for the proposed transaction.	Not required to take valuation for the proposed transaction.
11.	Any other information that may be relevant.	Not Applicable	Not Applicable

Except Mr. Meghraj Sohanlal Jain and Mr. Hardik Jain, none of the other Directors or KMP of the Company, are in any way, concerned or interested, financially or otherwise, in the resolutions stated in Item No. 4 and 5 of the Notice.

The Board of Directors recommends the passing of Special Resolution as set out in Item No. 4 and 5 of the accompanying Notice for the approval of the members.

Item no. 6

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company.

Mr. Sriram Sankaranarayanan (DIN: 00146563) was appointed as an Independent Director of the Company on 11th November, 2020, for a term of 5 years. Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee and the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Mr. Sriram Sankaranarayanan (DIN: 00146563) as an Independent Director for a second term of five years from 11th November, 2025 to 10th November, 2030.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Mr. Sriram Sankaranarayanan (DIN: 00146563) as an Independent Director, to be reappointed under the provisions of Section 149(10) of the Act. Mr. Sriram Sankaranarayanan has also consented to act as an Independent Director and has submitted declarations confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). He has also confirmed that he is not disqualified from being reappointed as a director in terms of Section 164 of the Act and is not debarred from holding the office of director pursuant to any order issued by SEBI or any other such authority.

In the opinion of Nomination and Remuneration Committee and Board, Mr. Sriram Sankaranarayanan fulfils the conditions specified in the Act and SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the management.

Details required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) including his profile, nature of expertise in specific functional areas, directorships and committee positions held in other companies, shareholding, and inter-se relationship with other directors, are provided in the "Annexure-A" to this Notice.

A copy of the draft letter for the re-appointment Mr. Sriram Sankaranarayanan (DIN: 00146563) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing AGM.

The Nomination and Remuneration Committee and Board are of the view that his continued association would be of immense benefit to the Company and therefore, the Board recommends the resolution set forth in Item No. 6 relating to the re-appointment of Mr. Sriram Sankaranarayanan (DIN: 00146563) as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution.

Except Mr. Sriram Sankaranarayanan (DIN: 00146563) no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

Item no. 7

Mr. Nilesh Jain (DIN: 08788781) is serving as Executive Director and Chief Financial Officer of the Company. Over the years, he has played vital role in expanding the Company's operation across multiple states by opening of several new branches and strengthening the Company's presence in key geographies. The Board is of the view that he has provided dedicated and meritorious services and made significant contribution towards the overall growth of the Company, therefore by considering the increased responsibility and projected future growth of the Company under the guidance and leadership of Mr. Meghraj Sohanlal Jain as Chairman and Managing Director, the Board of Directors, upon the recommendation of Nomination and Remuneration Committee and subject to approval of the Members, have approved the revision in the terms of remuneration of Mr. Nilesh Jain (DIN: 08788781) from ₹ 24,00,000/- (Rupees Twenty Four Lakhs only) per annum to draw upto ₹ 36,00,000/- (Rupees Thirty Six Lakhs only) per annum with effect from 1st April, 2025. The revision also includes the release of arrears of salary from 1st April, 2025 to the deemed date of approval of this resolution by the

Members. Accordingly, the resolution under Item no. 7 of the accompanying Notice has been placed before the members for their approval by way of Special Resolution.

Except for the revision in the remuneration of Mr. Nilesh Jain (DIN: 08788781) as Executive Director (designated as Executive Director and Chief Financial Officer), mentioned in resolution under Item no. 7 of the accompanying notice, all other terms and conditions as approved earlier by the members remain unchanged and continue to be effective.

The Company as on date is not in default in payment of dues to any bank or public financial institution or nonconvertible debenture holders or any other secured creditors of the Company and accordingly, their prior approval is not required, for approval of the proposed special resolutions.

The Explanatory Statement attached to resolution no.5 passed at the 60th Annual General Meeting of the Company held on 30th September, 2022 and further modified by the Explanatory Statement attached to the resolution no.7 of this notice may be treated as a written memorandum setting out the terms of remuneration of Mr. Nilesh Jain, Executive Director (designated as Executive Director and Chief Financial Officer) of the Company in terms of Section 190 of the Act.

The other disclosures as required under the Companies Act, 2013 ("the Act") read with the rules made thereunder and Schedule V to the Act, and as per Secretarial Standard- 2 (SS-2), regarding Special Resolutions under Item No. 7 of the accompanying Notice, are annexed as "Annexure-A" to this notice.

Except, Mr. Nilesh Jain, designated as Executive Director and Chief Financial Officer, none of the other Directors or KMP of the Company, are in any way, concerned or interested, financially or otherwise, in resolution stated in Item No. 7 of the Notice.

The Board of Directors recommends the passing of Special Resolution as set out in Item No. 7 of the accompanying Notice for the approval of the members.

Statement containing additional information as required in Schedule V of the Companies Act, 2013-

I. General Information:

Nature of Industry	The Company engaged in the business of Non-Banking Financial Company without accepting public deposits.
Date or expected date of commencement	Existing company in operation since 1961
In the case of new companies, the expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators: For the year ended 31 st March, 2025	(₹ In Lakhs) 4,957.62 3,103.77 1,820.54 513.78 1,306.76
Foreign Investments or collaborations, if any.	Not Applicable

II. Information about the appointee:

Name	Mr. Nilesh Jain (DIN : 08788781)
Background details	Mr. Nilesh Jain, designated as Executive Director and Chief Financial Officer of Mangal Credit and Fincorp Limited. He holds an MBA degree with dual specialisation in Finance and Marketing. With over 12 years of Professional Experience in the financial sector with in depth knowledge of Gold Loans, Housing Loans, Mortgages and Construction Finances. His area of expertise includes sales, Marketing & strategic Planning. Mr. Nilesh Jain has played a significant role in driving business growth and strengthening the Company's financial and operational frameworks.
Past remuneration	During the Financial year 2024-25 he has drawn ₹ 24 Lakhs per annum as remuneration.
Recognition or awards	Nil
Job profile and his suitability	Mr. Nilesh Jain, designated as an Executive Director and Chief Financial Officer of the Company and associated with the Company since 30 th October, 2021. His role includes to monitor the business operations and Strategy as well as control the finance and monitor the use of funds.
Remuneration proposed	Draw upto ₹ 36,00,000/- (Rupees Thirty Six Lakhs only) per annum with effect from 1 st April, 2025.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the position held and the responsibility shouldered by Mr. Nilesh Jain as Executive Director (designated as Executive Director and Chief Financial Officer) of the Company, the enhanced business activities of the Company and the plans for growth, the proposed remuneration is commensurate with the industry standards and Board Level positions held in similar sized and similarly positioned businesses.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Except for drawing remuneration as Executive Director and Chief Financial Officer, Mr. Nilesh Jain does not have any pecuniary relationship whether directly or indirectly with the Company.

III. Other information:

Reasons of loss or inadequate profits	During the financial year Company has earned a Profit of ₹ 1306.76 Lakhs after tax, represents growth of 23.91% as compared to previous year.
Steps taken or proposed to be taken for improvement	During the Financial year 2024-25, the Company has opened 6 new branches across multiple states of India and planning to open more than 18 branches during the Financial year 2025-26 across multiple states to optimise the profitability.
Expected increase in productivity and profits in measurable terms	The Management is confident about the growth in the business and expecting increase in business and profits.

Item no. 8

Pursuant to Section 204 of the Companies Act, 2013 read with Regulation 24A of the SEBI (LODR) Regulations, 2015, Company shall require to appoint peer reviewed Company Secretary firm / Individual for a term of 5 (five) consecutive years commencing from the financial year 2025-26. Vijay S. Tiwari & Associates, Practising Company Secretary (Peer review Certificate no. 1679/2022) is eligible for appointment for a term of five consecutive years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on 5th August, 2025, approved the appointment of Vijay S. Tiwari & Associates, Practising Company Secretary as secretarial auditors of the Company to conduct secretarial audit for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to approval of the shareholders of the Company.

Vijay S. Tiwari & Associates, Practising Company Secretary, a leading firm of practicing company secretaries with over 15 years of experiencing in delivering comprehensive professional services across corporate laws and SEBI Regulations. Vijay S. Tiwari & Associates, Practising Company Secretary has given the consent to act as secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits

specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, Vijay S. Tiwari & Associates, Practising Company Secretary has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. The proposed fees to be paid for secretarial audit services for the financial year ending 31st March, 2026 is Rs. 50,000/- (Rupees Fifty thousand only) plus applicable taxes and out of pocket expenses. Besides the secretarial audit services, the Company may also obtain certifications from Vijay S. Tiwari & Associates, Practising Company Secretary under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they may charge separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The Board of Directors and the Audit Committee shall approve revision to the fees for the part of the tenure.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including fees, in such manner and to such extent as may be mutually agreed with Vijay S. Tiwari & Associates, Practising Company Secretary.

Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors or KMP of the Company, are in any way, concerned or interested, financially or otherwise, in the resolutions stated in Item No. 8 of the Notice.

The Board of Directors recommends the passing of Ordinary Resolution as set out in Item No. 8 of the accompanying Notice for the approval of the members.

Item no. 9

The Securities and Exchange Board of India ("SEBI") vide its notification no. SEBI/LAD-NRO/GN/2023/119 dated February 2, 2023, ("Amendment Notification") has amended the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI NCS Regulation") wherein it mandated that Articles of Association ("AOA") of an issuer of debt securities shall contain a clause authorizing the Board of Directors of such issuer company to appoint a person nominated by the Debenture Trustee(s) in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Director on its Board.

The right to appoint a nominee director on the Board of Directors of the Company ('Board') shall be exercised by the debenture trustee(s) only in the event of default as per Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993, as provided below:

- a. two consecutive defaults in payment of interest to the debenture holders; or
- b. default in creation of security for debentures; or
- c. default in redemption of debentures.

The Company has recently issued Non-Convertible Debentures ("NCDs"), and currently has one series of outstanding NCDs which are listed on BSE Limited. Catalyst Trusteeship Limited acts as the Debenture Trustee for these NCDs. The NCDs have been assigned a credit rating of "Crisil BBB Stable" by Crisil Ratings Limited. The Company is in compliance with the terms of the NCDs and there has not been any default as mentioned above. Therefore, in compliance with the above Amendment Notification, and as the Company has listed its debt securities, the Board has considered and approved the amendment in Articles of Association ('AOA') of the Company subject to the approval of Members of the Company by inserting new Article 117(e) after the existing Article 117(d) as mentioned in the Item No. 9 to the Notice.

In terms of sections 5, 14 and other applicable provisions of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required to approve the amendment in the AOA of the Company.

A copy of AOA of the Company with the proposed alteration is available for inspection at the Corporate Office of the Company at any working day during business hours. None of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise, in the Special resolution set out at item no 9 of this Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 9 of this notice for approval of the Members.

By the Order of the Board of Directors
For Mangal Credit and Fincorp Limited

Sd/-
Meghraj Sohanlal Jain
Chairman and Managing Director
DIN: 01311041

Place: Mumbai
Date: 5th August, 2025

Registered Office:
1701/02, 'A'Wing, Lotus Corporate Park,
Off Western Express Highway,
Goregaon East, Mumbai- 400063.
Tel.: +91 22-42461300
E-mail: compliance@mangalfincorp.com

ANNEXURE-A

Additional Information of Directors for appointment / re-appointment / revision of remuneration as per regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are as follows:

Name of the Director	Mr. Meghraj Sohanlal Jain	Mr. Nilesh Jain	Mr.Sriram Sankaranarayanan
DIN	01311041	08788781	00146563
Date of Birth	25.06.1970	16.01.1988	01.08.1968
Age	55	37	67
Date of first appointment on the Board	14.08.2013	30.10.2021	11.11.2020
Designation	Chairman and Managing Director	Executive Director and Chief Financial Officer	Non-Executive Independent Director
Qualifications	Graduate	MBA in Finance and Marketing	Chartered Accountant, Cost Accountant and Certified Information System Auditor
Brief resume, Experience and Nature of his expertise in functional areas / skills and capabilities	Mr. Meghraj Sohanlal Jain is an Entrepreneur and Businessman, having more than three decades of experience. He is a co-founder & promoter of the Company. His area of expertise include marketing planning, business development, strategic business relationships, etc.	Mr. Nilesh Jain has more than 12 years of experience in the financial sector with in-depth knowledge of Gold Loan, Housing Loan, Mortgages and Construction Finance. His area of expertise includes sales, marketing & Strategic planning.	Mr. Sriram Sankaranarayanan is specialising in creating innovative, cutting-edge software, using the latest technologies, in the fast-paced Stock Broking segment. He has more than three decades of varied experience in finance, accounting, equity/ sector research, and IT Management.
No. of Board Meetings attended during the year 2024-25	5	5	5
Directorships held in other Companies	None	None	- Venture Securities Limited; - Xtremsoft Technologies Private Limited
Names of other listed entities in which Director holds Directorship	None	None	None

Name of the Director	Mr. Meghraj Sohanlal Jain	Mr. Nilesh Jain	Mr. Sriram Sankaranarayanan
The listed entities from which the Director has resigned in the past three years	None	None	None
Membership / Chairmanship of Committees of other Board*	Membership : 1 Chairmanship : Nil	Membership : 2 Chairmanship : Nil	Membership : Nil Chairmanship : Nil
Shareholding in the Company	47,86,565 Equity shares	2,000 Equity shares	Nil
Disclosure of relationships with other directors and KMP	Mr. Meghraj Sohanlal Jain is the father of Mr. Hardik Jain, Executive director of the Company	Not related with any director, Manager or KMP of the Company	Not related with any director, Manager or KMP of the Company
Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As per the resolution at item no. 3 of this Notice, Mr. Meghraj Jain (DIN: 08788781), who retires by rotation and being eligible, offers himself for re-appointment.	It is proposed to revise in the terms of remuneration of Mr. Nilesh Jain from ₹ 24,00,000/- (Rupees Twenty Four Lakhs only) per annum to draw upto ₹ 36,00,000/- (Rupees Thirty Six Lakhs only) per annum with effect from 1 st April, 2025. Except for the revision in the remuneration of Mr. Nilesh Jain as an Executive Director (Director and Chief Financial Officer), mentioned in resolution under Item no.7 of the accompanying notice, all other terms and conditions as approved earlier by the members remain unchanged and continue to be effective. Last drawn Remuneration: ₹ 24,00,000/- (Rupees Twenty Four Lakhs only) per annum	Re-appointment of Mr. Sriram Sankaranarayanan (DIN: 00146563) as an Independent Director for a second term of five years from 11 th November, 2025 to 10 th November, 2030. Mr. Sriram Sankaranarayanan entitled to receive sitting fees for attending meetings of the Board and its Committees as approved by the Board within the limits prescribed under the Companies Act, 2013. Last drawn Remuneration: ₹ 1,25,000/- in the form of sitting fees.

**By the Order of the Board of Directors
For Mangal Credit and Fincorp Limited**

E-mail: compliance@mangalfincorp.com

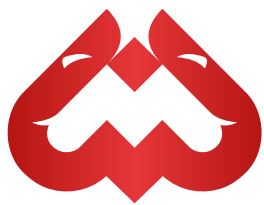
Term	Description	Term	Description
The Act or Companies Act	The Companies Act, 2013 to the extent in force as on the date hereof and as amended, modified or re-enacted from time to time	MCA	Ministry of Corporate Affairs
AC	Audit Committee	MCFL / the Company	Mangal Credit and Fincorp Limited
AGM	Annual General Meeting	MD	Managing Director
ALCO	Asset and Liability Management Committee	MDAR	Management Discussion and Analysis Report
ALM	Asset and Liability Management	MOA	Memorandum of association of the Company.
AOA	Articles of association of the Company	MSME	Micro Small and Medium Enterprises
AUM	Asset Under Management	N.A.	Not applicable.
Board or BOD	The Board of Directors of the Company	NBFC	Non-banking financial company as defined under Section 45-IA of the RBI Act, 1934
BL	Business Loan	NCD	Non-Convertible Debentures
Bps	Basic Points	NII	Net Interest Income
BSE	Bombay Stock Exchange	NIM	Net Interest Margin
CAR	Capital Adequacy Ratio	NNPA	Net Non-Performing Assets
CARO	Companies Auditor Report Order	NPA	Non-Performing Assets
CDSL	Central Depository Services (India) Limited	NRC	Nomination and Remuneration Committee
CIC	Central Information Commission	NSDL	National Securities Depository Limited
CEO	Chief Executive Officer	NSE	National Stock Exchange of India Limited
CFO	Chief Financial Officer	OAVM	Other Audio Visual Means
CRAR	Capital to risk weighted asset ratio	OCI	Other Comprehensive Income
CS	Company Secretary	PAT	Profit after Tax
CSR	Corporate Social Responsibility	PBT	Profit before Tax
CWIP	Capital Work in Progress	PL	Personal Loan
DIN	Director Identification Number	POSH	Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013
EBITDA	Earnings Before Interest, Taxes, Depreciation, and Amortisation	PPE	Property Plant Equipment
ECLGS	Emergency Credit Line Guarantee Scheme	PSUs	Public Sector Undertakings
EGM	Extra- Ordinary General Meeting	PIT	Prohibition of Insider Trading
EIR	Effective Interest Rate	RBI	Reserve Bank of India
EPS	Earnings Per Share	RBI Directions	Circulars / directions / notifications issued by the RBI
ESOP	Employee Stock Option Plan	ROA	Return on Assets
ESPs	E-Voting Service Providers	ROC	Registrar of Companies
FY	Financial year commencing from 1 st April and ending on 31 st March of that particular year	ROI	Return of Interest
GAAP	Generally accepted accounting principles	RMC	Risk Management Committee
GDP	Gross Domestic Product	RPTs	Related Party Transactions
GNPA	Gross Non-Performing Assets	RTA	Registrar and Transfer Agent
GST	Goods and Services Tax	SBR	Scale Based Regulation
HO	Head Office	SEBI	Securities Exchange Board of India
HUF	Hindu Undivided Family	SEBI Listing Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modification thereof
IC	Internal Committee	Shares	Equity Shares
ICAI	Institute of Chartered Accountants of India	SME	Small And Medium-Sized Enterprises
ICSI	Institute of Company Secretaries of India	SRC	Stakeholders Relationship Committee
ID	Independent Directors	SS	Secretarial Standard
IEPF	Investor Education and Protection Fund	TDS	Tax Deducted at Source
IMF	International Monetary Fund	Warrants-	Convertible Equity Warrants
IND AS	Indian Accounting Standards	URL	Uniform Resource Locator
INR / `	Indian Rupees	VC	Video Conferencing
IT	Information Technology	WEO	World Economic Outlook
KMP	Key Managerial Personnel	Y-O-Y	Year-on-Year
Know Your Customer	Know Your Customer		
LAP	Loan Against Property		

Note

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

Note

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



MANGAL
CREDIT & FINCORP LIMITED

Mangal Credit and Fincorp Limited

A-1701-1702, Lotus Corporate Park, Ram Mandir Road,
Off Western Express Highway, Goregaon East, Mumbai,
Maharashtra 400063
info@mangalfincorp.com
022 4246 1300